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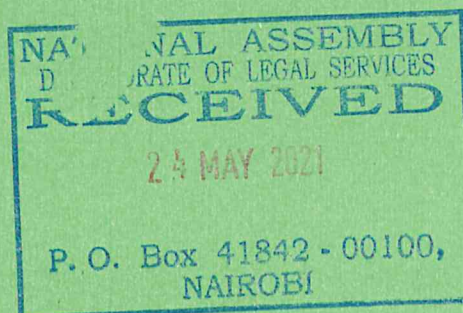
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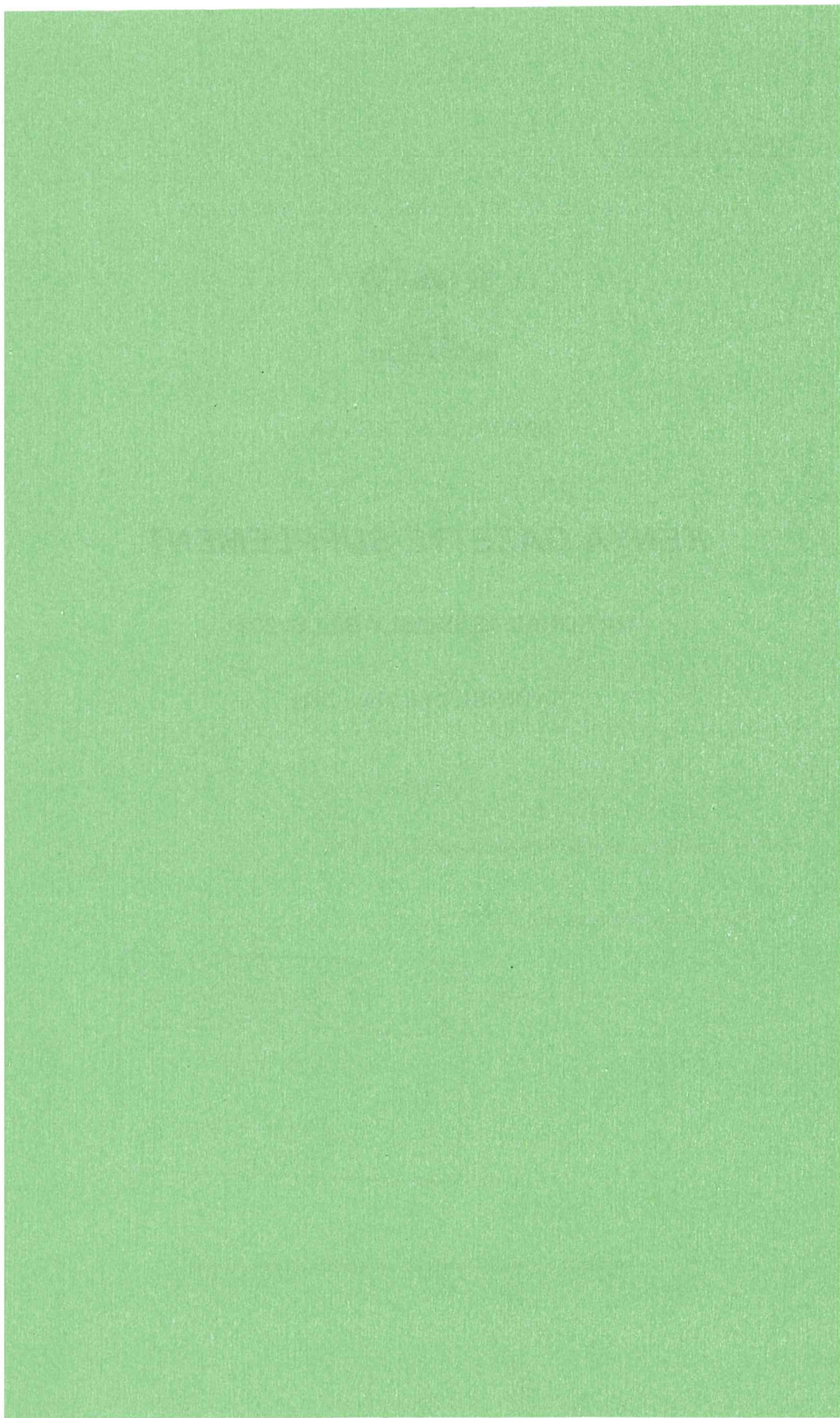
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**SCHEDULE— PROVISIONS AS TO THE
CONDUCT OF THE BUSINESS
AND AFFAIRS OF THE INSTITUTE**

THE CERTIFIED MANAGERS BILL, 2021**A Bill for**

AN ACT of Parliament to establish the Institute of Certified Managers; to provide for the registration and regulation of the standards and practice of the profession and for connected purposes.

ENACTED by the Parliament of Kenya, as follows—

PART I—PRELIMINARY

1. This Act may be cited as the Certified Managers Act, 2021.

Short title.

2. In this Act, unless the context otherwise requires —

Interpretation.

“Cabinet Secretary” means the Cabinet Secretary for the time being responsible for matters relating to public service;

“Certified Manager” means a person registered under section 33;

“Chairperson” means the Chairperson of the Institute;

“Disciplinary Committee” means the certified managers Disciplinary Committee established under section 42;

“Council” means the Council of the Institute established under section 6;

“Examinations Board” means the Certified Managers Examinations Board established under section 17;

“Institute” means the Institute of Certified Managers established under section 3;

“practicing certificate” means a practicing certificate issued under section 40;

“Register” means the register kept in accordance with section 36;

“Registration Committee” means the Certified Managers Registration Committee established under section 29.

PART II — THE INSTITUTE OF CERTIFIED MANAGERS

3. (1) There is established an Institute known as the Institute of Certified Managers.

Establishment of Institute.

(2) The Institute shall be a body corporate with perpetual succession and a common seal and shall, in its corporate name, be capable of—

- (a) suing and being sued;
- (b) taking, purchasing or otherwise acquiring, holding, charging or disposing of movable and immovable property;
- (c) borrowing money or making investments;
- (d) charging fees for services rendered and requesting for securities for such fees; and
- (e) doing or performing all other acts or things for the proper performance of its functions under this Act which may lawfully be done or performed by a body corporate.

(3) The Institute shall conduct its affairs in accordance with the Schedule to this Act.

4. (1) A person who is registered under this Act is a member of the Institute.

Membership of the Institute.

(2) The members of the Institute shall be classified as follows—

- (a) a member registered under this Act and includes fellows, full members and associate members; and
- (b) such other category as may be prescribed by the Council.

(3) The Council may invite any person, not being a member of the Institute and who has rendered exceptional services to the Institute or the management profession, to become an Honorary Fellow of the Institute.

(4) The Council may invite any person, not being a member of the Institute and who has rendered exceptional services to the Institute or the management profession, to become an Honorary Fellow of the Institute.

(5) The Cabinet Secretary shall, on the recommendation of the Council, prescribe the eligibility requirements for each category of membership.

(6) The members of the Institute shall pay such fees and subscriptions as may be prescribed by the Council.

5. The functions of the Institute shall be to—

Functions of the
Institute.

- (a) develop and regulate the management profession;
- (b) promote and protect the welfare of management professionals;
- (c) promote excellence and integrity in the practice of management;
- (d) develop professional capacity building programs for professional and organizational development;
- (e) establish, monitor and publish standards of professional competence, practice and experience in the practice of management of the Institute;
- (f) facilitate or cause the establishment of centers, branches, schools or other institutions for the furtherance of its functions and set out rules for the management of such centers, schools or other institutions;
- (g) promote research into the subjects of management and related matters;
- (h) promote collaboration of the Institute with other professional bodies
- (i) perform such other functions as may be provided for under this Act or any other written law.

6.(1) The management of the Institute shall vest in a Council which shall consist of—

Council of the
Institute.

- (a) a chairperson elected under section 9;
- (b) five other members elected by members of the Institute at annual general meeting; and
- (c) the Chief Executive Officer to the Examinations Board.

(2) A member of the Council shall serve for a term of three years and shall be eligible for re-election for one further term.

7. (1) A person is ineligible for election as a Member of the Council if the person—

Disqualification from office.

- (a) has been found guilty of professional misconduct under section 41; or
- (b) has sentenced to imprisonment for a term of six months or more without the option of a fine.

8. (1) A vacancy in the Council may occur if a member—

Vacancy in the Council.

- (a) resigns in writing;
- (b) is adjudged bankrupt;
- (c) is absent without the permission of the chairperson from three or more consecutive ordinary meetings of the Council;
- (d) is sentenced to imprisonment for a term of six months or more without the option of a fine;
- (e) is found guilty of an act of professional misconduct under section 41 of the Act; or
- (f) becomes incompetent or incapable of performing the functions of his office.

(2) Where a member of the Council ceases to hold office under sub-section, another member may be elected to fill the vacancy at the annual general meeting of the Institute next following, or shall be appointed as provided under this Act, as the case may be.

9. (1) The Chairperson of the Institute shall be elected at the annual general meeting of the Institute in such manner as may be prescribed.

Chairperson of the Council.

(2) A person shall be elected as Chairperson of the Institute, if the person —

- (a) has been a member of the Institute for a continuous period of not less than five years and is registered as a certified manager under this Act;
- (b) meets the requirements of Chapter Six of the Constitution of Kenya; and
- (c) has not been disqualified to be a member of the Council under the provisions of the Second Schedule

(3) The Chairperson shall hold office for a term of three years and shall be eligible for re-election for one further term

(4) A Chairperson may resign from office by writing to the Council.

(5) The Chairperson shall preside at all meetings of the Institute.

(6) In the absence of the chairperson, the members shall elect one of the members to chair the meeting.

10. (1) There shall be an Executive Director of the Institute who shall be competitively recruited and appointed by the Council, and whose terms and conditions of service shall be determined by the Council in the instrument of appointment.

Executive Director.

(2) A person shall be appointed as an Executive Director under this section if such person—

- (a) is a registered certified manager;
- (b) has at least ten years proven experience in management and leadership; and
- (c) meets the requirements of Chapter Six of the Constitution

(3) The Executive Director shall be the Chief Executive Officer of the Institute and shall hold office for a period of four years renewable once.

(4) An appointment under subsection (1) shall be notice in the *Gazette*.

(5) Subject to the directions of the Council, the Executive Director shall be responsible for the day-to-day management of the affairs of the Institute.

11. The Council may appoint such officers, agents and other staff of the Institute as are necessary for the proper and efficient discharge of the functions of the Institute under this Act, upon such terms and conditions of service as the Council may determine.

Staff of the
Institute

12. The Council may, by resolution either generally or in any particular case, delegate to any committee or to any member, officer, employee or agent of the Council, the exercise of any of the powers or the performance of any of the functions or duties of the Council or the Institute under this Act or under any other written law.

Delegation by the
Council.

13. The members of the Council shall be paid such, fees, allowances and disbursements for expenses as may be approved at the annual general meeting.

Remuneration of
the Council
members.

14.(1) The funds of the Institute shall consist of —

Funds of the
Institute.

- (a) membership and subscription fees as the Council may prescribe;
- (b) monies as may be payable to the Council pursuant to this Act or any other written law;
- (c) proceeds of any investments by the Council;
- (d) fees, monies or assets as may accrue to or vest in the Institute in the course of the exercise of its powers or the performance of its functions under this Act or under any written law; and
- (e) monies from any other source provided for or donated or lent to the Institute.

(2) All the funds of the Institute and the balance at the end of each financial year shall be retained for the purpose for which the Institute is established.

15. The financial year of the Institute shall be the period of twelve months ending on the thirtieth June in each year.

Financial year.

16. (1) The Council may invest any of the funds of the Institute in such investments which the Council may, from time to time, approve for that purpose and deem fit.

Investment of
funds.

(2) The Council may place on deposit, with such bank or banks as it may determine, any monies not immediately required for the purpose of the Institute.

PART III— THE CERTIFIED MANAGERS EXAMINATION BOARD

17. (1) There is established the Certified Managers Examinations Board.

Examination
Board.

(2) The Examinations Board shall be a body corporate with perpetual succession and a common seal and shall, in its corporate name, be capable of—

- (a) suing and being sued;
- (b) taking, purchasing or otherwise acquiring, holding, charging or disposing of movable and immovable property;
- (c) borrowing money or making investments;
- (d) charging fees; and
- (e) doing or performing all other acts or things for the proper performance of its functions under this Act which may lawfully be done or performed by a body corporate.

18. (1) The Examinations Board shall consist of the following members—

Composition of the Examinations Board.

- (a) the chairperson;
- (b) the Cabinet Secretary for the time being responsible for Education or a representative;
- (c) the chairperson of the Ethic and Anti-Corruption Commission or a representative;
- (d) one person nominated by the Kenya National Examination Council;
- (e) four persons, who shall be certified managers nominated by the Council;
- (f) the Chief Executive Officer, who shall be an *ex-officio* member; and
- (g) the Secretary to the Board, who shall be a practicing member of Institute of Certified Secretaries and shall be an *ex officio* member the Board.

(2) The members of the Board shall hold office for one single term of six years.

19. (1) The office of chairperson or member of the Examinations Board shall become vacant if —

Vacancy in the Board.

- (a) the person resigns;
- (b) the appointment is revoked; or
- (c) the person dies.

20. (1) The functions of the Examinations Board shall be to—

Functions of the
Examination
Board.

- (a) conduct examinations;
- (b) prepare syllabi for professional examinations in managerial practice;
- (c) make rules with respect to examinations;
- (d) prescribe the fees and other charges payable with respect to such examinations;
- (e) issue certificates to candidates who satisfy examination requirements;
- (f) accredit training centres to promote recognition of its examinations locally and internationally;
- (g) investigate and determine cases involving examinations irregularities;
- (h) promote and carry out research relating to its examinations;
- (i) promote the publication of books and other materials relevant to its examinations;
- (j) remit a proportion of not less than thirty percent of the fees collected under paragraph (c) to the Institute to support continuing management professional development; and
- (k) liaise with the Cabinet Secretary for the time being responsible for matters relating to education in accreditation of institutes offering training in subjects examinable by the Institute; and
- (l) perform any other function incidental to the foregoing functions or such function as may be assigned to it by the Council

(2) The Examinations Board shall consult with the Council and any other appropriate stakeholder as it may deem necessary in performance of its functions.

(3) The Examinations Board may establish such committees including examinations committees as it may consider necessary for in performance of its functions and shall determine the membership and procedure of any such committee.

21. (1) Whenever the Chairperson is absent or where the Chairperson is unable to exercise and perform his functions, the members of the Examinations Board shall elect from amongst themselves a person to preside over the meeting.

Absence of
Chairperson.

(2) The person elected to preside at a meeting under subsection (1) may exercise any of the functions of the Chairperson.

22. The quorum for meetings of the Examinations Board shall be one half plus one member of its membership.

Quorum.

23. (1) The decision of the Examinations Board shall be that of the majority of the members present and voting.

Voting.

(2) In the event of equality of votes, the Chairperson or the person presiding shall have a casting vote.

24. (1) There shall be a Chief Executive Officer of the Examinations Board who shall be appointed by the Examinations Board and whose terms and conditions of service shall be determined by the Board in the instrument of appointment.

Chief Executive
Officer of the
Examinations
Board.

(2) A person shall be eligible for appointment as the Chief Executive Officer to the Examinations Board, if the person—

- (a) is a member of the Institute of Certified Managers;
- (b) is registered as a certified manager;
- (c) has a master's degree from a recognized university;
- (d) has at least ten years working experience in a managerial position; and
- (e) complies with the requirements of Chapter Six of the Constitution.

(3) The Chief Executive Officer shall be responsible for the day to day management of the affairs and staff of the Examinations Board.

25. The Examinations Board may appoint such officers, agents and other staff of the Board as are necessary for the proper and efficient discharge of the functions of the Board upon such terms and conditions of service as the Examinations Board may determine.

Staff of the
Examinations
Board.

26. (1) The Examinations Board shall, for purposes of admission to the register under section 36—

Qualifying examination and exemptions.

- (a) formulate, vary and carry into effect a scheme and curriculum for education in management;
- (b) require candidates for admission to final examination for the purpose of registration under section 36 to have passed through a course of study in accordance with any such scheme and curriculum including internship and to have passed such examination in relation to the subjects comprised in that course of study as may from time to time be prescribed;
- (c) grant exemptions as the Examination Board may deem fit for purposes of qualification as a certified manager; and
- (d) recognize experiential learning as the Board may deem fit for purposes of exemption.

(2) The examinations referred to in section 26 shall be conducted by the Examinations Board in accordance with the curriculum formulated.

27. (1) The set-up costs of the Examination Board shall be facilitated by the Institute.

Funds of the Board.

(2) The funds of the Examination Board shall consist of—

- (a) such monies as may be payable to the Board pursuant to this Act or any other written law;
- (b) grants, donations and gifts to the Board.

28. (1) A record of the proceedings of the Examinations Board shall be kept in such manner as the Board may direct and may on a written request be availed to the Cabinet Secretary or a party authorized by the Cabinet Secretary or the High Court to receive them.

Record of proceedings.

(2) In the performance of its functions the Examinations Board may undertake such investigations as it deems appropriate, and may requisition evidence, examine records and documents prepared or held by, or likely to be availed to, the member under investigation.

(3) In the exercise of its functions under this Act, the Examinations Board shall regulate its own procedure.

(4) The Secretary to the Examinations Board, may, with the consent of the person presiding at a meeting, take part in the deliberations on any matter arising at the meeting, but shall not be entitled to vote on any such matter.

PART IV—REGISTRATION AND MEMBERSHIP OF CERTIFIED MANAGERS

29. (1) The Council shall establish a committee to be known as the Certified Managers Registration Committee.

Registration
Committee.

(2) The Registration Committee shall consist of the following six members appointed by the Council—

- (a) a chairperson who shall be a member of the Council;
- (b) three members of the Institute;
- (c) one person nominated by the Examinations Board; and
- (d) the Secretary to the Council, who shall be an ex-officio member and secretary to the Registration Committee.

30. (1) The functions of the Registration Committee shall be to—

Functions of
Registration
Committee.

- (a) consider and approve applications for registration as a certified manager;
- (b) consider and approve applications and grant practicing certificates in accordance with this Act;
- (c) monitor compliance with professional quality assurance and other standards as set by the Council of the Institute;
- (d) advise the Council on matters pertaining to registration, continuous professional development and other measures necessary for the achievement of quality assurance;

(e) where appropriate and based on the results of a quality assurance investigation recommend to the Council that a member's conduct be referred for inquiry;

(f) advise the Council on matters pertaining to professional and other standards necessary for the achievement of quality assurance; and

(g) perform any other functions incidental to the foregoing functions or such other function as may be assigned by the Council.

31. (1) A person shall be eligible for registration as a member of the Institute, if the person—

Qualifications for registration as a certified manager.

- (a) has passed the prescribed examination;
- (b) has such other qualification that the Examination Board may prescribe from time to time;
- (c) meets the requirements of Chapter Six of the Constitution.

(2) The Board may from time to time, by notice in the *Gazette*, approve qualifications, which it considers sufficient to allow a person to be registered, and may, in the same manner, withdraw that approval.

32. A person shall not be eligible for registration as a member of the Institute, if such a person —

Disqualification from registration.

(a) has been convicted of an offence involving fraud or dishonesty;

(b) is an undischarged bankrupt;

(c) is of unsound mind; or

(d) is found by the Council to be guilty of professional misconduct in accordance with this Act.

33. (1) A person who is qualified under section 31 may apply for registration to the Registration Committee.

Application and registration procedure.

(2) An application under this section shall be in the prescribed form and shall be accompanied by the prescribed fee.

34. (1) The Registration Committee shall consider an application and either —

Consideration of an application.

(a) approve the application, if it is satisfied that the person meets the requirements specified under section 31; or

(b) reject the application.

(2) The Registration Committee shall notify an applicant of its decision in writing, within fourteen days.

35. The Registration committee shall issue, every person who is registered, with a registration certificate.

Certificate of registration.

36. (1) The Secretary to the Registration Committee shall cause to be kept a register of members.

Register of certified managers.

(2) The Register shall contain the following information—

(a) the name of the member;

(b) the registration number;

(c) the registered address; and

(d) such other particulars as may be prescribed by the Council.

(3) Any member may notify the Secretary of changes in the particulars registered in writing and the Secretary shall enter the particulars in the register as soon as is practicable after receiving notification thereof.

(4) The Registration Committee shall from time to time publish all entries or suspensions or deletions from the register in the Gazette or in such other manner as it may deem fit.

(5) The Committee may supply a copy of any entry in the register upon application and payment of such fee as the Council may prescribe.

37. (1) The Registration Committee may, at any time, direct that the name of a person be removed from the register where such person —

Removal from the Register.

- (a) dies;
- (b) requests that his name be removed from the register;
- (c) is found guilty of such professional misconduct;
- (d) is of unsound mind;
- (e) is declared bankrupt;
- (f) any entry which has been incorrectly or fraudulently made; or fails to renew their membership for a period as may be specified by the Council.

(2) The Secretary shall notify a member of a decision to remove their name from the Register in writing.

(3) A notice under subsection (2) shall state the reasons for removal.

(4) A person whose name has been removed from the register shall cease to be a member of the Institute.

(5) The Secretary shall cause the name and address of every person whose name is removed from the register under this section, to be published in the Gazette within one month from the date of such removal.

38. (1) Where the name of a person is removed from the register the name of that person shall not be reinstated in the register except by direction of the Council.

Reinstatement of name in the register.

(2) A direction given by the Council may include—

- (a) the date upon which reinstatement to the register shall take effect;
- (b) any fees payable;
- (c) such other conditions as the Council may impose.

39. (1) Subject to this Act, no person shall practice under a name, title or style containing the words or phrases “Certified Manager” unless he is registered under this Act.

Certified manager's practice.

(2) A person practices as a Certified Manager for the purposes of this Act if, in consideration of remuneration or other benefits received or to be received, and whether in person or in partnership with any other person, such person—

(a) holds out to the public as a person entitled to do so;

(b) engages in any practice, or performs or offers to perform any of the services prescribed under this Act;

(c) offers consultancy services as a Certified Manager.

(3) A person who contravenes the provisions this section commits an offence and shall be liable on conviction to a fine not exceeding five hundred thousand shillings.

40. (1) A person shall not practice as a Certified Manager unless the person has been issued with a valid practicing certificate.

Application for
practicing
certificate

(2) A person may apply for a practicing certificate to the Registration Committee.

(3) An application under this section shall be in the prescribed form and shall be accompanied by the prescribed fee.

(4) Where an application made under this section is approved by the Registration Committee, the Secretary to the Registration Committee shall issue such a person a practicing certificate.

(5) Subject to subsection (4), the Registration Committee shall approve an application if satisfied that the person—

(a) is registered under this Act; and

(b) meets such other requirements as may be prescribed and if not satisfied, shall reject the application.

(6) A practicing certificate remains in force unless its holder—

(a) is removed from the register; or

(b) has been suspended.

PART V—ENFORCEMENT PROVISIONS

41. (1) A person registered under this Act is guilty of professional misconduct, if the person—

Professional
misconduct.

(a) allows any person to practice under his name as a certified manager;

(b) enters into partnership with a person who does not hold a practicing certificate, or secures any professional business through the services of such a person or by means not open to a certified manager;

(c) pays or allows or agrees to pay, directly or indirectly, to any person (other than a person who holds a practicing certificate, is a retired partner or the legal representative of such a partner), any share, commission or brokerage out of the fees for, or profits of his professional services;

(d) advise the Council on matters relating to registration, continuous professional development and other measures necessary for the achievement of quality assurance.

(e) includes in any statement, return or form to be submitted to the Council any particular knowing it to be false;

(f) is found to engage in any other fraudulent acts, or

(g) fails to do any other act which may be prescribed.

(2) Subsection (1)(f) shall not apply in respect of information disclosed to the Institute in fulfilment of the requirements of a quality assurance as provided for under this Act.

42. (1) There shall be a committee of the Council to be known as the Disciplinary Committee.

Disciplinary
Committee.

(2) The Disciplinary Committee shall consist of five members appointed by the Council from among the members of the Council.

(3) The members of the Disciplinary Committee shall appoint one of the Members to be the Chairperson.

43. (1) The functions of the Disciplinary Committee shall be to—

Functions of the Disciplinary Committee.

- (a) advise the Council on quality assurance;
- (b) monitor compliance with professional and other standards as may be prescribed by the Council;
- (c) receive complaints and conduct in respect of certified managers;
- (d) promote professional discipline amongst certified managers; and
- (e) perform any other function incidental to the foregoing functions or such function as may be assigned to it by the Council.

(2) Any decision of the Committee in the performance of its functions under this section shall be subject to ratification by the Council and such decision shall be communicated by the Secretary to the Council.

44. (1) The Council may—

Reference of matters to the Disciplinary Committee.

(a) on its own motion or on advice of the Disciplinary Committee; or

(b) on a report made by a member of the Institute;

(c) on a report by a member of the public,

initiate an inquiry into professional misconduct by a member.

(2) Subject to subsection (1), the Council may refer the matter for inquiry to the Disciplinary Committee.

45. (1) On the completion of an inquiry into an allegation of professional misconduct by a certified manager, the Disciplinary Committee shall determine whether the certified manager is guilty or not guilty of the alleged professional misconduct.

Inquiry by the Disciplinary Committee.

(2) Without prejudice to the independence of the Council, Disciplinary Committee may recommend the following remedies, where the certified manager is found guilty—

- (a) reprimand;
- (b) payment of a fine not exceeding one million shillings;
- (c) undertaking of such nature and duration and in such institutions as may be determined;
- (d) suspension for a period not exceeding five years; or
- (e) the certified manager be removed from the Register pursuant to section from the register.

46. (1) The Disciplinary Committee shall as soon as practically possible, inform the certified manager of the action to be taken against him.

Lifting of suspension.

(2) Where a Certified Manager has been suspended from practicing; he or she may appeal to the Council for the lifting of the suspension at any time before the expiry thereof.

(3) Where the Council is satisfied in respect of any Certified Manager that he or she should have his or her suspension lifted, the Council shall, upon the receipt of the prescribed fee, lift the suspension and restore to the Certified Manager his or her registration and practicing certificate.

PART VI—MISCELLANEOUS PROVISIONS

47. (1) No liability shall attach to the Institute, the Council or to any of its members, employees or agents for any loss or damage sustained by any person as a result of any act or omission done or made in good faith and without negligence in the performance or exercise or the intended performance or exercise of any duty or power imposed or conferred by or under this Act.

Protection from personal liability.

(2) Subsection (1) shall not relieve the Institute of the liability to pay compensation or damages to any person for any injury to him, his property or any of his interests caused by the exercise of any power conferred by this Act or by the failure, whether wholly or partially, of any works.

48. (1) The common seal of the Institute shall be kept in such custody as the Council may direct and shall not be used except on the order of the Council.

Common seal.

(2) The affixing of the common seal of the Institute shall be authenticated by the signature of the Chairperson and the Executive Director and any document not required by law to be made under seal and all decisions of the Institute may be authenticated by the signatures of both the Chairperson and the Executive Director.

(3) Despite subsection (2), the Council shall, in the absence of either the Chairperson or the Executive Director in a particular matter, nominate one member to authenticate the seal on behalf of either the Chairperson or the Executive Director.

(4) The common seal of the Institute when affixed to a document and duly authenticated shall be judicially and officially noticed and unless and until the contrary is proved, any necessary order or authorization by the Institute under this Section shall be presumed to have been duly given.

49. (1) A person aggrieved by a decision of the Institution may appeal to the Cabinet Secretary within sixty days of the date of the decision, specifying the grounds of the appeal.

Appeals.

(2) The Cabinet Secretary shall, within ninety days of receipt of an appeal under subsection (1) consider the appeal and either—

(a) confirm the decision of the Council; or

(b) vary the decision of the Council or granting such orders as may be appropriate.

(3) The decision of the Cabinet Secretary shall be final.

(4) A person aggrieved by a determination of the Cabinet Secretary may appeal to the High Court against such determination within sixty days of being notified of the determination.

50. A person who—

Examinations offences.

- (a) gains access to examinations materials and knowingly reveals the contents, whether orally, in writing or through any other form, to an unauthorized party, whether a candidate or not;
- (b) willfully and maliciously damages examinations materials;
- (c) while not registered to take a particular examination, with intent to impersonate presents or attempts to present himself to take the part of an enrolled candidate;
- (d) presents a forged certificate to a prospective employer or to an institution of learning with intent to gain employment or admission; or
- (e) introduces unauthorized materials into the examinations room, whether in writing or in any other form, whether a candidate or not; or
- (f) commits any other offence as defined and communicated by the Examination Board,

commits an offence and is liable on conviction to imprisonment for a term not exceeding three years, or to a fine not exceeding one hundred thousand shillings, or to both.

51. The Council, the Examinations Board, the Registration Committee and the Disciplinary Committee may exercise and perform their functions notwithstanding any vacancy among the members and the validity of any proceedings of the Council, the Examinations Board, the Registration Committee and the Complaints and Disciplinary Committee shall not be affected by any such vacancy or any defect in the appointment of a member.

Vacancy in membership.

PART VII—PROVISIONS ON DELEGATED POWERS

52. (1) The Cabinet Secretary may, on the recommendation of the Council, make Regulations for the better carrying out of the objects of this Act.

Regulations.

- (2) Without prejudice to the generality of subsection (1), the Regulations made may—
- (a) prescribe anything which is required to be prescribed under this Act;
 - (b) provide for the eligibility requirements of each category of membership to the Institute together with the benefits of each category of membership;
 - (c) provide for the membership and subscription fees required under this Act;
 - (d) providing for the suspension, expulsion or other penalty for professional misconduct, incapacity or incompetence;
 - (e) provide for a code of conduct for persons registered under this Act;
 - (f) provide for the procedure for election of the Chairperson and members of the Council; and
 - (g) the procedure and conduct of affairs of the committees of the Council.
- (3) For the purposes of Article 94(6) of the Constitution, the purpose and objective of the delegation under this section is to enable formulation of regulations to provide for the better carrying into effect of the provisions of this Act and to enable the Institute to discharge its functions more effectively and—
- (a) the authority of the Cabinet Secretary to make regulations under this Act will be limited to bringing into effect provisions of this Act and to fulfillment of the objectives specified under this section;
 - (b) the principles and standards applicable to the regulations made under this section are those set out in the Interpretation and General Provisions Act and the Statutory Instruments Act, 2013.

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**SCHEDULE—PROVISIONS AS TO THE
INSTITUTE (s.3)**

1. The annual general meeting of the Institute shall be held not later than six months after the end of each financial year.

Annual General Meeting.

2. A special general meeting of the Institute —

Special meeting.

(a) may be held at any time; and

(b) be held on a written request made to the Chairperson and signed by not less than one hundred members of the Institute.

3. (1) The Annual General Meeting of the Institute shall be convened by giving a written notice on the institute's website.

Convening of annual general meeting.

(2) A notice shall state—

(a) the place and time of the meeting;

(b) the business which it is proposed to be transacted at the meeting.

(3) A notice of a meeting shall be given not less than twenty-one days before the date on which it is to be held.

4. (1) Subject to this paragraph, the quorum at a meeting of the Institute shall be one hundred members or such other number as may be prescribed by the Council.

Quorum.

(2) Where a general meeting of the Institute is convened—

(a) otherwise, than in accordance with paragraph 3 of this Schedule, and a quorum is not present when the meeting proceeds to business, the meeting shall stand adjourned until the same day on the following week, at the same time and place, and if a quorum is not present at or within fifteen minutes after that time, the members present shall constitute a quorum; or

(b) pursuant to paragraph 3 of this Schedule, and a quorum is not present when the meeting proceeds to business the meeting shall be dissolved.

5. The quorum at meetings of the Council shall be one half plus one of the members of the Council.

Quorum of the Council.

6. The person presiding at a meeting of the Institute may adjourn the meeting from time to time and from place to place, with the consent of the meeting.

Adjournment of meeting.

7. (1) Any question arising at a meeting shall be determined by a majority of the members present and voting on the question.

Voting procedure.

(2) Where a ballot is held, voting may be either done personally or by written proxy.

(3) An instrument appointing a proxy shall be in writing and shall be deposited with the Secretary to the Council not less than forty-eight hours before the meeting of the Institute at which it is to be used.

(4) A proxy to be used in any ballot at any meeting may be used at the meeting or, if the meeting is adjourned, in any ballot when the meeting is resumed after the adjournment, but the holding of a proxy shall not be counted towards the quorum at any stage of any meeting.

(5) The person presiding at a meeting of the Institute shall have a deliberative vote, and, in the event of an equality of votes, shall also have a casting vote.

(6) A declaration by the person presiding at a meeting of the Institute that a resolution has or has not been carried and an entry to that effect in the minutes of the meeting shall be evidence of that fact.

8. The proceedings at meetings of the Institute shall be kept in such a manner as the Chairperson or in his absence the person presiding at a particular meeting may direct.

Minutes.

9. The Council may establish such committees as are necessary for the performance of the functions of the Institute and may, subject to the provisions of this Act, delegate powers conferred on it to such committees.

Committees of Council.

MEMORANDUM OF OBJECTS AND REASONS

Statement of the Objects and Reasons of the Bill

The principal object of the Bill is to establish the Institute of Certified Managers and to provide for a legal framework for the registration and regulation of the standards and practice of the profession and for connected purposes. The Bill is divided into seven parts as follows—

Part I— of the Bill contains preliminary provisions which are the short title and the definition of various terms as used in the Bill

Part II— of the Bill provides for the establishment of the Institute of Certified Managers, the membership of the Institute, prescribes the functions of the Institute and provides for the management of the Institute which shall vest in the Council. This Part also provides for the grounds for disqualification for election as a Member of the Council, provides for the manner in which a vacancy can arise in the Council and also provides for the election of the Chairperson of the Council which shall be in an annual general meeting. This Part further provides for the appointment of the Executive Director of the Institute, the staff of the Institute and the Funds of the Institute which shall include the membership fees.

Part III— of the Bill establishes the Certified Management Examination Board by prescribing the composition of the Board, circumstances under which a vacancy can arise in the Board, the functions of the Board, the appointment of the Chief Executive Officer of the Board and the Funds of the Board which shall be such money as may be payable to the Board.

Part IV— of the Bill provides for the registration and membership of certified managers which shall be by the Registration Committee. This Part also prescribes the functions of the Committee and the qualifications for registration as a certified manager, the grounds for disqualification for registration, the procedure for registering as a certified manager and removal from the Register.

Part V— of the Bill contains enforcement provisions. This Part defines what constitutes professional misconduct and provides for the disciplinary proceedings by the Disciplinary Committee against a Member accused of professional misconduct.

Part VI— of the Bill contains miscellaneous provisions including offences and the procedure for appeal by any person aggrieved by a decision of the Institute.

Part VII— of the Bill contains provisions on delegated powers.

Statement on the delegation of legislative powers and limitation of fundamental rights and freedoms

The Bill delegates legislative powers to the Cabinet Secretary to make regulations on the recommendation of the Council.

Statement on whether the Bill concerns county governments

The Bill does not concern county governments in terms of Article 110 of the Constitution.

Statement as to whether the Bill is a money Bill within the meaning of Article 114 of the Constitution

The enactment of this Bill shall not occasion additional expenditure of public funds.

Dated the 22nd April, 2021

GLADYS WANGA,
Member of Parliament.