



NOTICE OF A SPECIAL GENERAL MEETING OF KENYA ASSOCIATION OF MUSIC PRODUCERS TO BE HELD VIA VIRTUAL PLATFORM, ON FRIDAY 14TH MAY 2021;
NOTICE IS HEREBY GIVEN that a Special General Meeting of the Company will be held on 14th May 2021 at 10: 00 a.m. via Virtual Platform to conduct the following business:-

AGENDA

1. CONSTITUTION OF MEETING

To table the proxies and establish a quorum.

2. NOTICE

To read the notice convening the meeting.

3. SPECIAL BUSINESS

3.1 Accounts

- a) To receive and consider the Auditors Report on the Company's financial statements for the year ended 31st December 2018 and 31st December 2019.
- b) To consider and confirm an extension of the term of the company's auditors until the next Annual General Meeting.
- c) To consider and if thought fit authorize the Board of Directors to fix the remuneration of auditors.

3.2 Amendments to the Memorandum and Articles of Association.

To consider and, if thought fit, to pass the following as a Special Resolution;

- i. That a new article 9.1.1 be inserted just below article 9.1 of the Articles of Association to read as follows:
 - a) *The Board of directors shall in consultation with the Kenya Copyright Board and subject to clause 9.1 have power to co-opt up to 4 professional persons onto the Board where specific expertise may be required ("the Co-opted Directors"), so as to ensure a spread of skills and experience within the Board;*
 - b) *a Co-opted Director can be removed from office at any time by a simple majority of the Board; and*
 - c) *for the avoidance of doubt, a Co-opted Director may participate fully in and vote at all Board meetings, which he or she attends.*
- ii. That new Articles 13.3, 13.4 and 13.5 be inserted after article 13.2 as follows (and all subsequent articles being renumbered accordingly)

13.3 "At every annual General meeting, one third of the elected Board members shall retire from office, the Directors to retire each year (unless they otherwise agree among themselves) shall be those who have been longest in office since their last election and as between persons who become Directors on the same day the retiring members shall be determined by lot.

13.4 A retiring director shall be eligible for re-election and shall act as a Director throughout the meeting at which he retires.

13.5 The Company may at the meeting at which any Director retires in the manner aforesaid, fill up the vacated office by electing a person thereto. In default, the retiring Director shall be deemed to have been re-elected unless at such meeting, it is expressly resolved not to fill up the vacated office or a resolution for the re-election of the retiring Director has been rejected."

BY ORDER OF THE BOARD


CHAIRPERSON
NAIROBI

Kenya Association of Music
Producers (KAMP)
P. O. Box 51149 - 00200
Nairobi, Kenya.

Date: 16TH APRIL 2021

CIRCULATION TO:

All members

NOTE:-

1. In view of the ongoing coronavirus ("COVID-19") pandemic, the related Public Health Regulations, directives and health protocols communicated by the Government of Kenya precluding inter alia public gatherings, it is impractical, as contemplated under section 280 of the Companies Act 2015, for KAMP to hold a physical General Meeting in the manner prescribed in its Articles of Association.
2. On 9th May, 2020, the High Court of Kenya in Miscellaneous Application No. E721 of 2020 made under the provisions of Section 280 of the Companies Act, 2015, issued an order granting special dispensation to any Company for which it is impracticable to hold a physical general meeting as contemplated by its Articles to convene and conduct a virtual or hybrid general meeting subject to compliance with the Companies Act and Guidelines Issued by the Registrar of Companies.
3. KAMP has convened and is also conducting this virtual General Meeting in line with the Provisions of the Business Laws Amendment Act 2021.
4. Members wishing to participate in the SGM should register by clicking on the link to be provided in their email accounts and or vide the USSD code to be communicated in advance.
5. Registration for the SGM will commence at 9.00am on 30th April, 2021 and will close at 12.00pm on 12th May, 2021. Members will not be able to register after 12.00pm on 12th May, 2021.
6. In accordance with Section 283 (2) (c) of the Companies Act, 2015, the following documents may be viewed on the Company's website www.kamp.or.ke
 - (i) a copy of this notice and the proxy form,
 - (ii) a copy of the High Court Order issued in Miscellaneous Application No. E680 of 2020,

7. Members wishing to raise any questions or clarifications regarding the SGM may:
- send their written questions by email to info@kamp.or.ke or
 - to the extent possible, physically deliver their written questions with a return postal address or email address to the registered office of the Company at 2nd Floor, Jumuia Place, Lenana Rd, Nairobi; or
 - send their written questions with a return postal address or email address by registered post to the Company's address at P.O. Box 51149-00200 Nairobi.
8. Members must provide their full details (Full name, ID/Passport Number/Membership Number when submitting their questions and/or clarifications. All questions and clarification must reach the Company no later than 12.00 pm on 12th May, 2021.
9. Following receipt of the questions and clarifications, the directors of the Company will provide written responses and return the same to the return postal address or email address provided by the member, no later than 12 hours before 10.00 a.m. on 14th May, 2021. A full list of all questions received and the answers thereto will be published on the Company's website no later than 12 hours before the start of the General Meeting.
10. A Member entitled to attend and vote at the SGM is entitled to appoint a Proxy to attend and vote on his/her behalf. The appointed Proxy will need to have access to a mobile telephone or computer device. A Proxy Form is attached to this Notice and is available on the Company's website www.kamp.or.ke Physical copies of the Proxy Form are also available from the Company's Offices. To be valid, a Proxy Form must be duly signed by the member. If the member is a body corporate, the Proxy Form shall be provided under its common seal or under the hand of an officer or duly authorized attorney of such body corporate. The completed Proxy Form should be emailed to info@kamp.or.ke or delivered to 2nd Floor, Jumuia Place, Lenana Rd, Nairobi so as to be received not later than 11.00am on 12th May, 2021.
11. Any person appointed as a Proxy should submit his/her mobile telephone number to the Company no later than 11.00am on 12th May 2021 at 11.00am.
12. The SGM will be streamed live via a link, which shall be provided to all members who will have registered to participate in the SGM. Duly registered members and proxies will receive an email or a short message (SMS/USSD) prompt on their registered mobile numbers, 24 hours prior to the SGM as a reminder of the SGM. A second email or (SMS/USSD) prompt shall be sent one hour prior to the SGM, being a final reminder together with a link to download livestream.
13. Duly registered Members and proxies may follow the proceedings of the SGM using the customized private live stream platform and may then access the Agenda and vote when prompted by the Chairman via the on screen or USSD prompts.
14. Results of the SGM shall be published within 24 hours following conclusion of the SGM on the Company's website.