

**MINUTES OF THE 32<sup>ND</sup> ANNUAL GENERAL MEETING OF THE INSTITUTE OF CERTIFIED PUBLIC SECRETARIES OF KENYA HELD ON FRIDAY, 19<sup>TH</sup> MAY 2023, VIRTUALLY (VIA ZOOM) AND IN- PERSON AT CPS GOVERNANCE CENTRE, KILIMANJARO ROAD, UPPERHILL, NAIROBI, AT 11:00 A.M.**

**COUNCIL MEMBERS PRESENT**

<b>S/NO</b>	<b>NAME</b>	<b>POSITION</b>
1.	FCS Diana Sawe Tanui	Chairman
2.	FCS Joshua Wambua	Vice Chairman
3.	FCS George Athiambo	Council Member
4.	FCS Dr. Nicholas K. Letting	Council Member
5.	FCS Jacqueline Waihenya	Council Member
6.	FCS Salome Onyonka	Council Member
7.	CS Malachi Adedeh	Council Member
8.	CS Kathyryne Maundu	Council Member
9.	CS Dr. Kenneth Wyne Mutuma	Council Member
10.	FCS Jeremiah N. Karanja	Chief Executive Officer
11.	CS Gloria Kikete	Corporate Secretary

**APOLOGIES FROM COUNCIL MEMBERS**

1.	FCS Fredrick Wasike	Council Member
2.	CS Joyce Koech	Council Member

**IN ATTENDANCE**

1.	CPA Dennis Gicheru	Representing JAD Accountants, the External Auditors
2.	CPA Pius Kamau	ICS Head of Finance and Support Services

**MEMBERS PRESENT**

**ATTENDING IN PERSON**

0654 Kennedy Omanga	2380 Jane Mathenge	0357 Sam Ogutha
0535 Julia Kinandu	3064 Moses Wandera	2516 John Githinji
1500 Kinuthia Wamwangi	0588 Jackson Maingi	0003 Jophece Yogo
3624 Jane Njeri	1952 Geoffrey Gitau	1468 Winnie Jumba
0085 Lazurus Kiman'ga	3136 Willis Julah	3425 Kenneth Githinji
1078 Rosemary Barasa	3297 Naomi Machira	2228 Josefina Wekesa
3268 Peter Maina	0087 Charity Muya	1689 Joseph Onyango
2631 Jane S. Mwangi	0888 Damaris Gituera	2362 Edna Adala
4067 Halima Ali Omar	3041 Priscilla Karanja	2519 Danson Mwangi
3914 Abdalla Abdi	0001 Erastus Gitau	2212 Wilson Nyamosi
0755 John Mburugu	2534 Joyce Afanda	2663 Wangoko Njoroge
0020 Joe M. Mbuthia	2525 David Mulisui	1877 J. M. Karanja

2355 Victoria Muya  
3008 Jacob Chacha  
1224 Abuya Edwin  
2802 Anne Nyongesa  
4081 Judith Muthusi  
3949 Peter Mwaura  
3373 Mary Opembe

2879 Simon Peter Kariuki  
2516 John Njoka  
2833 Denis O. Ambira  
3169 Judy Warui  
1037 Catherine Musakali  
2082 Peter Kitonyo  
2929 Patrick Mulwa

2754 Yvonne Masinde  
3176 Stephen Saenyi  
1987 Jacob Mutai  
1903 Hesbon Hongo  
0666 William Gatehi

### **ATTENDING VIRTUALLY**

1217 Leonard Mainji  
3938 Fanuel Kakai  
1260 Samuel Mwaniki  
1840 Ivy Nyarango  
1511 Silas Kobia  
3583 Jael Okoth  
2202 Joyce Mukururi  
1046 Benjamin Achode  
2501 Nelson Nyongesa  
3910 Leila Orina  
3954 Justin Njaunini  
3687 Faith Ndonga  
4011 Lynn Rotich  
2915 Kenneth Muhia  
3725 Audrey Cheruto  
2314 Francis Nyagari  
3618 Cynthia Mudaye  
2623 Elsie Oyoo  
0637 Paraag R Devani  
3497 Elisha Nyapara  
2101 Anthony Kisia  
2145 Evans Moturi  
3744 Samuel Mburu  
0502 Peterson Mwangi  
1643 Mildred Adhiambo  
0314 Julius Mugwanga  
3863 Ivy Maina  
2236 Moses Waithaka  
0450 Panuel Nyaga  
4102 Paul Gisore  
2240 Ruth Njeri Thandi  
2783 William Koech  
2579 George Omuok  
4030 Esther Karanja  
3586 Albert Anjichi  
3257 David Warwathe  
3489 Albert Mwaniki  
3336 Judy Wahome  
1948 Michael Kingori  
1317 Aryn Mussa  
3600 Jane Kahora  
3984 Felix Nasubo

2981 Joshua Kiboi  
3856 Mercy Muthee  
3881 Christine Masinde  
0026 John Maonga  
2726 Eddah Ngahu  
3006 Angela Kariuki  
3597 Sarah Mutune  
2982 Cyprian M'muriungi  
3700 Joseph Osoro  
4106 Abdullahi Gedi  
1337 Waweru Mathenge  
4015 Brian Wambura  
1715 Eunice Mathenge  
1466 Margaret Ndirangu  
3468 Sereu Moinket  
1989 Andrew Onguka  
4073 Andrew Ochola  
0320 Sunil Devani  
0002 Amota Nyasae  
2296 Jane Githonji  
1188 Hannah Gitonga  
4014 Susan Mutali  
0862 Robert Mbugua  
1712 Kiprono Sigira  
2474 Caroline Gituma  
3869 Catherine Nyambura  
0976 Patrick Mwiti  
0033 John Nthuku  
3036 Margaret Kanja  
1085 Samson Kibii  
1562 Norah Odingo  
1876 Rautta Athiambo  
2967 Wilson Murage  
3256 Collins Masai  
2223 Sharon Kisire  
3637 Martha Waiguru  
2773 Mary Reba Chabeda  
2541 Boniface Gituke  
3986 Itoto Echakara  
0069 Job Kihumba  
1979 John Juma  
2385 George Waweru

1864 Lipio Mugambi  
0668 Raphael E. Warui  
2786 Phillip Onyango  
3972 Caroline Kamau  
2179 Sarah Kinyua  
0618 Felicina Nganga  
3375 Abednego Mutie  
2839 Kennedy Auka  
0052 Aruna Shah  
3988 Joseph Ndiku  
1529 Judith Oduge-Otieno  
3281 Martin Maina  
3745 Morris Muchuku  
3365 Dr. Miriam Muthoka  
0256 Rachel Kiarie  
1941 James Kihara  
3657 Lilian Njoki  
1272 Mercy Muthuuri  
3959 Eddah Mwanyumba  
2988 Feisal Mulama  
2456 Darline Mbaya  
1662 Wairimu Waiyaki  
0904 Rose Juma- Mkalama  
3820 Michael Nderitu  
1123 Hazel Kamau  
0324 Ketaki Sheth  
3936 Margaret Miringu  
3753 Seth Wekesa  
2084 Helen Mungania  
1255 Wanja Kanyi  
2180 Julius Mungai  
1735 Job Weloba  
3339 Jessica Mbae  
2466 Diana Koka  
2954 Effie Wambua  
2132 Samson Lukoba  
1905 Mk Mukururi  
1321 Ibrahim Yunis  
3885 Teresia Mungai  
0432 Peter Mathara  
2472 Calvin Nyachoti  
3840 Joy Igandu

3430 Japhet Tonui Kk	0136 Grace Muriagoro	3768 Dinah Murungi
2706 Christine Kuto	2108 Gordon Misigo	3077 Antony Opondo
3501 Caroline Nyamunga	0981 Hope Mwashumbe	0682 James Kimani
0196 Joseph Abuta	0195 Edward Mugo	1725 Joash Momanyi
3480 Holliness Lumbi	2505 Angela Nyangera	2504 Caroline Leiyan
3706 Angeline Otieno	1088 Evans Thiga Gaturu	2151 Waeni Ngea
3273 Joyce Gichohi	2562 Gabriel Kimani	3974 Loice Mutai
3353 Dr Dominic Omboto	2684 Stephen Mwanzia	1082 Bernadete Nyambura
3272 Catherine Karanja	2919 Emily Mugonyi	1221 Mary Akinyi Wanga
2960 Steven Lombo	3532 Nancy Muturi	3080 Pamela Otieno
2177 Silas Nalyanya	0065 Bina Damani	1024 Dennis Aroka
4017 Beatrice Chepkoech	3783 Vivianne Mmbaka	1359 Dennis Kihara
3971 Andrew Kamau	3590 Julius Mwatu	2295 Tom Nyawanda
2962 Ken Njagi	3658 Emily Onyango	4112 Clifford Nyaosi
1975 Tom Omariba	3142 Christopher Ombunya	2569 Doreen Karani
3276 Titus Guandaru	3121 Doris Kimitei	3772 Bonareri Mochama
0608 Muriithi Wanjau	3884 Emma Raphael	2909 Rose Nyamweya
3512 Dennis Mukundi	1049 Martha Maina	1653 William Chepkwony
1752 Patrick Ngeny	3322 Humphrey Ijaka	1533 Catherine Maringa
4026 Veronica Kituku	2632 James Otundo	0605 John Nyaga
3041 Caroline Musyimi	4009 Laura Lwigado	4327 Caroline Oduor
1531 Virginia Ndunge	4022 Samson Maluei	0764 Ferdinand Muchomba
0174 Catherine Fisher	2356 Bilha Mwangi	3443 Sarah Wabwile
4008 Guyo Malicha Ali	4031 Priscilla Karanja	2879 Simon Kariuki
1117 Dan Kagagi	1899 Lillian Ndenge	4038 Halima Mayow
3622 Emily Matano	3630 Phyllis Waruhiu	2117 Justus Kisilu
3905 Laura Opondo	0534 Robert Ndungu	1020 Grace Masingila
1977 Peter Njuki	3900 Alfred Muikiria	1780 Eric Sambu
2421 Caroline Mukiira	2925 Elizabeth Murigi	2211 Robert Ochieno
2930 Alphonse Ogutu	0087 Charity Muya	3454 Rose Arasa
3901 Ettah Muango	0679 Christine Agimba	3823 Maryanne Wachira
3020 Samuel Keter	2771 Rose Awero	3912 Roseline Okech
1376 Betty Kanyagia	3821 Lilian Njuru	2517 Obare Nyaega
2402 Davidson Mwaisaka	0777 Sammy Ikingi	3170 Sarah Morintat
0861 Rosemary Njogu	0185 Barack Ochieng	3420 Samuel Muruu
1270 Willis Kayanda	3490 Jasper Lubeto	3557 Washington
1684 Jackie Oyuyo Githinji	3850 Hellen Olwanda	Ochuodho
2996 Josphat Ochoi	2261 Chris Chepkoit	3561 Jaycinta Cheptoo
3800 Francis Kiura	2895 Fredrick Ambale	1052 Jane Wangechi Kabiu
3301 Patrck Nzue	3609 Edward Muinde	0966 Kariuki Muigua
3233 Dorothy Njagi	1910 Dalton Mwaghogho	0387 Abdulwahid Aboo
3192 Mary Oganga	4025 Marygoreti Kisaka	2334 Lucy Mwangi
2069 Susan Kyele	3348 Faith Osoro	0294 Caroline Kariuki
3589 Alexander Mvuko	2496 Barbara Lunani	1036 James Ochami
3384 Kenneth Nyamolo	0025 Mundia Geteria	3619 Yvonne Njuguna
4018 Don Kevin Onyango	1084 Madren Olunya	2861 Elizabeth Karua
3220 Gad Kiragu	2036 Andrew Tanui	3504 Brenda Wasilwa
2737 William Nyagaka	3211 Mikangi Wafula	2092 Mwangi Gitonga
1896 Robert Mahenia	1845 Samuel Ouma	1450 Edgar Imbamba
3463 Benta Musima	3607 Augustine Maswili	3946 Fiona Khalayi
1984 Charles Tanui	2160 Mathew Kipruto	0887 Hellen Ombati

3882 Cathy Cheron	3873 George Kashindi	1926 Beatrice Chelangat
1802 Lucy Rono	2590 Peninah Nduati	1973 Doris Macharia
0121 Vipinchandra Shah	2564 Alex Kanyi	1631 Francis Muiruri
3503 Daniel Mureithi	3721 Daisy Mbugua	3585 Esther Gitonga
3181 Joseph Langat	3880 Esther Rintari	1328 Symon Mbanya
1336 Nancy Kiruki	2499 Tom Nyatika	3013 Jane Munene
3727 Beatrice Olele	0119 Lee Muthoga	3871 Mildred Ashubwe
0131 Ian Hodson	3317 Wilson Mapesa	3234 Nelius Wairimu
3565 Stella Njagi	3786 Justus Otiso	2297 Patrick Ndei
3831 Clemence Wangio	2311 Austin Ouko	1160 Rebecca Ngondo
3787 Felister Nyacuru	3886 Judy Maina	2405 Caroline Kimani
2812 Florence Kiawa	2808 Jack Ochieng	1921 Rosa Nduati-Mutero
1702 James Muriithi	1689 Joseph Onyango	3236 Lydia Kamau
3441 Glory Kinyua	3789 Bidan Mwangi	3374 Moses Kemei
4083 Ian Mathew Ochieng	3563 Abdi Hassan	2633 Lilian Kagasi
3679 Joel Musomi	3898 Anne Njoroge	2201 Angela Kiptoo
2025 Esther Kung'u	3043 Sellestina Kiuluku	3817 Judith Kerubo
3051 Beatrice Ngethe	3387 Stella Gacharia	3714 Claudine Chelagat
1313 Rose Mambo	0133 Harsha Shah	2471 Benjamin Tarus
1747 Jacqueline Hinga	2321 Patricia Wanjama	3423 Christine Kambo4030
2997 Esther Mwaniki	1204 Jennifer Nyagah	Esther Karanja
1130 Joseph Kimani	2652. Harriet Ngeera	4031 Priscilla Karanja
0508 Peter K Macharia	2714. John Karia	4038 Halima Mayow
2158 Francis Kakai	3964 Sylvester Namagwa	4063 Caroline Mutuku
2206 Paulina Munyua	1135 Conrad Nyukuri	4064 Doreen Masheti
1605 Doris Murimi	4063 Caroline Mutuku	4067 Halima Ali Omar
0130 Alfred Odera	3848 Faith Mutua	4073 Andrew Ochola
2994 James Maina	3033 Carolyne Cheruiyot	4081 Judith Muthusi
3996 Godfrey Wambugu	3940 Paul Temu	4083 Ian Mathew Ochieng
3479 Daniel Kitt	2690 Nicholas Ochieng	4102 Paul Gisore
3026 Cynthia Kyaka	3948 Faith Oyaro	4106 Abdullahi Gedi
1954 Joyce Munene	1852 Richard Kamami	4112 Clifford Nyaosi
2883 Patricia Mbwiri	2057 Isaac Sila	4327 Caroline Oduor
3021 Peris Kanene	3835 Dennis Karuri	
4064 Doreen Masheti	1515 Catherine Munene	
2355 Victoria Muya	3826 Michael Wachira	
2968 Rosemary O	3346 Caroline Too	

## PRELIMINARIES

The Chairman welcomed members to the 32<sup>nd</sup> Annual General Meeting of the Institute and called the meeting to order at 11.20 a.m.

The Chief Executive Officer (CEO), FCS Jeremiah Karanja, led members in singing the National Anthem and thereafter took members through the guidelines for virtual Annual General Meetings.

The Chairman recognized the presence of Council members who were present in the meeting and introduced them.

A moment of silence was observed in honor of members who had passed on in the year as follows:

- |                           |              |
|---------------------------|--------------|
| (i) CS Florence Mungai    | Reg No. 0906 |
| (ii) CS Pauline Githugu   | Reg No. 1608 |
| (iii) CS Susan Wamae      | Reg No. 1563 |
| (iv) CS Rosemary Githaiga | Reg No. 1138 |
| (v) CS Julia Nyaga        | Reg No. 1503 |

### **MIN 1/AGM/2023: TO CONFIRM QUORUM, NOTE PROXIES AND READ THE NOTICE AND AGENDA CONVENING THE MEETING**

With 50 members present at the meeting in person and 317 participating virtually, the Secretary confirmed that the meeting was quorate as per Section 7(1) of the First Schedule of the Certified Public Secretaries of Kenya Act. Subsequently, the Chairman formally declared the meeting as duly convened and constituted. The Secretary read the notice and agenda convening the meeting.

The Secretary further noted that there were no proxies received.

### **MIN 2/AGM/2023: MINUTES OF THE 31<sup>ST</sup> ANNUAL GENERAL MEETING HELD ON FRIDAY, 20<sup>TH</sup> MAY 2022**

The Minutes of the 31<sup>st</sup> Annual General Meeting held on Friday, 20<sup>th</sup> May 2022 having been circulated were proposed for adoption by FCS William Gatehi and seconded by FCS Catherine Musakali.

A poll was thereafter conducted and having registered majority support, the Chairman declared the Minutes of the 31<sup>st</sup> Annual General Meeting duly adopted.

### **MIN 3/AGM/2023: REPORT OF THE COUNCIL FOR THE YEAR ENDED DECEMBER 31, 2022**

#### **3.1 Chairman's Report**

The Chairman, FCS Diana Sawe Tanui, read out the Report of the Council for the year ended December 31, 2022, outlining the following key highlights:

- a) The Council had finalized the development of the Institute's Strategic Plan for the period 2023-2027, featuring a new vision: "to be leaders in good governance for a sustainable society", mission: "to develop and guide on sustainability and governance standards in organizations", and Core Values being "Boldness, Excellence, Integrity, Collaboration, and Agility". After a few highlights, the Chairman led members in launching the new strategic plan, with implementation scheduled to commence immediately.
- b) The number of Institute members had increased to 4,048, from 3965 in 2021 and 3617 in 2020.
- c) A new ERP system was under implementation aimed at improving operations of the Institute. The system will allow for self-service where members are able to conveniently book for events, generate invoices, pay as well as access their good standing certificates.

- d) The Council had approved an amnesty program to allow members who had dropped off to regularize their membership and rejoin the Institute. This saw several members paying up their arrears and becoming part of the Institute once again.
- e) The Cabinet Secretary to the National Treasury appointed a multi-sectoral Taskforce in July 2022 to review the legal framework for the Corporate Secretarial profession. The Taskforce developed a Draft Bill (the Certified Governance Secretaries Bill, 2023) and held physical sessions in Kisumu, Mombasa, Nyeri, Eldoret, Machakos, Garissa and Nairobi, as well as virtual sessions on 12th and 26th April 2023.
- f) The inaugural eight-month CS Students and Young Members Mentorship Program was launched at the 26th ICS Annual International Conference in Mombasa, in April 2022. The first cohort of 50 mentees received sponsorship to attend the conference. The mentees successfully completed the program and graduated in November 2022, during a ceremony held at the Institute. The second cohort of 100 members was ongoing, the program having been renamed the Governance and Ethics Mentorship and Internship Program (GEMIP). Members of the Institute willing to offer their time as mentors to students and young members were invited to contact the Secretariat.
- g) The Institute acquired its current premises in 2006, comprising approximately 0.4053 hectares or 1.0015 acres, known as the CPS Governance Centre. In 2012, a project was initiated to develop a 22-story office complex through CPS Governance Centre Limited, but various challenges led to the decision to refund contributions from members and dissolve the company upon resolution of pending disputes. She reported that the Council plans to develop a smaller, affordable project in the short and mid-term to leverage the Institute's land for financial sustainability, offering facilities for trainings, meetings, the Governance and Ethics Academy, library services, and member usage. A ground-breaking ceremony was held on April 24, 2023, with the Principal Secretary to the National Treasury, Dr. Chris Kiptoo, presiding. Members were encouraged to contribute voluntarily to fund the project. The following were recognized for their sponsorship toward the project:

Gold Category -	CPF Financial Services
Silver Category -	FCS Diana Sawe Tanui
Copper Category-	FCS Jacqueline Waihenya, FCS Jeremiah N. Karanja, FCS Nancy Muriuki, FCS Rosemary Njogu, FCS Catherine Fisher, FCS Fackson Wainaina Kagwe, CS Gloria Kikete, CS Ann Janet Waithira, CS Mercy Muthuuri, CS Dr Tarus B. Kipchumba, CS Mbeja Joseph, CS Moses Isaac Makokha Wandera, CS Naphtaly Bondo Oyugi.

- h) In the year 2022, the following were awarded fellowship: Diana Sawe Tanui, Calvin Nyachoti, Salome Onyonka, Austin Andrew Omondi Ouko, Gabriel Gitau Kimani, Dr Dan Kagagi, Emily Selebwa Mugonyi, and George Athiambo.
- i) The following were awarded commendation during the year: Doris Wambui Macharia, Joseph Kipronoh Koech, Margaret Odinyo, Linda Mesa Wambani Anene, Joyce Mihadia Afanda, Rose Gweyani Awero, Nicholas Adegó Emodia, Effie Mutio Wambua, Cynthia Moraa Sagini, Cynthia Mbula Kyaka, Martin Njoroge Njeri, Kenneth Oluoch Nyamolo, and Elsie Agnes Awino Oyoo.
- j) In the financial year ended December 31, 2022 the Institute realized a surplus of Kshs 3,924,480 compared to a deficit of Kshs (1,094,190) in the year 2021.

### **3.2 CEO's Report**

The Chairman thereafter Invited the CEO to give his statement and which highlighted as follows:

- a) There were a number of challenges facing the Institute, and which included unfavorable legal and policy changes, diminishing opportunities for members, acute financial distress, and low membership growth. These same challenges had been underscored by respondents of the joint research between the Institute and Registration of Certified Public Secretaries Board and which was titled "*The State of CS Profession in Kenya*". Initiatives were in place including advocacy, sensitization programs, review of the legal framework, collaborations as well as innovative product offerings to overcome these challenges.
- b) The Council had recruited a number of new staff members across various departments of the Secretariat, who would support the implementation of the strategic plan 2023-2027.
- c) Dedicated Secretariat staff continue being available to support members, both professionally as well as other member welfare issues.
- d) The Institute's presence on social media had greatly improved, reaching members and other stakeholders through active channels on LinkedIn, Facebook, Twitter and YouTube.
- e) There had been physical developments such as enhanced office space, additional ablution block, and a new gatehouse.

### **3.3 Feedback from members**

The following comments were made by members on the report of the Council:

- a) The Council should look at the future of the profession and collaborate closely with members and other stakeholders to benefit the profession and society at large.
- b) The Council to consider and put in place a framework to ensure that the Institute was not competing with its members for tenders to offer consultancy services.
- c) To increase membership, the Council should consider putting in place an accelerated/ alternative route to membership targeting specific categories of the society.
- d) Inconsideration of members of the Islamic faith, the Council should consider to have future AGMs on a day other than Friday. The time of the AGM also needed to be considered, to avoid it taking too long.
- e) The Audit Risk and Compliance Committee report should be a separate report to the members at the AGM.
- f) The Council to consider and provide a report to the AGM on Disciplinary issues handled during the year.

The Council's report was proposed for adoption by CS Jane Mwangi, seconded by CS Joseph Onyango.

A poll was thereafter conducted and having registered majority support, the Chairman declared the Council's Report duly adopted.

**MIN 4/AGM/2023: AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED DECEMBER 31, 2022 TOGETHER WITH THE AUDITORS' REPORT THEREIN.**

4.1 The Chairman of the Audit, Risk and Compliance Committee (CS Malachi Adedeh) gave assurance that the Committee had reviewed the management accounts and found them compliant with relevant regulatory requirements and accounting standards. Furthermore, the committee ensured that appropriate internal controls were in place to safeguard the Institute's assets and mitigate risks effectively. The Committee had further recommended the accounts to the Council for approval and audit.

4.2 The Head of Finance, CPA Pius Kamau, thereafter presented the Audited Financial Statements to the members as follows:

- a) The financial year ended December 31 2022 had a surplus of Kshs 3,924,480 compared to a deficit of Kshs (1,094,190) realized in the year 2021.
- b) The total income was reported to have increased to Kshs 103,781,658 from Kshs 70,516,763/- reported in the year 2021.
- c) The total expenses were reported to have increased from Kshs 71,610,953 in 2021 to Kshs 99,870,316 in 2022.
- d) The following were some of the performance highlights:

(i) Statement of Changes in Equity:

<b>Changes in Working Capital</b>	<b>Year 2021</b>	<b>Year 2022</b>	<b>Growth/ (Decline) Kes</b>	<b>Growth/ (Decline) %</b>
Accounts Receivables	19,849,891	15,066,157	(4,783,734)	(24.10)%
Cash and Bank Balances	6,725,162	5,495,242	8,770,080	130.41%
Accounts Payable	38,388,798	38,587,067	198,269	0.52%

(ii) Member's Funds:

	<b>2022</b>	<b>2021</b>
	<b>Kshs</b>	<b>Kshs</b>
<b>Members' funds</b>		
Accumulated funds	(30,753,179)	(30,210,879)
Revenue reserve	1,465,038	1,465,038
Institute premises fund	20,420,148	18,120,518
Research fund	7,256,457	5,102,445
<b>Total members' fund</b>	<b>(1,611,536)</b>	<b>(5,522,878)</b>
<b>Non-current liabilities</b>		
Deferred life membership subscriptions	1,330,974	1,253,029
Deferred income - capital grant	12,992,000	13,398,000
	14,322,974	14,651,029
	<b>12,711,438</b>	<b>9,128,151</b>



4.3 The Audit Engagement Partner, CPA Dennis Gicheru, read the audit opinion confirming that the accounts gave true and fair view of the financial position of the Institute and the group as at December 31, 2022.

The financial statements for the year ended December 31 2022 were proposed for adoption by FCS Lazaro Kimang'a and seconded by CS Mary Opembe.

A poll was thereafter conducted and having registered majority support, the Chairman declared the Audited Financial statements duly adopted.

#### **MIN 5/AGM/2023: COUNCIL ALLOWANCES**

It was reported that there were no changes proposed to the Allowances.

With a proposal by CS Dr John Kennedy Omanga, seconded by CS Madren Oluoch, Council allowances were approved at the current rate.

A poll was thereafter conducted and having registered majority support, the Chairman declared the Council and Committee Allowances approved.

#### **MIN 6/AGM/2023: ELECTION OF THE CHAIRMAN**

The Chairman of the Elections Committee presented the Committee report and recommendations to the AGM as follows:

- a) FCS Diana Sawe Tanui having served two terms of one year each as the Chairman was retiring and not eligible for re-election.
- b) A call for nominations was sent out to all members on 23rd February 2023.
- c) Two nominations were received for Chairman position as follows: FCS Joshua Willy Wambua (1069) and CS Malachi Omolloh Adedeh (2926)
- d) The Council, during its 239th meeting of 18th April 2023, on recommendation of the Elections Committee considered and approved the above two candidates to vie for the elections.
- e) The elections were held virtually between 15th and 17th May, in accordance with the Elections Guidelines as approved during the 31st Annual General Meeting of 20th May 2022. The following were the results:

<b>No.</b>	<b>Name</b>	<b>Votes</b>	<b>%</b>
1069	FCS Joshua W. Wambua	284	54.51%
2926	CS Malachi Adedeh	232	44.53%

Upon proposal by FCS William Gatehi and seconded by CS Dr. Peter Kitonyo, and subsequent to a poll conducted where majority support was registered, FCS Joshua W. Wambua was duly declared as the Chairman of the Institute for a one-year term, until the next AGM, Pursuant to Section 6 and the First Schedule of the Certified Public Secretaries Act.

#### **MIN 7/AGM/2023: ELECTION OF SIX (6) COUNCIL MEMBERS**

The Chairman of the Elections Committee noted as follows:

- a) There were six (6) vacant Council positions arising from the date of the AGM as follows:

- (i) FCS Joshua W. Wambua, the current Vice Chair, though not retiring by rotation, resigned his position as Council Member to vie for the Chairman Position.
  - (ii) CS Malachi Adedeh, though not retiring by rotation, resigned his position as Council Member to vie for the Chairman Position.
  - (iii) FCS Dr Nicholas Letting' having served one term of 3 years, and being eligible for re-election, offered himself for a final term of 3 years.
  - (iv) FCS Jacqueline Waihenya having served one term of 3 years, and being eligible for re-election, offered herself for a final term of 3 years.
  - (v) FCS Salome Onyonka was retiring by rotation and having served two terms of 3 years each, was not eligible for re-election.
  - (vi) FCS Fredrick Wasike was retiring by rotation and having served two terms of 3 years each, is not eligible for re-election.
- b) Upon the closure of the call for nominations, nine (9) nominations were received for Council position as follows: FCS Jacqueline Waihenya (1296), CS Stephen Juma Saenyi (3176); FCS Nicholas Kibiwot Letting' (1909); CS William Kiema Sammy (3369); CS Pauline Wairimu Munyua (2206); CS Judy Olive Warui (3196); CS Simon Peter Mwangi Kariuki (2879); CS Joseph Obonyo Mbeja (2885) and CS Joyce Njeri Mukururi (2202).
- c) The Council, during its 239<sup>th</sup> meeting of 18<sup>th</sup> April 2023, on recommendation of the Elections Committee considered and approved the above nine candidates to vie for the elections.
- d) The elections were held virtually between 15<sup>th</sup> and 17<sup>th</sup> May, in accordance with the Elections Guidelines as approved during the 31st Annual General Meeting of 20<sup>th</sup> May 2022. The following were the results:

No.	Name	Votes	%
1296	FCS Jacqueline Waihenya	433	83.11%
2202	CS Joyce Njeri Mukururi	411	78.89%
1909	FCS Dr Nicholas Letting'	382	73.32%
3169	CS Judy Olive Warui	369	70.83%
3369	CS William Kiema Sammy	310	59.50%
2879	CS Simon Peter Mwangi Kariuki	287	55.09%
2885	CS Joseph Obonyo Mbeja	261	50.10%
2206	CS Pauline Wairimu Munyua	249	47.79%
3176	CS Stephen Juma Saenyi	217	41.65%

Having secured a majority of the votes during the electronic voting process, and having been proposed and seconded as tabulated below, the following six (6) members were duly declared as elected Council members of the Institute for a three-year term in accordance with Section 9 and the Second Schedule of the CPSK Act. This declaration followed a poll conducted where majority support was registered in their favor.

Candidate	Votes	%	Proposer	Secunder
FCS Jacqueline Waihenya	433	83.11%	CS Jane Mathenge	CS Jane Njeri
CS Joyce Njeri Mukururi	411	78.89%	CS Wangoko Njoroje	FCS Kinuthia Wamwangi
FCS Dr. Nicholas Kibiwot Letting'	382	73.32%	CS George Waweru	CS Julia Kinandu

CS Judy Olive Warui	369	70.83%	CS Peter Mwaura	CS Cynthia Mudaye
CS William Kiema Sammy	310	59.5%	CS Dalton Mwaghogho	CS Sharon Kisire
CS Simon Peter Mwangi Kariuki	287	55.09%	CS Davidson Mwaisaka	FCS Rosemary Njogu

### **MIN 8/AGM/2023: APPOINTMENT OF THE EXTERNAL AUDITORS AND APPROVAL OF THEIR REMUNERATION FOR THE FINANCIAL YEAR 2023.**

The auditors were excused from the meeting for the deliberations on this agenda.

The Chairman noted that the current auditors, JAD Certified Public Accountants (K), had expressed their willingness to continue in office and that the Council was recommending that they be appointed as the auditors for the ensuing year.

The Audit Firm JAD Accountants were recommended for appointment as Auditors with a proposal by CS Aboo, seconded by CS Calvin Nyachoti.

A poll was thereafter conducted and having registered majority support, the Chairman declared the appointment of JAD Accountants as the independent auditors approved and the Council authorized to fix their remuneration for the financial year 2023.

### **MIN 9/AGM/2023: THE ICPSK COUNCIL ELECTION GUIDELINES**

On invitation by the Chairman, the Secretary gave an overview of the amended Election guidelines.

The changes included, removal of the provision that the Committee would be appointed for a one year term renewable once, and allowed renewal at the discretion of the Council; updating of time to receive nominations to not later than 30 min after the deadline; inclusion of a provision that any member of the Elections Committee interested to vie for a position must resign at the first meeting of the Committee; and that candidates would not be allowed to replace their proposers and seconders after the first submission.

It was noted that the Elections Guidelines as amended would come into effect immediately after approval.

The ICPSK Council Election Guidelines were proposed by FCS Sam Ogutha and seconded by CS Humphrey Ijaka.

A poll was thereafter conducted and having registered majority support, the Chairman declared the changes to the Elections Guidelines approved.

### **MIN 10/AGM/2023: ANY OTHER BUSINESS**

The Secretary noted that the no other business for consideration to be discussed at the AGM had been received.

The Chairman thanked the members for attending the meeting.

The newly elected Chairman and Council members were invited to address the AGM.

With the National Anthem, the meeting was declared officially closed at 1.20 p.m.

Minutes drafted by:  ..... CS Gloria Kikete, Corporate Secretary	Date: 19 <sup>th</sup> May 2023	Minutes reviewed by:  ..... FCS Jeremiah N. Karanja, MBS Chief Executive Officer	Date: 21 <sup>st</sup> June 2023
Minutes signed by  ..... FCS Joshua W. Wambua, MBS Chairperson	Date .....		