

PROSPER DEVELOPMENT SOCIETY



MASTER GOVERNANCE MANUAL

Governance Architecture, Leadership, Authority, Accountability and Institutional Administration

“Better Together Always”

Document Status	Effective Date	Adoption Authority
Master Working Governance Instrument	1 June 2026	Board of Directors
Document Code	PDS-GOV-MAN-001/2026	Controlled Copy

DEVELOPMENT

Prosper Development Society

P.O. Box 38 - 50400, Busia, Kenya

Tel: +254 748 207 841 | Email: info@prospersociety.org | Domain: prospersociety.org

© Prosper Development Society. Internal controlled governance instrument.

DOCUMENT CONTROL AND CERTIFICATION STATUS

Field	Controlled Entry
Title	Master Governance Manual of Prosper Development Society
Document Code	PDS-GOV-MAN-001/2026
Edition	Master Working Edition - 2026
Adoption Date	1 June 2026
Effective Date	1 June 2026
Adoption Authority	Board of Directors of Prosper Development Society
Constitutional Basis	Master Working Constitution 2026, especially Articles 5-12, 17-22 and Schedules 1, 4, 5 and 10
Review Cycle	At least every three years, or earlier when required by law, constitutional amendment, institutional growth or material governance change
Document Custodian	Director Secretariat / Executive Secretary under the governance records framework
Official Language Convention	English using -ize/-ization spelling conventions adopted by Prosper
Status	Binding internal governance manual, subject to the Constitution and applicable law

Supremacy and Interpretation

This Manual operationalizes the Master Working Constitution. It shall not amend, override or contradict the Constitution. Where a conflict arises, the Constitution prevails. Where this Manual and a technical policy overlap, this Manual governs governance architecture and decision rights while the relevant policy governs technical procedures within those rights.

Document Hierarchy

Prosper shall use the following controlled-document hierarchy for institutional administration:

Level	Instrument	Purpose
1	Master Working Constitution	Supreme internal constitutional and institutional authority.
2	Master Governance Manual	Operational governance, structures, authority, leadership, accountability, meetings, committees and institutional administration.

Level	Instrument	Purpose
3	Core Policies	Finance, Membership, Welfare, Human Resources, Safeguarding, ICT/Data and other functional policies.
4	Operational Manuals	Field Operations, Programs, Procurement, Enterprise and other implementation manuals.
5	Frameworks and Strategies	Motivation, MEL, Resource Mobilization, Inclusion, Partnerships and thematic frameworks.
6	SOPs, Forms, Registers and PIMIS Workflows	Detailed procedures, evidence, controls and digital execution.



PREFACE

The Master Governance Manual translates Prosper Development Society's constitutional architecture into a practical system of leadership, authority, accountability, institutional discipline and service delivery. It is designed for an organization that begins at the Community Action Group and is capable of scaling through Ward, Subcounty, County, Country and transnational structures without losing clarity of command, member voice, fiduciary responsibility or institutional identity.

The Manual recognizes that governance is more than office titles. It is the organized exercise of authority, stewardship, delegation, oversight, participation, accountability and succession. Every office established by Prosper must therefore know who appoints it, what it may decide, what it must report, what it may not do, how its performance is assessed and how a member or officer may challenge abuse of authority.

This Manual preserves Prosper's five-department constitutional architecture - Presidential, Secretariat, Finance, Programs and Welfare - and gives each department a clear governance home from Board level to the grassroots. It also establishes committee families and representative structures that permit women, youth, persons with disabilities, vulnerable and marginalized persons, faith communities, professionals, enterprise actors, talent, sports, ICT, technical experts and other constituencies to participate meaningfully without creating parallel centers of constitutional authority.

The Manual is intended for the Founder-President, Board Directors, Country/National Executive Secretariats, County Teams, Champions, CAG officials, committee members, staff, volunteers, members, partners and any person exercising delegated authority in the name of Prosper.

Core Governance Principle

Authority flows downward only through lawful instruments; accountability and member voice flow upward through records, reports, resolutions, grievances, performance evidence and representative structures. No office is above the Constitution, and no title creates authority beyond the powers expressly assigned or delegated.



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. Original adoption/effective dates remain unchanged; any provision requiring Board, Congress, regulatory or contractual approval becomes operative only through the applicable approval process.

TABLE OF CONTENTS

PART I - GOVERNANCE MANUAL

CHAPTER 1 - PURPOSE, SCOPE AND GOVERNANCE PRINCIPLES.....	8
CHAPTER 2 - GOVERNANCE ARCHITECTURE AND CHAIN OF COMMAND.....	10
CHAPTER 3 - BOARD OF DIRECTORS.....	12
CHAPTER 4 - OFFICE OF THE FOUNDER-PRESIDENT.....	14
CHAPTER 5 - COUNTRY/NATIONAL EXECUTIVE SECRETARIAT.....	16
CHAPTER 6 - COUNTY, CHAMPION AND CAG GOVERNANCE.....	18
CHAPTER 7 - COMMITTEES, REPRESENTATION AND SPECIALIZED UNITS.....	20
CHAPTER 8 - LEADERSHIP APPOINTMENT, TENURE, PERFORMANCE, REMOVAL AND SUCCESSION.....	22
CHAPTER 9 - DELEGATION OF AUTHORITY, DECISION RIGHTS AND REPORTING.....	25
CHAPTER 10 - MEETINGS, DECISIONS, RESOLUTIONS AND GOVERNANCE RECORDS.....	27
CHAPTER 11 - ETHICS, CONFLICT OF INTEREST, DISCIPLINE, GRIEVANCES AND DISPUTE RESOLUTION.....	29
CHAPTER 12 - GOVERNANCE OF FINANCE, PROGRAMS, WELFARE, PARTNERSHIPS AND RESOURCES.....	31
CHAPTER 13 - GOVERNANCE ACCOUNTABILITY, RISK, COMPLIANCE AND INSTITUTIONAL ASSURANCE.....	32
CHAPTER 14 - COUNTRY EXPANSION AND INTERNATIONAL GOVERNANCE.....	34
CHAPTER 15 - GOVERNANCE ADMINISTRATION, REVIEW, AMENDMENT AND IMPLEMENTATION.....	36

Page references in this controlled edition correspond to the print-ready PDF and Word layout generated together.

TABLE OF CONTENTS - SCHEDULES, CERTIFICATION AND ANNEX

SCHEDULE 1 - MASTER ORGANIZATIONAL AND REPORTING STRUCTURE.....	38
SCHEDULE 2 - GOVERNANCE MEETING CALENDAR.....	39
SCHEDULE 3 - DELEGATION OF AUTHORITY REGISTER TEMPLATE.....	40
SCHEDULE 4 - LEADERSHIP APPOINTMENT AND VETTING CHECKLIST.....	41
SCHEDULE 5 - LEADERSHIP PERFORMANCE SCORECARD.....	42
SCHEDULE 6 - COMMITTEE TERMS OF REFERENCE TEMPLATE.....	43
SCHEDULE 7 - GOVERNANCE RESOLUTION REGISTER TEMPLATE.....	44
SCHEDULE 8 - CONFLICT OF INTEREST DECLARATION.....	45
SCHEDULE 9 - HANDOVER CERTIFICATE.....	46
SCHEDULE 10 - GOVERNANCE GRIEVANCE / INCIDENT INTAKE FORM.....	47
SCHEDULE 11 - MINIMUM GOVERNANCE REGISTERS.....	48
SCHEDULE 12 - GOVERNANCE IMPLEMENTATION CHECKLIST.....	49



CERTIFICATION AND ADOPTION.....	50
ANNEX A - CONSTITUTION-TO-MANUAL GOVERNANCE CROSS-REFERENCE.....	51



ABBREVIATIONS AND GOVERNANCE DEFINITIONS

Term	Meaning
Board	Board of Directors of Prosper Development Society.
CAG	Community Action Group.
Congress	General Congress of Prosper, the supreme member-governance and constitutional organ.
ED	Executive Director.
Executive Secretariat	The five-officer executive team comprising Executive Director, Executive Secretary, Finance Officer, Programs Officer and Welfare Officer.
Founder-President	The Founder serving as President under the protected founding-stewardship provisions of the Constitution.
PIMIS	Prosper Integrated Management Information System or its approved successor.
Reserved Matter	A decision that cannot be exercised by a lower office except where the Constitution expressly permits delegation.
Delegation	A written transfer of defined decision authority while ultimate accountability remains with the lawful delegator.
Functional Reporting	Technical communication between corresponding departments across levels without displacing the territorial chain of command.
Territorial Reporting	Administrative accountability through Country, County, Subcounty, Ward and CAG leadership.
Good Standing	The membership status defined by the Constitution and Membership Policy.
Controlled Record	An official document or digital record maintained under approved custody, version control and retention rules.

CHAPTER 1 - PURPOSE, SCOPE AND GOVERNANCE PRINCIPLES

Operational foundation of Prosper governance

1.1 Purpose

The purpose of this Manual is to establish one coherent governance system for Prosper Development Society and to provide detailed procedures for implementing the governance provisions of the Constitution.

- clarify governance organs, offices, departments, committees and reporting lines;
- define appointment, confirmation, tenure, performance, reassignment, suspension, removal, succession and handover processes;
- translate constitutional authority into practical delegation and decision rights;
- protect the Founder-President's constitutional stewardship while preserving institutional accountability and continuity;
- protect Founding Directors from arbitrary displacement while requiring performance, integrity and suitability for active portfolios;
- provide a scalable chain of command from the Board to members and a reliable channel of member voice from members back to the Board and Congress;
- establish governance standards for committees, meetings, resolutions, records, conflict of interest, discipline and dispute resolution;
- support transparent relationships with government, partners, donors, regulators and international institutions; and
- ensure governance decisions are evidence-based, traceable, proportionate, lawful and capable of implementation through PIMIS and approved administrative tools.

1.2 Scope

This Manual applies to every Prosper organ, office, committee, representative platform, affiliate and person who exercises governance or delegated authority on behalf of Prosper. Compliance is a condition of holding office, receiving delegation, representing Prosper or accessing governance systems.

1.3 Governing Principles

Principle	Operational Meaning
Constitutional Supremacy	All authority derives from the Constitution and must remain consistent with it.
Founder Stewardship with Institutional Integrity	The Founder-President receives protected strategic stewardship and reserved powers without converting Prosper into personal property.
Clear Chain of Command	Every office has a defined appointing authority, supervisor, reporting route and escalation path.
Delegation with Accountability	Delegation enables speed and scale but does not eliminate accountability.
Segregation of Governance and Execution	The Board governs and stewards; the Executive Secretariat executes within delegated authority; lower structures implement territorially.

Principle	Operational Meaning
Member Voice	Grassroots members must be able to raise resolutions, needs, complaints and proposals upward.
Competence and Performance	Leadership is not ceremonial. Appointment and continuation depend on integrity, contribution, expertise and results.
Inclusion	Governance should reflect gender, youth, disability, geography, ethnicity, professional expertise, faith/community perspective and marginalized constituencies in a practical manner.
Transparency with Necessary Confidentiality	Records and decisions should be accessible to authorized stakeholders except where privacy, legal privilege, safeguarding or legitimate institutional confidentiality requires restriction.
Subsidiarity	Decisions should be taken at the lowest competent level while reserved matters remain at the appropriate higher level.
No Parallel Authority	Committees, units and program platforms do not become independent constitutional power centers.
Institutional Continuity	Prosper must remain governable during leadership change, vacancy, emergency, international growth and succession.

1.4 Governance Standard of Conduct

Every officer shall act in good faith, within authority, for Prosper's objectives and with the care reasonably expected of a person entrusted with members, resources, reputation, data or institutional power. A person who does not know whether they have authority shall seek clarification before acting.

CHAPTER 2 - GOVERNANCE ARCHITECTURE AND CHAIN OF COMMAND

Top-down authority and bottom-up accountability

2.1 Governance Levels

Level	Principal Structure	Primary Governance Function
Constitutional Member Level	General Congress	Constitutional/member sovereignty; reserved member decisions; ultimate member accountability.
Apex Governance Level	Founder-President and Board of Directors	Transnational strategy, policy, stewardship, fiduciary oversight and reserved decisions.
Country/National Executive Level	Executive Director and five-officer Executive Secretariat	Professional execution of Board/Presidential policy within country jurisdiction.
County Level	County Director, Deputy and County functional officers	Territorial coordination, supervision, consolidated reporting and program execution.
Subcounty Level	One Subcounty Champion per active Subcounty	Field coordination across wards and CAGs.
Ward Level	One Ward Champion per active Ward	Direct territorial support, communication and CAG performance follow-up.
Grassroots Level	CAG Officials	Member administration, meetings, welfare/program coordination, records, mobilization and local accountability.
Community Level	Members and beneficiaries	Participation, member voice, compliance, needs identification, feedback and community action.

2.2 Formal Chain of Command**Top-Down Authority**

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

Bottom-Up Accountability and Voice

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

2.3 Functional Reporting

Secretariat, Finance, Programs and Welfare officers may communicate directly with their corresponding functional officers at lower levels for technical guidance, standards, data quality, returns and implementation. Functional communication shall ordinarily copy or inform the responsible territorial leader so that technical supervision does not undermine territorial accountability.

2.4 Authorized Bypass of the Chain

The chain of command may be bypassed only where independence, protection or urgency requires it, including safeguarding, whistleblowing, fraud, audit, conflict of interest, serious grievance, legal privilege or an emergency where the normal line is unavailable or implicated. The bypass shall be documented and sent to the next appropriate independent authority.

2.5 No Implied Authority

No office, committee or individual may bind Prosper merely because of seniority, title, popularity, historic involvement or access to Society resources. Financial, contractual, legal, employment, partnership and public-representation authority must be constitutional, policy-based or expressly delegated in writing.

2.6 Governance Escalation Standard

Issue	Normal First Level	Escalation
CAG operational issue	CAG Chairperson/Secretary	Ward Champion -> Subcounty Champion -> County Team
Territorial performance issue	County Director	Country/National Executive Director
Functional technical issue	Relevant functional officer	Country/National functional officer -> ED
Serious disciplinary issue	Immediate competent authority	Higher independent organ / Ethics or Appeals Committee
Safeguarding issue	Approved safeguarding channel	Welfare/Safeguarding lead -> independent safeguarding authority
Financial misconduct	Finance/Audit reporting channel	Finance & Audit Committee / President / Board / external authority as required
Founder/Board constitutional dispute	Presidential/Board dispute mechanism	Independent Constitutional & Ethics Panel -> Congress where reserved

CHAPTER 3 - BOARD OF DIRECTORS

Apex governance, stewardship and transnational oversight

3.1 Status and Purpose

The Board of Directors is Prosper's apex transnational governance, policy and institutional stewardship organ between meetings of Congress. The Board is headed and chaired by the Founder-President during the Founder's active tenure and thereafter by the President in accordance with the Constitution.

Constitutional reference: Article 8 establishes the Board as the apex transnational governance and stewardship organ between meetings of Congress.

3.2 Core Board Portfolios

Core Office	Governance Mandate
Founder-President	Institutional head; Chairperson of the Board; strategic stewardship; presidential authority; high-level appointments and approvals; external relations; resource mobilization; international relations; legal protection; dispute-resolution oversight.
Director Secretariat	Board governance administration; constitutional records; Board secretariat; policy control; membership governance oversight; governance compliance and statutory Secretary-equivalent functions.
Director Finance & Investments	Fiduciary finance oversight; budget and investment governance; audit and risk oversight; enterprise finance and financial sustainability; statutory Treasurer-equivalent functions.
Director Programs	Programs, field operations, implementation oversight, partnerships delivery, research, MEL, expansion and community-development governance.
Director Welfare & Social Impact	Welfare, social protection, safeguarding, health, inclusion, vulnerability and social-impact governance.

3.3 Additional Strategic Directors

The Board may expand up to the constitutional maximum of eleven Directors. Additional portfolios should be activated only where scale, expertise, risk, program opportunity or representation justifies them. Recommended portfolios include:

- Enterprise, Livelihoods & Member Economic Development
- Partnerships, Resource Mobilization & International Relations
- ICT, Data & Digital Transformation
- Gender, Equality & Inclusion
- Youth, Talent, Sports & Innovation
- Legal, Governance, Risk & Institutional Development

3.4 Board Reserved Functions

- approve organizational strategy and major strategic reviews;
- approve annual budgets, risk appetite and major policies;
- approve material investments, major borrowing, country charters, major affiliates/subsidiaries and disposals within constitutional authority;
- oversee institutional performance, audit, risk, compliance and sustainability;
- approve governance systems and the Delegation of Authority Matrix;
- receive reports from the Executive Director and Board Committees;
- protect Prosper's name, assets, reputation, intellectual property and institutional continuity;
- exercise appointment, ratification, removal and succession functions assigned to the Board;
- ensure that member voice and Congress decisions are implemented; and
- avoid interfering in routine execution properly delegated to the Executive Secretariat.

3.5 Board Meetings

Element	Standard
Ordinary Frequency	At least quarterly, with a published annual Board calendar.
Special Meetings	May be convened by the President or in accordance with the Constitution and approved Board procedures.
Agenda	Strategic decisions, performance, finance/risk, programs, welfare, governance/compliance, committees, major appointments and reserved matters.
Papers	Circulated sufficiently in advance except urgent matters; decision papers should state purpose, options, financial/risk implications, recommendation and authority required.
Minutes	Accurate, approved, signed/validated and entered into the controlled Board Minute Register.
Conflicts	Declared before discussion; conflicted members recuse where required.
Action Tracking	Every decision with an action owner, deadline and status; monitored by Director Secretariat/Executive Secretary.

3.6 Board Director Performance

Board service is performance-based stewardship. Each Director shall maintain an annual portfolio work plan and scorecard covering governance obligations, attendance, strategic outputs, policy oversight, resource mobilization/support, institutional development, risk follow-up and leadership contribution. Founding status protects historical standing but does not guarantee permanent control of an active portfolio where performance, capacity or institutional needs require reassignment.

3.7 Founding Directors

Founding Directors shall receive the continuity protection provided by the Constitution. They shall not be displaced casually through ordinary political or electoral cycles during the founding stewardship era. Where a Founding Director can no longer effectively carry an active portfolio, the

President may, in accordance with the Constitution and due process, reassign the portfolio while preserving the individual's Founding Director status through an appropriate Director-at-Large, advisory, committee or institutional-history role.



CHAPTER 4 - OFFICE OF THE FOUNDER-PRESIDENT

Strategic stewardship, reserved authority and institutional continuity

4.1 Constitutional Position

The Founder-President is the institutional head, Head and Chairperson of the Board, chief strategic steward, principal spokesperson and highest executive leadership authority during the protected founding-stewardship tenure established by the Constitution. The President does not report to the Board as a subordinate employee. The Board nevertheless retains collective fiduciary and policy responsibilities assigned to it by the Constitution.

Constitutional reference: Article 9 establishes the Founder-President's protected founding stewardship, reserved authority and relationship with the Board.

4.2 Presidential Governance Powers

- provide overall strategic direction and preserve the founding vision, institutional identity and long-term orientation;
- chair the Board and guide the coordination of Board portfolios;
- exercise final appointment or approval powers expressly assigned to the President;
- appoint or confirm the Executive Director and other senior offices in accordance with the Constitution and this Manual;
- make recommendations on leadership deployment, Board composition, country entry and strategic institutional development;
- authorize high-level representation, strategic partnerships and institutional commitments within constitutional and Board-approved frameworks;
- mediate or refer high-level disputes through approved dispute-resolution mechanisms;
- delegate defined powers in writing to Directors, the Executive Director or designated officers;
- initiate legal, protective or emergency measures necessary to defend Prosper's resources, reputation, data, brand or continuity; and
- require timely information from all organs necessary to discharge presidential stewardship.

4.3 Founder Reserved Matters

During protected Founder-President tenure, the matters designated in the Constitution as Founder Reserved Matters require the Founder-President's written concurrence. No committee, Director or Executive officer may circumvent this protection through an indirect decision having substantially the same effect.

4.4 Presidential Appointments

Where the President has final appointment authority, the normal process shall still include a documented need, eligibility criteria, integrity/competence assessment, conflict check, recommendation record and written instrument of appointment. Presidential final authority therefore strengthens accountability rather than replacing evidence-based appointment practice.

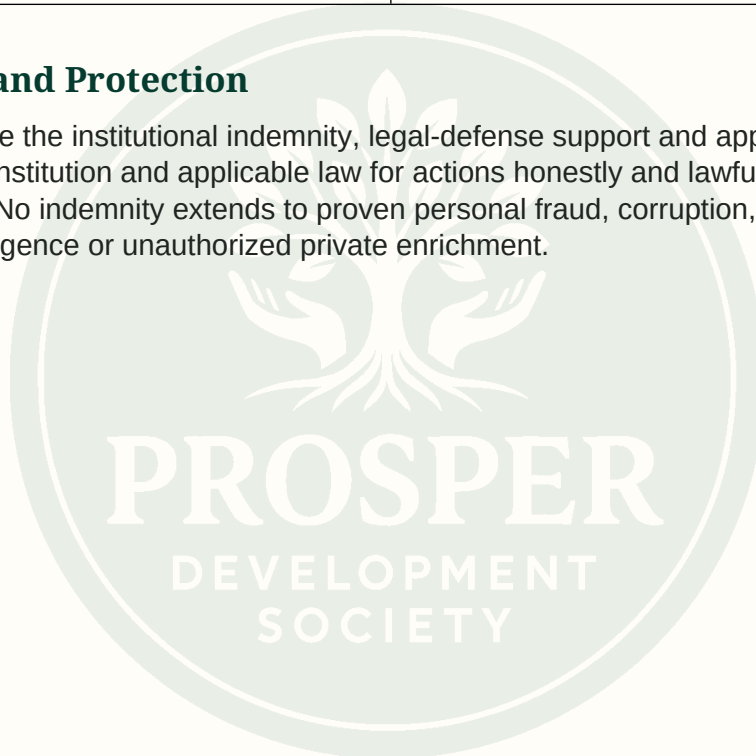
4.5 Delegation by the President

Delegation Rule	Requirement
Written Instrument	State delegate, power, scope, duration, territorial/program limits and reporting requirement.

Delegation Rule	Requirement
No Transfer of Reserved Matter	Founder Reserved Matters may not be delegated unless the Constitution expressly allows it.
Accountability	The delegate is accountable for use; the President retains strategic oversight.
Sub-delegation	Prohibited unless expressly authorized in the instrument.
Revocation	May be varied or revoked in writing, subject to contract/employment due process where applicable.
Emergency Delegation	May be issued for urgent continuity and later recorded in the Delegation Register.

4.6 Indemnity and Protection

Prosper shall provide the institutional indemnity, legal-defense support and appropriate insurance permitted by the Constitution and applicable law for actions honestly and lawfully undertaken in authorized service. No indemnity extends to proven personal fraud, corruption, deliberate criminal conduct, gross negligence or unauthorized private enrichment.



CHAPTER 5 - COUNTRY/NATIONAL EXECUTIVE SECRETARIAT

Professional execution arm of the President and Board

5.1 Purpose and Status

Each recognized Country structure shall have a professional Executive Secretariat as the principal execution arm below the President/Board governance level. Kenya, as the founding country, shall maintain the Kenya/National Executive Secretariat. New countries may establish equivalent Country Executive Secretariats subject to Board approval, a Country Charter and applicable law.

Constitutional reference: Article 10 and Schedule 1 establish the Country/National Executive Secretariat and the five principal executive offices.

5.2 Five Principal Executive Offices

Executive Office	Core Role
Executive Director	Head of the Executive Secretariat; coordinates day-to-day execution; converts Board/Presidential decisions into plans; supervises executive officers and staff; consolidates country performance; manages execution within delegated authority; reports to the President for executive leadership and to the Board on governance, performance and risk matters as required.
Executive Secretary	Executive administration; governance support; records; membership administration; HR coordination; correspondence; meetings; official registers; policy and document control; communications and institutional systems.
Finance Officer	Accounting; banking administration; reconciliations; payment preparation/control; financial reporting; budgeting execution; asset records; compliance returns; technical finance supervision; never unilateral control of the complete payment cycle.
Programs Officer	Programs and field execution; county/champion coordination; field assignments; expansion; partnerships implementation; research; MEL; performance tracking; project delivery and evidence.
Welfare Officer	Welfare administration; social protection; safeguarding; inclusion; member support; claims systems; community accountability; health and vulnerability coordination within policy.

5.3 Executive Director - Authority and Limitations

The Executive Director is the principal professional executive below the President/Board level and is not a Board Director by virtue of title. The ED shall implement approved strategy and budgets, supervise execution, coordinate the Executive Secretariat and represent Prosper only within delegated authority.

- may not amend the Constitution or major policies unilaterally;
- may not override Board- or President-reserved decisions;
- may not appoint or dismiss Board Directors;
- may not commit Prosper beyond delegated financial/contractual thresholds;
- shall not bypass segregation of duties;
- must report material risks, litigation, financial irregularities and safeguarding matters promptly to the appropriate authority.

5.4 Secretariat Operating Rhythm

Cycle	Required Governance Output
Daily	Operational coordination, issue escalation, approvals within delegation, field/welfare/finance controls.
Weekly	Executive coordination meeting; field/operations review; unresolved issue register; priority dashboard.
Monthly	Country performance report; finance and compliance summary; membership/field/welfare dashboard; risk/action tracker.
Quarterly	Board performance pack; strategic progress; budget variance; risk register; governance compliance; major program and welfare performance.
Annually	Strategic work plan; budget inputs; performance agreements; governance calendar; annual report inputs; leadership appraisal evidence.

CHAPTER 6 - COUNTY, CHAMPION AND CAG GOVERNANCE

Territorial administration and grassroots leadership

6.1 County Executive Team

County Office	Governance Function
County Director	Principal territorial leader and accountable head of County execution.
Deputy County Director	Deputizes the County Director; coordinates assigned cross-county priorities and continuity.
County Secretary	Records, membership administration, correspondence, meetings, returns and governance documentation.
County Finance Officer	County finance records, verification, returns, banking follow-up and delegated controls.
County Programs Officer	Field operations, programs, CAG expansion/support, assignments, monitoring and evidence.
County Welfare Officer	Welfare, safeguarding, inclusion, claims coordination and social-impact records.

6.2 Appointment and Accountability of County Teams

County officers are appointed or confirmed through the authority prescribed in the Constitution, this Manual and the approved Appointment Matrix. Appointments shall consider competence, integrity, good standing where membership is required, local understanding, availability, performance capacity, inclusion and absence of disqualifying conflicts.

The County Director is accountable to the Country/National Executive Director. Functional County Officers are territorially accountable through the County Director while maintaining functional reporting to corresponding Country/National officers.

6.3 Subcounty Champions

Prosper shall normally recognize one Subcounty Champion in each active Subcounty. The Subcounty Champion coordinates Ward Champions, consolidates itineraries and reports, supports CAG performance, escalates issues and ensures lawful instructions reach the grassroots. The Champion has no independent authority to contract, borrow, employ, commit funds or bind Prosper unless expressly delegated in writing.

Constitutional reference: Article 5 establishes one Subcounty Champion per active Subcounty and one Ward Champion per active Ward, subject to applicable territorial equivalents.

6.4 Ward Champions

Prosper shall normally recognize one Ward Champion in each active Ward. The Ward Champion is the direct territorial support and communication link to CAGs. The Ward Champion maintains an accurate CAG map, meeting schedule, activity/issue register, mobilization record and reporting evidence required by Field Operations Policy and PIMIS.

6.5 Official CAG Offices

Office	Primary Function	Departmental Alignment
Chairperson	Local leadership, coordination, dispute prevention, institutional direction and accountability.	Presidential
Assistant Chairperson	Deputy leadership and continuity.	Presidential
Secretary	Minutes, membership/records, communication, returns and documentation.	Secretariat
Assistant Secretary	Deputy records and membership administration.	Secretariat
Treasurer	Local finance records and accountability under approved controls.	Finance
Organizing Secretary	Meetings, mobilization, programs and field coordination.	Programs
Assistant Organizing Secretary	Deputy programs/mobilization support.	Programs
Welfare Officer	Welfare, safeguarding, inclusion and member support.	Welfare
Assistant Welfare Officer	Deputy welfare and safeguarding support.	Welfare

6.6 CAG Governance Standards

- maintain a recognized membership list and official leadership register;
- hold meetings at the frequency prescribed by policy and maintain signed or digitally validated minutes;
- maintain attendance, contribution, welfare, program and issue records in approved systems;
- bank or transmit Society funds through authorized channels within required timelines;
- never establish parallel accounts, offices, seals, logos, databases or financial systems without authorization;
- refer member grievances and proposals upward through the chain of command;
- protect Society property, books, banners, devices, credentials and data;
- cooperate with supervisory visits, audits, verification and handover; and
- use the Prosper name and logo only for authorized Society activities.

6.7 Formation, Restructuring, Suspension and Closure of CAGs

The Programs and Secretariat Departments shall jointly administer CAG recognition. Formation requires a documented locality/group basis, minimum membership threshold prescribed by Membership/Field Operations rules, elected or appointed interim officials, orientation, unique CAG identifier and entry in PIMIS. A CAG may be restructured, merged, suspended or closed for inactivity, duplication, governance failure, serious misconduct, unsafe operation or strategic reorganization, subject to due process and protection of member records/funds.

CHAPTER 7 - COMMITTEES, REPRESENTATION AND SPECIALIZED UNITS

Structured participation without parallel power centers

7.1 Five Standing Committee Families

Committee Family	Core Mandate
Presidential Strategy, Leadership, Legal Protection & Dispute Resolution	Strategy; institutional development; nominations; succession; legal protection; reputation; resource mobilization; government/international relations; high-level mediation; presidential advisory matters.
Secretariat, Governance, Membership, Human Resources, ICT & Administration	Governance; constitutional compliance; records; membership; HR; volunteers; ICT/PIMIS; data; communications; cyber governance; administration; quality systems.
Finance, Audit, Risk, Investment, Procurement & Enterprise	Budgets; accounts; audit; risk; internal control; procurement; assets; investments; reserves; enterprise finance; member economic services.
Programs, Partnerships, Field Operations, Research, Talent & Innovation	Programs; projects; field operations; partnerships execution; research; MEL; agriculture; livelihoods; enterprise development; education; youth/talent/sports/arts/innovation.
Welfare, Safeguarding, Health, Gender & Inclusion	Welfare; social protection; safeguarding; health; gender; women; PWD; vulnerable/marginalized persons; family support; community accountability; social impact.

7.2 Committee Formation Rules

- Every committee must have written Terms of Reference approved by the competent authority. *Constitutional reference: Article 6 and Schedule 4 require the five standing committee families and written terms of reference.*
- Every committee must identify its lead constitutional department, chairperson, secretary, membership, quorum, term, meeting cycle and reporting line.
- A committee may recommend, review, investigate or decide only within expressly assigned authority.
- Committee members shall disclose conflicts and recuse where required.
- Committees shall maintain agendas, minutes, decision/action registers and annual work plans.
- Where scale is small, committees may be combined administratively, but all five functional agendas must remain covered.
- Committees may co-opt technical advisers without conferring voting rights unless the Terms of Reference expressly provides otherwise.

7.3 Representative Councils and Platforms

Prosper may establish representative councils or program platforms for Women, Youth, Persons with Disabilities, Faith-Based Organizations/faith communities, Older Persons, Vulnerable and Marginalized Groups, Professionals/Technical Experts, Enterprise Actors, ICT/Digital, Talent/Sports/Culture, Agriculture, Health, Climate/Environment, Diaspora and International Affairs.

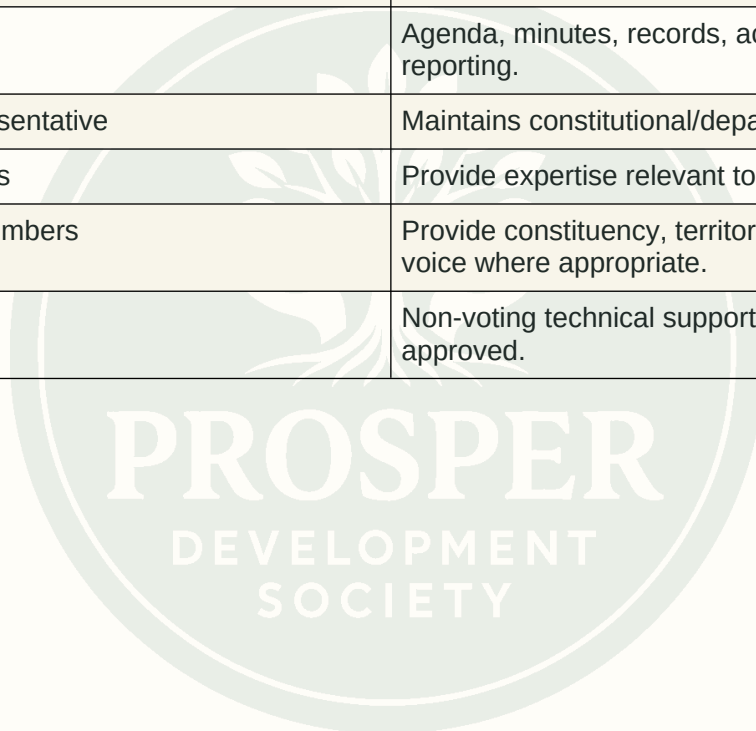
These structures are designed to create genuine participation, opportunity targeting and program leadership without misrepresenting the legal or demographic character of the whole Society.

7.4 Youth-, Women- and PWD-Led Opportunities

Where a donor, government agency or partner requires a youth-led, women-led, PWD-led or other constituency-led implementing structure, Prosper may constitute or activate an appropriately led unit, program platform or affiliate where permitted by law and the funding instrument. Any representation about leadership status must be factually accurate and supported by governance records.

7.5 Standard Committee Composition

Role	Minimum Responsibility
Chairperson	Leads meetings, protects mandate, ensures decisions and conflict management.
Secretary	Agenda, minutes, records, action tracker and reporting.
Department Representative	Maintains constitutional/departmental linkage.
Technical Members	Provide expertise relevant to mandate.
Representative Members	Provide constituency, territorial or beneficiary voice where appropriate.
Co-opted Adviser	Non-voting technical support unless otherwise approved.



CHAPTER 8 - LEADERSHIP APPOINTMENT, TENURE, PERFORMANCE, REMOVAL AND SUCCESSION

A complete governance lifecycle for every office

8.1 General Eligibility Standard

No person has an automatic right to leadership. Eligibility shall be assessed against the Constitution, the specific office profile, integrity, competence, commitment, performance capacity, conflict status and any membership or professional requirements applicable to the office.

Constitutional reference: Article 11 governs appointment, tenure, performance, removal, vacancies, succession and handover.

8.2 Appointment Workflow

Stage	Governance Requirement
1. Need/Position Confirmation	Confirm approved structure, vacancy, budget implications and appointing authority.
2. Role Profile	Issue or confirm role description, competencies, reporting line and performance outcomes.
3. Nomination/Application	Receive nomination, application, succession recommendation or presidential/Board proposal as applicable.
4. Vetting	Verify identity, membership standing where required, qualifications/experience, integrity, conflicts, availability and references proportionate to role.
5. Recommendation	Prepare a written recommendation with reasons and any conditions.
6. Appointment/Confirmation	Competent authority signs appointment, confirmation or deployment instrument.
7. Induction	Constitution, Governance Manual, code of conduct, delegation limits, PIMIS access, safeguarding/data rules and role-specific induction.
8. Performance Agreement	Set targets, reporting cycle, KPIs and probation/initial review where applicable.
9. Register Entry	Enter appointment, tenure, reporting line and access permissions in the Leadership Register/PIMIS.

8.3 Appointment Matrix Principles

Office	Normal Appointment/Confirmation Logic
Founder-President	Protected founding tenure under the Constitution; not subject to ordinary periodic election during active founding stewardship.

Office	Normal Appointment/Confirmation Logic
Founding Directors	Protected continuity under Constitution; active portfolio may be reassigned for performance/capacity while preserving founding status.
Additional/Non-founding Directors	Appointed/elected/ratified as prescribed by Constitution; normally three-year term subject to performance and renewal rules.
Executive Director	Final appointment by President through merit-based documented process after required consultation.
Executive Secretariat Officers	Appointed through approved executive/HR process with presidential/Board involvement where reserved by the Appointment Matrix.
County Director/Deputy/County Officers	Appointed/confirmed through Country/National authority in accordance with approved structure and recommendations.
Subcounty Champion	Appointed through documented territorial process and confirmed by designated Country/County authority.
Ward Champion	Appointed through documented territorial process and confirmed through County/Subcounty chain.
CAG Officials	Selected by members or appointed/interim arrangement as prescribed by Constitution, Membership and CAG governance rules; recorded/recognized by Prosper.

8.4 Performance Management

Every leadership office shall have measurable performance expectations. Appraisal shall consider not only activity volume but integrity, timeliness, evidence quality, team development, resource stewardship, member service, compliance, problem solving and contribution to institutional growth.

Leadership Level	Minimum Review Cycle
Board Directors	Annual formal portfolio appraisal; quarterly scorecard monitoring.
Executive Secretariat	Quarterly performance review; annual appraisal.
County Teams	Monthly dashboard; quarterly review; annual appraisal.
Champions	Weekly/monthly field evidence; quarterly performance review.
CAG Officials	Meeting/activity compliance monthly; structured annual leadership review.
Committees	Quarterly/annual work-plan and attendance/output review.

8.5 Performance Improvement and Reassignment

Where performance is below standard but misconduct is not established, the appropriate response is normally clarification, coaching, support, written performance improvement objectives and review. Reassignment may be used where an individual remains valuable to Prosper but is not suited to the current portfolio. Discipline should not be used to disguise ordinary performance management, and performance management should not be used to avoid due process for serious misconduct.

8.6 Vacancies and Acting Appointments

Every critical office shall have a documented succession or acting arrangement. Acting authority must be in writing, time-limited, entered in the Delegation/Leadership Register and limited to the powers necessary for continuity. An acting officer does not automatically acquire reserved powers of the substantive office.

8.7 Handover

- written handover report;
- return of physical and digital assets;
- transfer of records and registers;
- financial/accountability clearance;
- transfer or revocation of passwords, devices, email and system access;
- list of pending decisions, contracts, cases, partners and risks;
- successor briefing; and
- signed Handover Certificate retained by Secretariat.



CHAPTER 9 - DELEGATION OF AUTHORITY, DECISION RIGHTS AND REPORTING

Who may decide, approve, recommend, verify and execute

9.1 Decision Categories

Decision Type	Meaning
Reserved	Can only be decided by the organ named in the Constitution unless express delegation is permitted.
Approve	Give final authority within delegated scope.
Recommend	Provide reasoned proposal to the approving authority.
Endorse/Concur	Confirm support or required concurrence before final approval.
Initiate	Start a process or prepare a request; not final authority.
Verify	Check facts, compliance, evidence or calculations independently.
Execute	Implement an approved decision.
Report	Provide evidence/status to the accountable authority.
Advise	Provide expertise without decision authority unless separately delegated.

9.2 Authority Matrix

Level	May Normally Decide	Must Escalate
Congress	Constitutional/member reserved matters.	Execution to Board/President after decision.
President	Founder Reserved Matters; senior appointments and high-level approvals assigned by Constitution; written delegations; high-level representation.	Congress/Board where matter is expressly reserved.
Board	Strategy, budget, major policy, material investments/borrowing, risk appetite, country charters, major entities and Board-reserved matters.	Congress or Founder concurrence where constitutionally required.
Executive Director	Routine executive management, contracts, staffing actions and expenditure within approved delegation.	Reserved matters, thresholds, material risk or policy departures.

Level	May Normally Decide	Must Escalate
Executive Officers	Functional execution within approved plans and delegated authority.	Decisions beyond function/threshold or conflicts.
County Team	Territorial implementation within approved plans, budgets and limits.	Country/National decisions, material risk, policy exceptions.
Champions	Field coordination, itineraries, communication, monitoring and reporting.	Financial/contractual/legal decisions unless expressly delegated.
CAG Officials	Grassroots administration, records, meetings and authorized collections/activities.	Any matter binding Prosper outside CAG delegation.

9.3 Written Delegation Register

The Executive Secretary shall maintain a controlled Delegation Register showing delegator, delegate, power, limits, effective date, expiry/review date, sub-delegation permission, revocation date and related instrument. PIMIS roles shall mirror current delegations where technically possible.

9.4 Segregation of Duties

No single person should control initiation, verification, authorization, custody/payment and reconciliation of the same material transaction. The Governance Manual establishes this governance rule; the Finance Policy and Delegation of Authority Matrix shall specify financial thresholds and exact controls.

Constitutional reference: Article 13 and Schedule 10 require segregation of financial duties and prohibit implied or unlimited authority.

9.5 Accountability for Delegated Power

A delegate is personally accountable for lawful and proper exercise of delegated power. The delegator remains accountable for choosing, defining, monitoring and, where necessary, correcting or revoking the delegation. Delegation is not a mechanism for transferring blame.

CHAPTER 10 - MEETINGS, DECISIONS, RESOLUTIONS AND GOVERNANCE RECORDS

Making decisions valid, traceable and implementable

10.1 Meeting Classes

Meeting	Purpose
Congress	Constitutional/member reserved decisions, reports, elections/ratification where applicable and ultimate accountability.
Board	Apex policy, strategy, fiduciary and reserved governance decisions.
Executive Secretariat	Execution coordination and operational management.
County Team	Territorial coordination, performance and issue resolution.
Champion Coordination	Field planning, CAG support, itinerary/performance follow-up.
CAG Meeting	Member participation, local administration, welfare/program activity, records and member voice.
Committee Meeting	Specialized oversight/advice/decision within Terms of Reference.
Emergency Meeting	Urgent decision where delay would materially harm people, resources, legality or continuity.

10.2 Notice, Agenda and Papers

Meeting notice shall follow the Constitution and the applicable Terms of Reference. Every material meeting should state date, time, venue/platform, purpose, agenda, participants, papers required and responsible secretary. Late papers may be accepted for genuine urgency but should be recorded as such.

10.3 Quorum and Voting

Quorum and voting requirements shall be those prescribed by the Constitution, the relevant Terms of Reference or approved rules. A meeting that loses quorum may discuss or receive information but shall not take binding decisions requiring quorum. Abstentions and recusals shall be recorded where material.

10.4 Decision Standard

A formal decision should identify: the matter; authority; evidence considered; conflict declarations; resolution text; responsible officer; budget/funding implication where relevant; deadline; and reporting requirement. Major decisions should be assigned a unique resolution number.

10.5 Written and Circular Resolutions

Where permitted by the Constitution or Terms of Reference, a resolution may be approved in writing or electronically without a physical meeting. The secretary shall preserve the text, voters/approvers,

date, quorum/threshold evidence and any dissent. Circular resolutions shall be entered into the next meeting record.

10.6 Virtual and Hybrid Meetings

Virtual or hybrid participation is valid where identity, notice, participation, quorum, voting integrity and records can reasonably be verified. Sensitive matters may require enhanced authentication or restricted access.

10.7 Minute Standard

- meeting identity/date/time/place/platform;
- attendance, apologies and quorum;
- agenda;
- declarations of interest and recusals;
- summary of material deliberation without attributing unnecessary personal comments;
- exact resolutions and voting outcome where relevant;
- action owners and deadlines;
- documents tabled or linked;
- approval/signature or digital validation; and
- filing location/reference.



CHAPTER 11 - ETHICS, CONFLICT OF INTEREST, DISCIPLINE, GRIEVANCES AND DISPUTE RESOLUTION

Protecting people, fairness, reputation and institutional integrity

11.1 Leadership Ethics

All leaders shall uphold honesty, confidentiality, respect, lawful authority, non-discrimination, prudent use of resources, safeguarding, professional communication and loyalty to Prosper's legitimate institutional interests. Leadership office shall not be used to intimidate members, extract private payments, divert opportunities, create unauthorized structures or damage competitors through unlawful conduct.

Constitutional reference: Articles 18, 19 and 22 govern integrity, records, human rights, safeguarding, discipline, grievances and dispute resolution.

11.2 Conflict of Interest

A conflict of interest exists where personal, family, financial, political, professional or other interests could improperly influence - or reasonably appear to influence - official judgment. Conflicts shall be disclosed on appointment, annually and whenever they arise.

Conflict Situation	Required Action
Procurement/contract involving related person	Declare; recuse from evaluation/approval; independent review.
Appointment involving close relative/associate	Declare; withdraw from decisive role; document independent merit process.
Personal financial interest in partner/investment	Declare; recuse; assess whether transaction should proceed.
Dispute involving decision-maker personally	Transfer matter to independent authority.
Gifts/hospitality that may influence judgment	Decline or disclose/record according to policy.

11.3 Grounds for Discipline

- fraud, theft or misuse of funds/assets;
- falsification or destruction of records;
- harassment, violence, discrimination or safeguarding breach;
- corruption, bribery or conflict-of-interest abuse;
- serious insubordination or deliberate obstruction of lawful Society activity;
- unauthorized disclosure or misuse of protected information;
- impersonation, misuse of Prosper identity or unauthorized commitments;
- persistent material breach of duties or failure to account;
- retaliation against a whistleblower, complainant or witness; and
- other serious conduct inconsistent with the Constitution or this Manual.

11.4 Fair Disciplinary Workflow

Stage	Minimum Standard
Preliminary Assessment	Determine jurisdiction, urgency, safeguarding/financial risk and whether interim measures are required.

Stage	Minimum Standard
Notice	Give clear allegations and relevant material unless lawful confidentiality restricts disclosure.
Response	Allow reasonable opportunity to respond and provide evidence.
Investigation/Hearing	Impartial fact-finding by competent authority; conflicted persons excluded.
Decision	Written, reasoned, proportionate and based on evidence.
Sanction/Remedy	Warning, restitution, performance action, suspension, removal from assignment/office, membership sanction or referral as authorized.
Appeal	Access to a higher independent organ; original decision-maker does not determine appeal.
Closure	Record outcome, actions, lessons and access changes; preserve confidentiality.

11.5 Interim Measures

Temporary suspension of authority, system access, custody or assignment may be used where necessary to protect people, evidence, funds, data, reputation or an investigation. An interim measure is not a finding of guilt and should be reviewed promptly.

11.6 Grievance and Dispute Path

Normal Internal Path

Direct resolution/CAG mediation -> County review -> Country/National Secretariat or Board review -> independent Appeals/Ethics mechanism -> Congress where reserved. External legal or regulatory remedies remain available where internal processes are inappropriate, exhausted or not legally required.

CHAPTER 12 - GOVERNANCE OF FINANCE, PROGRAMS, WELFARE, PARTNERSHIPS AND RESOURCES

Governance controls around technical policies

12.1 Relationship with Technical Policies

This Manual does not replace the Finance Policy, Welfare Policy, Field Operations Policy, Programs Manual or future technical policies. It defines who governs, approves, oversees, reports and escalates. Technical policies define detailed operational rules, rates, thresholds and procedures.

12.2 Financial Governance Oversight

- Board approval of annual budget and major financial policies;
- Finance & Audit Committee oversight of accounts, audit, risk, procurement and investment;
- clear delegation thresholds;
- segregation of duties and independent reconciliation;
- accurate reporting from CAG to County to Country/National level;
- protection and separate accounting of member, welfare, donor, restricted and operational funds;
- asset registers, procurement records and audit trails;
- prompt escalation of suspected fraud or loss; and
- no officer approving their own reimbursement or remuneration.

12.2A Governance of Member Economic Services and ProChama

The Board retains governance oversight of material member-economic products while Finance and Programs administer approved Product Schedules. ProChama shall use protected member-fund accounting, documented Master Circles and Payout Pods, clear activation/liquidity controls, verified payout channels, Digital Passbook visibility and a complaints/audit trail. Operational contribution bands, administration fees, caps and rotation rules shall be maintained in the Enterprise/Savings/Credit/Investment Framework and Finance schedules so they can be reviewed without rewriting this Manual.

12.2B Governance of Stipends, Incentives and Commissions

Prosper shall distinguish regular-duty stipends, assignment stipends/retainers, results-based incentives/commissions and facilitation/reimbursements. Rates, formulas, caps and effective dates shall be controlled through HR, Finance and Field Operations schedules. No title alone creates a payment entitlement and no officer approves their own pay. A verified assignment stipend and a separately earned results-based commission may both apply to the same assignment because they reward different elements - work performed and result achieved - provided each is independently authorized, calculated and verified. Duplicate payment within the same class is prohibited, and collection-based incentives shall be calculated only after verified gross collections are banked/reconciled.

12.3 Programs Governance

Programs shall be linked to Prosper's strategic objects, approved budgets and accountable program owners. Material projects should have a concept/approval record, responsible department, beneficiaries, budget, risk/safeguarding assessment, monitoring indicators, partner obligations and close-out/reporting requirements.

12.4 Welfare Governance

Welfare decisions must comply with the Welfare Policy, member eligibility rules, verification standards, approval authority, dignity/confidentiality and independent records. No territorial leader

may promise benefits outside approved policy or create parallel welfare levies or funds without authority.

12.5 Partnership Governance

No partnership, MOU, sponsorship, donor commitment, public statement or use of Prosper's brand may be entered into by an unauthorized person. Material partnerships must be reviewed for strategic fit, legal/financial risk, safeguarding/data implications, branding, reporting burden, conflict of interest and authority to sign.

12.6 Representation and Spokespersons

The Founder-President is the principal institutional spokesperson. Other spokespersons or representatives act through office, mandate or written delegation. Technical officers may speak within their professional remit where authorized. Personal opinions must not be presented as official Prosper positions.



CHAPTER 13 - GOVERNANCE ACCOUNTABILITY, RISK, COMPLIANCE AND INSTITUTIONAL ASSURANCE

Making governance measurable and defensible

13.1 Governance Assurance Framework

Assurance Layer	Responsibility
First Line - Management/Operations	Officers and managers own risks, controls, records and compliance in daily execution.
Second Line - Functional Oversight	Finance, Secretariat, Safeguarding, Risk/Compliance and committees monitor standards and advise.
Third Line - Independent Assurance	Internal audit/review and external audit or independent evaluations where applicable.
Board Oversight	Board reviews assurance, significant risks, corrective actions and institutional resilience.
Member Accountability	Congress and member-access mechanisms receive appropriate reports and exercise reserved accountability rights.

13.2 Governance Risk Register

Prosper shall maintain an institutional risk register covering at least governance, finance, welfare liabilities, safeguarding, data/cybersecurity, legal/regulatory, people, reputation, partnerships, program delivery, fraud, operational continuity and country expansion. Each material risk shall have an owner, rating, controls, action and review date.

13.3 Governance Compliance Calendar

The Secretariat shall maintain an annual compliance calendar covering Board/Congress meetings, statutory filings, tax/compliance dates, audits, policy reviews, leadership declarations, insurance, licenses/registrations, donor reports, data/safeguarding reviews and other obligations.

13.4 Minimum Governance Dashboard

Area	Example Indicator
Board	Meeting attendance; decisions closed on time; policy review status.
Leadership	Positions filled; appraisals completed; handovers outstanding.
Membership Governance	CAGs active; registers current; unresolved grievances.
Finance Governance	Reports/reconciliations timely; audit issues; exceptions.
Programs	Field reporting completion; assignment/report-back compliance; project milestones.

Area	Example Indicator
Welfare/Safeguarding	Claims turnaround; unresolved safeguarding cases; confidentiality breaches.
Data/ICT	User-access review; backup status; incidents.
Risk/Compliance	High risks overdue; statutory/donor deadlines; conflicts declared.

13.5 Records and Legal Hold

Governance records shall be retained according to approved retention schedules and legal requirements. Records relevant to litigation, investigation, audit, disciplinary action or regulatory inquiry shall not be destroyed while a legal hold applies.



CHAPTER 14 - COUNTRY EXPANSION AND INTERNATIONAL GOVERNANCE

Scaling Prosper beyond Kenya without losing control

14.1 Founding Jurisdiction

Prosper originates in Kenya and shall continue to respect the Constitution and applicable laws of its founding jurisdiction. International operations shall also comply with the laws of each host country and with any registration, affiliation, tax, labor, financial, data, safeguarding and reporting requirements applicable there.

Constitutional reference: Articles 1, 3, 5, 10 and Schedule 11 support lawful country expansion while preserving Kenya as the founding jurisdiction.

14.2 Country Entry Process

Stage	Governance Requirement
Strategic Case	Need, opportunity, member/partner demand, program fit and sustainability.
Legal/Regulatory Review	Local legal form, registration, tax, employment, financial and data requirements.
Risk Assessment	Political, financial, safeguarding, reputational, operational and partner risks.
Board Approval	Formal country-entry resolution and, where required, Founder-President concurrence.
Country Charter	Relationship to Prosper, governance structure, offices, reporting, funds, brand, data and dispute rules.
Executive Secretariat	Appoint Country Executive Director and five-officer executive structure proportionate to scale.
Territorial Rollout	Map local equivalents of county/subcounty/ward where appropriate.
Systems Integration	PIMIS, finance, brand, reporting, safeguarding and controlled records.
Annual Review	Country performance, compliance and strategic continuation.

14.3 Country Autonomy and Limits

Country structures may adapt operational arrangements to local law and context but may not alter Prosper's core name, values, Founder/Board authority, five-department architecture or transnational brand without authorization. Country charters must define what is local, what is shared and what remains reserved to the apex Board/President.

14.4 Government and Development Alignment

Country structures should position Prosper as a complementary development institution capable of supporting lawful government priorities, community delivery, partnerships, donor programs, social protection, enterprise and local development. Prosper does not claim sovereign governmental

authority; its internal governance may use clear administrative structures inspired by public administration while remaining a lawful independent Society and development institution.



CHAPTER 15 - GOVERNANCE ADMINISTRATION, REVIEW, AMENDMENT AND IMPLEMENTATION

Keeping the Manual current, controlled and enforceable

15.1 Custody

The Director Secretariat is the Board-level custodian of this Manual. The Executive Secretary administers controlled copies, version registers, distribution, acknowledgment and implementation records.

15.2 Interpretation

Questions of routine interpretation may be addressed by the Director Secretariat and Executive Director. Material constitutional interpretation shall be referred to the President and Board, with independent legal or constitutional advice where appropriate. No interpretation may amend the Constitution by implication.

15.3 Review

This Manual shall be reviewed at least once every three years and earlier where there is a constitutional amendment, new country entry, major restructuring, material audit finding, legal/regulatory change, serious governance failure or strategic need.

15.4 Amendment

Amendments to this Manual require Board approval unless the Constitution reserves the particular matter to Congress or another authority. Technical appendices, templates, registers and non-substantive administrative details may be updated by the competent authority where the Manual expressly permits, provided no constitutional or Board-reserved rule is altered.

15.5 Implementation Responsibilities

Office	Implementation Responsibility
Founder-President	Institutional stewardship, high-level direction and enforcement of reserved authority.
Board	Oversight, policy approval, review and governance assurance.
Director Secretariat	Board custodian of Manual and governance system.
Executive Director	Executive implementation across Country/National Secretariat and territorial structures.
Executive Secretary	Document control, training coordination, registers, meetings and governance records.
County Directors	Territorial implementation and compliance.
Champions	Field communication, support and reporting.
CAG Officials	Grassroots implementation and member communication.
All Officers/Members	Comply with relevant provisions, protect records and report misconduct or ambiguity.



SCHEDULE 1 - MASTER ORGANIZATIONAL AND REPORTING STRUCTURE

Governance hierarchy at a glance

Apex and Executive Structure

GENERAL CONGRESS

↓

FOUNDER-PRESIDENT / PRESIDENT + BOARD OF DIRECTORS

↓

COUNTRY/NATIONAL EXECUTIVE DIRECTOR

↓

EXECUTIVE SECRETARIAT: Executive Director | Executive Secretary | Finance Officer |
Programs Officer | Welfare Officer

↓

COUNTY EXECUTIVE TEAM

↓

SUBCOUNTY CHAMPION

↓

WARD CHAMPION

↓

CAG OFFICIALS

↓

MEMBERS / BENEFICIARIES

Functional reporting operates horizontally/vertically through Secretariat, Finance, Programs and Welfare lines while territorial accountability remains through the Country, County, Subcounty, Ward and CAG leadership chain.

Five-Department Functional Architecture

Department	Board-Level Anchor	Executive/Field Alignment
Presidential	Founder-President / President	Country ED; County Director; CAG Chair/Assistant Chair
Secretariat	Director Secretariat	Executive Secretary; County Secretary; CAG Secretary/Assistant Secretary
Finance	Director Finance & Investments	Finance Officer; County Finance Officer; CAG Treasurer
Programs	Director Programs	Programs Officer; County Programs Officer; Champions; CAG Organizing/Assistant Organizing Secretary
Welfare	Director Welfare & Social Impact	Welfare Officer; County Welfare Officer; CAG Welfare/Assistant Welfare Officer

SCHEDULE 2 - GOVERNANCE MEETING CALENDAR

Minimum rhythm; detailed dates set annually

Organ/Structure	Minimum Normal Frequency	Core Outputs
Congress	As required by Constitution; ordinarily annual general accountability cycle	Constitutional/member decisions, reports, audit/accountability, elections/ratifications where applicable.
Board	Quarterly	Strategy, budget/risk oversight, policy, performance, major decisions.
Board Committees	Quarterly or more often by mandate	Recommendations, assurance, action tracking.
Executive Secretariat	Weekly	Execution priorities, risks, field/finance/welfare coordination.
County Team	At least monthly	County performance, CAG/Champion issues, returns.
Subcounty/Ward Coordination	At least monthly or aligned to field calendar	CAG schedules, performance, issues, support.
CAG	As prescribed by CAG/Field Operations rules	Member business, attendance, records, welfare/program activity, voice.



SCHEDULE 3 - DELEGATION OF AUTHORITY REGISTER TEMPLATE

Ref	Delegator	Delegate	Power / Decision Right	Scope / Threshold	Effective	Review/ Expiry	Sub-delegation	Status

A delegation is ineffective for controlled purposes until recorded or otherwise formally issued in an approved instrument, except where emergency action is lawfully required and subsequently regularized.



SCHEDULE 4 - LEADERSHIP APPOINTMENT AND VETTING CHECKLIST

Check	Evidence / Result	Verified By	Date
Approved position / vacancy			
Role description and reporting line			
Identity and contact verification			
Membership good standing if required			
Competence/ experience evidence			
Integrity / disciplinary history check			
Conflict-of-interest declaration			
Reference/background checks proportionate to role			
Inclusion/ representation considerations			
Recommendation recorded			
Appointment/ confirmation instrument signed			
Induction completed			
PIMIS/Leadership Register updated			
Access rights issued and approved			
Performance agreement signed			

SCHEDULE 5 - LEADERSHIP PERFORMANCE SCORECARD

Dimension	Weighting Guidance	Evidence Examples
Governance Compliance	15%	Attendance, reports, declarations, policy compliance.
Portfolio Delivery	25%	Targets, projects, assignments, outputs.
Accountability & Records	15%	Timely evidence, financial/administrative returns.
Member/Stakeholder Service	10%	Responsiveness, issue resolution, feedback.
Team Leadership & Development	10%	Delegation, mentoring, coordination, succession.
Integrity & Risk Management	10%	Conflicts, safeguarding, fraud/risk follow-up.
Institutional Growth & Resource Contribution	10%	Partnerships, mobilization, expansion, innovation.
Learning & Improvement	5%	Training, corrective action, innovation.

Weights may be adjusted by role while preserving balanced assessment. Performance should not be reduced to membership recruitment or financial mobilization alone.

SCHEDULE 6 - COMMITTEE TERMS OF REFERENCE TEMPLATE

Committee Name: _____

Lead Constitutional Department:

Purpose: _____

Authority / Decision Rights:

Membership and Representation:

Chairperson: _____

Secretary: _____

Quorum: _____

Meeting Frequency: _____

Term: _____

Conflict-of-Interest Rules:

Reports To: _____

Annual Deliverables / KPIs:

Records and Confidentiality:

Review Date: _____

SCHEDULE 7 - GOVERNANCE RESOLUTION REGISTER TEMPLATE

Resolution No.	Date	Organ	Decision / Resolution	Authority	Action Owner	Due Date	Status / Evidence



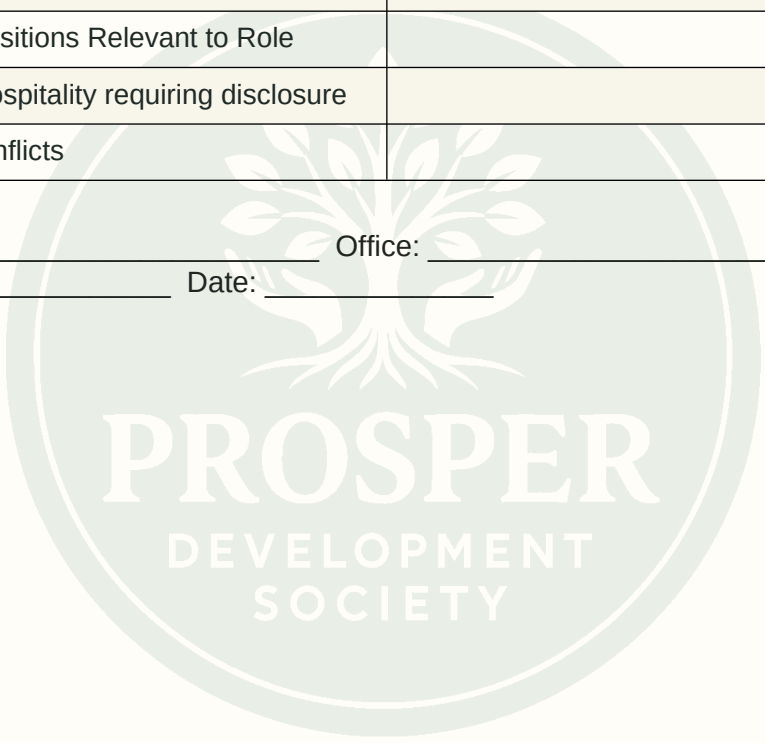
SCHEDULE 8 - CONFLICT OF INTEREST DECLARATION

I declare that I have disclosed all actual, potential or perceived conflicts of interest relevant to my role in Prosper Development Society and undertake to update this declaration whenever circumstances change.

Disclosure Area	Declaration / Details
Businesses / Financial Interests	
Directorships / Leadership Positions Elsewhere	
Close Relatives / Associates with Potential Prosper Dealings	
Political / Public Positions Relevant to Role	
Gifts / Benefits / Hospitality requiring disclosure	
Other Potential Conflicts	

Name: _____ Office: _____

Signature: _____ Date: _____



PROSPER
DEVELOPMENT
SOCIETY

SCHEDULE 9 - HANDOVER CERTIFICATE

Handover Item	Status / Reference
Governance records and files	
Financial/accountability records and pending items	
Physical assets / inventory	
Digital accounts, devices and access credentials	
Contracts / partners / commitments	
Pending disputes / legal / disciplinary matters	
Current projects / field assignments	
Risk and issue register	
Successor briefing completed	
Access revoked/transferred by authorized administrator	

Outgoing Officer: _____ Incoming Officer: _____
 Witness/Supervisor: _____ Date: _____

SCHEDULE 10 - GOVERNANCE GRIEVANCE / INCIDENT INTAKE FORM

Field	Details
Reference Number	
Date Received	
Complainant / Reporter (or protected anonymous code)	
Office / CAG / Location	
Nature of Matter	
Persons/Offices Implicated	
Immediate Safety / Financial / Data Risk	
Evidence Attached	
Conflict Check	
Assigned Authority	
Interim Measures	
Outcome / Referral	
Appeal / Closure Status	

SCHEDULE 11 - MINIMUM GOVERNANCE REGISTERS

Register	Custodian / Lead	Minimum Content
Board & Committee Register	Director Secretariat	Membership, terms, attendance, declarations, committee TORs.
Leadership Register	Executive Secretary	Office, person, appointment, term, reporting line, status, PIMIS ID.
Delegation Register	Executive Secretary	Delegator, delegate, power, limits, dates and status.
Resolution Register	Relevant Secretary / Executive Secretary consolidated	Decision number, authority, action, deadline, status.
Conflict-of-Interest Register	Secretariat/Governance	Annual and event disclosures; recusals.
CAG/Branch Register	Secretariat/Programs	CAG code, location, officials, status, meeting day and territory.
Governance Grievance/Discipline Register	Authorized confidential custodian	Case reference, status, authority, outcome; restricted access.
Governance Risk Register	Executive Director / Governance/Risk lead	Risk, owner, rating, controls, actions, review.
Policy & Controlled Document Register	Director Secretariat / Executive Secretary	Document code, version, approval, effective date, review date.
Handover & Clearance Register	Executive Secretary / HR	Outgoing office, clearance, assets, access and successor.

SCHEDULE 12 - GOVERNANCE IMPLEMENTATION CHECKLIST

First 90 days after adoption

- Issue controlled copies and obtain acknowledgment from Board and Executive Secretariat.
- Confirm Leadership Register for Board, Executive Secretariat, County Teams, Champions and CAG officials.
- Approve detailed Appointment Matrix and Delegation of Authority Matrix.
- Activate five Board committee families and approve Terms of Reference.
- Map existing specialized/representative units to the five departments.
- Align PIMIS roles and access with the governance hierarchy and delegations.
- Establish annual Board, Executive and territorial governance calendars.
- Complete conflict-of-interest declarations for senior leaders.
- Set annual leadership performance agreements and scorecards.
- Align Finance, Membership, Welfare, Field Operations and subsequent policies to this Manual.
- Train County Directors, Champions and CAG officials on chain of command and reporting.
- Establish controlled registers and migrate existing governance records.
- Review all existing titles/appointments and regularize inconsistencies.
- Complete the first governance compliance review and Board report within 90 days.



CERTIFICATION AND ADOPTION

Adopted governance instrument of Prosper Development Society

We certify that this Master Governance Manual of Prosper Development Society was duly considered and adopted as the Society's binding internal Governance Manual at a duly convened meeting of the Board of Directors held on 1 June 2026, to take effect immediately and to be read together with the Master Working Constitution and all lawful subsidiary policies and instruments.

The Board further directs all organs, officers, committees, staff, volunteers, members and delegated representatives to align their governance practices, appointments, records, reporting lines and decision-making with this Manual.

Office	Name (print clearly)	Signature	Date signed
Founder-President / Chairperson of the Board	Gago Leakey Acharry		
Director Secretariat			
Director Finance & Investments			
Director Programs			
Director Welfare & Social Impact			

OFFICIAL SEAL / STAMP

 Affix Official Seal / Stamp Here

Certification Note

This adoption certifies the Manual as an internal governance instrument. It does not by itself amend statutory registration records or replace any approval required by applicable law for amendments to the Society's registered Constitution.



ANNEX A - CONSTITUTION-TO-MANUAL GOVERNANCE CROSS-REFERENCE

Reference map for administrators, auditors and partners

Constitution Provision	Governance Manual Operationalization
Article 5 - CAGs, Champions and Territorial Structure	Chapters 2 and 6; Schedules 1, 4 and 11.
Article 6 - Organs, Five Departments, Committees and Representation	Chapters 2 and 7; Schedules 1 and 6.
Article 7 - General Congress	Chapters 2, 9 and 10.
Article 8 - Board of Directors	Chapter 3; Chapters 9, 10 and 13.
Article 9 - Founder-President	Chapter 4; Chapters 8 and 9.
Article 10 - Country/National Secretariat, County, Champions, CAGs	Chapters 5 and 6.
Article 11 - Tenure, Appointment, Performance, Removal and Succession	Chapter 8; Schedules 4, 5 and 9.
Article 12 - Meetings and Decision-Making	Chapter 10; Schedules 2 and 7.
Articles 13-16 - Finance, Economic Services, Welfare, Programs/Partnerships	Chapter 12 - governance interfaces; detailed technical policies remain controlling within their domain.
Article 17 - Staff, Volunteers, Consultants	Chapter 8 and executive governance; detailed HR Policy to follow.
Article 18 - Ethics, Records, Reputation, Transparency	Chapters 10, 11 and 13.
Article 19 - Human Rights, Inclusion, Safeguarding	Chapters 7 and 11; detailed Safeguarding Policy to follow.
Article 20 - Data, Digital Governance, Official Channels, IP	Chapters 10 and 13; detailed ICT/Data Policy to follow.
Article 21 - Strategy, Risk, MEL	Chapters 12-14.
Article 22 - Discipline, Grievances, Disputes	Chapter 11; Schedule 10.
Schedules 1, 4 and 10	Chapters 2, 7 and 9 respectively.