



THE NAIROBI HOSPITAL

NOTICE OF THE ANNUAL GENERAL MEETING

THIS NOTICE IS A SUPPLEMENT TO THE NOTICE ISSUED AND PUBLISHED IN THE DAILY NATION ON 18 JULY 2020 pursuant to Article 19 of the Kenya Hospital Association Articles of Association and as permitted by the High Court of Kenya vide an order issued in Miscellaneous Application No. E757 of 2020, that the Kenya Hospital Association shall hold a virtual Annual General Meeting on **03 September 2020 at 2:00 P.M.** to conduct the following business:

AGENDA

ORDINARY BUSINESS

1. To table the proxies and apologies and note the presence of a quorum.
2. To read the notice convening the Meeting.
3. To approve the minutes of the Annual General Meeting held on 17 June 2019.
4. To approve the minutes of the Special General Meeting held on 27 November 2019 and 30 July 2020.
5. To consider and, if approved, adopt the Audited Balance Sheet and Accounts of the Association for the year ended 31 December 2019 together with the Chairman's, the Board of Management's and Auditors' Reports thereon.
6. To elect nine (9) members to the Board of Management in accordance with the Special Resolution passed on 27 November 2019.
7. To appoint Deloitte and Touche as auditors of the Company in accordance with Sections 721 and 724 of the Companies Act 2015, and to authorize the directors to fix their remuneration for the year 2020 audit.

SPECIAL BUSINESS

To consider and if thought appropriate to pass the following resolutions as special resolutions:

1. THAT Article 19 of the Articles of Association of the Company be amended by adding the following words after the first sentence:
"The Company may give such notice in writing or by electronic means or by a combination of means permitted by the Statutes."
2. THAT the Articles of Association of the Company be amended by inserting the following new Articles immediately after Article 22:
22 (b): ATTENDANCE BY ELECTRONIC MEANS

22 (b) (1): 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.

22 (b) (2): The members or proxies at the place or places at which persons are participating via electronic means shall be counted in the quorum, and be entitled to vote at the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the Chairman 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.

By order of the Board

Dr. W. Irungu Ndirangu

Chairman- Board of Management

Notes:

1. In view of the ongoing Coronavirus 2019 (COVID-19) pandemic and the related public health Regulations precluding public gatherings, it is impracticable, as contemplated under section 280 of the Companies Act 2015, for Kenya Hospital Association to hold any Meeting in the manner prescribed in its Articles of Association.
2. The High Court of Kenya in Miscellaneous Application No. E757 of 2020 made under the provisions of Section 280 of the Companies Act 2015, (The Companies Act) issued an order granting special dispensation to Kenya Hospital Association to convene and conduct a virtual general meeting.
3. Any member wishing to follow the virtual meeting should register for the AGM by dialing *483*807# on all mobile networks and follow the various prompts regarding the registration process. In order to complete the registration process, the Members will need to have their KHA Membership Number. For assistance, members should reach out to +254 709 170000 or +254 730 666011 or 254 730 666019 or +254 709 170019
4. Registration for the AGM will open up on 19 August 2020 at 8:00 am and will close on 01 September 2020 at 2:00 p.m. and members will not be able to register after 01 September 2020 at 2:00 p.m.
5. Members wishing to raise any questions or clarification regarding the AGM may do so by:
 - a) Sending their written questions by email to kha@nbihosp.org or call +254 709 170000 or +254 730 666011 or +254 730 666019 or +254 709 170019
 - b) To the extent possible, physically delivering their written questions with a return address or email address to the registered office of the Company at the Nairobi Hospital, the CEO's Office, Argwings Kodhek Road.
 - c) Sending their written questions with a return physical address or email address by registered post to the Company's address at P.O. Box 30026 – 00100 Nairobi.
 - d) Using the USSD provided above and submit their questions after following the prompts or send their questions using the Q & A tab provided on the live stream.

Members must provide their full details (full names, ID/Passport Number/Membership Number) when submitting their questions and clarification.

Following receipt of the questions and clarifications, the Company KHA office shall provide written responses to the questions received to the return physical address or email address provided by the members. A full list of all questions received and the answers thereto will be published on the Company's website not later than 24 hours after the meeting.

6. In accordance with Section 298(1) of the Companies Act, Members entitled to attend and vote at the AGM are entitled to appoint a proxy to vote on their behalf. In accordance with Article 33 of the Memorandum and Articles of Association, not more than 2 proxies shall be given to any individual member of the association and only members of the association may hold proxies.

A proxy form is available on the Company's website, www.thenairobihospital.org. Physical copies of the proxy are also available at the following address: KHA Office, The Nairobi Hospital, Argwings Kodhek Road, Nairobi.

A proxy must be signed by the appointer or his attorney duly authorized in writing. If the appointer is a body corporate, 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 corporation or Government office.

A completed form of proxy should be emailed to kha@nbihosp.org or delivered to the KHA Office, The Nairobi Hospital, Argwings Kodhek Road, Nairobi. P.O. Box 30026 – 00100 Nairobi, so as to be received not later than 01 September 2020 at 2:00 P.M. Any person appointed as a proxy should submit his/her mobile telephone number to the Company not later than 01 September 2020 at 2:00 P.M.

7. The AGM will be streamed live via a link which shall be provided to all Members who will have registered to participate in the AGM. Duly registered members and proxies will receive a short message service (SMS)/USSD prompt on their registered mobile numbers 24 hours prior to the AGM acting as a reminder for the AGM. A second SMS/USSD prompt shall be sent one hour ahead of the AGM, reminding duly registered members and proxies that the AGM will begin in an hour's time and providing a link to the live stream.

8. Duly registered paid up members and proxies will commence voting as advised by the Company through the KHA office. A poll shall be conducted for each resolution and the results of the poll together with the elected directors shall be sent via email to the members and shall also be published on the Company's website within 48 hours following the conclusion of the AGM.

Members are encouraged to continuously monitor the Company's website for updates relating to the AGM due to the continuous evolving situation with COVID -19 and the Government directives being subject to change.

We appreciate the understanding of our members as we navigate the changing business conditions posed by COVID -19.

