



**REFERENCE NUMBER:** TIK/002/FIN/2020

**DESCRIPTION:** COMPANY SECRETARY SERVICES

**DEADLINE DATE FOR SUBMISSION OF EOI:** Friday 4<sup>th</sup> December 2020

**POSTING DATE:** 1<sup>st</sup> December 2020

## **1. BACKGROUND AND INTRODUCTION**

Transparency International-Kenya (TI-Kenya), founded in 1999, is a not for profit organization, and an autonomous Chapter of the global Transparency International (TI) movement. TI-Kenya envisions a transparent, just and accountable Kenyan society, while its mission is to support citizens and governance institutions enhance transparency and accountability in public and business affairs through legal and policy frameworks, skills, knowledge, and information.

## **2. SPECIFIC ROLES AND RESPONSIBILITIES**

**The specific responsibilities are:**

### **Board & Compliance Functions**

- Assessing and ensuring compliance with Companies Act 2015 & Company's Memorandum and Articles of Association.
- Preparing and ensuring timely filing of statutory returns with the Registrar of Companies.
- Preparation and management of the Board calendar in liaison with the Executive Director, when required.
- Prepare agenda of the Board Meeting and Annual General Meeting in consultation with the Chairman and Executive Director of the Institution, and coordinate and attend Board Meetings/AGM as Secretary to the Board, when required.
- Convene the Annual General Meeting and any Extraordinary General Meetings.
- Attending and preparing minutes of Board and Members' meetings, when required.
- Assisting in the preparation of pre-Board and Members' meetings documents.
- Preparation of Board Resolutions, when required.
- Communicate Board decisions/resolutions to external agencies directly or through the

relevant officials of the Institution.

- Updating of all statutory register and Members' register.

### **Change in Directorship**

The process of formalizing the change in directorship shall include the following duties

- Confirming effect dates of resignation or appointment
- Obtaining a resignation letter from the outgoing director
- Obtaining the required particulars of the newly appointed director(s)
- Preparation of Minutes relating to the change in directorship
- Preparation and execution of extract of Board Minutes for filing with the Registrar of Companies
- Preparation of the relevant Company Forms and signing the same as the Secretaries. Thereafter, filing the same with the Registrar of Companies
- Updating the Registrar of Directors and other statutory records accordingly

### **Custodial Function**

- a) Act as custodian of the important documents of the Company including:
  - i. Articles of Incorporation;
  - ii. Certificate of Incorporation;
  - iii. Company Seal;
  - iv. Statutory registers of the Company;
- b) Maintain a record of original minutes of the Board Meetings/AGM and Board Committee Meetings
- c) Any other additional ad hoc assistance not covered

### **3. SUBMISSION OF EOI**

The deadline for submission of expressions of interest is **Friday 4<sup>th</sup> December 2020 by 5 pm.**

Applications should be sent by email to **procurement@tikenya.org**. Please indicate

**TIK/002/FIN/2020 – SECRETARIAL SERVICES** on the subject line of your email application.

### **4. COMPLAINT PROCESS**

This call for Expression of Interest does not constitute a solicitation and TI-Kenya reserves the right to change or cancel the requirement at any time during the EOI process. TI-Kenya also reserves the right to require compliance with additional conditions as and when issuing the final solicitation documents. Submitting a reply to a call for EOI does not automatically guarantee receipt of the solicitation documents when issued. Invitations to bid or requests for proposals will

be issued as per TI-Kenya rules and procedures. Any grievances and or complaints arising from the evaluation process and the final tender award can be addressed, in writing, to the Executive Director and the Transparency International Kenya Tender Complaints Committee.

The Executive Director  
Transparency International Kenya  
Kindaruma Road, Off Ring Road Kilimani  
Gate 713, House No. 4  
P.O Box 198-00200 Nairobi.  
Or email [complaints@tikenya.org](mailto:complaints@tikenya.org)