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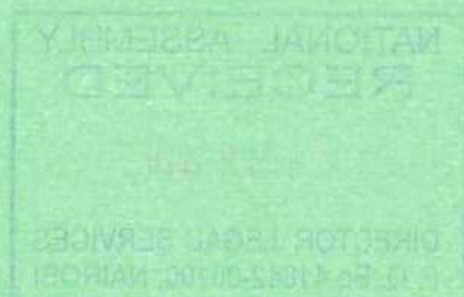
NATIONAL ASSEMBLY BILLS, 2026

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CONTENT

Bill for Introduction into the National Assembly—	PAGE
The Certified Governance Secretaries Bill, 2026	733





**THE CERTIFIED GOVERNANCE SECRETARIES
BILL, 2026**

ARRANGEMENT OF CLAUSES

Clause

PART I—PRELIMINARY PROVISIONS

- 1—Short title.
- 2—Interpretation.

**PART II—INSTITUTE OF CERTIFIED
GOVERNANCE SECRETARIES**

- 3—Establishment of the Institute.
- 4—Meetings of the Institute.
- 5—Functions of the Institute.
- 6—Powers of the Institute.
- 7—Council.
- 8—Secretary to the Council.
- 9—Membership of the Institute.
- 10—Fellow of the Institute.
- 11—Full member of the Institute.
- 12—Associate member of the Institute.
- 13—Affiliate member of the Institute.
- 14—Honorary fellow.
- 15—Branch of the Institute.
- 16—Chief executive officer of the Institute.
- 17—Staff of the Institute.
- 18—Protection from personal liability.

**PART III—THE CERTIFIED GOVERNANCE
SECRETARIES BOARD**

- 19—Establishment of the Board.
- 20—Members of the Board.
- 21—Functions of the Board.

22—Chief executive officer of the Board.

23—Secretary to the Board.

24—Staff of the Board.

25—Protection from personal liability.

PART IV—PRACTISE BY CERTIFIED GOVERNANCE SECRETARIES

26—Scope of practise as certified governance secretary.

27—Registration of associate certified governance secretaries.

28—Registration of certified governance secretaries' certificate.

29—Licensing of certified governance secretaries.

30—Restriction of practise as certified governance secretary.

31—Registration of firms.

32—Annual returns by registered firm.

33—Professional fees.

34—Accreditation to conduct governance audit.

35—Register kept by the Board.

36—Suspension or cancellation of registration by Board.

37—Disqualification from registration.

PART V—DISCIPLINE OF CERTIFIED GOVERNANCE SECRETARIES

38—Professional misconduct.

39—Disciplinary Committee.

40—Secretary to the Disciplinary Committee.

41—Procedure for determining complaints.

42—Decision of the Disciplinary Committee.

43—Appeals.

PART VI—FINANCIAL PROVISIONS

44—Funds of the Institute.

- 45—Funds of the Board.
- 46—Financial year.
- 47—Annual estimates of the Institute.
- 48—Annual estimates of the Board.
- 49—Accounts and audit by the Institute.
- 50—Accounts and audit by the Board.

PART VII—MISCELLANEOUS

- 51—Offences and penalties.
- 52—Regulations.

PART VIII—REPEAL, SAVING AND TRANSITION PROVISIONS

- 53—Repeal.
- 54—Saving and transition.

SCHEDULES

- First Schedule — Meetings of Members of the Institute
- Second Schedule — Appointment of Members of the Council
- Third Schedule — Conduct of Affairs of the Council
- Fourth Schedule — Conduct of Affairs of the Board
- Fifth Schedule — Conduct of Affairs of the Disciplinary Committee

**THE CERTIFIED GOVERNANCE SECRETARIES
BILL, 2026**

A Bill for

**AN ACT of Parliament to provide for the development
and regulation of the certified governance
secretaries profession and for connected purposes**

ENACTED by the Parliament of Kenya, as follows—

PART I—PRELIMINARY PROVISIONS

1. This Act may be cited as the Certified Governance Secretaries Act, 2026. Short title.

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

“associate certified governance secretaries’ certificate” means a certificate issued under section 27;

“Board” means the Certified Governance Secretaries Board established under section 19;

“Cabinet Secretary” means the Cabinet Secretary responsible for the National Treasury;

“certified governance secretary” means a person who offers the services specified under section 26;

“certified governance secretaries’ certificate” means a certificate issued under section 28;

“Council” means the governing council of the Institute constituted under section 7;

“Disciplinary Committee” means the Committee established under section 39;

“Examination Board” has the meaning assigned to it under section 2 of the Accountants Act; Cap. 531.

“firm” means an entity offering the services of a certified governance secretary;

“governance” means the structures, policies and processes by which an organisation is directed, operated, controlled and held accountable;

“governance audit” means an independent assessment of the governance of an entity;

“Institute” means the Institute of Certified Governance Secretaries established under section 3; and

“licence” means a licence issued under section 29.

PART II—THE INSTITUTE OF CERTIFIED GOVERNANCE SECRETARIES

3. There is established the Institute of Certified Governance Secretaries which shall be a body corporate with perpetual succession and a common seal and, in its corporate name, be capable of—

Establishment of the Institute.

- (a) acquiring or disposing of property;
- (b) borrowing money for the performance of the functions of the Institute; and
- (c) suing and being sued.

4. The meetings of the members of the Institute shall be conducted in accordance with the First Schedule.

Meetings of the Institute.

5. The functions of the Institute shall be to—

Functions of the Institute.

- (a) advise on matters of corporate governance, ethics or administration;
- (b) promote standards of professional competence and practice of the certified governance secretaries’ profession;
- (c) monitor and evaluate the standards of practice of the certified governance secretaries’ profession;
- (d) provide quality assurance for the practice of the certified governance secretaries’ profession;
- (e) undertake continuing professional development in the practice of the certified governance secretaries’ profession;
- (f) develop scorecards, indices and assessments in governance;
- (g) advise the Examinations Board on the policies for the examination of a person undertaking the certified governance secretaries’ course;
- (h) accredit certified governance secretaries to conduct governance audit;

- (i) conduct research on the practise of the certified governance secretaries' profession;
- (j) promote awareness on the certified governance secretaries' profession;
- (k) promote international recognition of the Institute; and
- (l) collaborate with relevant stakeholders in the development of the certified governance secretaries' profession.

6. The Institute shall have the power to—

Powers of the
Institute

- (a) issue guidelines, standards, codes of practice and conduct in the certified governance secretaries' profession;
- (b) levy fees and subscriptions;
- (c) invest monies;
- (d) confer awards for outstanding service offered to the certified governance secretaries' profession;
- (e) establish such committees as are necessary for the performance of its functions;
- (f) delegate the exercise of a power or the performance of a function to a committee of the Institute or to a branch of the Institute;
- (g) recommend to the Board the suspension or cancellation of registration of a member of the Institute for non-payment of the subscription fee; and
- (h) do such acts as are necessary for the proper performance of its functions.

7. (1) The Institute shall be governed by the Council of the Institute.

Council

(2) The Council shall consist of—

- (a) a chairperson;
- (b) five members of the Institute one of whom shall be a representative of all the branches of the Institute;
- (c) a person nominated by the Cabinet Secretary;

- (d) the Registrar of Companies;
- (e) a person nominated by the Examinations Board; and
- (f) the chief executive officer of the Institute.

(3) The members of the Council shall be appointed in accordance with the procedure set out in the Second Schedule.

(4) The conduct of the affairs of the Council shall be as set out in the Third Schedule.

8. (1) There shall be a secretary to the Council who shall be appointed by the Council through a competitive and transparent process, on such terms as the Council may determine.

Secretary to the Council.

(2) The secretary to the Council shall be a full member of the Institute in good standing.

9. The membership of the Institute shall comprise —

Membership of Institute.

- (a) fellows, who may represent themselves as “Fellows of the Institute” and may use the designatory letters “FCGS”;
- (b) full members, who may represent themselves as “Full Members of the Institute” and may use the designatory letters “CGS”;
- (c) associate members, who may represent themselves as “Associate Members of the Institute” and may use the designatory letters “ACGS”; and
- (d) affiliate members, who may represent themselves as “Affiliate Members of the Institute” and may use the designatory letters “AGS”.

10. (1) A person is eligible to be invited to be a fellow of the Institute where that person—

Fellow of the Institute.

- (a) is a full member of the Institute;
- (b) has been a member in good standing with the Institute for at least ten years; and
- (c) has rendered exemplary service to the Institute or the certified governance secretaries’ profession.

(2) A person who has met the requirements specified under subsection (1) may apply in the prescribed manner to be admitted as a fellow of the Institute.

(3) A full member of the Institute who is in good standing may nominate in the prescribed manner a person who has met the requirements specified under subsection (1) to be admitted as a fellow of the Institute.

(4) Upon being satisfied with an application under subsection (2) or the nomination under subsection (3), the Institute shall issue a certificate of admission to be a fellow of the Institute.

(5) A certificate issued under subsection (4) shall be valid, unless suspended by a decision of the Institute.

(6) The Institute may restore the validity of a certificate that has been suspended under subsection (5) where the fellow of the Institute has complied with a decision of the Council regarding the reasons for the suspension.

11. (1) A person may be registered as a full member of the Institute where the person—

Full member of
Institute.

- (a) is an affiliate member or associate member of the Institute;
- (b) is in good standing with the Institute;
- (c) has achieved the industry experience prescribed by the Council; and
- (d) has undergone professional training as prescribed by the Council.

(2) A person who meets the requirements specified under subsection (1) and wishes to be registered as a full member of the Institute shall apply to the Institute in the prescribed manner for registration.

(3) Upon being satisfied with an application made under subsection (2), the Institute may issue a certificate of registration as a full member of the Institute to the applicant.

(4) A certificate issued under subsection (3) shall be valid, unless suspended or cancelled upon a directive of the Disciplinary Committee.

(5) The Institute may restore the validity of a certificate that has been suspended or cancelled under subsection (4) where the affected member has complied with a directive of the Disciplinary Committee or a decision of the Institute regarding the suspension or cancellation.

12. (1) A person may be registered as an associate member of the Institute where that person holds a valid associate certified governance secretaries' certificate.

Associate member
of the Institute.

(2) A person who meets the requirements of subsection (1) and wishes to be registered as an associate member of the Institute shall apply to the Institute in the prescribed manner for registration.

(3) Upon being satisfied with an application under subsection (2), the Institute may issue a certificate of registration as an associate member of the Institute to the applicant.

(4) A certificate issued under subsection (3) shall be valid, unless suspended or cancelled upon a directive of the Disciplinary Committee or a decision of the Institute.

(5) The Institute may restore the validity of a certificate that has been suspended under subsection (4) where the affected member complies with a directive of the Disciplinary Committee or a decision of the Institute regarding the suspension or cancellation.

(6) An associate member of the Institute shall be entitled to access to training, networking opportunities, continuous professional development activities, professional support, and career support from the Institute.

(7) An associate member of the Institute shall not—

- (a) be appointed to, vie for or vote for an elective or appointive position under this Act; or
- (b) move or vote for a motion at a general meeting of the Institute.

13. (1) A person may be registered as an affiliate member of the Institute if that person—

Affiliate member
of the Institute.

- (a) holds a Bachelors' degree from a university recognised in Kenya; and

(b) has acquired at least ten years of experience in offering the services referred to in section 26.

(2) A person who has the qualifications specified under subsection (1) and wishes to be registered as an affiliate member of the Institute shall apply to the Institute in the prescribed manner for registration.

(3) Upon being satisfied with an application under subsection (2), the Institute may issue a certificate of registration as an affiliate member of the Institute to the applicant.

(4) A certificate of registration as an affiliate member of the Institute issued under subsection (3) shall be valid, unless suspended or cancelled upon a directive issued by the Disciplinary Committee or a decision of the Institute.

(5) The Institute may restore the validity of a certificate suspended under subsection (4) where the affected member has complied with a directive of the Disciplinary Committee or a decision of the Council regarding the suspension or cancellation.

(6) An affiliate member of the Institute shall be entitled to access to training, networking opportunities, continuous professional development activities, professional support and career support, offered by the Institute.

(7) An affiliate member of the Institute shall not—

- (a) practise as a certified governance secretary;
- (b) be appointed to, vie or vote for an elective or appointive position under this Act; or
- (c) move or vote for a motion at a general meeting of the Institute.

14. (1) Where the Council considers that a person who is not a member of the Institute has rendered outstanding services to the Institute or the certified governance secretaries' profession, the Council may confer upon that person the status of an honorary fellow of the Institute.

Honorary fellow.

(2) An honorary fellow shall not be a member of the Institute.

15. (1) The Council may, pursuant to a resolution made at an annual general meeting of the Institute, establish such branches as may be necessary for the performance of its functions.

Branch of the Institute.

(2) The resolution made under subsection (1) shall provide for the operations of a branch of the Institute.

(3) Each branch of the Institute shall—

- (a) address issues relating to the welfare of the certified governance secretaries practicing in its jurisdiction;
- (b) inform the Council of any matter that requires the engagement of the Council or stakeholders; and
- (c) perform such other function of the Institute as may be delegated to the branch by the Council.

16. (1) There shall be a chief executive officer of the Institute who shall be appointed by the Council from among the full members of the Institute in good standing through a competitive and transparent process, on such terms as the Council may determine.

Chief executive officer of the Institute.

(2) The chief executive officer of the Institute shall be responsible for the day-to-day management of the Institute.

(3) The chief executive officer of the Institute shall maintain a register of all the members of the Institute.

(4) The chief executive officer of the Institute shall be an ex-officio member of the Council and shall not vote at any meeting of the Council.

(5) The chief executive officer of the Institute shall serve for a term of five years and shall be eligible for reappointment for one final term of five years.

17. (1) The Institute may appoint such members of staff as may be necessary for the proper discharge of its functions.

Staff of the Institute.

(2) The persons appointed under subsection (1) shall serve on the terms specified in the instrument of appointment.

18. (1) Where an act is done by a member of the Council, a member of staff of the Institute or an agent of the Institute, and if the act is done in good faith in performing the functions or exercising the powers of the Institute, the member of the Council or staff of the Institute, or agent of the Institute shall not be personally liable to any action, claim or demand.

Protection from personal liability.

(2) Subsection (1) shall not relieve the Institute of the liability to pay damages for any injury or loss caused in the performance of the functions or exercise of the powers of the Institute.

PART III—THE CERTIFIED GOVERNANCE SECRETARIES BOARD

19. There is established the Certified Governance Secretaries Board which shall be a body corporate with perpetual succession and a common seal and in its corporate name be capable of—

Establishment of the Board.

- (a) acquiring and disposing of property;
- (b) suing and being sued;
- (c) borrowing money for the performance of its functions; and
- (d) doing such other thing as may be done by a body corporate.

20. (1) The Board shall consist of—

Members of the Board.

- (a) four full members of the Institute in good standing nominated by the Council;
- (b) one person nominated by the Examination Board;
- (c) one representative of the National Treasury;
- (d) one person nominated by the Commission for University Education;
- (e) one person nominated by the Public Service Commission;
- (f) one person nominated by the Attorney-General; and
- (g) the chief executive officer of the Board.

(2) The members of the Board shall be appointed by the Cabinet Secretary by a notice published in the Gazette.

(3) The President shall appoint the chairperson of the Board from amongst the members of the Board by a notice published in the Gazette.

(4) The Cabinet Secretary shall appoint the vice-chairperson of the Board from amongst the members of the Board by a notice published in the Gazette.

(5) Each member of the Board shall serve for a term of three years and shall be eligible for re-appointment for one final term.

(6) The office of a member of the Board shall become vacant where the member—

- (a) dies;
- (b) is removed from office on the grounds specified in subsection (7); or
- (c) resigns.

(7) A member of the Board may be removed from office where the member—

- (a) is adjudged bankrupt;
- (b) is convicted for an offense involving dishonesty or fraud;
- (c) is unable to perform functions of the office due to mental or physical incapacity;
- (d) does not attend fifty per cent of the meetings of the Board in a year; or
- (e) is held liable for professional misconduct by the Disciplinary Committee.

(8) The vice-chairperson of the Board shall perform the functions of the chairperson of the Board where a vacancy in the office of the chairperson occurs.

(9) The conduct of the affairs of the Board shall be as set out in the Fourth Schedule.

21. The functions of the Board shall be to—

- (a) register certified governance secretaries and firms;
- (b) maintain a register of certified governance secretaries and firms;

Functions of the Board.

- (c) issue certified governance secretaries' certificates;
- (d) issue associate certified governance secretaries' certificates;
- (e) suspend or cancel the registration of associate certified governance secretaries, certified governance secretaries or firms on the recommendation of the Council or the Disciplinary Committee;
- (f) promote the development of the certified governance secretaries' profession; and
- (g) advise the Council on the standards of practise in the certified governance secretaries' profession.

22. (1) There shall be a chief executive officer of the Board who shall be appointed by the Board through a competitive and transparent process on such terms as the Board may determine.

Chief executive
officer of the
Board

(2) A person is qualified to be appointed under subsection (1) if that person is a full member of the Institute in good standing.

(3) The person appointed as the chief executive officer under subsection (1) shall—

- (a) be responsible for the day-to-day management of the Board; and
- (b) perform such other duties as the Board may direct.

(4) The chief executive officer appointed under subsection (1) shall serve for a term of five years and shall be eligible for reappointment for one final term of five years.

23. (1) There shall be a secretary to the Board who shall be appointed by the Board through a competitive and transparent process on such terms as the Board may determine.

Secretary to the
Board.

(2) The secretary to the Board shall be a full member of the Institute in good standing.

24. (1) The Board may appoint such persons as members of staff as may be necessary for the proper discharge of its functions.

Staff of the Board

(2) The persons appointed under subsection (1) shall serve on the terms as specified in the instrument of appointment.

25. (1) Where an act is done by a member of the Board, staff of the Board or agent of the Board, and if the act is done in good faith in performing the functions or exercising the powers of the Institute, the member of the Board, staff or agent shall not be personally liable to any action, claim or demand.

Protection from personal liability.

(2) Subsection (1) shall not relieve the Board of the liability to pay damages for any injury or loss caused in the performance of the functions or exercise of the powers of the Board.

PART IV—PRACTISE BY CERTIFIED GOVERNANCE SECRETARIES

26. (1) A person is deemed to practise as a certified governance secretary in respect to any organization, if that person, in consideration of remuneration or other benefits received or to be received, and whether alone or in partnership with any other person—

Scope of practise as certified governance secretary.

- (a) represents himself or herself or is engaged as a governance secretary, governance auditor, shares registrar, company secretary, corporation secretary, council secretary, board secretary, commission secretary, trust secretary or governance officer;
- (b) certifies a statutory document for the incorporation, registration, deregistration, dissolution, striking off or winding up of an entity;
- (c) certifies a statutory return or register for submission to the relevant authority;
- (d) certifies a document effecting a statutory change in the ownership and governance of an entity;
- (e) keeps custody and accounts for the use of the corporate seal of an entity;
- (f) offers a corporate secretarial and advisory service on the procedure for conducting the meetings of an entity;

- (g) certifies the governance part of the annual report of an entity;
- (h) certifies a governance performance assessment report;
- (i) certifies a governance audit report or governance audit opinion;
- (j) certifies a report on the status of governance, sustainability, ethics or integrity for submission to the relevant authority;
- (k) offers advisory or consultancy in prescribed governance or sustainability services; or
- (l) performs such other duties of a certified governance secretary as may be prescribed under any other written law.

(2) Where an entity or a person is authorised under a written law to offer the services referred to under subsection (1), that entity or person shall not be deemed to practise as a certified governance secretary if the services are offered only by reason of performing the functions specified in that written law.

(3) Where an employee of a certified governance secretary offers the services referred to under subsection (1), the employee shall not be deemed to practise as a certified governance secretary only by reason of offering the services in his or her capacity as an employee.

27. (1) A person qualifies to be registered as an associate certified governance secretary if that person has been awarded a certificate by the Examinations Board upon completion of a certified governance secretaries' course.

(2) A person who satisfies the requirements of subsection (1) and wishes to be registered as an associate certified governance secretary may apply to the Board for registration.

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

(4) Upon being satisfied with an application made under subsection (2), the Board may issue the applicant with an associate certified governance secretaries' certificate.

Registration of
associate certified
governance
secretaries.

(5) A certificate issued under subsection (4) shall be valid, unless suspended or cancelled by the Board upon a directive of the Disciplinary Committee or Council.

(6) The Board may restore the validity of a certificate that has been suspended or cancelled under subsection (5) where the associate certified governance secretary has complied with a directive of the Disciplinary Committee or the decision of the Council.

28. (1) A person may be registered as a certified governance secretary where the person has—

Registration of certified governance secretaries.

(a) a valid associate certified governance secretaries' certificate; and

(b) received instructions of such nature and period as may be prescribed by the Council.

(2) A person may be registered as a certified governance secretary where the person—

(a) is an affiliate member of the Institute;

(b) has been a member in good standing with the Institute for at least two years;

(c) obtains the continuous professional development points recommended by the Council; and

(d) has successfully completed a course approved by the Council.

(3) A person who satisfies the requirements of subsection (1) or subsection (2) and wishes to be registered as a certified governance secretary shall apply to the Board for registration.

(4) An application under subsection (3) shall be made in the prescribed form, and accompanied by relevant supporting documents and the prescribed fee.

(5) Upon being satisfied with an application under subsection (2), the Board may issue the applicant with a certified governance secretaries' certificate.

(6) A certificate issued under subsection (5) shall be valid, unless suspended or cancelled by the Board upon a directive issued by the Disciplinary Committee or the decision of the Council.

(7) The Board may restore the validity of a certificate that has been suspended or cancelled under subsection (6) where the certified governance secretary has complied with the directive of a Disciplinary Committee or decision of the Council.

29. (1) A person who wishes to practise as a certified governance secretary shall apply to the Institute for a licence.

Licensing of certified governance secretaries.

(2) An application under subsection (1) shall be in the prescribed form and accompanied by the prescribed fee.

(3) Upon being satisfied with an application under subsection (1), the Institute may issue the applicant with a licence.

(4) A licence issued under subsection (3) shall expire on the thirty-first day of December in the year it was issued.

(5) A licence issued under subsection (3) may be suspended or cancelled by the Institute upon a directive of the Disciplinary Committee.

(6) The Institute may restore the validity of a licence that has been suspended or cancelled under subsection (5) where the certified governance secretary has complied with a directive of the Disciplinary Committee.

30. (1) A person shall not practise as a certified governance secretary unless that person holds a valid certified governance secretaries' certificate and a licence.

Restriction of practise as certified governance secretary

(2) A person who contravenes subsection (1) commits an offence and is liable, on conviction, to a fine not exceeding one million shillings or to imprisonment for a period not exceeding one year, or to both.

31. (1) A firm qualifies to be registered to offer the services referred to in section 26 where each partner or shareholder of the firm is practising as a certified governance secretary.

Registration of firms.

(2) A firm which has the qualifications set out in subsection (1) may apply to the Board for registration.

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

(4) Upon being satisfied with an application under subsection (2), the Board may issue a certificate of registration to the firm.

(5) A certificate issued under subsection (4) shall be valid, unless suspended or cancelled by the Board upon a directive issued by the Disciplinary Committee.

(6) The Board may restore the validity of a certificate that has been suspended or cancelled under subsection (5) where the firm has complied with the directive of the Disciplinary Committee.

32. (1) A firm registered under section 31 shall submit annual returns to the Board.

Annual returns by registered firm.

(2) The Board may prescribe the content of an annual returns and manner of the submission of the return.

33. (1) The Council may, with the approval of the Cabinet Secretary, prescribe the minimum professional fees chargeable by a certified governance secretary for services rendered.

Professional fees

(2) A client and a certified governance secretary may enter into an agreement to pay professional fees that are higher than the professional fees prescribed under subsection (1) and such agreement shall be valid and binding on the client and the certified governance secretary.

34. (1) A certified governance secretary shall not conduct a governance audit unless the certified governance secretary has been accredited by the Institute.

Accreditation to conduct governance audit

(2) The Council may prescribe the procedure for the accreditation of certified governance secretaries under subsection (1).

35. (1) The Board shall maintain a register which shall contain the details and status of the—

Register kept by the Board

- (a) associate certified governance secretaries registered under section 27;
- (b) certified governance secretaries registered under section 28; and
- (c) firms registered under section 31.

(2) The register may be inspected, and copies of any part of the register made, by any person authorised by the chief executive officer of the Board on payment of such fees as may be prescribed by the Board.

36. (1) The Board may suspend or cancel the registration of a certified governance secretary or firm—

Suspension or
cancellation of
registration by
Board.

- (a) on a directive issued by the Disciplinary Committee;
- (b) on the recommendation of the Council under section 5(g);
- (c) where, in relation to a registered firm, a partner or shareholder of the firm is disqualified under section 37; or
- (d) where the certified governance secretary is disqualified from registration under section 37.

(2) Before suspending or cancelling a registration of a certified governance secretary or a firm under subsection (1)(c) or (d), the Board shall give that certified governance secretary or firm an opportunity to be heard.

(3) The Institute may, on the recommendation of the Board, restore a suspended or cancelled registration upon the certified governance secretary or firm fulfilling the conditions imposed by the Board for the restoration of a suspended or cancelled registration.

37. A person shall not be qualified to be registered by the Board or Institute if that person—

Disqualification
from registration.

- (a) is convicted of an offence involving fraud or dishonesty; or
- (b) is adjudged bankrupt.

PART V—DISCIPLINE OF CERTIFIED GOVERNANCE SECRETARIES

38. A certified governance secretary commits an act of professional misconduct if that certified governance secretary—

Professional
misconduct.

- (a) allows another person to practise in the name of the certified governance secretary;

- (b) pays, agrees to pay, or permits payment to a person who is not a certified governance secretary or to a retired partner of a firm, any share, commission or brokerage out of the fees or profits of the certified governance secretary for services offered or rendered by the certified governance secretary;
- (c) discloses information acquired in practising as a certified governance secretary to any person without the consent of the client unless otherwise required by any written law or an order of a court;
- (d) certifies or submits, in the name of the certified governance secretary or the firm of the certified governance secretary, a report of statutory returns or the completion of such statutory returns and the related records, which have not been made by the certified governance secretary or a partner of the firm of the certified governance secretary;
- (e) does not disclose in a statutory return or record a material fact known to the certified governance secretary where disclosure of that fact is necessary to ensure that the statutory return or record is not misleading;
- (f) does not disclose a conflict of interest while offering the services of a certified governance secretary;
- (g) does not adhere to guidelines, standards, or codes of practise and conduct in the certified governance secretaries' profession issued by the Council under section 5 (a);
- (h) does not account for clients' funds; or
- (i) includes particulars in any statement, return or form submitted to the Council, knowing them to be false.

39. (1) There is established a Disciplinary Committee which shall hear and determine complaints of professional misconduct made against a certified governance secretary.

Disciplinary
Committee.

(2) The Disciplinary Committee shall consist of the following members who shall be appointed by the Council—

- (a) four full members of the Institute in good standing who practise as certified governance secretaries;
- (b) one person nominated by the Cabinet Secretary;
- (c) one person nominated by the Attorney-General; and
- (d) one person nominated by the Institute of Human Resource Management and who does not practise as certified governance secretary.

(3) The four members of the Disciplinary Committee in section (2)(a) shall be elected at a general meeting of the Institute before their appointment.

(4) The members of the Disciplinary Committee appointed under subsection (2)(a) shall serve for a term of three years and shall be eligible for a re-appointment for one final term of three years, subject to re-election under subsection (3).

(5) The chairperson of the Disciplinary Committee shall be selected by the Council from amongst the four members of the Disciplinary Committee appointed under subsection (2)(a).

(6) The chairperson of the Disciplinary Committee shall be—

a full member of the Institute in good standing for at least ten consecutive years; and

a fellow of the Institute.

(7) The office of a member of the Disciplinary Committee appointed under subsection (2)(a) shall become vacant where the person—

- (a) dies;
- (b) is removed from office on the grounds specified in subsection (8); or
- (c) resigns.

(8) A member of the Disciplinary Committee may be removed from office where the person—

- (a) is adjudged bankrupt;
- (b) is convicted for an offence involving dishonesty or fraud;

- (c) is unable to perform functions of the office due to mental or physical incapacity;
- (d) does not attend fifty percent of the deliberations of the Disciplinary Committee in a year; or
- (e) is held liable for professional misconduct by the Disciplinary Committee.

(9) Where a vacancy occurs under subsection (7) the vacancy shall be filled at the next general meeting of the Institute.

40. (1) There shall be a secretary to the Disciplinary Committee who shall be appointed by the Council through a competitive and transparent process and on such terms as the Council may determine.

Secretary to the Disciplinary Committee.

(2) The secretary to the Disciplinary Committee shall—

- (a) be a full member of the Institute in good standing;
- (b) attend all the deliberations of the Disciplinary Committee and shall not vote at any of the deliberations; and
- (c) maintain a register of all the complaints submitted to, heard and determined by the Disciplinary Committee.

41. A complaint submitted to the Disciplinary Committee shall be heard and determined in accordance with the procedure set out in the Fifth Schedule.

Procedure for determining complaints.

42. (1) In determining a complaint, the Disciplinary Committee may make the following decisions—

Decision of the Disciplinary Committee.

- (a) dismiss the complaint;
- (b) direct the Board to cancel the registration of the certified governance secretary whose conduct is the subject of the complaint;
- (c) direct the Board to suspend the registration of the certified governance secretary whose conduct is the subject of the complaint for a period not exceeding two years;
- (d) direct the Board to cancel the registration of a firm;

- (e) direct the Board to suspend the registration of a firm for a period not exceeding two years;
- (f) direct the Institute to revoke the licence of the certified governance secretary whose conduct is the subject of the complaint;
- (g) direct the Institute to suspend the licence of the certified governance secretary whose conduct is the subject of the complaint for a period not exceeding the remainder of the validity of the licence;
- (h) direct the Institute to suspend the membership of the certified governance secretary whose conduct is the subject of the complaint for a period not exceeding two years;
- (i) reprimand the certified governance secretary whose conduct is the subject of the complaint;
- (j) direct the certified governance secretary whose conduct is the subject of the complaint to pay the Institute a fine not exceeding one million shillings;
- (k) direct the certified governance secretary whose conduct is the subject of the complaint to compensate the complainant an amount not exceeding one million shillings;
- (l) recommend the certified governance secretary whose conduct is the subject of the complaint undertake training at their cost, of such nature at such institute as may be determined by the Disciplinary Committee; or
- (m) recommend that the certified governance secretary whose conduct is the subject of the complaint undergoes mentorship from a certified governance secretary who has complied with section 29.

43. A person aggrieved by a decision of the Disciplinary Committee may, within thirty days from the date of the determination of the Disciplinary Committee, appeal against that decision to the High Court.

Appeals.

PART VI—FINANCIAL PROVISIONS

44. The funds of the Institute shall comprise of—

Funds of the Institute.

- (a) such fees and subscriptions that may accrue to the Institute in the course of performing the functions or executing the powers of the Institute;
- (b) such fees payable to the Disciplinary Committee;
- (c) fines payable upon determination of complaints by the Disciplinary Committee; and
- (d) grants, gifts and donations to the Institute for the purpose of performing the functions or executing the powers of the Institute.

45. The funds of the Board shall comprise of—

Funds of the Board.

- (a) money appropriated by the National Assembly for the purpose of the Board;
- (b) fees that may accrue to the Board in the course of performing its functions under the Act; and
- (c) grants, gifts and donations to the Board for the purpose of performing the functions of the Board.

46. (1) The financial year of the Institute shall be the period of twelve months ending on the 31st December in each year.

Financial year.

(2) The financial year of the Board shall be the period of twelve months ending on the 30th June in each year.

47. At least three months before the commencement of the financial year, the Council shall cause to be prepared the estimates of the revenue and expenditure of the Institute for the financial year.

Annual estimates of the Institute.

48. (1) At least three months before the commencement of the financial year, the Board shall cause to be prepared the estimates of the revenue and expenditure of the Board.

Annual estimates of the Board.

(2) The annual estimates shall be approved by the Board before the commencement of the financial year to which they relate and after the approval, the annual estimates shall not be increased without prior consent of the Board.

(3) No expenditure shall be incurred for the purposes of the Board except in accordance with the annual estimates approved under subsection (2).

49. (1) The Council shall cause to be kept proper books of accounts of the income, expenditure, assets and liabilities of the Institute.

Accounts and
audit by the
Institute.
Cap. 412B.

(2) Within a period of three months after the end of each financial year, the Council shall submit to the general meeting of the Institute accounts of the Institute, in respect of that year, together with—

- (a) a statement of income and expenditure during that financial year; and
- (b) a statement of the assets and liabilities of the Institute on the last day of that financial year.

50. (1) The Board shall keep proper books of accounts of the income, expenditure, assets and liabilities of the Board.

Accounts and
audit by the
Board.
Cap. 412B.

(2) The accounts of the Board shall be audited and reported upon in accordance with the provisions of the Public Audit Act.

Cap. 412B.

(3) The Board shall, within three months from the end of the financial year to which the accounts relate, submit to the Auditor General, the accounts of the Board together with—

- (a) a statement of income and expenditure during the year;
- (b) a statement of the assets and liabilities of the Board as of the last day of that year;
- (c) a cash flow statement for the financial year; and
- (d) any other statements and accounts that may be necessary to fully disclose the financial position of the Board.

PART VII—MISCELLANEOUS

51. (1) A person who—

Offences and
penalties.

- (a) represents himself or herself as a “fellow of the Institute” or uses the designatory letters “FCGS” and has not been conferred such status by the Institute;
- (b) represents himself or herself as a “full member of the Institute” or uses the designatory words “CGS” and has not been registered as such by the Institute;

- (c) represent himself or herself as a “Associate Members of the Institute” or uses the designatory letters “ACGS” and has not been registered as such by the Institute; and
- (d) represent himself or herself as a “Affiliate Members of the Institute” or uses the designatory letters “AGS” and has not been registered as such by the Institute; or
- (e) represents himself or herself as an “honorary fellow of the Institute” and has not been conferred such status by the Institute,

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

(2) Where a firm—

- (a) offers the services of a certified governance secretary without being registered under section 31; or
- (b) fails to submit annual returns in accordance with section 32,

the firm commits an offence and is liable, on conviction, to a fine not exceeding two million shillings.

(3) A person who makes a misleading statement in any application under this Act commits an offence and is liable, on conviction, to a fine not exceeding five hundred thousand shillings or imprisonment for a term not exceeding six months, or to both.

52. The Cabinet Secretary may, in consultation with the Institute, make regulations to give effect to this Act. Regulations.

PART VIII—REPEAL, SAVING AND TRANSITION PROVISIONS

53. The Certified Public Secretaries of Kenya Act is repealed. Repeal.
Cap. 534.

54. (1) Despite section 53—

- (a) any practicing certificate issued under section 17 of the repealed Act shall be deemed to be a certified governance secretary certificate;

Saving and
transition.

- (b) any certified public secretary registered under section 19 of the repealed Act shall be deemed to be a certified governance secretary registered under this Act;
- (c) any person who was a member of the Institute of Certified Public Secretaries of Kenya under the repealed Act, shall at commencement of this Act be a full member of the Institute;
- (d) any person who was a fellow of the Institute of Certified Public Secretaries of Kenya under the repealed Act, shall at commencement of this Act be a fellow of the Institute;
- (e) any person who was an honorary fellow of the Institute of Certified Public Secretaries of Kenya under the repealed Act, shall at commencement of this Act be an honorary fellow of the Institute;
- (f) any person who offers the services referred to in section 26, shall obtain a valid certified governance secretaries' certificate and a licence within twelve months after the commencement of this Act;
- (g) any person elected or appointed to any position under the repealed Act shall continue to occupy such position for the remainder of the unexpired term of office; and
- (h) any person serving as the chief executive officer of the Institute of Certified Public Secretaries of Kenya under the repealed Act shall continue to occupy such position for the remainder of the unexpired term of office.

(2) In this section "repealed Act" means the Certified Public Secretaries of Kenya Act. Cap. 534.

FIRST SCHEDULE

(s. 4)

MEETINGS OF MEMBERS OF THE INSTITUTE

1. An annual general meeting of the Institute shall be held within six months after the end of each year.

2. A special general meeting of the Institute shall be held at any time upon a written request made to the Council and signed by at least fifty full members of the Institute.

3. (1) A meeting of the Institute shall be convened by the Council by issuing to every member of the Institute a written notice—

- (a) stating the mode and time when, the meeting is to be held; and
- (b) indicating the business which is proposed to transacted at the meeting.

(2) The notice subparagraph (1) shall be issued at least twenty-one days prior to the date on which the meeting is to be held.

4. (1) The chairperson of the Council shall preside at all meetings of the Institute.

(2) At a meeting of the Institute at which the chairperson is not present, the vice-chairperson of the Council shall preside.

(3) At a meeting of the Institute at which neither the chairperson nor the vice- chairperson of the Council is present, the members of the Council present at the meeting shall elect one of their members to preside.

5. (1) The quorum of a meeting of the Institute shall be thirty full members of the Institute.

6. (1) No business shall be transacted at a meeting of the Institute unless—

- (a) the business is indicated in the notice convening the meeting as business which it is proposed to be transacted; or
- (b) in the case of business not so indicated, the members present in the meeting vote to transact the business.

(2) Minutes of the meetings of the Institute shall be kept in such manner as the Council may direct.

7. The person presiding at a meeting of the Institute may adjourn the meeting with the consent of the members present in the meeting.

8. (1) Questions arising at a meeting shall be determined by a majority of the full members of the Institute in good standing.

(2) Voting on any question shall be by a show of hands or electronically as determined by the person presiding at the meeting.

(3) Voting may be done either personally or by proxy appointed in writing.

(4) An instrument appointing a proxy for the purposes of subparagraph (3) shall be in writing and shall be deposited with the certified governance secretary to the Council at least two days before the date of the meeting of the Institute.

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

SECOND SCHEDULE

(s. 7(3))

APPOINTMENT OF MEMBERS OF THE COUNCIL

1. (1) The chairperson of the Council shall be elected at an annual general meeting.

(2) The chairperson of the Council shall hold office for a single term of two years.

2. (1) Each of the five members of the Council referred to in section 7 (2) (b) shall be elected at an annual general meeting.

(2) A member of the Council elected pursuant to subparagraph (1) holds office for a term of three years and shall be eligible for a re-election for one further term, unless the member of the Council ceases to hold office.

3. (1) The office of the chairperson of member of the Council shall become vacant where the person—

(a) dies;

(b) has been removed from office on the grounds specified in paragraph 4; or

(c) resigns.

4. The chairperson or a member of the Council shall become may be removed from office where the person—

(a) is adjudged bankrupt;

(b) is convicted for an offence involving dishonesty or fraud;

(c) is unable to perform functions of the office due to mental or physical incapacity;

(d) does not attend fifty percent of the meetings of the Council in a year; or

(e) is held liable for professional misconduct by the Disciplinary Committee.

5. (1) Where a vacancy occurs under paragraph 3 the vacancy shall be filled at the next annual general meeting of the Institute.

(2) A member of the Council who ceases to hold office is eligible for election.

6. (1) There shall be a vice-chairperson of the Council who shall be elected by the Council from amongst the members of the Council at the first meeting of the Council.

(2) The vice-chairperson of the Council shall perform the function of the chairperson where the office of the Chairperson falls vacant under paragraph (4).

THIRD SCHEDULE

(s. 7(4))

CONDUCT OF AFFAIRS OF THE COUNCIL

1. The quorum at meetings of the Council shall be five members.
2. The Council may determine its own procedure relating to its meetings.
3. The person presiding at a meeting of the Council shall have a deliberative vote, and, in the event of an equality of votes, shall have a casting vote.
4. The minutes of a meeting of the Council shall be kept in such manner as the Council directs.

FOURTH SCHEDULE*(s. 20(9))***CONDUCT OF AFFAIRS OF THE BOARD**

1. The quorum at meetings of the Board shall be five members.
2. The Board may determine its own procedures relating to its meetings.
3. The person presiding at a meeting of the Board shall have a deliberative vote, and, in the event of equality of votes, shall have a casting vote.
4. The minutes of a meeting of the Board shall be kept in such manner as the Board directs.

FIFTH SCHEDULE

(s. 41)

CONDUCT OF AFFAIRS OF THE DISCIPLINARY COMMITTEE

1. Where a complaint has been lodged, the certified governance secretary to the Disciplinary Committee shall submit the complaint to the Disciplinary Committee.

2. (1) The certified governance secretary to the Disciplinary Committee shall notify the parties to a complaint of the date, time and place for the hearing of the complaint.

(2) On the lapse of the period under subparagraph (1) the certified governance secretary to the Disciplinary Committee shall issue a notice in writing to the parties to the complaint of the date, time and place for the hearing of the complaint.

(3) The notice under subparagraph (2) shall be issued at least fourteen days before the date of the hearing of the complaint.

3. The parties to a complaint may appear for a hearing of the complaint in person or may be represented by an advocate.

4. (1) At a hearing of a complaint, the Disciplinary Committee may—

- (a) administer oaths;
- (b) summon persons to attend and give evidence; and
- (c) order the production of relevant documents.

(2) Orders and summons of the Disciplinary Committee shall be issued in writing by the chairperson of the Disciplinary Committee.

(3) The Disciplinary Committee may impose a fine not exceeding five thousand shillings to a person served with summons under paragraph 4 (1) (b) who, without reasonable excuse, does not attend the hearing.

5. (1) At a hearing of a complaint the—

- (a) procedure followed shall be determined by the Disciplinary Committee; and
- (b) Disciplinary Committee shall not be bound by the Evidence Act. Cap. 80

(2) The certified governance secretary to the Disciplinary Committee shall record of the proceedings of the hearing.

6. The quorum for the determination of a complaint by the Disciplinary Committee shall be four members.

7. (1) The determination of the Disciplinary Committee on a complaint shall be by a majority of the members present.

(2) In making a determination under sub-paragraph (1), the chairperson of the Disciplinary Committee shall have a deliberative vote, and, in the event of an equality of votes, shall have a casting vote.

8. Despite the provisions of this Schedule, the Disciplinary Committee shall regulate its own procedures for the determination of complaints.

MEMORANDUM OF OBJECTS AND REASONS

Statement of Objects and Reasons

The principal object of the Bill is to provide for the development and regulation of the practice of Certified Governance Secretaries.

Part I of the Bill provides for the preliminary provisions. **Clause 2** provides for interpretation of terms.

Part II of the Bill provides for establishment of the Institute as a body corporate.

Clauses 5 to 16 provides for the membership of the Institute.

Clause 17 provides for the functions of the Institute which include, among others, advise on matters of corporate secretarial, governance, ethics or administration, promote standards of professional competence and practise of the certified governance secretaries' profession and monitor and evaluate the standards of practise of the certified governance secretaries' profession.

Part III of the Bill provides for the Certified Governance Secretaries Board which is a body corporate.

Clause 19 provides for the membership to the Board. The functions of the Board include to register certified governance secretaries and firms, promote the development of the profession and advise the Council on the standards of practise in the certified governance profession, among others.

Part IV of the Bill provides for the practice of certified governance secretary which includes being engaged as a governance secretary, governance auditor, shares registrar, company secretary, corporation secretary, council secretary, board secretary, commission secretary, trust secretary or governance officer, certifies a statutory document for the incorporation, registration, deregistration, dissolution, striking off or winding up of an entity, among others

Part V of the Bill provides for the disciplinary matters of the members of the Institute.

Clause 37 provides for what amounts to professional misconduct in the profession.

Clause 38 provides for the establishment of the Disciplinary Committee. **Clause 43** provides for appeals to the High Court by an aggrieved person for the decisions of the Disciplinary Committee.

Part VI of the Bill provides for the finances of the Institute and the Board which shall include grants, gifts and donations to the Institute for

the purpose of performing the functions or executing the powers of the Institute and money appropriated by Parliament, among others.

Part VII of the Bill contains provisions relating to offences and penalties including holding out as “fellow of the Institute” or uses the designatory letters “FCGS” and has not been invited as such by the Institute, where a firm does not submit annual returns, among others.

Clause 51 provides for transitional provisions relating to the membership of the Institute.

The Schedules detail the provisions relating to meetings of the members of the Institute, appointment of members of the Council, conduct of business of the Council, appointment and conduct of business of the Board and conduct of business of the Disciplinary Committee.

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

The Bill delegates legislative powers to the Cabinet Secretary but it does not limit fundamental rights and freedoms.

Statement that the Bill concerns county governments

The Bill does not affect the functions of the county governments pursuant to the Article 110(1) and Fourth Schedule to the Constitution.

Statement that the Bill is a money Bill within the meaning of Article 114 of the Constitution

The enactment of this Bill may occasion additional expenditure of public funds.

Dated the 12th March, 2026.

KIMANI ICHUNG'WAH,
Leader of Majority Party