



**NOTICE OF AND AGENDA FOR THE 42ND ANNUAL GENERAL MEETING OF THE INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS OF KENYA TO BE HELD VIRTUALLY ON FRIDAY 12TH JUNE 2020 FROM ICPAK CPA CENTRE, THIKA ROAD, NAIROBI**

**Notice** is hereby given that the 42nd Annual General Meeting of the Institute of Certified Public Accountants of Kenya (ICPAK) will be held via electronic communication, on Friday, 12th June 2020 at 10:00 am to transact the following business:

**AGENDA**

1. To read the notice convening the meeting, table the proxies received, note apologies, and determine if a quorum is present.
2. To consider and adopt the Minutes of the 41st Annual General Meeting and consider matters arising there from.
3. To receive and adopt the Council Report for the year 2019.
4. To receive, consider and adopt the Annual Report and Audited Financial Statements of the Institute for the year ended 31st December 2019 together with the Auditor's Report thereon.
5. To consider and appoint the Institute's Auditor for the financial year ending December 2020 and to authorize the Council to fix the Auditor's remuneration. Parker Randall East Africa has expressed willingness to continue in office.
6. To present the elected Council Member in accordance with the First Schedule section 5 (1) (b) (iii) of the Accountants Act No 15 of 2008 and the Institute's Elections Regulations.
7. To consider Any Other Business (A.O.B) for which due notification will have been received seven (7) days before the AGM. Such notification to be received by the Secretary not later than Thursday 4th June, 2020 at 3.00 pm via mail to ceo@icpak.com or hard copy addressed to CEO and Secretary to Council.

**By order of Council**  
**CPA Edwin Makori**  
**Secretary to Council and Chief Executive Officer**  
**29th May 2020**

## NOTES

### **Meeting, place and time:**

The ongoing coronavirus (COVID-19) pandemic and the related Public Health Regulations and Government of Kenya restrictions on public gatherings, have made it impracticable, as contemplated under the First Schedule section 5 (1) (a) of the Accountants Act No 15 of 2008, for the Institute to hold a physical Annual General Meeting (AGM) in the manner prescribed in the Act and By Laws. Therefore, the 42nd AGM will be held virtually on 12th June 2020 as from 10.00 am.

### **Conduct of the AGM**

The AGM will be live streamed via a link which shall be provided to all members who will have registered to participate in the annual general meeting. Duly registered members and proxies will receive a short message service (SMS/USSD) prompt on their registered mobile numbers 24 hours prior to the AGM acting as a reminder of the AGM. A second SMS/USSD prompt shall be sent one hour ahead of the AGM, reminding duly registered members and proxies that the AGM will begin in an hours' time and providing a link to the live stream.

Duly registered members and proxies may follow the proceedings of the AGM using the live stream platform and may access the agenda. Registered members and proxies may vote (when prompted by the chairman) via the webcast platform.

The Platform allows for interactive discussion and feedback from members during the AGM through:

- An interactive online system for members to post feedback in real-time during the AGM;
- Ability for members with questions and observations to make their contribution on their views or discussion items;
- Ability of members to vote in the event of a poll with immediate tallying and reporting of the results.
- Registration and Attendance

Members wishing to participate in the meeting should register for the AGM by clicking on the link sent to them via email. Any member who shall not have received the link prior to the registration deadline should contact the Institute at [agm@icpak.com](mailto:agm@icpak.com) providing full details (full names, ID/Passport Number and Membership Number). Members will not incur any cost for such registration.

To complete the registration process, members will need to have their ID/Passport Numbers used to register as members of the Institute and their member number at hand. In addition, any member may dial the following helpline number: (+254) 719 074 000 from 9:00 a.m. to 3:00 p.m. from Monday to Friday for assistance.

Registration for the AGM opened on Friday 29th May, 2020 at 9:00 am and shall close on Monday 8th June, 2020 at 3.00 pm.

In accordance with the Accountants Act Section 4 (a) and (b) and By Law 10 of the Institute, only fully paid up members as 31st May 2020 will be allowed to register and vote to attend the AGM.

Associate members and members who are not fully paid up as at 31st May 2020 will follow the proceedings of the meeting via a link to be provided by the Institute upon registration. The Associate members and members who are not fully paid up as at 31st May 2020 will not be able to vote on any of the issues tabled at the AGM in accordance with Section 4 (a), (b), (c) of the Accountants Act and

By Law 10.

In accordance with By Law 42 of the Institute the quorum for the AGM shall be a hundred (100) members.

### **Proxies**

The First Schedule to the Accountants Act, No. 15 of 2008, Section 11, (3 & 4) provides that a member entitled to attend and vote at the Annual General Meeting and who is unable to attend is entitled to appoint a proxy to attend and vote on his or her behalf. To be valid, a proxy form must be duly completed by the member and be deposited with the Secretary to Council to be received not later than 3.00pm on Monday 8th June, 2020 at CPA Centre, Thika Road, Nairobi.

A proxy appointed will be a member of the Institute but not the Chairman of the AGM. The appointed proxy should have access to a mobile telephone and the webcast through a mobile device or desktop.

The physical copies of the proxy form are also available at the following address: CPA Centre, Ruaraka, 9th floor, Thika Road, Nairobi and is available on the Institute's website via this link: [www.icpak.com](http://www.icpak.com). A proxy must be signed by the appointing member or his attorney duly authorized in writing.

Any person appointed as a proxy should submit his/her full names, ID/passport numbers, member number and mobile telephone number to the Institute no later than Monday 8th June, 2020 at 3.00 pm. Any proxy registration that is rejected will be communicated to the member concerned not later than Wednesday 10th June, 2020 at 3.00 pm to allow time to address any issues.

### **Minutes and Financial Statements**

In accordance with Section 5 (1) and (2) of the Accountants Act, the following documents may be viewed on the Institute's website [www.icpak.com](http://www.icpak.com): (i) a copy of this Notice and the proxy form; (ii) the Institute's Audited Financial Statements for the year 2019; (iii) Minutes of the 41st Annual General Meeting held on 7th June 2019; and (iv) the Annual Report for year 2019.

Members wishing to raise any questions or clarifications regarding the AGM reports may do so by:

- a. sending their written questions by email to [ceo@icpak.com](mailto:ceo@icpak.com); or
- b. to the extent possible, physically delivering their written questions with a return physical address or email address to the registered office of the Institute at CPA Centre, Ruaraka on 9th floor, Thika Road; or
- c. sending their written questions with a return physical address or email address by registered post to the Institute's address at P. O. Box 49963-00200 Nairobi.

Members must provide their full details (full names, ID/Passport Number/Membership Number) when submitting their questions and clarifications.

All questions and clarification requests must reach the Institute on or before Thursday 4th June, 2020 at 3:00 pm.

Following receipt of the questions and clarification requests, the Council of the Institute shall provide written responses to the questions received to the return physical address or email address provided by the member no later than 12 hours before the start of the general meeting.

A full list of all questions received, and the responses thereto will be published on the Institute's website not later than 12 hours before the start of the AGM.

### **Any Other Business at the AGM**

Any member wishing to raise a matter during the AGM for deliberation and conclusion by Council and the membership may do so by:

- a) sending their written matters/issues by email to [ceo@icpak.com](mailto:ceo@icpak.com) ; or
- b) to the extent possible, physically delivering their written matters/issues with a return physical address or email address to the registered office of the Institute at CPA Centre, Ruaraka on 9th floor, Thika Road; or
- c) sending their written matters/issues with a return physical address or email address by registered post to the Institute's address at P. O. Box 49963-00200 Nairobi.

Members must provide their full details (**full names, ID/Passport Number/Membership Number**) when submitting their matters/issues and clarifications.

All matters/issues must reach the Institute on or before **Thursday 4th June, 2020 at 3:00 pm.**