

CPS GOVERNANCE CENTRE LIMITED

MINUTES OF THE 8TH ANNUAL GENERAL MEETING (AGM) OF THE COMPANY HELD ON FRIDAY, 26TH JUNE 2020 AT THE CPS GOVERNANCE CENTRE, KILIMANJARO ROAD, UPPER HILL AT 11.00 A.M

PRESENT:

MEMBER NAME		MEMBER NUMBER
1. CS Mercy Wanjau	- Chairman	1022
2. CS Calvin Nyachoti	- Member/ Director	2472
3. CS Lipio Mugambi	- Member/ Director	1864
4. FCS Peterson K. Mwangi	- Member/ Director	0502
5. CS Julia M. Kinandu	- Member/ Director	0535
6. CS Nyaega Obare	- Member/ Director/ ICS CEO	2517
7. CS Nelson W. Nyongesa	- Member/ Director	2501
8. FCS Waweru Mathenge	- Director/ ICS Chairman	1337
9. FCS Erastus K. Gitau		0001
10. FCS Joe M. Mbuthia		0020
13. CS Susan Kihato		2730
14. CS Edwin A. Abuya		1224
15. CS James Osano		2070
16. CS Tom Omariba		1975
17. CS Rose Awero		2771
18. FCS Catherine Fisher		0174
19. CS Anthony Kisia		2101
20. CS Peter Njuki		1977
21. CS Peter Macharia		0508
22. CS James Makori		1711
23. CS Albert Kamunde		1927
24. FCS Grace Muriagoro		0136
25. CS Doris Ngugi		2270
26. CS Ibrahim Yunis		1321
27. FCS Benjamin Malingu		1046
28. CS Silele Sigira		1712
29. CS Mildred Adhiambo		1643
30. FCS Nkirote Njiru		1481
31. CS Tim Mweseli		1640
32. CS Sarah Morintat		3170
33. CS Judith Oduge-Otieno		1529
34. FCS Pius Nduatih		1754
35. FCS Patrick Mutemi		0406
36. FCS Charity Muya		0087
37. CS Silas Inoti		2177
38. CS Carylus Odiango		2654
39. CS Julius Mungai		2180

IN-ATTENDANCE

- | | |
|-----------------------|--|
| 1. CS Paulina Munyua | - Representing Olmara Registrars LLP (Company Secretaries) |
| 2. CPA Kingangi Kamau | - Representing the Auditors, King'ang'i Kamau and Company |
| 3. CPA Pius Kamau | - ICS Finance |
| 4. Felistas Musyoka | - ICS |

PRELIMINARIES

The Chairman welcomed members to the 8th AGM of the Company and called the meeting to order at 11.05 a.m. The Chairman recognized the presence of the Board members at the meeting.

CEO led the members with the National Anthem to open the meeting. He thereafter explained the guidelines of the virtual meeting.

MIN. 01/AGW/2020: NOTING OF QUORUM AND APOLOGIES

The ICS CEO confirmed that there was quorum and that the meeting was properly convened and constituted.

MIN. 02/AGW/2020: NOTICE CONVENING THE ANNUAL GENERAL MEETING

The CEO read the notice convening the meeting and the agenda thereof.

The agenda was unanimously adopted through a poll that was done virtually.

MIN. 03/AGW/2020: ADOPTION OF THE MINUTES OF THE 7TH ANNUAL GENERAL MEETING HELD ON 12TH JUNE 2019

The Minutes that had been earlier circulated were tabled at the meeting for discussion and approval. It was noted that there were no questions relating to the Minutes and therefore the Minutes were approved and adopted with a proposal by CS Julius Mungai and seconded by FCS Charity Muya.

It was unanimously **resolved** that the minutes of the last AGM held on 12th June 2019 be and are hereby approved and adopted.

MIN 04/AGW/2020: TO RECEIVE, CONSIDER AND ADOPT THE CHAIRMAN'S REPORT

The Chairman took members through the Chairman's statement highlighting on the following matters:

BOARD OF DIRECTORS

In 2019, the Company was served by eight Directors as follows:

- | | | |
|----------------------------|---|----------|
| (a) CS Mercy W. Wanjau | - | Chairman |
| (b) FCS Waweru G. Mathenge | - | Member |
| (c) FCS Peterson K. Mwangi | - | Member |
| (d) CS Calvin M. Nyachoti | - | Member |
| (e) CS Nelson W. Nyongesa | - | Member |
| (f) CS Julia M. Kinandu | - | Member |
| (g) CS Lipio Mugambi | - | Member |
| (h) CS Obare Nyaega | - | Member |

It was noted that majority of the Directors represented the Institute of Certified Secretaries (ICS), the majority shareholder.

BOARD MEETINGS

During the year under review, the Chairman reported that the Board had 3 meetings. During these meetings, the Board deliberated on the implementation of the activities of the project and there was considerable progress on the work plan presented to Shareholders in the last Annual General Meeting.

PROGRESS REPORT ON THE DEVELOPMENT OF CPS GOVERNANCE CENTRE

It was reported that ICS incorporated a Limited Company 'CPS Governance Centre Limited' to act as an investment vehicle to enable members of ICS to buy shares of the Company and hence participate in the ownership of the Office Complex to be constructed on L.R. NO. 209/6617/1 located along Kilimanjaro Road, Upper Hill.

The following was reported as the progress report for year 2019:

a) Registration of the CPS Governance Centre Limited as a Public Company

In order for the Institute of Certified Secretaries to issue shares to members, it was necessary to register CPS Governance Centre Limited as a public company. The registration was lodged with the Registrar of Companies and the formal certificate issued in June, 2019. This was a major milestone for the Company in 2019.

b) Confirmation of shareholding

Members were requested to confirm the details of their shareholding to enable issuance of share certificates.

c) Allotment of Shares

It was reported that allotment of shares to the Institute of Certified Secretaries was done.

d) Appointment of the Chairman of ICS as a Director

It was reported that FCS Waweru G. Mathenge, Chairman ICS was appointed as a Director of the Company.

e) Transfer of Land to CPS Governance Centre Limited

It was reported that the Institute of Certified Secretaries sought a legal opinion from TripleOKlaw on the implication of the transfer of land to CPS Governance Centre Limited. The Lawyers advised that they had perused the documents relating to the grant by the National Treasury and there were no additional terms, conditions or restrictions regarding the development of the property. The Institute was therefore at liberty to develop the property and sell units to its members and intended buyers. TripleOKlaw has also lodged a formal application for an official search to reveal encumbrances if any.

f) Communication with the National Treasury

It was reported that upon receipt of the final legal opinion, the Board of CPS Governance Centre Limited would request for a waiver of stamp duty from the National Treasury.

g) Purchase of Office Space in the CPS Governance Centre Limited

It was reported that the offer by the Board of CPS Governance Centre Limited to members of the Institute to express interest to purchase office space in the CPS Governance Centre Limited remained open.

h) Purchase of Shares in the CPS Governance Centre Limited

It was noted that as at 31st December 2019, members had subscribed for shares worth Kshs. 50,063,596.70.

i) Dividends

It was reported that the Board of CPS Governance Centre Limited did not recommend the payment of dividends for the financial year ended 31st December 2019.

j) Directors fees

Directors fees was reported to have reduced from Kshs. 165,000 in 2018 to Kshs.135,000 in 2019.

k) Financing for the Project

It was noted that the Board had been following up on financing for the project and will upon completion of the discussions communicate to shareholders on the way forward.

After a question and answer session, it was unanimously **resolved** that the Chairman's report be and is hereby adopted, having been proposed by CS Peter Njuki and seconded by CS James Osano.

MIN. 05/AGW/2020: ADOPTION OF REPORT AND FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST DECEMBER 2019

The report and financial statements of the company for the year ended 31st December 2019 were presented to members by CPA Pius Kamau, he gave the highlights on the financial performance of the Company in the year under review referring to the audited statements that had already been circulated to members.

The Chairman thereafter welcomed the Auditors representative to read the Auditors Opinion. CPA Kingangi Kamau, from King'angi Kamau & Company, Certified Public Accountants of Kenya (CPAK) read the Auditors opinion to the members.

After deliberations, It was unanimously **resolved** that the report and financial statements of the Company for the financial year ended December 31, 2019, together with the reports of Directors and Auditors thereon as presented by the Auditors, be and are hereby adopted, as proposed by FCS Grace Muriagoro and seconded by CS Mildred Athiambo.

MIN. 06/AGW/2020: APPOINTMENT OF THE COMPANY'S AUDITORS FOR THE FINANCIAL YEAR 2020 AND TO AUTHORIZE THE DIRECTORS TO FIX THE AUDITORS REMUNERATION

It was noted that King'ang'i Kamau and Company, CPA(K) had expressed their willingness to continue as the Company Auditors for the next Financial Year.

It was unanimously **resolved** that King'ang'i Kamau and Company, CPA(K) be and are hereby appointed to serve as the Auditors of the Company for the financial year 2020, until the conclusion of the next AGM. It was further **resolved** that the Directors be and are hereby authorized to fix the Auditors' remuneration. The motion was proposed by CS Susan Kihato and seconded by CS Tom Omariba.

MIN. 07/AGW/2020: DIRECTORS' REMUNERATION

It was noted that the Directors did not recommend for increase of Directors remuneration. It was unanimously **resolved** that the remuneration in year 2020 remain the same as the previous as proposed by CS Tom Omariba and seconded by CS Rose Awero.

The Shareholders however requested the Directors to be of service to the Company without any pay because the Company was not trading.

MIN. 08/AGW/2020: DIVIDEND PAYMENT FOR THE FINANCIAL YEAR 2019

It was noted that directors did not recommend the payment of dividends for the financial year ended 31st December 2019. This was adopted by members with a proposal by CS Antony Kisia and seconded by CS Peter Njuki.

MIN. 09/AGW/2020: ELECTION OF COMPANY DIRECTORS

The Chairman reported the following:

9.1 FCS Peterson Mwangi retired by rotation and having served for two terms he was not eligible for re-election.

It was noted that though nomination Forms had been circulated with the notice, the Company Secretary did not receive any nomination form 48hours prior to the meeting as it had been indicated.

The Chairman notified the shareholders that it was their duty to elect Directors and they should therefore nominate or express their interest to serve in the Board. After deliberations, CS Tom Omariba expressed his interest to become a Board member. A member, FCS Peterson Mwangi objected the expression of interest and mentioned integrity issues as the cause for his objection.

The Board members, through the Chair, advised that since there was no other expression of interest the motion should be adjourned to the next AGM and therefore the Company would be served by the existing directors as the Board was duly constituted.

MIN. 10/AGM/2020: ANY OTHER BUSINESS

The Company Secretary reported that no notice of any motion to be discussed under any other business had been received 48 hours prior to the meeting.

The Chairman thanked members for attending the meeting and the CEO led the members to close the meeting with the National Anthem.

THERE BEING NO OTHER BUSINESS THE MEETING ENDED AT 12.35 P.M.

Signed as a true record of the proceedings:

CHAIRMAN **DATED:**