



Standing Orders for Board and Committee Board Meetings

Drawn by:

Livingstone Associates
Company Secretaries Kenya
Deloitte Place
Waiyaki Way
P O Box 30029, 00100
NAIROBI

Table of Contents

Table of Contents	ii
1. Preamble	1
2. Authority	1
3. Conduct of Board and Committee Meetings.....	1
3.1 Calendar of Meetings	1
3.2 Notice and Agenda of Meetings	1
3.3 Meeting Agenda	2
3.4 Recording of Minutes	2
3.5 Quorum	3
3.6 Register of Attendance	3
3.7 Conduct of Meeting.....	3
3.8 Motions and Debate	4
3.9 Amendments to Motions ("Amendments")	5
3.10 Initiation of Substantive Motions	5
3.11 Voting	6
3.12 Dissenting Board Member	6
3.13 Acting Chair	7
4. Review of the Standing Orders	7
5. Access to Standing Orders	7

1. Preamble

Unga Group Plc (Unga Group) has adopted the outlined conventions and processes to guide how Board and Committee meetings will be conducted. This procedure outlines the specifics of how meetings will be convened and run, how the agenda will be determined and communicated, how decisions will be reached and how the outcomes of the meeting shall be documented. It is intended that this procedure provide the Board and all other standing and ad-hoc committees with an easy-to-understand set of rules for calling of meetings, running of meetings and recording of meetings.

These Standing Orders shall apply to members of the Board and Board Committees without exception and any other ad-hoc committee of the Company but will not apply to the General Meetings of the Company.

2. Authority

These Standing Orders shall, at all times, be subject to the following regulations:-

- The Companies Act (Cap 486) of the Laws of Kenya;
- The Company's Articles of Association;
- Any majority resolution of the Company; and
- Any relevant amendments or replacements to the above.

3. Conduct of Board and Committee Meetings

3.1 Calendar of Meetings

The Board shall prepare a work plan setting out the activities planned for each financial year. Each year's work plan shall be presented to and approved by the Board before commencement of the relevant year or failing that, within the first two months of the relevant year.

3.2 Notice and Agenda of Meetings

- a) The Company Secretary should make all Board members aware of the dates of Board meetings with at least fourteen days' notice.
- b) The fourteen day notice period may be waived with the agreement of the Board for specific circumstances (such as emergency meetings for a specific subject);
- c) The dates for all regular Board meetings for the year should be determined in the last Board meeting of each calendar year;
- d) All Board members should be in attendance at all Board meetings. In addition, any other principal member of staff expressly invited by the Board, should attend all Board meetings as ex-officio attendees and, as such, will not have a vote on matters before the Board;
- e) The Board may invite additional attendees to report to the Board or participate in discussions. These invitees will be considered ex-officio and will not have a vote on matters before the Board;
- f) The following should be noted with respect to invitations to any Board meetings:-
 - Invitations for additional attendees must be made by the Chairman of the Board;
 - Requests for an additional attendee to be invited should be made to the Chairman of the Board by any regular meeting attendee prior to the agenda being published for a meeting; and

- Invitations for additional attendees are at the discretion of the Chairman unless mandated by a motion of the Board.
- g) Notice of a meeting shall include the time, date, location and a call for agenda items and deadline for papers of said meeting; and
- h) A meeting shall not be deemed to be in breach of these Standing Orders, if notice failed to reach one or more members due to reasons beyond the control of the Company.

3.3 Meeting Agenda

- a) The Company Secretary shall be responsible for receiving all papers and drafting the agenda. The Secretary will also ensure the agenda is communicated to Board members;
- b) If the Company Secretary is unable to perform this function the Board Chair will delegate this responsibility and make the delegation known to all Board members;
- c) All Agenda items raised will have appropriate associated documentation to ensure the item can be appropriately discussed at the meeting;
- d) Any business individual Board members wish to be included should be submitted to the Company Secretary prior to the distribution of papers;
- e) The Agenda and associated papers will be circulated at least (seven days) prior to each meeting;
- f) Papers and reports not included with the agenda will only be received and discussed at the meeting unless with the permission of the Chair or a motion of the meeting;
- g) The Agenda will be verified as the first order of business at each meeting with amendments to be agreed by a majority of the members in attendance;
- h) At the start of each meeting the Chair will ask for amendments and additions to the agenda;
- i) Additional provisions relating to the amendment of the Agenda shall be noted as follows:-
 - All agenda items shall be ordered by the Chair;
 - Removal or alteration of agenda items shall be made by general agreement of the Board; and
 - Additions to the agenda shall only be made via a motion of the meeting.
- j) To ensure a timely close to the meeting an agenda item may be deferred to the next meeting via a procedural motion of the meeting

3.4 Recording of Minutes

- a) The Company Secretary will be responsible for the taking and documentation of meeting minutes;
- b) Minutes should be documented in a consistent form and to a consistent level of detail from meeting to meeting;
- c) Minutes should record all attendees (including ex-officio attendees) as well as apologies and unexplained absences of Board members;
- d) All moved resolutions of the Board (whether successful or not) should be documented explicitly unless they are withdrawn by the mover. In addition resolutions will be documented according to the following rules:-
 - i) The outcome of a vote on a resolution, whether passed or not, will be noted;

- ii) Any conflict of interest that resulted from a member not participating in a vote should be noted;
- iii) Voting intentions of individuals will never be noted except in the following circumstances;
 - A procedural motion requiring the recording of voting intentions is passed prior to the motion being put;
 - A Board member requests that their abstention from voting on a motion is recorded;
 - A Board member requests that their dissension from the outcome of a motion is recorded; and
 - The outcome of a vote on a resolution resolved by the use of the Chair's casting vote whether passed or not, will be noted as having been resolved by the use of the casting vote.
- e) Minutes should not contain reports or documents contained within the Agenda unless those reports are amended in the course of the meeting or provided after the Agenda was distributed;
- f) Minutes should be distributed to all Board members within two weeks of the meeting date;
- g) At the end of each meeting minutes of previous meetings that have been approved are to be signed by the Chair; and
- h) If at any meeting the Company Secretary is not present at the start of the meeting or is not willing to take the minutes for all or part of that meeting, the voting members present shall choose one of their number, or staff member present, to take the minutes for that meeting or part of that meeting as the case may be. In this scenario, normal minute taking conventions should be used.

3.5 Quorum

The Quorum for a Board meeting is set by Article 107 of the Company's Articles of Association as two (2) directors. Quorum for any other sub-committee or ad-hoc committee of Board will default to 50% + 1 of the filled positions unless otherwise noted by the establishing body or governing charter.

There is the presumption that members will make best efforts to be physically present at meetings, but the Chair may agree to a particular meeting being conducted by video or telephone conferencing if a Board Member requests it in advance. For the avoidance of doubt, the presence of a Board Member by telephone or video conference constitutes attendance at the meeting, and, therefore, counts towards the quorum.

3.6 Register of Attendance

The names of the person presiding and other Members present at a meeting shall be recorded. Members attending by video or telephone link will be identified as such.

3.7 Conduct of Meeting

- a) Only one item of business shall be put before the meeting at any one time, and only one speaker is permitted to speak at any point in time;
- b) If the business before the meeting is relating to the making of a decision or resolution then the following will apply:-
 - The Chair shall take a speaking list of all those wishing to speak on an item of business, giving speaking preference to attendees who indicated first, then second, and so on;

- The speaking list of the Chair shall be progressive, meaning that attendees, who have not yet spoken, shall be given speaking rights over attendees who have already spoken. However, the Chair may close the speaking list when it is reasonable to do so;
 - An attendee of a meeting may, at any time, draw the Chair's attention to a breach of or an inconsistency in the enforcement of these Standing Orders by raising their hand and, once being called on to speak, stating the breach or inconsistency alleged. In this circumstance the Chair may call for submissions on the point raised but only the Chair shall rule on the point of order.
- c) If the business before the meeting is not determined to be leading to a decision then an alternative discussion model may be used in accordance with the following:-
- Guidelines for the discussion are clearly articulated by the Chair and understood by all present at the meeting; and
 - The discussion is limited to the window of time allocated for the item in the agreed Agenda.
- d) Individual Board members should prepare themselves to do the necessary business of the Board in a time efficient manner. Specifically Board members should adhere to the following:-
- All tabled reports (such as property, financial or operational reports) should be read prior to the meeting and the meeting should be conducted assuming that this is the case;
 - All discussion and debate should adhere to the time limits documented in the agreed agenda. In the event a single item requires additional time the Chair may elect to:-
 - i) Ask that attendee responsible for the agenda item do further work on the matter and present it again at a later meeting;
 - ii) Send the matter to a sub-committee selected from within the Board. The sub-committee should report back to Board at a later, specified, meeting;
 - iii) If the item relates to a motion given with notice truncate debate and put the motion to a vote; and
 - iv) With the agreement of the Board strike other items from the agenda to allow for extension of discussion time on the current item.

3.8 Motions and Debate

Procedural Motions ("Procedurals")

A procedural motion is one that affects normal conduct of business at a meeting. For instance, a motion to suspend and resume Standing Orders is a procedural motion. Provisions relating to procedural motions should be noted as follows:-

- a) Any voting member with the exception of the Chair may move a procedural motion at any time, except when a vote is being held.
- b) A procedural motion shall be put before the meeting to a vote without being seconded or debated.

Substantive Motions ("Motions")

A motion shall have a mover and a seconder, who are two separate voting members present at the meeting that the motion is before. If no seconder can be found then the motion is deemed to have lapsed. Substantive Motions are governed by the following provisions:-

- a) The Chair is unable to be the mover of a motion, although they may second a motion;
- b) Once a motion has been moved and seconded, formal debate shall begin;
- c) Debate pertaining to a motion shall be governed by normal meeting conduct rules as outlined previously with the exception that the mover and seconder (in order) should be the provided the option to speak to the motion before other attendees;
- d) Upon completion of the formal debate procedure, the motion shall be put before the meeting to a vote; and
- e) At any point prior to a vote being taken the mover may withdraw their motion.

3.9 Amendments to Motions (“Amendments”)

An amendment is a change to a motion that has already been moved and seconded. Amendments do not apply to procedural. At any time during formal debate, a voting member may propose an amendment, but no more than one amendment may be considered at a time.

The following provisions govern amendments:-

- a) Amendments may modify a motion by:-
 - Leaving out certain words;
 - Leaving out certain words in order to insert or add other words; and
 - Inserting or adding certain words.
- b) Any amendment shall not be allowed if it has the effect of negating or substantially changing the intent of the motion, as judged by the Chair;
- c) If the amendment is acceptable to both the mover and the seconder of the original motion, then the amendment is accepted;
- d) If the amendment is not acceptable to either the mover or seconder of the motion, then acceptance of the amendment, assuming a seconder is found, shall be put before the meeting via a vote under the same guidelines as a normal motion;
- e) If the amendment is accepted, either directly or by vote, then the amendment shall replace the original motion and debate should resume;
- f) If the amendment is not accepted, either directly or by vote, then the original motion shall remain in place and debate should resume; and
- g) If an amendment is accepted it may be subsequently amended as if it were a normal motion with the exception that subsequent amendments may not be moved with the effect of restoring an original motion.

3.10 Initiation of Substantive Motions

- a) Motions may only be raised during a meeting (i.e. without notice) if the motion is accepted by the Chair as the natural consequence of discussion of an agreed agenda item;
- b) Any motion may be put forward by a Board member if notice is given before a meeting according to the following:-
 - i) It must be provided to the Chair prior to the scheduled start of the meeting as follows:-
 - Substantive motions must be delivered at least 48 hours prior to the meeting; and
 - Amendments must be delivered at least 24 hours prior to the meeting.

- ii) The notice of motion must contain the following details:-
 - The name of the mover;
 - Whether the notice outlines a substantive motion or an amendment to another motion for which notice has been given;
 - In the case of an amendment a clear reference to the motion being amended;
 - The content of the motion or amendment; and
 - Supporting context outlining the purpose or intent of the motion, if required.
- c) When a notice of motion is received by the Chair they must:-
 - i) Determine if the notice can be accommodated within the agenda for the meeting;
 - ii) Notify the full Board of the notice, as soon as practicable, along with an indication of which meeting the notice will be tabled at; and
 - iii) If a notice is provided before the agenda for a meeting is published it is acceptable for the notice to be published to the full Board along with the agenda.

3.11 Voting

- a) Motions arising at any meeting will be decided according to the constitution as follows:-
 - Decisions will be made by a simple majority of votes with each Board member (including the Chair) having one vote; and
 - In case of an equality of votes the Chair of a meeting will have a second or casting vote.
- b) Each member may elect to abstain from a vote with the exception of the mover of the motion;
- c) The mover of a motion is expected to vote for the motion. In the event that that the mover is no longer able to support the motion it must be withdrawn and lapse unless it is subsequently moved by another Board member;
- d) The seconder of a motion is not compelled to support the motion and may reasonably second a motion to ensure it does not lapse; and
- e) Voting shall be conducted by show of hands, unless a voter requests a recorded vote before the question is put or immediately after.

3.12 Dissenting Board Member

- a) In the event that a Board Member is strongly opposed to a substantive motion the following actions are available to them:-
 - Prepare a memorandum outlining their objections to the decision to be tabled;
 - Request a statement of dissent to be recorded in the minutes; or
 - Resign from their position as Board member.
- b) In the event of a Board Member finding themselves needing to note their dissent on a regular basis it indicates a significant division between themselves and the rest of the Board. In this event the Board Member and the Chair should seek a way to resolve this division.

3.13 Acting Chair

- a) The appointment of an acting Chair for the Board is covered by the Constitution as follows:-
- If the Chair is absent or unwilling to act as Chair for all or part of a meeting the Vice-Chair shall act as the Chair for the meeting; and
 - If both the Chair and Vice-Chair are absent or unwilling to act as Chair for all or part of a meeting the members of the Board who are present shall choose one of their number to act as Chair.
- b) For all sub-committees and ad hoc committees of the Company the voting members present may elect a Deputy Chair who in the absence of the Chair at a meeting may exercise all the powers and authorities of the Chair. If no Deputy Chair is elected or if at any meeting the Chair or Deputy Chair is absent or is not willing to act as the Chair for all or part of that meeting, the voting members present shall choose one of their number to act as Chair.

4. Review of the Standing Orders

The Standing Orders for the Board of Unga Group Plc and may be reviewed by the Board every two years, or at such other time as may be deemed necessary to ensure it remains relevant, objective and practical.

5. Access to Standing Orders

The Standing Orders shall be made available to each Director of the Company and shall form part of the documents readily available for any newly appointed Board and Board Committee Member going forward.

Adopted by the Board of Unga Group Plc

Signed: _____
Chairman

Date: _____