

**NOTICE OF THE 11TH ANNUAL GENERAL MEETING OF MURANG'A WATER AND
SANITATION COMPANY LIMITED**

NOTICE IS HEREBY GIVEN to all members of Murang'a Water and Sanitation Company Ltd that the 11th Annual General Meeting will be held on **Friday the 9th June 2023 at 10.00 a.m.** at **NOKRAS HOTEL RIVERINE, MURANG'A** to conduct the following business:-

AGENDA

1. Constitution of the Meeting

The Secretary to read the notice convening the meeting after determining that there is the requisite quorum.

2. Confirmation of minutes

The Secretary to read the minutes of previous AGM held on 4th March 2022 and to note any matters arising.

3. Chairman's Report

To receive and adopt the Chairman's Report.

4. Managing Director's Report

To receive and adopt the Managing director's Report.

5. Report of the Auditors and Financial Statements

To receive the Audited Financial Statements with the Directors' and Auditors' reports thereon for the years ended 30th June, 2020 and 30th June 2021.

6. Appointment and Remuneration of the Auditors

To note that the Auditor General shall continue in office and to authorize the directors to fix their remunerations.

7. Election of Directors

To receive and adopt the report from the Stakeholders' Selection Committee.

SPECIAL BUSINESS

8. To consider and pass the following amendments to Memorandum and Articles of Association:-

Amendment to Memorandum of Association

- a) Paragraph 3 (a) to be amended to read: We, the several members whose names and addresses are subscribed,
- b) Paragraph 4 (a) to be amended to read: 'To be an agent of the County Government of Murang'a'.
- c) Paragraph 4 (b) to be amended to include the name 'Murang'a Municipality'
- d) Paragraph 4 (k) to be amended to include 'undertake public participation on water and sewerage tariffs'
- e) On subscribers to both the Memorandum of Association and Articles of Association, the subscribers to be the stakeholders who are represented in the board of directors as follows:-
 - 1. CECM, Water, Irrigation, Environment and Natural Resources.
 - 2. CECM- Finance and Economic Planning,
 - 3. Murang'a Municipality Manager
 - 4. Manufacturers and Industrialists
 - 5. Chamber of Commerce and Industries – Murang'a Chapter
 - 6. Water Users Associations
 - 7. Maendeleo Ya Wanawake
 - 8. Two (2) Other Women Organizations
 - 9. Professional Organizations
 - 10. Persons With Disability
 - 11. Managing Director

Amendment to Articles of Association

- 1. The Companies Act from CAP 486 to be replaced with Companies Act 2015 and remove the name "Private Company"

2. The schedule under which the Articles are derived to be amended from “table “C” in the first Schedule” to ‘Fifth Schedule of the Regulations to the Companies Act’

On background of directors of the company

Paragraph 31 to be amended as follows:-

'The number of directors shall not be less than 5 (five) and not more than 9 (nine)'

- i. Two (2) directors shall be from the executive arm of the County Government of Murang'a.
- ii. Two (2) members from the business community and manufacturing community nominated by their bodies.
- iii. One (1) local professional from the professional bodies nominated from the body.
- iv. One (1) person from resident organization- water users association.
- v. One (1) woman from Maendeleo ya Wanawake.
- vi. Two (2) women from any other women organizations.
- vii. One (1) person from a duly registered organization of physically challenged persons.
- viii. Managing Director MUWASCO.

On Retiring of Directors

Paragraph 42 to be amended to include the following:-

- I. A term for directors shall be for three years
- II. Any director of the Company shall serve a maximum of two terms

On Conversion of the Company to one limited by shares

Stakeholders to pass a resolution to convert the company from one limited by Guarantee to one limited by Shares wholly owned by the County Government of Murang'a.

9. Any Other Business

- i) The Secretary to be directed to file at the Company's Registry the Requisite forms and returns dealing with the resolutions set above.

- ii) To consider any other business for which due notification will have been received by the Hon. Secretary forty eight (48) hours before the Annual General Meeting.

BY ORDER OF THE BOARD



GEOFFREY MAINA MWANGI

COMPANY SECRETARY

DATED AT ...Murang'a...THIS 10th DAY OF May 2023

NOTES:

Any member entitled to attend and vote at the meeting and who is unable to attend is entitled to appoint a proxy to attend and vote on his/her behalf. A proxy need not be a member of the company. A form of proxy is enclosed. To be valid, the proxy form must be duly completed and signed by the member and must be received by the Company Secretary at the registered office of the Company at MUWASCO Building, Off Kangema Road not later than 48 hours before the meeting or any adjournment thereof.

If the appointed is a corporation or a government office, the instrument appointing the proxy shall be given under its common seal or under the hand of an officer or duly authorized attorney of such a corporation or government office.

Proxy Form

The Company Secretary,
Murang'a Water & Sanitation Co. Ltd
P.O. Box 1050-10200
Murang'a

APPOINTMENT OF PROXY

I/Weof.....being a
Member/Members of the above company, hereby appoint..... of
.....or failing him/her of..... as my/our proxy to
vote for me/us on my/our behalf at the Annual General meeting of the company to be held on the 9th
day of June 2023.

Signed

Company seal.....

This..... day of2023