



NOTICE IS HEREBY GIVEN THAT THE 44TH ANNUAL GENERAL MEETING OF THE INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS OF KENYA (ICPAK) WILL BE HELD ON FRIDAY 10TH JUNE 2022 BOTH VIRTUALLY AND PHYSICALLY FROM SAFARI PARK HOTEL, NAIROBI.

Notice is hereby given that the 44th Annual General Meeting of the Institute of Certified Public Accountants of Kenya will be held virtually and physically from Safari Park Hotel, Nairobi on **Friday, 10th June 2022 at 10:00 a.m.** to transact the following business:

AGENDA

Ordinary Business

1. To read the notice convening the meeting.
2. To table the proxies received.
3. To note apologies and confirm if quorum is present.
4. To consider and adopt the Minutes of the 43rd Annual General Meeting and consider matters arising therefrom.
5. To receive and adopt the Council Report for the year 2021.
6. To receive, consider and adopt the Annual Report and the Audited Financial Statements of the Institute for the financial year ended **31st December 2021** together with the Auditor's Report thereon.
7. To consider and approve that the Council appoint the Independent Auditor of the Institute for the financial year ending **31st December 2022** and to authorize the Council to fix their remuneration.
8. To present the elected Council Members in accordance with the First Schedule Section 5 (3) (b), Second Schedule paragraph (1) and the Institute's Election Regulations and by laws.
9. To consider any other business for which due notification will have been received seven (7) days before the AGM. Such notification to be received by the Secretary to the council not later than **Friday 3rd June 2022 at 4.00 PM** via mail to **ceo@icpak.com** or hard copy addressed to CEO and Secretary to the Council.

Special Business

10. To receive, consider and if thought fit, adopt the recommendations in the report of the Adhoc Committee of Council on review of motions tabled during the 41st AGM and on Election of Chairman, Vice Chairman and Council Members.

By order of Council

CPA Edwin Makori

Secretary to Council and Chief Executive Officer

13th May 2022

The First Schedule to the Accountants Act, No. 15, 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 6th June 2022 at CPA Centre, Thika Road, Nairobi.



NOTES:

Meeting, Place and Time:

In view of the ongoing Coronavirus 2019 (COVID-19) pandemic and the related Public Health Regulations and directives issued by the Government of Kenya, taking also into consideration the new normal of working and in line with the provisions of the First Schedule paragraph 5 (1) (a) of the Accountants Act No 15 of 2008, for the Institute of Certified Public Accountants of Kenya to hold a physical Annual General Meeting (AGM) in the manner prescribed in the Act and By Laws, the 44th Annual General Meeting (AGM) will be held both physically and virtually on **10th June 2022** as from **10.00 am**.

Conduct of the AGM

The AGM will be conducted physically and 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 on the virtual platform 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 points
- Ability of members to vote in the event of a poll with immediate tallying and reporting

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 have not received the link before the registration deadline should contact the Institute at agm@icpak.com and providing full details (full names, ID/Passport Number and Membership Number). Members will not incur any cost for such registration. In order to complete the registration process, members will need to have their ID/ Passport Numbers which were used to register at the Institute and their member Number at hand. In addition, members 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. Any member outside Kenya should dial the same helpline number to be assisted to register.

Registration for the AGM shall open on **Friday 27th May 2022** at **9:00 am** and shall close on **Wednesday 8th June 2022** 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 2022** 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 2022** 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 2022** 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, 2008, paragraph 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 6th June 2022** 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 on 9th floor, Thika Road, Nairobi** and is available on the Institute's website via this link: **www.icpak.com**. A proxy must be signed by the appointor, 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 not later than **Monday 6th June, 2022 at 3.00 pm**. Any proxy registration that is rejected will be communicated to the member concerned not later than **Wednesday 8th June 2022** 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**:

- (i) a copy of this Notice and the proxy form.
- (ii) the Institute's Audited Financial Statements for the year ended **31st December 2021**.
- (iii) Minutes of the 43rd Annual General Meeting held on **12th June 2021**; and
- (iv) the Annual Report for the year 2021.

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**; 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 **Friday 3rd June 2022 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 not 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**; 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 **Friday 3rd June 2022 at 3:00 pm**.