

**MINUTES OF THE ANNUAL GENERAL MEETING OF THE TEE ES SEE GOLF
LIMITED HELD ON 30TH MARCH 2024 AT THE CLUB HALL AT 10 AM**

Attendance

See the attendance list separately attached.

MIN 1/TSC/ 3 /AGM/ 2024/ PRELIMINARY

The Chairman called the meeting to order at 10:15 AM he requested the Honorary Secretary to confirm there was quorum. Upon this confirmation the Chairman requested that a word of prayer. Eng. Kanyi M/NO K15D led in a word of prayer. The Chairman reminded that in 2023 we lost some of members. The members we lost are;

1. Prof. Muigai Gachanga M/NO G 1B
2. Dr. J.W. Itithuri M/NO G20
3. Mrs. Anastacia Karimi M/ NO G 29/2
4. Drs. Sarah Njoki Kanyi M/ NO K412/2
5. Mr. Peter Kapanga M/ NO K 252
6. Mr. Kagochi Mutero M/ NO M 445
7. Mr. Francis Kigo Macharia M/ NO K35A

The Chairman requested the Honorary Secretary to read the notice convening the meeting. The notice is dated 5/3/2024. The Chairman called upon the Honorary Secretary to offer guidance on the A.O.B motions that address the adjournment of the meeting. The Honorary Secretary informed the member that there were motions received from;

1. Bibiana Kariuki M/ NO K413 received on 15/3/2024
2. Dr. John Muoria M NO K 292 received on 22/3/2024
3. Michael Gatuni M/ NO G132 received on 23/3/2024

The Honorary Secretary called on the proposers to move the motion. The motion for adjournment was proposed by Ms Bibiana Kariuki and seconded by Eng. Kanyi M/ NO K15D. The motion by Mr. S.G. Njuguna had no mover. It was lost. Dr. Muoria M/ NO K292 was not present to move his motion. Mr. Michael Gatuni M/ NO G 132 moved the motion for postponement of the meeting. It was seconded by Vincent Karumba Mwangi N84/B. On this motion the Chairman gave guidance the motion is for adjourning the meeting. There shall be

deliberations on part of the motion as A.O.B. Eng. John Muriithi M/ NO M379 expressed that the two members had moved a motion that was good but it was not on public holiday but Easter weekend.

The Club should not be postponed. The members thanked the Board for convening the meeting during the day when most seniors can attend. Dr. Nyamu Njoka M/NO N27 expressed that when a motion supported by 60 members it is a weighty matter. The members were many it would be best to have within the club and it is not lost to the club to adjourn the meeting. The proposal by Bibiana Kariuki requires a constitutional amendment. This requires a proper notice and a clause be drawn indicating what is being amended. Mr. Michael Gatuhi M/ NO G 132 clarified that this is a Easter holiday weekend. Mr. George Kouma M/NO K417 sought to know whether there is a provision for online attendance. It was clarified that there was no online attendance in the Articles of Association Mr. Jessee Kariuki M/ NO K 134 expressed that all may not agree and the Constitution gives the date for the meeting. There are issues that may require amendment of the Constitution. There can be partial dealing with the agenda and elections. It can be held on another day if members agree. Constitution provides when a meeting can be held. This considered the meeting.

Mr. Newton Njogu M/ NO N196 clarified that today was an issue of availability. Mr. Gichovi Wilfred M/ NO G180/1 expressed that he had attended the meeting in the past. He pointed out that there were 60 signatures collected to postpone the meeting required the Board to take note of member concerns. He confirmed the meeting was on the Easter weekend. He proposed the meeting continues and the membership takes care of issues raised in a Special General Meeting. He expressed that the commencement of the meeting has never been on time even in the past due to quorum. The Honorary Secretary clarified that there was motion passed to have both the financials

accounts and the election on the same day. The Chairman called for a vote for the adjournment of the meeting. The votes for those who want to proceed with the meeting were 54. Those against were 38. The Chairman called on the movers of the motions to also assist in counting the members for or against the motion. The Chairman expressed that the meeting resolutions are made by members present. The motion was lost. The majority of the members attending would want the meeting to proceed. The Honorary Secretary moved the motion to

have the A.O.B comes immediately before the elections. The re-organised agenda was proposed by Eng. Joseph Wakimani W 60 and seconded by Eng. John Muriithi M/ NO M 579. The A.O.B shall be agenda 12 and elections agenda NO 13. The re-organised agenda as a whole was proposed by Captain Njoroge Murimi K107 and seconded by Mr. Jessee Kariuki K 134.

MIN 2/ TSC/ AGM/ 3/ 2024 READING AND CONFIRMATION OF MINUTES

The Minutes of the Special Annual General Meeting of Thika Sports Club held on 29/3/2023 and Special General Meeting held on 3/5/2023 were read by the Honorary Secretary. Mr. George Kouma clarified his membership as M/ NO K 417. Mr. Gichovi M/ NO G180/1 clarified his name is not Mr. Gichovi: he also requested list of attendees. Mr. Anthony Mutugi M/ NO N73/A sought to make a correction on his membership number. There was a typographical errors on MIN 6/ TSC/ AGM/ 5/ 2023 A.O.B. he had not mentioned that there were members who had been admitted. Mr. Mwaura M/NO N88A explained in clarification that there were members who had not served in committees but could be considered as senior members. Mr. P.N Mburu M/ NO M 30 sought clarification of having both minutes proposed and seconded separately. He also sought to know why the exemption of sports levy of seniors was not an agenda. On this issue the Chairman explained this shall be dealt. The minutes of the meeting held 29/3/22 were proposed by Mr. P. N. Mburu M/NO M 30 and seconded by Mr. Wilfred Gichovi M/ NO G80/1. The minutes of the Special Annual General meeting held on 3/5/2023 were proposed by Mrs. Grace Ngamau M/ NO N17/2 and seconded by Stanley Maitho M/ NO M13.

MIN 3/ TSC/ AGM/ 3/ 2024 MATTERS ARISING

The members were called upon to raise any matters arising. Mr. Michael Gatuhi M/ NO G132 sought to know whether there was a membership drive undertaken and how much was raised. The Membership and Marketing director explained that the membership drive was carried out. He reported that on the new members this led to:

Category	Number
Family	35
Single parent	6

Single	37
Youth family membership	15
Youth single member	15
Children of members below 30 years	6
Above 30 years and below 35 years	4
Total new members	120

The collection was Kshs 18,608,000. The Finance and Administration director explained that the shortfall had been realized. There was regular entry fee of 2,400,000. There was high cost of operations and there was delinquency in membership. There was no realization of the anticipated surplus. Mr. Victor Kibe M/ NO K358 requested that for the departed members the dates be noted and fully recorded. On the matters arising from the meeting held on 3/5/23 there were no matters arising. Eng. Joseph Wakimani M/ NO W6B sought to know where there was ongoing and the Honorary Secretary communicated that there shall be general communication within 30 days as this has been actioned. Mr. Gichovi G180/1 enquired whether the sports levy had been achieved its intended purpose. The Chairman explained that this had been covered in the budget and the statement of accounts.

Mr. Antony Mutugi M/ NO M73A on the Chairman's Report sought to know:

- a) Whether the water had been tested
- b) Whether it is adequate. There was clarification that the yield on the water was in cubic metres. The Chairman expressed water had been tested and it was being used on the course.

Mr. Mutugi Anthony M/NO M73A expressed that he had been assisting the Captain and had done soil analysis and the water had high levels. The Chairman clarified that the borehole water is being used in combination with river pump water. Mr. P.N Mburu M/NO M130 pointed out for correction that explanation to the members of how the name was arrived at should not be in the minutes as there had been prior explanation to the members. The Chairman informed the members that in a weeks' time the revised minutes shall be available.

MIN 4/ TSC/ 31/ AGM/ 2024 TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2023

The Chairman called upon the Finance and Administration director expressed that the accounts had been published on 9/3/2024 and they received an unqualified opinion from the auditors.

1. The director gave the following highlights.

- (a) There had been growth of income from Kshs 136,806,158 to Kshs 143,912,297.
- (b) The administrative expenses were at kshs 25,416,441 from Kshs 24,067,077.
- (c) The surplus was at Kshs 6,252,617 from Kshs 4,290,863. This was a 40.6% growth.
- (d) There was a tax liability of Kshs 218,499. This arose out of the charges introduced in the Finance Act 2023. This was primarily in Section 21 of the Act that deals with income from membership clubs shall be deemed as income.
- (e) The balance sheet indicates that what maintains the club is members' funds. The funds stood at Kshs 105,812,142 from Kshs 99,778,027 in 2022.
- (f) There was retirement benefits obligations that stand at Kshs 3,858,546. There is a Human Resource policy that guides retention of these funds.
- (g) There were capital works that had been done.
- (h) The non-currents stood at Kshs 97,871,194 from Kshs 94,151,834 in 2022.
- (i) The current assets went up to Kshs 37,498,822. There was a significant growth in the cash and cash equivalent. The Board is prudently managing the resources and able to meet the financial obligations as and when they fall due.
- (j) The growth in trade and receivables were high there were significant payouts in January 2024 to clear any payables. The net current assets stood at Kshs 11,799,497 from Kshs 10,118,945.

2. On the cash flow statement this explains why and how the cash had moved.

The highlights were;

- a) The cash and cash equivalent closed at Kshs 9,454,320 at the start of the year. The Finance and Administration director invited the auditors, and introduced them we

had Mr. Salim Alibhai partner in charge of the audit this year. He also came along with Mr. Sammy Kimani the audit manager. Mr. Salim Alibhai read out the independent auditor's opinion contained at page 5. There was an unqualified opinion. The opinion was signed on 9/3/2024. The members expressed as follows:

1. Mr Vincent Karumba M/ NO N84B queried the direct costs on the club house and accommodation costs whether it was a recurrent or capital expenditure. This is on page 21. On page 16 on the income of the club house and accommodation. He sought to know what capital projects were run and whether the sports bar was in the the initial budget, the term of the contract and what has been spent. On these questions the finance director responded as follows;
 - (a) On the club house and accommodation costs it is not a capital expenditure or capital works. This is the recurrent expenditure.
 - (b) The club house and accommodation area has been grouped together.
 - (c) There are various expenses such as electricity, water amongst others that had been categorised under the Club house and accommodation vote.
 - (d) The club house is not a trading centre and it does not generate revenue.
 - (e) Accommodation have over years have not generated revenue but had realized income in the year (2023).
 - (f) On the sports bar the costs are not included in the club house and accommodation. It is under capital works being in progress. The amount expended as at December 2023 is in the account. For the works so far done is Kshs 2,400,000. Some of this has been paid this year (2024). Kshs 450,000 was paid in February 2024.
 - (g) There had been a problem with the sports bar contractor who has safely exited from the works.

Mr. Vincent Karumba M/ NO N84B sought information of the Contractual terms of the Sports bar. The Chairman expressed that the contractual documents are available for any clarification if not satisfied he can reach to the Chairman or the Finance director.

2. Eng. John Muriithi M/NO M379 sought to know how many staff are on contract, temporary and casual. He also requested to know whether there is a committee charged with recruitment. On the procurement he sought to know who are the procurement committee members. On page 19 of this accounts the member sought to know what equipment had been purchased. He expressed that some companies are leasing and the Board can consider whether this is cheaper. On these questions they were responded as follows:

1. On the interview of staff the need to replace or hire a staff is firmly reported by the supervisor, then to other manager and ultimately the line director; advertisement is then carried out.
2. The manager and the Human resource manager may recruit depending on the level of employees being hired.
3. The level of employees determines who will be in the interview panel.
4. On procurement other than regular purchases there are invitation for bids and the line director is made aware. The quotations are evaluated by Finance and Administration Committee who upon approval the item is purchased. There is no standing procurement committee.
5. On staff there are instances employees leave and hence new recruitment is undertaken.
6. On the staff establishment there are about 70 staff members. As at close of 2023 there were 68 employees. 54 were on permanent and 14 employees are casuals. They are at times being with the club for long.
7. The employees are not pensionable. However there are employees who are members of KUDHEIHA. The Human Resource Policy stipulates we pay service pay at the rate of 15 days for every year served. This explains the reason we have retirement benefit obligations.
8. On equipment this relates to any acquisition such as green mower, sound system, IT infrastructure, server amongst others. There is a depreciation and has a net book value.
9. On leasing or buying it will depend with the equipment however this requires a critical analysis on a case to case basis. Presently the club has purchased some equipment whereas others are borrowed from clubs nearby.

Mr. Michael Gatuhi M NO G132 on subscriptions sought to know how much was realized and whether this is the Sports levy or annual subscriptions. On the sports bar the member sought that the accounts be available on social media platforms. The accounts and documents on the Sports bar are available. The members were informed that all documents are available for scrutiny at all times in the manager's office.

The Finance and Administration director informed members that they can check the accounts was Kshs 2.4 M paid subject to a joint valuation. The Finance and Administration director on subscription and entrance fees, the figure of Kshs 9M. The figure is right.

The Finance and Administration director clarified that in 2023 we performed partly in terms of subscriptions. Only Kshs 32M was collected. On capital addition the borehole costed Kshs 6.4 Million. On green NO. 10 it was commissioned in 2023 and was moved in the golf course development for capital addition. The assets becomes subject for depreciation in the year. Mr. Rufus Mugo M/ NO M57 on trade and receivables being Amount due from members being Kshs 12,647,662 from Kshs 7,767,883. He was concerned as a new member. On disclosures there is no information on governance in the accounts. There are no disclosure on expenses for the annual general meeting also there is need for disclosure of the members' growth. The Chairman in response to the question explained that the amount due from member is a general reflection of the present economy of the country he however sought further input from the Finance and Administration director also explained;

- a) The growth in receivables was a concern for the Board. This was mainly on minimum spend and the Sports levy. The club sales are on a cash basis. The active members were 850, they are in good standing whereas 650 are inactive. The membership stood at about 1500. The amount indicated has also to be looked alongside provision for doubtful debts. However the Board entered into a contract with a membership retention consultant who is to engage members properly and seek to understand why they are not coming to the club and make good payment of what is due to the club. There is an amount realized from 15/1/2024 when they were engaged. The club has been able to collect Kshs 5.5 million of old debt. The Board

hoped to recover what it has a provision for. On disclosure on governance this has been addressed. Ms. Veronica Wanjiku M G132/2 sought explanation on the catering income against expenditure. There was an indication of a loss. She sought information from the Food and Beverage director. On this question the Food and Beverage director explained that;

- (a) He came to directorship while it was running at a loss and he had noted that the cost of goods had been high and an increase in supplier prices.
- (b) He had tried to address the inefficiencies in the kitchen and there has been construction of a proper storage facility. Previously there would be food items that would spoil. There was a walk in freezer that offers storage for the perishable foods. The chairman further explained that thus will address food poisoning.
- (c) There is need for prequalification of suppliers.
- (d) There is need to reduce inefficiencies.

Mr. Victor Whitelocks M/No. W145/1 sought to know how much was received from the increased prices. What amount was due to price increase. The finance director explained that In 2022 there was no increase in food prices but rather it was out of sales.

Mr. Kalpesh Shah M/NO S27 expressed that if the bar sales was expensive the Board considers outsourcing. There could be rent realized. The membership and marketing director explained that every monies the Board meets and the finances in the bar and catering seen is considered. There are various ideas being explored to see how to turn around the section.

Mr. Mwai Mbuthia M/No. M29 on note No. 12 sought to know what club house and inventory. He pointed out that membership joining fee is not income to a club. He proposed that there is need to be realistic while budgeting for membership clubs based on. The money realized from the membership.

He proposed that the accounting policy be changed. He requested that moving forward we have membership statistics. The Finance and Administration director responded to this

stating that the accounting is guided by IFRS as well as the Companies Act. He requested the audit partner Mr. Salim Alibhai to give further input and he explained that small and medium enterprises reporting standards require that the membership entry fee be considered as income.

Mr. Mwai Mbuthia M/No. M29 sought that the correct amount be indicated as received and he expressed that IFRS reporting standards may require the departure from it. The member was informed by the Audit partner, Salim Alibhai, that the club can come up with its financial policy.

The Finance and Administration director explained that the Board looks at the accounts differently particularly as to how it deals with the entrance fees.

Mr. Stan Ngure M/No N202 sought to know if the club is allowed to invest in financial instruments. The chairman in response informed the members that the club had invested in Bond plus sometimes early this year (2024). This is for some of the funds received from the membership drive.

The audited accounts were proposed by Mr. Mwai Mbuthia M/No. M29 and seconded by Mr. Charles Watui M/ No. W115/1.

MIN 5/TSC/AGM/3/2024 – TO RECEIVE THE CHAIRMAN’S REPORT FOR THE YEAR ENDED 31ST DECEMBER 2023

The chairman’s report is incorporated as part of their minutes. The highlights were:-

- 1) This was the first meeting when the club is a company.
- 2) He appreciated the Board, trustees and the Patron.
- 3) There was a successful membership drive in the year and realized over Kshs. 18 million. The drive went on until around 15/12/2023.
- 4) There are 2 greens No. 15 and No.2 that were constructed.
- 5) The directors were registered and are able to transact legally. The Board has held 12 meetings and 2 special Board meetings.
- 6) On the trade name the Board is finalising the registration.

- 7) The club has put up a new power house that separated the electricity connections.
This has created space to extend the reception.
- 8) The accommodation rooms have been carpeted.
- 9) There are plans for water filtration in the club.
- 10) There are plans to improve the driveway, car park and to refurbish the gym and the children play section.
- 11) The sports bar has been delayed by a number of reasons amongst them change of regime and recommendation of changes made by the Board. There were professionals engaged on probano basis. The project was phased and this caused delay on agreeing with the contractor. There was separation with the contractor which was safe and neither party owes either. The remaining works shall be retendered. The club has not lost any money in the sports bar project and the records are available.
- 12) On the food and beverage there are recommendations being implemented amongst their installation of a walk in freezer and chiller.
- 13) There shall be closure of the Human Resource gaps in the food and beverage section.
There was growth in the club in 2023 there was 130 new members. There had been performance control.
- 14) The Board has a membership retention consultant to encourage members who are not in good standing.
- 15) The Board shall be making a request for a targeted membership drive within Thika Town and its environs.
- 16) There was appreciation of the Finance and Administration director and the financial team for good performance.
- 17) There are members not satisfied with the leadership however the Board is alive that some decisions may not be popular and accommodative to all. The Board of directors remain open and members can get information on how the club is run.
- 18) On some allegations the Board may call on the members to substantiate them and the specific member(s) need to be held accountable.
- 19) The club has remained united and we should continue to remain as such. There is need to keep the club as our esteemed second home.

**MIN 6/ TSC/AGM/3/2024 – APPOINTMENT OF THE AUDITORS OF THE
COMPANY FOR THE YEAR 2024 AND TO AUTHORISE THE BOARD OF
DIRECTORS TO FIX THEIR REMUNERATION**

The chairman confirmed that the auditors had stepped out and called upon the Finance and Administration Director informed the members that PKF kenya LLP had been appointed in 2022. The Executive Committee opted for a strong reputable audit firm. They however had delayed in giving the signed accounts in time. This has led to the exerted pressure to have the accounts ready. They have however delivered the accounts but under alot of pressure from the director and the Board. The membership was posed with question on whether to proceed with a proceed with the present auditors.

The Patron explained to the members that:-

- a) The Patron and trustees sit on the Board to oversee the accounts of the club.
- b) The Board had met on a Friday late in the night to pass accounts. It was under lots of pressure as the timelines were fast approaching. The Patron and trustees recommended that the Board be granted an opportunity to engage and source another audit firm. Mr. Wilfred Gichovi M/ No. G180/1 sought clarification of whether we adopt the chairman's report. He further expressed that the Board would need to bring 3 prequalified audit firms for consideration by the members. He proposed that an incoming auditor check the books on a quarterly basis. The prequalified firms be accompanied with an explanation how this has been reached.
- c) Ms. Susan Kagundu M/ No. K347 expressed that as long as the books end in December 2024 every year until other institutions including bank also close their books we shall still have the problem. The issue is when are our books ready for audit and when they come in are we ready for them.
- d) Mr. Edward Nyamu M/No. N59 thanked the Board and he echoed the comments earlier made by Ms. Susan Kaguthu M/ no. K347. He expressed that there can be change of the financial year. Eng. Joseph Wakimani M/No. W6B expressed that saccos and banks also have their financial year ending on 31st December as such. There was no reasons why the club accounts are not ready.

- e) The chairman clarified that the Board was proposing the change of the auditors. The Board be mandated to prequalify audit firms. Eng. John Muriithi M/No. M379 expressed that the Board had the mandate to change the auditors he also was in agreement to change. Mr. Mwai Mbuthia M/ No. M29 expressed that the agenda read to the reappointment of the auditors. He expressed that there is a way to have audits brought up. There can be an interim audit. He proposed that we retain the auditor for the new year and avail data to make a decision. The chairman clarified that the agenda was not on re appointment. Captain Njoroge Murimi M/No. K107 expressed that the mandate for appointment of auditors was on the Board. The Board should have brought in proposals of the prequalified audit firms for consideration of the members. Robert Mahenia M/ No. M440 expressed that appointment of the auditors is at an Annual General Meeting. The members resolved to retain PKF Kenya LLP this was proposed by Mr. Mwai Mbuthia M/ No. M29 and seconded by Victor Kibe M/No. K358.
- f) On the chairman's report it was proposed by Stan Ngure N202 and seconded by Mr. P.N. Mburu M/No. M30. On this report Mr. P.N. Mburu M/No M30 sought clarity on the targeted marketing. The chairman explained that the Board is considering having membership recruitment drive within the Thika catchment area.

MIN 7/TSC/AGM/3/2024 – RECEIVE, CONSIDER AND APPROVE THE PROPOSED BUDGET FOR THE YEAR 2024

The chairman called upon the Finance and Administration director to present the budget. As a preamble the director informed the members that the budget was not amongst the documents they had received Mr. Michael Gatuhi M/No. G132 expressed that the budget has not been shared and members did not have prior figures. He proposed as a motion that the 2024 budget be adjourned to a special general meeting. The chairman sought clarity on whether the motion is being moved because there were members outside the club house or what was the reason. The chairman explained that any deferral of considering the budget has implications as it may cause delay on any projects. This could equally impact on the operations since the club had operated for 3 months without a budget. He further explained that any decisions made should be for the interest of the members.

The chairman clarified that no motion for deferral had been received. Mr. Vincent Karumba M/No N84B expressed that the budget had not been shared. This was contravention of section 282 of the Companies Act. Dr. Nyamu Njoka M/ No. N27 expressed that the agenda had been adopted and in so doing there can be no deviation for the agenda. Mr. Ngugi M/No. N311 expressed he did not know how the numbers were arrived at. He was constrained to execute this agenda. He proposed that this agenda be deferred the budget should in future be shared as being part of the agenda. Robert Mahenia M/No. M440 expressed there is need to work from a point of information. The best of interest is to furnish the information. The agenda being considered is to approve it. The members sought to be provided with information Mr. Wilfred Gichovi M/ No. G180/1 expressed that at the beginning there was a vote to proceed with the meeting. The Board has been running with an unapproved budget for the last 3 months. There is need for a 2025 budget since the 2024 budget is being approved then the club would forecast. The postponement shall cripple the club. There is need for a proposed date when the budget can be considered. The chairman called upon the Finance and Administration director presents the budget then members can make a decision. The Membership as Marketing director expressed that a budget is a wish list. The directors provide information to the Finance and Administration director and then it is collated for presentment to the members. The Finance and Administration director presented the 2024 budget. It is incorporated as part of these minutes and the highlights are:-

- (a) The bar and catering costs for the first three months is based on accruing expenditure and income.
- (b) The catering income is Kshs. 39,801,958.24 with the cost of sales amounting to Kshs. 24,242,969.81. The expenses stands at Kshs. 13,043,928.
- (c) The golf and course will have a deficit at the end of the year.
- (d) 10% of the billed sports levy is allocated to swimming as a cost centre.
- (e) Gym, spa and games has a sports levy allocation of 40%.
- (f) There is need to do more marketing to the accommodation more so when we have big tournaments.
- (g) There is a proposal of realizing advertising revenue. There is a month to month projections.

The capital budget is for Kshs. 40,312,166.00. The budget as incorporated herein with the intended projects being: in the following sections-

- 1) Sports bar
- 2) Catering
- 3) House and administrations
- 4) Gym, Spa and Games
- 5) Golf and course equipment
- 6) Strategic plan
- 7) Green No. 9 and 11 constructions

The way to bridge the short fall is:-

- 1) There is a proposed membership drive that will be targeted.
- 2) Consider asset finance for fairway mower which has been budgeted at Kshs. 4.8 million.
- 3) Strategic partnership with EABL in furnishing and branding the sports bar at Kshs. 5 million.

On the membership drive the Membership and Marketing director explained on the membership drive that:-

- (a) There is a membership catchment area within Thika Area and the need to consider having a special drive. This is within 6 km radius.
- (b) There are requests being received from members to convert their membership to upcountry.
- (c) The drive will be referred to as neighbourhood membership drive.
- (d) The patronage has been coming down hence the proposed membership drive.

The chairman expressed that over time the budget presentation is improving. He sought members views or comments on the budget. Mr. Victor Whitelocks M/ No. W 145/1 expressed that the conversion of the loss in kitchen to profit it shall require a lot of input.

Mr. Joseph Irungu M/No. I29 expressed that the gym had been neglected. The budgeted amount was on the lower side. Mr. George Kouma M/No. K417 expressed that the Finance and Administration director had done well in the preparation of the budget. He sought clarification on whether we pay for ball pool and also why we do not charge reciprocation fee. Mr. Stan Ngure M/ No. N202 sought to know where sponsors are factored in the budget. He also sought information of why the club is not reciprocating with some clubs more so where members live far.

The chairman explained that reciprocation is two way and the club we want to reciprocate with must be willing. On the reciprocating fee the captain explained that the two captains for the respective clubs have to agree. On sponsorship there is a budget created to fit for that day. The lady captain clarified that for sponsorships there is an account created and the money is deposited or paid into the account. There are also instances there are no sponsors and in other instances sponsors provide items or physical goods. The Membership and Marketing director informed the members that any development by a sponsor has a rate card that indicates how much shall be charged. The members were urged to increase patronage. Mr. Njeru Fredrick M/No. M230/1 expressed that there is need to consider supportive strategies. There is need to consider how much value we realize from the suppliers. This necessities having value from them. Eng. Joseph Wakimani M/ No. W6B proposed the budget and he asked the lawyer to look at what happens in many corporates. He pointed out that the budgets are ordinarily consider at the Board level. Eng. Joseph Muriithi M/ No. M379 seconded the budget.

MIN 8/TSC/AGM/3/2024 – TO RECEIVE, CONSIDER AND APPROVE THE CONVERSION OF THE SPORTS LEVY TO ANNUAL SUBSCRIPTION

The chairman expressed that the sports levy had financed majority of the sporting areas in the club. In the last Annual General Meeting there had been comments on the sustenance of the sports levy. The Board was proposing to convert the sports levy into annual subscriptions where it will no longer be a monthly payment but now quarterly billed. This will mean that the members will now pay Kshs. 3,000 extra per quarter. Mr. J.N. Mwaura M/No. M88A expressed that there were members who had sent out a motion that was related as an agenda item to be included in it. The members sought to stop the sports levy.

Since it should have been for specific projects. He sought the agenda in the A.O.B be considered together. Prof. Murimi Ngigi M/No. N332 expressed that the development levy when he joined the club was converted to subscriptions. He sought information on how the sports levy had impacted to the club. He proposed part of the amount be converted to the annual subscriptions. The chairman clarified that the club had not reported losses and there was prudence financial dealing. The Finance and Administration director expressed that the sports levy was introduced in April 2022. It was introduced in lieu of the access fees members were paying for use of the various sporting facilities except golf. The operational costs keep going up. The amount realized is about Kshs. 17.5 million per year. What we would have to revert to is to re-introduce course access fees at higher rates. The sports levy is of big benefit to members who patronize the club but the same can be converted to subscriptions.

The Patron, James Mbugua M/No. M153 as a member expressed that the budget has been approved. It contains the amount factored in it. if the proposal is shot down there will be a deficit in the budget Ms Lucy Maina M/No. M465 expressed that the sports levy had made it fair to all the members ensuring the facilities are run. There is need to see what would be best for the future of the club. The chairman informed the members that there are two options either retain the sports levy and or convert it into annual subscriptions. In the alternative to do away with it completely. There is need to retain it in the budget.

Mr. Wilfred Gichovi M/No. G180 appreciated the sports levy had done a good job. However, the club had converted the development levy on subscriptions. He appreciated that there was budgeting for strategic plan. He cautioned that there is need to avoid reduction of members due to membership costs. There is need for more sustainable ways to sustain the club. There is also need for other ways to keep or attract members to the club. The chairman clarified that the Board is not in the business of converting any levy to subscriptions. There was analogy that there are clubs that have high active members and also the surrounding areas. This has provided an opportunity to them raising more revenue. There is need to keep the club alive and going.

Captain Murimi Njoroge M/ No. K107/1 expressed that the amount be retained as sports levy. Then there be a strategy to attract members. Mr. George K'Ouma M/ No. K417 expressed that whether it is a levy or a subscription or not it still shall require to be paid. Mr. Wilfred Gichovi M/No G 180/1 expressed that there is need to have all members on board. Mr. Matthew Nyaga M/No. N40 proposed that the levy remains as it is. He pointed out that how it was proposed in the agenda there is risk of increasing the subscriptions. Mr. Ng'ang'a Njau M/No. N96 commenced the Board for the good work done. He appreciated the Finance and Administration director for the presentations of the finances. There are two proposals whereby he supported the continuation of the sporting levy. He requested that if one is paying them quarterly subscriptions it can be deducted.

Mr. D.T. Mathenge M/No. T18/1 expressed that the sports levy can be called sports subscriptions. The members resolved to have the payments made up to a maximum of either quarterly or monthly. Eng. Kenneth Chege M/No. N152 expressed that the amount be retained. It can be renamed to sports participation fee. The members resolved to refer the sports levy to sports fund. The motion was amended to read sports fund instead of sports levy. It was unanimously agreed to refer the sports levy to a sports fund payable by all the members. Mr. Jese Kariuki M/No. K134 proposed the amended resolution and it was seconded by Mr. Boniface Karimi M/No. G29/1.

MIN 9/TSC/AGM/3/2024 – TO RECEIVE, CONSIDER AND APPROVE THE LIST OF SENIOR MEMBERS

The Membership and Marketing director was called upon to present the list of senior members. He explained that 15 members applied for senior membership. The Board informed that the following had been proposed for senior membership:-

1. Charles Mwaura M/No. M109
2. Aboo Nurein M/No. N37
3. Karugu Macharia M/No. M3
4. Larry Ngala M/No. N19
5. Kalpesh Shah M/no. S27
6. Hanif M.S. Kurji M/No. K54
7. Michael Gitonyi M/no. G49/1

8. Eng. John Gitonga Arithi M/No. A9/1
9. D.T. Mathenge T18/1

Eng. John Kanyi M/No. K15D expressed that he had applied for senior membership but had not received any reply. Ms. Florence Gituku M/No. G24 expressed she had applied for senior membership having done a lot for the club including posting her students to the club on attachment. She has been a members for 39 years. She had donated books to the club for a library amongst other donations. The Membership and Marketing director informed the Board that Eng. John Kanyi had received a prior response to his request. It was reported that there shall be a response to all the applicants. The members were informed that all who had applied will get responses next week. Members were also advised that for anyone who feels that they were not sufficiently covered then this can be an issue for consideration during the constitution amendment process.

Mr. Matthew Nyaga M/No. N40 expressed that there is need to consider him as a senior member. He has been a member for 39 years. The chairman gave guidance that there shall be a special general meeting where the members will propose its amendments they desire. Eng. John Kanyi M/No. k15D read out article 16:1 of the articles of association he sought for reasons for denial of senior membership. The list of senior members was proposed by Mr. Matthew Nyaga M/No. N40 and seconded by Eng. John Muriithi M/No. M379.

**MIN 10/TSC/AGM/3/2024 – CONVENING A SPECIAL GENERAL MEETING
TO RECEIVE PROPOSALS TO AMEND THE ARTICLE OF ASSOCIATION.**

The chairman informed the members that there were gaps in the present Articles of Association and it is now time to propose amendments and a steering committee shall be formed. The proposals shall be considered at a special general meeting. Mr. Wilfred Gichovi M/No. G180/1 introduced a rider to the special general meeting there be a proposed budget for 2025 by the Board. The Board also brings 3 pre-qualified auditors for the members to consider with their CVs. The chairman expressed that the Board was agreeable to the proposal. It was resolved that the meeting be within 90 days. The agenda was proposed by Mr. Wilfred Gichovi M/No. G180/1 it was seconded by Paul Mukundi M/No. 83/1 with amendments as introduced.

MIN /TSC/AGM/3/2024 – A.O.B

The Honorary Secretary informed the members that he had received 6 A.O.B motions.

1. As for the motion by a discontinuation with the sports levy the motion had been considered alongside agenda No. 9.
2. On the motion by Ms. Bibianna Kariuki it was resolved to be considered during the special general meeting.

Mr. Victor Whitelocks M/No. W145/1 expressed that he had presented an A.O.B which made his proposal seem like an anaconda to clean the swimming pool. He also sought the directors to explain why they are directors. Item 1 and 3 has been dealt with in the course of the meeting. Item 2 shall be dealt with by the Board. On issue 4 the chairman informed the members that all were directors out of being elected. Mr. Simon Mbote M/No. M498 expressed that he was here at the club on the directors golf day and for the members to insinuate why they are in the positions they hold was being unfair. The Patron expressed that there is need to be fair to the directors who offer themselves to serve the club.

A.O.B MOTION BY DR. JOHN Muoria M/No. K292 on creation of golf director. The member was not present. The motion was not considered.

A.O.B MOTION NO. 5

The motion by Vincent Karumba M/No. N84B is incorporated in these minutes. He sought for physical and virtual attendance of meetings including voting. The motion shall be considered during the special general meeting to be convened under agenda No. 11.

A.O.B MOTION 6

The Motion By Michael Gatuhi M/No. G132 incorporated in these minutes. On the sports bar this has been addressed it. He moved a motion to establishment of a children park and playgrounds. This be funded from the sports levy. It be established near the swimming pool. On the sports levy this has been overtaken by events. On tenders the

member proposed that all tenders be cancelled. The full details are in the motion. On incorporation of the minimum spend to the annual subscriptions. The member withdrew this request. On qualification of directors and establishment of a vetting committee. The chairman in response expressed that:-

On the tenders there cannot be any cancellation unless there is one the member has in mind. On non-participation by director there is conflict of interest clause in the Articles of Association. Any changes can be proposed to the committee that looks into the amendment. On the qualification and vetting of directors that is an issue for the Special General Meeting. The member expressed that the children park needs to be prioritized. The director Sports and Wellness expressed that there was a budget in the year for improving the children play area.

Mr. David Njoka M/No. N27 informed that there was a request that directors to have served in committees. He suggested that people volunteer and increase their ideas through committees. Mr. Anthony Maina M/No. M460/1 expressed that we can engage at committee level but not all can be directors. He appreciated that some of the ideas had been implemented. He expressed some of the proposals had never been implemented. The chairman thanked the members for motions raised which are meant to improve services in the club. There was desire to move the club forward.

The chairman clarified that there were no tenders that can be cancelled. There are legal implications for that. There were no directors who trade with the club. If at all the members should not trade with the club then this requires to be entrenched in the Articles of Association and members to approve such a request.

**MIN 11/TSC/AGM/2024 – PURSUANT TO ARTICLE (542) READ TOGETHER
WITH ARTICLES 26 AND 43 OF THE ARTICLES OF ASSOCIATION**

The chairman invited the Patron to conduct this agenda. The Patron informed that the serving directors, patron and trustee shall conduct the elections. There were only two positions being contested that is:-

- 1) Food and Beverage director
- 2) House Director

The members were informed that 6 directors were elected in the year. There was balloting. The Food and Beverage Director had opted to retire. The House Director expressed that he had written expressing that he did not want to be re-elected or serve the Board once elections are conducted. The Patron expressed that the idea of vetting of directors can be incorporated in future elections. There was to be election of one trustee and he was unopposed as such Mr. Trustee D.T. Mathenge M/No. T18/1 was to retain his trustee position being duly elected. The patron requested the honorary secretary to read out the candidates and positions of directorship which elections shall be done. They are:-

House Director

- 1) Dr. Martin Gichugu M/NO G153
- 2) Eng. Daniel Kamau M/NO. K303/1

Food and Beverage Director

- 1) Ms. Bibiana Kariuki M/NO. K413
- 2) Mr. Simon Mbote M/NO. M498

The Patron called unto the candidates to share their plans in offering themselves to the club. The candidates gave their plans and reasons why they should be elected. The Patron apologized to the members since service in the club had been stopped. The chairman informed all that service be undertaken and reminded all to vote. The Patron in collaboration with the ongoing directors oversaw the conduct of the elections. Upon the elections being conducted for the two positions the following were the results:-

Food and Beverage director

Name	Membership No.	Votes Cast
Bibiana Muthoni Kariuki	K413	80
Simon Mbote	M498	54
Valid votes		134
Spoilt votes		NIL
Total votes cast		134

House Director

Member/Candidate	Membership No.	Votes cast
Eng. Daniel Kamau	K303/1	46
Dr. Martin Gichugu	G153	88
Valid votes		134
Spoilt votes		Nil
Total votes cast		134

The Patron reported to the members that the following up had been validly elected.

Name	Membership No.	Position elected
Bibiana Muthoni Kariuki	K413	Food and Beverage Director
Dr. Martin Gichugu	G153	House Director

The new directors were introduced to the members and they gave their speech to the members appreciating them for electing them. They promised to deliver in the respective dockets. The chairman thanked all for their patience and enduring long hours during the meeting and the decisions made for the good of the club. The meeting ended with a word of prayer led by Ms. Sarah at 8.00 pm.

Mr. William Ngugi
Chairman

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Date.....

Mr. Daniel Wokabi Mathenge
Hon. Secretary

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Date.....

