



KIBWEZI MULTI UNIQUE ASSOCIATION

THE CONSTITUTION OF KIBWEZI MULTI UNIQUE ASSOCIATION

(AkA Kibwezi Professionals)

Motto

"Connecting Professionals, Collaborating and Empowering Communities."

@2026 Edition

Prepared and adopted by the founding members of Kibwezi Professionals Society.

DEDICATION

This Constitution is dedicated to all professionals of Kibwezi whose knowledge, integrity, commitment, and selfless service continue to inspire the transformation of our community.

It is further dedicated to the young people of Kibwezi and future generations of professionals who will uphold the values of excellence, innovation, leadership, integrity and community service.

May this Constitution serve as a lasting foundation for unity, collaboration, mentorship, and sustainable development.

FOREWORD BY THE CHAIRPERSON AND DREAM BEARER

Welcome to the Constitution of Kibwezi Multi Unique Association(KMUA) (AkA Kibwezi Professionals)

This Constitution marks a significant milestone in our collective journey towards building a united, vibrant, and impactful professional network. It embodies our shared vision of connecting professionals from diverse fields to harness knowledge, experience, and resources for the advancement of Kibwezi and beyond.

KPS is founded on the belief that professionals have a unique responsibility to contribute to the social, educational, economic, and environmental development of our communities. Through



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mentorship, collaboration, innovation, research, investment, and volunteerism, we aspire to create opportunities that empower present and future generations.

This Constitution establishes the principles of good governance, accountability, transparency, inclusivity, professionalism, and ethical leadership that shall guide our Society. It defines our organizational structure, membership, leadership, financial management, and decision-making processes while safeguarding the rights and responsibilities of every member.

As the Chairperson, I invite every member to embrace this Constitution not merely as a legal document but as our collective covenant to serve with integrity, uphold excellence, and work together towards a stronger and more prosperous Kibwezi.

Together, let us connect professionals, collaborate and empower communities by building a lasting legacy for generations to come.

Hon. Nicky Bitu

Founding Chairperson

Kibwezi Multi unique Association (KMUA)

@2026



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CHAPTER ONE

PRELIMINARY PROVISIONS

ARTICLE 1: NAME, STATUS AND LEGAL IDENTITY

1.1 Name

The name of the Society shall be Kibwezi Multi Unique Association, hereinafter referred to as "the Association" or "KMUA."

1.2 Legal Status

The Society is registered under the Societies Act Section 10 SOCA-L5SV6KE and shall operate as a voluntary, non-profit, non-political and non-partisan professional membership organization.

1.3 Corporate Identity

The Society shall have an official logo, seal, motto, colours and other branding approved by the Annual General Meeting (AGM).

1.4 Headquarters

The Headquarters of the Association shall be located in Kibwezi, Makueni County, Kenya.

1.5 Area of Operation

The Society shall operate throughout the Republic of Kenya and may establish county, regional and international (Diaspora) chapters in accordance with this Constitution.

ARTICLE 2: INTERPRETATION

2.1 Unless the context otherwise requires:

- a. AGM means the Annual General Meeting.
- b. Committee means any committee established under this Constitution.



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- c. Constitution means this Constitution and any amendments thereto.
- d. Executive Committee means the governing executive body elected by members.
- e. Member means a person or institution duly admitted into the Society.
- f. Society means Kibwezi Professionals Society (KPS).
- g. Special Resolution means a resolution supported by at least two-thirds of members present and voting.

2.2 Words importing the masculine gender shall include the feminine gender and vice versa. Words in the singular shall include the plural and vice versa.

ARTICLE 3: VISION, MISSION, MOTTO AND CORE VALUES

3.1 Vision

A united, empowered, and progressive community where professionals connect, collaborate, and drive sustainable transformation in Kibwezi and beyond.

3.2 Mission

To connect, collaborate, and empower professionals through networking, mentorship, innovation, partnerships, and community service for socio-economic growth and community development.

3.3 Motto

“Connecting Professionals, Collaborating and Empowering Communities.”

3.4 Core Values

The Society shall be guided by the following values:

- a. Integrity
- b. Professionalism
- c. Accountability
- d. Transparency



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- e. Inclusivity
- f. Respect
- g. Innovation
- h. Volunteerism
- i. Teamwork
- j. Excellence
- k. Service to Humanity

ARTICLE 4: OBJECTIVES

The objectives of the Society shall be to:

- a. Unite professionals from Kibwezi and friends of Kibwezi who share the Society's vision.
- b. Promote professional excellence, networking and lifelong learning.
- c. Mentor students and young professionals through structured programmes.
- d. Support schools, colleges and universities through partnerships, career guidance and scholarships.
- e. Promote entrepreneurship, innovation, research and investment.
- f. Mobilize resources for education, community development and humanitarian initiatives.
- g. Organize conferences, seminars, workshops, mentorship forums and professional networking events.
- h. Foster collaboration with national and county governments, educational institutions, development partners, civil society and the private sector.
- i. Promote environmental conservation, climate resilience and sustainable development.
- j. Encourage ethical leadership, integrity, patriotism and good governance.
- k. Promote community health, social welfare and volunteerism.
- l. Undertake any lawful activity that advances the objectives of the Society.

ARTICLE 5: POWERS OF THE SOCIETY

To achieve its objectives, the Society shall have power to:



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- a. Acquire, lease, manage and dispose of property in accordance with the law.
- b. Open and operate bank accounts and investment accounts.
- c. Receive membership subscriptions, grants, donations, sponsorships and gifts from lawful sources.
- d. Employ staff and engage consultants where necessary.
- e. Enter into partnerships, collaborations and Memoranda of Understanding (MoUs).
- f. Establish branches, committees, forums and technical working groups.
- g. Undertake income-generating activities consistent with its objectives.
- h. Institute or defend legal proceedings.
- i. Develop policies, strategic plans and operational guidelines.
- j. Do all lawful acts necessary for the attainment of its objectives.

ARTICLE 6: OFFICIAL LANGUAGE AND EMBLEM

- a. The official language of the Society shall be English. Kiswahili may also be used during meetings and official communication where appropriate.
- b. The Society shall adopt an official logo, seal, colours and flag as approved by the AGM.
- c. The logo and name of the Society shall not be used for personal, political or commercial purposes without written approval of the Executive Committee.

ARTICLE 7: PRINCIPLES OF GOVERNANCE

7.1 The Society shall be governed in accordance with the following principles:

- a. Rule of law.
- b. Democratic leadership.
- c. Transparency and accountability.
- d. Inclusivity and equality of opportunity.
- e. Respect for diversity.
- f. Responsible stewardship of resources.
- g. Professional ethics and integrity.



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- h. Public participation and consultation.
- i. Sustainability and continuous improvement.

7.2 All leaders and members shall uphold these principles in the conduct of the Society's affairs.

CHAPTER TWO

MEMBERSHIP

ARTICLE 8: MEMBERSHIP

8.1 Nature of Membership

- a. Membership of Kibwezi Multi Unique Association shall be voluntary and open to individuals and institutions that subscribe to the objectives, values and provisions of this Constitution.
- b. Membership shall not be denied on the basis of gender, age, disability, ethnicity, religion, political opinion or social status.

ARTICLE 9: CATEGORIES OF MEMBERSHIP

The Society shall consist of the following categories:

9.1 Founding Members

Persons who participated in the establishment of the Society and signed the Founding Register.

9.2 Ordinary Members

Professionals holding recognized certificates, diplomas, degrees or equivalent professional qualifications, or individuals with recognized experience who support the objectives of the Society.

9.3 Associate Members

Individuals who support the objectives of the Society but do not qualify as Ordinary Members.



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Associate Members may participate in meetings but shall not vote or hold elective office unless the AGM resolves otherwise.

9.4 Student Members

Students enrolled in accredited institutions of learning.

Student Members shall participate in mentorship and Society programmes but shall not vote or contest elective positions.

9.5 Corporate Members

Companies, institutions, professional bodies, NGOs, learning institutions and other organizations admitted by the Executive Committee.

Corporate Members shall appoint one representative to attend meetings but shall not hold elective office.

9.6 Honorary Members

Persons of distinguished service appointed by the AGM upon recommendation of the Executive Committee.

Honorary Members shall not pay subscriptions and shall have advisory status.

9.7 Life Members

A member may be awarded Life Membership by a two-thirds majority of the AGM in recognition of exceptional and sustained service to the Society.

ARTICLE 10: ELIGIBILITY FOR MEMBERSHIP

10.1 An applicant shall:

- a. Be at least eighteen (18) years of age.
- b. Subscribe to the objectives of the Society.
- c. Complete the prescribed membership application form.



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- d. Pay the prescribed registration fee and annual subscription.
- e. Undertake to comply with this Constitution and the Code of Conduct.

10.2 The Executive Committee shall determine applications within sixty (60) days of receipt.

ARTICLE 11: RIGHTS OF MEMBERS

Every Ordinary Member shall have the right to:

- a. Attend, participate and vote at General Meetings.
- b. Elect and be elected to office, subject to eligibility.
- c. Receive notices, reports and financial statements.
- d. Access Society programmes and services.
- e. Submit proposals and petitions.
- f. Inspect Society records as provided by this Constitution.
- g. Receive fair administrative action in disciplinary matters.

ARTICLE 12: RESPONSIBILITIES OF MEMBERS

Every member shall:

- a. Uphold this Constitution.
- b. Promote the Society's Vision, Mission and Values.
- c. Pay subscriptions and approved levies promptly.
- d. Participate actively in Society activities.
- e. Safeguard the Society's reputation.
- f. Declare any conflict of interest.
- g. Respect decisions lawfully made by the Society.
- h. Protect Society property and confidential information.

ARTICLE 13: MEMBERSHIP FEES

13.1 The AGM shall determine:

- a. Registration Fee



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- b. Annual Subscription
- c. Corporate Membership Fee
- d. Student Membership Fee
- e. Special Levies where necessary

13.2 No special levy shall be imposed except with approval of the AGM or a Special General Meeting. *(All society fees are non-refundable)*

ARTICLE 14: MEMBERSHIP REGISTER

14.1 The Secretary shall maintain an up-to-date Membership Register containing:

- a. Full Name
- b. Membership Number
- c. Category
- d. National ID/Passport Number
- e. Postal and Physical Address
- f. Telephone Number
- g. Email Address
- h. Date of Admission
- i. Membership Status

14.2 The Register shall be treated as confidential and managed in accordance with applicable data protection laws.

ARTICLE 15: RESIGNATION

15.1 A member may resign by giving at least thirty (30) days' written notice to the Secretary.

15.2 Resignation shall not extinguish any outstanding financial obligations owed to the Society.

ARTICLE 16: SUSPENSION AND TERMINATION OF MEMBERSHIP

16.1 Membership may be suspended or terminated where a member:



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- a. Fails to pay subscriptions for twelve (12) consecutive months after due notice.
- b. Is convicted of an offence involving fraud, corruption or moral turpitude that brings the Society into disrepute.
- c. Seriously breaches this Constitution or the Code of Conduct.
- d. Acts in a manner prejudicial to the interests of the Society.

16.2 No member shall be suspended or expelled without:

- i. Written notice of the allegations.
- ii. A reasonable opportunity to respond.
- iii. A fair hearing before the Disciplinary Committee.
- iv. A right of appeal to the Annual General Meeting.

ARTICLE 17: REINSTATEMENT

17.1 A former member may apply for reinstatement.

17.2 The Executive Committee may approve reinstatement upon payment of outstanding dues or on such conditions as it considers appropriate.

ARTICLE 18: MEMBERSHIP WELFARE

18.1 The Society may establish a Members' Welfare Fund to support members during bereavement, illness, emergencies and other circumstances as approved by the AGM.

18.2 The Welfare Fund shall operate under the Executive Committee.

ARTICLE 19: MEMBERSHIP OATH

19.1 Every elected official shall subscribe to the Society's Oath of Office before assuming office.

19.2 Ordinary Members may also affirm their commitment to uphold the Constitution during admission ceremonies organized by the Society.



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CHAPTER THREE

GOVERNANCE STRUCTURE

ARTICLE 20: GOVERNING ORGANS OF THE SOCIETY

20.1 The governance of the Society shall be vested in the following organs:

- 1.The Founding Advisory Council.
- 2.The General Meeting.
- 3.The Board of Trustees.
- 4.The Executive Committee.
- 5.Standing Committees.
- 6.County Chapters.
- 7.National Chapters
- 8.Diaspora Chapters.
- 9.Youth Professionals Forum.
10. Women Professionals Forum.
11. People with Disabilities
12. Student Professionals Chapter.

20.2 Each organ shall exercise its powers in accordance with this Constitution and shall remain accountable to the General Membership.

ARTICLE 21: THE FOUNDING ADVISORY COUNCIL

21.1 Authority

The founding advisory council shall be the supreme decision-making organ of the Society.

21.2 Powers

The Founding Advisory Council shall:

- a. Adopt and approve Constitution amendment.



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- b. Participate in Electing and removing office bearers.
- c. Approve annual budgets and audited financial statements.
- d. Approve membership fees and subscriptions.
- e. Approve strategic plans and major policies.
- f. Appoint external auditors.
- g. Ratify partnerships involving significant financial or legal obligations.
- h. Consider appeals from disciplinary decisions.
- i. Dissolve the Society in accordance with this Constitution.
- j. Provide strategic guidance.
- k. Promote partnerships.
- l. Mentor emerging leaders.
- m. Mobilize resources.
- n. Serve as ambassadors of the Society.

ARTICLE 22: BOARD OF TRUSTEES

22.1 Composition

The Society shall have a Board of Trustees consisting of five (5) to seven (7) proposed by the General Meeting and endorsed by the Founding Advisory Council.

Trustees shall be persons of integrity with demonstrated leadership experience.

22.2 Qualifications

A Trustee shall:

- a. Be an Ordinary Member in good standing.
- b. Have at least five years' professional or leadership experience.
- c. Not be serving as an elected Executive Committee official.
- d. Be non-political

22.3 Functions



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The Board of Trustees shall:

- a. Hold and safeguard the Society's assets.
- b. Provide strategic oversight.
- c. Ensure compliance with the Constitution.
- d. Support long-term sustainability.
- e. Offer independent advice to the Executive Committee.

22.4 Term

Trustees shall serve for five (5) years, renewable as per the recommendations of the Founding Advisory Council.

ARTICLE 23: GENERAL MEETING

The General Meeting shall have power;

- a. To elect members of the Executive Committee in accordance with this Constitution.
- b. To receive, deliberate upon, and adopt reports from the Executive Committee, including annual, financial, and program reports.
- c. To participate in the approval of the annual work plan and budget presented by the Executive Committee.
- d. To approve audited financial statements of the Society.
- e. To determine membership fees, subscriptions, and other contributions upon recommendation of the Executive Committee.
- f. To deliberate on matters affecting the welfare and interests of members.
- g. To approve strategic programmes and major initiatives of the Society, subject to the guidance and concurrence of the Founding Advisory Committee where required under this Constitution.
- h. To approve the establishment of standing committees upon recommendation of the Executive Committee.



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- i. To consider and make recommendations on proposed amendments to this Constitution for approval in accordance with the amendment provisions of this Constitution.
- j. To receive and consider recommendations, guidance, and policy directions issued by the Founding Advisory Committee.
- k. To consider appeals or petitions from members as provided for under this Constitution.
- L. To transact any other business that is consistent with the objectives of the Society and this Constitution.

ARTICLE 24: EXECUTIVE COMMITTEE

24.1 Composition

The Executive Committee shall consist of:

- a. Chairperson
- b. Vice Chairperson
- c. Secretary
- d. Assistant Secretary
- e. Treasurer
- f. Organizing Secretary
- g. Legal Advisor

The Immediate Past Chairperson shall serve as an ex-officio member for one term without voting rights unless elected to another office.

24.2 Functions

The Executive Committee shall:

- a. Implement resolutions of the AGM.
- b. Manage the day-to-day affairs of the Society.
- c. Prepare annual budgets and work plans.
- d. Recruit staff where necessary.



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- e. Mobilize resources.
- f. Prepare annual reports.
- g. Ensure compliance with this Constitution.
- h. Oversee committees and chapters.

The Committee shall meet at least once every quarter.

ARTICLE 25: STANDING COMMITTEES

25.1 The following Standing Committees are hereby established:

- i. Finance, Audit and Risk Committee.
- ii. Membership and Welfare Committee.
- iii. Education, Mentorship and Research Committee.
- iv. Partnerships and Resource Mobilization Committee.
- v. Investment, Innovation and Entrepreneurship Committee.
- vi. Public Relations, ICT and Communications Committee.
- vii. Projects, Environment and Community Development Committee.
- viii. Governance, Legal and Ethics Committee.

25.2 The Executive Committee may establish additional committees with approval of the AGM where necessary.

ARTICLE 26: COUNTY CHAPTERS

26.1 County Chapters may be established to coordinate the Society's activities within respective counties.

26.2 Each Chapter shall operate in accordance with this Constitution and regulations approved by the Executive Committee.

ARTICLE 27: DIASPORA CHAPTER

27.1 The Society may establish a Diaspora Chapter to bring together members residing outside Kenya.



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27.2 The Diaspora Chapter shall:

- a. Promote networking among members abroad.
- b. Support investment initiatives.
- c. Facilitate knowledge exchange.
- d. Mobilize resources for Society programmes.
- e. Maintain strong links with the National Executive Committee.

ARTICLE 28: SPECIAL INTEREST FORUMS

28.1 The Society shall establish:

- a. Youth Professionals Forum
- b. Women Professionals Forum
- c. Student Professionals Chapter
- d. People with disabilities Chapter

28.2 These forums shall promote leadership development, mentorship, inclusion and active participation in the Society while remaining accountable to the Executive Committee.

ARTICLE 29: PRINCIPLES OF LEADERSHIP

29.1 All leaders shall:

- a. Act with integrity and honesty.
- b. Avoid conflicts of interest.
- c. Promote teamwork and inclusivity.
- d. Be accountable for decisions and resources.
- e. Respect the Constitution.
- f. Serve members diligently and without discrimination.
- g. Protect the reputation and assets of the Society.

29.2 Leadership in the Society is a position of trust and service, not personal privilege.



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CHAPTER FOUR

OFFICE BEARERS: POWERS, DUTIES, QUALIFICATIONS, VACANCIES AND REMOVAL FROM OFFICE

ARTICLE 30: ELECTED OFFICE BEARERS

30.1 The Society shall have the following elected office bearers:

- i. Chairperson
- ii. Vice Chairperson
- iii. Secretary
- iv. Assistant Secretary
- v. Treasurer
- vi. Organizing Secretary
- vii. Legal Advisor

30.2 All office bearers shall be elected through recommendation by the Annual General Meeting through a free, fair and transparent electoral process or volunteer process and have to be approved by the Founding Advisory Council.

ARTICLE 31: QUALIFICATIONS FOR ELECTIVE OFFICE

31.1 A person shall be eligible for election if he or she:

- a. Is an Ordinary Member in good standing.
- b. Has been an active member of the Society for at least twelve (12) months, except during the inaugural elections.
- c. Has paid all membership subscriptions and approved levies.
- d. Has not been found guilty of gross misconduct by the Society.
- e. Demonstrates integrity, leadership ability and commitment to the Society's objectives.
- f. Meets any additional qualifications approved by the AGM.



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ARTICLE 32: THE CHAIRPERSON

32.1 The Chairperson shall be the chief elected leader and principal spokesperson of the Society.

32.2 The Chairperson shall:

- i. Provide strategic leadership.
- ii. Preside over General Meetings and Executive Committee meetings.
- iii. Ensure implementation of AGM resolutions.
- iv. Represent the Society in official functions.
- v. Sign contracts and official documents on behalf of the Society where authorized.
- vi. Promote partnerships and resource mobilization.
- vii. Ensure compliance with this Constitution.
- viii. Exercise a casting vote where votes are tied, unless otherwise provided.

ARTICLE 33: THE VICE CHAIRPERSON

33.1 The Vice Chairperson shall:

- i. Deputize the Chairperson.
- ii. Perform duties delegated by the Chairperson or Executive Committee.
- iii. Coordinate strategic projects assigned by the Executive Committee.
- iv. Assume the duties of the Chairperson during absence or incapacity.

ARTICLE 34: THE SECRETARY

34.1 The Secretary shall:

- i. Be the chief administrative officer of the Society.
- ii. Issue notices of meetings.
- iii. Prepare agendas in consultation with the Chairperson.
- iv. Record and maintain minutes.
- v. Maintain all official records.
- vi. Keep the Membership Register.



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- vii. Handle official correspondence.
- viii. File statutory returns with the Registrar of Societies.

ARTICLE 35: ASSISTANT SECRETARY

35.1 The Assistant Secretary shall:

- i. Assist the Secretary in all duties.
- ii. Act as Secretary during the Secretary's absence.
- iii. Coordinate documentation and archives.
- iv. Perform any other duties assigned by the Executive Committee.

ARTICLE 36: THE TREASURER

36.1 The Treasurer shall:

- i. Oversee the Society's finances.
- ii. Maintain proper books of account.
- iii. Prepare financial reports.
- iv. Present quarterly and annual financial statements.
- v. Ensure safe custody of financial records.
- vi. Coordinate preparation of the annual budget.
- vii. Ensure all income is receipted and banked promptly.
- viii. Work closely with auditors.

ARTICLE 37: ORGANIZING SECRETARY

37.1 The Organizing Secretary shall:

- i. Coordinate meetings, conferences and events.
- ii. Mobilize members for Society programmes.
- iii. Coordinate logistics for official activities.
- iv. Maintain an annual events calendar.

ARTICLE 38: LEGAL OFFICER



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38.1 The Legal Officer shall be a member of the Executive Committee and shall be responsible for providing legal guidance to the Society.

38.2 The Legal Officer shall:

- a. Advise the Executive Committee on legal and constitutional matters affecting the Society.
- b. Ensure that the Society complies with the Constitution, the **Societies Act (Kenya)**, and all other applicable laws and regulations.
- c. Review and advice on contracts, memoranda of understanding (MoUs), partnership agreements, and other legal documents before execution.
- d. Provide legal opinions on governance, disciplinary, and dispute resolution matters.
- e. Assist in the drafting, interpretation, and review of the Constitution, policies, and other governance documents.
- f. Represent or coordinate the Society's legal interests where authorized by the Executive Committee.
- g. Maintain confidentiality and uphold the highest standards of professional ethics in all legal matters concerning the Society.
- h. Perform any other duties assigned by the Executive Committee that are consistent with the office of the Legal Officer.

ARTICLE 39: COMMITTEE MEMBERS

39.1 Committee Members shall:

- i. Participate in Executive Committee meetings.
- ii. Chair or serve on Standing Committees as assigned.
- iii. Undertake special assignments approved by the Executive Committee.
- iv. Promote the objectives of the Society.

ARTICLE 40: VACANCIES IN OFFICE

40.1 An office shall become vacant upon:

- a. Resignation in writing.



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- b. Death.
- c. Incapacity certified by a competent authority.
- d. Removal from office.
- e. Loss of membership.
- f. Absence from three consecutive Executive Committee meetings without reasonable cause.

40.2 Where a vacancy occurs, the Executive Committee may appoint an acting office bearer until the next General Meeting, where an election shall be held if required.

ARTICLE 41: REMOVAL FROM OFFICE

41.1 An elected official may be removed from office for:

- a. Gross misconduct.
- b. Abuse of office.
- c. Misappropriation of Society funds or property.
- d. Persistent failure to perform official duties.
- e. Breach of this Constitution or the Code of Conduct.
- f. Conduct that brings the Society into disrepute.

41.2 Removal shall require:

- a. A written complaint.
- b. Investigation by the Governance, Legal and Ethics Committee.
- c. A fair hearing.
- d. A recommendation to the General Meeting.
- e. Approval by a two-thirds majority of members present and voting.

ARTICLE 42: HANDOVER OF OFFICE

42.1 Every outgoing office bearer shall hand over all Society records, assets, passwords, financial documents and any other property of the Society to the incoming office bearer within thirty (30) days of leaving office.



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42.2 Failure to comply may result in legal or disciplinary action.

CHAPTER FIVE

ELECTIONS, TERMS OF OFFICE AND SUCCESSION

ARTICLE 43: DEMOCRATIC PRINCIPLES

- a. The Society shall conduct all elections in accordance with the principles of democracy, fairness, transparency, accountability, inclusivity and integrity.
- b. Every eligible member shall have one vote.
- c. Voting shall be by secret ballot unless the General Meeting unanimously resolves to use another transparent method.

ARTICLE 44: TERM OF OFFICE

- a. Every elected official shall serve a term of three (3) years
- b. An elected official shall be eligible for one further consecutive term only in the same office.
- c. No member shall serve in the same elective office for more than two consecutive terms.
- d. A former office bearer may contest for a different elective office, provided they meet the eligibility requirements.

ARTICLE 45: ELECTIONS

- a. Elections shall be held during the Annual General Meeting in the election year.
- b. The Secretary shall issue a notice of election at least sixty (60) days before the election date.
- c. Nomination forms shall be available to members immediately after the election notice is issued.
- d. The nomination period shall close twenty-one (21) days before the election.
- e. The final list of duly nominated candidates shall be circulated to members at least fourteen (14) days before the election.



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ARTICLE 46: ELECTORAL COMMITTEE

46.1 The Executive Committee shall act as an Independent Electoral Committee during AGM elections.

46.2 The Committee shall:

- a. Receive and verify nominations.
- b. Publish the list of qualified candidates.
- c. Organize and supervise elections.
- d. Count and announce results.
- e. Prepare and submit an election report to the AGM.

46.3 Decisions of the Electoral Committee shall be impartial and based on this Constitution.

ARTICLE 47: NOMINATION OF CANDIDATES

A candidate shall:

- a. Be nominated by at least two Ordinary Members in good standing.
- b. Consent in writing to the nomination.
- c. Meet the qualifications prescribed in this Constitution.
- d. Submit the prescribed nomination form before the closing date.

ARTICLE 48: VOTING PROCEDURE

- a. Voting shall be by secret ballot, voluntary or nomination
- b. A candidate receiving the highest number of valid votes shall be declared elected.
- c. In the event of a tie, a repeat vote shall be conducted between the tied candidates. If the tie persists, the result shall be determined by a transparent method approved by the AGM.
- d. Proxy voting shall not be permitted unless expressly authorized by regulations approved by the AGM.



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- e. The Society may adopt secure electronic voting where approved by the AGM and supported by appropriate procedures.

ARTICLE 49: ELECTION PETITIONS

- a. Any member may challenge the conduct or outcome of an election by lodging a written petition with the Electoral Committee within seven (7) days after the declaration of results.
- b. The Electoral Committee shall determine the petition within fourteen (14) days.
- c. A member dissatisfied with the decision may appeal to the Advisory Founding Council, whose decision shall be final within the Society.

ARTICLE 50: CASUAL VACANCIES

Where an elective office becomes vacant before the expiry of the term:

- a. The Executive Committee may appoint an acting office bearer from among eligible members.
- b. Where more than twelve (12) months of the term remain, a by-election shall be held within ninety (90) days, unless the AGM resolves otherwise.
- c. Where less than twelve months remain, the acting office bearer may serve until the next AGM.

ARTICLE 51: SUCCESSION PLANNING

The Society shall promote orderly leadership transition through:

- a. Leadership mentorship and capacity building.
- b. Proper handover procedures.
- c. Orientation of newly elected officials.
- d. Maintenance of institutional memory through proper records.
- e. Development of future leaders from among the membership.

ARTICLE 52: INAUGURATION OF ELECTED OFFICIALS



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52.1 Newly elected officials shall assume office immediately after being declared elected, unless the AGM resolves otherwise.

52.2 Before assuming office, every elected official shall:

- a. Take the Oath of Office.
- b. Sign the Leadership Integrity Declaration.
- c. Receive an official handover from the outgoing office bearer.

ARTICLE 53: VACATION OF OFFICE

An elected official shall automatically cease to hold office if they:

- a. Resign in writing.
- b. Cease to be a member of the Society.
- c. Are removed from office under this Constitution.
- d. Become incapable of performing official duties for a continuous period of six (6) months, unless the AGM determines otherwise.
- e. Die while in office.

ARTICLE 54: LEADERSHIP CONTINUITY

To ensure continuity:

- a. The Society shall maintain an updated leadership handover file.
- b. Outgoing officials shall prepare written transition reports.
- c. Official records shall be stored securely in both physical and electronic formats.
- d. No outgoing official shall retain Society property beyond thirty (30) days after leaving office.

CHAPTER SIX

MEETINGS AND DECISION-MAKING



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ARTICLE 55: GENERAL PROVISIONS

55.1 Meetings of the Society shall be conducted in a manner that promotes transparency, inclusiveness, respect, orderly participation, and timely decision-making.

55.2 Unless otherwise provided in this Constitution, decisions shall be made by a simple majority of members present and voting.

ARTICLE 56: ANNUAL GENERAL MEETING (AGM)

56.1 Status

The Annual General Meeting shall be the highest ordinary meeting of the Society.

56.2 Frequency

The AGM shall be held once every calendar year at a date, time and venue determined by the Executive Committee.

56.3 Notice

The Secretary shall issue at least thirty (30) days' written notice of the AGM.

The notice shall include:

- a. Date, time and venue.
- b. Agenda.
- c. Previous AGM minutes.
- d. Annual reports.
- e. Audited financial statements.
- f. Any proposed constitutional amendments.
- g. Any other supporting documents.

56.4 Business of the AGM

The AGM shall:



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- a. Confirm the minutes of the previous AGM.
- b. Receive the Chairperson's Report.
- c. Receive the Secretary's Report.
- d. Receive and adopt the Treasurer's financial report.
- e. Receive the Auditor's Report.
- f. Approve the annual budget.
- g. Elect officials where applicable.
- h. Appoint external auditors.
- i. Determine membership fees.
- j. Consider constitutional amendments.
- k. Consider any other business properly submitted.

ARTICLE 57: SPECIAL GENERAL MEETING (SGM)

57.1 A Special General Meeting may be convened:

- a. By resolution of the Executive Committee.
- b. Upon written request by at least one-third (1/3) of the Ordinary Members.
- c. Where required by this Constitution.

57.2 The Secretary shall issue at least fourteen (14) days' notice stating the purpose of the meeting.

57.3 Only the business specified in the notice shall be transacted.

ARTICLE 58: EXECUTIVE COMMITTEE MEETINGS

58.1 The Executive Committee shall meet at least once every quarter.

58.2 Special Executive Committee meetings may be convened by the Chairperson or upon request by at least one-third of the Committee members.

58.3 The Executive Committee shall:

- a. Review implementation of programmes.
- b. Monitor finances.



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- c. Approve operational decisions.
- d. Review committee reports.
- e. Address urgent matters affecting the Society.

ARTICLE 59: COMMITTEE MEETINGS

59.1 Each Standing Committee shall meet at least once every quarter and may hold additional meetings where necessary.

59.2 Committee reports shall be submitted to the Executive Committee within fourteen (14) days after each meeting.

ARTICLE 60: CHAPTER MEETINGS

60.1 County, Diaspora and Special Interest Chapters shall hold meetings as prescribed in regulations approved by the Executive Committee.

60.2 Their decisions shall not conflict with this Constitution.

ARTICLE 61: QUORUM

61.1 The quorum shall be:

- a. AGM: One-third (1/3) of all registered Ordinary Members or 30 members, whichever is lower.
- b. Special General Meeting: One-third (1/3) of registered Ordinary Members.
- c. Executive Committee Meeting: More than half of the elected Executive Committee members.
- d. Standing Committee Meeting: One-half of the committee members.

61.2 If quorum is not attained within thirty (30) minutes of the scheduled time, the meeting shall stand adjourned to a date determined by the Chairperson.

ARTICLE 62: NOTICE OF MEETINGS

62.1 Notice may be issued through:

- a. Email.



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- b. Official letters.
- c. SMS.
- d. Official WhatsApp platform.
- e. The Society's website or other approved digital platform.

62.2 Electronic communication shall constitute valid notice where members have provided their contact details.

ARTICLE 63: DECISION-MAKING

63.1 The Society shall strive to make decisions by consensus.

63.2 Where consensus cannot be reached, matters shall be decided by voting.

63.3 Unless otherwise provided in this Constitution:

- a. Each Ordinary Member shall have one vote.
- b. The Chairperson shall have a casting vote only where there is a tie.
- c. Voting shall ordinarily be by a show of hands, except where a secret ballot is required.

ARTICLE 64: VIRTUAL AND HYBRID MEETINGS

- a. The Society may conduct meetings through secure virtual or hybrid platforms.
- b. Members participating virtually shall be deemed present for purposes of quorum and voting.
- c. The Executive Committee shall establish guidelines for virtual participation to ensure fairness, security and confidentiality.

ARTICLE 65: MINUTES AND RECORDS

65.1 The Secretary shall:

- a. Record accurate minutes of every meeting.
- b. Maintain attendance registers.
- c. Keep resolutions and official records.



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- d. Circulate draft minutes within twenty-one (21) days after the meeting.
- e. Preserve both physical and electronic copies of records.

65.2 Minutes shall be confirmed at the next meeting before being signed by the Chairperson and Secretary.

ARTICLE 66: CONFLICT OF INTEREST DURING MEETINGS

66.1 Any member with a direct or indirect personal interest in a matter under discussion shall:

- a. Declare the interest before deliberations begin.
- b. Have the declaration recorded in the minutes.
- c. Refrain from voting on the matter.
- d. Withdraw from the meeting where the Chairperson so directs.

66.2 Failure to disclose a conflict of interest may result in disciplinary action.

ARTICLE 67: STANDING ORDERS

67.1 The Society shall adopt Standing Orders to regulate:

- a. Conduct of meetings.
- b. Order of business.
- c. Debate procedures.
- d. Motions and amendments.
- e. Voting procedures.
- f. Points of order.
- g. Recording of resolutions.

67.2 The Standing Orders shall form part of the Schedules to this Constitution.

CHAPTER SEVEN

COMMITTEES, FORUMS AND CHAPTERS

ARTICLE 68: ESTABLISHMENT OF COMMITTEES



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68.1 To effectively implement its mandate, the Society shall establish Standing Committees and may establish Ad Hoc Committees as may be necessary.

68.2 Each committee shall operate under this Constitution and any Terms of Reference approved by the Executive Committee.

ARTICLE 69: STANDING COMMITTEES

69.1 The Society shall establish the following Standing Committees:

- i. Finance, Audit and Risk Committee
- ii. Membership and Welfare Committee
- iii. Education, Mentorship and Research Committee
- iv. Partnerships and Resource Mobilization Committee
- v. Investment, Innovation and Entrepreneurship Committee
- vi. Public Relations, ICT and Communications Committee
- vii. Projects, Environment and Community Development Committee
- viii. Governance, Legal and Ethics Committee

69.2 The AGM may establish or dissolve Standing Committees upon recommendation of the Executive Committee.

ARTICLE 70: FINANCE, AUDIT AND RISK COMMITTEE

The Committee shall:

- a. Review budgets before submission to the Executive Committee.
- b. Monitor financial performance.
- c. Review internal controls and risk management.
- d. Support external and internal audit processes.
- e. Advise on investment and financial sustainability.

ARTICLE 71: MEMBERSHIP AND WELFARE COMMITTEE

The Committee shall:



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- a. Recruit and retain members.
- b. Maintain member engagement.
- c. Coordinate member welfare programmes.
- d. Recommend membership benefits.
- e. Promote unity and cohesion among members.

ARTICLE 72: EDUCATION, MENTORSHIP AND RESEARCH COMMITTEE

The Committee shall:

- a. Coordinate mentorship programmes.
- b. Promote partnerships with schools, TVETs and universities.
- c. Organize career guidance programmes.
- d. Promote research, innovation and professional development.
- e. Coordinate scholarships, internships and academic initiatives.

ARTICLE 73: PARTNERSHIPS AND RESOURCE MOBILIZATION COMMITTEE

The Committee shall:

- a. Identify funding opportunities.
- b. Develop strategic partnerships.
- c. Coordinate fundraising activities.
- d. Prepare funding proposals.
- e. Manage donor relations.

ARTICLE 74: INVESTMENT, INNOVATION AND ENTREPRENEURSHIP COMMITTEE

The Committee shall:

- a. Promote investment opportunities.
- b. Support entrepreneurship among members.
- c. Organize business forums and innovation challenges.



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- d. Facilitate networking with investors and financial institutions.

ARTICLE 75: PUBLIC RELATIONS, ICT AND COMMUNICATIONS COMMITTEE

The Committee shall:

- a. Manage the Society's brand and image.
- b. Oversee digital platforms and official communication.
- c. Promote media relations.
- d. Coordinate publications and newsletters.
- e. Support digital transformation initiatives.

ARTICLE 76: PROJECTS, ENVIRONMENT AND COMMUNITY DEVELOPMENT COMMITTEE

The Committee shall:

- a. Coordinate community service projects.
- b. Promote environmental conservation.
- c. Monitor implementation of Society projects.
- d. Prepare project progress reports.
- e. Promote sustainable development initiatives.

ARTICLE 77: GOVERNANCE, LEGAL AND ETHICS COMMITTEE

The Committee shall:

- a. Advise on constitutional matters.
- b. Review governance policies.
- c. Investigate disciplinary complaints.
- d. Promote ethical leadership.
- e. Monitor compliance with this Constitution.

ARTICLE 78: AD HOC COMMITTEES



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78.1 The Executive Committee may establish temporary committees to undertake specific assignments.

78.2 Such committees shall cease to exist upon completion of their mandate unless extended by the Executive Committee.

ARTICLE 79: COUNTY CHAPTERS

79.1 The Society may establish County Chapters to coordinate activities at the county level.

79.2 Each Chapter shall:

- a. Elect its officials.
- b. Prepare annual work plans.
- c. Submit quarterly reports.
- d. Account for funds received.
- e. Operate in accordance with this Constitution.

ARTICLE 80: DIASPORA CHAPTER

80.1 The Society may establish Diaspora Chapters to:

- a. Promote networking among members abroad.
- b. Support investment and development initiatives.
- c. Mobilize technical expertise and financial resources.
- d. Strengthen international partnerships.

80.2 Diaspora Chapters shall remain accountable to the National Executive Committee.

ARTICLE 81: SPECIAL INTEREST FORUMS

81.1 The Society shall establish:

- a. Youth Professionals Forum.
- b. Women Professionals Forum.
- c. Student Professionals Chapter.



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81.2 These Forums shall promote leadership, mentorship, inclusion, innovation and participation in the Society's programmes.

ARTICLE 82: REPORTING AND ACCOUNTABILITY

82.1 Every Committee, Forum and Chapter shall:

- a. Prepare annual work plans.
- b. Submit quarterly performance reports.
- c. Account for all funds and assets entrusted to it.
- d. Comply with this Constitution and Society policies.

82.2 Committees and Chapters shall not enter into contracts, incur liabilities or commit Society funds without prior approval by the Executive Committee or within an approved budget.

ARTICLE 83: PERFORMANCE REVIEW

83.1 The Executive Committee shall annually evaluate the performance of all Committees, Forums and Chapters using agreed performance indicators.

83.2 Recommendations from the review shall be presented to the AGM for consideration and continuous improvement.

CHAPTER EIGHT

FINANCIAL MANAGEMENT, BUDGETING, PROCUREMENT AND ASSET MANAGEMENT

ARTICLE 84: PRINCIPLES OF FINANCIAL MANAGEMENT

84.1 The Society shall manage its financial resources in accordance with the principles of:

- a. Accountability.
- b. Transparency.
- c. Value for money.



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- d. Prudence.
- e. Integrity.
- f. Sustainability.
- g. Proper record keeping.

84.2 All financial transactions shall be supported by appropriate documentation and shall be subject to internal and external audit.

ARTICLE 85: SOURCES OF FUNDS

85.1 The funds of the Society may be derived from:

- i. Registration fees.
- ii. Annual membership subscriptions.
- iii. Corporate membership fees.
- iv. Donations and grants.
- v. Sponsorships.
- vi. Fundraising activities.
- vii. Income from investments.
- viii. Income-generating projects approved by the AGM.
- ix. Training, conferences and consultancy services.
- x. Any other lawful source approved by the Executive Committee.

85.2 The Society shall not accept funds from unlawful or unethical sources.

ARTICLE 86: FINANCIAL YEAR

The financial year of the Society shall run from 1st January to 31st December of each year unless otherwise resolved by the FAC (Founding Advisory Council).

ARTICLE 87: ANNUAL BUDGET

- a. The Treasurer shall prepare the annual budget in consultation with the Executive Committee.



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- b. The Executive Committee shall review and approve the proposed budget before presenting it to the AGM.
- c. No expenditure shall be incurred unless it is:
 - i. Included in the approved budget; or
 - ii. Specifically authorized by the Executive Committee in cases of urgency.
- d. Significant budget reallocations shall be reported to members at the next General Meeting.

ARTICLE 88: BANK ACCOUNTS

- a. The Society shall maintain bank accounts in its registered name.
- b. The Executive Committee shall approve the financial institution(s) where accounts are held.
- c. The authorized signatories shall be:
 - i. Chairperson
 - ii. Secretary
 - iii. Treasurer or any other committee member as determined by the Executive Committee
- d. Any two of the three signatories, one of whom shall ordinarily be the Treasurer, shall authorize payments.
- e. Electronic banking shall be permitted subject to appropriate approval and security controls.

ARTICLE 89: BOOKS OF ACCOUNT

89. 1 The Treasurer shall maintain proper books of account, including:

- a. Cashbook
- b. General Ledger
- c. Bank Reconciliation Statements
- d. Receipt Register



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- e. Payment Register
- f. Asset Register
- g. Inventory Register
- h. Investment Register
- i. Petty Cash Register

89.2 These records shall be retained for at least seven (7) years or such longer period as required by law.

ARTICLE 90: PROCUREMENT

90.1 The Society shall procure goods, works and services in a fair, competitive and transparent manner.

90.2 Except in emergencies or for low-value purchases as determined by policy:

- a. At least three quotations shall be obtained for significant procurements.
- b. Any Executive Committee member with a conflict of interest shall declare it and shall not participate in the procurement decision.
- c. Procurement decisions shall be documented and available for audit.

90.3 The Executive Committee shall develop a Procurement Policy to operationalize this Article.

ARTICLE 91: ASSET MANAGEMENT

91.1 The Society shall maintain an up-to-date Asset Register containing all movable and immovable property.

91.2 Society assets shall:

- a. Be used solely for official purposes.
- b. Be protected against loss, damage or misuse.
- c. Be verified annually.

91.3 Not be disposed of without Executive Committee approval and, for major assets, AGM approval.



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ARTICLE 92: INVESTMENTS

- a. The Society may invest surplus funds in lawful and prudent investments approved by the Executive Committee and ratified by the AGM.
- b. Investment decisions shall prioritize preservation of capital, sustainability and alignment with the Society's objectives.

ARTICLE 93: INTERNAL FINANCIAL CONTROLS

93.1 The Society shall establish internal controls including:

- a. Segregation of financial duties.
- b. Approval limits for expenditure.
- c. Regular bank reconciliations.
- d. Verification of supporting documents before payment.
- e. Periodic financial reporting to the Executive Committee.

93.2 No person shall authorize, process and receive payment for the same transaction.

ARTICLE 94: AUDIT

- a. The AGM shall appoint an independent external auditor annually.
- b. The auditor shall examine the Society's accounts and issue an audit report.
- c. The audit report shall be presented to the AGM.
- d. The Society may also establish an Internal Audit function where resources permit.

ARTICLE 95: FINANCIAL REPORTING

95.1 The Treasurer shall submit:

- a. Quarterly financial reports to the Executive Committee.
- b. Annual financial statements to the AGM.
- c. Any statutory financial reports required by law.

95.2 Financial reports shall accurately reflect the financial position of the Society.



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ARTICLE 96: FRAUD PREVENTION

- a. Any member who suspects fraud, theft, misappropriation or financial misconduct shall report the matter to the Governance, Legal and Ethics Committee.
- b. All allegations shall be investigated promptly and fairly.
- c. Where criminal conduct is suspected, the matter shall be referred to the appropriate law enforcement authorities.

ARTICLE 97: DISSOLUTION OF FINANCIAL INTERESTS

- a. No income, profit or assets of the Society shall be distributed to members by virtue of their membership.
- b. Any surplus funds shall be applied solely to advancing the objectives of the Society.
- c. Upon dissolution, and after settlement of all lawful liabilities, any remaining assets shall be transferred to another non-profit organization with similar objectives, as determined by the AGM and in accordance with the law.

CHAPTER NINE

ETHICS, DISCIPLINE, COMPLAINTS AND DISPUTE RESOLUTION

ARTICLE 98: CODE OF ETHICS

Every member and leader of the Society shall uphold the highest standards of ethical conduct.

Members shall:

- a. Act honestly and with integrity.
- b. Promote professionalism in all engagements.
- c. Respect the dignity, rights and diversity of others.
- d. Avoid conduct that brings the Society into disrepute.
- e. Use Society resources responsibly.



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- f. Maintain confidentiality where required.
- g. Comply with this Constitution, Society policies and applicable laws.

ARTICLE 99: CONFLICT OF INTEREST

- a. Every Trustee, Executive Committee member, committee member and employee shall disclose any actual, potential or perceived conflict of interest.
- b. A member with a conflict of interest shall:
 - i. Declare the conflict immediately.
 - ii. Have the declaration recorded in the minutes.
 - iii. Refrain from participating in deliberations or voting on the matter.
 - iv. Withdraw from the meeting if requested by the Chairperson.
- c. Annual declarations of financial interests shall be submitted by all Trustees and Executive Committee members.
- d. Failure to disclose a conflict of interest may result in disciplinary action.

ARTICLE 100: LEADERSHIP INTEGRITY

Every elected leader shall sign a Leadership Integrity Declaration before assuming office, committing to:

- a. Serve faithfully and impartially.
- b. Avoid abuse of office.
- c. Protect Society assets.
- d. Maintain confidentiality.
- e. Declare personal interests.
- f. Comply with this Constitution and the Code of Ethics.

ARTICLE 101: DISCIPLINARY OFFENCES

A member commits a disciplinary offence if they:



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- a. Breach this Constitution.
- b. Misappropriate or misuse Society funds or assets.
- c. Commit fraud, corruption or forgery.
- d. Harass, intimidate or discriminate against another member.
- e. Knowingly provide false information to the Society.
- f. Damage the Society's reputation through serious misconduct.
- g. Repeatedly fail to comply with lawful decisions of the Society.
- h. Misuse the Society's name, logo or property without authorization.

ARTICLE 102: DISCIPLINARY PROCESS

- a. A complaint shall be made in writing to the Secretary or the Governance, Legal and Ethics Committee.
- b. The complaint shall set out the facts and supporting evidence.
- c. The member concerned shall receive written notice of the allegations and sufficient time to respond.
- d. The Governance, Legal and Ethics Committee shall investigate the complaint and may invite witnesses or request documents.
- e. The member shall have the right to be heard, to present evidence and to be accompanied by another member of the Society.
- f. The Committee shall prepare a written report with recommendations.

ARTICLE 103: DISCIPLINARY SANCTIONS

106.1 Depending on the seriousness of the offence, the following sanctions may be imposed:

- a. Verbal warning.
- b. Written warning.
- c. Mandatory apology.
- d. Restitution or reimbursement.
- e. Suspension of specified membership rights.



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- f. Removal from committee or elective office.
- g. Expulsion from the Society.

106.2 The sanction imposed shall be proportionate to the offence.

ARTICLE 104: APPEALS

- a. A member aggrieved by a disciplinary decision may appeal in writing within thirty (30) days.
- b. Appeals shall first be considered by the Executive Committee if the original decision was made by a committee.
- c. A final appeal shall lie to the General Meeting, whose decision shall be final within the Society.

ARTICLE 105: DISPUTE RESOLUTION

108.1 The Society encourages disputes to be resolved amicably.

108.2 Where disputes arise between members, committees or chapters, the following process shall apply:

- a. Informal dialogue.
- b. Mediation by the Governance, Legal and Ethics Committee.
- c. Conciliation where appropriate.
- d. Determination by the Executive Committee.
- e. Appeal to the General Meeting.

108.3 Nothing in this Constitution prevents a member from seeking any legal remedy available under Kenyan law after exhausting the Society's internal dispute resolution mechanisms where appropriate.

ARTICLE 106: WHISTLEBLOWER PROTECTION

- a. A member who, in good faith, reports suspected fraud, corruption, financial misconduct, abuse of office or other serious wrongdoing shall not be subjected to retaliation, victimization or discrimination.



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- b. The Society shall maintain confidentiality regarding the identity of the whistleblower to the greatest extent reasonably possible, subject to the requirements of a fair investigation and applicable law.
- c. Knowingly making false or malicious allegations shall itself constitute a disciplinary offence.

ARTICLE 107: RECORDS OF DISCIPLINARY PROCEEDINGS

- a. The Secretary shall maintain confidential records of all disciplinary proceedings and decisions.
- b. Access to such records shall be limited to persons authorized by this Constitution or by law.
- c. Disciplinary records shall be retained in accordance with the Society's records management policy and applicable legal requirements.

CHAPTER TEN

PARTNERSHIPS, AMENDMENTS, DISSOLUTION, TRANSITIONAL AND MISCELLANEOUS PROVISIONS

ARTICLE 108: PARTNERSHIPS AND COLLABORATION

108.1 Strategic Partnerships

The Society may establish partnerships with:

- a. National Government Ministries and Agencies.
- b. County Governments.
- c. Universities and Institutions of Higher Learning.
- d. TVET Institutions.
- e. Professional Bodies.
- f. Development Partners.
- g. Non-Governmental Organizations.



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- h. Faith-Based Organizations.
- i. Community-Based Organizations.
- j. Private Sector Organizations.
- k. International Organizations.
- l. Development Finance Institutions.

108.2 Memoranda of Understanding (MoUs)

All strategic partnerships shall be formalized through written agreements approved by the Executive Committee and, where they impose significant financial, legal or long-term obligations, ratified by the AGM.

108.3 Principles

Every partnership shall promote:

- a. Mutual respect.
- b. Transparency.
- c. Accountability.
- d. Sustainability.
- e. Shared value.
- f. Compliance with the Constitution and the laws of Kenya.

ARTICLE 109: STRATEGIC PLANNING

The Society shall prepare a Five-Year Strategic Plan, reviewed every five years.

The Executive Committee shall prepare Annual Work Plans and Performance Reports for approval by the AGM.

ARTICLE 110: AMENDMENT OF THE CONSTITUTION

- a. Any member may propose an amendment to this Constitution.
- b. A proposed amendment shall:



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- i. Be submitted in writing to the Secretary at least thirty (30) days before the AGM or SGM.
- ii. Be circulated to members at least fourteen (14) days before the meeting.
- c. An amendment shall be adopted by a two-thirds (2/3) majority of members present and voting at a duly constituted AGM or SGM.
- d. Amendments shall take effect upon registration or recognition by the Registrar of Societies where required by law.

ARTICLE 111: DISSOLUTION OF THE SOCIETY

- a. The Society shall only be dissolved by a resolution passed by at least three-quarters (3/4) of all Ordinary Members at a Special General Meeting convened specifically for that purpose.
- b. Notice of the meeting shall be issued at least sixty (60) days in advance.
- c. Upon dissolution:
 - i. All debts and liabilities shall first be settled.
 - ii. The remaining assets shall not be distributed among members.
 - iii. The remaining assets shall be transferred to a registered non-profit organization with similar objectives, as determined by the AGM and in accordance with Kenyan law.

ARTICLE 112: TRANSITIONAL PROVISIONS

- a. Upon adoption of this Constitution, the Founding Officials shall continue to serve until the first elections held under this Constitution.
- b. Existing committees and working groups shall continue to operate until reconstituted in accordance with this Constitution.
- c. All assets, records and liabilities of the Society shall vest in Kibwezi Professionals Society upon registration.

ARTICLE 113: COMMON SEAL



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- a. The Society shall adopt an Official Common Seal.
- b. The Seal shall be kept by the Secretary under secure custody.
- c. The Common Seal shall only be affixed to official documents upon authorization of the Executive Committee.

ARTICLE 114: INDEMNITY

Trustees, Executive Committee members, committee members and employees acting honestly, in good faith and within the scope of their lawful duties shall be indemnified by the Society against liabilities incurred in the proper execution of their responsibilities, except in cases of fraud, gross negligence, corruption or willful misconduct.

ARTICLE 115: SAVINGS

Any matter not expressly provided for in this Constitution shall be determined by the AGM, provided that such decision is consistent with the Constitution of Kenya, the Societies Act and other applicable laws.

ARTICLE 116: ADOPTION

This Constitution was adopted by the Founding Members of Kibwezi Professionals Society (KPS) at the Inaugural General Meeting held at _____ on the _____ day of _____ 2026.

It shall take effect upon adoption by the members and registration of the Society in accordance with the laws of Kenya.