

ECHO NETWORK AFRICA LIMITED (“the Company”)

MINUTES OF THE 2023 ANNUAL GENERAL MEETING OF THE COMPANY HELD VIA ELECTRONIC COMMUNICATION ON WEDNESDAY 16TH AUGUST 2023 AT 10:00 A.M

Present	Dr. Nyambura Koigi	- Chairperson
	Ms. Ursula Sore- Bahati	- Vice Chairperson
	Dr. Jennifer Nkuene Riria	- Chief Executive Officer
	Ms. Selinah Jepkoech Kibogy-Kandie	- Director
	Ms. Jeniffer Nyambura	- Director
	Ms. Elizabeth Achola Mang'eni	- Director
	Ms. Joyner Okonjo	- Director
	Ms. Verity Mbaka Nyagah	- Director
Members	58 pax	
In Attendance	Management and Staff	- Echo Network Africa Limited
	Ms. Winnie Jumba	- Company Secretary
	Mr. Elvis Ogeto	- RSM Eastern Africa (Auditor)

MIN 1/2023 WELCOME NOTE

The Chairperson welcomed the members to the Annual General Meeting and proceeded to introduce the Board Members, Auditor, Company Secretary and Senior Management present, both in person and virtually.

MIN 2/2023 NOTICE AND CONFIRMATION OF QUORUM

The Company Secretary read the notice convening the meeting and confirmed that over 15 members were present, therefore, the meeting was quorate to transact the business of the Annual General Meeting.

An amendment on the agenda to delete item 7 (b) was highlighted.

The Chairperson declared the meeting properly convened and constituted.

MIN 3/2023 MINUTES OF THE ANNUAL GENERAL MEETING HELD ON TUESDAY 23RD SEPTEMBER 2022

On a proposal by Victoria Nagwalla, seconded by Pauline Mumbua, the minutes of the Annual General Meeting (AGM) held on 23rd September 2022 were tabled and confirmed as a true recording of the proceedings of the meeting.

MIN 4/2023 CHAIRPERSON'S REPORT

The Chairperson's Report was presented and a summary of the key highlights from the report were noted as follows:-

a) Operational Environment

In 2022, Kenya faced difficult challenges that impacted negatively on the Kenyan society and in particular: girls, youth, women with disabilities and those from marginalised communities. Additionally, the 2022 general elections caused disharmony, stress among citizens and a stagnating economy. The situation was made worse by the impact of climate change; long spells of drought, the Russia-Ukraine war, and the long-term effects of Covid-19.

Kenya's Gross Domestic Product (GDP) slowed to 5.5% in 2022 down from 7.5% in 2021 due to the prolonged drought, increased commodity prices and strenuous global financial conditions. In spite of all the various challenges, the Company continued to catalyse its interventions which included: revolving loan funds, supply of dignity packs to girls in school and teaching life skills and STEM (Science, Technology, Engineering and Math) mentorship from role models in Narok and Meru counties.

b) **2022 Achievements**

Some of the notable achievements included:

- The 2018 -2022 strategic plan was successfully concluded in December 2022. Further, the lessons learnt from the implementation of the concluded strategy formed the basis for the formulation of the 2023-2027 strategic plan. The plan embodies ENA's intent to expand the offering of its initiatives throughout Kenya and East African Community region.
- ENA's interventions in 2022 touched the lives of many girls, women, and families in Homabay through aqua culture farming as well as working with a local school in Meru to address the retention of girls in school.
- ENA successfully organised high level advocacy events bringing together the government, development partners, civil society and other stakeholders involved in championing the creation of a better society.

c) **Governance**

- The Board continued to observe good governance principles in all its engagements with the institution. It was highlighted that the Board of ENA served on a three-year rotational basis. Members were informed that Ms. Selinah Kandie would be retiring from the Board during the meeting. The Chairperson thanked Selinah for her continuous commitment and dedication to the Company.
- As from 2023, two male members would be introduced to the Board as ENA adheres to the Constitution on Gender rules.

Thereafter, the Chairperson's report was adopted on a proposal by Esther Okeige and seconded by Virginia Njeri.

MIN 5/2023

GROUP CHIEF EXECUTIVE OFFICER'S REPORT

The CEO thanked all who had attended the meeting and then read highlights from her report.

A summary of the key highlights from the report were noted as follows:-

The CEO reported that ENA continued to work with private sector associates, state bodies, individuals and organisations that shared the vision of seeing the world transform into a fair, just and equitable society.

She highlighted the following achievements: -

- Through the "Chagua Mama Campaign", 184 women were trained on "Running to Win". 5 of them were women with disabilities and 16 were young women. ENA made headway with 7 governors compared to 3 in 2017.
- ENA was able to procure technological equipment to enhance effectiveness of fish cage farming, harvesting and preservation, enhance women skills in value addition and marketing, provide access to Revolving Loan Fund and facilitate linkage to government facilities and services in Homa Bay county.
- Members of 16 women groups in Marsabit and Samburu counties were trained on diversification and value addition; craft making, bee keeping and livestock farming.
- The Women's Leadership, Political Participation and Governance focus areas included:
 - a) To increase the number of female candidates running for various elective positions in 2022, standing at 1,773 in 2022 compared to 1,259 in 2017 and 971 in 2013.
 - b) Increased awareness of the benefits and need for gender inclusive leadership in Kenya through the "Chagua Mama Campaign".
 - c) Increased funding for political initiatives from less than 1 million to over Kshs 50 million and expanded support from one to four development partners.
 - d) Created a network of over 852 gender champions to continuously support for and advocate for and safeguard gender gains anchored in the 2010 constitution.

- e) Published and distributed at least ten books and booklets to build ENA's knowledge base on Women's leadership.
 - f) Increased levels of ENA's profile and standing internationally, regionally, and locally, following the recognition of ENA by the Apolitical Foundation in 2022 as one of the 28 most innovative political organisations to watch globally.
- The Girls Excel Programme Centre contributed to increased awareness and advocacy on the prevention of harmful practices such as FGM, teenage pregnancies and early and forced marriages in Narok County.
 - The Tuvuke initiative focused on enhancing the capacity of women peace actors to effectively participate in peace-keeping processes while enhancing their role in peacebuilding and promoting peaceful co-existence at the community level.
 - With respect to governance, the CEO reported that the Board of ENA was trained on building their capacity in leadership, international governance requirements, responsibility, and management.

Thereafter, the Group Chief Executive Officer's Report was adopted on a proposal by Jane Mbundi and seconded by Maren Omollo.

MIN 6/2023 FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2022.

The Report of the Directors, and Auditors together with the Financial Statements for the year ended 31st December 2022 were tabled. The Director's report was taken as read.

Mr. Elvis Ogeto representing the Auditors, RSM Eastern African LLP read the Auditors' Report to the members.

The Chairperson informed the meeting that members were given an opportunity to ask questions and seek clarifications with respect to the financial statements. Responses were provided to all the members who asked questions and sought clarifications.

On a proposal by Bella Mukwanze and seconded by Millicent Agese, it was resolved that the Financial Statements together with the Reports of the Directors and Auditors for the year ended 31 December 2022 be and are hereby adopted.

MIN 7/2023 ELECTION OF DIRECTORS

- a) It was noted that in accordance with Article 44 of the Articles of Association, Ms. Selinah Kibogy Kandie having completed her two-year term, was not eligible for re-election.
- b) It was noted that in accordance with Article 47 of the Articles of Association, the Board of Directors recommended the appointment of Mr. Oliver Waindi as a director of the Company. The Chairperson proceeded to give a brief highlight of his profile.

On a proposal by Caroline Mutethia Mbutia and seconded by Regine Muinde, it was resolved to appoint Mr. Oliver Waindi as a director of the Company.

MIN 8/2023 AUDITORS

On a proposal by Elizabeth Mangieni, seconded by Catherine Ng'ang'a, it was **resolved** to re-appoint Messrs RSM Eastern Africa LLP, in office as the External Auditors of the Company in accordance with the provisions of Section 721 (2) of the Companies Act, 2015. It was further **resolved** that the Directors be authorised to fix the Auditors' remuneration for the ensuing financial year, in accordance with Section 724 (1) of the Companies Act, 2015.

MIN 9/2023 SPECIAL BUSINESS

a) Rebranding of the Institution from ENA into ENA Foundation

On a proposal by Polly Ntinyari, seconded by Sheila Odhiambo, it was **resolved** that vide a special resolution, 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 the approval of the Registrar of Companies.

b) **Establishment of ENA Country Office**

On a proposal by Agnes Ocheye and seconded by Sheila Odhiambo, it was **resolved** by 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) **Amendment of the Memorandum and Articles of the Company**

On a proposal by Pauline Mumbua and seconded by Bella Mukunze, it was **resolved** vide a special resolution, to pass the following amendments to the Memorandum and Articles of Association of the Company:-

Memorandum of Association

- 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.

Articles of Association

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 or 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 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”

Min 10/2023 ANY OTHER BUSINESS

The Company Secretary confirmed that no notice to transact any other business had been received.

THE CHAIRPERSON DECLARED THE MEETING CLOSED AT 11:35 A.M.

Approved this _____ day of _____ 2024.

CHAIRPERSON: