

## NAIROBI BAPTIST CHURCH

### MINUTES OF THE 2016 ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING HELD ON 19<sup>th</sup> MARCH 2016

#### PRESENT:

Dr Timothy Wachira - Chairman  
Rev Calisto Odede - Senior Pastor  
Mr Jackson Maingi - Honorary Treasurer  
Mr Mbage Ng'ang'a - Honorary Secretary

267 Church members attended, and 44 gave their apologies. The original and typed copies of the lists are attached to the original Minutes as Appendix 1, available from the Honorary Secretary's file.

#### NBC AGM 1/16 - DEVOTION

The meeting was opened in prayer by Rev Majid at 9.15 am, followed by a time of praise and worship. Rev Majid led the devotion from Isaiah 43:14-28. He said the Lord is doing a 'New Thing' in our midst. We see it from every angle of our ministry in Kwale, Ongata Rongai and Kibera. Our God is the Sovereign God, the Saving God and the Simple Man.

The Sovereign God talks of being in charge of the universe. It could take only the Sovereign God to bring the fugitives back from Egypt. He made a way through the sea for them because of His Sovereignty. It is by the Grace of God that He chooses to use us. He is not limited to our abilities. He is Sovereign but He has chosen to use us. Humility comes with it. He has chosen to use each one of us, by His Grace. He will accomplish His purposes whether He uses us or not. Will we surrender ourselves to this Sovereign God? The more we do, the more the 'New Thing' will be part of our lives each day. It will only happen the moment we are fully surrendered to Him, as we let go our abilities at the feet of God.

The Saving God said in verse 19: *'Forget the former things; do not dwell on the past. See, I am doing a new thing!'* Isaiah talks of the former things and the Lord doing a new thing, making a way in the wilderness. He is the One who saves us from spiritual oppression. He is looking forward, not back. He is doing a 'New Thing'. We need to be careful we are not prisoners of history.

The Simple Man: having shown Himself to the children of Israel, they didn't praise Him. Somehow, because of the sinful nature of man, the children of Israel hardened their hearts. Only the animals worshipped Him. How sad. He had forgiven their sins but they didn't worship Him. If we honour and worship Him, and if we receive His salvation, we will see more and more what He is doing among us. As we see what He is doing, I pray we will worship Him.

The Senior Pastor prayed and then handed over to the Chairman.

The Chairman welcomed members to the meeting. He asked those who were attending their first meeting to stand so they could be acknowledged. He also recognised that some non-members were present. He appreciated members from NBC Ongata Rongai and NBC Kibera.

#### NBC AGM 2/16 - TO NOTE THE PRESENCE OF A QUORUM

The Honorary Secretary called the meeting to order. He confirmed that the quorum of 150 had been achieved and read the notice convening the meeting as well as the agenda.

#### NBC AGM 3/16 - TO CONFIRM THE MINUTES OF THE LAST ANNUAL GENERAL MEETING HELD ON 28<sup>th</sup> MARCH 2015

The Minutes of the Annual General Meeting held on 28<sup>th</sup> March 2015 were accepted by members and signed by the Chairman, after having made two corrections:

- Page 2, NBC AGM 7/15, 3) a): The name should be Mr George Ndung'u

- Page 2 NBC AGM 7/15, 4) c): The name should be Ms Mwongeli Muthuku

Proposed by Rev. J.T. Wambua and seconded by Eng Erastus Mwongera.

#### **NBC AGM 4/16 – TO NOTE MATTERS ARISING FROM THE MINUTES OF THE LAST ANNUAL GENERAL MEETING**

The Senior Pastor reported that the issues of the Security Committee and the gift to Lloyd Masika had been acted upon.

#### **NBC AGM 5/16 - TO CONSIDER AND, IF APPROVED, ADOPT THE AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>st</sup> DECEMBER 2015**

The Honorary Treasurer invited the Auditors, Horwath Erastus & Co. Certified Accountants (represented by Mr Erastus Omollo and Francis Ogango) to present their report. In their opinion, proper books of accounts had been kept by the Church. The Honorary Treasurer thanked the auditors for their prompt service.

The Honorary Treasurer presented the Audited Financial Statements for the Year Ended 31<sup>st</sup> December 2015. The total income was Ksh 163.7 million, which was an increase of 4.8% but below budget. The total operational costs were Ksh 64.6 million. We closed the year with a net surplus of Ksh 1.8 million.

The Honorary Treasurer answered members' questions after which members unanimously approved the Audited Accounts for 2015 by a show of hands. Proposed by Judah Bett and seconded by Mr Eric Ndegwa. The Auditors then left the meeting.

The Chairman asked members if they would agree to switch agenda items 6 and 7. Members agreed.

#### **NBC AGM 6/16 - TO NOTE CONTINUANCE IN OFFICE OF HORWATH ERASTUS & COMPANY CERTIFIED PUBLIC ACCOUNTANTS AS AUDITORS AND TO AUTHORISE THE ELDERS' COURT TO FIX THEIR REMUNERATION**

The Chairman presented the proposal by the Elders' Court that Horwath Erastus & Co. should continue as Auditors for the Church for the coming year and the Elders will fix their remuneration. This had been proposed by the leadership. Members voted in favour by a show of hands. Proposed by Mr Musa Ndeto, seconded by Mrs Veronica Kamau.

#### **NBC AGM 7/16 - TO ELECT AN ELDER**

The Senior Pastor presented Mrs Eunice K. Mwongera for election as an Elder. Details were included with the AGM documents. She and her husband, Eng Erastus K. Mwongera, were asked to leave the meeting while members deliberated.

Mr Charles Mirikau, Returning Officer, asked for comments from members. All the comments were positive so Eng and Mrs Mwongera were recalled and balloting took place.

The Returning Officer announced the result. Mrs Eunice K. Mwongera had been elected as an Elder overwhelmingly: 231 members agreed (95%), 2 were against (1%) and there were 11 abstentions (4%). There was one spoilt vote.

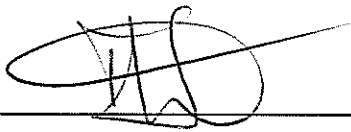
#### **NBC AGM 8/16 – TO APPRECIATE OUTGOING LEADERS**

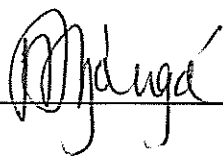
The Chairman asked the Senior Pastor to lead this session. The Senior Pastor said that, because of the restructuring, outgoing leaders had been called together earlier in the year and they had each received a certificate. However one Elder, Mrs Esther Ngaine, whose term had come to an end had served faithfully for six years. He asked his wife, Mrs Elizabeth Odede, to present a gift to Mrs Ngaine.

**NBC AGM 9/16 – CLOSING PRAYER**

There being no other business, the meeting was closed at 11.30 am.

Approved for Circulation

Chairman  Date 25/2/17

Hon Secretary  Date 25/02/2017

Chairman \_\_\_\_\_ Date \_\_\_\_\_ (This line signature for AGM 2017)

**SPECIAL GENERAL MEETING**

The meeting was called to order at 11.30 am.

**NBC SGM 1/16 - TO NOTE THE PRESENCE OF A QUORUM**

The Honorary Secretary called the meeting to order. He confirmed that the quorum of 150 had been achieved and read the notice convening the meeting as well as the agenda.

**NBC SGM 2/16 - TO CONFIRM THE MINUTES OF THE SPECIAL GENERAL MEETING HELD ON 28<sup>th</sup> MARCH 2015**

The Minutes of the Special General Meeting held on 28<sup>th</sup> March 2015 were accepted by members and signed by the Chairman. Proposed by Rev. J.T. Wambua and seconded by Eng Erastus Mwongera.

**NBC AGM 3/16 – TO NOTE MATTERS ARISING FROM THE MINUTES OF THE SPECIAL GENERAL MEETING HELD ON 28<sup>th</sup> MARCH 2015**

The Senior Pastor reported that the NBC Investment Company had met and proposed the following members to take the leading positions:

**Mr Jeremy Ngunze as Chairman:** Six people abstained, all the other NBC members agreed.

**Mr Judah Bett as Deputy Chairman:** One person abstained, all the other NBC members agreed.

**Board Members proposed were:** Ms Nancy Noreh, Ms Nancy Waweru, Mr Kimani Wainaina and Mr Robert Mugo wa Karanja. The representative of the Elders' Court will be the Chairman. NBC members agreed by a show of hands.

**NBC SGM 4/16 - TO CONSIDER AND IF APPROVED PASS THE FOLLOWING SPECIAL RESOLUTION:**

- a) THAT the Registered Trustees be hereby authorized to sell the Property Land Reference Number 1/44/3 ('The Manse') and to do and effect all acts necessary to complete the sale of

the Property.

b) THAT the proceeds of the sale be utilized as follows:

- i) To pay off the loan facilities at Kenya Commercial Bank.
- ii) To pay the balance of the purchase price in the purchase of the Ongata Rongai Property Title Number Ngong/Ngong/1971.
- iii) To fund the budgetary deficit of Ksh 80,000,000/- for the year 2016.

**The following were some of the comments:**

1. The Chairman invited the Senior Pastor to comment. The Senior Pastor said that those who had come for the meeting could not be here if they didn't know the Lord as their Saviour. We are one family. This will indicate how we handle each other and what we say about each other. Secondly, we are making a proposal that would help us to raise funds not only to meet the budget deficit, but also to help with loan repayments, infrastructure developments, especially parking because the Ngong Road construction will begin in April 2016.
2. The Senior Pastor pointed out that Acts 4 people selling their own land and bringing the proceeds to the church for ministry. This had changed his thinking regarding his possessions and those of the church. In an Elders' meeting one elder gave a word that was prophetic in nature. He pointed out that if we were not careful the Manse had the potential of becoming like an idol both to those who wanted it sold and to those who wanted it preserved, by one group viewing as the source of our needs and the other group viewing it as untouchable. In the discussion of this subject members were therefore urged to view one another as brothers and sisters in the Lord. If we sell, we are together and if we don't sell it, we are still together.
3. The Deputy Senior Pastor Rev. Mulandi pointed out that whether there are groups agreeing with the idea of selling, as he was or opposing the idea, the pastors are called to minister to all and will still minister to all regardless of their positions.
4. Rev Mulandi pointed out that the new Strategic Plan is calling for a Christ-centred Church, strong families and transformed nations and therefore we are looking forward to new church planting, reaching young people in universities and engaging the children. In the last few months the college ministry has doubled. God is on the move but we are constrained. We have been using our tithes to pay loans. From the responses to enquiries as we worked on the strategic plan, a number said that we have donor fatigue. In order to improve our run-down facilities, we do need some fresh injection of resources.
5. Mrs Ngaine pointed out that since the Lord us in many ways, we need to remain faithful to our core business? The Manse is valued at Ksh 430 million. We can generate Ksh 210 million to help us fund our budget deficit. We need to liquidate the loans, they are a drag on what we want to do. The interest rate has been going up. It is now standing at 18%.
6. Other options Elders considered were:
  - a. Subdivide the NBC Ongata Rongai property. This would give us Ksh 30 million, which is not sufficient. The land has value for the future.
  - b. Sell the Maisonettes. Lloyd Masika said we would realise Ksh 180 million.
  - c. The Jabavu Road property: NBC would borrow to finance the development of this property. We had various presentations. This would give us bigger debts. There would be delays in cash flow but the immediate need is to fund the approved budget.
  - d. Turnkey contractor Development: we had extensive discussions with the various individuals and the bank. It would give us a larger loan in the future.
  - e. The contractor was asking for a bank guarantee. Our banks discouraged us from taking the turnkey/Jabavu route.
  - f. Develop the Ngong Road and Jabavu properties at the same time. The issue is time. There is a large risk factor in this outlay. We would then be getting into partnership with those not with the same thinking as us, i.e. not Christians.
  - g. We consulted a church member. The model is complex and there are issues around that, e.g. Income will only come in two or three years.

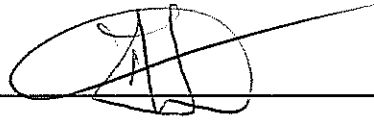
- h. The issue is to look at a model that can help us meet the challenge we have now. We felt we should choose something that would unlock the cash flow. After much consideration and prayer, we have decided this is the route, with much limited challenges.
7. The lead consultant for the Strategic plan, Dr Joshua Wathanga, pointed out that Ksh 80 million would be available for funding the budget and liquidating loans. After this there will be a saving of Ksh 25 million, so the net remaining to the NBC Investment Company for development would be over Ksh 300 million. In the following years there will be a saving of Ksh 17 million annually for ministry. Selling the Jabavu Road property is the best option to be quickly free of debt and work on the Strategic Plan which is the mission of the church. It will also provide for parking facilities which are now more urgent than ever.
8. He pointed out that God is on the move at NBC simply BECAUSE GOD IS ON THE MOVE, FULL STOP. How shall we respond? In spite of the rumours which might have been in circulation of prior deals having been made or court injunctions we need to remember that Jabavu road is God's property. Dr Wathanga said when he was praying he was led to Luke 19:41 which says that as Jesus approached Jerusalem He wept over it. His prayer was that NBC doesn't miss out on the day of God's visitation.
9. Other responses included the following: :
- a. **Mr Isaac Musuva** pointed out that those who had differing opinion should also have been given a chance to present their views. He proposed a consultation so that we could come to an amicable solution. This would promote unity in the family.
  - b. **Mr Judah Bett** said that since the NBC Investment Company has already taken off. The members met and elected directors. Mr Bett proposed the motion be amended so that we vote to transfer the properties to the NBC Investment Company and they work on it and make a proposal. The Chairman responded that it wasn't legally possible to change the wording of the Resolution.
  - c. **Mr Crispus Mutitu**: Urged the members not to sell the Jabavu road but to retain it for its original purpose of housing the Pastors at the Manse. On the Investment Company he said that it should be tested or tried first before entrusting to it property of this nature.
  - d. **Prof Peter Kimuyu**: pointed out that the Manse is a concept, not really a place. He pointed out that since this is such a heavy decision it is important that we listen to God and cross the bridge together. Often God does not speak to a crowd but to one person and then it is the responsibility of that person to pass on what he/she heard. There is a chance that what the Leadership is saying is from God. We can't have possessions we hold onto too tightly. We are God's servants. We should therefore listen keenly.
10. The Chairman said we are here to make a decision together and move on together. The people of God need to be united and love one another. We can't be suspicious as we talk about one another. Our leaders are passionate as they serve God and the congregation without trying to gain something out of it. He cautioned that we should be careful about casting aspersions on the leadership. He proposed postponing the meeting until the Leadership feel there is a sense of common direction. Members agreed. Therefore the Chairman said that the meeting was postponed until a future date.
11. The Senior Pastor said that he respected the elders that the church had given to the pastorate because they were Godly people. He said although members may differ over a position, he affirmed that the church had given him Godly people to work with in the Court. Some of them like the Chairman he had known for over 30 years and could testify that he had a Godly Character. Even those who had differed, we should endeavour to walk together as brothers and sisters in the Lord.

#### **NBC SGM 5/16 – CLOSING PRAYER**

There being no other business, the meeting was closed in prayer by the Senior Pastor at 1.30 pm.

Approved for Circulation

Chairman \_\_\_\_\_



Date \_\_\_\_\_

25/2/17

Hon Secretary \_\_\_\_\_



Date \_\_\_\_\_

25/02/2017

Chairman \_\_\_\_\_

Date \_\_\_\_\_

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