



**KENYA HIGHLANDS SAVINGS AND CREDIT  
CO-OPERATIVE SOCIETY LIMITED**

**BOARDS CHARTER**

**2018**

## **1. Introduction**

This Board of Directors Charter (the Charter) defines the Boards's roles and responsibilities as well as functions and structures in a way that supports the members in carrying out their strategic oversight function. It provides the Board members with an opportunity to think creatively and critically about how their strategic and operational plans align with organization's strategic direction and expectations, with respect to governance.

The Charter will help the Board directing the organization to maximize the long term value of services provided for all stakeholders. It is therefore imperative for Board members to understand their individual and collective roles with the purpose of helping the organization fulfill its mandate.

The Charter has been adopted by the organization, acting in accordance with Mwongozo, Code of Governance for State Corporations (the Code) and is contained in applicable Kenyan laws and regulations. In particular, the principles and policies contained in the Charter are in addition to and are not intended to change or interpret any statute, law or regulation.

The Board of Directors will review this Charter at least annually and, if appropriate revise this Charter from time to time. This Charter is available to all members of the Board for application and is posted on the organization's website for information of stakeholders.

## **2. STATEMENT OF GOOD GOVERNANCE**

The SACCO Society has adopted high standards and applies strict rules of conduct, based on the best corporate practices. As part of this commitment, the Board adheres to good corporate governance by embracing the following principles:

1. To observe high standards of ethical and moral behavior
2. To act in the best interests of the organization
3. To remunerate and promote fairly and responsibly
4. To recognize the legitimate interests of all stakeholders and
5. To ensure that the organization acts as a good corporate citizen

## **3. GUIDING PRINCIPLES**

In line with Section 3 of the Leadership and Integrity Act No. 10 of 2012 of the Laws of Kenya, the Board of Directors shall respect the values, principles and the requirements of the Constitution, including:

1. The national values and principles provided for under Article 10 of the Constitution;
2. The rights and fundamental freedoms provided for under Chapter Four of the Constitution
3. The responsibilities of leadership provided for under Article 73 of the Constitution;

4. The principles governing the conduct of State officers provided for under Article 75 of the Constitution
5. The educational, ethical and moral requirements in accordance with Article 99 (1) (b) and 193(1) (b) of the Constitution;
6. The values and principles of Public Service as provided for under Article 232 of the Constitution.

#### **4. THE BOARD OF DIRECTORS**

The Board of Directors is the body of appointed members who jointly oversee the activities of the organization. The Board is expected to provide Strategic direction, exercise control and remain accountable through effective leadership, enterprise, integrity and good judgment. It should be diverse in its composition, independent but flexible, pragmatic, objective and focused on balanced and sustainable performance of the organization.

##### **1. Size of the Board**

The Board shall have a minimum of five (5) members and maximum of nine (9) members

##### **2. Board composition and Skills**

The Board should ensure that:

- a) Its composition complies with requirements in the Constitution of Kenya and any applicable legislation
- b) Kenya Highlands Sacco Board shall consist of non-executive directors, all of whom are independent
- c) The composition of the Board shall take into account gender balance, ethnicity, age, occupation, experience and education.
- d) Each Board member understands the broad outline of the SACCO Society policies
- e) Each Board member is in good standing professionally and has sufficient expertise to perform his or her role as a Board member; and
- f) At least one member is a financial expert, meaning that he or she has expertise in financial management and accounting.
- g) Membership of the Board shall be disclosed in the annual report
- h) The Board shall require a broad mix of skills qualities, experiences and competencies such as Cooperative business and investment management, finance, law, strategic management etc.
- i) The board shall have directors with sound business judgment and acumen; integrity, general knowledge, breadth of vision, independence of thought, ability to work harmoniously with a team, time to devote to the Society and ability to add value to the Society.

The Board will, in consultation with the committee responsible for governance, and taking into consideration the nature of the organization's mandate, prepare its profile including size, composition and members' expertise for stakeholder information.

### **3. Appointment of Board Members**

The relevant appointing authority (Delegates) shall select and appoint Board members. Every appointment shall be by name and, but shall cease if the Board member:

- a) Serves the appointing authority with a written notice of resignation; or
  - b) Is absent, without the permission of the Chairperson, from three consecutive meetings: or
  - c) Is convicted of an offence and sentenced to imprisonment for a term exceeding six months or to a fine exceeding twenty thousand shillings; or
  - d) Is incapacitated by prolonged physical or mental illness from performing his duties as a member of the Board; or
  - e) Conducts himself in a manner deemed by the appointing authority to be inconsistent with membership of the Board.
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- i. Any removal of a Board member under (i) above, shall be through formal revocation.
  - ii. The Secretary will ensure that a record of the appointment letter and written acceptance by the Board member are kept in the personal file of the Board member.

### **4. Independence of board Members**

All Board members, including those nominated by stakeholders, should recognize that they owe their duties to the organization and not their nominating stakeholder.

Each director shall preserve his/her independence of analysis, judgment, decision, action and resist any pressure, direct or indirect, whether by other directors, member groups, creditors, suppliers or more generally, any third party.

Each director shall neither seek nor accept, from the Society or any other party, directly or indirectly, any advantage that might be considered as compromising his/her independence.

Directors shall abstain from voting on issues where they have a conflict.

### **5. Term limits**

Board members shall hold office for a period not exceeding three (3) years, and are eligible for reappointment with one third (1/3) retiring annually on rotation subject to the conditions stipulated in the Society's by-laws. The renewal of a Board Member's tenure should be subject to an acceptable evaluation as determined during board evaluations. The appointing authority shall ensure staggering of Board appointments so that the respective expiry dates of the members terms fall at different time to ensure continuity.

## **6. Resignation from the Board**

A Board member may resign at any time by giving notice, in writing, to the appointing authority, copied to the Chairperson of the Board and the CEO of the organization.

The resignation shall take effect upon receipt of notice by the appointing authority or at any later time specified therein, and unless otherwise specified in the notice, the acceptance of such resignation shall not be necessary to make it effective.

## **7. Chairperson of the Board**

The Chairperson of the Board is primarily responsible for the activities of the Board and its committees. The role of the Chairperson includes approving the agenda for Board meetings, chairing the meetings and ensuring that a record of proceedings of all board activities is kept.

The chairperson should act as the spokesperson for the Board and is the principal contact for the CEO.

The Chairperson ensures that:

- a) The Board satisfies its duties and responsibilities;
- b) Board members when appointed participate in an induction programme and are thereafter continually developed based on identified development needs;
- c) Board members receive all information required for them to perform their duties;
- d) The Board develops and adheres to an annual work plan;
- e) The Board has sufficient time for consultation and decision-making;
- f) The Board constitutes committees and that the committees function properly;
- g) The performance of the Board, Board members, the CEO and the Secretary is evaluated annually;
- h) Problems relating to the performance of individual Board members are addressed;
- i) Internal disputes and conflicts of interest concerning individual Board members are addressed; and
- j) The Board has appropriate contact with the management

## **8. Chief Executive Officer**

The CEO is an *ex-officio* Board member with no voting rights. The CEO and the Board play separate and distinct roles but work together to achieve organizational goals.

The Board is responsible for appointing the CEO, through a competitive process, and for removing them. The board should also assist the CEO in selecting the management team and put in place a succession plan for both the CEO and the team.

The CEO is responsible for overseeing the execution of the Board's directions and policies to ensure desirable outcomes. The CEO therefore serves as the link between the Board and the Management.

The Board should provide the CEO with:

- a) Defined performance goals and authority levels
- b) An attractive remuneration package
- c) Regular formal performance review feedback
- d) Constructive informal feedback on job performance
- e) Reward for exceptional performance; and
- f) Prompt response to request for guidance or assistance

## **9. Secretary**

Board should be assisted by a suitably qualified, competent and experienced Secretary. The Secretary should satisfy the requirements of Chapter Six of the Constitution on leadership and integrity and be a Certified Public Secretary in good professional standing.

The Board should empower the Secretary to efficiently and effectively execute his or her duties and responsibilities. The Board is responsible for the appointment and removal of the Secretary.

The principle duties of the Secretary are:

- a) Providing guidance to the Board and Board members individually on their duties, responsibilities and powers and how these should be exercised in the best interests of the organization;
- b) Ensuring that Board procedures are followed and reviewed regularly, and that the Board complies with the law, rules and regulations;
- c) Assisting the Chairperson in organizing Board activities, including providing information, preparing agenda, issuing notices and preparing for meetings. Board evaluations and board development programs;
- d) Providing secretarial services to the Board including ensuring that the Board work plan is prepared and adhered to, circulating Board papers in advance of the meeting, keeping a record of attendance at meetings, keeping safe custody of the seal and a record of its usage, and preparing the Board for annual general meetings where applicable
- e) Ensuring that the minutes of the Board and Board committees are promptly prepared and circulated;
- f) Keeping the Board abreast of and informed on, current governance thinking and practice; and
- g) Coordinating the governance audit process.

## **10. Relationship between Board and Management**

The Board and Management should execute their mandate in an environment of mutual trust and respect having regard to the principles of good governance. In this regard, the Board shall provide clear and distinct lines of responsibility and accountability, and maintain effective channels of communication.

## **11. Committees of the Board**

To effectively discharge its mandate, the Board shall establish committees with specific terms of reference.

The Board shall appoint into committees, members with requisite skills and competence to discharge allocated responsibilities. In the event that a committee lacks specific skills within its membership, the Board may, with the approval of the oversight body, co-opt skilled non-Board members to serve on the committee, provided that the chair of a committee shall not be a co-opted member or the Chairperson of the Board. The board may, from time to time, rotate Board members between the committees.

The Board remains collectively responsible for the decisions and actions taken by any Committee. A committee may only perform the tasks delegated to it by the Board and may not exceed the authority or powers of the Board.

The Chairperson of each committee, in consultation with the Board, will determine the frequency of committee meetings as is necessary to fulfill the Committee's functions.

The Chairperson of each committee, in consultation with management, will develop the committee's agenda. The Board will however determine the procedure and process within which committees may take independent professional advice at the organization's expense.

The Committees will promptly report to the Board any actions taken for ratification and any major developments that they become aware of. The Board shall, as set out in the terms of reference of the respective committees, receive a report of the committee's findings and actions.

The Board has established the following standing committees;

- Credit
- Education
- Audit
- Investment

Organizations may establish any other ad hoc committees to handle any special business,

The Terms of Reference of any committee of the Board Shall be developed by the Board in consultation with the oversight office.

## **5. PRACTICES OF THE BOARD**

### **1. Board Responsibilities**

The basic responsibility of the Board members is to exercise their best judgment and to act in a manner that they reasonably believe to be in the best interest of the organization and its stakeholders. In discharging that obligation, the members should

be entitled to rely on the honesty and integrity of the organization's management, staff and its external professional advisors and auditors.

In furtherance of its responsibilities, the Board will;

- a) Determine the organization's mission, vision, purpose and core values
- b) Review, evaluate and approve, on a regular basis, long-term plans for the organization
- c) Review, evaluate and approve the organization's budget and financial forecasts;
- d) Review, evaluate and approve major resource allocations and capital investment;
- e) Ensure that the procurement process is cost-effective and delivers value for money;
- f) Review and approve the operating and financial results of the organization
- g) Ensure effective, accurate, timely and transparent disclosure of pertinent information of the organization's operations and performance;
- h) Ensure that effective processes and systems of risk management and internal controls are in place;
- i) Review, evaluate and approve the overall organizational structure, the assignment of senior management responsibilities and plans for senior management development and succession;
- j) Review, evaluate and approve the remuneration structure of the organization;
- k) Adopt, implement and monitor compliance with organization's Code of Conduct and Ethics;
- l) Review on a quarterly basis the attainment of targets and objectives set out in the agreed performance measurement framework;
- m) Review periodically the organization's strategic objectives and policies relating to sustainability and social responsibility/investment;
- n) Protect the rights of shareholders and optimize shareholder value;
- o) Enhance the organization's public image and ensure engagement with stakeholders through effective communication;
- p) Monitor compliance with the Constitution, all applicable laws, regulations and Standards, and
- q) Review, monitor and ensure that the organization is effectively and consistently delivering on its mandate.

## **2. Responsibilities of Individual Board Members**

Each Board member shall

- (a) Exercise the highest degree of care, skill and diligence in discharging their duties;
  - (b) Act in the best interest of the organization and not for any other purpose;
  - (c) Act honestly at all times and must not place themselves in a situation where their personal interests conflict with those of the organization;
  - (d) Exercise independent judgment;
  - (e) Devote sufficient time to carry out their responsibilities, regularly update their knowledge and enhance their skills;
  - (f) Promote and protect the image of the organization;
  - (g) Owe their duty to the organization and not to the nominating or appointing authority;
- and



- (h) Owe the organization the duty to hold in confidence all information available to them by virtue of their position as a Board member.

### **3. Principles of Public Service**

The Board, in performing its functions, shall be guided by the principles of Public Service as provided in Chapter Thirteen of the Constitution of Kenya, which include;

- (a) High standards of professional ethics;
- (b) Efficient, effective and economic use of resources;
- (c) Responsive, prompt, effective, impartial and equitable provision of services;
- (d) Involvement of stakeholders in policy making;
- (e) Accountability for administrative acts;
- (f) Transparent and timely provision to the public of accurate information;
- (g) Fair competitions and merit as the basis of appointments and promotions;
- (h) Representation of Kenya's diverse communities, and
- (i) Affording adequate and equal opportunities for appointment, training and advancement, at all levels of public service, of men and women, members of all ethnic groups and persons with disabilities.

### **4. Board and Committee meetings**

Board meetings will be held at least four (4) times a year, and not more than 4 months shall elapse between the date of one meeting and the date of the next meeting. A schedule of dates of the meetings will be agreed upon by the Board members and set out in the Board work plan. Notices of the location and the timing of meetings will be issued prior to the meetings.

The Board work plan may be adjusted if deemed necessary by the Board.

The quorum for a Board meeting will be five members where the total Board membership is eight to nine and four where the total membership is seven and below.

The quorum for Board committee meetings will not be less than three (3) members.

Board members are expected to attend Board meetings and meetings of the committees on which they serve.

The Chairperson, CEO or Committee Chairpersons may from time to time invite senior managers, other employees and advisors to attend Board or Committee meetings whenever deemed appropriate.

The Board should set aside adequate time, annually, to discuss strategy and policy matters.

### **5. Notice and Agenda for Meetings**

Notice and agenda of Board and committee meetings will issue from the Secretary as directed by the Chairperson of the Board or relevant committee. Each Board member is free to suggest the inclusion of items on the agenda by providing notice to the Chairperson at least fourteen (14) days prior to the meeting to enable preparation.

Additional agenda items may be included in the agenda during the meeting subject to approval by the Board or the committee.

Save for the additional agenda items, the agenda for the meetings will be aligned to the Board's work plan which will establish a schedule of agenda subjects to be discussed during the year to the degree this can be foreseen.

Except for urgent cases, as determined by the Chairperson, detailed agenda accompanied by relevant supporting documents and recommendations will be provided to the Board members at least ten (10) days prior to a meeting. Board members should review these materials in advance of the meeting to enhance effectiveness.

## **6. Venue of Meetings**

Board and committee meetings are generally held at the head office of the organization but may also take place elsewhere with relevant approvals. The time and venue of the meetings should be clearly communicated in the notice for the meeting.

In addition, meetings of the Board or committees may be held by video or conference call or by any other means of communication approved by the Board, provided that all members have been given prior notification and they can communicate with each other simultaneously.

## **7. Attendance of Meetings**

The CEO shall attend all Board meetings and, if requested by the Board, other members of the senior management shall also attend a Board meeting in whole or in part.

A board member who is unable to attend a meeting will explain their absence to the Chairperson and notify the Secretary for the purpose of recording the apology.

## **8. Procedure of Meetings**

### *(a) Chairing of Meetings*

Board meetings shall be chaired by the Chairperson of the Board or in the case of a committee meeting, the Chairperson of that committee. In the absence of the Chairperson, one of the Board members designated by the Board members present at the meeting will chair.

### *(b) Constitution of the meeting*

The Board meeting will be constituted in accordance with constitutive documents of the organization and shall include a confirmation that there is quorum for the meeting to proceed and recording of attendance.

### *(c) Protocol of Board Meetings*

The Chairperson, having ensured that the meeting is properly constituted, will also ensure that at an appropriate time during the meeting, the minutes of the previous meeting are confirmed and matters arising therefrom handled

A special meeting of the Board or Board Committee will not discuss any matter other than that specified in the agenda.

The Conduct of Board meetings may also be undertaken through tele/video conferencing, in the case where some of the participants will not be physically present. The following guiding principles shall apply:

1. The Secretary should ensure that the constitutive documents of the organization all for tele/video conferencing;
2. The Secretary shall ensure that the necessary arrangements are in place to facilitate effective and secure communication during the meeting;
3. On sending out the notice of the meeting, the Secretary shall also confirm whether each Board member or participant will attend physically or through tele/video conferencing;
4. At the start of the scheduled meeting and for the purpose of confirming quorum, a record of attendance shall be taken during which each Board member or participant will clearly see, for the record, their full name, location, type of device being used and give confirmation that they can clearly hear the others;
5. All Board members or participants shall identify themselves for the record before speaking and must confirm that they can clearly hear and /or see each other in the course of the meeting;
6. If a statement of a Board member or participant in the meeting via tele/videoconferencing is interrupted or garbled, the Chairperson shall request for a repeat or reiteration;
7. The Chairperson should ensure that resolutions are clarified for record purposes, and
8. The Chairperson should ensure that the agenda is suitable for tele/video conferencing.

*(d) Decision-Making*

The Board members, with the guidance of the Chairperson, should work towards unanimous adoption of resolutions. However, Board members are entitled to voice dissenting opinions and have these recorded in the minutes when unanimity cannot be reached

Resolutions of the Board will be made at Board meetings or approved in writing by circulation, provided that in respect to the latter the proposed resolution is submitted to all board members and none of them objects to this form of adoption. Approval of resolutions by circulation shall be effected in writing by all Board members. Objection to this method of adoption or to the proposed resolution should also be in writing.

*(e) Resolutions and Minutes*

Minutes must be drawn up for every Board and committee meeting with resolutions highlighted therein. The minutes should be circulated to the Board members as soon as possible after the meeting. Upon confirmation, the minutes should be signed by the Chairperson and added to the records of the organization. Substantial corrections to previous minutes will be recorded in the minutes of the meeting where the corrections are made and adopted by the Board members. Urgent resolutions may be drawn up and signed immediately in the relevant meeting.

*(f) Implementation of Resources*

Generally, the Board delegates to the CEO responsibility to implement the resolutions of the Board. The CEO may delegate some of these responsibilities to senior management. The Board is responsible for monitoring the implementation of the resolutions.

**9. Liability of Board Members**

A board member shall not be liable for any act done in good faith in carrying out duties and responsibilities in the organization. However, there is no limitation of liability for negligence or breach of the member's duty of care to the organization or its stakeholders, or for acts or omissions not in good faith, or which involve intentional misconduct or violation of the law.

**10. Conflict of Interest**

A conflict of interest may arise where a board member or close family member such as a spouse, child, parent or sibling has private interests that could improperly influence the performance of the Board member's official duties and responsibilities. Conflict may also arise where a Board member uses their office for personal gain.

Board members are required to avoid conflict of interest and deal at arms-length in any matter that relates to the organization.

However, a Board member who identifies an area of conflict shall be required to disclose any actual or potential conflict of interest to the Board.

In so reporting, the Board member is required to provide all relevant information, including information which relates to their immediate family members by blood or marriage which is related to the area of conflict. Then declared, the Board member shall abstain from decisions where the conflict exists.

The Secretary should keep a record of conflicts of interest declared, for accountability purposes, and as a rule of good practice on appointment and on regular intervals or at any time when circumstances change, all members shall in good faith disclose to the Board for recording, any other business or interest likely to create a potential conflict of interest.

The Board shall request a director to take reasonable steps to remove the conflict of interest, then the director shall absent himself/herself from the room when discussion

and voting occur on matters which the conflicts relate. The entry and exit of the director concerned shall be minuted by the secretary.

Directors do not have to absent themselves when either;

- a. The conflict of interest relates to an interest common to all members or;
- b. The Board passes a resolution that identifies the director, the nature and extent of the director's interest and clearly states that the other directors are satisfied that the interest should not disqualify the director concerned from discussion and /or voting on the matter.

### **11. Notice of Other Directorships**

Board members should carefully consider the number of other Boards on which they can serve, consistent with the time and energy necessary to satisfy the requirements of the organization provided that a Board member shall not serve in more than three Boards of State Corporations concurrently.

In furtherance of these considerations, Board members should notify the appointing authority in a timely fashion before accepting an invitation to serve on the Board of another public or private body. This prior notice is to allow discussion with the Chairperson of the Board and obtain legal advice on whether such other service will interfere with the Board members service on the organization's Board, impact the Board member's independence, or create an actual or apparent conflict of interest for the Board members.

### **12. Board Members Access to Employees**

Board members should have full and free access to employees of the organization but such access should be arranged through the CEO. The Board members will use their judgment to ensure that any such access does not disrupt the operations of the organization.

### **13. Independent Advisors**

Board members may individually and collectively seek independent advice in connection with their duties in the society as and when required. Independent professional advice for the purposes of this Charter shall include legal advice, advice on matters of governance, the advice of accountants and other professional financial advisors on matters of law, accounting and other regulatory matters but shall exclude advice concerning the personal interest of the director concerned, such as matters relating to their appointment or disputes with the organization.

### **14. Interaction with Stakeholders**

Only designated representatives of the organization shall communicate on behalf of the organization with the Government, media, stakeholders and the general public.

### **15. Board Induction and Continuous Skills Development**

The Board will provide new Board members with an effective induction programme in order to familiarize them with their responsibilities as directors, general principles of corporate governance and Board practices. The induction programme will also provide the Board member with an orientation of the organization, strategic plans, financial status and policies, risk management, compliance programmes and the Code of Conduct and Ethics.

The Board will ensure that a competence needs assessment is carried out periodically and an annual development plan prepared to address identified gaps. In this regard, Board members will be provided with access to, or notice of, continuing development programs that are designed to keep members abreast of the latest developments in sector best practice, corporate governance and critical issues relating to the operation of public sector Boards.

The Board will satisfy itself that its members are up-to-date with continuous professional development in their respective professional bodies.

### **16. Board Remuneration**

Board members shall be remunerated for their services in accordance with the prevailing relevant legislative provisions and/or guidance from the relevant authority. In line with best practice, the remuneration should include travelling reimbursement, attendance allowances and Honoraria.

### **17. Board Effectiveness and performance**

Each director shall attend meetings regularly and prepare sufficiently for meetings by carefully considering board papers and attachments thereto, and where necessary seek clarifications.

Where a director is unable to attend meetings, he shall undertake to communicate through the chairman or the CEO any concerns or issues he would wish considered. Each director shall be attentive to and respectful of the delineation exercise of powers and responsibilities attributed Kenya Highlands SACCO's respective decision making organs.

Directors should ensure that no single person can exercise uncontrolled discretionary powers.

Directors shall support the proper functioning of the Board Committees and pay particular attention to ensure that the society's internal controls are effective and that the Auditors perform their mission in a satisfactory manner.

The Board will conduct an annual evaluation to appraise its performance. This evaluation will be carried out in accordance with the Board Evaluation Tool.

The Board evaluation provides an opportunity for Board members to identify strengths, collective skill gaps and individual areas of improvement. The Board will also review the performance of each committee against the agreed Terms of Reference.

The Board will also evaluate the performance of the CEO and Secretary.

### **18. Board and Management Succession**

In order to ensure continuity, the Board of Kenya Highlands SACCO, will put in place a succession plan for both the Board and management and review the same regularly.

The appointment and retirement of the members of the Board shall be staggered and the practice of rotation (one third (1/3) retiring annually) shall be applied in order to maintain continuity.

The CEO in consultation with the Chairman should update the directors on the retirement of directors so that renewals and new appointments can be effected promptly.

### **19. Information Confidentiality**

Each director shall take necessary precautions to preserve the confidentiality of any information communicated to him in confidence in connection with his/her functions and shall not divulge it to unauthorized persons under any circumstances

### **20. Governance Audit**

The Board should ensure that a governance audit of the organization is undertaken on an annual basis. The purpose of the governance audit is to ensure that the organization conforms to the highest standards of good governance. The governance audit should cover the following parameters among others:

- (a) Leadership and strategic management
  - (b) Transparency and disclosure
  - (c) Compliance with Laws and Regulations
  - (d) Communication with stakeholders
  - (e) Board independence and governance
  - (f) Board systems and procedures
  - (g) Consistent shareholder and stakeholder's value enhancement and
  - (h) Corporate social responsibility and investment
-

This Board Charter is Reviewed from.....day of.....

**ADOPTION OF THE CHARTER**

We the undersigned, individually and collectively give commitment to the implementation of Board Charter Policy.

Board of Directors	Position	Signature
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2. ....	.....	.....
3. ....	.....	.....
4. ....	.....	.....
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Witness: Alice Kosgei CEO Signature.....Date.....