

ECHO NETWORK AFRICA LIMITED ("the Company") ("ENA")

TO ALL MEMBERS

NOTICE is hereby given that the 2023 Annual General Meeting of the Company will be held via electronic means on Wednesday, 16 August 2023 at 10.00 a.m. to transact the following business:-

ORDINARY BUSINESS

1. To read the Notice convening the meeting.
2. Confirmation of quorum and tabling of proxies.
3. To confirm the minutes of the Annual General Meeting held on 23rd September 2022.
4. To receive the Chairperson's Report.
5. To receive the Chief Executive Officer's Report.
6. To receive, consider and adopt the audited Financial Statements for the year ended 31 December 2022 together with the Directors' and Auditors' Reports thereon.
7. Election of Directors as follows:-
 - a) To note that Ms. Selinah Kibogy Kandie has completed her last term in accordance with Article 44 of the Company's Articles of Association and is not eligible for re-election.
 - b) To appoint Ms. Dorothy Muroki as a Director as recommended by the Board in accordance with Article 47 of the Company's Articles of Association.
 - c) To appoint Mr. Oliver Waindi as a Director as recommended by the Board in accordance with Article 47 of the Company's Articles of Association.
8. To appoint Messrs RSM Eastern Africa, Certified Public Accountants (Kenya) as Auditors of the Company in accordance with Section 721 (2) of the Companies Act 2015 to authorize the Directors to fix their remuneration for the ensuing financial year in accordance with the provision of Section 724(1) of the Companies Act, 2015.

9. Special Business

a) Rebranding of the Institution, ENA into ENA Foundation

The Institution (ENA) is desirous of rebranding from Echo Network Africa Limited (ENA) to Echo Network Africa Foundation in order to pursue its vision to expand and replicate its initiatives to the rest of Africa while simultaneously scaling successful models in other parts in Kenya.

The members are requested to pass the following resolution as a Special Resolution.

"That the name of the Company be changed from **Echo Network Africa Limited** to **Echo Network Africa Foundation** and to dispense with the use of the word "Limited" subject to approval by the Registrar of Companies."

b) Establishment of ENA Country office

In pursuit of the vision in (9a) above, ENA shall invest in and establish a Kenya Country office which will be registered as a Company Limited by Guarantee to be identified as ENA Kenya Country Office and will continue with the current operations as provided for in the 2023-2027 Strategy.

The members are requested to pass the following resolution as an Ordinary Resolution:

"That the establishment and incorporation of a Kenya Country Office be and is hereby approved and confirmed and the directors be and are hereby empowered to do all things necessary to bring this resolution into effect and all their actions in respect of the same undertaken before the date of this resolution be and are hereby approved, ratified and confirmed."

c) Review of the Memorandum and Articles of Association of ENA

The Memorandum of Association of ENA be and is hereby amended to incorporate the following:

- i. To delete clause 1 in its entirety and replace it with:
"The name of the Company is "Echo Network Africa Foundation"."
- ii. To delete clause 3, object 3.5 in its entirety and replace it with:
"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 represent the company, oversee, and develop the activities of any of the country offices in furtherance of the company's objects herein and to appoint to each of the country offices an officer to represent the interests of the company;"
- iii. To merge Article 3.33 into article 3.26 to avoid repetition and that the clauses be re-numbered accordingly.
- iv. To delete the words " and to borrow or raise money" from Clause 3.28 to avoid repetition as this is covered by clause 3.26.

The Articles of Association of ENA be and are hereby amended to incorporate the following and further that the articles be re-numbered accordingly:

- i. To amend article 1.5. to define "The President and Chief Executive Officer" as "The person appointed under Article 69 to administer the day-to-day business of the Foundation and who shall be the Secretary to the Board of Directors."
- ii. To add the following to article 9:
"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."
- iii. To insert a new article after article 9 (numbered 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."
- iv. To insert a new article after article 10 (numbered 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.

- v. To insert a new article after article 10 (numbered 13):
"Founder members are the subscribers of the memorandum of Association and are entitled to life membership."
- vi. To insert a new article after article 10 (numbered 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."

- vii. To amend article 11 (renumbered 15) to read as follows: "Ordinary membership of the Company shall be open to any 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;

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

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

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

- viii. To insert a new article after article 10 (numbered 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."

- ix. To amend article 33 (renumbered 38) to read as follows:

"A voting member shall have one vote each."

- x. To amend article 55 (renumbered 60) to read as follows: "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."

- xi. To amend the title before article 71 (renumbered 76) to read as follows: "President and Chief Executive Officer".

- xii. To amend article 71 (renumbered 76) to read as follows: "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."

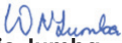
- xiii. To amend article 74 (renumbered 79) to read as follows: "The Directors may entrust to and confer upon a President and Chief Executive Officer any of the powers exercisable by them upon such terms and conditions as they may deem fit, and either collaterally with or to the exclusion of their own powers and may from time to time revoke, withdraw, alter or vary all or any of such powers."

- xiv. To amend article 75 (renumbered 80) to read as follows: "The President and Chief Executive Officer shall be responsible for the day to day management of the Foundation and shall be responsible for the recruitment, performance and discipline of all permanent, temporary and part-time staff of the Foundation."

- xv. To delete article 76 in its entirety "The Chief Executive Officer shall represent the interests of the Company in overseeing the operations and activities of the Country offices"

10. To transact any other business of which due notice has been given.

BY ORDER OF THE BOARD


Winnie Jumba
Company Secretary
P O Box 10643 – 00100
NAIROBI

Date: 17 July 2023

ECHO NETWORK AFRICA LIMITED ("Kampuni") ("ENA")

KWA WANACHAMA WOTE

TANGAZO linatolewa kuwa Mkutano Mkuu wa Kampuni wa mwaka 2023 utafanyika kupitia mtandao, Jumatano tarehe 16 Agosti 2023 saa nne asubuhi ili kutekeleza shughuli zifuatazo:

SHUGHULI ZA KAWAIDA

1. Kusoma Tangazo la kuitisha mkutano.
2. Kuthibitisha idadi inayostahili ili mkutano uendelee na kutangaza idadi ya wale wanaowakilisha wengine.
3. Kuthibitisha kumbukumbu za Mkutano Mkuu wa Mwaka uliofanyika tarehe 23 Septemba 2022.
4. Kusikiliza Ripoti ya Mwenyekiti.
5. Kusikiliza Ripoti ya Mkurugenzi Mkuu.
6. Kusikiliza, kujadili na kupitisha Taarifa za Ukaguzi wa Hesabu za Fedha za mwaka uliokamilika tarehe 31 Disemba 2022, pamoja na Ripoti ya Mkurugenzi na Ripoti ya Mkaguzi wa Hesabu.
7. Uchaguzi wa Wakurugenzi kama ifuatavyo:
 - a) Ilibainishwa kuwa Bi. Selina Kibogi Kandie amekamilisha zamu yake ya mwisho kulingana na Kifungu cha 44 cha Sheria ya Kampuni na kwa hiyo hawezi kuchaguliwa tena.
 - b) Kumteua Bi. Dorothy Muroki kama Mkurugenzi inavyopendekezwa na Bodi kwa mujibu wa Kifungu cha 47 cha Kanuni za Sheria za Kampuni.
 - c) Kumteua Bw. Oliver Waindi kama Mkurugenzi inavyopendekezwa na Bodi kwa mujibu wa Kifungu cha 47 cha Kanuni za Sheria za Kampuni.
8. Kuteua Messrs RSM Eastern Africa, Certified Public Accountants (Kenya) kama Wakaguzi wa Hesabu za Kampuni kulingana na sehemu ya 721 (2) ya Sheria ya Kampuni ya 2015 na kuwaidhinisha Wakurugenzi kuwalipa kwa kazi yao ya kukamilisha ukaguzi wa hasabu za fedha za mwaka kulingana na masharti ya Sehemu ya 724(1) ya Sheria za Kampuni, 2015.

9. Shughuli maalum

a) Kubadilisha jina la Taasisi, ENA ili lile ENA Foundation (Wakfu wa ENA)

Taasisi inayoitwa (ENA) inataka kubadilisha jina lake kutoka Echo Network Africa Limited (ENA) ili iwe Echo Network Africa Foundation ili kutekeleza maono yake ya kupanua na kuendeleza mipango yake katika bara zima la Afrika huku ikiendeleza mitindo yake iliyofaulu katika sehemu nyinginezo nchini Kenya.

Wanachama wanaombwa kupitisha azimio lifuatalo kama Azimio Maalumu:

"Kwamba jina la Kampuni libadilishwe kutoka **Echo Network Africa Limited kuwa Echo Network Africa Foundation** na kuondoa neno "Limited" kutegemea idhini ya Msajili wa Makampuni."

b) Kuanzisha Ofisi ya Nchini Kenya ya ENA

Katika kutekeleza maono katika (9a) hapo juu, ENA itawekeza na kuanzisha ofisi ya Nchini Kenya ambayo itasajiliwa kama Kampuni inayodhibitiwa na Hisa itakayojulikana kama Ofisi ya Nchini Kenya ya ENA na itaendelea na shughuli za sasa kama ilivyoelezwa katika Mpango Mkakati wa 2023-2027.

"Kwamba kuanzisha na kusajili Ofisi ya Nchini Kenya umepitishwa na kuidhinishwa kwa ofisi hii ili iwe na wakurugenzi wenye mamlaka ya kutekeleza mambo yote muhimu pamoja na kutimiza azimio hili na vitendo vyao vyote kwa kama kampuni hii ilivyokuwa ikifanya kabla ya tarehe hii ya azimio hili kupitishwa na kuidhinishwa."

c) Kukagua Mkataba na Hati ya Sheria za Kampuni ya ENA

Mkataba na Hati ya Sheria ya ENA unarekebishwa ili kujumuisha yafuatayo:

- i. Ili kufuta kifungu cha 1 kabisa na kukibadilisha na:
"Jina la Kampuni ni "Echo Network Africa Foundation".
- ii. Ili kufuta kifungu cha 3 kabisa na kukibadilisha na:
"Kuchagua na kuteua kwa muda huo na kwa masharti kama itakavyoonelea inafaa, kwa mujibu wa 3.2 na 3.3 hapo juu, watu wenye utaalumu unaofaa wa kuwakilisha kampuni, kusimamia, na kuendeleza shughuli za afisi zozote za nchini katika kufanikisha malengo ya kampuni yaliyoelezwa humu na kuteua kwa kila ofisi ya nchini afisa atakayewakilisha masilahi ya kampuni;"
- iii. Kujumuisha Kifungu cha 3.33 kwenye kifungu cha 3.26 ili kuepuka urudaiji na kwamba vifungu hivi viwekwe nambari mpya ipasavyo.
- iv. Kufuta maneno "na kukopa au kuchangisha pesa" kutoka kwa Kifungu cha 3.28 ili kuepuka urudaiji kwa kuwa hiki kimejumuishwa kwenye kifungu cha 3.26.

Sheria za Kampuni ya ENA zinarekebishwa ili kujumuisha yafuatayo pamoja na kwamba vifungu hivi viwekwe nambari upya ipasavyo:

- i. Kurekebisha kifungu cha 1.5. kufafanua "Rais na Mkurugenzi Mkuu" kama "Mtu aliyeteuliwa chini ya Kifungu cha 69 kusimamia shughuli za kila siku za Wakfu na ambaye atakuwa Katibu wa Bodi ya Wakurugenzi."
- ii. Ili kuongeza yafuatayo kwa kifungu cha 9:
"Hakuna mwanachama atakayestahiki uwanachama ili anadaiwa pesa fulani na kampuni kutekeleza au kufurahia haki yoyote au marupurupu ya Uanachama au kupiga kura kuhusu jambo lolote au kugombea uchaguzi au kupendekeza Mwanachama mwakilishi yeyote wa Kampuni kwa uchaguzi."
- iii. Ili kuingiza kifungu kipya baada ya kifungu cha 9 (nambari 10):
"Mwanachama yeyote akifariki, akiwa hana akili timamu au akitangazwa na mahakama kuwa amefilisika au kampuni ikifilisika kwa lazima au kwa hiari, au kampuni ivunjwe, Mwanachama huyo atakoma kuwa Mwanachama wa Kampuni."
- iv. Ili kuingiza kifungu kipya baada ya kifungu cha 10 (nambari 12):
"Hadi itakapoamuliwa vinginevyo na Bodi kwa mujibu wa Kifungu cha 3, uanachama utakuwa wa aina zifuatazo:

- a) Wanachama waanzilishi
- b) Wanachama wa heshima
- c) Wanachama wa kawaida
- d) Wanachama washiriki

Bodi, kwa hiari yake, itakuwa na uwezo wa kutoa haki, marupurupu na madeni inapohitajika, panapofaa, inayohusishwa na aina yoyote ya Uanachama. Bodi pia itakuwa na uwezo wa kubadilisha, kurekebisha au kufuta haki na marupurupu yanayohusishwa na aina yoyote ya uanachama katika Kampuni.

- v. Ili kuingiza kifungu kipyba baada ya kifungu cha 10 (nambari 13):
"Wanachama waanzilishi ndio waliojiandikisha kwenye sheria ya kampuni na wana haki ya kuwa mwanachama milele."
- vi. Ili kuingiza kifungu kipyba baada ya kifungu cha 10 (nambari 14):
"Bodi itakuwa na uwezo wa kuchagua watu ambao wamehudumia kampuni vizuri kwa muda mrefu kwa malengo ya Kampuni kwa uanachama wa heshima kwa masharti ambayo bodi itaonelea yanafaa. Uanachama wa heshima utampa mtu huyo haki ya uanachama wa milele kwa mujibu wa Kifungu cha 9."
- vii. Kurekebisha kifungu cha 11 (nambari 15) kisome ifuatavyo: "Uanachama wa kawaida wa Kampuni utakuwa wazi kwa mtu yeyote, wanawake, vijana wa kike na wanawake wanaoishi na ulemavu na kategoria za ushirika na aina zingine zozote ambazo Bodi inaweza kuamua mara kwa mara;
 - 15.1 Mwanachama lazima awe na zaidi ya miaka 18.
 - 15.2 Kikundi cha wanawake, vijana wa kike na wanawake wanaoishi na ulemavu wanaweza kustahiki uanachama.
 - 15.3 Makampuni yaliyojitolea kuendeleza malengo ya Kampuni hili yanaweza kustahiki uanachama.
- viii. Ili kuingiza kifungu kipyba baada ya kifungu cha 10 (nambari 16):
"Bodi inaweza mara kwa mara, kwa hiari yake, kualika watu binafsi au shirika lolote lililoanzishwa chini sheria ambalo halistahiki kuwa na uanachama chini ya Kifungu cha 11 kuwa mwanachama Mshiriki wa Kampuni. Wanachama washiriki watalipa usajili huo au kutoa mchango wa fedha za Kampuni itakavyoamuliwa na Bodi. Wanachama washiriki hawatakuwa hawezi kupiga kura katika Mkutano Mkuu wowote, lakini wanaweza kuwa na, katika masuala mengine yote, haki na marupurupu na majukumu sawa na wanachama wengine. Bodi pia itakuwa na mamlaka ya kusimamisha au kufuta haki na marupurupu ya mjumbe yeyote baada ya kusikizwa kwa kesi kama hizo zikiletwa mbele yake lakini haitalazimika kutoa sababu yoyote ya uamuzi wake."
- ix. Kurekebisha kifungu cha 33 (nambari 38) kisome ifuatavyo:
"Mwanachama anayepiga kura atakuwa na kura moja tu."
- x. Kurekebisha kifungu cha 55 (nambari 60) kisome ifuatavyo: "Bodi itakuwa na mamlaka ya kuidhinisha kuanzisha ofisi ya Nchini katika nchi mbalimbali duniani kwa kuzingatia sheria za nchi hizo mbalimbali."

- xi. Ili kurekebisha mada kabla ya kifungu cha 71 (nambari 76) kisome ifuatavyo: "Rais na Afisa Mtendaji Mkuu".
- xii. Kurekebisha kifungu cha 71 (nambari 76) kisome ifuatavyo: "Wakurugenzi wanaweza mara kwa mara kuteua Rais na Mkurugenzi Mkuu au vinginevyo ambaye wakati wote atakuwa wa jinsia ya kike, kwa muda ambao kwa masharti watakavyoonelea yanafaa, na kwa kuzingatia masharti ya makubaliano yoyote yaliyofikiwa kwa hali yoyote, inaweza pia kubatilisha uteuzi huo. Mtu aliyeteuliwa akiwa anashikilia wadhifa huo hatastaafu kwa zamu au kuzingatiwa katika kuamua zamu ya kustaafu kwa Wakurugenzi, lakini atakoma kuwa Mkurugenzi mara moja baada ya kusimamishwa kwa uteuzi wake kama Mkurugenzi Mkuu".
- xiii. Kurekebisha kifungu cha 74 (nambari 79) kisome ifuatavyo: "Wakurugenzi wanaweza kumtwika na kumpa Rais na Mkurugenzi Mkuu mamlaka yoyote anayoweza kutekeleza kwa mujibu wa sheria na masharti watakavyoonelea yanafaa, na ama kwa dhamana na au kwa kuweka nje mamlaka yao wenyewe na wanaweza mara kwa mara kubatilisha, kuondoa, kufuta au kubadilisha mamlaka yote au mojawapo kati yao."
- xiv. Kurekebisha kifungu cha 75 (nambari 80) kisome ifuatavyo: "Rais na Mkurugenzi Mkuu atawajibika kwa usimamizi wa kila siku wa Wakfu na atawajibika kwa kuajiri, utendakazi na nidhamu ya wafanyakazi wote wa kudumu, wa muda na wa vibarua."
- xv. Kufuta kifungu cha 76 kabisa "Mkurugenzi Mkuu atawakilisha maslahi ya Kampuni katika kusimamia utendakazi na shughuli za ofisi za Nchini"
10. Kufanya shughuli nyingine yoyote ambayo kwayo ilani yake imetolewa.

KWA ILANI YA BODI

Winnie Jumba

**Winnie Jumba Katibu
Wa Kampuni
S.L.P 10643 –
00100 NAIROBI**

Tarehe: 17 JULAI, 2023