

THE COMPANIES ACT, 2015

COMPANY LIMITED BY GUARANTEE

REVISED MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

**ECHO NETWORK AFRICA ~~FOUNDATION LIMITED~~
(Incorporated on 11 March 1982)**

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THE COMPANIES ACT, 2015
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
REVISED MEMORANDUM OF ASSOCIATION
OF
ECHO NETWORK AFRICA FOUNDATION LIMITED

1. The name of the company is "Echo Network Africa Foundation"¹.
2. The Registered office of the company will be situate in Kenya.
3. The objects for which the Company is established are:-
 - 3.1 To advance and promote the direct participation of all women, women youth and women living with disabilities in the full use of the economy particularly women, women youth and women living with disabilities who have not generally had access to the services of established financial institutions;
 - 3.2 To establish and oversee in Africa institutions that shall as their main objective carry on the business of providing financial and non-financial business services to the unbanked majority and in particular low income women, women youth and women living with disabilities, which services shall include the preparation of business proposals, disseminating business information, providing contacts and networks, business training, consultancy, and monitoring and evaluating the participation of women, youth and women living with disabilities in development;
 - 3.3 To establish and oversee in Africa institutions that shall as their main objective carry on the business of transacting financial businesses of every description including the business of micro-finance lending and banking in all its branches and to do all matters and things incidental thereto or which may be at any time hereafter at any place where the company shall carry on business or to do anything that may be necessary or usual in connection with the business or banking or dealing in money or securities for money;
 - 3.4 To establish and promote a network amongst those participating and having an interest in providing financial and non-financial services to low income women, women youth and women living with disabilities and development related activities, including the private sector associations, state bodies, individuals and organizations, and to encourage the spirit of regional co-operation in women, women youth and women living with disabilities' development activities and enhance the unified and unique character of the Company;
 - 3.5 To select and appoint for such period and on such terms as it shall deem appropriate, pursuant to objects 3.2 and 3.3 above, persons with appropriate and relevant skills to

¹ a) Incorporated on 11 August 1982 as Kenya Women Finance Trust Limited, amended to Kenya Women Holding Limited vide special resolution of the members of the company duly passed at the Annual General Meeting held on 20 June 2009, amended to Echo Network Africa Foundation vide special resolution of the members of the company duly passed at the Annual General Meeting held on 16 August 2023
b) Amended name vide special resolution of the members of the company duly passed at the Extraordinary General Meeting held on 9 February 2018 to Echo Network Africa Limited.
c) Amended name vide special resolution passed at the Annual General Meeting on 16 August 2023 to Echo Network Africa Foundation and further dispensed with the use of the word "Limited"

represent the company, oversee, and develop the activities of any of the **country offices** ~~company's subsidiaries~~ in furtherance of the company's objects herein and to appoint to each of **the country offices** ~~its subsidiaries~~ an officer to represent the interests of the company; and to further appoint a representative or representatives of the Company to the boards of the company's subsidiaries for such period and on such terms as it shall deem appropriate;

- 3.6 To develop a network for exchanging information through education and training and to facilitate and encourage sound business and professional practices, environmental and social and socio-economic awareness and education on issues related to business;
- 3.7 To carry on the business of catalyzing development within the Republic of Kenya and elsewhere in Africa every kind of managerial, administrative, supervisory and consultant services for or in relation to any association whatsoever, and to provide financial consultancy, business services, and advice to entrepreneurs, micro finance institutions, small scale businesses, and micro-enterprises including preparation of business proposals, disseminating business information, providing contacts and networks, business training and consultancy, and to provide technical advice and other assistance to direct or indirect beneficiaries of micro finance facilities; and to organize support; encourage, and maintain training facilities for instruction in all managerial, financial, agricultural, and technical fields;
- 3.8 To provide technical advice, consultancy services, advice and or any other services as may be incidental to the furtherance of the objectives of the company and to encourage sound business and professional practice, consciousness of the environment, and social and socio-economic issues;
- 3.9 To enhance the quality, competitiveness and profitability of businesses of women, women youth and women living with disabilities in Africa and elsewhere; to establish and promote partnerships and networks among women, youth and women living with disabilities in quality business, in specific regions of the Republic of Kenya, the Region and worldwide; and to promote liaisons with other member women, women youth and women living with disabilities' organizations and other associations;
- 3.10 To provide financial services, advice and facilities of every description including all those capable of being provided by bankers, stockbrokers, investment and pension fund managers and advisers, promoters and managers of units trusts, and other investment media financial advisers, insurance brokers, underwriters, issuing houses and financiers;
- 3.11 To provide technical advice and other assistance to direct or indirect beneficiaries of the company and to organize support; encourage and maintain training facilities for instruction in all managerial, financial, agricultural and technical fields;
- 3.12 To lobby and advocate on behalf of socially marginalized women, women youth and women living with disabilities and to serve and improve the wellbeing of **women, women youth and women living with disabilities** entrepreneurs in particular by advocating a system that will support entrepreneurship and to establish and develop a long term strategy for the improvement of the access of **women, women youth and women living with disabilities** to information on business generally that will favour business women, women youth and women living with disabilities, including those that are farmers, traders and entrepreneurs;
- 3.13 To develop, establish and promote systems that will build institutions that encourage and provide opportunities to enhance growth and leadership capacity among women, women youth and women living with disabilities and to promote and secure them in decision making positions in the democratic processes;
- 3.14 To collect and make available data relating to the beneficiaries of the company;

- 3.15 To carry on business as advisers on the administration and organization of industry and business and the training and utilization of personnel for industry and business and to carry on all or any of the businesses of industrial, business and personnel consultants and to advise on the extension, development and improvement of all types of businesses or industries and all systems or processes relating to the research, design, production, storage, distribution, marketing, and sale of goods or the rendering of services;
- 3.16 To engage in research into all problems relating to personnel, industrial and business management and distribution, marketing, and selling, and to collect, prepare and distribute information and statistics relating to any type of business, industry or technology and to promote or propose such methods, procedures and measures as may be considered appropriate as a result of such research;
- 3.17 To establish the company as a center of knowledge for information and statistics relating to any type of business, industry or technology and to promote and advance, commercial, technical, industrial and scientific education and to establish or support institutions for achievement of such objectives;
- 3.18 To innovate, incubate, promote and engage in the development, establishment and implementation of modern, regional marketing infrastructure, in order to, inter alia, increase the marketing power of low income women, women youth and women living with disabilities, increase the accessibility of goods and services required by women, women youth and women living with disabilities generally, and to improve accountability, transparency and professionalism;
- 3.19 To position the Company as a catalyst that propels the empowerment agenda by collaborating with broad and community based organizations, local implementing partners and alliances to develop innovative, viable initiatives that enable women, women youth and women living with disabilities to advance their security and prosperity;
- 3.20 To build the capacities of like-minded stakeholders into change agents at community, County Governments, National and Regional levels;
- 3.21 To develop, promote, and establish structures within the company to build a consultancy base and position it as a hub for networking, talent and resource identification among women, women youth and women living with disabilities in relation to needed expertise across any field of industry and in line with the objects of the company;
- 3.22 To promote sustainable production systems and to manage or co-ordinate any projects or programmes aimed at the development of or promotion of women, women youth and women living with disabilities in business;
- 3.23 To collaborate with research programs and to create an information supply chain that will promote the improvement of businesses and collaborate with and negotiate with suppliers for discounts favorable to members;
- 3.24 To liaise with like-minded organizations on matters relating to the promotion of the matters appurtenant to women, women youth and women living with disabilities in business and leadership, to inform all members of all such developments and facilitate joint activities with other regional chapters where appropriate;
- 3.25 To obtain collaboration with regional and international bodies and institutions, global partners and to enter into memoranda of understanding, agreements or any other kind of activities aimed at achieving the objects of the Company.
- 3.26 To borrow or raise money and to source for financing in such manner as the company shall think fit and in particular by the issue of debenture or debenture stock; perpetual or otherwise; either charged upon all or any of the company's property; both present

~~and future, or not so charged;~~ and to provide finance and more particularly to advance and lend money and provide financial accommodation to beneficiaries of the company solely to carry out the objectives of the company which monies shall be applied for that purpose, and to give guarantees or indemnities for the payment of money or the performance of contracts or obligations and otherwise to assist any members of the company in the raising of finances for purposes within the ambit of the objects of the company. The Company shall not borrow amounts that exceed the total funds at hand and the Board of Directors shall have final determination of any borrowing and lending transactions;

- 3.27 To act as an investment holding company and to co-ordinate the business of any companies in which the company is for the time being interested and to acquire (whether by original subscription, tender, purchase, exchange, or otherwise) the whole of or any part of the stock, shares, debentures, debenture stocks, bonds and other securities issued or guaranteed by any Body Corporate, constituted or carrying on business in any part of the world or by any government, sovereign ruler, commissioners, public body or authority and to hold the same as investments and to sell, exchange, carry and dispose of the same;
- 3.28 To receive gifts and grants, ~~and to borrow or raise money~~ in such a manner, as the Board shall deem fit;
- 3.29 To make advances upon, hold in trust, issue in commission, sell or dispose of any of the investments of the company and to act as agents for any of the above purposes;
- 3.30 To lend money to such persons and on such terms as may seem expedient in particular to women, women youth and women living with disabilities and others having dealings with the company and to guarantee the liabilities of or performance of contracts by any such persons;
- 3.31 To act as agents for any government or other authority and for public or private bodies or persons;
- 3.32 To invest the moneys of the company not immediately required in any profitable manner;
- ~~3.33 To borrow or raise money in such manner as the company shall think fit and in particular by the issue of debenture or debenture stock; perpetual or otherwise; either charged upon all or any of the company's property; both present and future, or not so charged; or otherwise however;~~
- 3.33 ~~3.34~~ To pay out the funds of the company all expenses of and incidental to its formation and registration and to remunerate any person or company for services rendered in the formation of the company; or in or about the promotion of the company or the conduct of its business;
- 3.34 ~~3.35~~ To make; accept, endorse, execute and issue promissory notes, bills of exchange, debentures and other negotiable or transferable instrument;
- 3.35 ~~3.36~~ To accumulate capital by means of subscriptions from time to time, monthly or otherwise from organizations and also by borrowing money from institutions or any other persons on such security and on such terms as may from time to time be arranged; to advance or lend any of the aforesaid capital or other moneys of the company for the time being on the security of freeholds, leaseholds; bills of exchange; promissory notes; bonds; stock-in-trade; chattels; bills and other property real and personal; to acquire any real and personal property which the company may think it desirable to acquire by way of investment or with a view to resale or otherwise and in particular any free-holding lease-holds; mortgages; shares and securities;

- 3.36 ~~3.37~~ To undertake and carry on the business of a holding, investment, lending and agency company and to carry out as principal or as trustee or agent for any person or company all or any of the objects hereby authorized; to invest the capital and other moneys of the company in the purchase or upon the security of shares, stocks, debentures, debenture stock, bonds, mortgages, obligations and securities of any kind issued or guaranteed by any company, corporation or undertaking of whatever nature and wherever constituted or carrying on business; to acquire any such shares, stocks, and other before mentioned by subscription, syndicate participation, tender, purchase, exchange or otherwise and to guarantee the subscriptions thereof, and to exercise and to enforce all rights and powers conferred by or incidental to the ownership thereof and to act as managers of any syndicate; to vary any investments of the company from time to time;
- 3.37 ~~3.38~~ To carry on business as financiers and promoters and financial and monetary agents in Africa and elsewhere;
- 3.38 ~~3.39~~ To negotiate loans of every description and to receive loans or otherwise upon such terms as the company may approve;
- 3.39 ~~3.40~~ To sell the property and undertaking for the company or any part thereof; for sum consideration as the company may think fit; and in particular for shares, debentures or securities of any other company having objects all together or in part similar to the objects of this company;
- 3.40 ~~3.41~~ To promote any other company for the purpose of acquiring all or any of the property liabilities of this company; or for any other purpose; which may seem directly or indirectly calculated to benefit this company or to subsidize or otherwise assist any such company;
- 3.41 ~~3.42~~ To take or otherwise acquire or hold shares in any other company having objects altogether or in part similar to these or this company; or carrying any business capable of being conducted so directly or indirectly to benefit this company;
- 3.42 ~~3.43~~ To amalgamate with any other company having objects altogether or in part similar to those of this company;
- 3.43 ~~3.44~~ To purchase, take on lease or in exchange, hire or otherwise acquire any property movable or immovable or any interest therein and any rights or privileges which the company may think necessary for the purpose of its business; and in particular any land or buildings either in cash or in stock or shares of this company or partly in cash or partly in stock or share or otherwise;
- 3.44 ~~3.45~~ To purchase, take on lease or by any other means acquire any movable or immovable property in Africa or elsewhere for any estate or interest whatsoever, any rights, privilege or easements over or in respect of any property, and any buildings, factories, mills, machinery, engines, rolling stock, plant, live or dead stock or things whatsoever;
- 3.45 ~~3.46~~ To acquire, build, maintain, alter, enlarge, pull down, remove or replace any buildings mills, factories, offices, sorts, roads, railways, engines, walls, fences, banks, dams, sluices or watercourses, to clear sites for the same, and to join with any person; firm or company in doing any of the things aforesaid, and to work, manage and control the same or to join with others in so doing;
- 3.46 ~~3.47~~ To enter into any arrangements with any County Governments, County Government Agencies, National Government and National Government Agencies in the Republic of Kenya and the equivalent authorities and bodies elsewhere in the world that may seem conducive to the company's objects or any of them, and to obtain from any

such government or authority any contracts, rights, privileges and concessions which the company may think it desirable to obtain;

- 3.47 ~~3.48~~ To adopt such means of making known the activities of the company as may seem expedient and in particular by advertising in the press, radio, television, and through digital marketing, by circular, by purchase and exhibition of works of art or interest by publication of books and periodicals and circular, by coordinating seminars and granting prizes, or making any donations;
 - 3.48 ~~3.49~~ To acquire, carry on and undertake all or any part of the business property and liabilities of any person or company carrying on business similar to that which this company is authorized to carry on, or possessed of, or rights, or property suitable for any of the purposes of this company, and to acquire sell and deal with shares and securities or any such person or company;
 - 3.49 ~~3.50~~ To enter into partnership or into any arrangements for sharing profits, union of interests, cooperation, joint venture, reciprocal concession or otherwise, with any person or company carrying on, or engaged in, or about to carry on or engage in any business or transaction which this company is authorized to carry on or engage in, or any business or transaction capable of being conducted so as directly or indirectly, to benefit this company, and to lend money to, guarantee the purchase of or otherwise acquire shares and securities of any other company and to sell, hold, reissue with or without guarantee, or otherwise deal with the same;
 - 3.50 ~~3.51~~ To purchase or acquire any patents, *brevets d'invention*, licenses; concession and the like, entering any exclusive or non-exclusive or limited rights to use any invention which may seem capable of being used for any purpose of the company or the acquisition of which may seem calculated directly or indirectly to benefit this company and to use, exercise, develop or grant licenses in respect of or otherwise turn to profit any property or rights so acquired;
 - 3.51 ~~3.52~~ To carry out and improve the recruiting and training of staff and procure administrative, secretarial, managerial and financial services of all kinds in connection with any business or services whatever of or for any person, firm or corporation in the world;
 - 3.52 ~~3.53~~ To sell; improve; develop; lease; mortgage or dispose of the whole or any portion of the property and rights of the property and rights of the company;
 - 3.53 ~~3.54~~ To carry out all transactions and other things as may be conducive or incidental to attainment of the above objects;
 - 3.54 ~~3.55~~ To undertake and transact all kinds of agency business which an ordinary individual legally may undertake;
 - 3.55 ~~3.56~~ To adopt means of making known the activities of the organization by advertising in the press, through digital marketing, radio or television, books, periodicals, fliers, workshops and seminars, and by awarding prizes, donations or otherwise.
4. The liability of the Members is limited.
 5. And it is hereby expressly declared that the word "Company" in this clause shall be deemed to include any partnership or other body of persons whether incorporated or not incorporated, and whether domiciled in Kenya or elsewhere. And the intention is that the objects specified in this sub-clause shall except where otherwise expressed in such sub-clause, be in no ways limited by reference to or inference from the terms of any other sub-clause or the name of the company.
 6. Every Member of the company undertakes to contribute to the assets of the company in the event of its being wound up while they are a Member or within one year afterwards; for

payments of the debts and liabilities of the company contracted before they ceased to be a Member, and of the rights of the contributors among themselves such amount as may be required not exceeding Kenya Shillings Five Hundred only.

WE the several persons, whose names addresses and occupations are subscribed, are desirous of being formed into a company in pursuance of this Memorandum of Association.

Names, Postal Addresses and Occupations of Subscribers	Signature of Subscribers
1. Mrs. Elizabeth Mary Okelo P.O. Box 48064 Bank Official Nairobi	
2. Mrs. Rose Wanjiku Kariuki P.O. Box 43532 Nairobi Occupation – Bank Official	
3. Miss Florence M. Mahinda P.O. Box 73530 Nairobi Occupation – Bank Official	
4. Mrs. Veronica Akingo Nyamondi P.O. Box 51431 Nairobi Occupation-Advocate	

Dated at **NAIROBI** this day of **xxxx**

Witness to the above Signatures:

CERTIFICATE UNDER THE COMPANIES REGULATIONS

It is hereby certified that the above Memorandum of Association has been produced by the process of **XEROGRPHY**.

THE COMPANIES ACT, 2015
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
REVISED ARTICLES OF ASSOCIATION
OF
ECHO NETWORK AFRICA ~~FOUNDATION LIMITED~~
PRELIMINARY

1. In these articles the words standing in the first column of the following table shall bear the meanings set opposite them respectively in the second column thereof, if not inconsistent with the subject or context:-

	Word	Meanings
1.1	The Act	The Companies Act, 2015.
1.2	The Articles	These Articles of Association as framed or from time to time altered by special resolution.
1.3	The Company	The above named Company.
1.4	The Board	The governing Board for the time being of the company or the members of Board present at a duly convened meeting of the Board at which a quorum is present.
1.5	The President and Executive Officer	Chief The person appointed under Article 69 to administer the day to day business of the Foundation Company and who shall be the Secretary to the Board of Directors.
1.6	The Company Secretary	Any Person appointed under Article 75 to perform the duty of the Secretary of the Company.
1.7	The Office	The registered office of the Company.
1.8	The Seal	The common seal of the Company.
1.9	Corporate Body	A legal entity duly established under the relevant law by which it is governed.
1.10	The Register	The register of the Members of the Company.
1.11	The Group	A self-help women, women youth and women living with disabilities group registered with the Ministry of Public Service, Youth and Gender Affairs or the National Council for Persons Living with Disabilities.

1.12	In writing	Written or produced by any substitute for writing or partly written and partly so produced.
1.13	Words importing the singular number only shall include the plural number and vice versa.	
1.14	Words importing the female gender only, shall include the masculine gender and vice versa.	
1.15	Words importing persons shall include corporations.	
1.16	Reference to any provision of the Act shall be constructed as reference to such provision as modified by any enactment for the time being in force.	
1.17	Subject as aforesaid; any words or expressions defined in the Act shall; if not inconsistent with the subject or context; bear the same meanings in these articles.	

MEMBERSHIP

2. The number of Members of the company is declared for the purpose of registration not to exceed Five hundred but the Board may from time to time register an increase of the Members.
3. The Members of the company shall consist (a) the subscribers of the memorandum of Association and (b) such other (if any) persons; as shall be admitted to membership by the Board. The Board shall determine from time to time the registration, annual subscription fees and payment terms applicable to the different categories of members.
4. The provisions of Section 92 of the act shall be observed by the Company and every member of the Company shall either sign the register on becoming a member or otherwise signify their agreement to become a member.
5. Every Member of the company shall be subject to the provisions of these Articles in relation to their membership and shall be deemed to have knowledge thereof and to have consented thereto upon or prior to their becoming a Member.
6. A Member of the company may at any time by notice in writing to the company resign their membership and the name of a Member so resigning shall forthwith be removed from the register and shall thereupon cease to be a Member of the company but may be readmitted to membership.
7. The Board shall in its absolute discretion approve or reject any application for membership.
8. Membership shall run from 1st January to the 31st December of each year.
9. The Board may expel from membership any Member who undermines the objects of the Company or who has not paid their annual subscription for any one calendar year. **No member shall be entitled so long as his subscription is in arrears to exercise or enjoy any of the rights or privileges of Membership or to vote on any matter or to stand for election or propose any representative Member of the Company for election.**
10. **If any member shall die, become of unsound mind or shall be adjudged bankrupt or being a company, shall go into liquidation whether compulsory or voluntary, or being a partnership shall be dissolved, such Member shall ipso facto cease to be a Member of the Company.**
11. ~~10.~~ No refund of registration fees or subscription fees shall be made to any person who for any reason ceased to be a Member.

CATEGORIES OF MEMBERS

12. Until otherwise determined by the Board pursuant to Article 3, the membership shall consist of the following categories:

- (a) Founder members
- (b) Honorary members
- (c) Ordinary members
- (d) Associate members

The Board shall, at its discretion, have power to provide for the rights, privileges and liabilities where applicable, that attach to any category of Members. The Board shall also have power to vary, modify or abrogate the rights and privileges attached to any category of membership in the Company.

13. Founder members are the subscribers of the memorandum of Association and are entitled to life membership.

14. The Board shall have power to elect individuals who have rendered outstanding services of enduring value to the aims of the Company to honorary membership upon such conditions as it may deem fit. Honorary membership shall entitle the individual to life membership subject to Article 9.

15. ~~11.~~ Ordinary membership of the Company shall be open to any ~~have members in~~ individual, women, women youth and women living with disabilities' groups and corporate categories and any such other categories that the Board may determine from time to time. ~~The Board shall, at its discretion, have power to provide for the rights, privileges and liabilities where applicable, that attach to any category of Members. The Board shall also have power to vary, modify or abrogate the rights and privileges attached to any category of membership in the Company.~~

15.1 ~~11.1~~ An individual member shall be over the age of 18 years.

15.2 ~~11.2~~ A qualifying women, women youth and women living with disabilities group may be eligible for membership.

15.3 ~~11.3~~ Corporate bodies committed to the promotion of the objects of the Company may be eligible for membership.

16. The Board may from time to time, at its discretion, invite individuals or any corporation established by statute or body or corporation which does not qualify for membership under Article 11 to be an Associate member of the Company. Associate members shall pay such subscription or make such donation to the funds of the Company as the Board shall determine. Associate members shall have no vote at any General Meetings, but shall have, in all other respects, the same rights and privileges and liabilities as other members. The Board shall also have power to suspend or to cancel the rights and privileges of any such member subject to fair hearing but shall not be obliged to give any reason for its decision.

GENERAL MEETINGS OF MEMBERS

17. ~~12.~~ The Company shall hold a general meeting in every calendar year as its Annual General Meeting in addition to any other meetings in that year at such time and place as may be determined by the Board and shall specify the meeting as such in the notice calling it. Provided that so long as the Company holds its first Annual General Meeting within eighteen months after its incorporation it need not hold such meeting in the year of its incorporation or in the following year.

18. ~~13.~~ All General Meetings of members other than Annual General Meetings shall be called Extraordinary Meetings.
19. ~~14.~~ The Board may whenever it thinks fit convene an Extraordinary General Meeting and Extra ordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such, as provided by Section 277 of the Act.
20. ~~15.~~ An Extraordinary General Meeting shall be convened by notice of at least fourteen (14) days in writing.
21. ~~16.~~ Any requisition made by members of the company shall state the objects of the meeting proposed to be called and shall be signed by the members asking it and deposited at the office as required by Section 277 of the Act. No business shall be transacted at any Extraordinary General Meeting convened by any such requisitionists, other than that for which the meeting has been expressly convened.

NOTICE OF MEETINGS

22. ~~17.~~ Every General Meeting shall be called by twenty-one (21) days notice in writing at the least. The notice shall be exclusive of the day on which it was served or deemed to be served and of the day on which it was given and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be presented by the company in a General Meeting; to such persons as are under the Articles of the Association, entitled to receive such notices from the company.
23. ~~18.~~ The Company shall give notice of a general meeting either in hard copy form, in electronic form (including via visual telecommunication modes and short message services), by means of a website (in accordance with section 282 of the Act); or partly by one such means and partly by one or more of the other such means.
24. ~~19.~~ Provided that a meeting of the company shall notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed in the case of a meeting called as the Annual General Meeting or any other meeting by a majority in number of the members having a right to attend and vote at the meeting; being a majority together representing not less than ninety five percent (95%) of the total voting rights at that meeting of all the members.
25. ~~20.~~ The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice of it shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETING OF MEMBERS

26. ~~21.~~ All business shall be deemed special that is transacted at an Extraordinary General Meeting, at the meeting of the Board of Directors and also all business that is transacted at an Annual General Meeting with the exception of the following :-
 - a) to receive and consider the report of the Board of Directors and the accounts and balance sheet of the Company and the report of the Auditors for the previous financial year;
 - b) to elect Members of the Board of Directors and Auditors in place of those retiring if any; and
 - c) to determine the remuneration of the Auditors.

- d) to transact any other business of which seven (7) clear days written notice has been given to the Company Secretary in accordance with Article 31.
27. ~~22.~~ No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided a quorum shall be twenty (20) members.
28. ~~23.~~ If within sixty minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day of the following week at the same time and place or to such other day and at such other time or place as the Board may determine and if at such adjourned meeting a quorum is not present within sixty minutes from the time appointed for holding the meeting the member or members present shall be a quorum.
29. ~~24.~~ The Chairperson, or in their absence the Vice-Chairperson shall take the chair at every General Meeting, or if at any meeting no one of them shall be present within fifteen (15) minutes of the time for which the meeting was convened, the Members present shall choose a member of the Board of Directors as Chairperson.
30. ~~25.~~ The Chairperson may with the consent of any member at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might lawfully have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid; it shall not be necessary to give a notice of adjournment or of the business to be transacted at an adjourned meeting.
31. ~~26.~~ At a General Meeting a resolution put to the vote at the meeting shall be decided on a show of hands unless before, or upon the declaration of the result of the show of hands a poll is demanded; (a) by the Chairperson; or (b) by at least three members present in person or by proxy. Unless a poll be so demanded a declaration by the Chairperson of the meeting that a resolution has been carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the minute book of the Company is made such entry shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
32. ~~27.~~ No poll shall be demanded on the election of a Chairperson of a meeting or on a question of adjournment. Subject as aforesaid if a poll be duly demanded it shall be taken at such time and place and in such manner as the Chairperson of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
33. ~~28.~~ In the case of equality of votes whether on show of hands or a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.
34. ~~29.~~ The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which poll has been demanded and it may be at any time before the next business is proceeded with.
35. ~~30.~~ Any Member who desires to bring forward any business or to propose any motion at any General Meeting shall forward particulars of such business or a copy of such motion to the Office of the Company or the Company Secretary not less than seven (7) days before the date fixed for the meeting.

ATTENDANCE OF A GENERAL MEETING BY ELECTRONIC MEANS

36. ~~31.~~ In the case of any general meeting, the Board may make arrangements for simultaneous attendance and participation by electronic means allowing persons not present together at the same place to attend, speak and vote at the meeting. The arrangements for simultaneous attendance and participation at any place at which persons are participating, using electronic means may include arrangements for controlling or regulating the level of attendance at any particular venue provided that such arrangements shall operate so that all members and proxies wishing to attend the meeting are able to attend at one or other of the venues, including venues chosen by such persons individually.
37. ~~32.~~ The members or proxies at the place or places at which persons are participating via electronic means shall be counted in the quorum for, and be entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chairperson of the meeting is satisfied that adequate facilities are available throughout the meeting to ensure that the members or proxies attending at the place or places at which persons are participating via electronic means are able to:
- a) participate in the business for which the meeting has been convened; and
 - b) see and hear all persons who speak (whether through the use of microphones, loud speakers, computer, audio-visual communication equipment or otherwise, whether in use when these Articles are adopted or developed subsequently) in the place at which persons are participating and any other place at which persons are participating via electronic means.

VOTES OF MEMBERS

38. ~~33.~~ **A voting Member shall** have one vote each.
39. ~~34.~~ No Member shall be entitled to vote at any General Meeting unless all monies presently payable by them to the Company have been paid.
40. ~~35.~~ On a poll votes may be given either personally or by proxy.
41. ~~36.~~ The instrument appointing a proxy shall be in writing under the hand of the appointer or their attorney duly authorised in writing or if the appointer is a Body Corporate either under seal or under the hand of an officer or attorney duly authorised, and in the case of a Group, under the hands of the Groups' elected officials. A proxy need not be a member of the Company.
42. ~~37.~~ The instrument appointing a proxy and the power of the attorney or the authority (if any) under which it is signed or a notarially certified copy thereof shall be deposited at the office not less than twenty-four hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be traced as valid.
43. ~~38.~~ A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the instrument or proxy or of the authority under which it was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before commencement of the meeting or adjourned meeting at which the instrument or proxy is used.
44. ~~39.~~ Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

Echo Network Africa Foundation Limited

I/WE _____ of _____

Being member/members of the above-named Company, hereby appoint

_____ of _____

Or failing _____ of _____

As my/our proxy to vote for me/us on my/our behalf at the (Annual or Extraordinary as the case may be) General Meeting of the Company to be held on the _____ day of _____ 20____

Signed this _____ day of _____ 20____

- ~~45. 40.~~—The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

BOARD OF DIRECTIORS

- ~~46. 41.~~—Unless and until otherwise determined by a General Meeting, the number of the members of the Board shall not be less than five (5) or more than twelve (12).
- ~~47. 42.~~—The initial members of the Board shall be appointed by the subscribers to the Memorandum of Association and shall serve in this capacity until the first Annual General Meeting.
- ~~48. 43.~~—At the first Annual General Meeting of the Company all the Directors shall retire from office, and the Annual General meeting of every year thereafter, the Directors who will have served or a term of three years shall retire and be eligible for re-election.
- ~~49. 44.~~—A retiring Director shall be eligible for re-election for a further one three (3) year term but no Director shall be eligible to serve the company for more than two terms of three (3) years continuously.
- ~~50. 45.~~—The company may from time to time by ordinary resolution increase or reduce the number of Directors.
- ~~50.1 45.1~~—The Directors of the Company shall be drawn from among citizens of Kenya with qualifications in Banking, Financial Management, Legal, Marketing, Entrepreneurs and such other professions as shall be considered necessary to provide the leadership appropriate for the enhancement of the company’s business objectives.
- ~~50.2 45.2~~—Directors of the Company shall at all times have majority representation being of female gender i.e. two thirds or more.
- ~~50.3 45.3~~—The Chairperson and vice-chairperson shall at all times be of female gender.
- ~~50.4 45.4~~—Prior to the presentation for election by the member at the Annual General Meeting the Board shall ensure that the persons proposed for directorship meet the requisite qualifications and criteria.

51. ~~46.~~ The office of a member of the Board shall be vacated:-
- 51.1 ~~46.1~~ If they cease to be a member of the Company;
 - 51.2 ~~46.2~~ If by notice in writing to the Company they resign from office;
 - 51.3 ~~46.3~~ If they become of unsound mind under the provisions of the Mental Health Act (Cap 243);
 - 51.4 ~~46.4~~ If a receiving order is made against them or they make any arrangement or composition with their creditors;
 - 51.5 ~~46.5~~ If they cease to hold office under any provision of the Act; Part VI of the Insolvency Act 2015, or are prohibited from being a Director by law;
 - 51.6 ~~46.6~~ If they are removed from the office by a resolution of Directors signed by all the members of the Board;
 - 51.7 ~~46.7~~ If they are removed from the office by an ordinary resolution of the Company;
 - 51.8 ~~46.8~~ If they shall for more than six (6) months have been absent without permission of the Directors from meetings of the Directors held during the period.
52. ~~47.~~ The company may by ordinary resolution appoint another person in place of a Director removed from office. Without prejudice to the powers of the Directors in article 43 herein, the company in a General Meeting may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.
53. ~~48.~~ The members of the Board shall not be entitled to any remuneration in respect of their office but they shall be entitled to a reimbursement of any legitimate expenses incurred by them in carrying out the objects of the Company.

BORROWING POWERS

54. ~~49.~~ The Board may exercise all the powers of the company to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures; debenture stock and other securities whether outright or as security for any debt, liability, or obligation of the Company, or of any third party.

POWERS OF BOARD OF DIRECTORS

55. ~~50.~~ The business of the company shall be managed by the Board, who may pay all such expenses preliminary, incidental to, the promotion, formation, establishment and registration of the company and do on behalf of the company any such acts as may be exercised and done by the company and to exercise all such powers of the company as are not, by the Act or by these Articles required to be exercised or done by the Company in general meetings subject nevertheless to the provision of the Act or these Articles and to the provisions of any enactment for the time being in force and affecting the Company.
56. ~~51.~~ All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for monies paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the members of the Board shall from time to time by resolution determine.
57. ~~52.~~ The Board shall control the custody, use and investment of the funds and property of the Company and shall exercise all the powers of the company under the Act including

acquiring, holding, charging, disposing of movable property, borrowing money, and entering into contracts on behalf of the company. No contracts shall be awarded to Directors or employees of the company.

58. ~~53.~~—The Board shall also determine from time to time charges and fees to be levied for professional services rendered through various programmes.
59. ~~54.~~—The Board shall have the power at any time, and from time to time, to appoint any person to a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so long as the total number of Directors shall not exceed the number fixed in accordance with these articles. Any Director so appointed shall hold office only until the next following annual general meeting, and shall be eligible for re-election.
60. ~~55.~~—The Board shall have the power to approve the incorporation of a Country office in various countries in the world subject to the laws of the different countries.

PROCEEDINGS OF THE BOARD OF DIRECTORS

61. ~~56.~~—The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes, the Chairperson shall have a second or casting vote.
62. ~~57.~~—The members of the Board present shall elect one of their number to be Chairperson and Vice-Chairperson at the first meeting of the Board and to serve until their successor is elected by the Board. However, in the event that no chairperson has been elected, or if at any meeting the Chairperson is absent, the Vice-Chairperson shall be the Chairperson of the meeting. However, in the absence of the Vice-Chairperson the Directors present may choose one of their number to be the Chairperson of the meeting.
63. ~~58.~~—The Chairperson and Vice-Chairperson shall each hold office for one term of three (3) years so long as they remain members of the Board.
64. ~~59.~~—An outgoing Chairperson shall not be eligible for re-election as Chairperson but shall remain a member of the Board once their term as Chairperson is completed. A person shall not be elected to hold the position of Chairperson if they have previously held the same position in the Company.
65. ~~60.~~—In the event that the Chairperson ceases to be a member of the Board for any reason or steps down from their role as Chairperson before the conclusion of their term as Chairperson, the Vice-Chairperson shall act as the Chairperson until the next Annual General Meeting of the Company. Thereafter, the Directors shall elect a Chairperson from among themselves at the first meeting of the Board of Directors following such Annual General Meeting who shall then serve for the period provided in Article 56.
66. ~~61.~~—In the event that the Vice-Chairperson ceases to be a member of the Board for any reason or steps down from their role at any time before the conclusion of their term as Vice-Chairperson, the Directors shall elect a Vice-Chairperson from among themselves at the next meeting of the Board of Directors following said event who shall then serve for the period provided in Article 56.
67. ~~62.~~—The quorum necessary for transaction of the business of Board may be fixed by the Directors, unless so fixed shall be at least one half of the number of Directors for the time being holding office.
68. ~~63.~~—The Chairperson of the Board may, or at the request of any two members of the Board, at any time summon a meeting of the Board by notice served upon the several members of the Board. Notice of a meeting of the Board shall be given to a Director at their address in

the register or at such other address, as they may have furnished to the company for that purpose.

69. ~~64.~~ A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions which by or under these Articles are vested in the Board generally.
70. ~~65.~~ The members for the time being of the Board may act notwithstanding any vacancy in their body provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for the continuing Directors to act for the purpose of filling up vacancies in their Board or of summoning a General Meeting but not for any other purposes.
71. ~~66.~~ The Board may from time to time and at any time delegate any of its powers, authorities and discretion to committees consisting of such member or members of the Board as it thinks fit and any committee so formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Board so far applicable and so far as they shall not be superseded by any regulations made by the Board.
72. ~~67.~~ All acts bona fide done by any meeting of the Board or of any committee of the Board or by any person acting as a member of the Board shall; notwithstanding it being afterwards discovered that there was some defect in the appointment or continuance in the office of any such member or person acting as aforesaid or that they or any of them were disqualified be as valid if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board or committee of the Board, as the case may be.
73. ~~68.~~ No act or omission of a member of the Board done bona fide for executing the functions, powers and duties of the Company shall make the member personally liable for any such act or omission.
74. ~~69.~~ The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board and all business transacted at such meetings and the minutes of any meeting, if purporting to be signed by the Chairperson of that meeting or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
75. ~~70.~~ A resolution in writing signed by all members for the time being of the Board or of any committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or committee duly convened and held. The resolution may consist of more than one document in like form each signed by one or more than one person.

PRESIDENT AND CHIEF EXECUTIVE OFFICER

76. ~~71.~~ The Directors may from time to time appoint a **President and** Chief Executive Officer or otherwise who shall at all times be of female gender, for such period and on such terms as they deem fit, and subject to the terms of any agreement entered into in any particular case, may revoke such appointment. The person so appointed shall not, whilst holding that office, be subject to retirement by rotation or be taken into account in determining the rotation of retirement of Directors, but they will automatically cease to be a Director upon cessation of their appointment as the Chief Executive Officer.

77. ~~72.~~ The Chief Executive Officer shall be the Secretary to the Board of Directors.
78. ~~73.~~ The Chief Executive Officer shall receive such remuneration as the Directors may determine.
79. ~~74.~~ The Directors may entrust to and confer upon a **President and** Chief Executive Officer any of the powers exercisable by them upon such terms and conditions as they may deem fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers.
80. ~~75.~~ The **President and** Chief Executive Officer shall be responsible for the day to day management of the **Foundation organization** and shall be responsible for the recruitment, performance and discipline of all permanent, temporary and part-time staff of the **Foundation organization**.
- ~~76. The Chief Executive Officer shall represent the interests of the Company in overseeing the operations and activities of the **Country offices**.~~

COMPANY SECRETARY

81. ~~77.~~ The Company shall have a Company Secretary appointed by the Board of Directors, to do all statutory secretarial work, for such term, at such remuneration and upon such condition as they may think fit; and any company secretary so appointed may be removed by them. Such Company Secretary shall hold the qualification prescribed by Section 20 of the Certified Public Secretaries of Kenya Act, 1988 and be registered and licensed to practice as Certified Public Secretary under the provisions of the said Act.

THE SEAL

82. ~~78.~~ The Board shall provide for the safe custody of the seal of the company which shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf. Every instrument to which the seal shall be affixed shall be signed by the Director of the Company and shall be counter signed by the Company Secretary or by a second member of the Board, or by a person duly authorised by the Board to sign documents to which the Seal is applied.

ACCOUNTS

83. ~~79.~~ The Board shall cause proper books of accounts to be kept with respect to:-
- 83.1 ~~79.1~~ All sums of money received and expended by the Company and the matters of in respect of which the receipt and expenditure take place;
 - 83.2 ~~79.2~~ All sales and purchase of goods by the Company; and
 - 83.3 ~~79.3~~ The assets and liabilities of the Company.
84. ~~80.~~ The books of accounts shall be kept at the office or at such place as the Board shall think fit and shall at all times be open to inspection by members of the Board.
85. ~~81.~~ At the Annual General Meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company made up to a date not more than nine months before the meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors and copies of the income and expenditure account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be attached to them or to accompany them and shall not less than twenty one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to

receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be read before the meeting and shall be open to inspection by any Member of the Company.

AUDIT

86. ~~82.~~—Once at least in every year the accounts of the Company shall be examined and correctness of income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
87. ~~83.~~—The financial year of the Company shall be the period from January to December every year.
88. ~~84.~~—Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

GENERAL NOTICES

89. ~~85.~~—Subject to these articles, anything sent or supplied by or to the company under these articles may be sent or supplied in any way in which Part XL of the Act provides for documents or information to be sent or supplied by or to the company for the purposes of the Act.
90. ~~86.~~—Subject to these articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such a notice or document for the time being.

BRANCHES

91. ~~87.~~—The Company may have such branches in Kenya and elsewhere in the world as the Board may from time to time establish.

CHANGE OF NAME, MEMORANDUM & ARTICLES OF ASSOCIATION

92. ~~88.~~—The Change of Name and Memorandum & Articles of the Company shall be made after a vote of seventy five percent (75%) of the voting members present at a General Meeting or an Extraordinary General Meeting.

DISSOLUTION

93. ~~89.~~—The dissolution of the Company shall not take place except by a vote of seventy five percent (75%) of the registered members at an Extra-Ordinary Meeting called specifically for that purpose.
94. ~~90.~~—In the event that the assets of the Company exceed its liabilities at the time of dissolution such excess assets or the value thereof shall, after the settlement of all the claims and debts of the Company and after obtaining a court order after an application to court in this regard, be donated to a charity with the nearest objectives to those of this company. No Member shall be entitled to a refund of their membership fee either in cash or in kind in such dissolution.

INDEMNITY

95. ~~91.~~ Subject to the provisions of Article 91 hereof, every member of the Board of Directors, the Company Secretary and other office or servant of the Company, shall be indemnified by the Company against all costs, losses and expenses which any such officer or servant may lawfully incur or become liable for by reason of any contract properly entered into or his act or deed as such officer or servant, or in any way in the discharge of their duties, including travelling expenses, and it shall be the duty of the Board of Directors, out of the funds of the Company, to pay all such costs, losses and expenses.
96. ~~92.~~ Subject to the provisions of Article 91 hereof, no member of the Board of Directors, and no officer or servant of the Company shall be liable for the acts, receipts, neglects or defaults of any other member of the Board of Directors or officer or servant or for joining in any receipt or other act for conformity, or for any loss or expense happenings to the Company, through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any moneys, securities or effects shall have been deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever, which shall happen in the execution of the duties of his office, or in relation thereto.
97. ~~93.~~ The last two preceding Articles shall only have effect in so far as their provisions are not avoided by Section 996 of the Act.

INSURANCE OF DIRECTORS AGAINST CERTAIN RISKS

98. ~~94.~~ The Directors may decide to purchase and maintain insurance, at the expense of the company, for a Director of the company, or a Director of an associated company of the company, against:-
- a) any liability to any person attaching to the Director in connection with any negligence, default, breach of duty or breach of trust (except for fraud) in relation to the company or associated company (as the case may be); or
 - b) any liability incurred by the Director in defending any proceedings (whether civil or criminal) taken against the Director for any negligence, default, breach of duty or breach of trust (including fraud) in relation to the company or associated company.

