



**MINUTES OF PUBLIC RELATIONS SOCIETY OF KENYA ANNUAL  
GENERAL MEETING HELD AT PANAFRIC SAROVA HOTEL, NAIROBI,  
PHYSICALLY AND VIRTUALLY ON THURSDAY, 26 MAY 2022 AT 14.28PM.**

**Present from Council**

- |                    |                         |
|--------------------|-------------------------|
| 1. Noella Mutanda  | Secretary               |
| 2. Arik Karani     | Treasurer               |
| 3. Vivienne Atieno | Assistant Secretary     |
| 4. Jesse Masai     | Council Member          |
| 5. Sylvia Mwichuli | Chief Executive Officer |

**Absent with Apology**

- |                       |                |
|-----------------------|----------------|
| 1. Dr. Wilfred Marube | President      |
| 2. Paul Oyier         | Council Member |
| 3. Kennedy Onyonyi    | Fellow         |
| 4. Mutethia Mberia    |                |

**In Attendance**

- |                         |                                      |
|-------------------------|--------------------------------------|
| 1. Richard M Kamami     | Rikan Registrars-Company Secretaries |
| 2. Kevin Maganga        | Trunex Ltd                           |
| 3. Paul Dennis Muchangi | Dennis Paul & Associates-CPA (K)     |

**Members Present (Physically and Virtual Attendance)**

1. Abigael Lesiali
2. Agina
3. Alex Owiti (Guest)
4. Alfred Ng'ang'a
5. Alice Nyaguthii Ngorongo
6. Amina Yasmin Denge
7. Amos Kariuki (Guest)
8. Anne Wanjiru
9. Annie Obiero
10. Arik Karani
11. Awino Gilbert
12. Bashir Buro (Guest)
13. Bernard O Osero
14. Bev Naliaka
15. Bobi T. Odiko
16. Calvin Steve Nyagudi
17. Camilla

18. Carlos Kimutai Cheluget
19. Caroline Kahiu
20. Caroline Waithira Kahiu
21. Carolyne Nekesa
22. Catherine Awuor
23. Chebet Kwemoi
24. Cheryl Olang
25. Christopher Omumamu Maero
26. Deborah Wambui (Guest)
27. Dorcus Kamotho
28. Dr. James Oranga
29. Dr. Mtange Margaret
30. Dr. Mwangela Mikwa
31. E Mbuni
32. Enid Mukiri
33. Eric Shimoli
34. Esther N K
35. Esther Sserwanga
36. Evans Omulo (Guest)
37. Felgona
38. Franklin
39. G K
40. George Matii Mucee
41. Gillian Jerop Koech
42. Glory Kinoti (Guest)
43. Grace Mbugua (Guest)
44. Grace Mukai Gishie
45. Henry (Guest)
46. Hezron Gikanga Wahome
47. Isabel Wanjui
48. Jack Agutu Nduri
49. Jackline Karuri
50. Jacque
51. Jafandi (Guest)
52. Jane Gitau FPRSK (Guest)
53. Jared Maobe
54. Jayne Wanjau (Guest)
55. Jeddy Ochuodho
56. Jefferson Nyakamba (Guest)
57. John Ngirachu (Guest)
58. Jones D. Buchere
59. Joyce
60. Judith Moraa
61. Julie Juma
62. Kamuzu Banda Allosso
63. Kevin Ogola

64. Lena Muye (Guest)
65. Lilian Jerotich Kimeto
66. Lilian Kaivilu
67. Lilian Nganda
68. Lillian Kaivilu
69. Lillian Wanja (Guest)
70. Linda K
71. Luvonga Caleb
72. Lydia (Guest)
73. Maricella Omache
74. Mary
75. Mary Oyuke (Guest)
76. Maureen Mambo
77. Maureen Obare
78. Maureen Sande (Guest)
79. Medina Ibrahim Asman
80. Mercy Chepngeno
81. Mercy Mbaika
82. Michelle Anekeya
83. Mildred Mugambi
84. Miriam (Guest)
85. Moses (Guest)
86. Murambi Sulea Naliaka
87. Muthoki Mutwiwa
88. Muthoni Wahome (Guest)
89. Nancy
90. Nicholas Simani
91. Nicodemus Wesala
92. Norman Mudibo
93. Novena (Guest)
94. Omae Norah Nyansarora
95. Paul Kimanzi
96. Peter (Guest)
97. Phone Nzikwa (Guest)
98. Prof. Murej Mak'Ochieng
99. Raphael Mworira
100. Risper (Guest)
101. Robi
102. Rosemary W Wangui
103. Samuel Karanja
104. Samuel Mutahi
105. Sarah Mwangi
106. Scolastica Mulomi
107. Sharon Sitienei
108. Stella Josiah
109. Sultan (Guest)



110. Swaleh Muninzwa
111. Tabitha Mutemi
112. Veronica
113. Victor Owino (Guest)
114. Vivienne Atieno
115. Wageni Kimani (Guest)
116. Waithera
117. Wilfred
118. Zackayo Ochieng

### **Introduction**

The meeting was called to order at 14.28 by the Secretary, followed by a word of prayer from Calvin Nyagudi.

The Chief Executive Officer, Ms. Sylvia Mwichuli took the chair and extended a warm and hearty welcome to the members present both physically and virtually at the Annual General Meeting of the Council.

### **MIN 1:05:22 Quorum and Apologies**

The Secretary took note of members in attendance and informed the meeting that the council being guided by the Society's constitution, the number of fully paid up members recorded in the members' register as per the PRSK constitution were present, and that the meeting was quorate.

The Secretary thereupon declared the meeting properly convened and read out the apologies from the President and other council members which were noted and recorded.

### **MIN 2:05:22 Notice and Agenda to The Annual General Meeting**

The Secretary noted that the Notice and Agenda was circulated to the members through e-connect. She then read out the notice and agenda convening the Annual General Meeting. The agenda was proposed by Noella Mutanda, the Secretary and seconded by Dr. Mikwa Mwongela.

The Secretary requested the members to stand and observe a moment of silence to commemorate the members of the council who had passed on during the year, Dr. Rahab Nyaga and Dr. Rosephine Nyiva.

### **MIN 3/05/22 Confirmation of the Previous Minutes**

The previous minutes held on 01 September 2021 having been circulated to members prior to the meeting were taken as read.

## MATTERS ARISING

A few questions were raised by various members which the Secretary mentioned would be addressed in the council report; i.e.

- On the matter of elections, what legal opinion was sought by the Council from the Governance, Compliance & Integrity committee?
- What would happen to the IPRAC bill tabled to parliament by the Council since the members of parliament were going for recess?
- The Chief Executive Officer confirmed to the members that they do have a company that is assigned to do debt collection on behalf of the Council.
- How far the process of Certification of PR and Communication Management had come with the relevant professional bodies and how to arrive at the IPRAC programme.

After deliberations, it was resolved to approve the minutes of the Annual General Meeting held on 01 September 2021 as proposed by George Mucee and seconded by Ruth Dero.

### MIN 4:05:22 Treasurer's Report

The outgoing treasurer presented audited financial statements for the year ended 31 December 2021 to the members. The following points were noted:

#### Sources of Income

- The income was received from subscriptions, membership fees and other income i.e. Education & training, sponsorship, PR annual summit & awards and PR connect.

During the year, the society generated a total income of KSh 25,779,500/- in the year 2021 compared to KSh 18,851,309/- in the year 2020.

Expenditure of the year compared to the previous year accounts was as follows: -

S I No.	Expenditure	Year 2021 (KSh)	Year 2020 (KSh)
1.	Direct membership expenses	5,191,766	3,796,835
2.	Personnel expenses	6,374,682	4,746,955
3.	Administrative expenses	2,816,082	2,404,659
4.	Establishment expenses	415,466	458,147
5.	Financial costs	90,677	71,457
	<b>Total</b>	<b>14,888,673</b>	<b>11,478,054</b>

The surplus of the year 2021 increased to KSh 10,890,828/- compared to the year 2020 which was KSh 11,478,054/-.

The outgoing Treasurer invited the Council's Auditor Dennis Paul Ileri who was representing Dennis Paul & Associates, to take the members through the financial statements for the year 31 December 2021.

The auditor noted that the Financial Statements gave a true and fair view of the state of financial affairs of the society as at 31 December 2021, and of its financial performance and cash flows for the year then ended, in accordance with the International Financial Reporting Standards for small and medium sized entities.

After deliberations, on the proposal of Gillian Koech, duly seconded by the Gilbert Awino, it was resolved: -

“That the Society's audited financial statements for the year ended 31 December 2021 together with the Auditors' reports thereon as circulated by the PRSK Council be and are hereby adopted.”

#### **MIN 5:05:22 Society Status Report for the year ended 31 December 2021**

The President's report was presented on his behalf by the Chief Executive Officer. She thanked members for the support she had received especially those who had volunteered to serve in the PRSK@50 committees. She also thanked members for supporting the society by participating in the CPD programmes. The CEO also mentioned that the Society would be moving to a spacious office, Wu Yi Plaza on Galana Road in June 2022.

In the President's report, the CEO highlighted four significant agendas of the operations of the society namely: -

- **Membership** This function supports the growth of the membership base and ensuring the retention of active society members.
- **Policy** The society engages the relevant government authorities in assisting the passage and approval of the IPRAC Bill which has been ongoing. The stakeholders have been having consultative meetings and the bill was passed to the Speaker of the National Assembly.

- **Governance** Establish mechanisms for effective governance practices and create a framework for financial stability.
- **Research** Collect collate and disseminate industry information. Currently there is work in progress on the state of the PR industry report 2022.

### **IPRAC Bill Status Report**

A taskforce was constituted which has been active in lobbying for the passage of the bill. There were consultative meetings with the stakeholders and this was passed to the Speaker of the National Assembly for tabling in parliament.

### **Certification of PR Professionals**

The certification programme was launched during 2021 Annual Summit and would be offered in partnership with to KASNEB who will be the examining body and will administer and oversee the examination process.

Consultative engagements were held with both private and public universities to introduce the new programme. It was noted that Daystar University would kick start the programme in partnership with KASNEB and that the first cohort of students would be enrolled in August 2022.

The certification of PR professionals would be solidified when the IPRAC Bill is passed by the parliament.

### **Council Committee Achievements**

It was noted that the following were the key achievements: -

- i) Audit Committee:
  - Developed a communication strategy for PRSK
  - Finalized a communications policy for the society
  - Currently reviewing the existing HR and procurement Policies.
- ii) Membership and professional Development Committee
  - Achieved a membership growth level of 51.6% in 2021 as compared to 2020
  - The Society achieved a membership in 3,840 members in 2021 compared to 2,722 in 2020.
  - The membership growth attributed to sustained member engagements and communication.

## **Continuous Professional Developments Programs**

The following was noted

- The programs offered are key pillars towards financial stability and sustainability of the society
- More than 500 members attended the trainings in the year 2021
- PRSK raised KSh 36 million in the year 2021 through trainings.

## **Members Last Expense Welfare**

- The members of PRSK benevolent fund scheme which is run by Liberty Life Assurance increased to 102 from 87 members
- So far, five members have been paid since inception of programme
- The scheme seeks to support the members with their families by supplementing their last budget expense
- The annual contribution of KSh 2,300 covers principal member, spouse, four children and four parents.
- There annual premium/benefit is KSh 100,000

## **Governance Integrity and Compliance Committee**

- Coordinated training in governance for council members and secretariat
- Established governance systems & structures
- Initiated the process for the revision of the constitution

## **Resource Mobilization & Partnership**

- Developed a resource mobilization plan and draft business plan
- Developed a resource mobilization policy for PRSK
- Developed a sales pipeline and begun sourcing for business opportunities and partnership
- Undertook mapping of potential partners and begun engagement

## **Editorial Board**

- Introduced the management of the internal newsletter PRSK bulletin
- Produced several copies of PR digest and circulated them to the members through online and hard copies
- Conceptualized and began production for two new publications: Hello@50publication and Sustainability Publication



## Challenges

- Slow legislative process that has lengthened the timelines for passage of the IPRAC Bill
- Inadequate mechanism to enforce the Code of Conduct.
- 2020/2021 there was slow up take of PRSK CPD programme as most organizations adopted hybrid working arrangements.
- A number of PRSK members have faced hard times following job losses and resource constraints. This has negatively impacted their ability to participate in PRSK programs.

## Diversifying the Society's Financial Sustainability

- Developed alternative source of revenue for continued financial sustainability
- Developed and executed a range of fundraising and partner engagement strategies
- Developed a sales pipeline targeting organizations for consultancy

The CEO pointed out to the members that PRSK was celebrating its 50 years' anniversary and that there were five ways to celebrate the milestone:

- Operationalization of the IPRAC Bill:* The Bill is in its final stages and the society will need resources to operationalize it.
- Establishment of an Education Fund:* The fund will provide seed capital for PRSK Scholarship Fund
- PRSK office space:* The society needs to purchase their own office space fitted with 'hot-desk' facilities for members who wish to work away from home or their offices.
- Establishment of the PRSK Mentorship programme:* To support budding professionals to grow their skills and careers.
- Technology Upgrade:* The society need to establish "MyPRSK app" and purchase an Integrated Membership Management System.

## Flagship Events for PRSK @50

The aim of the events is to raise KSh 50 million to finance various projects. Proposed RM opportunities include the following:

- *Sustainability Conference* – The society will approach the members to support the conference which would be held in October 2022 in celebration of World Sustainability Day



- *PRSK@50 Gala* – The 2022 Gala Dinner will be combined with Annual Gala Awards in November. They will also launch top 50 phenomenal PR professionals’ scheme to be awarded during the event.
- *Publications:* The society will be publishing two special publications to mark the anniversary. Members will be requested to buy space in the two publications.
- *Member focused activities* – The society would want to focus on the PRSK members advancing their careers by investing in their future. The PRSK will look for ways to raise some money through member targeted fundraising drive and the President’s Penta Challenge.
- *PRSK Council Resource Mobilization:* The Council will raise funds from friends and corporate members.

**Coordination of PRSK@50 Activities**

The society established an oversight committee – the PRSK @50 Advisory Group – to coordinate the PRSK@50 events. This will be supported by three Committees as follows: -

- Sustainability Conference Committee
- Communication and Resource mobilization
- Events and logistics Committee

The CEO thanked the members on behalf of the President for support of the new leadership to take the society to the next level

**MIN 6:05:22 Elections of the Council Members**

The Secretary invited Kevin Maganga, Returning Officer from the independent electoral body Trunex Ltd to announce the election results.

It was noted that the winners will get the certificates after the verification of the processes. A two-week period is provided for the tribunal to deal with any disputes of the process.

The election exercise was carried out by Trunex Ltd an electoral bureau. The results were declared as shown in the table below: -

SI No.	Position & Names	No. of Votes	Percentage
1.	<b>President’s Tally Summary</b>		

	<b>Candidate</b>		
	Arik Alenga Karani	163	94.2%
2.	<b>Treasurer's Tally Summary</b>		
	<b>Candidates</b>		
	Carlos Kimutai Cheluget	57	33%
	Martin Gitau Nyagah	3	1.7%
	Samuel Karanja	112	57.7%
3.	<b>Assistant Secretary's Tally Summary</b>		
	<b>Candidate</b>		
	Vivienne Atieno	165	95.4%

The electoral bureau representative announced the following members as the winners: -

<b>President</b>	<b>Arik Alenga Karani</b>
<b>Treasurer</b>	<b>Samuel Karanja</b>
<b>Assistant Secretary</b>	<b>Vivienne Atieno</b>

Proposed by Noella Mutanda the Secretary and seconded by Dr. Mikwa Mwangela, the membership approved the new office bearers and authorized the Company Secretary to file the changes with the Registrar of Societies and effect a change of bank signatories.

The Secretary called the newly appointed office bearers to give appreciation for being elected as she congratulated the newly elected members.

The CEO on behalf of the President congratulated the new team and wished them all the best as they embarked on their new roles.

**MIN 7:05:22 Proposed Amendments for Constitution**

Approval was sought from the members to review and pass the following areas of the constitution: Mr. George Mucee took the members through the proposed amendments as follows:

**Article 2(2):**

**Proposed Amendment:**

- The Society may also have other subsidiary offices and chapters in other cities or towns within Kenya **as shall be determined from time to time by the Council** in its sole discretion. These offices shall be branch offices of the Society and shall ascribe to this constitution and the Branch Office By-Laws as shall be passed by the Council from time to time and ratified by members in the Annual General Meeting by at least two thirds majority of the members present.

**Comments:**

A member proposed that it cannot be the discretion of the Council but members to decide where the chapters will be located.

Another member also proposed that this Article should be detailed in terms of the purposes, objectives and structures of the Chapters especially in relation to the national structures that are already there.

**Article 6(2)(b) and 6(3)(a):**

**Proposed Amendment:**

- A person shall be confirmed as honorary member by the Annual General Meeting of the Society upon recommendation by council.
- The Council shall be empowered in a manner hereinafter mentioned to confer fellowships upon members in recognition of their exemplary service and contribution in the public relations and communication management profession as defined by the Society from time to time. They shall have at least ten fifteen consecutive fully paid up years of membership and shall be of good moral standing.

It was proposed that this article be tightened enough in respect to the qualification for one to be considered a honorary member.

**Article 7(2)**

**Proposed Amendment:**

The annual subscription payable by members shall be determined by the members themselves.

The annual subscription fee shall be due by 31<sup>st</sup> January every year to encourage members to pay on time.

Sub-Article 4 was repealed as it was too punitive.

Sub-Article 5 any member reinstated after being removed from the register shall not be penalized since the affected member shall have paid the subscriptions for the affected years.

**Comments:**

- Members sought clarification on when the subscription for membership expires.
- Members also raised the issue of some members being locked out of the just concluded elections. A member suggested that there should be a clear distinction between the associate members and full members and the extent of their respective voting rights.

- In regards to election, a member proposed that the members look into the election criteria and emphasized on the need to put up a nomination criteria and the eligibility.

### **Article 15:**

#### **Proposed Amendment:**

Whereof instead of three Council Members it is proposed that the same be expanded to five Council Members from adequate representation and efficiency. The said Council Members shall have representation from all sectors thus there will be one representative representing national government; one representative representing county government; one representative representing academia; one representative representing private and one representative representing chapters.

### **Article 15 (a)**

#### **Proposed Amendment:**

Has been introduced to anchor the position of the Chief Executive Officer (CEO) in the constitution. It provides for qualifications, roles, remuneration and removal from office of the Chief Executive Officer.

### **Article 16(2) (a):**

The qualification for the position of Vice President has been enhanced from four years to five years.

#### The Vice President

A member shall qualify to run for Vice President if he/she has been a fully paid up member for at least 5 consecutive years.

### **Comments:**

- A member proposed that once you have 5 consecutive years of fully paid up members, you don't have to have served in council or committee for one to qualify to run as President.

### **Article 17:**

#### **Proposed Amendments:**

17(1) It is proposed that the cluster elections be done away with and elections for all office bearers be conducted at the same time. The reasoning behind this was that the Society has an established office of the Chief Executive Officer for purposes of continuity and also not to keep the Society in an electioneering mood throughout.

17(3) It is proposed that Council Members be prohibited from nominating themselves for any position to cure the issue of cross nomination.

17(4) Virtual Meetings - It is also proposed that virtual meetings and voting be anchored in the constitution.

Elections shall be by secret ballot on the basis of one member one vote by fully paid up members physically present and those who will be physically present on the virtual platform at the time of the voting.

#### **Article 22:**

- A member proposed that this Article should be explicit to clearly define and crystallise the roles of Council versus those of the Secretariat, noting that there was need to review the article defining the role of the Council and called for the introduction of a new article defining the role of the Secretariat. This would avoid overlaps between the two.
- Another member supported the sentiments on the need for greater clarity within the Constitution on the responsibilities of the Council versus those of Secretariat, stating that the Council should play more of an oversight role while the Secretariat should be left to handle the management role.
- A member proposed that a clause be introduced to cater for people like executive assistants. The member sought information on where executive assistants fall yet they did communication during their study.
- Regarding the article on membership category, a member proposed that it should be amended to explicitly provide for rights and benefits of each category. A member sought information on what informs the position of a full member and how distinct it is from an associate member.
- A member proposed that the roles of the Secretariat should be well spelt out to avoid any overlap in the performance of duties.

#### **Article 28:**

- In respect to the code of conduct, a member suggested that members of the Society should have a say in the disciplinary process. The whole process should not be left at the mercies of a few individuals. Members should also have a say if a member should be expelled from the Society.
- A member also suggested that the amended constitution should seek to cure the occurrence of unopposed elections to avoid situations where some posts are not competitive enough to attract more than one aspirant. The member proposed that the constitution should have an article that provides that the minimum number of aspirants to vie for an elective seat to be two.
- A member also proposed that the amended constitution needs to be clear and be drafted in a way that encourages the growth of members, the emerging issues and address any governance gaps that may arise.



After due deliberation, the amendments of the constitution were approved as proposed by Kevin and seconded by Prof. Murej Mak'Ochieng.

**MIN 8:05:22      Any Other Business**

There being no other business the meeting was called to an end at 05:08pm with a word of prayer.

The minutes were approved for circulation on:

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**President**

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**Date**

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**Secretary**

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**Date**

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**Treasurer**

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**Date**