



EMBE WATER AND SANITATION COMPANY LTD



EMBU COUNTY GOVERNMENT

A. INVITATION FOR APPLICATIONS FOR VACANT POSITIONS IN THE BOARD OF DIRECTORS OF EMBE WATER AND SANITATION COMPANY LTD

Embe Water and Sanitation Company (EMBEWASCO) is a legal entity under the Companies Act 2015 wholly owned by the County Government of Embu. It is licensed to provide water and sanitation services in Mbeere North Sub County of Embu County.

The Company seeks to fill vacant positions for the Board of Directors. The Board of Directors comprises of the representatives of stakeholders identified by the Company and the Embu County Government.

The Board has two (2) vacancies for representatives of the following stakeholders;

- i. One (1) Director representing the Women Organizations
- ii. One (1) Director representing the Business Community

ELIGIBILITY

To be eligible for appointment, one MUST meet the following criteria:-

- i. Minimum Bachelor's degree from a University recognized in Kenya or equivalent qualifications i.e. Professional qualifications e.g. CPA (K), CS (K), etc.
- ii. Minimum seven (7) years working experience in the core profession or have run own enterprise for a minimum of (7) years
- iii. Must be nominated by a stakeholder group registered with EMBEWASCO
- iv. Must meet the **Fit & Proper Test** criteria by WASREB available on WASREB's website www.wasreb.co.ke. The submitted copy **MUST** be fully signed by the applicant and stamped by a Commissioner for Oaths
- v. Must meet leadership and integrity criteria under Chapter 6 of the Constitution of Kenya 2010: (attach the following documents not older than 12 months at the date of submission):-
 - (a) Certificate of Good Conduct (DCI)
 - (b) Clearance Certificate from Credit Reference Bureau (CRB)
 - (c) Clearance Certificate from Higher Education Loans Board (HELB)
 - (d) Tax Compliance Certificate (KRA)
 - (e) Clearance Certificate from Ethics and Anti-Corruption Commission (EACC)

NOTE

- i. Suppliers and other trading associates of the Company are not eligible for directorship positions at the Company
- ii. Persons in current professional and social relationships with directors of the Company cannot become directors of the Company

APPLICATION INSTRUCTIONS

All application packages in sealed envelopes clearly marked "**APPLICATION FOR DIRECTORSHIP IN EMBEWASCO**" which include cover letter, duly filled Fit & Proper Test Form, CV and Certified Copies of Certificates and testimonials should be sent by post or courier or placed in the tender box located in EMBEWASCO head office to:-

The Chairperson, Selection Committee
Embe Water and Sanitation Company Limited
P.O. Box 195 - 60104, Siakago

CLOSING DATE : TUESDAY, 5TH DECEMBER 2023 AT 11.00 a.m

B. NOTICE OF ANNUAL GENERAL MEETING OF EMBE WATER AND SANITATION COMPANY LIMITED

The general public who are the existing or potential customers of Embe Water and Sanitation Company Limited are notified that there shall be an Annual General Meeting of the Company to be held at **Hotel Eastern** in Siakago on **Friday, 8th December 2023** at **11.00am**. Only the invited stakeholders will attend the AGM.

The Agenda of the AGM is as follows:

1. Constitution of the Meeting

The Company Secretary to read the notice convening the meeting after determining that there was the requisite quorum

2. Chairman's Report

To receive the Chairman's Report

3. Managing Director's Report

To receive the Managing Director's Report

4. Adoption of the Chairman's and Managing Director's Reports

To adopt the Chairman's and Managing Director's Reports

5. Report of the Auditors and Financial Statements for the year ended 30th June 2022

To receive and consider the Audited Financial Statements with the Directors' and Auditors' reports thereon for the year ended 30th June 2022

6. Appointment and Remuneration of Auditors

To note that the Auditor General shall continue in office as Auditors of the Company and to authorize the Directors to fix their remuneration in accordance with the provisions of Section 724 (1) of the Companies Act 2015

7. Election of Directors

a) Resignation

- i. To note that Director Luceta Njeri Ngari, who represented Business Community, has resigned after having been appointed as a Chief Officer in the County Government of Embu
- ii. To note the resignation of Director Jane Gicuku Mugo who represented Women Organizations

b) Cessation

- i. To note the cessation of Director Eng. Richard Njiru Mbogo who represented the County Government of Embu
- ii. To note the cessation of Director Eng. Albert Njeru Gatuta who represented the County Government of Embu

c) Report of the Selection Committee

To receive and adopt the report of the Selection Committee

d) Election of Directors

To elect directors to fill the two (2) vacancies in the Board;

- i. One (1) Director representing Women Organizations
- ii. One (1) Director representing Business Community

8. Directors' Remuneration

To authorize the Board to fix the remuneration of Directors in accordance with the benchmarks and guidelines set in the Water Sector

SPECIAL BUSINESS

9. (a) Amendments to the Memorandum and Articles of Association

- i. To consider, and if thought fit, pass a Special Resolution pursuant to Section 22 of the Companies Act 2015, to amend and approve the Memorandum and Articles of Association of the Company to be in line with the Companies Act No. 17 of 2015, with the Water Act 2016, with the Water Services Regulations 2021, and with good corporate governance practice
- ii. To consider, and if thought fit, pass a Special Resolution pursuant to Section 22 of the Companies Act 2015, to adopt the revised Memorandum and Articles of Association of the Company

(b) Change of Company Status

To resolve to change Embe Water and Sanitation Company Limited from a company limited by guarantee to a company limited by shares wholly owned by the County Government of Embu in reference to the Water Act, 2016 and Water Services Regulations, 2021

10. Any other business

To transact any other business of the Annual General Meeting for which written notice has been received by the Company Secretary 48 hours before the time set for the Annual General Meeting in accordance with the Companies Act 2015.

By order of the Board



FCS. Richard K. Gikuhi, MBA, MKIM, HSC

Company Secretary

Embe Water and Sanitation Company Limited

P.O. Box 195 – 60104

SIKAGO

Date: 13th November, 2023