



THE NAIROBI HOSPITAL

**MINUTES OF THE EXTRA ORDINARY GENERAL MEETING OF THE ASSOCIATION HELD ON 27 NOVEMBER 2019 IN THE NAIROBI HOSPITAL'S AMPHITHEATRE AT 2:30 P.M.**

**Present:** Mr. Allan Gachukia - Board Member  
Mr. Sam Ncheeri - Board Member

One Hundred and Thirty-One (131) Members of the Kenya Hospital Association who signed the attendance register.

**In Attendance:** Dr. Christopher Abeid - Ag. Chief Executive Officer  
Mrs. Mercy Mbijiwe - Company Secretary

**EGM MIN.NO.1/2019: INTRODUCTION**

Mr. Allan Gachukia introduced himself and welcomed all members to the meeting. He reported that the Chairman Mr. Joseph Kigwe was not able to attend the meeting and in his absence he would chair the meeting and called the meeting to order at 2.30 pm.

Dr. J A Alouch raised an objection and indicated that Mr. Gachukia was neither the Chairman nor the Vice Chairman and could therefore not chair the meeting in accordance with Article 24 of the Article of Association. Article 24 states as follows: *"One of the following officers of the Association in order of precedence named shall take chair at every General meeting of the Association, namely the Patron of the Association, the Chairman of the Board of Management and the Vice – Chairman of the Board of Management. If there be no such officers or if at any meeting none of them shall be present within fifteen (15) minutes after the time appointed for holding such meeting, or shall be willing to act as Chairman, the members of the Association present shall choose one of their number to be Chairman of the meeting."*

Mr. Gachukia indicated that the Chairman had requested him to chair the meeting through a phone conversation. It was noted that he did not have the delegation authorization in writing and as such he could not Chair the meeting. After several deliberations, it was resolved that Mr. Gachukia should step down and Dr. Luka Musau should Chair the meeting.

Dr. Musau accepted to Chair the meeting and requested the members presented to be calm in order to carry out the business of the day.

**EGM MIN. NO. 2/19: QUORUM**

Mrs. Mercy Mbijiwe indicated that there was quorum to proceed with the meeting.

**EGM MIN. NO. 3/19: NOTICE CONVENING THE MEETING**

The notice convening the meeting was taken as read. Some members complained that the notice convening the meeting was not sent out on time. It was noted that the meeting could only take place after the court case challenging the meeting was dispensed with. The High court had on 25<sup>th</sup> November 2019 allowed the meeting to take place and therefore the members were informed through email that the meeting would take place.

## **EGM MIN. NO. 4/19: AGENDA FOR THE MEETING**

The Company Secretary read the Agenda for the meeting as follows:

1. Note the Presence of a Quorum
2. Record Apologies
3. To read the Notice Convening the Meeting
4. To Table the Court Order dated 19<sup>th</sup> June, 2019
5. To Table the Proxies
6. To Discuss the Mode of Voting
7. To Table the Resolutions for discussion
  1. Resolution for reconstitution of the Board of Directors of Kenya Hospital Association and remove from the Board, the following members:
    - i. Mr. Coutts Otolo
    - ii. Mr. Alan Gachukia
    - iii. Mr. Sam Ncheeri
    - iv. Mrs. Margaret Muigai
    - v. Mr. Joseph Wathua Kigwe
  2. Resolution for the Election to the Board of Directors of Kenya Hospital Association, of the following nominated/ proposed members:
    - i. Dr. Wilfred Irungu Ndirangu
    - ii. Hon. Dr. Chris M.N. Bichage
    - iii. Dr. Stephen Ochiel
    - iv. Eng. Maxwell Otieno Odongo
    - v. Mr. Victor Opiyo Miseda
    - vi. Mr. Robert Shaw
    - vii. Mr. Charles K. Wambugu
    - viii. Amb. Charles Amira

## **EGM. MIN. NO. 5/19: DELIBERATIONS BY MEMBERS**

Members deliberated on the following issues:

1. Members agreed that the main agenda for the meeting was to consider the two resolutions after the Court had authorized this meeting to take place on 25<sup>th</sup> November 2019. Members agreed that the Court Order dated 19<sup>th</sup> June 2019 was superseded by the order given on 25<sup>th</sup> November 2019 and should not be considered.
2. It was suggested that the current Board should continue in office until the next AGM when elections would be held for all the Board members because the members who were to be elected were not known to other members and their CVs had not been circulated to other members as is required by the Articles of Association. It was noted that this was not the responsibility of the Members but the Company Secretary and the Company. Members thereby resolved that the elections should proceed and the Board which would be elected would be a caretaker board until the next AGM. It was agreed that the members should be allowed to express their opinion freely during the meeting and the majority would carry the day even after listening to the minority.
3. Members agreed that the only reason for the meeting was to consider and if approved pass the two resolutions in the agenda by way of voting for the resolutions.
4. After deliberations, the Chairman requested members to cast their votes on the two resolutions.

## **EGM. MIN. NO. 6/19: VOTES FOR THE RESOLUTIONS**

After the members had finalized casting their votes, the votes were tallied and announced by the Company Secretary as follows:

1. Resolution Number 1 (Resolution for reconstitution of the Board of Directors of Kenya Hospital Association by removal of the following members from the membership of the Board) the following votes were cast.

NAME	FOR	AGAINST
Mr. Coutts Otolu	104	25
Mr. Alan Gachukia	102	27
Mr. Sam Ncheeri	103	26
Mrs. Margaret Muigai	103	26
Mr. Joseph Wathua Kigwe	102	47

2. Resolution Number 2: (Resolution for Election to the Board of Directors of Kenya Hospital Association, of the following nominated/ proposed persons) the following votes were cast:

NAME	FOR	AGAINST
Dr. Wilfred Irungu Ndirangu	101	24
Hon. Dr. Chris M.N. Bichage	99	32
Dr. Stephen Ochiel	99	30
Eng. Maxwell Otieno Odongo	103	27
Mr. Victor Opiyo Miseda	98	28
Mr. Robert Shaw	110	26
Mr. Charles K. Wambugu	105	22
Amb. Charles Amira	103	26

The Company Secretary announced that Resolution Number 2 had passed and that the new Board of Management which was duly elected will hold office until the next Annual General Meeting, as resolved by the members present.

There being no other business, the Chairman closed the meeting at 4:35 p.m.

**SIGNATURE:** .....  
**DR LUKE MUSAU**  
**CHAIRMAN**  
**DATE**.....

**SIGNATURE**.....  
**COMPANY SECRETARY**  
**DATE**.....