



**THE NAIROBI HOSPITAL**

**(2ND REMINDER) NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** pursuant to Article 19 and 22 (b) of the Kenya Hospital Association Articles of Association, that the Kenya Hospital Association shall hold a virtual Annual General Meeting on **27<sup>th</sup> July 2021 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 3<sup>rd</sup> September 2020. (Attached)
- 4 To receive, consider and, if thought fit, adopt the Report of the Board for the year ended December 31, 2020.
- 5 To receive, consider and, if thought fit, adopt the Audited Financial Statements of the Company for the year ended December 31, 2020 together with the Auditors' Report therein. (Attached)
- 6 To Approve the Board Remuneration report in accordance with Article 41 of the Company's Articles of Association.
- 7 To consider and make the following resolutions on Rotation of Directors under Article 42 and 43 of the Company's Articles of Associations:
  - a) It is hereby resolved that Retirement by Rotation of Directors to commence during the Annual General Meeting for the year 2022.
  - b) It is further resolved that the nine (9) Directors elected on September 3, 2020 to remain in office until 2022 when a third (1/3) of them will retire by rotation but will be eligible for re-election.
- 8 To authorize the Board of Management to appoint the External Auditors for the Financial Year 2021 in accordance with Section 719 (2) of the Companies Act, 2015 and to fix the External Auditors' remuneration for the Financial Year 2021.

**By order of the Board**  
**Dr. W. Irungu Ndirangu**  
**Chairman- Board of Management**

**Notes:**

1. In view of the ongoing COVID-19 pandemic and the related public health Regulations precluding public gatherings, it is impracticable to hold a physical Meeting. The Hospital has therefore contracted Image Registrars Limited to facilitate the virtual AGM.
2. Any member wishing to follow the virtual meeting should register for the AGM by dialing \*483\*811# on all mobile networks and follow the various prompts regarding the registration process. Members will also receive an email link in their emails which will aid them in registering for the AGM. In order to complete the registration process, Members will require their KHA Membership Number. For assistance, members should reach out to +254709170000, +254709 170 019 or +254730666011.
3. Registration for the AGM is already open and will close on 26<sup>th</sup> July 2021 at 4:00 P.M.
4. 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](mailto:kha@nbihosp.org) or call +254730666011 or +254730666019.
  - 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 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 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.

5. 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. A proxy should be a member of the Kenya Hospital Association. If the proxy appointed is not the Chairman of the AGM, the appointed proxy will need access to a mobile number.

Copies of the proxy forms are available upon request from the KHA Office located in the Nairobi Hospital's Anderson Centre 2<sup>nd</sup> Floor or by requesting for them on email through [kha@nbihosp.org](mailto:kha@nbihosp.org).

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.

A completed form of proxy should be emailed to [kha@nbihosp.org](mailto:kha@nbihosp.org) or delivered to the KHA Office and should be received not later than **23<sup>rd</sup> July 2021 at 2:00 P.M.** in line with **Article 34** of the Memorandum and Articles of Association.

6. 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/USDD) prompt on their registered mobile numbers 12 hours prior to the AGM acting as a reminder for the AGM. A second SMS/USDD prompt shall be sent one hour before 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.
7. Duly registered paid up members and proxies will commence voting for the resolutions as advised by the Chairman. A poll shall be conducted for each resolution and the results of the poll shall be sent via email to the members and shall also be published on the Company's website within 24 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 nature of the COVID -19 and the Government directives.

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