

KARURA COMMUNITY CHAPEL

MINUTES OF THE HYBRID ANNUAL GENERAL MEETING (AGM) HELD ON 12TH APRIL 2025 AT KARURA COMMUNITY CHAPEL MAIN CAMPUS AND VIA ZOOM.

Opening Prayer

The meeting was called to order at 9:00 AM with an opening prayer and devotion led by **Rev. George Shiramba**. He shared a reading from *Matthew 4:1–2*, highlighting how Jesus was led by the Holy Spirit into the wilderness to be tempted by the devil. The reflection emphasized the importance of submitting to the guidance of the Holy Spirit, noting that following God may involve challenges or trials, but He strengthens, encourages, and watches over His people, just as He did for Jesus. Participants were encouraged to submit to God individually, as a church, within their families, and in the life of the nation.

Preliminary Matters

Introduction of New Church Chairman

Rev. George officially welcomed **Elder Zachary Kanyata** as the new Chairman of the Elders Court, succeeding Mr. Peter Mugendi. Elder Kanyatta expressed gratitude for the responsibility entrusted to him, acknowledged the contributions of his predecessor, and emphasized the AGM's significance as a statutory requirement under the Society's Act and the church constitution.

Confirmation of Quorum

The secretary confirmed that a quorum had been met, with 143 members present out of 442 registered members, exceeding the minimum requirement of 111.

Adoption of the Agenda

The agenda, previously circulated via email, WhatsApp, and the church notice board, was presented for adoption with two additions: the appointment of the church auditor and a discussion on a proposed SGM/EGM under Any Other Business (AOB). The agenda was duly proposed by Dr. Marla Stone and seconded by Connie Githinji, and was adopted subject to these amendments.

Conflict of Interest

Members were invited to declare any conflicts of interest regarding the auditor appointment or new office bearers. None were declared beyond anticipated cases.

Introduction of New Church Members

Twenty-two (22) new members were formally admitted into church membership after completing the statutory application process and prior scrutiny by the Elders' Court. Their admission grants

them the right to participate in meetings such as the AGM. Each new member was introduced by name and welcomed.

Substantive matters

Min 1/04/2025: Adoption of Previous AGM Minutes

The church secretary, **Elder Tony Njuguna**, presented the minutes of the AGM held on 13th April 2024 at the main campus and via Zoom. The minutes were proposed for adoption by **Wilson Muroki** and seconded by **Dr. Marla Stone**. They were unanimously adopted as a true record of the meeting.

Min 2/04/2025: Senior Pastor's Report

In the absence of Elder Peter Mugendi, **Rev. Shiramba** read the outgoing chairman's report. **Rev. Peterson** provided an update on the progress of the worship and community center, recognizing the contributions of the project delivery and fundraising teams, architects, engineers, and construction experts. Fundraising achievements were highlighted, with KES 10 million raised to date and a projected KES 12 million by month-end. Members were encouraged to pray for the project's success and for the upcoming 30-year celebration of the church in the new center.

Rev. Peterson also briefly summarized the pastor's report, emphasizing the strategic importance of the worship and community center and inviting members to review the full report, which had been circulated in advance.

Min 3/04/2025: Audited Financial Statements (2024)

CPA Joshua Gachomo (KKCO East Africa LLP) presented the audited financial statements for the year ended 31st December 2024. He emphasized compliance with tax regulations, noting recent amendments and *Legal Notice 105* affecting income-generating church activities.

The church reported overall growth, with total income of KES 222 million—a 3% increase from 2023. Income sources were: tithe and offerings (58%), new sanctuary development (23%), campus contributions (14%), designated funds (4%), and other income (1%). Expenditures totaled KES 179 million, with increased spending in staff costs (KES 19 million), ministry expenses (KES 32 million, up KES 4.2 million), administration, new sanctuary development, designated funds, and finance costs.

The balance sheet showed fixed assets of KES 69.9 million, ongoing construction of the new sanctuary totaling KES 228 million, and cash at bank of KES 32 million. Payables amounted to KES 9 million, with related party balances of KES 3.7 million. Funds raised but not yet spent for the new sanctuary stood at KES 34 million.

CPA Joshua highlighted strong internal controls, compliance, procurement practices, and value-for-money considerations.

A clean auditor's opinion was issued, confirming that the financial statements present fairly, in all material respects, the financial position, performance, and cash flows of the chapel in accordance with IFRS for SMEs.

Discussion on Audited 2024 Financial Statements

The floor was opened for questions. **Mr. Gideon Gitonga** raised two points:

1. Designated funds – some designated expenditures exceeded designated income; he inquired how the shortfall was covered.
2. Venue hire income – concern that revenue from facility hires, including the new Kisima Center, was low (less than KES 500,000).

Responses:

- **Elder Giovanna (Treasurer)** explained that deficits in designated funds are covered by the general fund if the spending is ministry-related, following a formal resolution by the elders at year-end.
- Facility hire revenue is intentionally limited: only short-term hires are permitted, while long-term or commercial leases are restricted to comply with laws and safeguard church assets.
- CPA Joshua clarified that tithes and offerings are tax-exempt, while other income streams (facility hire, interest, merchandise) are not automatically exempt; however, the amounts are small, and a tax exemption application is ongoing.

Outcome:

- Mr. Gitonga confirmed that his concerns were addressed.
- No further questions were raised.

The audited financial statements for the year ended 31st December 2024 were formally approved, proposed by **John Mbugua** and seconded by **John Gitonga**.

Min 4/04/2025: Appointment of External Auditors (2025)

- In accordance with Clause 6 of the Church Constitution and church policy, the AGM considered the reappointment of the external auditor for 2025.
- **KKCO East Africa LLP**, the current auditor, expressed interest in serving for a second year. Their performance in 2024 was commended for value addition to the church's finance and governance operations.
- The floor was opened for comments; no objections were raised.

- Motion for reappointment was proposed by **Dr. Marla**, and seconded by **Joseph Micho**.
- KKCO East Africa LLP was reappointed as the church's external auditor for 2025.

Min 5/04/2025: Presentation and Approval of 2025 Budget

Elder Giovanna presented the proposed budget for 2025, which had been reviewed during a special general meeting in November 2024, now presented for ratification.

The members ratified the 2025 budget as presented.

Following this, **Rev. Peterson** led a prayer of thanksgiving, acknowledging God's provision and stewardship over the church's resources, blessing the auditors, congregants, and the church's finances, and seeking guidance in the use of funds according to God's purposes.

Min 6/04/2025: Appointment of Office Bearers

The Chair acknowledged the retirement of the following office bearers following the completion of their terms:

- **Elder Peter Mugendi**
- **Elder John Kinyanjui**
- **Elder Grace Wamwaki**
- **Elder Giovanna Mayende**

Gratitude was expressed to the outgoing office bearers and their spouses for their diligent service, particularly during challenging periods, including the COVID-19 pandemic and the establishment of new church facilities.

Newly Elected Officials:

- **Joyce Rosa Anubi** – Women Representative (1st term) – approved with 98% of votes.
- **Allan Kirunga** – Elder (1st term) – approved with 100% of votes.
- **Wilson Muroki** – Elder (1st term) – approved with 100% of votes.
- **Sam Mbalu** – Elder (1st term) – approved with 96% votes.
- **Jane Kemunto** – Deacon, Hospitality Ministry (1st term)
- **Peter Mwangi Kariuki** – Deacon, CLG Zono (1st term)
- **Kalekye Mule** – Deacon, Ushering Ministry (1st term)
- **Paul Wanyoike** – Deacon, Prisons Ministry (1st term)
- **Esther Wanyoike** – Deacon, CLG Zonal (1st term)

Regarding Ex-Officio positions of church secretary and treasurer, it was determined that their terms would be handled during the SGM. **Eld. Chahale** prayed over both the outgoing and incoming office bearers.

Min 7/04/2025: Any Other Business (A.O.B.)

Proposal for Extraordinary General Meeting (EGM) and Special General Meeting (SGM)


The Elders Court proposed that an EGM be held on Saturday, 17th May 2025, to consider amendments to the church constitution. The amendments are intended to align the constitution with the *Marriage Act* for legal weddings, update membership provisions, adjust notice requirements for hybrid meetings, and clarify rules for branches, assemblies, and church plants, including autonomy thresholds. Legal experts were engaged to assist with drafting the amendments. Members were invited to provide observations, and no objections were raised.

It was further proposed that an SGM be held prior to the EGM to approve nominees for the positions of Church Secretary and Treasurer. The Elders' Court was authorized to schedule the EGM and SGM and issue statutory notices, with 17th May 2025 as the preferred date and 24th May 2025 as an alternate.

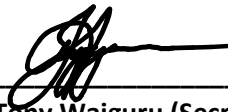
Min 8/04/2025: Adjournment

The Chair thanked members for their participation and for maintaining quorum.

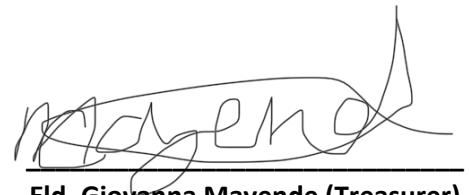
There being no further business, the meeting was adjourned at 12:22 PM, with a vote of thanks and closing prayer led by **Rev. Peterson**.



Eld. Zachary Kanyatta (Chairman)



Eld. Tony Waiguru (Secretary)



Eld. Giovanna Mayende (Treasurer)