

NYALI PRIMARY SCHOOL & KINDERGARTEN

Links Road - Nyali

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The Mombasa Parents Club

Ahmed Ali Twahir
Mombasa Parents Club
P.O Box 81050 80100
Mombasa

1.02.2023

Dear Ahmed,

RE: REQUEST TO CALL SPECIAL GENERAL MEETING OF MOMBASA PARENTS CLUB

The above matter refers.

I acknowledge receipt of your letter dated 30th January 2023 addressed to me and whose contents I have noted.

First, the Board of Management is glad to note that you have opted to operate within the provisions of the Club Constitution which provides for various mechanisms to resolve disputes among members of the Club. The departure from the recent protests and the constant involvement of police officers that we have witnessed at the premises of the school is indeed welcome.

Second, as you are aware, there has been considerable disruption in the running of the school occasioned by the violent protests that were staged within the school compound. As a result thereof, the Trustees of the Club have invited members to a Members' Kamukunji to be held at the The Nyali School on 4th February 2023. This will enable the members to deliberate on several issues, and more importantly, to chart a path towards the eventual holding of the long awaited Annual General Meeting of the members of the Club.

Third, it is true that your civil case number 490B of 2022 did not stop preparation for elections of the Board of Management. The orders that you obtained from Court stopped the holding of the AGM, which is the Constitutional platform upon which the members of the Club directly exercise their mandate and sovereign will, including the election of members of the Board of Management. Therefore, the holding of the AGM will await either your withdrawal of the case or the dismissal of the case by the Court, whichever is earlier.

Fourth, Article 45(a) of the Club Constitution empowers the Board to call for a SGM at any time. While this does not take away your right to requisition for a SGM under Article 45(b), the Board considers it prudent to await the outcome of the deliberations arising at the Members' Kamukunji on 04.02.2023 and thereafter issue a consolidated notice calling for the SGM. This will incorporate any new agenda items that may arise from the Members' Kamukunji that require to be dispensed with during the SGM, and it will avoid the issuing of multiple notices for AGMs to address related matters.

Owned by the Mombasa Parents Club

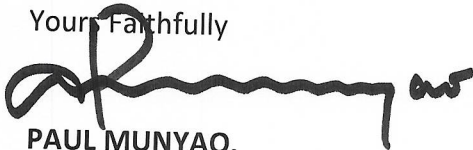
Fifth, while elections of the Board is an important agenda item during the AGM, there are several other businesses that the members transact during an AGM which are even more important in the functioning of the Club and the school. The court orders that you obtained have ensured that the other members of the Club are not able to participate fully in the running of the Club through the holding of the AGM. Even as we prepare for the SGM that we shall call, it is critical that you give serious thought to the withdrawing of the cases and let members thrush out the issues on the floor of the AGM. It would only be of academic value to appoint new members of the Election Board only for them to sit in office without conducting an election because the Club cannot hold an AGM due to the existing Court orders.

Lastly, the Board encourages you and all the members of the Club to come out and attend the Members' Kamukunji in large numbers so that we may all share ideas on how best to forge a path towards the holding of an AGM and maintaining the highest quality owithin the leadership of the Club.

We look forward to a fruitful and progressive interaction during the Members' Kamukunji as well as during the SGM and AGM that will follow thereafter.

Regards and God bless

Yours Faithfully



**PAUL MUNYAO,
HON. SECRETARY,
BOARD OF MANAGEMENT,
MOMBASA PARENTS CLUB**

- Cc: 1. All members, Mombasa Parents Club
2. Club Trustees
3. Board of Management