



CONSTITUTION OF BITRISE SOLUTIONS

Preamble

We, the founding members of Bitrise Solutions, having come together with a shared vision to provide innovative, reliable, and impactful digital solutions, do hereby establish this Constitution to guide our operations, foster unity, protect our clients and ensure the long-term sustainability and ethical governance of the company.

We commit to operate in accordance with the laws of the Republic of Kenya, particularly the Companies Act 2015, the Data Protection Act 2019 and the Kenyan Constitution 2010.

Article I: Company Overview

Company Name : Bitrise Solutions
Type : Multidisciplinary digital agency
Nature of Business : Web development, Mobile app development, Graphics design, Digital marketing, API integration, Software engineering, Database architecture
Primary Mode of Operation : Remote and on-site (client-based)

Article II: Vision, Mission, and Core Values

Vision: To be a leading provider of creative and technical digital solutions in Kenya and beyond.

Mission: To deliver high-quality, client-centric, and cost-effective digital solutions through teamwork, innovation, and professionalism.

Core Values

- ❖ Integrity : -We operate transparently and honestly.
- ❖ Teamwork : -We collaborate and share knowledge for the common good.
- ❖ Creativity : -We deliver fresh, inspired, and effective digital solutions.
- ❖ Accountability : -Each member is responsible for their role and impact.
- ❖ Excellence : -We strive for high standards in every service delivered.

Article III: Membership

Founding Members & Titles

Eugine Onuonga	<i>-Head of Communication and Client Experience</i>
Joel Mwangi	<i>-Website and Android Developer</i>
Stallone Joseph	<i>-Full Stack Software Engineer</i>
M. Josphat Karanja	<i>-Frontend Developer UI/UX Enthusiast Database Designer</i>
Festus Langat	<i>-PostgreSQL Database Architect</i>

Membership Provisions

- Members shall be admitted based on their contribution, skill set and alignment with the company's vision.
- Members must sign the Constitution, SLA, and NDA before formal onboarding.
- Members are expected to be active contributors to both client and internal projects.

Article IV: Governance and Structure

Decision-Making Body

- ✓ Decisions shall be made through majority voting in member meetings.
- ✓ A Chairperson shall be elected annually to moderate internal decisions.
- ✓ A Treasurer shall oversee finances and profit allocation.
- ✓ Internal Committees
- ✓ Creative & Design Team
- ✓ Development Team
- ✓ Client & Communications Team
- ✓ Legal & Finance Support

Article V: Roles and Responsibilities

Each member must:

- ❖ Uphold the company's name and professional standards.
- ❖ Work collaboratively on team projects.
- ❖ Share ideas, resources, and feedback respectfully.
- ❖ Commit time and energy to assigned duties.
- ❖ Communicate clearly and honestly.

Note: Any member who consistently fails to participate without notice may be subjected to suspension or replacement.

Article VI: Client Relations and Ownership

Every client secured by any member belongs to the team unless agreed otherwise in writing. The client project shall be managed by the whole team under supervision of the initiator. Members must not bypass the company and deal privately with clients.

Article VII: Profit Sharing

Profits from projects will be shared according to:

Project Initiator Bonus: 10% of the net income (as appreciation)

Technical/Creative Contribution Share: Based on scope of individual involvement

Company Savings: 10–20% retained for future investments, tools, and possible office setup

Equal Split Remainder: The remaining balance is distributed equally among active contributors

A profit-sharing calculator shall be used for fairness and transparency.

Article VIII: Code of Conduct

All members must:

- ❖ Maintain professional communication at all times.
- ❖ Refrain from spreading negativity or internal conflict.
- ❖ Treat one another with mutual respect and courtesy.
- ❖ Refrain from leaking client or company information.
- ❖ Avoid misrepresenting the company or offering services outside approved scope.

Violation of the Code of Conduct may result in disciplinary action including suspension, financial penalties, or dismissal.

Article IX: Policies and Internal Procedures

1. Project Assignment Policy

- ✓ Projects are assigned based on expertise, availability and client preference.
- ✓ A project lead is appointed to coordinate delivery and client feedback.

2. Communication Policy

- ✓ Use official communication channels (email, WhatsApp, Contacts).
- ✓ Share progress regularly and respond to messages within 24 hours.

3. Conflict Resolution

- ✓ Internal issues should be first raised to the group.
- ✓ If unresolved, escalate to the elected chairperson or through legal counsel.

- ✓ Disputes that involve financial loss will be settled per the Kenyan Arbitration Act.

4. Intellectual Property

- ✓ All creative or technical work done under Bitrise belongs to Bitrise Solutions.
- ✓ Personal projects may be done outside work hours and must be declared if there's a conflict of interest.

5. Client Confidentiality

- ✓ All client data, code, designs, and strategies must be treated with strict confidentiality.
- ✓ Breach of NDA will lead to legal action.

6. Payment Terms

- ✓ 50% deposit before project commencement
- ✓ 50% upon completion or before launch

No project shall be delivered without final payment

Article X: Legal Compliance

This Constitution aligns with:

The Kenyan Constitution (2010)

The Companies Act (2015)

The Data Protection Act (2019)

The Employment Act (2007)

Bitrise Solutions shall operate within the laws of Kenya and any legal matters shall be addressed through a licensed legal counsel appointed by the team.

Article XI: Amendments and Reviews

- ❖ Any member can propose an amendment.
- ❖ Amendments must be approved by a two-thirds majority of members.
- ❖ The Constitution shall be reviewed every 12 months or after any major company structural change.

Article XII: Dissolution

- ✓ In the event of a decision to dissolve Bitrise Solutions:
- ✓ All financial obligations shall be settled.

- ✓ Any remaining assets or funds shall be distributed fairly based on contribution and investment.
- ✓ Dissolution must be agreed upon by at least 80% of members and executed under the guidance of legal counsel.

ADOPTION

This Constitution was officially adopted on by the founding members of Bitrise Solutions.

Signed

Name	Signature
Eugene Onuong'a	_____
Joel Mwangi	_____
Stallone Joseph	_____
M. Josphat Karanja	_____
Festus Langat	_____