



PROSPER DEVELOPMENT SOCIETY MASTER WORKING CONSTITUTION

Board-Adopted Internal Governance Edition - 2026

Registered under the Societies Act (Cap. 108), Laws of Kenya
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Motto: Better Together Always

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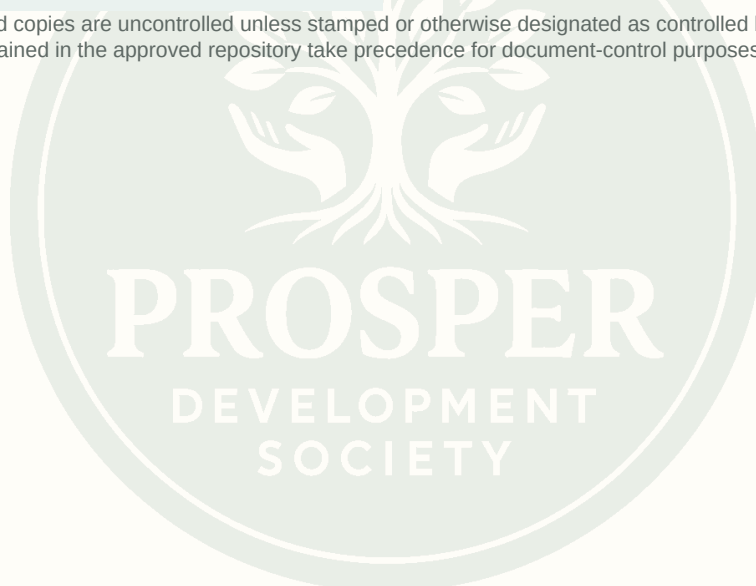
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BETTER TOGETHER ALWAYS

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CONTROLLED SYNCHRONIZATION REVISION - 26 September 2026

This revision harmonizes terminology, cross-references, ProChama controls, digital records, field/HR stipend and incentive controls, and member-facing explanations across the Prosper controlled document suite. This is an internal harmonization of the controlled working text; it does not by itself change the statutory registered name or replace any Registrar, Congress, Board or other approval required by law or the Constitution.

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PREFACE

This Master Constitution is the supreme internal governing instrument of Prosper Development Society ("Prosper" or "the Society"). It builds upon the founding Constitution adopted in 2025 and consolidates the institutional lessons, policies, governance systems, welfare arrangements, financial controls, field structures and digital systems developed by Prosper as the Society has grown.

The Constitution is designed to protect Prosper as a member-based, nonprofit and people-driven institution while enabling it to pursue community development, social welfare, economic empowerment, social and solidarity economy initiatives, partnerships, innovation and sustainable enterprise in Kenya and, subject to law, beyond Kenya.

The Constitution establishes enduring principles and structures. Detailed rates, operational procedures, benefit schedules, approval thresholds, workflows, forms, performance measures and technical standards shall ordinarily be contained in subsidiary policies, manuals, schedules and standard operating procedures, so long as they remain consistent with this Constitution and applicable law.



PREAMBLE

WE, the members of Prosper Development Society:

United by the conviction that people achieve more when they organize, cooperate and take collective responsibility for their welfare and development;

Inspired by African traditions of solidarity, mutual aid, community self-help, savings, shared responsibility and collective advancement;

Committed to a people-driven model of development in which members are not merely recipients of assistance but active participants, contributors, leaders, innovators and partners in their own transformation;

Recognizing the dignity, equality and rights of every person and the importance of women, youth, persons with disabilities, older persons, children, families and vulnerable communities in development;

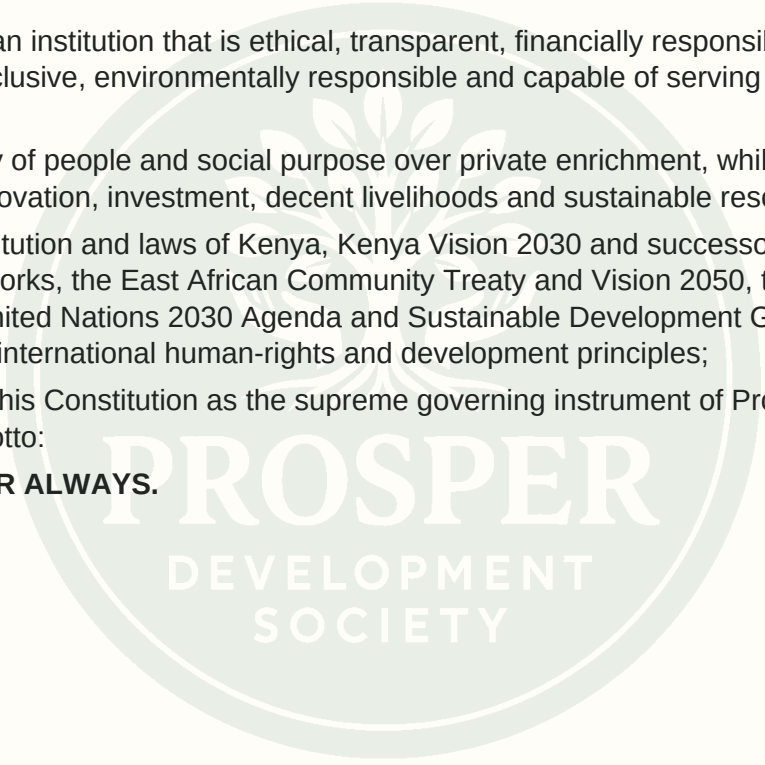
Determined to build an institution that is ethical, transparent, financially responsible, digitally enabled, resilient, inclusive, environmentally responsible and capable of serving present and future generations;

Affirming the primacy of people and social purpose over private enrichment, while encouraging lawful enterprise, innovation, investment, decent livelihoods and sustainable resource mobilization;

Guided by the Constitution and laws of Kenya, Kenya Vision 2030 and successor national development frameworks, the East African Community Treaty and Vision 2050, the African Union Agenda 2063, the United Nations 2030 Agenda and Sustainable Development Goals, and other relevant African and international human-rights and development principles;

DO HEREBY adopt this Constitution as the supreme governing instrument of Prosper Development Society under the motto:

BETTER TOGETHER ALWAYS.

A large, light green circular watermark logo is centered in the background. It features a stylized plant with three leaves at the top. Below the plant, the word "PROSPER" is written in a large, serif font. Underneath "PROSPER", the words "DEVELOPMENT" and "SOCIETY" are written in a smaller, sans-serif font, stacked vertically.

PROSPER
DEVELOPMENT
SOCIETY

ARTICLE 1 - IDENTITY, STATUS AND INTERPRETATION

1.1 Name

1. The official name of the Society shall be **Prosper Development Society**.
2. The approved short form shall be **Prosper**.
3. The official name shall be used on legal, financial, governance and official institutional records.
4. Any change of name shall be made only in accordance with this Constitution and applicable law.

1.2 Legal Status

1. Prosper is a registered society under the Societies Act (Cap. 108), Laws of Kenya, Registration No. SOCA-MOTV22M.
2. Nothing in this Constitution shall be construed as conferring corporate personality, statutory powers, financial-services authority or regulatory status that the Society does not possess under applicable law.
3. The Society may enter into lawful arrangements, acquire or hold property, institute or defend legal proceedings, establish lawful entities or appoint trustees, nominees or authorized officers to act on its behalf in the manner permitted by law.
4. The Society shall operate as a nonprofit, non-partisan and non-sectarian member-based organization.
5. Prosper may undertake lawful income-generating and social-enterprise activities provided that its income and assets are applied primarily to its objects and are not distributed to members as private profit except for lawful payments, reimbursements, benefits, contractual entitlements or member economic services authorized under this Constitution and applicable policies.

1.3 Registered Office and Area of Operation

1. The founding and registered headquarters of Prosper shall be in Busia, Kenya, at the address notified to the Registrar from time to time.
2. Kenya is the founding jurisdiction and institutional home of Prosper. The Society shall respect and comply with the Constitution and applicable laws of Kenya while pursuing its lawful objects locally, regionally and internationally.
3. The Board may establish national/country secretariats, county or equivalent territorial offices, subcounty, ward, community, regional, program, representative or field offices in Kenya and in other countries, subject to the law of each jurisdiction.
4. The Board is the apex transnational governance and stewardship organ between meetings of Congress and may exercise oversight over all recognized Prosper country structures.
5. A country structure outside Kenya shall not be treated as a separate legal person unless lawfully registered or incorporated as such. Its relationship with Prosper shall be governed by this Constitution, a country charter, Board resolution and applicable law.
6. Any statutory notification required when the registered office, postal address, office bearers or recognized branches change shall be made within the period prescribed by law.

1.4 Motto and Institutional Identity

1. The official motto shall be **Better Together Always**.
2. The official name is **Prosper Development Society** and the protected short form is **Prosper**.
3. Prosper's principal visual identity shall be the approved tree-and-supporting-hands emblem supplied and adopted by the Society.

4. The constitutional colors are **Prosper Dark Green**, **White**, and **Cream White**, with Dark Green and White as the principal colors. Exact technical color codes, reproduction specifications, typography, spacing, secondary applications and accessibility variants shall be maintained in the Brand Identity Manual and may be refined without altering the essential identity protected by this Constitution.
5. Prosper shall own, control or lawfully license its institutional name, logo, motto, publications, designs, data systems, training materials, domain names, social-media identities, digital assets, photographs, audio-visual materials, databases, marks and other intellectual property created for or assigned to the Society.
6. The Board shall cause an Intellectual Property, Brand and Digital Assets Register to be maintained and may seek trademark, copyright, domain, design or other legal protection in Kenya and other jurisdictions where appropriate.
7. No member, officer, former member, contractor, affiliate or third party may use Prosper's name, logo, identity, payment channels, member data or representation to solicit funds, enter contracts, create parallel organizations, mislead the public, impersonate the Society or compete unfairly through misuse of Prosper's confidential or proprietary assets.
8. Prosper may institute or defend lawful proceedings to protect its name, marks, reputation, contractual relationships, data, funds, digital channels and other legitimate institutional interests, while respecting lawful criticism, fair competition, whistleblowing, media freedom and other protected rights.

1.5 Supremacy and Hierarchy of Instruments

1. This Constitution is the supreme internal governing instrument of Prosper.
2. All policies, manuals, by-laws, codes, schedules, resolutions, contracts and operational procedures shall be consistent with this Constitution.
3. Where there is inconsistency between this Constitution and a subsidiary instrument, this Constitution shall prevail to the extent of the inconsistency.
4. Where there is inconsistency between this Constitution and mandatory law, the law shall prevail and the Society shall take steps to amend its governing documents accordingly.

1.6 Subsidiary Governance Instruments

The Society may adopt, among others:

- a Governance Manual;
- Finance Policy and financial procedures;
- Welfare Policy and benefit schedules;
- Field Operations Policy;
- Membership Policy and Member Handbook;
- Human Resources and Volunteer Policy;
- Safeguarding Policy;
- Data Protection and Digital Governance Policy;
- Procurement and Asset Management procedures;
- Risk Management and Internal Control framework;
- Social Enterprise and Investment Policy;
- Loans, Savings and Member Economic Services procedures;
- Partnership, Grants and Resource Mobilization Policy;
- Communications and Brand Policy;
- Ethics, Conflict of Interest and Whistleblowing Policy; and
- any other lawful instrument necessary to implement this Constitution.

1.7 Definitions

Unless the context otherwise requires:

1. **Board** means the Board of Directors established under this Constitution.
2. **CAG** means a Community Action Group recognized as a grassroots unit of Prosper.
3. **Congress** means the Congress of the Society.
4. **Director** means a member of the Board of Directors unless the context refers to a county or program director.
5. **Good Standing** means a membership status satisfying the applicable constitutional and policy requirements and not subject to suspension.
6. **Member** means a person or entity admitted to membership in accordance with this Constitution.
7. **PIMIS** means the Society's approved Prosper Integrated Management Information System or its successor.
8. **Founder** means Gago Leakey Acharry, recognized under Article 9 as the founder and founding institutional steward of Prosper.
9. **President** means the Founder-President during the Founder's protected active tenure and thereafter the person selected under Article 11 to serve as President.
10. **Secretariat** means the professional and administrative machinery of Prosper.
11. **Social Enterprise** means a lawful revenue-generating activity undertaken principally to advance social, economic, environmental or community purposes and strengthen institutional sustainability.
12. **Trustee** means a person appointed to hold or safeguard property or interests of the Society where required or appropriate by law.
13. **Welfare** means the Society's structured system of mutual support, solidarity and social protection.

1.8 Interpretation Principles

1. Words importing one gender include all genders.
2. Words importing the singular include the plural and vice versa.
3. Headings aid navigation but do not limit the meaning of provisions.
4. References to legislation include lawful amendments or replacements.
5. A power conferred by this Constitution shall be exercised reasonably, in good faith, for a proper purpose and subject to accountability.
6. Where this Constitution is silent, the Board may issue an interim interpretation consistent with law and the objects of Prosper, subject to review by the next Congress.

ARTICLE 2 - VISION, MISSION, MOTTO, CULTURE, VALUES AND GUIDING PRINCIPLES

2.1 Vision

To be Africa's leading people-driven development institution, building prosperous, resilient and inclusive communities that thrive together.

2.2 Mission

To organize people and partnerships to deliver social welfare, economic empowerment and sustainable community development through strong grassroots structures, innovation, enterprise and accountable institutions.

2.3 Motto

Better Together Always.

2.4 Prosper Culture

Prosper shall cultivate a culture in which every member, leader, employee, volunteer and partner is expected to demonstrate service, ownership, discipline, collaboration, learning, innovation, inclusion, accountability and measurable results. Prosper's culture shall combine the warmth of community solidarity with the standards of a professional institution.

2.5 Core Values - The PROSPER Values

The Society shall use the name PROSPER as a memorable values framework:

1. **P - People First and Participation:** human dignity, member voice and community ownership.
2. **R - Responsibility and Respect:** personal accountability, integrity, respect for people, law and entrusted resources.
3. **O - Ownership and Openness:** commitment to the institution, transparency, honest communication and responsible stewardship.
4. **S - Solidarity and Service:** mutual support, compassion, volunteerism and collective advancement.
5. **P - Professionalism and Prudence:** competence, discipline, sound judgment and responsible financial management.
6. **E - Equity, Excellence and Enterprise:** inclusion, high standards, innovation, entrepreneurship and opportunity creation.
7. **R - Resilience and Results:** sustainability, adaptability, evidence, impact and continuous improvement.

2.6 Guiding Principles

Prosper shall be guided by:

1. rule of law and institutional legitimacy;
2. democratic and participatory member governance;
3. clear authority, delegation, accountability and separation of incompatible duties;
4. voluntary cooperation, mutual aid and social solidarity;
5. member voice, beneficiary dignity and community ownership;
6. primacy of people and social purpose over private enrichment;
7. transparency, evidence and measurable performance;

8. gender equality, disability inclusion, youth participation and protection of vulnerable or marginalized persons;
9. national, regional and international diversity and peaceful coexistence;
10. environmental responsibility, climate resilience and intergenerational equity;
11. responsible use of technology, data and artificial intelligence;
12. partnership with government, private sector, civil society, faith communities and development partners without loss of institutional autonomy;
13. financial prudence, lawful enterprise and long-term sustainability; and
14. continuous learning, innovation and readiness for scale.



ARTICLE 3 - OBJECTS, THEMATIC AREAS AND DEVELOPMENT ALIGNMENT

3.1 Overall Object

The overall object of Prosper is to organize and empower people to improve their social welfare, economic security, resilience, dignity and quality of life through collective action, strong community institutions, sustainable enterprise, mutual support, knowledge, technology and strategic partnerships.

3.2 Strategic Objects

Prosper shall:

1. organize people into strong, accountable Community Action Groups and representative structures that enable participation, leadership, mutual support and local action;
2. build sustainable social-welfare and social-protection systems that strengthen household and community resilience;
3. expand economic opportunity through financial capability, entrepreneurship, employment, enterprise, market access, skills, responsible finance and productive assets;
4. mobilize resources, partnerships and investments for community-led development;
5. strengthen institutions, leadership, data systems, research, innovation and evidence-based decision making; and
6. create scalable delivery systems capable of implementing public, private, philanthropic and community programs across Kenya, Africa and other lawful jurisdictions.

3.3 Thematic Areas

Prosper may design and implement programs in the following interconnected thematic areas:

1. **Economic Empowerment, Enterprise and Livelihoods** - entrepreneurship, MSMEs, cooperatives and producer groups, agribusiness, digital economy, blue economy, value addition, employment, market linkages, financial capability and responsible member economic services.
2. **Social Welfare, Social Protection and Humanitarian Support** - mutual aid, bereavement, health and emergency support, shock response, household resilience, social insurance linkages and dignified assistance.
3. **Women, Gender Equality and Family Empowerment** - women's leadership, economic inclusion, protection, care economy, family strengthening and equal opportunity.
4. **Youth, Talent, Sports, Culture and Innovation** - youth leadership, education-to-work transitions, entrepreneurship, arts, music, sports, culture, creativity, technology and talent development.
5. **Disability, Vulnerability and Social Inclusion** - PWD inclusion, accessibility, assistive support, older persons, marginalized communities and other vulnerable populations.
6. **Agriculture, Food, Nutrition and Water Security** - sustainable agriculture, livestock, fisheries, irrigation, food systems, nutrition, water access, climate-smart production and value chains.
7. **Community Health and Wellness** - preventive health, community health promotion, mental wellness, reproductive and maternal health information, health financing linkages and healthy living.
8. **Education, Skills, Research and Leadership Development** - formal and non-formal education, TVET, digital literacy, mentorship, research, leadership and institutional capacity building.

9. **Climate, Environment, Energy and Natural Resources** - conservation, tree growing, biodiversity, clean energy, waste management, climate adaptation, disaster risk reduction and environmental livelihoods.
10. **Peace, Rights, Governance and Social Cohesion** - civic awareness, human dignity, ethical leadership, accountability, access to justice, conflict prevention and peaceful coexistence.
11. **Digital Transformation, ICT and Data** - digital inclusion, PIMIS, connectivity, cyber resilience, data-driven services, innovation and responsible emerging technology.
12. **Housing, Infrastructure and Community Facilities** - decent housing, community infrastructure, sanitation, public amenities and local development initiatives consistent with law.
13. **Partnerships, Resource Mobilization and International Cooperation** - grants, philanthropy, CSR, public-private-community collaboration, technical assistance, diaspora engagement and development cooperation.
14. **Social and Solidarity Economy** - lawful social enterprises, mutual-benefit initiatives, community businesses, producer/marketing structures and other models that combine economic sustainability with social purpose.

3.4 Constituency-Led Program Platforms

1. Prosper may establish genuine constituency-led program platforms, councils or initiatives including **Prosper Women, Prosper Youth, Prosper PWD & Inclusion, Prosper Enterprise, Prosper Talent & Sports, Prosper Agriculture & Food Systems, Prosper Health & Wellness, Prosper Climate & Environment, Prosper Digital & Innovation**, and other approved platforms.
2. A constituency-led platform may be delegated meaningful program leadership, budget responsibility, representation and decision-making authority appropriate to the relevant grant, partnership or program.
3. Prosper shall not falsely represent the whole Society as women-led, youth-led, PWD-led or otherwise constituency-led unless the applicable factual and funder criteria are genuinely met. It may accurately describe a specific program unit as constituency-led where that unit's governance and leadership satisfy the stated criteria.
4. Program platforms are not separate legal entities unless separately registered or incorporated under authority of the Board and applicable law.

3.5 Alignment with Public and International Development Frameworks

Without becoming partisan or subordinating Prosper to any government or external institution, the Society shall, where consistent with its objects, align its strategies and programs with relevant development frameworks including:

1. the Constitution of Kenya, Kenya Vision 2030 and successor national development plans, including applicable Medium-Term Plans and national economic-transformation priorities;
2. County Integrated Development Plans and lawful county-sector priorities where Prosper operates;
3. the Treaty for the Establishment of the East African Community, the EAC Common Market principles, EAC Vision 2050 and successor regional strategies;
4. the African Union Agenda 2063 and relevant continental frameworks;
5. the United Nations 2030 Agenda and Sustainable Development Goals and successor global development frameworks; and
6. relevant human-rights, climate, disability, gender, labor, child-protection and humanitarian standards adopted or recognized by Kenya or applicable jurisdictions.

3.6 Relationship with Government and Public Institutions

1. Prosper is an independent civil-society/member-based institution and is not a government, State organ or public authority.
2. Prosper shall complement rather than compete with lawful government responsibilities by organizing communities, implementing projects, facilitating participation, mobilizing resources, generating evidence and extending services through its grassroots systems.
3. Prosper may enter into lawful agreements with National Government, County Governments, public agencies, EAC institutions, African Union organs, United Nations entities and other public bodies for implementation, co-financing, service delivery, research, capacity building or other public-interest purposes.
4. No public partnership shall extinguish Prosper's institutional independence or authorize a public officer, political party or external entity to control Prosper contrary to this Constitution.

3.7 Powers Incidental to the Objects

Subject to law, Prosper may acquire or lease property; establish projects, funds, enterprises and lawful affiliated entities; employ staff; engage volunteers and consultants; receive grants, gifts, donations, subscriptions and investment income; conduct training, research and non-partisan advocacy; enter contracts and memoranda; use digital systems; sponsor or participate in regulated or specialized vehicles where separately authorized; and do all other lawful things reasonably necessary to achieve its objects.

3.8 Non-Partisanship

1. Prosper shall not be constituted or operated as a political party or campaign organization.
2. Prosper may undertake lawful, non-partisan civic education, policy engagement, public participation and advocacy relevant to its objects.
3. Society funds, data, facilities and authority shall not be used to endorse, finance or campaign for a political party or candidate.

ARTICLE 4 - MEMBERSHIP

4.1 Nature and Eligibility of Membership

1. Membership of Prosper is voluntary, personal to the member and governed by this Constitution, approved policies and lawful contractual obligations.
2. Individual membership shall ordinarily be open to persons aged eighteen years and above who subscribe to Prosper's objects, values and rules and satisfy the approved onboarding requirements.
3. The Society may establish safeguarded youth participation arrangements for persons below eighteen years where lawful, but such participation shall not automatically confer adult voting, borrowing or contractual rights.
4. Membership shall not be denied on prohibited discriminatory grounds.
5. Admission to membership is a privilege of association subject to objective eligibility requirements; it is not an automatic entitlement merely because an application or payment has been submitted.

4.2 Categories of Membership

The Society recognizes:

1. Probationary Members;
2. Bonafide Members;
3. Members in Good Standing;
4. Founding Members, as a protected institutional heritage category;
5. Corporate or Institutional Members;
6. Honorary Members; and
7. such other lawful classes as Congress may approve on recommendation of the Board.

Founding or honorary status shall not create private ownership of the Society. Rights attached to any membership category shall be those expressly stated in this Constitution or approved policy.

4.3 Application, Vetting and Admission

1. Every applicant shall complete the approved membership application, provide required identification and declarations, accept the Constitution and Member Code, and pay the applicable entrance fee.
2. Applications shall be verified through the approved CAG, territorial structure, Secretariat or digital onboarding process.
3. Prosper may conduct reasonable identity, integrity, eligibility, sanctions, duplicate-record, beneficiary or other verification proportionate to the services sought.
4. Admission shall become effective only when the application is approved and entered in the official Membership Register and PIMIS.
5. A membership number and official identifier shall be issued in accordance with the Membership Policy.
6. False, misleading, fraudulent or materially incomplete information may result in rejection, suspension, cancellation or disciplinary action after fair process.
7. Prosper may decline an application where admission would create a legal, safeguarding, financial, security, reputational or material integrity risk, provided that the decision is not unlawfully discriminatory.

4.4 Probation and Confirmation

1. Individual members shall ordinarily undergo a probationary period of ninety days from the effective registration date.
2. During probation, a member shall complete orientation, CAG integration, declarations and financial or program obligations prescribed by policy.
3. Welfare, credit, leadership, voting and other rights may be limited during probation in accordance with approved policies.
4. Confirmation as a Bonafide Member shall depend on completion of probation, satisfactory onboarding and the requirements prescribed by policy.
5. Probation may be extended for a reasonable period where information, obligations or verification remain incomplete.

4.5 Entrance Fee and Annual Subscription

1. The entrance or registration fee for an individual member shall be KES 500 and shall be non-refundable once valid registration has occurred.
2. The annual subscription shall be KES 600 per member per calendar year.
3. Corporate or institutional membership fees shall be set by Congress or by a policy approved under authority delegated by Congress.
4. A proposed change to constitutional entrance or subscription fees shall follow the approval and regulatory process required for alteration of the Society's constitution or rules.
5. Welfare contributions, development levies, savings targets, member capital or share units, branding requirements, event contributions and other program-specific obligations shall be prescribed in applicable policies and shall not be treated as entrance or annual subscription fees unless expressly designated.

4.6 Rights of Bonafide Members in Good Standing

A member in Good Standing shall, subject to this Constitution and lawful policy, have the right to:

1. participate in Prosper programs and CAG activities;
2. receive fair, respectful and non-discriminatory treatment;
3. vote and participate in representative governance in the manner applicable to the member's category;
4. seek leadership office subject to eligibility requirements;
5. receive reasonable information on Society activities, governance and finances subject to lawful confidentiality;
6. inspect records to the extent permitted by law and Article 18;
7. petition, propose motions and raise grievances through approved channels;
8. access welfare and economic services subject to eligibility, sustainability and compliance rules;
9. receive due process and appeal adverse disciplinary decisions;
10. have personal data handled lawfully; and
11. withdraw from membership only in accordance with section 4.9.

4.7 Duties and Continuing Obligations of Members

Every member shall:

1. uphold this Constitution, approved policies and lawful decisions of the Society;
2. meet applicable financial and non-financial obligations;

3. protect Prosper's funds, assets, records, intellectual property, confidential information, image and reputation;
4. avoid fraud, violence, harassment, corruption, malicious falsehood, impersonation and sabotage;
5. provide accurate membership, next-of-kin and beneficiary information;
6. promptly update material records required for membership administration;
7. participate responsibly in CAG and Society processes;
8. respect other members, leaders, staff, volunteers, partners and beneficiaries;
9. account for resources entrusted to the member; and
10. preserve confidentiality and return Society property when membership or office ends.

Good-faith criticism, lawful reporting, whistleblowing, testimony or complaints made through proper channels shall not constitute reputational misconduct merely because they are unfavorable to the Society or its leaders.

4.8 Good Standing and Compliance

1. Good Standing shall be determined through objective requirements stated in approved policies and reflected in PIMIS.
2. Non-compliance may affect benefits, credit, representation or leadership eligibility to the extent authorized by this Constitution and applicable policy.
3. No member shall be deprived of accrued contractual rights arbitrarily.
4. Financial hardship, disability, emergency circumstances or other legitimate factors may be addressed through structured waiver, rescheduling or hardship procedures where policy permits.
5. Outstanding accountability, unreturned property, unresolved loans, advances, guarantees, disciplinary matters or other liabilities may prevent financial clearance even where membership otherwise ends.

4.9 Voluntary Withdrawal, Clearance and Re-Entry

1. A member wishing to withdraw shall give not less than sixty days' written notice through the prescribed channel, stating the intended effective date and contact details for clearance.
2. Giving notice does not immediately extinguish membership obligations, accountability, debts, guarantees, pending disciplinary jurisdiction, contractual duties or custody obligations arising before the effective withdrawal date.
3. During the notice period the member shall complete clearance, return Prosper property, settle or formally arrange outstanding liabilities and provide any information reasonably necessary to reconcile the member's records.
4. Registration fees, annual subscriptions, welfare contributions, development levies, branding payments, event contributions, donations, administrative charges and any other amount designated as non-refundable shall not be refundable on withdrawal.
5. Only funds expressly classified as refundable member funds under the Finance Policy or a specific contract may be refunded.
6. Unless prohibited by law or a binding contract, refundable member funds shall be subject to a ten percent administrative and processing charge, together with lawful set-off of debts, arrears, penalties, guarantees, losses attributable to the member and other authorized deductions.
7. No administrative charge shall be applied to money which applicable law requires to be returned in full or which Prosper holds solely as trustee, custodian or agent for a third party.
8. Settlement of an approved refundable balance shall be made after completion of clearance and within the period prescribed by the Finance Policy, taking into account liquidity, verification and any lawful notice requirement.

9. A member who submits withdrawal notice may withdraw the notice only with written approval before the effective exit date.
10. A person who voluntarily withdraws shall not have an automatic right of re-entry, restoration of previous seniority, benefits, leadership status or historical compliance. Re-admission shall require a fresh application and entrance fee and may be subject to a minimum waiting period prescribed by policy.
11. A person expelled for serious misconduct may be barred from re-application for a longer period or permanently where the disciplinary decision so provides and the sanction is lawful and proportionate.

4.10 Suspension, Restriction and Expulsion

1. Membership may be suspended, restricted or terminated for serious or repeated misconduct, fraud, misappropriation, persistent non-compliance, abuse of Society resources, violence, harassment, malicious impersonation, unlawful disclosure of protected information, deliberate sabotage, conduct materially prejudicial to Prosper, or other grounds stated in this Constitution or policy.
2. Before an adverse final decision:
 - a. the material allegations shall be communicated to the member;
 - b. the member shall have a reasonable opportunity to respond;
 - c. the matter shall be determined by an authorized and impartial organ;
 - d. conflicts of interest shall be disclosed and managed;
 - e. reasons and sanctions shall be recorded; and
 - f. an appeal mechanism shall be available.
3. Precautionary restrictions may be imposed before final determination where reasonably necessary to protect people, evidence, funds, systems, reputation or operations, but shall not be treated as final punishment.
4. Expulsion shall not erase debts, liabilities, guarantees, confidentiality duties, intellectual-property obligations, pending accountability or lawful recovery rights.
5. No expelled or suspended member shall be entitled to a refund of non-refundable contributions merely because of the disciplinary outcome.

4.11 Death or Incapacity

1. Membership ends on death, but accrued contractual, welfare, refundable-fund, beneficiary or estate rights shall be processed under applicable law and policy.
2. Incapacity shall not automatically terminate membership; reasonable accommodation and supported decision-making shall be considered where lawful and practicable.

4.12 Membership Register and Evidentiary Records

1. Prosper shall maintain an accurate and current Membership Register in physical and/or digital form.
2. The Register shall contain the minimum information required by law and operational necessity.
3. Access shall balance statutory inspection rights with data-protection and safeguarding obligations.
4. PIMIS, supported by approved source documents, audit trails and authorized corrections, shall serve as the primary operational membership record.
5. A member shall be responsible for promptly challenging material inaccuracies through the approved correction process; silence shall not validate fraud or an error known to Prosper.



ARTICLE 5 - COMMUNITY ACTION GROUPS, CHAMPIONS AND TERRITORIAL STRUCTURE

5.1 Community Action Groups

1. The Community Action Group (CAG) is the foundational grassroots membership and service-delivery unit of Prosper.
2. A CAG shall consist of registered members organized within a locality, institution, shared activity or approved community arrangement.
3. The Governance Manual shall prescribe formation, recognition, minimum operating standards, meeting requirements, restructuring, merger, suspension and closure procedures.

5.2 Functions of a CAG

A CAG shall mobilize and onboard members; conduct meetings; coordinate welfare and programs; maintain attendance, contribution and activity records; promote compliance and education; identify needs and opportunities; support approved economic services and follow-up; communicate member concerns upward; implement decisions communicated downward; protect Society property; and serve as Prosper's primary community interface.

5.3 Official CAG Leadership

Each recognized CAG shall have the following officially recognized offices:

1. **Chairperson;**
2. **Assistant Chairperson;**
3. **Secretary;**
4. **Assistant Secretary;**
5. **Treasurer;**
6. **Organizing Secretary;**
7. **Assistant Organizing Secretary;**
8. **Welfare Officer;** and
9. **Assistant Welfare Officer.**

No CAG may create a parallel office carrying constitutional authority equivalent to the above offices without approval under the Governance Manual.

5.4 CAG Functional Alignment

1. The Chairperson and Assistant Chairperson provide local leadership, coordination, dispute-prevention and presidential/strategic linkage.
2. The Secretary and Assistant Secretary carry the Secretariat, records, membership and communications function.
3. The Treasurer carries the Finance and accountability function and shall be supported by approved finance controls rather than unilateral custody of Society funds.
4. The Organizing Secretary and Assistant Organizing Secretary carry Programs, mobilization, participation, meetings and field-coordination functions.
5. The Welfare Officer and Assistant Welfare Officer carry Welfare, social protection, safeguarding, inclusion and member-support functions.

5.5 Subcounty Champion

1. Prosper shall recognize **one Subcounty Champion for each Subcounty in which an active subcounty structure has been established**, unless exceptional geography or law requires an equivalent administrative designation.
2. The Subcounty Champion is the principal field coordination link between the County Team and Ward Champions within that Subcounty.
3. The Subcounty Champion shall coordinate itineraries, field communication, CAG support, performance, escalation and evidence-based reporting, but shall not usurp the authority of the County Team or CAG officials.

5.6 Ward Champion

1. Prosper shall recognize **one Ward Champion for each Ward in which an active ward structure has been established**.
2. The Ward Champion is the principal territorial link between the Subcounty Champion and CAGs in that Ward.
3. The Ward Champion shall support CAG performance, member mobilization, communication, field reporting and implementation of lawful instructions.

5.7 Appointment and Accountability of Champions

1. Champions shall be appointed through a transparent process prescribed by the Governance Manual, based on integrity, membership standing, local knowledge, performance capacity and institutional commitment.
2. Appointments shall be confirmed through the chain of authority and recorded in PIMIS.
3. Champions are field leadership officers and do not acquire independent constitutional power outside delegated territorial responsibilities.
4. Performance, facilitation, discipline, reassignment and removal shall be governed by this Constitution, the Governance Manual, Field Operations Policy and Motivation Framework.

5.8 Territorial Structure

The normal operating hierarchy below a Country Secretariat shall be:

Country/National Secretariat -> County or equivalent territorial Team -> Subcounty Champion -> Ward Champion -> Community Action Group -> Member.

Where another country uses different administrative divisions, the Board may approve functional equivalents while preserving the same level of accountability.

5.9 Branches and Country Structures

1. The Society may establish branches, country structures or territorial units by Board resolution subject to applicable law.
2. Every recognized unit shall operate under this Constitution and applicable country charter and may not adopt rules inconsistent with them.
3. Registration, notification, affiliation or licensing of branches and country entities shall comply with the law of the relevant jurisdiction.

ARTICLE 6 - ORGANS, FIVE-DEPARTMENT ARCHITECTURE, COMMITTEES AND REPRESENTATION

6.1 Constitutional and Executive Organs

The principal organs and structures of Prosper shall be:

1. the Congress as the supreme member-governance and constitutional organ;
2. the Board of Directors as the apex transnational governance, policy and stewardship organ between meetings of Congress;
3. the Office of the Founder-President during the Founder's active tenure and thereafter the Office of the President;
4. the Kenya/National Executive Secretariat and each approved Country Executive Secretariat;
5. County or equivalent Territorial Executive Teams;
6. Subcounty Champions;
7. Ward Champions;
8. Community Action Groups;
9. standing, technical and special committees;
10. representative councils and program platforms;
11. Trustees where required; and
12. lawful affiliates, subsidiaries, special-purpose vehicles or institutional units established under this Constitution.

No organ may exercise a power reserved to another organ except through express lawful delegation.

6.2 Five Constitutional Departments

All governance, administration and program functions shall be anchored in five constitutional departments:

1. **Presidential Department** - institutional vision, strategy, overall leadership, appointments and high-level approvals, external relations, resource mobilization, international relations, legal protection, dispute-resolution oversight, special initiatives and institutional coordination;
2. **Secretariat Department** - governance administration, membership, records, human resources, compliance coordination, ICT, data, communications, logistics, institutional systems and executive administration;
3. **Finance Department** - finance, accounting, audit, internal control, risk, procurement, assets, investments, enterprise finance, member economic services and financial sustainability;
4. **Programs Department** - field operations, projects, partnerships implementation, monitoring/evaluation/learning, research, agriculture, livelihoods, enterprise development, education, talent, sports, innovation and other community-development programs; and
5. **Welfare Department** - welfare, social protection, safeguarding, health, gender, family support, disability, vulnerable/marginalized persons, inclusion and social impact.

6.3 Departmental Replication

1. The five-department architecture shall be replicated proportionately from Board level through Country/National, County, Subcounty, Ward and CAG levels.
2. Replication does not require five separate paid officers at every level; committees or designated officials may perform combined functions where scale is smaller.

3. All technical units, councils and programs shall be administratively linked to one lead department while permitted to work across departments.

6.4 Standing Committee Families

Prosper shall maintain five standing committee families corresponding to the five departments:

1. Presidential Strategy, Leadership, Legal Protection & Dispute Resolution;
2. Secretariat, Governance, Membership, Human Resources, ICT & Administration;
3. Finance, Audit, Risk, Investment, Procurement & Enterprise;
4. Programs, Partnerships, Field Operations, Research, Talent & Innovation; and
5. Welfare, Safeguarding, Health, Gender & Inclusion.

The detailed composition, terms of reference, quorum and meeting frequency shall be set out in Schedule 4 and the Governance Manual.

6.5 Representation and Inclusion

1. Leadership and committee appointments shall seek practical balance in gender, age, disability, geography, ethnicity, faith/community perspective, professional expertise and representation of vulnerable or marginalized groups.
2. Prosper shall maintain meaningful structures for Women, Youth, Persons with Disabilities, Faith-Based Organizations/faith communities, vulnerable and marginalized persons, older persons, professionals, enterprise actors, talent/sports/culture, technical experts, diaspora and other relevant constituencies.
3. Representation shall not be tokenistic: representative units may receive delegated program authority, leadership opportunities, budgets and performance targets appropriate to their mandate.
4. Inclusion requirements shall be implemented consistently with competence, integrity and applicable law.

6.6 Technical and Specialized Units

The Board may activate specialized units without amending this Constitution, including ICT & Digital Transformation, Legal & Compliance, Monitoring/Evaluation/Learning, Enterprise & Investments, Agriculture & Food Systems, Talent & Sports, Communications, Resource Mobilization, Women, Youth, PWD & Inclusion, Vulnerable/Marginalized Persons, Health, Climate/Environment and other units necessary for strategy or grant/program delivery.

6.7 Authority Flows

1. **Top-down authority** shall flow through documented policies, resolutions, appointments, delegations, budgets, performance agreements and lawful instructions.
2. **Bottom-up accountability and voice** shall flow through reports, financial returns, CAG resolutions, grievances, petitions, monitoring data, proposals, beneficiary feedback and representative structures.
3. Bypassing the chain of command is permitted only for safeguarding, whistleblowing, fraud, conflict-of-interest, emergency or appeal channels specifically designed to provide independent escalation.

ARTICLE 7 - GENERAL CONGRESS

7.1 Status

The General Congress ("Congress") is the supreme member-governance and constitutional organ of Prosper and shall remain capable of representing members across all recognized country structures as Prosper expands.

7.2 Composition

Congress shall consist of:

1. voting delegates elected or designated from recognized CAGs under the representation formula in the Governance Manual;
2. elected Board members;
3. County Directors or county delegates as provided by the Governance Manual;
4. other voting representatives expressly authorized by this Constitution; and
5. non-voting observers, honorary members, staff, partners or advisers invited in accordance with policy.

The representation formula shall preserve fair grassroots voice while remaining scalable as membership grows.

7.3 Powers of Congress

Congress shall:

1. uphold and amend the Constitution subject to law;
2. elect or ratify national office bearers and Board members as provided herein, except that the Founder-President shall not be subjected to ordinary election during the protected active tenure;
3. receive and consider annual reports;
4. receive audited financial statements;
5. approve broad strategic direction;
6. appoint the external auditor;
7. appoint Trustees where required;
8. ratify major governance and financial frameworks reserved to it;
9. consider motions, petitions and appeals reserved to Congress;
10. approve dissolution subject to law; and
11. exercise any other power expressly reserved to it.

7.4 Annual General Meeting

1. Congress shall meet in an Annual General Meeting once every calendar year.
2. The AGM shall ordinarily be held within six months after the end of the financial year, subject to statutory requirements and practical necessity.
3. The AGM shall receive annual governance, program and financial reports and audited accounts.

7.5 Special General Meeting

A Special General Meeting may be convened:

1. by resolution of the Board;
2. by the President in an urgent or strategic matter;

3. upon a written requisition by not less than one-third of voting Congress delegates or such lower threshold as policy may prescribe to facilitate member accountability; or
4. as required by law.

7.6 Notice

1. At least twenty-one days' notice shall ordinarily be given for an AGM.
2. At least fourteen days' notice shall ordinarily be given for an SGM.
3. Notice shall state the date, time, venue or digital platform and principal business.
4. A shorter notice may be used only where lawful and objectively urgent, and shall not be used for constitutional amendment, election or dissolution unless law permits.

7.7 Quorum

1. Quorum for Congress shall be one-third of accredited voting delegates.
2. If quorum is not achieved, the meeting shall be adjourned and reconvened within a reasonable period.
3. A reconvened meeting may transact ordinary business with the members present only if the notice of reconvening expressly states that consequence and applicable law permits it.
4. Constitutional amendment, election, removal of national office bearers and dissolution shall always require the special quorum and majority requirements stated in this Constitution.

7.8 Voting

1. Each accredited voting delegate shall have one vote.
2. Decisions shall be by simple majority unless this Constitution requires a higher threshold.
3. The presiding officer shall have a casting vote only for ordinary matters and never for elections, constitutional amendments, removal from office or dissolution.
4. Voting may be physical or through approved secure electronic systems.

ARTICLE 8 - BOARD OF DIRECTORS - APEX GOVERNANCE AND STEWARDSHIP

8.1 Status and Leadership

1. The Board of Directors is Prosper's apex transnational policy, fiduciary, strategy and institutional stewardship organ between meetings of Congress.
2. The President shall be the Head and Chairperson of the Board.
3. The Board shall govern Prosper across all countries and territories in which the Society or its lawful affiliates operate, subject to local law and country charters.
4. The Board shall support, advise and exercise collective fiduciary responsibility for Prosper, but shall not appoint, elect, renew, confirm or remove the Founder-President during the Founder's protected active tenure except through the special process in Article 11.
5. The President does not report to the Board as a subordinate officer. The President and Board are each accountable to this Constitution, applicable law and Congress within their respective constitutional functions.

8.2 Core Board Composition

The Board shall have not fewer than five and not more than eleven voting Directors. The five core offices shall be:

1. **President** - Head and Chairperson of the Board and, during the protected Founder's active tenure, Founder-President;
2. **Director Secretariat** - Board lead for governance administration, institutional systems and statutory-secretary functions;
3. **Director Finance & Investments** - Board lead for finance, investments, enterprise finance, audit, risk and financial sustainability;
4. **Director Programs** - Board lead for programs, field operations, development initiatives, partnerships implementation, monitoring and impact; and
5. **Director Welfare & Social Impact** - Board lead for welfare, safeguarding, social protection, inclusion and social impact.

For statutory interpretation and filings under the Societies Act, unless the Registrar directs otherwise, the President shall be treated as Chairperson/principal office bearer; the Director Secretariat shall perform Secretary-equivalent constitutional functions; and the Director Finance & Investments shall perform Treasurer-equivalent constitutional functions.

8.3 Additional Strategic Directors

To expand the Board to a maximum of eleven voting Directors, the President may recommend and the Society may establish portfolios such as:

1. Director Enterprise, Livelihoods & Member Economic Development;
2. Director Partnerships, Resource Mobilization & International Relations;
3. Director ICT, Data & Digital Transformation;
4. Director Gender, Equality & Inclusion;
5. Director Youth, Talent, Sports & Innovation; and
6. Director Legal, Governance, Risk & Institutional Development.

The President may recommend consolidation, re-designation or substitution of an additional portfolio to reflect evolving strategic needs, provided the five core offices remain intact and the total voting membership does not exceed eleven.

8.4 Appointment of Directors

1. During the Founder-President's active tenure, additional Directors shall be nominated and finally appointed by the Founder-President after considering competence, integrity, representation, strategic need and recommendations from the Governance/Nominations process.
2. Appointments shall be documented and presented to the next Congress for institutional record and ratification where required by this Constitution or law, but shall take effect upon appointment unless law requires prior approval.
3. Founding Directors receive the continuity protections in Article 11 but remain subject to performance, accountability, ethics and portfolio reassignment.
4. After the Founder's active tenure, Director selection shall follow Article 11 and the Election and Appointments Code.
5. Prosper may appoint non-voting technical advisers, seasonal or part-time Directors/advisers and experts for defined mandates without expanding voting membership beyond eleven.

8.5 Board Responsibilities

The Board shall:

1. safeguard Prosper's Constitution, Vision, Mission, brand, assets and long-term sustainability;
2. approve institutional strategies, country expansion, annual plans and budgets;
3. provide policy direction and ensure the five constitutional departments operate coherently;
4. exercise fiduciary oversight over finance, audit, risk, safeguarding, data, legal compliance and internal control;
5. approve major policies, investments, subsidiaries, country charters, major partnerships and enterprise structures;
6. receive consolidated performance reports from Country/National Secretariats through the President and Executive Director structures;
7. protect member funds, donor restrictions and public resources entrusted to Prosper;
8. ensure lawful regulatory registrations, licenses, approvals and partnerships are pursued where activities require them;
9. monitor institutional performance, succession readiness and leadership capacity;
10. defend Prosper against fraud, misuse of identity, unlawful interference, data theft and other material institutional threats;
11. report collectively to Congress; and
12. exercise all other powers assigned by this Constitution.

The Board shall not use oversight to usurp the President's constitutional leadership, final appointment powers or Founder Reserved Matters.

8.6 Fiduciary Duties

Every Director shall act in good faith for Prosper; exercise care, skill and diligence; contribute actively; protect assets, confidential information and reputation; disclose conflicts; avoid unauthorized private benefit; account for assigned portfolios; and complete a full handover when office changes or ends.

8.7 Board Meetings

1. The Board shall meet at least quarterly and may meet physically, virtually or in hybrid form.
2. The President shall convene and chair the Board. In temporary absence, the President may designate a Director to preside; failing such designation, the Directors present may choose a presiding Director for that meeting only.
3. Quorum shall be two-thirds of serving voting Directors, including representation from at least three core departments.
4. Decisions shall ordinarily be by consensus or simple majority except where a higher threshold applies.
5. The President shall have a casting vote on ordinary tied matters but not on personal remuneration, personal discipline, conflict of interest or removal.
6. Secure written/electronic resolutions may be used and entered in the Resolution Register.

8.8 Board Committees

The Board shall maintain the five standing committee families in Article 6 and Schedule 4 and may create technical, advisory, inclusion or project committees. Board committees recommend, scrutinize and monitor; they do not displace the constitutional authority of the Board, President or Executive Secretariat.

8.9 Board Performance and Portfolio Reassignment

1. Board membership carries an active duty of ownership, expertise, attendance, service and measurable contribution.
2. Every Director shall have a portfolio charter and annual performance expectations.
3. During the Founder-President's active tenure, the Founder-President may reassign a Director's portfolio after consultation and documented reasons where competence, performance, restructuring or institutional need requires.
4. A Founding Director no longer suited to an operational portfolio may be redesignated as Founding Director-at-Large, committee leader, adviser or other strategic role instead of being removed merely for ordinary performance weakness, subject to Article 11.
5. Reassignment shall not erase accountability for misconduct, funds, assets or unfinished obligations.

8.10 Remuneration, Allowances and Reimbursement

1. Board office does not automatically create entitlement to salary.
2. Directors may receive reasonable approved expense reimbursement, sitting allowances, facilitation, honoraria or other benefits under a Leadership Remuneration and Benefits Policy and approved budget.
3. A Director performing substantial executive, technical or professional services beyond ordinary Board duties may enter a written service/employment arrangement and receive reasonable compensation, subject to conflict safeguards.
4. No Director shall determine or approve their own remuneration.
5. President and Director remuneration shall be determined through a non-conflicted process and disclosed through appropriate governance reporting.
6. Compensation must be proportionate to responsibility, resources, performance and sustainability and shall not constitute unlawful distribution of Society funds.

ARTICLE 9 - FOUNDER-PRESIDENT, PRESIDENTIAL AUTHORITY AND EXECUTIVE LEADERSHIP

9.1 Founder's Institutional Recognition

1. Prosper recognizes **Gago Leakey Acharry** as the Founder of Prosper and the person who conceived, initiated, financed, organized and led the development of the institution into Prosper Development Society.
2. Founder status is a permanent historical and institutional designation personal to the Founder and shall be preserved in official institutional records and history.
3. Founder status is non-transferable and non-hereditary and does not constitute private ownership of Prosper, its funds, assets, membership or intellectual property.
4. The Society shall respect the Founder's legitimate moral authorship, institutional legacy, stewardship contribution and right to be consulted on foundational identity throughout the Founder's lifetime, subject to this Constitution and law.

9.2 Founder-President and Protected Active Tenure

1. During the period in which the Founder remains willing, capable, lawfully qualified and actively serving, the Founder shall hold office as **Founder-President** without periodic election, Board appointment, Board renewal or Board confirmation.
2. The Founder-President shall be the institutional head, Head and Chairperson of the Board, chief strategic steward, principal spokesperson and highest executive leadership authority of Prosper, subject to this Constitution and applicable law.
3. The Founder-President's protected active tenure ends only by voluntary retirement/resignation, death, permanent incapacity, legal disqualification or removal for grave cause through Article 11.

9.3 Constitutional Position of the President

1. The President is not subordinate to the Board and shall not be treated as an employee appointed by the Board merely because the Board exercises fiduciary oversight.
2. The President shall lead the Board, coordinate high-level institutional direction and ensure execution through the Executive Director and authorized officers.
3. The President shall exercise authority personally where the Constitution so requires and may delegate operational powers in writing while retaining strategic accountability.
4. Delegation does not permanently transfer a reserved presidential power unless this Constitution expressly permits it.

9.4 Powers and Functions of the President

The President shall, subject to law and this Constitution:

1. provide final institutional leadership on Vision, strategy, culture, expansion and major priorities;
2. chair the Board and lead alignment of all five constitutional departments;
3. make final appointments expressly assigned to the President, including the Executive Director, Country Executive Directors, additional Directors and such senior officers as the approved appointment framework provides;
4. approve or decline recommendations submitted for presidential decision and return matters for further review with reasons;
5. authorize high-level partnerships, country entry, institutional representation, strategic commitments and special initiatives within approved budgets and Board-reserved thresholds;

6. serve as Prosper's **Chief Institutional Steward and Principal Authorizing Authority**, providing high-level financial stewardship without replacing the professional finance, audit, accounting and dual-control functions required by Article 13;
7. nominate or recommend Trustees, signatories, strategic advisers, committee chairs and senior representatives as provided by policy or Board resolution;
8. exercise final internal executive review in disputes or administrative appeals specifically assigned to the Presidency, except where independence, conflict of interest, safeguarding or whistleblowing requires another appeal body;
9. mediate or appoint mediators for disputes involving organs, country structures or senior leadership where appropriate;
10. issue presidential directives consistent with the Constitution, Board-approved policy and budget to coordinate implementation, emergencies, performance or institutional protection;
11. represent Prosper before governments, development partners, donors, private sector, communities and international institutions;
12. protect Prosper's name, logo, reputation, assets, data, systems and institutional relationships and authorize urgent lawful legal protection;
13. establish advisory councils and seek expert advice without surrendering constitutional responsibility;
14. approve written delegations of authority to the Executive Director and other designated officers; and
15. perform any other lawful function assigned by this Constitution.

9.5 Financial Stewardship and Delegated Authority

1. The President's position as Chief Institutional Steward and Principal Authorizing Authority shall not permit one-person custody, initiation, approval and settlement of the same financial transaction.
2. Day-to-day finance shall be administered by qualified Finance Officers under the Finance Department and Finance Policy, with oversight by the Director Finance & Investments and Finance/Audit/Risk Committee.
3. The President may approve strategic financial commitments and delegated limits but shall use dual authorization, procurement, budget, audit and conflict-of-interest controls.
4. The President may delegate specified approval limits to the Executive Director, Finance Officer, Country Executive Director, County Director or other authorized officer through a written Delegation of Authority Matrix.

9.6 Founder Reserved Matters

During the Founder's protected active tenure, the following shall not take effect without the Founder-President's written concurrence, in addition to any Congress or Board approval otherwise required:

1. amendment of Prosper's name, motto, core Vision, essential Mission or foundational identity;
2. merger, dissolution, winding-up or transfer of substantially all foundational assets;
3. relocation of the founding headquarters outside Kenya;
4. abolition of the five-department architecture or restructuring that fundamentally displaces the Founder-President office;
5. disposal, assignment or licensing of the core Prosper name/logo in a manner that transfers effective institutional control;
6. constitutional amendment specifically diminishing the Founder's protected tenure, reserved powers or recognized legacy; and

7. any other foundational matter expressly designated by Congress with the Founder's consent.

9.7 Emergency Executive Authority

1. Where delay threatens life, safeguarding, assets, legal rights, data, continuity or major institutional interests, the President may issue a temporary emergency directive within lawful authority.
2. Material emergency directives shall be documented and reported to the Board or relevant committee as soon as practicable and ordinarily within fourteen days.
3. Emergency authority cannot amend the Constitution, dissolve Prosper or permanently remove a protected office bearer without the prescribed process.

9.8 Legal Protection and Indemnity

1. Prosper shall, to the fullest extent permitted by law and available resources, indemnify the Founder-President, Directors, Trustees, officers, employees and authorized agents against reasonable liabilities and legal costs arising from acts honestly, in good faith and within lawful authority for Prosper.
2. Indemnity does not cover fraud, corruption, willful misconduct, gross negligence, intentional criminal conduct, unauthorized private enrichment or any liability that law prohibits the Society from indemnifying.
3. Prosper may obtain Directors' and Officers' liability, professional indemnity, cyber, fidelity, asset, public liability or other appropriate insurance.
4. The President, together with the Director Secretariat or authorized legal officer, may instruct counsel and institute, defend, settle or take urgent protective legal action where legally permissible.
5. Prosper shall maintain a Legal Protection and Litigation Register and may establish litigation and risk reserves.

9.9 Executive Director

1. Each Country/National Executive Secretariat shall be headed by an **Executive Director (ED)**, who is the principal professional administrative and operational executive below the President and Board governance level.
2. For the founding country, the office may be styled **Executive Director - Kenya/National Secretariat**. In another country it may be styled **Country Executive Director - [Country]** without altering the constitutional rank.
3. The Executive Director is not a voting Board Director merely by title but may attend Board/committee meetings as an ex officio non-voting participant when invited or required.
4. The Kenya/National Executive Director shall be appointed by the President through a merit-based process after appropriate recommendation and due diligence.
5. A Country Executive Director outside Kenya shall be finally appointed by the President after recommendation through the Secretariat/Governance process and consultation with relevant country advisers or regulatory requirements.
6. Every ED shall have a written contract, job description, performance agreement and Delegation of Authority instrument.
7. The ED shall execute Board policy and presidential direction, coordinate the five-officer Secretariat, manage staff, budgets, programs and systems within delegated authority, and submit performance/accountability reports upward.
8. Suspension or termination shall follow the contract, Human Resources Policy, due process and applicable employment law.

9.10 Director Secretariat

The Director Secretariat is the Board portfolio holder for governance administration, statutory-secretary functions, institutional systems, constitutional records and Board/Congress secretariat oversight. The Director Secretariat is distinct from the Executive Director and Executive Secretary.

9.11 Director Finance & Investments

The Director Finance & Investments provides Board-level policy leadership and oversight over finance, investments, audit, enterprise finance, procurement, assets, risk and sustainability without replacing professional financial operations.

9.12 Director Programs

The Director Programs provides Board-level strategic leadership over Programs, field operations, projects, partnerships implementation, research, monitoring, evaluation, learning and community-development initiatives.

9.13 Director Welfare & Social Impact

The Director Welfare & Social Impact provides Board-level strategic leadership over welfare, social protection, safeguarding, health, inclusion, vulnerable persons and social impact.

9.14 Governance-Management Separation

1. Board Directors primarily govern, set policy, steward and oversee; Executive Directors and professional officers administer and implement.
2. During growth, a Board Director may temporarily perform operational duties where necessary, but the dual role, reporting line, remuneration, conflicts and duration shall be documented.
3. The Founder-President may remain actively executive in strategy, partnerships, appointments, coordination and institutional leadership without becoming subordinate staff.
4. Prosper shall progressively professionalize administration as scale and resources grow.

DEVELOPMENT
SOCIETY

ARTICLE 10 - COUNTRY/NATIONAL SECRETARIATS, COUNTY TEAMS, CHAMPIONS, CAGs AND CHAIN OF COMMAND

10.1 Executive Secretariat - Five-Officer Execution Arm

1. Immediately below the Board governance level, Prosper shall maintain an Executive Team known as the **Executive Secretariat**.
2. Each Country/National Executive Secretariat shall consist of five principal executive offices:
 - a. **Executive Director** - head of the Secretariat and chief professional executive;
 - b. **Executive Secretary** - administration, governance support, membership, records, human resources, communications and Secretariat systems;
 - c. **Finance Officer** - finance, accounting, banking, controls, reporting, assets and financial administration;
 - d. **Programs Officer** - Programs, field operations, partnerships implementation, monitoring and performance; and
 - e. **Welfare Officer** - welfare, safeguarding, social protection, inclusion and member-support systems.
3. These officers constitute the primary execution arm through which Board policy and presidential direction are translated into coordinated implementation.
4. Technical managers, coordinators and unit heads may be appointed beneath or alongside these five offices without altering the five-department constitutional structure.

10.2 Kenya/National Secretariat

1. Kenya, as the founding jurisdiction, shall have a National Executive Secretariat based at or accountable to the headquarters.
2. The Kenya/National Secretariat shall coordinate all counties and territorial structures in Kenya and may also provide shared services to the wider institution as directed by the Board.
3. The Kenya Executive Director reports to the President and operates within Board policy and delegated authority.

10.3 Country Secretariats Outside Kenya

1. Where Prosper lawfully commences sustained operations in another country, the Board may establish a **Country Executive Secretariat** with the same five principal offices in section 10.1.
2. Each Country Executive Director shall report through the President and Board-approved international governance framework and shall comply with the law of that country.
3. Country structures may have a Country Charter, local Board/advisory committee or legally required office bearers where local law requires, but no country instrument may contradict the Master Constitution unless a mandatory local law requires a documented variation approved by the Board.
4. Shared policies, brand, data standards, financial controls and reporting shall apply across countries, with lawful localization where necessary.

10.4 County Executive Team

Each recognized County in Kenya, or equivalent first-level territorial unit approved in another country, shall have a County Executive Team comprising:

1. **County Director** - principal county leader and representative;
2. **Deputy County Director** - deputy leader and continuity officer;
3. **County Secretary** - Secretariat, records, administration and membership;
4. **County Finance Officer** - finance, accountability, banking coordination and assets;
5. **County Programs Officer** - Programs, field operations, partnerships and performance; and
6. **County Welfare Officer** - welfare, safeguarding, social protection and inclusion.

The County Director shall chair the County Executive Team and report to the relevant Country/National Executive Director through the prescribed channel.

10.5 Subcounty Champion

1. Each active Subcounty shall have one Subcounty Champion.
2. The Subcounty Champion reports to the County Director or delegated County Programs authority and coordinates Ward Champions.
3. The Subcounty Champion shall not operate a parallel county executive or exercise financial authority except where expressly delegated in writing.

10.6 Ward Champion

1. Each active Ward shall have one Ward Champion.
2. The Ward Champion reports to the Subcounty Champion and coordinates recognized CAGs in the Ward.
3. The Ward Champion shall maintain accurate field communication, itineraries, performance information and escalations using approved systems.

10.7 CAG Officials

The official CAG leadership is:

1. Chairperson;
2. Assistant Chairperson;
3. Secretary;
4. Assistant Secretary;
5. Treasurer;
6. Organizing Secretary;
7. Assistant Organizing Secretary;
8. Welfare Officer; and
9. Assistant Welfare Officer.

These offices shall be reflected consistently in the Governance Manual, Member Handbook, Field Operations Policy and PIMIS.

10.8 Chain of Command - Top Down

For executive and operational purposes, the normal line of authority shall be:

Founder-President/President & Board policy -> Country/National Executive Director -> Executive Secretariat officers -> County Director & County Executive Team -> Subcounty Champion -> Ward Champion -> CAG Officials -> Members/beneficiaries.

Functional instructions from Secretariat, Finance, Programs or Welfare may travel directly to their corresponding officers at lower levels where policy permits, but the territorial leader shall be copied or informed unless confidentiality, safeguarding, whistleblowing or urgent risk requires otherwise.

10.9 Chain of Accountability - Bottom Up

The normal line of reporting, performance evidence, proposals, member voice and accountability shall be:

Member/CAG -> Ward Champion -> Subcounty Champion -> County Team -> Country/National Secretariat -> Executive Director -> President/Board -> Congress where constitutionally required.

Finance, audit, safeguarding, whistleblowing, complaints and legal matters may use independent escalation channels that bypass a conflicted officer.

10.10 Delegation of Authority

1. Every significant delegated power shall identify the delegator, delegate, subject matter, financial/decision limit, duration, reporting obligation and any power that cannot be sub-delegated.
2. Delegation does not remove the delegator's duty of oversight.
3. No officer may exercise authority merely by custom, personal relationship or verbal claim where written authority is required.
4. The President shall approve the master Delegation of Authority Matrix on recommendation of the Executive Director and relevant Board committee, subject to Board-reserved matters.

10.11 Committees at Every Level

1. Board, Country/National, County, Subcounty, Ward and CAG levels shall maintain or access the five standing committee families in Schedule 4, proportionate to scale.
2. Where a level does not have enough persons for five separate committees, functions may be combined into one Executive/Coordination Committee with clearly assigned departmental agendas and reporting.
3. Committees must have written terms of reference, chair, secretary, membership, quorum, term, meeting frequency, reporting line and conflict-of-interest rules.

10.12 Field Operations Principle

The Society shall enforce the operational control principle:

No itinerary - no assignment; no assignment - no facilitation; after facilitation - report back; no reporting - no subsequent assignment, subject only to documented authorized exceptions.

Detailed workflows shall be implemented through the Field Operations Policy and PIMIS.

10.13 Performance and Administrative Discipline

Every country, county, Champion, CAG and officer shall be accountable for assigned targets, resources, data quality, reports, member service and compliance. Repeated bypassing of lawful authority, failure to report, unauthorized commitments or refusal to execute valid instructions may constitute misconduct, subject to fair process.

ARTICLE 11 - TENURE, APPOINTMENT, PERFORMANCE, REMOVAL AND SUCCESSION

11.1 Leadership Principle

Prosper shall combine institutional continuity with competence, performance, accountability, inclusion and orderly succession. The special Founder's tenure and Founding Director protections in this Article are transitional stewardship mechanisms and shall be interpreted consistently with the Society's non-private character.

11.2 Founder-President Tenure

1. The Founder-President shall serve without an ordinary fixed term limit during the Founder's protected active tenure under Article 9.
2. The Founder-President's tenure ends upon:
 - a. voluntary retirement or resignation in writing;
 - b. death;
 - c. permanent incapacity established through an independent professional process and due process;
 - d. legal disqualification making continued service unlawful; or
 - e. removal for a grave cause under section 11.8.
3. The Board has no unilateral power to elect, renew, suspend or remove the Founder-President.

11.3 Founding Directors and Foundational Continuity

1. The individuals who served as Founding Board Directors at the establishment of Prosper shall retain the institutional designation **Founding Director** in Prosper's historical record.
2. Founding Directors serving when this Constitution takes effect shall not be removed merely because an ordinary electoral cycle has arisen.
3. During the Founder's active tenure, a Founding Director shall continue on the Board unless the Director:
 - a. voluntarily resigns or retires;
 - b. dies;
 - c. becomes permanently incapable of serving;
 - d. is legally disqualified; or
 - e. is removed for cause through the special process applicable under this Article.
4. Founding status does not guarantee a particular operational portfolio. Where performance, expertise, health, restructuring or strategic need requires, the Founder-President may reassign a Founding Director to another Board portfolio, Founding Director-at-Large role, committee leadership or advisory responsibility after consultation and written reasons.
5. A Founding Director remains subject to integrity, disclosure, accountability, attendance and handover obligations.

11.4 Terms of Non-Founding Directors

1. A non-founding voting Director shall ordinarily serve a term of three years.
2. A Director may be renewed for further terms based on performance, competence, institutional need, integrity and inclusion; there shall be no automatic entitlement to renewal.

3. The Governance Manual may prescribe a normal maximum number of consecutive terms for additional Directors, while permitting an exceptional extension where specialized expertise or institutional continuity reasonably requires it.
4. Seasonal, part-time, technical or project Directors/advisers shall serve only for the period or mandate stated in their appointment instrument.

11.5 Appointment After the Founder's Active Tenure

1. After the Founder-President's active tenure, the office of President shall ordinarily be filled through a transparent election by the Congress for a four-year term, renewable once consecutively.
2. The first successor shall be selected through the succession process in section 11.10, which shall prioritize institutional knowledge, integrity, competence, commitment to Prosper's Vision and ability to preserve continuity.
3. Subsequent Board appointments or elections shall be governed by an Election and Appointments Code approved under this Constitution.

11.6 General Eligibility for National Leadership

A person appointed or elected to national leadership shall ordinarily:

1. be a Bonafide Member in Good Standing unless appointed as an independent technical Director under an expressly authorized exception;
2. demonstrate integrity, competence and commitment to Prosper;
3. satisfy role-specific education, experience or technical requirements where prescribed;
4. have no unresolved material accountability, debt or unreturned property owed to Prosper unless subject to an approved arrangement;
5. disclose conflicts, related interests and outside positions;
6. satisfy safeguarding and fit-and-proper requirements; and
7. be capable of meeting the time and performance demands of the office.

11.7 Performance, Attendance and Accountability

1. Every national officer other than the Founder-President's tenure exemption from ordinary elections remains subject to annual performance and accountability review.
2. Persistent non-performance shall first be addressed through clarification of expectations, support, capacity building, corrective action, portfolio reassignment or other proportionate measures before removal, unless the conduct is sufficiently serious to justify immediate disciplinary proceedings.
3. Repeated unexplained absence, failure to account for resources or refusal to perform assigned constitutional duties may constitute grounds for disciplinary action.

11.8 Special Removal Process for the Founder-President

1. The Founder-President may be removed only for a grave cause consisting of:
 - a. final conviction for corruption, fraud, theft, serious violence or another offense fundamentally incompatible with the office;
 - b. proven misappropriation or intentional diversion of Prosper assets for private benefit;
 - c. proven gross and willful violation of this Constitution causing or threatening substantial institutional harm;
 - d. permanent incapacity under subsection 11.2; or
 - e. legal disqualification that makes continued service unlawful.

2. Ordinary policy disagreement, Board disagreement, popularity, electoral competition, personality conflict, criticism, strategic disagreement or a desire for leadership rotation shall not by themselves constitute grave cause.
3. A removal process may be initiated only by:
 - a. not less than two-thirds of all serving non-conflicted Board Directors; or
 - b. a written petition supported by at least forty percent of accredited Congress delegates from at least one-third of the counties in which Prosper has recognized structures.
4. The allegations shall be referred to an independent Constitutional and Ethics Panel of not fewer than three qualified persons who are not complainants, beneficiaries of the proposed removal or persons under the Founder-President's direct disciplinary control for purposes of the inquiry.
5. The Founder-President shall receive full written particulars, reasonable time to prepare, access to relevant evidence, the right to representation and a fair hearing.
6. Removal shall require both:
 - a. a reasoned finding by the independent Panel that grave cause is established on the applicable standard; and
 - b. approval by not less than three-quarters of all accredited Congress delegates entitled to vote at a specially convened Congress with at least two-thirds of accredited delegates present.
7. Any statutory notification, court order or Registrar process required by law shall also be observed.
8. The Board may not impose a punitive suspension on the Founder-President. Where urgent restrictions are objectively necessary to protect evidence, funds or persons during a grave-cause inquiry, the independent Panel may recommend narrowly tailored interim safeguards that do not predetermine the case.

11.9 Removal of Other National Officers

1. A Director or national officer may be removed for gross misconduct, corruption, fraud, misappropriation, serious breach of this Constitution, abuse of office, persistent non-performance after corrective process, material undisclosed conflict, serious safeguarding breach, legal disqualification or conduct seriously prejudicial to Prosper.
2. The officer shall receive notice, a fair opportunity to respond and a reasoned decision.
3. During the Founder-President's active tenure, removal of a Founding Director shall require the Founder-President's concurrence unless the Founder-President has a direct conflict in the matter, in which case an independent panel and a two-thirds Congress vote shall determine the matter.
4. Removal of an additional or non-founding Director may be effected by the appointing authority under the applicable appointment process, subject to due process and any Congress ratification requirement.

11.10 Presidential Succession and Transition

1. The Founder-President may, at any time, initiate a structured succession plan and designate or mentor one or more potential successors without thereby creating an automatic right to succeed.
2. Not later than when the Founder-President formally announces retirement, the Governance, Ethics and Nominations structure shall activate a succession process considering competence, integrity, institutional history, leadership capacity, member confidence and fidelity to Prosper's Vision.
3. The Founder-President may recommend a preferred successor to Congress, and that recommendation shall receive formal consideration but shall not override any mandatory law or the final constitutional selection process.

4. Upon retirement after an orderly handover, the Founder may use the title **Founder & President Emeritus** and may continue in a non-executive advisory, ambassadorial or custodial role defined by Congress with the Founder's consent.
5. If a sudden vacancy occurs before an orderly succession, the Founder-President's previously designated Acting President or, if none, a core Director selected by the remaining core Directors shall act temporarily until Congress completes the succession process within one hundred and twenty days where practicable.

11.11 Vacancies and Acting Appointments

1. A vacancy in any office may arise through death, resignation, retirement, removal, legal disqualification, incapacity or expiry of a fixed appointment.
2. The President may make an acting appointment to maintain continuity pending the substantive process, except where this Constitution provides otherwise.
3. Acting service does not create an automatic right to permanent appointment.

11.12 Handover

Every outgoing or reassigned officer shall complete a documented handover of records, funds, assets, passwords, digital access, contracts, projects, legal matters and pending obligations within the period prescribed by policy. Failure to hand over may result in recovery, disciplinary or legal action.



ARTICLE 12 - MEETINGS, DECISION-MAKING AND DIGITAL PARTICIPATION

12.1 Valid Meetings

Meetings may be physical, virtual or hybrid where identity, participation, voting integrity and record-keeping can be reasonably assured.

12.2 Notice and Agenda

Each organ shall receive reasonable notice, an agenda and relevant papers unless urgent circumstances justify otherwise.

12.3 Minutes and Resolutions

1. Accurate minutes shall be maintained.
2. A Resolution Register shall record material decisions of Congress and the Board.
3. Digital records may constitute official records where protected against unauthorized alteration.

12.4 Consensus and Voting

Consensus shall be encouraged. Where consensus is not achieved, voting thresholds in this Constitution apply.

12.5 Conflict of Interest in Meetings

A person with a material conflict shall disclose it and, unless the non-conflicted members determine otherwise for information purposes, shall not participate in the decision or vote.

12.6 Emergency Decisions

Urgent action may be taken under delegated authority where delay would materially prejudice Prosper, but the decision shall be documented and presented to the appropriate organ for ratification.

ARTICLE 13 - FINANCIAL GOVERNANCE, FUNDS, BANKING AND ASSETS

13.1 Financial Year

The financial year shall run from 1 January to 31 December.

13.2 Financial Principles

Prosper shall manage resources according to legality, integrity, segregation of duties, transparency, value for money, sustainability, documentation, accountability, prudent risk management and protection of member/donor/public funds.

13.3 Sources of Funds

Funds may include registration and subscription fees; welfare and development contributions; lawfully structured savings, shares or member funds; grants and donations; fundraising; social-enterprise and investment income; service charges and program income; sponsorship and partnerships; public-sector funding; lawful borrowing; and other lawful income.

13.4 Constitutional Fund Architecture

Prosper may maintain the following core accounting vote heads or their lawful successors: Administrative Fund (ADM), Welfare Fund (WEL), Member Funds (MBF), Development Fund (DEV), and Reserve Fund (RES). Detailed sub-funds and accounting structures shall be prescribed by Finance Policy.

13.5 Restricted and Member Funds

1. Restricted donor, public or project funds shall be used only for approved purposes.
2. Member savings, repayments, shares or other fiduciary/member funds shall be separately accounted for and shall not be treated as unrestricted operational income.
3. Welfare contributions shall be accounted for under the Welfare and Finance Policies.
4. Inter-fund transfers shall require documented authority and may not defeat donor restrictions, member ownership or legal obligations.

13.6 Budgeting

1. An annual budget shall be prepared before or shortly after commencement of each financial year.
2. The Board shall approve the operational budget subject to Congress oversight and any matters reserved to Congress.
3. The President may recommend priorities and approve execution within the adopted budget and Delegation of Authority Matrix.
4. Material unbudgeted commitments shall follow supplementary approval procedures.

13.7 Banking, Payment Channels and Signatories

1. Society funds shall be held through approved bank accounts, mobile-money channels or other lawful financial channels in the name or lawful control of Prosper and recorded in the Official Financial Channels Register.
2. The President shall recommend principal institutional signatories and may approve delegated signatory arrangements subject to Board policy, bank/regulatory requirements, conflict controls and the Delegation of Authority Matrix.

3. At least two appropriately independent authorizations shall be required for material payments, and the same person shall not initiate, verify and finally settle the same material transaction.
4. The Director Finance & Investments provides Board oversight; the Finance Officer administers day-to-day finance; the Executive Director exercises delegated managerial authorization; and the President exercises strategic authorization within approved limits.
5. No officer shall use a personal account for Society money except under a documented emergency procedure permitted by Finance Policy and promptly accounted for.
6. Country and County financial channels shall operate under centralized minimum standards, reconciliation, visibility and audit access.
7. Cashless collection and payment shall be preferred where practical.

13.8 Presidential Financial Stewardship

1. The President is the Chief Institutional Steward and Principal Authorizing Authority but shall not be the sole cashier, bookkeeper, payment preparer, verifier and reconciler.
2. The President may approve strategic commitments, budgets, signatory nominations, financing proposals and expenditures within constitutional/Board limits and may delegate defined limits in writing.
3. Financial independence of audit, reconciliation and conflict review shall be protected even where the President has final strategic approval.

13.9 Procurement

Procurement shall follow fairness, competition, transparency, proportionality, value for money, due diligence and conflict-of-interest safeguards, with thresholds prescribed in Finance Policy. Emergency procurement shall be documented and retrospectively reviewed.

13.10 Assets

1. An Asset Register shall be maintained.
2. Assets shall be used for authorized purposes and adequately secured, insured or maintained where appropriate.
3. Disposal of material assets shall be approved at the level prescribed by policy.
4. Land and major immovable property shall be held through a lawful structure approved by the Board and, where material, Congress.
5. Foundational intellectual property, core brand assets and strategically significant property shall receive enhanced disposal safeguards.

13.11 Trustees

1. Congress may appoint at least three Trustees where required or useful for holding property or safeguarding interests of the Society.
2. Trustees shall serve for three years, renewable once, unless Congress determines otherwise for legal continuity.
3. Trustees shall act only on written authority of the competent organ and shall not dispose of property without proper approval.
4. Trustees shall not take part in day-to-day management merely by virtue of being Trustees.

13.12 No Distribution of Funds

No income, reserve or asset shall be distributed among members as profit merely because they are members. This does not prohibit welfare benefits; refunds of member savings or lawful member funds; approved loan disbursements; payments for goods/services; salaries, stipends, commissions,

facilitation or reimbursements lawfully earned; contractual returns from separately regulated/lawfully structured investments; or other lawful payments consistent with Prosper's objects.

13.13 Audit and Independent Assurance

1. Accounts shall be independently audited annually by a qualified auditor appointed by Congress.
2. The auditor shall have direct access to records reasonably necessary for the audit and may communicate material concerns to the non-conflicted Board/Congress authority.
3. Audited financial statements shall be presented to Congress and statutory bodies as required.
4. Donor/public projects may undergo additional audits or assurance reviews.

13.14 Internal Audit, Risk and Fraud Prevention

The Board shall maintain internal-audit, control, fraud-prevention, whistleblowing, insurance and enterprise-risk systems proportionate to Prosper's scale.



ARTICLE 14 - MEMBER ECONOMIC SERVICES, SAVINGS, CREDIT, ENTERPRISE AND REGULATORY PATHWAYS

14.1 Economic Empowerment Mandate

Prosper may organize lawful member economic empowerment activities including financial education, core and goal-based savings discipline, ProChama and other approved rotating-contribution circles, table banking, revolving funds, enterprise financing, grants, market linkage, investment education, group purchasing, producer/marketing arrangements and other community economic services, supported by transparent digital records and member statements.

14.2 Lawful Regulatory Pathway

1. Prosper shall use the legal capacity available to a registered society fully and confidently while obtaining any additional registration, authorization, license, approval or regulated partner required when an activity enters a separately regulated field.
2. The Society may collaborate with licensed banks, payment service providers, SACCOs, microfinance institutions, insurers, investment institutions, cooperatives and other regulated entities.
3. Where scale or product design makes a separately regulated vehicle desirable, the Board may authorize establishment, sponsorship, investment in or partnership with a compliant cooperative, SACCO, company, trust, foundation, special-purpose vehicle or other lawful entity, subject to Congress approval where required.
4. Prosper shall not represent itself as a licensed SACCO, deposit-taking institution, insurer, investment manager or other regulated financial institution unless the relevant authorization has actually been obtained.

14.3 Savings and Member Funds

1. Member savings or refundable funds shall be separately recorded, reconciled and protected from unauthorized operational use.
2. Policy shall distinguish refundable savings, non-refundable subscriptions/contributions, share or capital instruments, welfare contributions, restricted project funds and general Society income.
3. Where member savings or share arrangements become subject to cooperative/SACCO or other financial regulation, Prosper shall transition the relevant activity into an authorized structure or regulated partnership without prejudicing member records.
4. Approved structured contribution products such as ProChama shall be governed by a controlled Product Schedule specifying contribution bands, circle/payout architecture, activation rules, liquidity controls, payout order, administration fees, deductions/set-off rules, member exposure, complaints and digital-statement requirements.
5. ProChama and other protected member economic contributions shall remain separately identifiable and shall not be treated as unrestricted Society income except for transparently disclosed and lawfully earned administration/service charges.

14.4 Loans and Credit

1. Prosper may operate lawful internal credit or revolving-fund programs within the boundaries of applicable law and approved policy.
2. Loan products shall state eligibility, amount, service fee or pricing, term, security/guarantee, repayment, default, restructuring, recovery and consumer-protection requirements.
3. No officer may approve their own loan or benefit outside a non-conflicted process.

4. Digital records and statements shall provide transparent member account information.

14.5 Social Enterprise and Investment

1. Prosper may establish social enterprises and investment initiatives to generate sustainable income and advance member/community objectives.
2. Surplus shall be applied to institutional sustainability, reserves, programs, member services or other lawful objects and shall not be distributed as private profit merely by reason of membership.
3. Commercial risk shall be separated from protected welfare, donor and member funds through appropriate legal/accounting structures.
4. Major investments shall be subject to due diligence, risk assessment, Board approval and any Congress threshold established by policy.

14.6 Public Benefit, Cooperative and Specialized Regulatory Alignment

1. Prosper may benchmark its governance, transparency, safeguarding, public-benefit and donor systems against the Public Benefits Organizations framework and other recognized standards.
2. Because regulatory regimes may be mutually exclusive or activity-specific, any decision to transition the Society's legal registration, establish a separate public-benefit affiliate, create a cooperative/SACCO vehicle, or seek another specialized status shall follow legal due diligence, Board recommendation, Congress approval where necessary and regulatory consent.
3. Prosper may maintain constructive working relationships with the Public Benefits Organizations Regulatory Authority, SASRA, cooperative authorities, Central Bank-regulated institutions, tax authorities, data-protection authorities and other competent agencies where relevant to its programs, partnerships or future structures.

14.7 Financial Consumer Protection

Prosper shall promote transparent pricing, understandable terms, fair treatment, privacy, complaints handling, responsible recovery, avoidance of over-indebtedness and accurate records in all member economic services.

ARTICLE 15 - WELFARE, SOLIDARITY AND SOCIAL PROTECTION

15.1 Welfare Commitment

Welfare is a core pillar of Prosper and shall be administered as a structured, dignified, transparent and sustainable system of mutual support.

15.2 Scope

Welfare may include:

1. bereavement;
2. hospitalization and health-related support;
3. childbirth and family support;
4. approved celebrations and life events;
5. emergency relief;
6. disability and vulnerability support;
7. education-related assistance;
8. psychosocial or community support;
9. disaster and shock response; and
10. other approved social-protection interventions.

15.3 Welfare Packages and Benefits

1. Contribution rates, packages, benefit amounts, qualifying relationships, waiting periods and compliance rules shall be contained in the Welfare Policy rather than the constitutional text.
2. The Welfare Policy may establish tiered packages such as Silver, Gold and Platinum and may revise rates and benefits based on actuarial, financial and membership considerations, subject to proper approval.
3. No benefit shall be promised unless the Society has a reasonable funding and governance basis for the commitment.

15.4 Eligibility and Fairness

1. Benefits shall be based on documented eligibility and compliance rules.
2. Similar cases shall be treated consistently while allowing reasoned exceptions for hardship or emergency where policy permits.
3. Claims shall be verified promptly and respectfully.
4. Fraudulent claims may lead to recovery and discipline.

15.5 Dependants and Beneficiaries

Members shall declare and keep current their dependants, next of kin and beneficiaries in the approved records. Prosper shall rely on verified official records subject to law.

15.6 Welfare Sustainability

The Board shall regularly review contributions, claims experience, reserves, fraud risk, benefit adequacy and sustainability and may recommend policy adjustments before liabilities become unsustainable.

15.7 Linkages to Public and Private Social Protection

Prosper may link members to lawful health, insurance, pension, public social-protection and emergency-response systems without misrepresenting its own regulatory status.



ARTICLE 16 - PROGRAMS, GOVERNMENT COLLABORATION, PARTNERSHIPS AND RESOURCE MOBILIZATION

16.1 Program Authority

Prosper may design, fund, implement, co-implement, monitor or evaluate programs consistent with Article 3 through its country, county, Champion, CAG and specialized-unit structures.

16.2 Government and Public-Sector Collaboration

1. Prosper may collaborate with National Government, County Governments, public agencies, EAC institutions, African Union organs and other lawful public bodies to help communities access development opportunities and to implement programs, projects or services.
2. Public funds entrusted to Prosper shall be subject to the applicable public-finance, procurement, reporting, audit and anti-corruption requirements in addition to Prosper's own controls.
3. Prosper's cooperation with government shall remain non-partisan and shall not convert the Society into a State organ.

16.3 Partnerships

Prosper may partner with civil society, PBOs, NGOs, faith-based organizations, foundations, universities, research institutions, businesses, social enterprises, cooperatives, financial institutions, philanthropies, international organizations, communities and other lawful entities.

16.4 Donor and Grant Compliance

Restricted grants shall be used only for agreed purposes, with appropriate budgets, procurement, safeguarding, data, reporting, monitoring, audit, visibility and close-out controls.

16.5 Resource Mobilization

Prosper may mobilize resources through membership income, grants, donations, CSR, sponsorships, philanthropy, fundraising campaigns, contracts, social enterprise, investments, in-kind contributions, volunteer expertise, public funding and other lawful sources.

16.6 International Cooperation and Country Expansion

1. The Board may approve entry into another country after legal, program, security, financial and partnership due diligence.
2. Country operations shall be designed for local legitimacy and compliance while preserving Prosper's brand, values, data standards and institutional accountability.
3. Prosper may join networks, coalitions, alliances and international platforms that advance its objects and do not compromise its autonomy.

16.7 Independence and Due Diligence

No donor, sponsor, political actor, partner or contractor may purchase control of Prosper or override its Constitution. Prosper shall conduct proportionate due diligence on major partners and funding sources and may reject funds or partnerships that create unlawful, unethical, sanctions, money-laundering, reputational or mission risks.

ARTICLE 17 - STAFF, VOLUNTEERS, CONSULTANTS AND SERVICE

17.1 Human Resources

The Society may employ staff under fair, lawful and merit-based procedures.

17.2 Volunteers

1. Volunteers are important contributors to Prosper's mission and shall be given clear roles, supervision and safeguarding protections.
2. Volunteer service shall not be used to evade legal employment obligations where the relationship is substantively employment.

17.3 Facilitation and Motivation

1. Prosper may provide regular-duty stipends, assignment stipends/retainers, performance incentives or commissions, facilitation/reimbursements, honoraria and awards in accordance with approved policies, budgets and written terms.
2. Payment shall be linked to verified attendance, assignment, report, meeting, collection or other measurable result, affordability, approved rates/caps and proper authorization; no person shall approve their own payment.
3. Protected member, welfare, donor or capital funds shall not be reduced by an officer incentive unless the governing instrument expressly authorizes the charge; gross member collections shall ordinarily be banked and reconciled before any incentive is paid.
4. No officer shall receive a duplicate payment within the same payment class for the same cost or output. A verified assignment stipend and a separately earned results-based commission may both be paid for the same assignment where each has independent eligibility, calculation and authorization; detailed rates and formulas shall remain in controlled HR, Finance and Field Operations schedules rather than this Constitution.
5. No itinerary, assignment, facilitation or reporting rule shall override emergency humanitarian judgment where an authorized exception is documented and later regularized.

17.4 Performance and Capacity Building

Leaders, staff and volunteers shall be supported through induction, training, coaching, performance review and succession development.

17.5 Protection from Retaliation and Harassment

No staff member or volunteer shall suffer retaliation for good-faith reporting of misconduct through approved channels.

ARTICLE 18 - ETHICS, INTEGRITY, RECORDS, REPUTATION AND TRANSPARENCY

18.1 Code of Conduct

All members, leaders, employees, volunteers, consultants and representatives shall comply with an approved Code of Conduct consistent with integrity, dignity, accountability, loyalty to lawful institutional interests and respect for legitimate dissent.

18.2 Conflict of Interest

1. Actual, potential and perceived conflicts shall be disclosed promptly.
2. Prosper shall maintain a Conflict of Interest Register.
3. A conflicted person shall not improperly participate in a related decision.
4. Related-party transactions shall be documented, demonstrably fair and approved by non-conflicted authority.

18.3 Anti-Fraud, Anti-Corruption and Asset Protection

Prosper maintains zero tolerance for fraud, bribery, theft, falsification, misappropriation, kickbacks, extortion, money laundering, terrorist financing, diversion of aid, cyber theft and deliberate destruction or concealment of records.

18.4 Gifts and Hospitality

Gifts, benefits or hospitality capable of influencing an official decision shall be prohibited or declared and managed under policy.

18.5 Whistleblowing and Protected Reporting

1. Prosper shall maintain confidential channels for good-faith reporting of wrongdoing.
2. Retaliation against a good-faith whistleblower, witness or complainant is prohibited.
3. Knowingly false and malicious allegations may be disciplined after due process.

18.6 Protection of Reputation, Confidential Information and Institutional Relationships

1. Every officer and member shall take reasonable care not to misuse Prosper's name, logo, confidential information, member data, partner information or official position.
2. Deliberate impersonation, publication of knowingly false statements intended to cause material harm, unauthorized disclosure of legally protected confidential information, inducement to breach Prosper's contracts, or deliberate sabotage of its systems or programs may constitute misconduct and may attract lawful civil or criminal action.
3. This section shall not prohibit honest opinion, fair comment, member advocacy, whistleblowing, reporting to regulators, testimony, journalism, academic inquiry or other communication protected by law.
4. Only authorized persons may issue official institutional statements, commence official litigation communications or bind Prosper to public legal positions.

18.7 Institutional Defense Against Misrepresentation and Unfair Interference

1. Prosper may take lawful action against impersonation, counterfeit documents, unauthorized fundraising, false representation of office, theft or misuse of member databases, passing off,

domain squatting, phishing, malicious diversion of partners, unlawful interference with contracts, theft of confidential proposals, deliberate cyber disruption or other actionable conduct intended to injure the Society.

2. Confidentiality and non-solicitation obligations may be included in lawful contracts, employment terms, partnership agreements and access arrangements where reasonably necessary to protect legitimate institutional interests.
3. Prosper shall compete for grants, members, partnerships and programs through lawful excellence, not through unlawful market exclusion or suppression of fair competition.

18.8 Inspection of Books and Membership List

1. Members and officers shall have reasonable access to the Society's books and membership information as required by the Societies Act and this Constitution.
2. Access may be structured by appointment, supervised inspection, redaction or secure digital access where reasonably necessary to protect privacy, legal privilege, safeguarding information, trade secrets or third-party confidentiality.
3. No restriction may defeat a mandatory statutory inspection right.

18.9 Records Retention and Legal Hold

1. Prosper shall maintain records for the periods required by law, donor conditions, audit needs and approved retention schedules.
2. Records relevant to litigation, investigation, audit, disciplinary action or regulatory inquiry shall not be destroyed while a legal hold applies.

18.10 Annual Accountability

Prosper shall produce annual governance, program and financial accountability information appropriate to its scale, legal duties and commitments to members and partners.



ARTICLE 19 - HUMAN RIGHTS, INCLUSION AND SAFEGUARDING

19.1 Human Dignity

All Prosper activities shall respect human dignity and lawful rights.

19.2 Non-Discrimination

Prosper shall not unlawfully discriminate on grounds including sex, pregnancy, marital status, health status, ethnic or social origin, color, age, disability, religion, conscience, belief or other protected status.

19.3 Gender Equality

The Society shall pursue meaningful participation of women in leadership, economic opportunity and program design and shall work toward applicable constitutional and legal gender principles.

19.4 Youth

Youth shall be intentionally included in leadership development, enterprise, technology, skills and decision-making opportunities.

19.5 Persons with Disabilities

Prosper shall promote accessibility, reasonable accommodation and meaningful participation of persons with disabilities.

19.6 Children and Vulnerable Adults

1. Prosper shall maintain safeguarding rules for children and vulnerable adults.
2. Sexual exploitation, abuse, harassment, trafficking, violence and exploitation are prohibited.
3. Safeguarding concerns shall be handled through survivor-centered, confidential and lawful procedures.

19.7 Community Accountability

Programs shall provide appropriate complaints, feedback and referral mechanisms for beneficiaries and communities.

ARTICLE 20 - DATA PROTECTION, DIGITAL GOVERNANCE, OFFICIAL CHANNELS AND INTELLECTUAL PROPERTY

20.1 Data Protection

Prosper shall process personal data lawfully, fairly, transparently and for legitimate purposes; collect only necessary data; keep records accurate; protect confidentiality/security; respect applicable data-subject rights; and observe lawful retention, sharing and cross-border transfer requirements.

20.2 Data Governance

The Board shall approve a Data Protection and Digital Governance framework covering roles, access controls, consent/notice, sensitive data, safeguarding records, backups, retention, breach response, vendors and cross-border operations.

20.3 PIMIS

1. PIMIS or its approved successor shall be the primary integrated operational information system of Prosper.
2. PIMIS may maintain membership, CAG, welfare, financial, loans, field, assets, programs, compliance, leadership and other authorized records.
3. Role-based access, audit trails, backups, correction procedures and security controls shall be maintained.
4. Digital records shall not be altered to conceal misconduct, accountability or historical transactions.

20.4 Electronic Communications, Approvals and Signatures

Prosper may use legally valid electronic communications, signatures, digital forms, approvals, virtual meetings and electronic records where identity, integrity, authority and retention can be reasonably verified.

20.5 Official Communication and Payment Channels

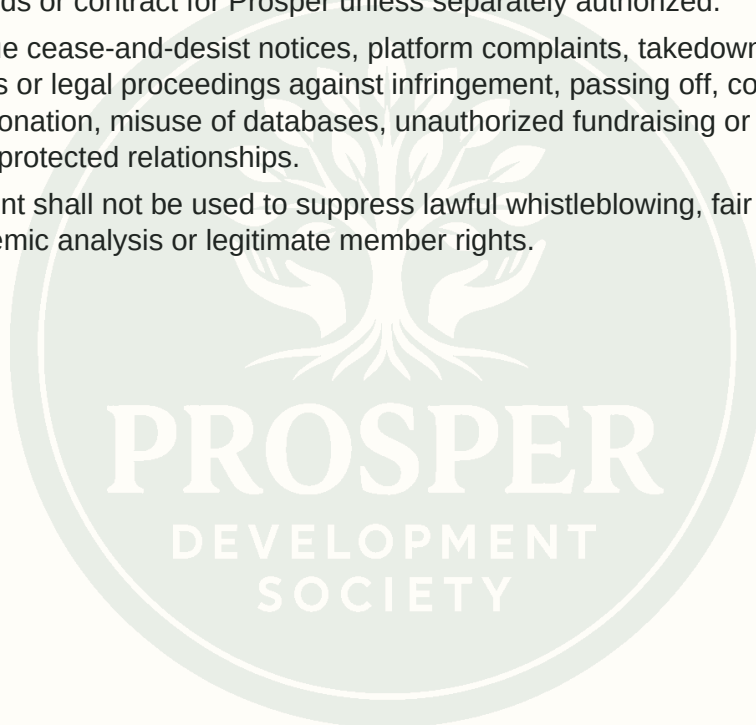
1. Prosper shall maintain an Official Institutional Channels Register covering authorized bank accounts, M-Pesa Paybill/Till or other payment channels, telephone numbers, email addresses, domain names, websites, social-media accounts and digital platforms.
2. The official general telephone is **+254 748 207 841**, the general email is **info@prospersociety.org**, and the principal domain is **prospersociety.org**, subject to lawful administrative updates recorded in the Register.
3. Official bank, Paybill, Till and other payment identifiers shall be maintained in the controlled Financial Channels Register and communicated through verified Prosper platforms; they need not be printed permanently in this Constitution.
4. No officer or member shall substitute a personal account or unauthorized payment channel for an official Society channel except under a documented emergency procedure permitted by Finance Policy.
5. Unauthorized fundraising, fake payment instructions, impersonation and phishing using Prosper's identity constitute serious misconduct and may be reported to law-enforcement, financial institutions, telecommunications providers, domain/social-media platforms or other authorities.

20.6 Cybersecurity

Prosper shall maintain proportionate cybersecurity, access-control, password, device, backup, incident-response, business-continuity and vendor-risk measures.

20.7 Intellectual Property and Brand Protection

1. The name **Prosper Development Society**, short form **Prosper**, motto **Better Together Always**, approved logo and official brand assets are protected institutional assets.
2. The Society shall seek appropriate trademark, copyright, domain and other registrations as resources and strategy permit and shall maintain evidence of first use, design ownership, assignments and authorized use.
3. Members and officers receive only limited permission to use the brand for authorized Society activities and acquire no ownership by use.
4. On leaving office or membership, a person shall cease representing themselves as authorized to speak, collect funds or contract for Prosper unless separately authorized.
5. Prosper may issue cease-and-desist notices, platform complaints, takedown requests, contractual claims or legal proceedings against infringement, passing off, counterfeiting, domain squatting, impersonation, misuse of databases, unauthorized fundraising or malicious interference with protected relationships.
6. Brand enforcement shall not be used to suppress lawful whistleblowing, fair comment, genuine journalism, academic analysis or legitimate member rights.



ARTICLE 21 - STRATEGY, DEVELOPMENT ALIGNMENT, RISK, MONITORING, EVALUATION AND LEARNING

21.1 Strategic Planning

Prosper shall maintain rolling multi-year strategic plans, annual plans and budgets that translate this Constitution into measurable objectives, programs, resource requirements and outcomes.

21.2 Development Alignment Matrix

Each strategic plan shall map relevant Prosper objectives to applicable national, county, EAC, African Union and global frameworks, including Kenya Vision 2030/successor plans, EAC Vision 2050, Agenda 2063 and the SDGs, without creating a legal obligation to implement every external target.

21.3 Monitoring, Evaluation, Accountability and Learning

Prosper shall define indicators, baselines, targets, evidence standards, beneficiary feedback, evaluation and learning mechanisms. Results shall be used to improve programs, leadership and resource allocation.

21.4 Leadership Performance

Board, Secretariat, Country, County, Champion and CAG leadership shall be assessed using role-appropriate performance scorecards combining outputs, compliance, quality, integrity, teamwork, member service and institutional development.

21.5 Risk Management

The Board shall maintain an enterprise risk framework covering governance, finance, welfare liabilities, credit, legal/regulatory, safeguarding, cyber/data, fraud, operations, reputation, partnerships, country expansion, political/security, climate and business-continuity risks.

21.6 Business Continuity

Prosper shall maintain succession, records, backups, emergency contacts, alternate authority, insurance and continuity arrangements adequate for disruptions affecting leadership, facilities, systems, banking, field operations or country programs.

21.7 Learning, Innovation and Future Readiness

Prosper shall encourage research, responsible experimentation, digital transformation, artificial intelligence, new financing models, climate resilience, future-of-work skills and other innovations where they advance the Society's objects and are governed by ethics, law and risk controls.

ARTICLE 22 - DISCIPLINE, GRIEVANCES AND DISPUTE RESOLUTION

22.1 Fair Process

Discipline shall be lawful, impartial, timely and proportionate.

22.2 Grounds for Discipline

Misconduct may include:

1. fraud or theft;
2. misuse of Society funds, assets, records or identity;
3. harassment, violence or safeguarding breach;
4. serious insubordination or disruption of lawful Society activities;
5. falsification of records;
6. corruption or conflict-of-interest abuse;
7. persistent material breach of obligations;
8. unauthorized disclosure or misuse of protected information; or
9. other conduct materially inconsistent with this Constitution.

22.3 Sanctions

Sanctions may include warning, restitution, suspension of benefits, removal from assignment, suspension, removal from office or termination of membership, depending on authority and seriousness.

22.4 Appeals

1. A person adversely affected by a disciplinary decision shall have access to an appeal to a higher independent organ.
2. No person who made the original contested decision shall determine the appeal.

22.5 Internal Dispute Resolution

Disputes should, where appropriate, progress through:

1. direct resolution or CAG mediation;
2. county review;
3. Secretariat or Board review;
4. an independent Appeals or Ethics Committee; and
5. Congress for matters reserved to it.

22.6 External Remedies

Nothing in this Constitution prevents a person from using lawful regulatory, judicial, labor, criminal or other remedies where internal processes are inappropriate, exhausted or legally unnecessary.

ARTICLE 23 - AMENDMENT AND CONSTITUTIONAL REVIEW

23.1 Periodic Review

The Constitution shall be reviewed at least once every five years or earlier where law, growth, risk or institutional change requires.

23.2 Proposal of Amendments

Amendments may be proposed by:

1. the Board;
2. a constitutional review committee;
3. a County Executive supported by a prescribed number of CAGs; or
4. a petition supported by at least ten percent of accredited Congress delegates or another reasonable threshold prescribed by Governance Rules.

23.3 Notice

Proposed constitutional amendments shall be circulated with explanatory reasons at least twenty-one days before the Congress meeting at which they are to be considered.

23.4 Approval Threshold

An amendment requires at least two-thirds of accredited delegates present and voting at a meeting with the constitutional quorum.

23.5 Registrar Consent

1. No amendment to the Society's name, Constitution or rules shall take effect where prior written consent of the Registrar is required until that consent has been obtained.
2. The application shall be made by the authorized officers and accompanied by the required certified minutes and documents within the statutory period.
3. The Secretariat shall maintain a Constitutional Amendments Register.

23.6 Policies

Policies and manuals may be amended through the approval level assigned to them, provided that no policy amendment may override this Constitution or statutory requirements.

ARTICLE 24 - DISSOLUTION AND DISPOSAL OF PROPERTY

24.1 Dissolution

Prosper may be dissolved only:

1. by a special resolution of Congress supported by at least three-quarters of accredited delegates present and voting at a meeting called specifically for that purpose; and
2. with the prior written consent or other approval of the Registrar or authority required by law.

24.2 Settlement of Liabilities

Before distribution of remaining property, all lawful debts, staff obligations, member funds, restricted grants and other liabilities shall be settled or adequately provided for.

24.3 No Distribution to Members

After liabilities are settled, remaining non-member assets shall not be distributed among members, Directors or officers.

24.4 Residual Assets

Residual assets shall be transferred to one or more nonprofit or public/community-benefit organizations with similar objects, selected by Congress and approved as required by law.

24.5 Member Funds

Member savings, refundable shares or other identifiable member-owned funds shall be dealt with according to their lawful contractual character before the residual-asset clause applies.

24.6 Records

The liquidator, Trustees or authorized officers shall preserve statutory and financial records for the required period.



ARTICLE 25 - TRANSITIONAL, FOUNDING STEWARDSHIP, ADOPTION AND MISCELLANEOUS PROVISIONS

25.1 Continuity

All lawful rights, obligations, policies, contracts, appointments, assets and liabilities existing immediately before this edition becomes effective shall continue unless inconsistent with this Constitution or law.

25.2 Existing Policies

Existing Governance, Finance, Welfare, Field Operations and Motivation instruments shall remain in force to the extent consistent with this Constitution until reviewed or replaced.

25.3 Policy Harmonization

Within twelve months after this Constitution takes effect, the President through the Executive Director and relevant Directors shall coordinate a systematic review of subsidiary policies to align definitions, authority, reporting lines, financial controls, remuneration, committee structures and digital workflows.

25.4 Founder and Founding Board Transition

1. Gago Leakey Acharry shall continue as Founder-President under Articles 9 and 11 without being subjected to an ordinary election or Board confirmation on commencement of this edition.
2. The Founding Directors serving on commencement shall retain Founding Director protection under Article 11 while remaining subject to accountability, performance review, portfolio reassignment and removal for cause.
3. The Board shall regularize all additional Director portfolios, committee mandates and executive reporting lines within six months after this Constitution takes effect.
4. Existing titles that are inconsistent with this Constitution may continue temporarily for administrative continuity but shall be harmonized as soon as practicable.

25.5 Founding Legacy and Institutional Ownership

1. Prosper permanently recognizes the extraordinary founding contribution, intellectual leadership, sacrifice, relationships, expertise and institution-building role of the Founder and the contribution of the Founding Members and Founding Directors.
2. Such recognition and the protected stewardship arrangements in this Constitution are intended to preserve institutional continuity and are not a declaration that Prosper is privately owned by the Founder or any Director.
3. Prosper's property and resources shall remain dedicated to its lawful objects and shall not become inheritable private property by reason of founding status.

25.6 Language and Drafting Convention

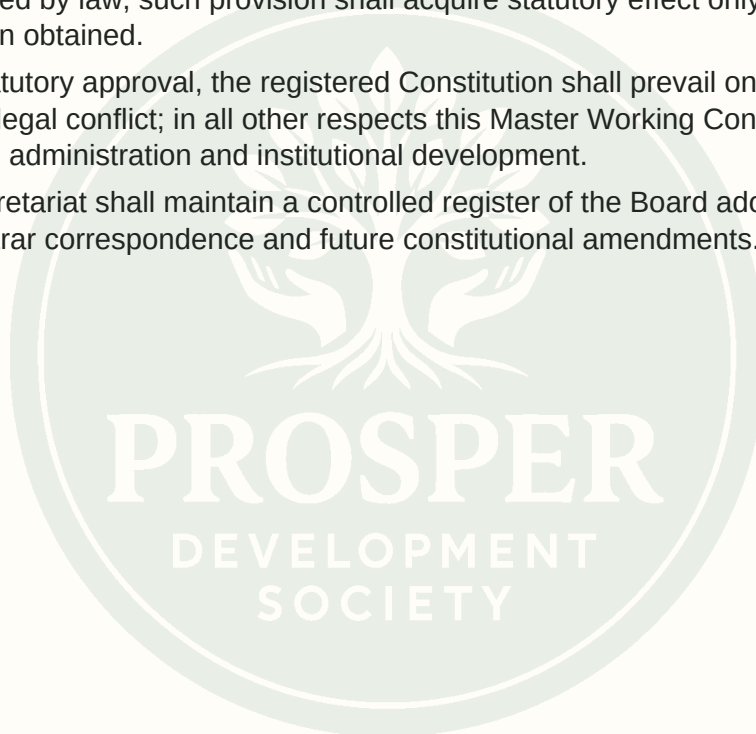
1. Prosper shall use clear professional English and, for consistency, shall ordinarily apply the **-ize/-ization** spelling convention in official English documents, including organization, organize, authorize, recognize, mobilization and institutionalization.
2. Terms shall be interpreted by substance and applicable law rather than by spelling variation.
3. Plain-language summaries or translations may be prepared in Kiswahili or other languages, but the approved English constitutional text shall prevail where a translation creates ambiguity unless law provides otherwise.

25.7 Severability

If any provision is declared unlawful or unenforceable, the remainder shall continue in force so far as practicable, and Prosper shall amend the defective provision promptly.

25.8 Internal Working Effect and Statutory Status

1. This Master Working Constitution was formally adopted by the Board of Directors at a duly convened Board Meeting on **25 May 2026** and is effective from that date as Prosper's principal internal governance, administrative and operational reference.
2. All organs, officers, members, staff, volunteers and controlled units of Prosper shall progressively align their policies, manuals, decisions, forms, systems and practices with this Master Working Constitution.
3. Where a provision of this Master Working Constitution amounts to an amendment of the Constitution or rules registered with the Registrar of Societies and prior written consent or other approval is required by law, such provision shall acquire statutory effect only after that consent or approval has been obtained.
4. Pending such statutory approval, the registered Constitution shall prevail only to the extent of any unavoidable legal conflict; in all other respects this Master Working Constitution shall guide Prosper's internal administration and institutional development.
5. The Director Secretariat shall maintain a controlled register of the Board adoption, subsequent approvals, Registrar correspondence and future constitutional amendments.



SCHEDULE 1 - GOVERNANCE, AUTHORITY AND REPORTING ARCHITECTURE

A. Constitutional Governance

1. **Congress** - supreme member-governance and constitutional organ.
2. **Founder-President / President** - institutional head, Head and Chairperson of the Board and chief strategic steward.
3. **Board of Directors** - apex transnational policy, fiduciary and institutional stewardship organ between meetings of Congress.

B. Executive Chain of Command

4. **Country/National Executive Director** - principal professional executive below the Board/President governance level.
5. **Executive Secretariat** - five principal offices: Executive Director, Executive Secretary, Finance Officer, Programs Officer, Welfare Officer.
6. **County Executive Team** - County Director, Deputy County Director, County Secretary, County Finance Officer, County Programs Officer, County Welfare Officer.
7. **Subcounty Champion** - one per active Subcounty.
8. **Ward Champion** - one per active Ward.
9. **CAG Officials** - Chairperson, Assistant Chairperson, Secretary, Assistant Secretary, Treasurer, Organizing Secretary, Assistant Organizing Secretary, Welfare Officer, Assistant Welfare Officer.
10. **Members/Beneficiaries** - primary community participants and recipients/owners of member voice.

C. Top-Down Authority

President & Board policy -> Country/National Executive Director -> Executive Secretariat -> County Director/Team -> Subcounty Champion -> Ward Champion -> CAG Officials -> Members.

D. Bottom-Up Accountability and Voice

Member/CAG -> Ward Champion -> Subcounty Champion -> County Team -> Country/National Secretariat -> Executive Director -> President/Board -> Congress where constitutionally required.

E. Functional Reporting

Secretariat, Finance, Programs and Welfare officers may communicate functionally with corresponding lower-level officers while respecting territorial leadership and copying the responsible leader, except where confidential independent escalation is required.

F. Independent Escalation

Safeguarding, whistleblowing, fraud, audit, grievance, legal and conflict-of-interest matters may bypass a conflicted line manager through approved independent channels.

The Governance Manual and Delegation of Authority Matrix shall provide detailed role descriptions, decision rights and communication protocols consistent with this Schedule.

SCHEDULE 2 - CONSTITUTIONAL FEES AND MEMBERSHIP PRINCIPLES

1. Individual registration/entrance fee: KES 500.
2. Annual subscription: KES 600 per calendar year.
3. Welfare, development, savings, shares, branding and event obligations shall be governed by approved policies and may vary by program or member category.
4. Benefits shall be linked to eligibility and sustainability rules in the relevant policy.
5. No policy may impose a charge in a manner inconsistent with law or this Constitution.



SCHEDULE 3 - MINIMUM GOVERNANCE RECORDS

Prosper shall maintain, as applicable:

1. Membership Register;
2. register of office bearers and Directors;
3. Trustees Register;
4. Board and Congress minutes;
5. Resolution Register;
6. Conflict of Interest Register;
7. Asset Register;
8. Contracts and Partnerships Register;
9. Grants and Donor Register;
10. Welfare Claims and Disbursements Register;
11. Loans and Member Funds records;
12. Risk Register;
13. Complaints, Discipline and Appeals Register;
14. Safeguarding Incident Register with restricted access;
15. Data Breach and Security Incident Register;
16. Intellectual Property and Brand Register;
17. Constitutional Amendments Register; and
18. any statutory registers required by law.



SCHEDULE 4 - FIVE-DEPARTMENT COMMITTEE AND SPECIALIZED-UNIT FRAMEWORK

Prosper shall maintain five standing committee families at Board level and replicate them proportionately at Country/National, County, Subcounty, Ward and CAG levels.

1. **Presidential Strategy, Leadership, Legal Protection & Dispute Resolution Committee**

- strategy, institutional development and succession;
- nominations and senior leadership recommendations;
- legal protection, reputation and high-level risk;
- resource mobilization, government and international relations;
- mediation and disputes assigned to the Presidency;
- special initiatives and presidential advisory matters.

2. **Secretariat, Governance, Membership, Human Resources, ICT & Administration Committee**

- governance, constitutional compliance and records;
- membership, onboarding and institutional administration;
- human resources and volunteer systems;
- ICT, PIMIS, data, communications and cyber governance;
- organizational development and quality systems.

3. **Finance, Audit, Risk, Investment, Procurement & Enterprise Committee**

- budgets, accounts, audit and internal control;
- investments, reserves and sustainability;
- procurement and assets;
- enterprise finance and member economic services;
- risk, insurance and financial consumer protection.

4. **Programs, Partnerships, Field Operations, Research, Talent & Innovation Committee**

- programs, projects and partnerships implementation;
- field operations and CAG expansion;
- research, monitoring, evaluation and learning;
- agriculture, livelihoods, enterprise development and education;
- youth, talent, sports, arts, culture, innovation and technology-enabled programs.

5. **Welfare, Safeguarding, Health, Gender & Inclusion Committee**

- welfare and social protection;
- safeguarding, health and family support;
- women and gender equality;
- PWD, vulnerable and marginalized persons;
- community accountability and social impact.

Specialized Councils and Units

The Board may establish cross-cutting councils or units for Women, Youth, PWD & Inclusion, Faith-Based Organizations, Older Persons, Vulnerable/Marginalized Groups, Professionals/Technical Experts, Enterprise, ICT/Digital, Talent/Sports/Culture, Agriculture, Health, Climate/Environment, Diaspora and International Affairs.

Committee Rules

Every committee shall have written terms of reference; a chair and secretary; defined membership; quorum; term; meeting cycle; conflict-of-interest rules; reporting line; performance expectations; and an identified lead constitutional department. Where scale is small, committees may be combined without eliminating the five functional agendas.



SCHEDULE 5 - POLICY HIERARCHY

Level 1: Master Constitution

Supreme internal governing instrument.

Level 2: Board/Congress Governance Policies

Governance Manual, Finance Policy, Welfare Policy, Safeguarding Policy, Membership Policy, Human Resources Policy, Data Protection Policy, Social Enterprise and Investment Policy.

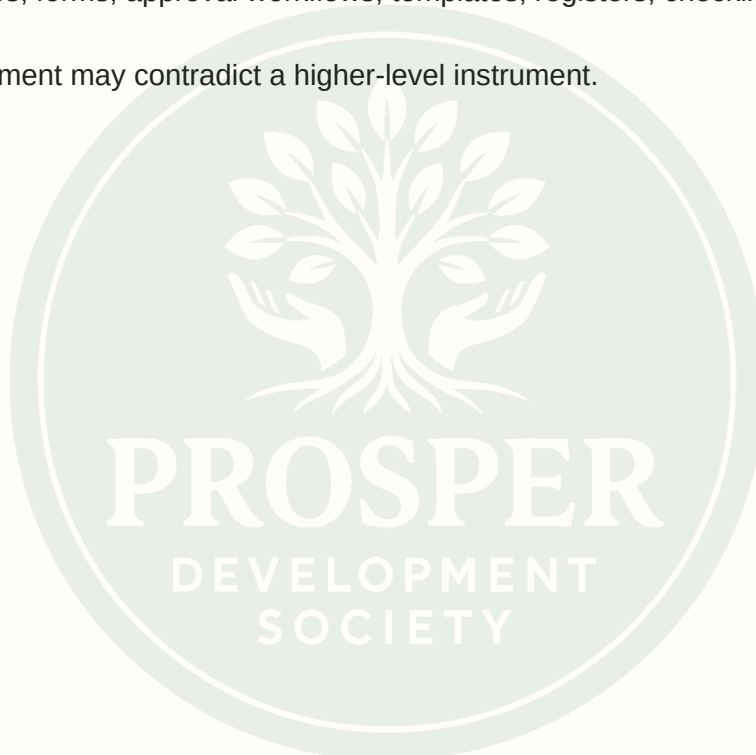
Level 3: Operational Policies and Frameworks

Field Operations Policy, Motivation Framework, Procurement procedures, Communications rules, programs and specialized manuals.

Level 4: SOPs, Forms and Digital Workflows

PIMIS/AppSheet rules, forms, approval workflows, templates, registers, checklists and technical standards.

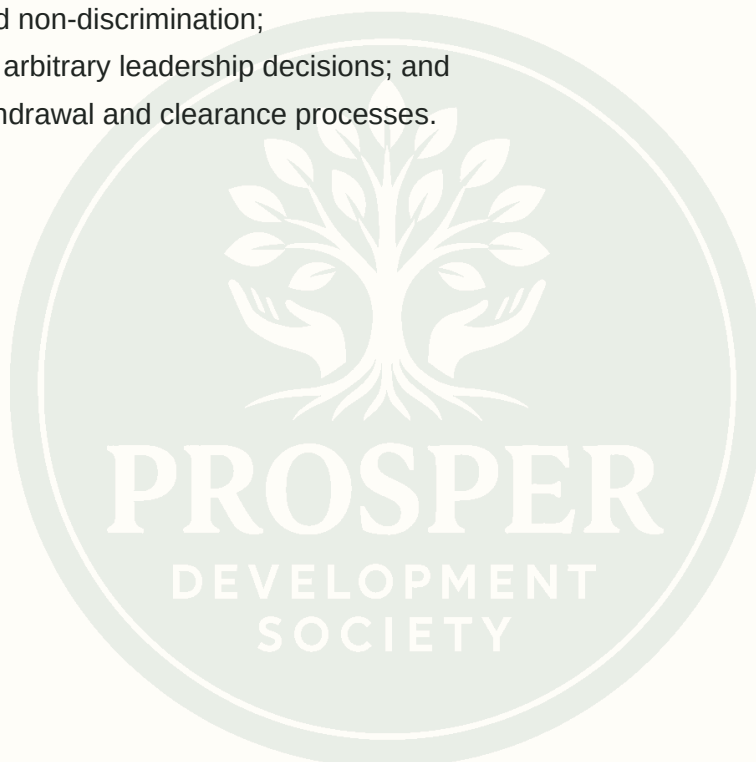
No lower-level instrument may contradict a higher-level instrument.



SCHEDULE 6 - MEMBER PROTECTION PRINCIPLES

Every member shall be protected through:

1. clear membership records;
2. transparent fees and obligations;
3. fair welfare eligibility;
4. documented savings and loan records;
5. due process before adverse discipline;
6. appeals and grievance channels;
7. data protection;
8. access to lawful records and reports;
9. safeguarding and non-discrimination;
10. protection from arbitrary leadership decisions; and
11. transparent withdrawal and clearance processes.



SCHEDULE 7 - INSTITUTIONAL SUSTAINABILITY, SCALABILITY AND FUTURE-READINESS PRINCIPLES

Prosper shall pursue long-term sustainability and readiness for large membership volumes through:

1. diversified member, grant, public, philanthropic, contract, enterprise and investment income;
2. prudent reserves and insurance;
3. protected member and restricted funds;
4. scalable country-county-subcounty-ward-CAG administration;
5. clear delegations and decision limits;
6. strong member retention, onboarding and exit controls;
7. PIMIS, digital payments and reliable data;
8. professional management and continuous capacity building;
9. leadership succession and preservation of institutional memory;
10. partnerships without dependency or capture;
11. disciplined welfare and credit risk management;
12. regulatory readiness for public-benefit, cooperative, financial, tax, data and other specialized frameworks;
13. investment in brand, intellectual property, research, technology and talent;
14. country-expansion due diligence and shared-service systems;
15. periodic review of external development frameworks and global trends; and
16. a culture of service, accountability, innovation and measurable results.



SCHEDULE 8 - ADOPTION AND CERTIFICATION

Board Adoption

We, the duly authorized Board of Directors of Prosper Development Society, certify that this **Master Working Constitution** was formally considered and adopted at a duly convened Board Meeting held on **25 May 2026** for immediate use as the Society's principal internal governance, administrative and operational reference, subject at all times to applicable law and to any statutory consent or approval required for amendments to the registered Constitution or rules.

Date of Board Adoption: 25 May 2026

Place of Meeting: _____

Board Resolution / Minute Reference: _____

Internal Effective Date: 25 May 2026

Core Board Certification

Founder-President / President

Name: _____

Signature: _____

Date: _____

Director Secretariat / Secretary-equivalent

Name: _____

Signature: _____

Date: _____

Director Finance & Investments / Treasurer-equivalent

Name: _____

Signature: _____

Date: _____

Director Programs

Name: _____

Signature: _____

Date: _____

Director Welfare & Social Impact

Name: _____

Signature: _____

Date: _____

Additional Board Director / Witness (where applicable)

Name: _____

Portfolio: _____

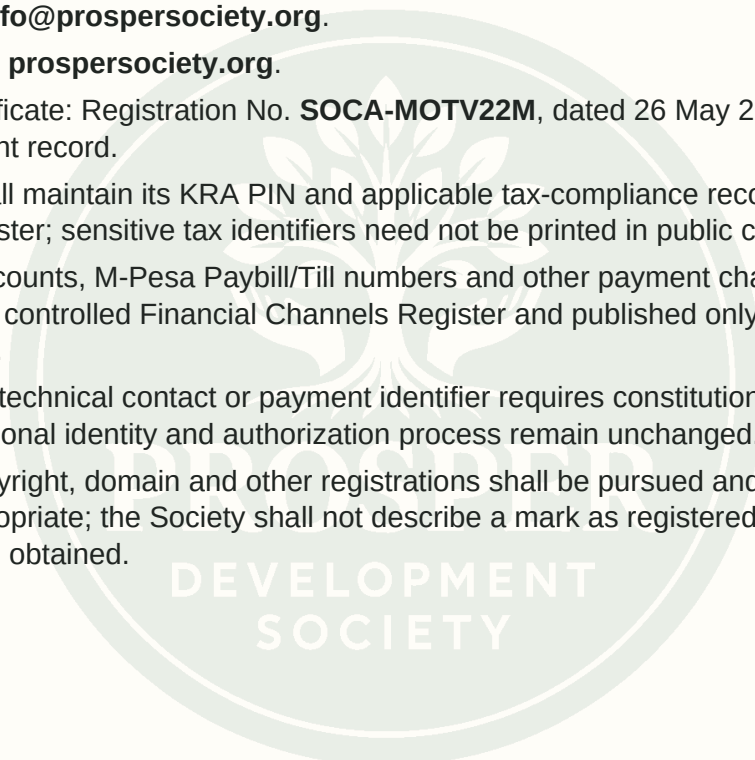
Signature: _____

Date: _____

Official Stamp / Seal:

SCHEDULE 9 - BRAND, OFFICIAL IDENTITY AND INSTITUTIONAL CHANNELS

1. Official name: **Prosper Development Society**.
2. Protected short form: **Prosper**.
3. Motto: **Better Together Always**.
4. Official logo: the approved tree supported by two hands within the Prosper circular identity, as adopted and recorded in the Brand Register.
5. Constitutional colors: **Prosper Dark Green, White and Cream White**, with Dark Green and White as principal colors.
6. Principal telephone: **+254 748 207 841**.
7. General email: **info@prospersociety.org**.
8. Principal domain: **prospersociety.org**.
9. Registration certificate: Registration No. **SOCA-MOTV22M**, dated 26 May 2025, subject to the official government record.
10. The Society shall maintain its KRA PIN and applicable tax-compliance records in the Legal and Compliance Register; sensitive tax identifiers need not be printed in public constitutional copies.
11. Official bank accounts, M-Pesa Paybill/Till numbers and other payment channels shall be maintained in the controlled Financial Channels Register and published only through verified Society channels.
12. No change to a technical contact or payment identifier requires constitutional amendment where the institutional identity and authorization process remain unchanged.
13. Trademark, copyright, domain and other registrations shall be pursued and maintained where strategically appropriate; the Society shall not describe a mark as registered unless registration has actually been obtained.



SCHEDULE 10 - DELEGATION AND RESERVED-AUTHORITY MATRIX PRINCIPLES

The detailed Delegation of Authority Matrix shall be approved and updated under this Constitution and shall preserve the following principles:

1. **Congress Reserved:** constitutional amendment, dissolution, statutory elections/ratification where required, external auditor, major matters expressly reserved by this Constitution.
2. **Founder-President Reserved during protected tenure:** Founder Reserved Matters in Article 9, final senior appointments assigned to the President, high-level country entry/representation and strategic authorizations within Board-approved frameworks.
3. **Board Reserved:** strategy, annual budget, major policies, material investments, country charters, major subsidiaries/affiliates, major borrowing, risk appetite and matters above delegated financial thresholds.
4. **Executive Director:** day-to-day executive management, staff coordination, implementation, contracts and expenditure within delegated authority.
5. **Executive Secretary:** administration, records, membership, communications, HR coordination and governance-support execution within delegated authority.
6. **Finance Officer:** accounting, banking administration, reconciliations, payment preparation/control, reporting and asset records; never unilateral final control over the complete payment cycle.
7. **Programs Officer:** program and field execution, assignments, partnerships implementation, monitoring and performance within approved plans.
8. **Welfare Officer:** welfare administration, claims systems, safeguarding, inclusion and social-protection implementation within policy.
9. **County Director/Team:** territorial execution within approved budgets, targets, policies and limits.
10. **Champions:** field coordination, communication, itineraries and reporting; no independent financial or contractual authority unless expressly delegated.
11. **CAG Officials:** grassroots administration, records, member communication and authorized collections/activities under approved systems; no authority to bind Prosper outside written delegation.
12. **Segregation:** initiation, verification, authorization, custody, payment and reconciliation shall be separated to the extent proportionate to risk.
13. **No implied authority:** title alone does not create unlimited financial, contractual or legal authority.
14. **Sub-delegation:** no delegate may sub-delegate a reserved power unless the instrument expressly permits it.
15. **Revocation:** delegated authority may be varied or revoked by the lawful delegator, subject to due process where it forms part of employment or contractual terms.

SCHEDULE 11 - STRATEGIC AND REGULATORY ALIGNMENT FRAMEWORK

Prosper shall maintain an external-alignment register and periodically map its work to relevant frameworks. The current reference architecture includes:

1. **Kenya:** Constitution of Kenya; Societies Act; Kenya Vision 2030 and successor national development frameworks; applicable Medium-Term Plans; County Integrated Development Plans; relevant tax, data, labor, public-finance, safeguarding and sector laws.
2. **Public Benefit:** Public Benefits Organizations framework and PBORA standards as a benchmark and potential lawful future/affiliate pathway, recognizing that legal registration choices must comply with mutually exclusive registration provisions where applicable.
3. **Member Finance/Cooperatives:** cooperative and SACCO frameworks, SASRA-regulated pathways, licensed financial institutions and financial-consumer protection standards where activities enter regulated fields.
4. **East Africa:** EAC Treaty, Common Market principles, EAC Vision 2050 and successor regional strategies, emphasizing people-centered development, mobility, trade, enterprise, social development and regional integration.
5. **Africa:** African Union Agenda 2063, including inclusive prosperity, social protection, education/skills, health, transformed economies, agriculture, environmental resilience, integration, women/youth empowerment, good governance, peace and strong institutions.
6. **Global:** United Nations 2030 Agenda and the 17 Sustainable Development Goals, relevant human-rights instruments, climate frameworks and successor global development agreements.
7. **Principle:** External alignment informs strategy, partnerships and program design but does not override this Constitution, applicable law or Prosper's independent governance.



ANNEX A - REFERENCE AND LEGAL ALIGNMENT NOTE (INFORMATIVE)

This informative annex records the principal legal, institutional and development frameworks used to guide interpretation and future alignment. It does not create powers beyond applicable law or replace professional legal or regulatory advice.

This Master Working Constitution was developed and is interpreted with reference to:

1. Prosper's existing Master Constitution, Welfare Policy, Finance Policy, Governance Manual, Field Operations Policy, Motivation Framework, registration certificate and current operational systems.
2. The Societies Act (Cap. 108), including the statutory matters required in a society's constitution or rules and the requirement for prior written consent of the Registrar before amendment.
3. Kenya Vision 2030, its economic, social and political pillars, enabling foundations and successor national development frameworks.
4. The East African Community Treaty, Common Market principles, EAC Vision 2050 and successor regional strategies.
5. African Union Agenda 2063, particularly inclusive prosperity, integration, people-driven development, women/youth empowerment, strong institutions and environmental resilience.
6. The United Nations 2030 Agenda and Sustainable Development Goals.
7. The Public Benefits Organizations Act and Public Benefits Organizations Regulations, 2026, as a governance/public-benefit benchmark and possible future or affiliate regulatory pathway subject to statutory registration rules.
8. The SACCO/SASRA regulatory framework as a reference for any future separately regulated savings-and-credit vehicle or partnership.
9. Kenya's Data Protection Act, 2019, for data-governance principles.
10. Kenya's national social-protection framework for lifecycle, shock-responsive and complementary social-protection thinking.
11. International Labor Organization and United Nations social and solidarity economy principles, including voluntary cooperation, mutual aid, participatory governance, autonomy, accountability, sustainability and the primacy of people and social purpose over capital.
12. Relevant public-finance, anti-corruption, tax, labor, safeguarding, intellectual-property, consumer-protection and cross-border requirements applicable to specific Prosper activities.

Regulated financial, investment, insurance, public-benefit, employment, tax, data, intellectual-property or cross-border activities shall be implemented only in accordance with applicable law and, where necessary, with advice or authorization from qualified professionals and competent regulators.

ANNEX B - ORGANIZATIONAL STRUCTURE AND CHAIN OF COMMAND

PROSPER GOVERNANCE, AUTHORITY & ACCOUNTABILITY ARCHITECTURE

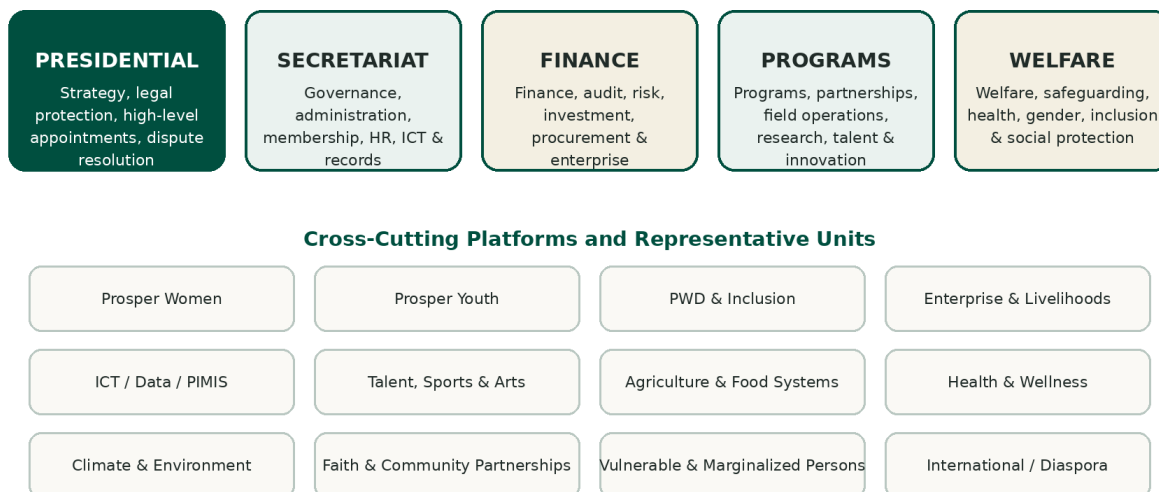
Authority flows downward through lawful delegation; accountability, reports and member voice flow upward.



Interpretive diagram: The written Constitution prevails where a diagram and constitutional text appear inconsistent. Authority flows top-down through lawful delegation; accountability and member voice flow bottom-up.

ANNEX C - FIVE-DEPARTMENT AND REPRESENTATIVE-UNIT ARCHITECTURE

FIVE CONSTITUTIONAL DEPARTMENTS & CROSS-CUTTING UNITS



All units derive authority from the Constitution and are linked to one or more of the five departments.

Interpretive diagram: Cross-cutting platforms and units are established and managed within the authority of the five constitutional departments and applicable policy instruments.



CERTIFICATION AND BOARD ADOPTION

CERTIFICATION: We certify that this Master Working Constitution of Prosper Development Society was formally adopted at a duly convened Board Meeting on 25 May 2026 for immediate use as the Society's principal internal governance, administrative and operational reference, subject to applicable law and to any statutory consent or approval required for amendments to the registered Constitution or rules.

Date of Board Adoption	25 May 2026
Internal Effective Date	25 May 2026
Place of Meeting	_____
Board Minute / Resolution Ref.	_____

Office	Name (print clearly)	Signature	Date signed
Founder-President / President			
Director Secretariat			
Director Finance & Investments			
Director Programs			
Director Welfare & Social Impact			
Additional Director / Witness (if applicable)			

Official Stamp / Seal:

END OF MASTER WORKING CONSTITUTION