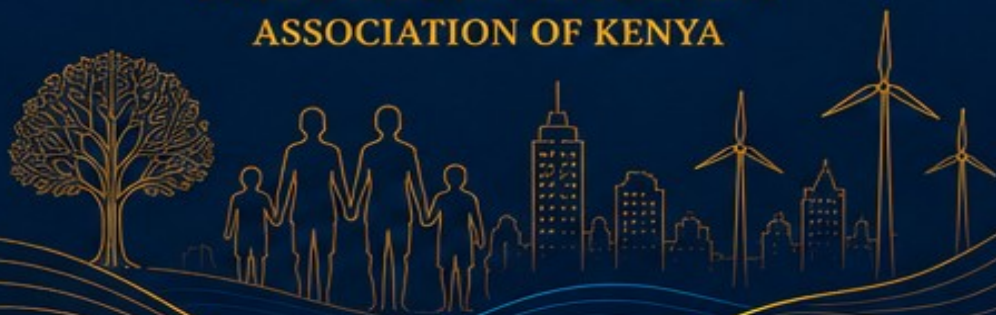




— SIMAK —

CONSTITUTION AND RULES

SOCIAL IMPACT MANAGEMENT
ASSOCIATION OF KENYA



2026



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Nairobi, Kenya

Table of Contents

1. NAME.....	4
2. VISION.....	4
3. MISSION.....	4
4. OBJECTS.....	4
5. MEMBERSHIP.....	6
Membership and subscription fee.....	9
6. OFFICE BEARERS.....	11
7. DUTIES OF OFFICE BEARERS.....	12
8. THE COUNCIL.....	14
9. DUTIES OF THE COUNCIL.....	15
10. THE SECRETARIAT.....	15
11. EX-OFFICIO MEMBERS.....	16
12. GENERAL MEETINGS.....	16
13. PROCEDURE AT MEETINGS.....	18
14. TRUSTEES.....	18
15. AUDITOR.....	19
16. FUNDS.....	20
17. BRANCHES.....	21
18. AMENDMENTS TO THE CONSTITUTION.....	22
19. DISSOLUTION.....	22
20. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS	23

1. NAME

The name of the Association shall be Social Impact Management Association of Kenya
(In this constitution referred to as “**SIMAK**”).

2. VISION

A Kenya where development investments, policies, and institutions generate measurable, equitable, and sustainable social value for people, communities, and future generations.

3. MISSION

To support government(s), development partners, private sector actors, and communities to implement development investments responsibly, manage social impacts, maximize social value, strengthen resilience, and ensure accountable, inclusive and sustainable development outcomes in Kenya.

4. OBJECTS

- a) To ensure that development investments deliberately create measurable improvements in people's lives, livelihoods, wellbeing, and opportunities.

- b) To identify, prevent, mitigate, and monitor social risks associated with public and private sector investments.
- c) To promote meaningful participation, transparency, and trust between institutions and communities.
- d) To ensure that development benefits are accessible to all segments of society, especially vulnerable and marginalized populations
- e) To strengthen the capacity of communities to withstand and adapt to economic, environmental, social, and climate-related shocks.
- f) To build the capacities of governments, development agencies, financial institutions, NGOs, and private sector actors to promote social accountability, enhance social safeguards and manage social impacts effectively.
- g) To establish systems for evidence-driven monitoring, tracking social outcomes and impact of development investments.
- h) To support governments and regional institutions in integrating social sustainability into development planning and governance.
- i) To ensure inclusive and fair socio-economic investment that translates into improved livelihoods and shared prosperity.
- j) To serve as a regional center of excellence for social innovation, research, and learning.
- k) To develop, adopt and promote acceptable industry standards, operational guidelines, frameworks, ethics, compliance mechanisms, and best practices for Social Impact Management in Kenya.

- l) To facilitate learning, professional development, networking, collaboration and knowledge production and sharing, learning, and skill updating opportunities for members.
- m) To form, join and promote regional networks and partnerships with like-minded actors including but not limited to government, non-government and private institutions, expert groups, development agencies, RECs, academia, social policy think tanks, private sector, community-based and civil society organization with shared aims and objectives.
- n) To mobilize, generate and invest resources towards the pursuance of the objects of the Association.
- o) To promote and provide standardized criteria-based accreditation for individuals and corporates practicing social impact assessment and management in the country.

5. MEMBERSHIP

- a) SIMAK shall be a criteria-based membership association; hence the Council shall establish, promote and update the criteria subject to approval by the annual general assembly.
- b) SIMAK shall be both individual and corporate membership association
- c) Membership shall be open to Kenyans professionally trained and engaged in disciplines and professions in or relevant to the practice of Social Impact Management,

including but not limited to Social Impact Assessment (SIA), Social Accountability and Auditing, Social Policy, Research, Teaching and Training, Social Advocacy, inclusion, Safeguarding and as may be deemed appropriate during the annual membership criteria review.

- d) Non-Kenyans qualified to practice in other jurisdictions may acquire temporary membership and relevant accreditation as may be determined by the Council on a case-to-case basis.
- e) SIMAK will issue guidelines to clarify on training requirements, applicable fees, and any other requirements
- f) After the enactment of this constitution, all guidelines and regulations mentioned herein shall be made available within but not later than 2 years.
- g) There are three categories of membership to SIMAK as follows:
 - i) Lead Expert, where a member who wishes to be registered under this category shall fulfill the following criteria:
 - a. Must have a degree in social science, preferably in the following disciplines: Sociology, Social Work, Anthropology, Community Development, Socio- Economics, Gender Studies (or any other related field in social science as determined by the council on a case by case basis).

- b. Has attained a minimum of 10 years in Social Impact Management practice.
- c. Provide evidence of preparation or implementation of at least 5 Environmental and Social Impact Assessments, Resettlement Action Plan or Social Assessment.
- d. Make a verbal presentation of a project report the prospective member has completed in the last 5 (five) years before a panel of peers who are members of SIMAK.
- e. Has practiced as an associate expert for 5 years.

ii. **Associate Expert**, where a member who wishes to be registered under this category shall fulfill the following criteria:

- 1) Minimum of an undergraduate degree in social science, preferably in the following disciplines: Sociology, Social Work, Anthropology, Community Development, Social Economics, Gender Studies (or any other related social sciences as determined by the council on a case by case basis).
- 2) or Minimum of an undergraduate degree in other disciplines and completion of the prescribed Social Impact Management courses from an accredited institution.

- 3) Has attained a minimum of 5 years in Social Impact Management practice.
- 4) Produce evidence of participation in the preparation or implementation of at least two Social Impact Management reports
- 5) Make a verbal presentation of a project report that the prospective member participated in and which has been completed in the last 5 (five) years before a panel of peers who are members of SIMAK.

iii) **Graduate Member**, where a member who wishes to be registered under this category shall fulfill the following criteria:

- 1) Undergraduate degree in social sciences or a discipline required in the practice of SIA, OR
- 2) Diploma in sociology (or any other social sciences) and 3 years Social Impact Management experience

iv). Corporate members- Consulting firms registered in Kenya or within other jurisdictions with grounded practice in Social Impact Management fields. Such firms must have at least one lead expert as a director and at least two members of staff qualified to be associate experts.

Membership and subscription fee

- a) A person who wishes to join SIMAK as a lead expert shall become a member on payment of subscription fee of Kshs.10,000 (Ten thousand Kenya Shillings Only) renewable annually.
- b) A person who wishes to join SIMAK as an associate expert shall become a member on payment of subscription fee of Kshs. 5,000 (Five thousand Kenya Shillings Only) renewable annually
- c) A person who wishes to join SIMAK as a graduate member shall become a member on payment of subscription fee of Kshs. 2,000 (Two thousand Kenya Shillings Only) renewable annually.
- d) A consulting firm which wishes to join SIMAK as a corporate member shall pay an Annual subscription fee of Kshs. 50,000 renewable annually.
- e) Every member shall pay annual subscription fee not later than the 15th day of the month on which their membership renewal is due. Provided that members shall attain 5 (five) continuous professional development points each year in order for them to be eligible to renew their subscription (The points are accrued from completion of prescribed courses or participation in seminars and trainings organized by SIMAK.
- f) Any member desiring to resign from the association shall submit his/her resignation to the secretary, which shall take effect from the date of receipt by the secretary of such notice.

- h) Any member may be expelled from membership if the committee so recommends and if a general meeting of the Association shall resolve by a two-thirds majority of the members present that such a member should be expelled on grounds of contravention of code of conduct (*as provided*) which has adversely affected the reputation or dignity of the Association, or that he/she has contravened any of the provisions of the constitution of the Association. The committee shall have power to suspend a member from his/her membership until the next general meeting of the Association following such suspension; but notwithstanding such suspension, a member whose expulsion is proposed shall have the right to address the general meeting at which his/her expulsion is to be considered. Any person who resigns or is removed from membership shall not be entitled to a refund of his subscription or any part thereof or any monies contributed by him/her at any time.
- i) Any member who falls into arrears with his/her monthly subscription for more than six months shall automatically cease to be a member of the Association and his/her name shall be struck off the register of members. The committee may, however, at its discretion, reinstate such member upon payment of the total amount of subscription outstanding.

6. OFFICE BEARERS

- a) The office bearers of the SIMAK shall be
 - i. The Chair
 - ii. The Vice-Chair
 - iii. The Secretary
 - iv. Assistant Secretary
 - v. Organizing Secretary
 - vi. The Treasurer
 - vii. The Assistant Treasurer
- b) All office bearers shall be fully paid-up members of the Association and shall be elected at the annual general meeting to be held in each year.
- c) The Chair shall be elected from among the Lead Experts.
- d) Not more than two thirds of the office bearers shall be of the same sex.
- e) All office bearers shall hold office from the date of election until election are held after every two years during the annual general meeting.
- f) Any office bearer who ceases to be a member of SIMAK shall automatically cease to be an office bearer thereof.
- g) Office bearers may be removed from office in the same way as it is laid down for the expulsion of members in rule 3.1 (h) and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.

7. DUTIES OF OFFICE BEARERS

- a) *Chair* - The Chair shall, unless prevented by illness or other sufficient cause, preside over all meetings of the Association and at all general meetings. The Chair shall also be the spokes-person of SIMAK.
- b) *Vice-Chair*- The Vice-Chair shall perform any duties of the Chairman in his absence.
- c) *Secretary* - The Secretary shall deal with all the correspondence of the Association under the general supervision of the committee. In cases of urgent matters where the committee cannot be consulted, he/she shall consult the Chair or if he/she is not available, the Vice –Chair. The decisions reached shall be subject to ratification or otherwise at the next committee meeting. He/she shall issue notices convening all meetings of the committee and all general meetings of the Association and shall be responsible for keeping minutes of all such meetings and for the preservation of all records of proceedings of the Association and committee.
- d) *Assistant Secretary* - In the absence of the Secretary, the Assistant Secretary shall perform all the duties of

the Secretary and such other duties as shall be assigned to him by the Secretary or committee whether the Secretary is present or not.

- e) *Organizing Secretary* – The organizing secretary shall be responsible for planning and coordinating various activities, events, and meetings of the Association and ensuring that everything runs smoothly, handling logistical aspects such as venue booking, equipment procurement, catering arrangements, and transportation for events and meetings, Association with the recruitment of new members, maintaining an updated membership database, and facilitating the renewal of memberships. Promoting the activities and achievements of the Association through various channels such as social media, newsletters, and press releases and Providing support to various committees within the Association by facilitating their work and ensuring effective collaboration.
- f) *Treasurer* - The Treasurer shall receive and shall also disburse, under the directions of the committee, all moneys belonging to the Association and shall issue receipts for all moneys received by him/her and preserve vouchers for all moneys paid. The treasurer is responsible to the committee and to the members that proper books of account of all moneys received and paid by the Association are written up, preserved and available for inspection.

- g) *Assistant Treasurer* - The Assistant Treasurer shall perform such duties as may be specifically assigned to him by the Treasurer or by the committee and in the absence of the Treasurer shall perform the duties of the treasurer.

8. THE COUNCIL

- a) The Council shall consist of all the office bearers of the Association and six (6) other members elected after every two years during the annual general meeting.
- b) The Council shall meet at such times and places as it shall resolve but shall meet not less than once in any three months.
- c) Any casual vacancies for members of the Council caused by death or resignation or removal from the office shall be filled by the committee until the next annual general meeting of the Association.

9. DUTIES OF THE COUNCIL

- a) The council shall be responsible for the strategic leadership and policy direction of the Association and for that purpose may give directions to the office

bearers and the secretariat as to the manner in which, within the law, they shall perform their duties.

- b) The Council shall have power to appoint such committees and sub-committees as it may deem desirable and such-committees and sub-committees shall make reports to the council upon request.
- c) All monies disbursed on behalf of SIMAK shall be authorized by the Council
- d) The quorum for meetings of the Council shall be not less than **two thirds of the** members.

10. THE SECRETARIAT

- a) There shall be a secretariat which shall consist of the Chief Executive Officer (CEO) and other officers as shall be determined by the Council from time to time.
- b) The secretariat shall be responsible for the management of the Association.
- c) The chief executive officer shall be appointed by the Council on a competitive basis.
- d) The office term for the CEO shall be 3 years, renewable once.

11. EX-OFFICIO MEMBERS

The Council shall include the following ex-officio members:

- a) The Chief Executive Officer who heads the secretariat.
- b) An officer seconded from the Directorate of Social Risk and Impact Management.
- c) An officer seconded from NEMA.

12. GENERAL MEETINGS

- a) There shall be two classes of general meetings as follows: Annual general meetings and special general meetings.
- b) (i) The annual general meeting shall be held not later than 31st December in each year. Notice in writing of such annual general meeting, accompanied by the annual statement of accounts and general progress of the Association for the preceding year; and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting.
(ii) The agenda for any annual general meeting shall consist of the following:
 - 1) Confirmation of the minutes of the previous annual general meeting.
 - 2) Consideration of accounts.
 - 3) Election of office bearers and the committee members.

- 4) Appointment of auditors
 - 5) Such other matters as the committee may decide or as to which notice shall have been given in writing by a member to the secretary at least four weeks before the date of the meeting.
 - 6) Any other business with the approval of the Chairman
- c) A special general meeting may be called for any specific purpose by the committee. Notice in writing of such meeting shall be sent to all members not less than 7 days before the date thereof. Where practicable, the notice shall be sent by press advertisement not less than 7 days before the date of such meeting.
- d) A special general meeting may also be requisitioned for a specific purpose by order in writing to the secretary by not less than **a third of the** members and such meetings shall be held within 21 days of the date of the requisition. No matter shall be discussed other than that stated in the requisition.
- e) Quorum for general meetings shall not be less than **a third of** the registered members of the Association.

13. PROCEDURE AT MEETINGS

- a) At all meetings of the Association the Chair, or in his/her absence, the Vice-Chair, or in absence of both

these offices, a member selected by the meeting shall take the chair.

- b) The Chair may at his discretion limit the number of persons permitted to speak in favour of and against any motion.
- c) Resolutions shall be decided by simple voting by a show of hands. In the case of equality of votes, the Chair shall have a second or casting vote.

14. TRUSTEES

- a) All land, buildings and other immovable property and all investments and securities which shall be acquired by SIMAK shall be vested in the names of not less than **three** (3) trustees who shall be members of SIMAK and shall be appointed at an annual general meeting for a period of three years. On retirement such trustees shall be eligible for re-election. A general meeting shall have the power to remove any of the trustees and all vacancies occurring by removal, resignation or death, shall be filled at the same or next general meeting.
- b) The trustees shall pay all income received from property vested in the trustees to the Treasurer. Any expenditure in respect of such property which in opinion of trustees is necessary or desirable shall be reported by the trustees to the committee which shall

authorize expenditure of such moneys as it thinks is fit.

15. AUDITOR

- a) An auditor shall be appointed for the following year by the annual general meeting. All the Association's accounts, records and documents shall be opened to the inspection of the auditor at any time. The Treasurer shall produce an account of his/her receipts and payments and a statement of assets and liabilities made up to a date which shall not be less than six weeks and not more than three months before the date of the annual general meeting. The Auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law or report to the Association in what respect they are found to be incorrect, unvouched or not in accordance with the law.
- b) A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all members at the same time as the notice convening the annual general meeting is sent out. An auditor may be paid such honorarium for his duties as may be resolved by the annual general meeting appointing him.

- c) No auditor shall be an office bearer or a member of the committee of the Association.

16. FUNDS

- a) The funds of the Association may only be used for the following purposes-
 - i. Discharging the objectives and mandated of SIMAK as set out under the objects of SIMAK.
 - ii. Organizing and hosting conferences.
 - iii. Training programs including workshops, webinars, and certification programs to train and educate professionals in Social Impacts Management methodologies and principles.
 - iv. Research and development activities.
 - v. Publications.
 - vi. Field Visits for projects that may from time to time be determined by the Committee.
 - vii. Professional awards.
- b) All monies and funds shall be received by and paid to the Treasurer and shall be deposited by him/her in the name of the Association in any bank approved by the committee.
- c) No payments shall be made out of the bank account without a resolution of the committee authorizing such payment and all cheques on such bank account shall be

signed by the Treasurer or the Assistant Treasurer and two other office bearers of the Association who shall be appointed by the committee.

- d) A monthly sum not exceeding Sh. 100,000 may be kept by the Treasurer for petty disbursements of which proper account shall be kept.
- e) The committee shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the Association and shall have power to appoint another person in his place. Such suspension shall be reported to a general meeting to be convened on a date not later than two months from the date of such suspension and the general meeting shall have full power to decide what further action should be taken in the matter.
- f) The financial year of the Association shall be from 1st January to 31st December.

17. BRANCHES

Branches of SIMAK may be formed with the approval of the committee and the Registrar of Societies and they will adopt the same constitution as that of the headquarters with the following exceptions:

- a) The aims and objects will not include the formation of branches.
- b) Amendments to the constitution can only be made by the headquarters of the Association.

- c) Branches will not be dissolved without consultation with their headquarters.

18. AMENDMENTS TO THE CONSTITUTION

Amendments to the constitution of the Association must be approved by at least two-thirds majority of members at a general meeting of the Association. They cannot, however, be implemented without the prior consent in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.

19. DISSOLUTION

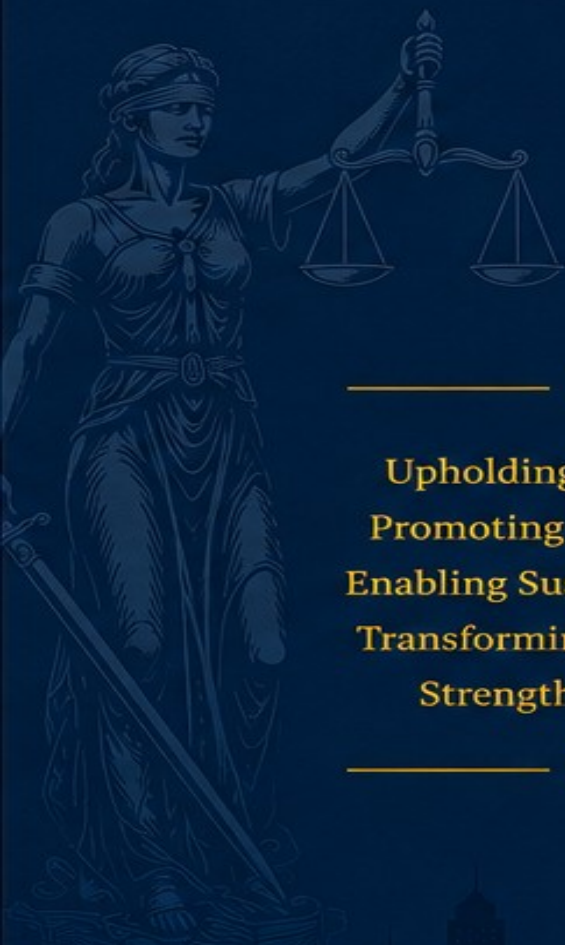
- a) The Association shall not be dissolved except by a resolution passed at a general meeting of members by vote of two-thirds of the members present. The quorum at the meeting shall not be less **two thirds of the members**. If no quorum is obtained, the proposal to dissolve the Association shall be submitted to a further general meeting which shall be held one month later. Notice of this meeting shall be given to all members of the Association at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.
- b) Provided, however, that no dissolution shall be effected without prior permission in writing of the Registrar,

obtained upon application to him made in writing and signed by three of the office bearers.

- c) When dissolution of the Association has been approved by the Registrar no further action should be taken by the committee or any office bearer of the Association in connection with the aims of the Association other than to get in and liquidate for cash all the assets of the Association. Subject to payment of all the debts of the Association, the balance thereof shall be distributed in such a manner as may be resolved by the meeting at which the resolution for dissolution is passed.

20. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

The books of account and all documents relating thereto and a list of members of the Association shall be available for inspection at the registered office of the Association by any officer or member of the Association on giving not less than seven days' notice in writing to the Association.



“

Upholding Social Justice.
Promoting Accountability.
Enabling Sustainable Impact.
Transforming Communities.
Strengthening Kenya.

”



Nairobi, Kenya



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www.simakenya.org

SIMAK

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