

MINUTES OF THE ANNUAL GENERAL MEETING OF TEE ES SEE GOLF LIMITED
HELD ON 29TH MARCH 2025 AT 10:30AM.

[See attendance lists]

{ Virtual & Physical attendees }

MIN1/TSC/AGM/3/2025: PRELIMINARY

- 1.1 The Chairman called meeting to order at 10:30 AM. He requested the Honorary Secretary to confirm if there was quorum to enable the meeting to proceed. The Honorary Secretary confirmed there was quorum.
- 1.2 A word of prayer was then led by Mr. Nicholas Kabare.
- 1.3 The Chairman informed the members that this was the first time the club was conducting an online meeting in addition to the traditional physical meeting and it was indeed a great step ahead and development for the Club.
- 1.4 The Chairman gave direction that he wanted the meeting be run in an orderly and timely manner and therefore appointed the Membership and Marketing director to be the time keeper for the meeting.
- 1.5 The Chairman requested members to avoid political insinuations and announcements.
- 1.6 The Chairman then invited the Honorary Secretary to read the corrigenda notice dated 28/3/2025 as circulated.

MIN 2/TSC/AGM/3/2025 ADOPTION OF THE AGENDA

- 2.1 The Chairman sought a reorganization being that Agenda 9 come before Agenda 8 for good order.
- 2.2 The Agenda was proposed by Rose Nduta M426 and seconded by Eng. John Muriithi M/NO M379.
- 2.3 The Chairman then informed members that there had been members who had passed on in the last year on the date mentioned and that is;

Eng. J.P Muraguri	May 2024
Mrs. Monica Gathoni Kibe	3/7/2024
Philip Mionki	8/8/2024
Mark Mwangi Ndonga	7/9/2024
Dr. Ranganathan	Sept 2024
Eng. Peter Muriithi Kungu	18/1/2025

- 2.4 A minute of silence was held in memory of the departed members.

MIN 3/TSC/AGM/3/2025: READING AND CONFIRMATION OF MINUTES

- 3.1 The Honorary Secretary read the minutes of the meeting held on 30/3/2024. A correction was noted and made that Minute 3 on the membership number of Eng. John Muriithi should be M/NO 379 and not M579. The minutes were proposed by John Kanyi K15D and seconded by Mr. P.N Mburu M 30.
- 3.2 The Honorary Secretary read the minutes of the Special General Meeting held on 10/8/2024. The minutes were proposed by Mr. Jessee Kariuki M/NO K134 and seconded by CPA Jackson Gachuru M/NO G58.
- 3.3 The Honorary Secretary read the minutes of the Special General Meeting held on 17/8/2024. Mr. Anthony Mutugi noted a typo on Minute 2 where it should read ‘proposed’ instead of ‘prolonged’.
- 3.4 Mr. Lawrence Ngamau M/NO N17 pointed out that Minute 3 should read that the Finance and Administration is mandated to “fill” and not “file” a permanent or a casual vacancy.
- 3.5 Ms. Rose Nduta M/NO M426 noted a typographical error in the sentence stating that Auditors had “charged” and not “changed. “
- 3.6 Eng. Kenneth Chege M/NO N152 pointed that Minute 4 should read “annual subscription surplus” and not “annual contribution.”
- 3.7 The minutes of the special general meeting held on 17/8/2024 were proposed by Eng. John Muriithi M/NO. M379 and seconded by Mr. Raphael Kungu M/NO K2B.

MIN 4/TSC/AGM/3/2025: MATTERS ARISING

The Chairman then called on members to raise any matters arising from the meeting held on 30/3/2024.

- 4.1 Mr. Anthony Mutugi M/NO M3A on Minute 3 clarified that the tests and analysis was on high levels of sodium.
- 4.2 Mr. Samson Mcoduol M/NO 17 under minute 2 on exemption of sports levy of seniors he sought an update. On accommodation, he sought to find out if anything had been done to generate revenue. He further enquired under Minute 4 on page 9 on whether the walk in freezer to address food poisoning was procured. He further enquired whether there exists a procurement policy regarding appointment of Auditors. The status of the clubs trading name also needed to be reported.
- 4.3 The Chairman in response to the above queries explained as follows;
 - 4.3.1 On the issue of the sports levy, the Chairman clarified that all members are expected to pay for the same without any exemptions.

- 4.3.2 On accommodation, the Chairman stated that there had been revenue generated from guests as the same is not usually available to members.
- 4.3.3 On the walk-in freezer and cooler , the Chairman stated that he was happy to report that the same had been procured hence no food poisoning issue should arise again in the future.
- 4.3.4 On the trade name, the Chairman stated that the club had registered the name **TEE ES SEE GOLF LIMITED** at the Companies Registry however the club will continue trading as Thika Sports Club as it is our trademark.
- 4.3.5 On the finance policy and appointment of Auditors, the Chairman called upon the Finance Director to respond which he did as follows:
- (a) The club is guided by IFRS that deals with SMES and he pointed out the Club has fully complied as it will be observed when the Auditors read their report.
 - (b) He also said that on appointing Auditors, an open bidding was done; the Finance Committee went through the firms and presented them to the Board of Directors who then present the same to members for a decision to be made.
- 4.4 The Chairman then called on members to raise any matters arising from the meeting held on 17/8/2024 and the following were the matters arising;
- 4.4.1 Mr. Samson Mac'Oduol M/NO. M7D pointed out that the amended Constitution should have been availed to members. He noted that, they were not attached together with the Minutes for the members to be able to compare what was there before amendment and the new Articles of Association of Tee Es See Golf Limited.
- 4.4.2 Patron J K Mbugua, M/NO. M153 in response on review of the Constitution confirmed that the Articles were displayed on the Notice Board the reason why they were not attached onto the minutes. He however stated that any member wishing to have the Articles highlighted can be availed and can be provided by the CEO.

MIN 5/TSC/AGM/3/2025: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST DECEMBER 2024.

The Chairman called upon the Finance and Administration Director to present the Audited accounts. The accounts had been circulated to the members on the club website and had copies shared with those who attended the meeting physically. The audited accounts are incorporated as part of these minutes. The highlights were as follows;

- 5.1 On Statement of Profit or Loss:

- (a) There had been growth of income in year 2024 Kshs 171,000,000/= from 143,900,000/= in year 2023, generating 20% increase in revenue. This was driven by a successful drive during the year.
- (b) Direct Cost: Closed with 109,000,000/= in year 2024 compared to 97,000,000/=, this was a margin of 8%.
- (c) Gross surplus of 61,200,000/= in year 2024 compared to 46,900,000/= in year 2023, giving a 33% Gross profit.
- (d) Other Income: 3,400,000/= in year 2024 and 2,600,000/= in year 2023. With a 31% income from money market.
- (e) The Administrative expenses were 32,700,000/= in year 2024 and in year 2023 was 25,400,000/=. This grew by 23%.
- (f) Operating expenses in year 2024 was Kshs 27,400,000/= compared to Kshs 17,800,000/= in year 2023. There was a 59% growth this was due to a cleanup of borehole, this was a non cash item.
- (g) Surplus before Tax was 4,500,000/= in year 2024 and 6,200,000/= in year 2023.
- (h) Tax element in year 2024 was 346,000/= compared to 218,000/= in year 2023.
- (i) Surplus of 4,100,000/= compared to 6,000,000/= year 2023. It was explained that the decline in surplus was out of a cleanup of some of the assets such as the dam.

5.2 On page 9 of the statement the financial position was highlighted as follows:-

Particulars	2024 Amount (Kshs.)	2023 Amount (Kshs.)
Member fund	109,970,689.00	105,812,142.00
Non-current liabilities	4,259,431.00	3,858,546.00
Non-current assets	91,363,483.00	97,871,193.00
Cash and cash equivalent	33,304,046.00	17,099,431.00
Net current assets	22,886,636.00	11,799,496.00
Current liabilities	28,077,963.00	25,480,826.00
Borrowings	937,581.00	-
Tax payable	105,105.00	218,499.00
TOTAL	114,230,120.00	109,670,589.00

- (i) The decline in non-current assets arose out of depreciation, amortization, accelerated depreciation to the golf course and writing off of some of the non-functional dams.

- (ii) The increase in cash and cash equivalent is attributable to the good performances and the successful membership drive.
- (iii) On borrowing, this relates to insurance premium financing. On page 10 there were statements of charges in the General Fund. There was Kshs 105,812,143/= by the end of the year. There was reference to the cash flow. The highlights were:-
 - a) Surplus before tax Kshs 4,505,054/=.
 - b) Non cash adjustments of Kshs 12,401,056/=.
 - c) Impairment loss on property and equipment was Kshs 1,280,662/=.
 - d) There was increase in inventories to Kshs 3,773,168/=.
 - e) The taxes paid was Kshs 458,899/=.
 - f) The net cash operations were Kshs 29,146,866/=.
 - g) Purchase of property and equipment was Kshs 13,879,832/= primarily arising from the sports bar and the two greens.
 - h) There was an increase in cash and cash equivalent of Kshs 16,204,615/=.
 - i) The cash and cash equivalent at the end of the year stood at Kshs 33,304,046/=.

5.3 The Finance and Administration Director invited the club Auditors to read their financial opinion.

5.3.1 Mr. Charles Mukunu an Audit partner with PKF Kenya LLP read the audit opinion contained at page 5. The Auditors read their report and confirmed that the Club had kept all the required books of Financial Accounting. They confirmed they conducted the audit in accordance with the International standards of Auditing. They stated that the Directors are responsible for the preparation of the financial statements that give a true and fair view in accordance with IFRS for SMEs Accounting standard and the requirements of the Kenya Companies Act, 2015.

5.4 The Chairman then requested members for any comments;

5.4.1 Mr. Samson Mc Oduol M/NO. M17 referred to page 16 on note 3 and sought to know where the sports fund is allocated in the financial reports. He further sought to know how members money is invested in the money market. He sought clarification on depreciation figures and on trade and receivables he sought to know what the membership consultant had achieved.

5.5 The Chairman in response stated that on the sports fund, the money is allocated/distributed to all sporting areas. It could not be defined as a stand-alone fund. He called upon the Finance Director to further respond to the issue. The said Director responded as follows;

- 5.5.1 On the money market fund there is a policy that guides the investment. The proposal of investment is considered by the Finance and Administration Committee before being considered by the Board. There is continuous prudent investment of member funds. It's not long term hence put in flexible money market instruments.
- 5.5.2 On the depreciation, there were boreholes that collapsed but were still in the account book. The Board resolved there is need to write them off. He clarified he was referring to a borehole not a dam.
- 5.5.3 On trade receivables going down he stated that the same was good thing as the consultant has been able to assist in cleaning up and reducing the number of debtors.
- 5.6 CPA Jackson Gachau M/NO. B68 on page 10 pointed out the misalignment of figures. The figures should have aligned. The funds should have been presented separately on page 21 under administration expense. He stated that there was a high increase or budget overrun. He pointed out postage and telephone, electricity and fuel, legal and professional fees, amortization had a huge impact.
- 5.7 The Finance Director in reply explained that:-
- a) On the change of equity that page shall be corrected and it had been noted.
 - b) On the increase in expenses and the legal and professional fees there were consultants engaged to clean up the debtors. On postage, there was increase in the internet bandwidth and also increase in member text messages. On electricity this was an issue of consumption going up.
- 5.8 Eng. John Muriithi M/NO. M379 sought explanation of why there was an increment of wages and salaries.
- 5.9 The Chairman in response stated that there were casual workers employed on a need basis depending on the events at the club. They are usually paid wages. The Finance Director further explained that it is not financially prudent to engage staff at all times on a permanent basis.
- 5.10 There was input by online members Ms. Susan Kagundu M/NO. K347/1. She sought to find out if catering was making a loss since 2023.
- 5.11 In response the Finance Director explained that catering was now breaking even.
- 5.12 The Chairman assured members that the Club was at a profitable path and was slated to continue doing well.
- 5.13 The Audited accounts were proposed by Mr. Michael Gatuhi M/NO. G132/1 and seconded by Ms. Irene Kamutu K395.

MIN 5A/TSC/AGM/3/2025 – TO RECEIVE, CONSIDER THE BUDGET 2025/2026

The Finance Director was called upon to present the budget estimates. The budget had been circulated to all as hereinbelow.

Bar	
Sports Bar Furnishing & Equipment	4,500,000.00
Ice Cube Maker	250,000.00
	4,750,000.00
Catering	
Crockery/Cutlery Replacement	500,000.00
Loose tools & Equipment	450,000.00
	950,000.00
House & Administration	
Major Repairs	500,000.00
ERP System and Access Control	1,500,000.00
Strategic Plan Project	1,000,000.00
Club House Furniture	300,000.00
Club House Roof Refurbishment	500,000.00
Swimming pool bath rooms	3,000,000.00
Roofing additional space outside Palor	600,000.00
Renovations – Changing rooms	1,000,000.00
Road works – Gate to Club House	8,500,000.00
Car Park Paving	4,500,000.00
Reception Expansion	1,000,000.00
Admin Storage Space	600,000.00
Floor Scrabbing Machine	50,000.00
	23,150,000.00
Golf Course and Equipment	
Green No. 11	1,500,000.00
Green No. 9	1,500,000.00

Rehabilitation of No. 18 water body	365,000.00
Rehabilitation of Irrigation system	2,000,000.00
Putting Green	800,000.00
Fairways mower	4,800,000.00
Pump	700,000.00
Procore Machine	3,000,000.00
Tractor	3,000,000.00
Total Capex Budget	17,665,000.00
Gym, Spa & Sports	
Games & Wellness Facilities Upgrade	4,500,000.00
Lawn Tennis Court	-
	4,500,000.00
Grand Total Capital Expenditure Budget	51,015,000.00
FINANCED BY:	
Cash Reserve brought forward	33,304,046.00
Club Regular Entrance Fee	9,655,000.00
Surplus from Operations + Interest	7,900,935.00
Proposed Membership Drive Discounted Entrance Fees	
Funds available for Development	50,859,981.00

5A.1 Ms. Margaret Wairimu M/No. M506/2 sought clarification why there had been no tabulation for the children area. The Chairman in response gave guidance that the CEO can avail specific details of the project funds will cater for. In further response, the Finance and Administration Director stated that the amount reserved for gym spa and games, majority of the funds will go to the children area.

5A.2 An online member Mr. Wilfred Gichovi M/No. G180 pointed that there was no figure in the budget for the strategic plan. The Finance Director clarified that it had an allocation of Kshs. 1,000,000/-.

- 5A.3 Ms. Susan Kagundu M/No K347/1 expressed that there is need for a for a breakdown of the budget and the last years figures.
- 5A.4 The Finance director explained that the budget had been shared earlier. Ms. Jessica Kimathi M/No. N973 expressed that under CAPEX the budget was a summary. In the same way the golf and other sections are tabulated the same shall be done for gym, games and Spa. The Finance Director expressed that the breakdown shall be shared on the members groups platform.
- 5A.5 Eng. Kenneth Chege M/No. N152 having been the Director Games and Wellness explained that the budgeted figure for the said section was a blanket figure issued so that the incoming Games Director can decide what projects can be done in his docket upon seeking members views. He stated that there is money set aside under house to renovate the washrooms at the swimming pool area which should benefit the children area.
- 5A.6 Mr. Linus Kihara M/No. L23/1 sought to know from the length in square meters of the area to be paved with cabro. In response the Chairman stated that this information shall be shared on the clubs notice board.
- 5A.7 Mr. P.W. Mburu M/No. N30 stated that the Board should ensure total security is maintained at all times at the club and suggested that the club utilize solar powered lights and CCTV to secure the club. The chairman stated that CCTV cameras were in operation and all data in the club had been secured through a cloud backup.
- 5A.8 Ms. Julia Maina M/No. M394/1 expressed that before having the strategic plan in place there is need that the procurement process be protected by a Committee overseeing the same. The Chairman responded and stated that this was work in progress as with a CEO now in office, matters corporate governance can now be dealt with expeditiously due to the new management structure.
- 5A.9 Mr. Edwin Nyamu M/No. N59 (online) commended the Board for a job well done. He pointed out that recently there had been club fires and there is need to inform members of the present state and the Board's plan on this. In response to this, the Chairman invited the Finance Director to respond.
- 5A.10 On the fire issue, the Finance Director informed members that the club has an adequate Fire Insurance Policy. He also stated that an electricity audit had taken place and all pending issues of power were addressed hence the risk of fire is minimal.
- 5A.11 The budget was proposed by Ms. Ms. Julia Maina M/No. M394/1 and seconded by Mr. Gicheru Kimani M/No. K81.

MIN 6/TSC/AGM/3/2025 – TO RECEIVE THE CHAIRMAN’S REPORT FOR THE YEAR ENDED 29TH MARCH 2025

The Chairman proceeded to present his report which is incorporated as part of these minutes. He stated that:-

- 6.1 He recognized and thanked the Directors, Trustees and Patron all of whom had worked with him.
- 6.2 He pointed out that he has had a long journey in the service of the Club where he stated that in year 2019 – 2025 he had acted in different capacities as the Vice Chairman, Finance & Administration Director and as Chairman of the club. He was the 1st Chairman under the new Constitution of the club to serve for 3 years, from the year 2023 – 2025.
- 6.3 He had supported past chairmen namely Mr. Nicholas Kabare, Mr. Chris Kinuthia and Mr. Edwin Nyamu. They had a journey of uniting the club.
- 6.4 He requested that going forward there should be no division in the membership of the club.
- 6.5 The Chairman highlighted his Boards achievements in the club under his leadership as follows:-
 - a) Establishment of a water filtration plant. It is functional and operational. The project should be launched immediately as it shall save the club Kshs. 4 million per year. The club has capacity to sell water to members.
 - b) Driveway works tendered and completed. The works on the driveway to start from mid-April 2025. This will enhance the club experience. He stated he looked forward to the new board embarking and completing the same.
 - c) The Walk in freezer and cooler was procured and was working well. This has ensured members get fresh food with no incidences of food poisoning.
 - d) Green No. 2 and 15 had been done and completed.
 - e) Expansion of the gym and improvement in terms of buying of new machines.
 - f) Squash, pool and other indoor sports had been revived.
 - g) Rehabilitation of the water pan on No. 18.
 - h) Renewal of the electrical cables in the club house and a new power house. This has significantly reduced the fire risk in the club.
 - i) Purchase of a Commercial laundry machinery with all linen being cleaned inhouse saving the club Kshs. 4 million per year.
 - j) Securing of the trademark name of the club.

- k) Commencement of the club and lease renewal which is ongoing. The process is 50% complete.
 - l) There is a CEO and corporate governance ethos have been put in place.
 - m) Successful membership drive with 250 new members. The next leadership needs to take care of these new members.
- 6.6 He stated that he looks forward to handing over the instrument of power to the new Chairman.
- 6.7 The Chairman called on the members to applaud the Board. He emphasized that he led with integrity and no money was lost during his tenure.
- 6.8 To the employees of Tee Es See, he congratulated them for the service they give to the members to ensure they are comfortable in their second home. He reminded the staff of his slogan that: “How you do your job remains your shield” and asked them to continue doing their work with dedication.
- 6.9 The Chairman’s Prize event was successful and thanked the Organizing committee and the sponsors who came on board to sponsor the event the board, the staff and all the membership who participated in one way or another.
- 6.10 The Chairman stated that in all leadership there are challenges in one way or another and in his tenure, this was not an exception. He stated that some people had maligned his name which he knew but decided to ignore. He however, stated that he had forgiven them all and urged all members to remain united even after the elections were over. He thanked the staff members and urged them to serve members with passion.
- 6.11 He stated that the incoming elected Chairman shall be supported as long as one remains in the integrity side of leadership.

The Chairman’s Report was proposed by Mr. Lawrence Ngamau M/NO N17 and seconded by Raphael Kungu M/NO. K52B.

MIN 7/TSC/AGM/3/2025: TO RECEIVE, CONSIDER AND ADOPT THE LIST OF SENIOR MEMBERS.

- 7.1. The Chairman called upon the membership and Marketing director to address the agenda. He informed the members that the correct Article is 17. The list of members who the Board was presenting for senior membership were;

NO.	NAME	MEMBERSHIP NUMBER	AGE	NO. OF YEARS AS A MEMBER	KEY CONTRIBUTIONS
1.	P.N MBURU	M30	65	31	<p>Donated paspalum grass planted on hole 12 and 15.</p> <p>Was a donor in development of new changing rooms as displayed in the club notice board.</p> <p>Donated many seedlings- Podo tree on right of green 1, Mvule trees on the right of ladies Tee no 6, Bougainville bushes around green no 12 and the bamboo 150 yards to green no 12.</p>
2.	DR. RAPHAEL E. KUNGU	K52B	67	34	<p>A donor in development of new changing rooms as displayed inside the club house.</p> <p>Sponsored golf competitions through his company Hortima Ltd.</p> <p>His wife Mrs Minnie Kungu was Lady Captain in 2001.</p> <p>Founding member of the Sunday morning golfers.</p>
3.	STANLEY G MAITHO	M13	73	29	Automatic qualifier for senior membership having attained the age of 70 years and 25 years as a member.
4.	MATTHEW NYAGA	N40	78	40	Automatic qualifier for senior membership having attained the age of 70 years and 25 years as a member.
5.	MAHESH PATEL	P5D/1	74	32	Automatic qualifier for senior membership having attained the age of 70 years and 25 years as a member. Also has significant contribution through the family company Devji Meghji & Bros in the construction of our 2 nd 9.
6.	WILFRED KEHARA	K80	74	26	Automatic qualifier for senior membership having attained the age of 70 years and 25 years as a member.

7.	JOHN MWANGI KANYI	K15D	74	27	Automatic qualifier for senior membership having attained the age of 70 years and 25 years as a member.
8.	FLORENCE WANJIRU GITUKU	G24	75	40	Automatic qualifier for senior membership having attained the age of 70 years and 25 years as a member.
9.	JONATHAN MUNGAI	M134	71	26	Automatic qualifier for senior membership having attained the age of 70 years and 25 years as a member. Also was membership secretary in 2002, 2003 and 2004 among other contributions.
10.	WASHINGTON N NDERITU	N8	83	45	Automatic qualifier for senior membership having attained the age of 70 years and 25 years as a member.
11	GEORGE KIMANI	K63	73	28	Automatic qualifier for senior membership having attained the age of 70 years and 25 years as a member.

7.2. The Membership Director clarified that any member who is 70 years and had been a member for 25 years qualified to be a senior member. This was out of the amendment of the Articles of Association. The Director requested that the members be admitted as Senior members.

7.3. Eng. John Mwangi Kanyi, M. No. K15D stated that there were members who had resigned from the club after been over 70 years and had been members for over 25 years and were not approved for senior membership. He suggested and requested if the Board could grant the members who had resigned since the year 2020 Senior Membership.

7.4. The Chairman advised and in reply stated that once you resign from your membership, you stop being a member and therefore the members who had resigned could not be re-considered for senior membership. Article 17 of the clubs constitution clearly deals with senior membership criteria.

7.5. The list of senior members was proposed by Mr. Wilson Njega G97 and seconded by Mr. Jessee Kariuki M/NO K134/1

MIN 8/TSC/AGM/3/2025: TO RECEIVE, CONSIDER AND APPROVE THE PROPOSED INCREMENT OF CLUB JOINING FEES.

8.1 The Chairman stated that the following were the proposed increment membership fees;

NO.	Membership Category	Current Fees	Proposed Fees
1.	Family	275,000/=	400,000/=
2.	Single Parent	225,000/=	330,000/=
3.	Single	180,000/=	265,000/=
4.	Corporates 1-3 members		600,000/=
5.	Corporate 4-5 members	700,000/=	1,000,000/=
6.	Temporary Members Per month	50,000/=	75,000/=

8.2 The reasons considered by the Board of Directors for the proposed increment were the following:-

- (a) Last revision of membership fees was done in year 2019, it was noted that this was more than 5 years ago. Financially, inflation is usually at 10% per year.
- (b) The Research & Market study – A research and market study was done on the rates charged by the other clubs. It was noted that Ruiru Sports Club family membership was now at Kes. 600,000/- hence a very big difference with what we are currently offering.
- (c) Revenue growth – this will be another way of growing the club revenue.
- (d) Right membership for the Club- low fees could be a weakness.
- (e) The Club facilities are now improved hence the new members will pay that premium.
- (f) These new rates will be effective 1st July 2025 and so there was still a window of the old rates for new members willing to join before then.
- (g) The Board proposed that the effective date for the proposed increment is 1st July 2025.

8.3 Mr. Walter Njenga M/NO N62 proposed the changes and seconded by Eng. Joseph Wakimani M/NO W62.

MIN 9/TSC/AGM/3/2025: A.O.B

The Honorary Secretary informed the members that there were 3 A.O.B motions from;

- (1) Motion 1 – Strategic Plan by Mrs. Julia Maina, M. No. M394/1.
- (2) Motion 2 – Implementation of the Strategic Plan by Mr. Edward Njoka Nyamu, M. No. N59.
- (3) Motion 3 – Eligibility and Rotation of Directors by Mr. Edward Njoka Nyamu, M. No. N59.

The members who had floated the motions were invited by the Chairman to move the above motions.

Motion 1 – Strategic Plan by Mrs. Julia Maina, M. No. M394/1

- (i) On the Strategic Plan, she stated that there was need to put in place a procurement committee comprising the Management Team, members of Board to oversight and have laid down procedures on how we go about the procurement.
- (ii) She queried if the club is going for a 3 or 5 year plan.
- (iii) She pointed out that the club ought to have a plan of 5 years and outline what will be done in those 5 years.
- (iv) Mr. Nicholas Kabare, M. No. M353/1 stated that Mr. Edward Nyamu, M. No. N59 had a similar motion on Strategic Plan hence the Immediate Past Chairman to be allowed to present his motion before the discussion of the 1st Motion.

Motion 2 – Implementation of the Strategic Plan by Mr. Edward Njoka Nyamu, M. No. N59,

Immediate Past Chairman was invited by the Chairman

- (i) He started by stating the in the year 2021 AGM it was agreed on the club having a Strategic Plan, but funds were not available. He stated that not only was this the right time not only since funds are available but it's the prudent thing to do. To develop plan on how we want the club to be in the next 5 years as per what the members desire hence the new board once constituted within the next 6 months to call members for the presentation and consideration on the proposed strategic plan for accountability, a plan and map for the incoming Board.
- (ii) Mr. Gichovi Wilfred supported the Strategic Plan motions and the calling for a Special Annual General Meeting within the next 6 months.
- (iii) This was proposed by Mrs Julia Maina, M. No. M394/1 and Mr. Edward Njoka Nyamu, M. No. N59 as proposers of the Strategic Plan and Seconded by Mr. Samson Mac'Oduol, M. No. M7D.

Motion 3 – Eligibility and Rotation of Directors by Mr. Edward Njoka Nyamu, M. No. N59

- (i) Immediate Past Chairman had referred to Article 26:1 on his motion on eligibility and Rotation of Directors. "The Company shall be managed by the Board of Directors elected annually at the Annual General Meeting or Special Meeting....",
- (ii) The Patron, Mr. J.K. Mbugua, M. No. M153 pointed out that the words differ and the Article no longer existed as the current Article 26:1 was on Company Management/Office Bearers. Mr. Edward Njoka Nyamu, the mover of the motion withdrew the motion as to when the right Article shall be availed.

MIN 10/TSC/AGM/3/2025: PURSUANT TO ARTICLE 26, 40, 41 AND 43 OF THE ARTICLES OF ASSOCIATION TO VIRTUALLY ELECT

10.1 The Chairman handed over to the Patron who is the returning officer of the elections to be held. The patron remarked that the positions that were available for election are;

- (1) Chairman
- (2) Trustee
- (3) Director Games and Wellness Committee
- (4) Honorary Secretary
- (5) Director Golf and Course Committee
- (6) Captain
- (7) Lady Captain
- (8) Director Finance and Administration

10.2 All were reminded that the club and its integrity should be preserved. The patron in his remarks as the Returning Officer expressed that:

10.2.1 There had been issues raised that led to some candidates being disqualified. One of the issues was on the proposer and seconder having not been members for 3 years. Two contestants namely Ms Irene Kamutu and Mr. Dennis Chiuri were disqualified.

10.2.2 There were contentious Articles that is Article 5.2 and Article 47.7. It was explained that:

Article 5.2 required any candidate, therein proposer and seconder require to be full members for 3 years.

Article 47.7 –There was clarification that the Club transitioned from a society formerly known as Thika Sports Club. During transition from a Society to a Company Limited by guarantee there were draft Articles of Association. In Clause 26 provides the requirement of Directors required to have served in a committee for 1 year. At an SGM held on 30/11/2022 the requirement of a director serving in a committee was deleted. There had been an oversight in Article in 47.7 previously 57.4 refers to Article that had been expunged. It was a transition cause.

10.2.3 In view of this the nominations carried were validly done. The election is electronic. The meeting had an election committee constituted that comprised;

- (1) Mr. David Karuma
- (2) Mr. James Mbugua
- (3) Ms. Betty Mutua

- (4) Mrs. Eunice Muthemba
- (5) Mr. Douglas Mathenge
- (6) Mr. Jesse Kariuki

10.3 The nomination forms were pulled down on 22/3/2025 after which vetting took place and the validly nominated candidates were;

NO.	Name	M/NO.	Position Vying
1.	Eng. Kenneth Chege	N 152	Chairman
2.	Daniel Wokabi Mathenge	M 506/1	Chairman
3.	Ayub Kinyanjui	M 475	Director - Games and Wellness
4.	Vincent Karumba Mwangi	N 84B	Director - Games and Wellness
5.	Silvester Ndungi	N/ 25	Director - Games and Wellness
6.	Nicholas Mwaniki Kabare	M 353/1	Unopposed as trustee
7.	Michael Gatuhi	G132/1	Unopposed Honorary Secretary
8.	Anthony Mutugi	M 73A	Unopposed - Director Golf Course
9.	CPA John Njenga Kimani	K 450	Unopposed Director - Finance and Administration

10.4 The Patron stated that the unopposed Directors are to assume the position of directorship.

10.5 The Patron stated that the election shall be electronic and the Board had engaged Microserve in carrying out the process. The register had closed on 28/3/2025 and the registered members were 756 and those in good standing are 620. 28 of the members are not in good standing and cannot vote. Others had ambiguous details were 113 and their details were inaccurately captured. The Patron informed members that he expected 620 voters. The voting online shall be a maximum of 1 hour. The voting period shall be between 3:20 and 4:20 PM and the links shall be shared so that all proceed to vote.

10.6 After the online voting the election results were as follows;

Chairman

Candidate	Votes
Eng. Kenneth Chege	480
Daniel Wokabi Mathenge	132

Director - Games and Wellness

Candidate	Votes
Ayub Kinyajui Muigai	208
Vincent Karumba Mwangi	235
Silvester Kinuthia Ndungi	54

10.7 The Patron announced the winners as follows:

- (1) Eng. Kenneth Chege elected as Club Chairman.
- (2) Mr. Vincent Karumba Mwangi elected as the Director Games and Wellness.

10.8 The Patron called upon the elected candidates to take their respective seats. The other elected officials were as follows:

NO.	Name	M/NO.	Position Vying
1.	Eng. Kenneth Chege	N 152	Chairman
2.	Vincent Karumba Mwangi	N 84B	Director - Games and Wellness.
3.	Nicholas Mwaniki Kabare	M 353/1	Trustee
4.	Michael Gatuhi	G132/1	Honorary Secretary
5.	Anthony Mutugi	M 73A	Director - Golf Course
6.	CPA John Njenga Kimani	K 450	Director - Finance and Administration

10.9 The Chairman called upon Eng. Kenneth Chege to assume the position of Chairman and the Chairman's jacket was handed over to him.

10.10 The elected Chairman was granted an opportunity to address the members. He expressed that he was grateful to God for the moment. He requested for support from everyone and promised to work with everyone. He introduced his family to the members. The said the views expressed by members during the campaign shall be collated.

10.11 The incoming Captain Mr. Walter Njenga and Lady Captain Ms. Jessica Kimathi were called upon to assume the seats of Captain.

10.12 All officials handed over. There were Closing prayers led by Julia Maina. The meeting ended at 5:35PM.

Mr. William Ngugi

Daniel Wokabi Mathenge

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Date:

Club Chairman

.....

Date:

Honorary Secretary