



MINUTES OF THE BRITISH BUSINESS ASSOCIATION OF KENYA
ANNUAL GENERAL MEETING
HELD AT THE MUTHAIGA COUNTRY CLUB
ON THE 8th DECEMBER 2017

PRESENT

Mrs Susie Kitchens	Deputy High Commissioner
Graham Shaw	Chairman
Anthony Muthusi	Treasurer
Farida Abbas Sadique	Secretary and CEO
Jane Karuku	Board Member
Matthew Ward	Board Member
Marianne Mwaniki	Board Member
Brian Muriuki	Board Member
Radhika Moolraj	Board Member

Other BBAK-BCCK members in attendance (total count): 62

ABSENT WITH APOLOGIES

Members absent with apologies (total count): 20

Minute One: Meeting opened by CEO

- 1.1 The CEO, Farida Abbas called the meeting to order at 1230hrs by welcoming and thanking all members present at the AGM on 8th December 2017.
- 1.2 A quick survey was conducted to gather views and feedback from members. The survey was based on what the Chamber had done well in the past year, what members had found useful and what activities could be incorporated within the Chamber in the following year. The Chamber constantly asks for feedback to improve its services and add value to its members.

Minute Two: Opening remarks from the Chairman – Mr Graham Shaw

- 2.1 The Chairman began by thanking all board members, the internal team and the CEO Farida Abbas for the great and immense work that was put in raising the Chamber's outlook in the past financial year.
- 2.2 The Chairman also extended a special thank you to the British High Commissioner H.E Mr Nic Hailey, the Deputy High Commissioner Mrs Susie Kitchens, and the Department for International Trade, for their enormous support to the business community in Kenya and to the British Chamber of Commerce.
- 2.3 The Chairman then gave a detailed presentation on Chamber activities, events and the impact the Chamber had made in FY 2016-2017. Attached is the PowerPoint report that was presented at the AGM on 8th December 2018.

Minute Three - CEO AGM Agenda Items

- 3.1 Following the Chairman's speech and previous year's review on the Chamber's achievements, the CEO went through the AGM agenda items and tabled them to members in this order:

Minute Four – AGM minutes for March 2017

- 4.1 Confirmation of the minutes of the Annual General Meeting held on 9th March 2017.

The minutes were approved and adopted.

Proposed: Ms. Radhika Moolraj (Consultant member)
Seconded: Mr. Boni Chileshe (AECOM)

Minute Five – Audited Accounts

- 5.1 Presentation of the audited accounts for the year ended 30th September 2017

Mr. Anthony Muthusi, the treasurer, presented the financial position of the Chamber. He outlined steps the Chamber took to become financially sustainable including increasing membership and developing the trade services department to deliver trade services within East Africa.

Thereafter, the Financial Accounts were presented, approved and adopted.

Proposed: Ms. Anne Erickson (PWC)
Seconded: Mr. Benjamin Agina (GSK)

Notes on Audited Accounts:

The financial audit was conducted by Baker Tilly Merali's who were present at the AGM to provide details to members if required.

Minute Six - Re-election of Board Members/Committee Members

6.1 Re-election of Board Members/Committee Members

Members of the previous committee offered themselves for re-election.

All Committee Members retire, but being eligible, offered themselves for re-election for one more year.

6.2 Election of Office Bearers of the Association. The following office bearers were

Re-elected:

Chairman: Mr Graham Shaw
Vice Chairman: Ms Sonal Sejpal
Treasurer: Mr Anthony Muthusi
Secretary: Ms Farida Abbas Sadique- Secretary and CEO

The other members of the Executive Committee were therefore confirmed as:

Mr. Brian Muriuki- Board Member
Ms. Radhika Moolraj- Board Member
Ms. Marianne Mwaniki- Board Member
Mr. Yida Kemoli- Board Member
Ms. Jane Karuku - Board Member
Mr. Matthew Ward- Board Member

Proposed: Tom Morton (Climate Care)
Seconded: Sachin Varma (Reckitt Benckiser Kenya)

Notes on Committee Members

The Chairman requested members to consider being on the board for the next elections in 2018, he reiterated that having new board members will bring fresh ideas and help the Chamber grow to achieve its future goals and objectives.

Minute Seven – Constitutional Changes

- 7.1 To approve the amendments to the Society’s current Constitution as detailed below. A copy of the Constitution with the proposed amendments will be availed at the Annual General Meeting.

✓ **Associate Members:**

To insert a new provision being rule 3 (d) to state that *“Any person who is a member of a branch of the Association may be an associate of the Association subject to vetting and approval by the Executive Committee. ”*

Explanation

The purpose of the proposed amendment is to create a new class of members by enabling members of branches to become associates of the Association. The proposed amendment also provides the Executive Committee with powers to vet and approve potential associate members.

✓ **Ex-Officio Member:**

To insert a new clause in rule 6 (a) between the words ‘Association’ and ‘and’ to state that *“the Chief Executive Officer for the time being of the British Chamber of Commerce Kenya, as an ex-officio member,”*.

Explanation

The purpose of the proposed amendment is to enable the CEO of the British Chamber of Commerce Kenya Limited (**BCCK**) to be part of the Executive Committee.

The proposed amendment will enable the CEO to be listed as part of the signatories to the Association’s bank account, making it administratively easier for the Association to include BCCL CEOs as signatories without having to vote them to the Executive Committee and notifying the Registrar.

✓ **Associate Members’ Voting Rights:**

To insert a new provision being rule 6 (d) to state that *“An Associate member shall not be entitled to vote at the members’ meetings of the Association nor be eligible to be elected ~~to~~ to the Executive Committee.”*

Explanation

The purpose of the proposed amendment is to restrict the voting rights of Associate member(s) and their eligibility to join the Executive Committee.

✓ **Branches within Kenya:**

To insert the words “*within Kenya*” in rule 14 (a) between the word “formed” and “with”, and to replace the words “*consultation with their headquarters*” appearing at the end of rule 14 (a) (iii) with the words “*prior written approval of the Executive Committee.*”

Explanation

The purpose of the proposed amendment is to distinguish branches formed by the Association in Kenya from branches formed outside Kenya.

The proposed amendment gives the Executive Committee oversight and control over branches formed within Kenya.

✓ **Branches outside Kenya:**

To insert a new provision being rule 14 (b) to state that “*Branches of the Association may be formed outside Kenya with the approval of the Executive Committee and the operation of a branch and its governance structures, policies and procedures shall be decided upon by the Executive Committee.*”

Explanation

The purpose of the proposed amendment is to enable the Association to form branches outside Kenya.

The proposed amendment also empowers the Executive Committee to oversee and control the operations, governance structures, policies and procedures of the branches.

Proposed: Radhika Moolraj (Consultant member)

Seconded: Brian Muriuki (BG Group)

Minute Eight - Nomination of the Executive Committee

8.1 Nomination of the Executive Committee

Members may nominate any member of the Association to serve on the Executive Committee in place of a retiring member of the Committee. Such nominations

shall be in writing and submitted to the BBAK Secretariat at least seven days before the Annual General Meeting. Each nomination shall be proposed and seconded by a member and must include a statement that the nominee has declared himself or herself willing to serve.

There were no nominations proposed to join the committee and no notice was given seven days before the Annual General Meeting.

Minute Nine – Appointed Auditors

9.1 Appointment of auditors: It is proposed that the Executive Committee be delegated the authority to re-appoint or appoint auditors and agree the applicable fee, for the year ended 30th September 2018.

Reappoint Baker Tilly Merali’s as auditors for the year 2018.

Proposed: Jane Karuku
Seconded: Hasmukh Rawal

Minute Ten - AOB

10.1 Any Other Business
Other business (notice of which must be submitted in writing to the Secretariat seven clear days prior to the date of the Annual General Meeting).

Without any other business to be discussed, the CEO adjourned the meeting at 1318hrs

Signed as a correct record.

Chairman.....	Date.....
Secretary.....	Date.....
Treasurer.....	Date.....