

REPUBLIC OF KENYA

IN THE CHIEF MAGISTRATE'S COURT

AT MOMBASA

CIVIL SUIT NO. 490B OF 2022

AHMED ALI TWAHIR

PLAINTIFF

-VERSUS-

MOMBASA PARENTS CLUB

DEFENDANT

(IN CHAMBERS BEFORE HON C.N NDEGWA -S. P.M. ON 31ST MARCH 2022)

ORDER

UPON READING the Notice of Motion dated 30th March, 2022 brought Under certificate of urgency under section 1A, 1B, 3A and 63 (e) of the civil Procedure Act, Order 40, Rule 1, Order 51 Rule 1 of the civil procedure Rules and all other enabling provisions of the Law) AND UPON READING the supporting affidavit sworn by AHMED ALI TWAHIR and annexures thereto:

IT IS HEREBY ORDERED:

1. THAT the application dated 30th March, 2022 is certified urgent.

2. THAT a temporary order of injunction is hereby issued restraining the Respondent, its servants, agents, employees, assigns and/or any other person or entity claiming through it from in any manner conducting, taking part or undertaking an Annual General Meeting (AGM) on 2nd April, 2022 pending interpartes hearing of this application.

3. THAT the application be served for interpartes hearing on 26th April, 2022 before Court 16.

GIVEN under my hand and seal of this honorable court this 31st March, 2022

MAGISTRATE
MOMBASA LAW COURTS

ISSUED AT MOMBASA this 31st Day of MARCH 2022

PENAL NOTICE: "TAKE NOTICE THAT any party served with this order and disobeys it he/she will be liable to be cited for contempt of Court which is punishable by imprisonment for a period up to six (6) months and/or attachment of the contemnors Property."

EXECUTIVE OFFICE
LAW COURTS MOMBASA

This is a signed from this court

1. The Applicant is one of the parents at Nyali School which is managed by the Respondent herein.

2. The Respondent has called for an Annual General Meeting (AGM) on 2nd April, 2022 wherein among other things to be done is elections of new officials and adoption of annual accounts for the years 2019, 2020 and 2021.

3. The Applicant has raised issues regarding the elections and accounts but the same have not been addressed and if the meeting is allowed to proceed, the issues raised by the Applicant may never be addressed after all.

4. It is on this ground that the Applicant has moved the court to stop the said Annual General Meeting (AGM) pending the Respondent's address of the issues raised by the Applicant.

5. The Applicant desires to have all the issues he has raised addressed prior to the AGM thus the urgency.

6. It is thus in the interest of justice if the application is allowed to enable the issues raised be addressed.

for the following reasons:

Mombasa do hereby certify the Applicant's Notice of Motion Application herein to be extremely urgent that it requires to be placed before the Honourable Duty Magistrate for hearing forthwith

We, MESSRS KIRUI KAMWIBUA & COMPANY ADVOCATES of P. O. Box 264-80100,

CERTIFICATE OF URGENCY

MOMBASA PARENTS CLUB.....RESPONDENT

=VERSUS=

AHMED ALI TWAHIR.....APPLICANT



REPUBLIC OF KENYA
 IN THE CHIEF MAGISTRATE'S COURT
 AT MOMBASA
 CIVIL CASE NO. OF 2022

DATED at Mombasa this 30th day of March, 2022

KIRUI KAMWIBUA & COMPANY
ADVOCATES FOR THE APPLICANT

DRAWN & FILED BY:-

KIRUI KAMWIBUA & COMPANY

ADVOCATES,

RALDI HOUSE, 1ST FLOOR,

P.O. BOX 264-80100,

MOMBASA. Email: kiruiadvocate2020@gmail.com

a) This Application be certified as urgent and service be dispensed with in the first instance.
 b) Pending the hearing and determination of the application interpartes, the Honourable Court be pleased to issue an order of injunction restraining the Respondent, its servants, agents, employees, assigns and/or any other person or entity claiming through it from in any manner conducting, taking part or undertaking an Annual General Meeting (AGM) on 2nd April, 2022.
 c) Pending the hearing and determination of the suit, the Honourable Court be pleased to issue an order of injunction restraining the Respondent, its servants, agents, employees, assigns and/or any other person or entity claiming through it from in any manner

the Applicant will move the Court for **ORDERS THAT:-**

at 9 O'clock in the forenoon or as soon thereafter as the matter may be reached as counsel for **TAKE NOTICE** that this Honourable Court shall be moved on _____ day of _____, 2022

Rule 1 of the Civil Procedure Rules and all other enabling provisions of the law
 (Under Section 1A, 1B, 3A and 63(e) of the Civil Procedure Act, Order 40 Rule 1, Order 51

NOTICE OF MOTION

MOMBASA PARENTS CLUB.....RESPONDENT

=VERSUS=

AHMED ALI TWAHIR.....APPLICANT



REPUBLIC OF KENYA
 IN THE CHIEF MAGISTRATE'S COURT
 AT MOMBASA
 CIVIL CASE NO. _____ OF 2022

conducting, taking part or undertaking an Annual General Meeting (AGM) on 2nd April, 2022.

d) The matter be referred to arbitration.

e) Costs of the application be in the cause.

WHICH APPLICATION is grounded on the general grounds set hereunder and the affidavit of

AHMED ALI TWAHIR and on such other grounds to be adduced at the hearing hereof:

1. The Applicant is one of the parents at Nyali School which is owned and managed by the Respondent herein.

2. The Respondent has called for an Annual General Meeting (AGM) on 2nd April, 2022 wherein among other things to be done is elections of new officials and adoption of annual accounts for the years 2019, 2020 and 2021.

3. The Applicant has raised issues regarding the elections and accounts but the same have not been addressed and if the meeting is allowed to proceed, the issues raised by the Applicant may never be addressed after all.

4. It is on this ground that the Applicant has moved the court to stop the said Annual General Meeting (AGM) pending the Respondent's address of the issues raised by the Applicant as well as referring the matter for arbitration.

5. The Applicant desires to have all the issues he has raised addressed prior to the AGM thus the urgency.

6. It is thus in the interest of justice if the application is allowed to enable the issues raised be addressed.

DATED at MOMBASA this 30th day of March, 2022

KIRUI KAMWIBUA & COMPANY
ADVOCATES FOR THE APPLICANT

DRAWN AND FILED BY: -

KIRUI KAMWIBUA & COMPANY
ADVOCATES,

RALLI HOUSE, 1ST FLOOR,

P.O. BOX 264-80100,

MOMBASA. Email: kiruiadvocate2020@gmail.com
Tel +254 727 780 291/ +254 724 264 579

TO BE SERVED UPON:-
MOMBASA PARENTS CLUB,
P.O. BOX 81050 - 80100
MOMBASA.

NB "If any party served does not appear at the time and place above mentioned such orders will be made and proceedings granted as the Court may deem just and expedient"

CIVIL CASE NO. OF 2022

AT MOMBASA

IN THE CHIEF MAGISTRATE'S COURT
REPUBLIC OF KENYA



AHMED ALI TWAHIR.....APPLICANT

=VERSUS=

MOMBASA PARENTS CLUB.....RESPONDENT

SUPPORTING AFFIDAVIT

I, AHMED ALI TWAHIR a resident of Mombasa in the Republic of Kenya and of Post Office Box Number 42817-80100, Mombasa make oath and state as follows:

1. THAT I am the Applicant herein fully conversant with the matters in issue hence competent to swear this affidavit in support of the Notice of Motion application herein.

2. THAT I aver that I am one of the parents at Nyali School and which school is owned and managed by the Respondent herein.

3. THAT I know from my own knowledge that an Annual General Meeting (AGM) for the school had been called for 19th March, 2022 where I am other issues to be considered was election of officials and members of the Board of Management. *A true copy of the notice calling for the meeting is contained at page 1 of the Applicant's bundle of documents.*

4. THAT I am aware that the meeting did not proceed as the same was postponed to 2nd April, 2022.

5. THAT prior to the initial AGM, one of the parent had requested to be allowed to participate in the scheduled elections as an observer but the same was not granted despite the Respondent's constitution providing for the same. *True copies of correspondences*

and an extract of the Respondent's constitution is contained at pages 2 – 10 of the

Applicant's bundle of documents.

6. **THAT** considering that the agenda of the meeting has already been set, most of the issues to be dealt with may never be adequately considered and therefore it is incumbent that the meeting be halted pending the considerations of the issues I do have as a parent.

7. **THAT** other than the issue of elections, there are several issues on accountability of funds by the current board, the suitability of the current election board to oversee the intended elections, the suitability of the current treasurer to continue holding his position in the school and the sudden inflation of certain entries in the books of account.

8. **THAT** I am aware that the Respondent undertook a project to construct a secondary school in Mavuni. Despite funds having been spent on the said construction, there has neither been an account on how the funds were spent nor the project being completed. The said project has now stalled. *True copies of photographs are contained at pages 11 – 13 of the Applicant's bundle of documents.*

9. **THAT** there have been sudden and unexplained material increase on costs of certain items in 2021 as compared to 2020 as can be gleaned from the Respondent's financial statement. For instance, printing and stationeries rose from Kshs. 1,510,583/= to Kshs. 7,600,912/=, fuels and oils jumped from Kshs. 1,705,887/= to Kshs. 5,724,630/=, motor vehicle repairs, maintenance and licences ballooned from Kshs. 836,694 to Kshs. 4,282,444/=, food jumped from Kshs. 3,276,582/= to Kshs. 9,911,214/= while events increased from Kshs. 11,065 to Kshs. 107,496/=. All this was in a span of one year. *A true copy of the statement is contained at page 14 of the Applicant's bundle.*

10. **THAT** further to paragraph 9 above, these are issues that cannot be resolved in an AGM and thus it is only fair that the issues raised be dealt with before the AGM for the reason that the AGM will only adopt the accounts without much scrutiny.

11. **THAT** it has equally been noted that the current treasurer Mr. Michael Simiyu Wangamati is conflicted in his duties since despite being the Respondent's school

treasurer, he is running another school by the name Paramount Educational Services Limited. Considering the accountability queries raised above, it is imperative that this issue be considered before the AGM. *A true copy of form CRI is contained at page 15 of the Applicant's bundle.*

12. **THAT** I am advised by Counsel which advice I verily believe to be true that the Respondent's constitution allows for arbitration whenever there is a difference between the club and any of its members and thus considering the issues raised in the preceding paragraphs, it is incumbent that the AGM be stayed pending reference of the dispute to arbitration. *A true extract of the Constitution is contained at pages 16 -17 of the Applicant's bundle.*

13. **THAT** I aver that if the orders sought are not granted, the issues identified are at the risk of not being addressed and we end up going into an election which may not be agreeable to majority of the members.

14. **THAT** there is no prejudice that the Respondent stands to suffer if the application is allowed as it will allow it to resolve the issues pointed out.

15. **THAT** it is now shown to me a bundle of exhibits paginated 1 - 17 and marked as exhibit "AAT" which I wish the Honourable Court to rely on.

16. **THAT** for the interest of justice and fairness, I pray that this application be allowed as prayed.

17. **THAT** I aver that all that I have deponed to hereinabove is true and correct to the best of my own knowledge and belief save for information whose sources I have expressly disclosed.

The Mombasa Parents Club



2nd February, 2022

**ALL MEMBERS
MOMBASA PARENTS CLUB
P.O BOX 81050 81000
MOMBASA**

RE: NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY given pursuant to Article 41 of the Club Constitution that the business to be transacted at the ANNUAL GENERAL MEETING of the Club to be convened at 9.00 a.m at the school premises on Saturday 19th March 2022 will be as set out in the subjoined AGENDA.

AGENDA

1. The Secretary to read the Notice convening the meeting.

2. Confirmation of the minutes of the previous Annual General Meeting held on 18th May, 2019 and the Special General Meeting held on 23rd November, 2019.

3. To receive and adopt the Club Chairman's Report.

4. To receive a report on the proposed Junior High School

5. Adoption of Annual Accounts and Financial Statements for the Financial Years ended 31st December 2019 and 31st December 2020.

6. Adoption of Annual Accounts, Financial Statements for the Financial Year ended 31st December 2021 and the Annual Budget.

7. Appointment of the Club's Auditors for the next financial year.

8. Election of the Chairman, Vice Chairman, Hon Secretary, Hon Treasurer, Education Secretary, Club Affairs Secretary and seven (7) Members of the Board of Management.

9. Any other business notice of which has been given to the Club Secretary at least seven days in advance of the Annual General Meeting.

10. Any other business with the approval of the Club Chairman.

BY ORDER OF THE BOARD OF MANAGEMENT

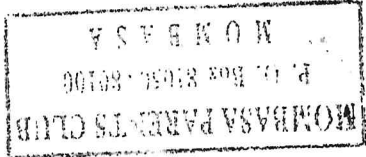
[Signature]

**PAUL MUNYAO
CLUB SECRETARY**

DATE: 2nd February 2022

This is the exhibit marked "A-1" referred to the annexed affidavit/declaration of **PAUL MUNYAO** sworn/declared before me this **1st March 2022** day of **March 2022** at **Nyali** Commissioner for oaths

Received
12/3/22
AD



ALYA KHALIL
[Signature]

PLEASE TREAT THIS AS AN URGENT REQUEST WITH KIND REGARDS

We kindly request to you to allow us to participate in the election process to be held on the 19th March 2022.
We have chosen 4 (four) members who will be available on Wednesday the 16th of March 2022 to start the verification process of the nomination papers. The names will be avail to you upon your acceptance.
Kindly let me know by the 15th of March 2022 if this request will be granted.

RE: REQUEST FOR ELECTION OBSERVERS

Dear Sir,

The Club Secretary
(PAUL MUNYAO)
Mombasa Parents Club,
P.O BOX 81050
MOMBASA

Date: 12th March 2022

ALYA KHALIL
MOBILE NO. 0727 503 770
EMAIL: alyakhalil00@gmail.com
[Signature]

Reference is made to the above subject Matter and the Annual General Meeting (AGM) notice dated 21st February, 2022 from the Club Secretary (Copy attached).

The Mombasa Parents Club which owns and operates the Nyalii Primary School located along Links road in Nyalii sub-county has been experiencing turbulence times in the recent past with Members of the club accusing the management of poorly running the school and of being corrupt. Since 2019, the club has not conducted its Annual General Meeting (AGM) to elect its new leaders due to COVID-19 Restrictions.

However, now that most of the restrictions have been eased, the Club has organized for an AGM on the 19th March, 2022 with Election of new members of the Board of Management being one of the Agenda.

However, we the undersigned (among us having shown interests in the Elective positions) have fears that the elections may be manipulated in favor of the candidates preferred by the current Board of Management. Additionally, the members of the current Board of Election are unknown to most members of the club except for the chairperson.

RE: PRESIDING OVER CLUB'S ELECTION - MOMBASA PARENTS CLUB

Dear Sir / Madam,

MOMBASA

P.O. Box 87362 - 80100

Independent Electoral and Boundaries Commission

The Regional Elections Coordinator

Date: 16th March, 2022

Mombasa

P.O. Box 81050 - 80100

Mombasa Parents Club

Mr. Hussein Shariff

9717
661126
ATTACHED

Devised
17/3/2022

Received
16-03-22

5

Considering that in the past, your office has offered its officers to preside over mock election of leaders of our kids in the school, we kindly request that you now extend your assistance to preside over the upcoming Elections of the board of Management Scheduled for Saturday, 19th March, 2022 at the Nyalali Primary School Premises starting at 9am.

Looking forward to your positive response.

Yours Faithfully,

Mr. Hussein Shariff

~~FOR: THE UNDERSIGNED MEMBERS~~

CC: Chairperson - Mombasa Parents Club Election Board

Secretary - Mombasa Parents Club

Trustees - Mombasa Parents Club

Mr. Khalef Khalifa

Director - Muslims for Human Rights

- List of the undersigned Nominees:
1. Ali Mohamed Salim
 2. Dr. Jean Uzel
 3. Dr. Kerich Mary
 4. Michael Mbindyo Munywoki
 5. Ahmed Ali Twahir
 6. Dominic Muanje
 7. Joe Murhvi
 8. Ali Abdulsamad

THE MOMBASA PARENTS CLUB

CONSTITUTION

OUTLINE

1.	Constitution	PART I	-
2.	Name		
3.	Objects		
4.	Interpretation		
		PART II	-
5.	Qualification for Membership		
6.	Admission of Members		
7.	Proposal of Candidates		
8.	Inaccuracies in Nominations		
9.	Notice to Elected Members		
10.	Taking up		
11.	Responsibility of Introducing a Member		
12.	Members not to make profit out of Club		
13.	Members' addresses		
14.	Membership Fee and Subscription		
15.	Date when Subscriptions due		
16.	Members in Arrears		
17.	Associate Membership		
18.	Honorary Membership		
19.	Privileges		
20.	Resignation of Members		
21.	Members Register		
22.	Disciplinary Committee		

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23. Club Management	
24. Duties of Office Bearers	
25. Election of Committee Members	
26. Method of Election	
27. Ceasure to holding office as a	Committee Member
28. Vacancies on the Committee	
29. Failure to take up Position	
30. Financial Powers of the Committee	
31. Donations	
32. Quorum at Committee Meetings	
33. Meetings of Committee	
34. Education Sub-Committee	
35. Sub-Committee	
36. Abuse of Office	
37. Borrowing Powers	
38. Annual General Meeting	
39. Voting at Annual General Meeting	
40. Agenda at Annual General Meeting	
41. Notice of Business	
42. Special General Meeting	
43. Minutes	
44. Amendments to Constitution	
45. Arbitration	
46. Trustees	
47. Income from Property	
48. Custody of Common Seal	
FINANCE	
49. Club Account	
50. Development Fund Account	
PRIMARY SCHOOL	
51. Primary	

PART V -

PART IV -

PART III -

MANAGEMENT

7

8

(e) Members vying for election to the Management Committee must be fully paid up members of the Club and must not at the time of elections be in arrears of annual subscriptions, fees or any other dues payable to the Club.

(f) Candidates for the post of Chairman must have been members of the Club for a minimum period of three (3) years.

(g) Candidates for posts of members of the Managements Committee must have been members of the Club for a minimum period of two (2) years.

26 (a) Elections shall be by secret ballot and shall take place at the Annual General Meeting for which the required notice shall be given.

(b) Any member can nominate the maximum number of persons required to be elected. Nominations must be made in writing in a prescribed form. All nomination papers must be signed by the nominating member and must be dropped in a locked nomination box to be provided by the Club at least fourteen (14) days before the election date.

Method of Election:

(F) Election shall be by a simple majority and the names of those elected shall be announced publicly by the Chairman of the Elections Board in the Annual General Meeting.

(e) The names of those who have received at least five nominations and who fulfill the qualifications shall be arranged in alphabetical order and duplicated on a voting paper. Each member shall then be entitled to vote for as many members as the number required to be elected.

(d) The nomination of members of the Elections Board shall be conducted in the Annual General Meeting where no Club Elections are in the Agenda.

(c) There shall be an Elections Board consisting of the Chairman and six (6) members who shall be nominated by the members in the Annual General Meeting. The Elections Board shall serve for a single term of four (4) years. The Elections Board shall be responsible for conducting the Club elections as per provisions of this Constitution and other Rules and by-laws which may be made thereunder.

9

(g) The members present at the Annual General Meeting shall appoint from among them at least seven scrutineers who shall assist the Elections Board of the Elections Board, his members and the scrutineers shall have a right to vote like any other member.

27. A Committee Member shall cease to hold office as such if he:

(a) resigns from his office by notice in writing to the Secretary.

(b) fails to attend 3 consecutive meetings unless satisfactory reason(s) for absence is given.

(c) becomes bankrupt or makes any arrangement or composition with his creditors generally.

(d) becomes of unsound mind.

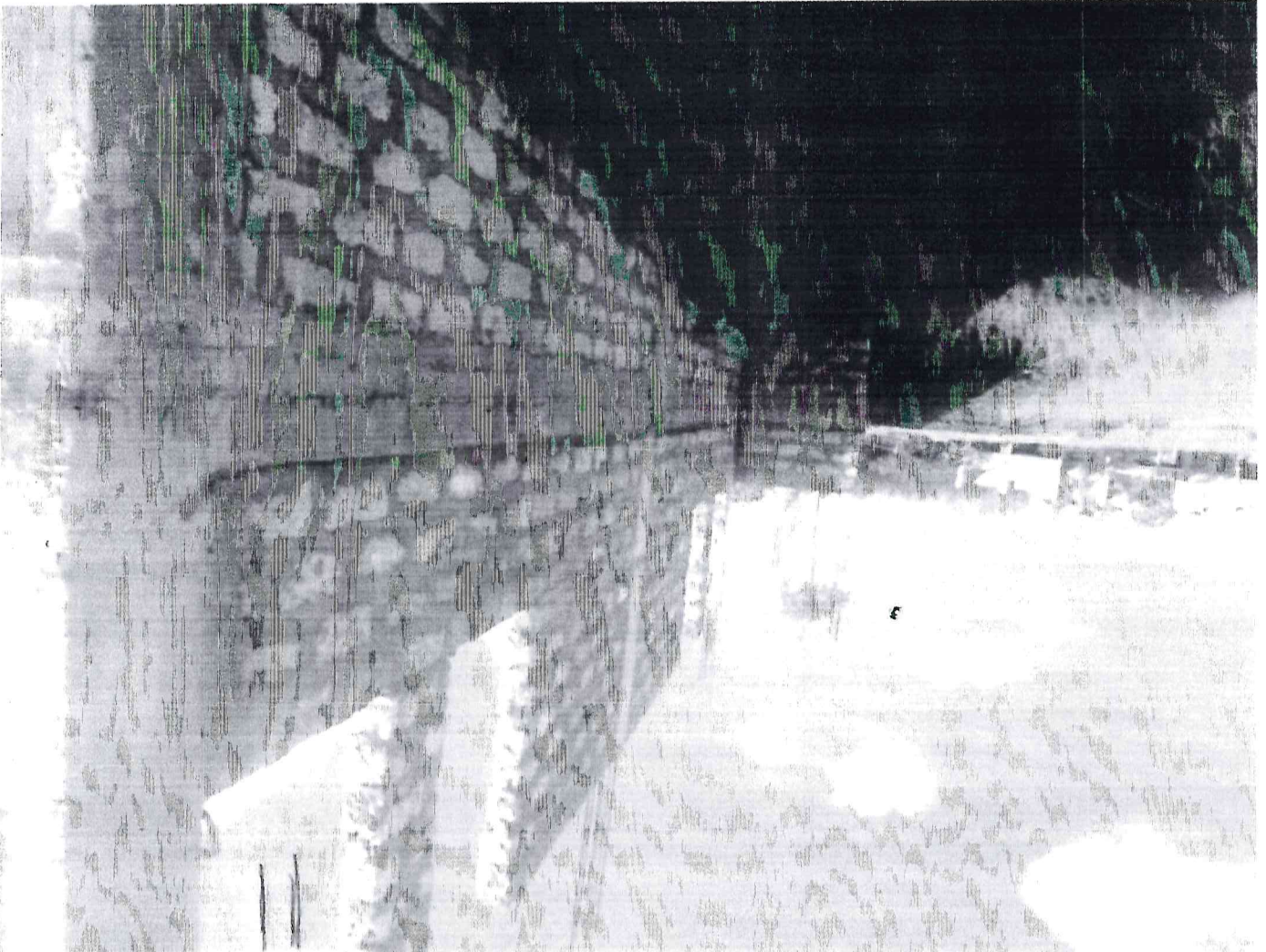
(e) is found guilty of abuse of office

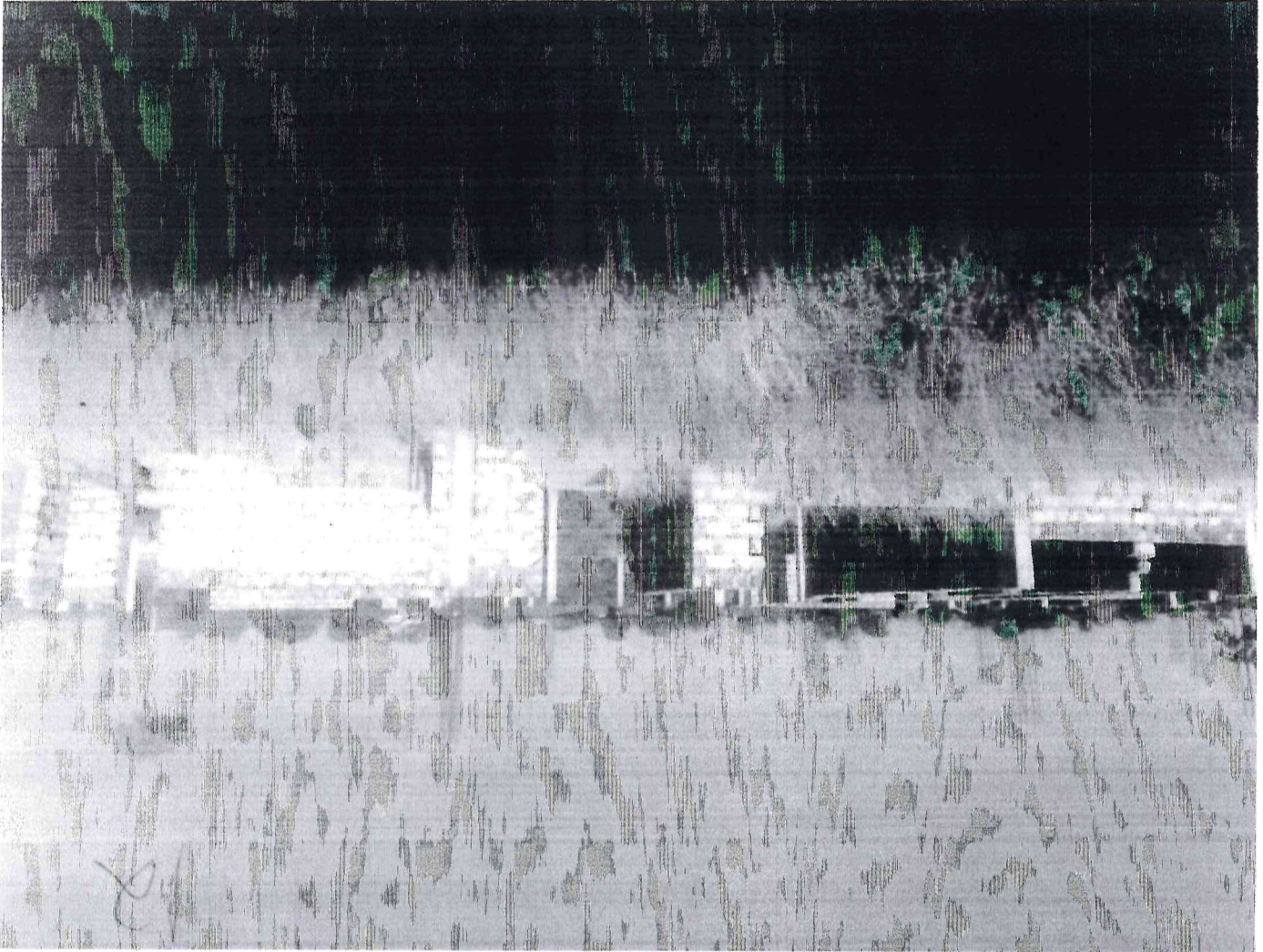
(f) is requested to do so in writing by a majority of his fellow Committee Members.

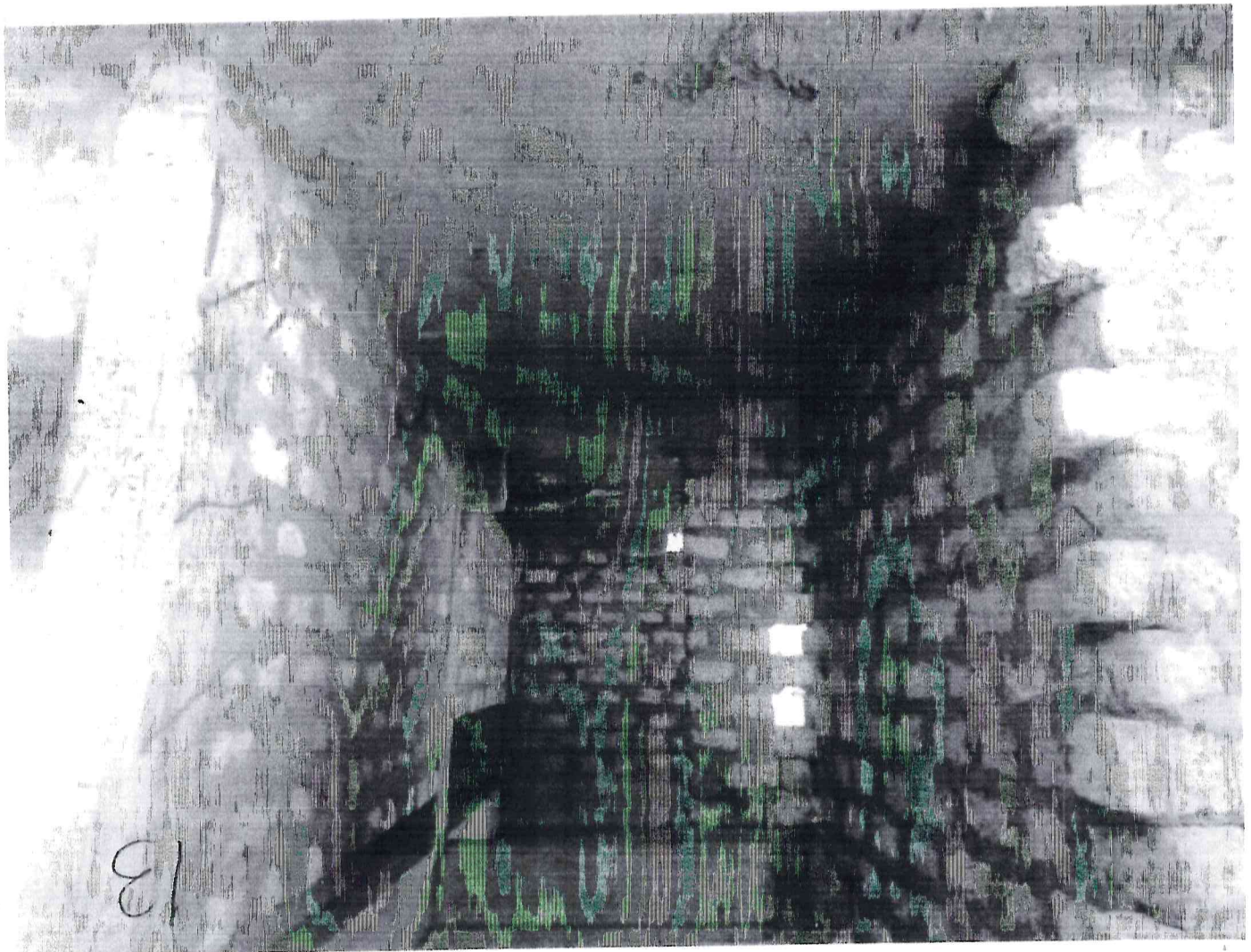
(g) is convicted of a criminal offence under the penal code by a court of law.

Ceaseure to holding office as a Committee Member:

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**The Mombasa Parents Club
Annual Report and Financial Statements
For the year ended 31st December 2021**

NOTES (CONTINUED)

	2021	2020
	KShs	KShs
7. Cash and cash equivalents		
Bank balances	41,633,904	5,259,902
Cash balances	109,228	40,000
For the purpose of cash flow statement, the year end cash and cash equivalents comprise the following Cash and bank balances as above.	<u>41,743,132</u>	<u>5,299,902</u>
8. Trade and other receivables		
Amounts falling due within one year:-		
Trade receivables	25,237,201	15,179,237
Other receivables	4,747,209	3,901,229
9. Inventories		
As at 31 December	1,004,889	1,119,519
	<u>1,004,889</u>	<u>1,119,519</u>
10. Trade and other payables		
Amounts falling due within one year:-		
Pre-paid school fees	10,498,210	8,990,173
Other payables and accrued charges	1,362,493	3,732,132
	<u>11,860,703</u>	<u>12,722,305</u>
11. Income		
School income	146,687,332	42,232,344
Transport income	20,088,094	5,468,165
Cafeteria income	15,689,914	5,776,113
Covid-19 cushion fund	-	3,636,500
	<u>182,465,340</u>	<u>57,113,122</u>
12. Other income		
Gain on disposal	280,638	2,991,981
Miscellaneous income	-	126,771
	<u>280,638</u>	<u>3,118,752</u>
13. Direct costs		
Educational materials and textbooks	3,486,125	2,183,724
Printing and stationeries	7,600,912	1,510,583
Prize giving	1,385,075	1,176,000
Pool chemicals	669,749	89,730
Sports, swimming and events	1,755,824	1,535,125
Social functions	863,301	243,500
Maiveni water costs	15,316	8,465
Training and workshops	180,423	198,127
Fuel and oils	5,724,630	1,705,887
MV repairs, maintenance and licences	4,282,444	836,694
Insurance	1,151,232	785,293
Hire charges	144,728	29,500
Food	9,911,214	3,276,582
Gas and charcoal	419,350	180,150
Cutlery and crockery	233,705	95,630
Events	107,496	11,065
	<u>37,931,525</u>	<u>13,866,055</u>

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Application to register company limited by shares

MEMORANDUM OF ASSOCIATION

The name of the company is PARADIGM EDUCATIONAL SERVICES LIMITED

The company is -

(a) A private company; or

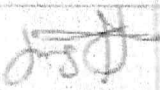

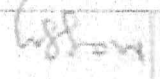
(b) The company is -

(a) Will adopt the model articles of association appropriate to the company; or

If the company has prepared its own articles or articles to supplement or modify the model articles, those articles have been printed, dated and signed by the applicants and are attached to this application

The registered office of the company will be located at PLOT NO. XH1456, KENYATTA AVENUE, MOMBASA, P.O. BOX 9025 - 80200, MOMBASA.

The following are the details of the first directors, secretary and authorized signatory of the company:-

Name	Address	Identity Card or Passport Number	Nationality	Tel No. and email Address	Consent to act as Director/Secretary
1. JOSHUA ANYANGU AKALI	P. O. BOX 9025 - 80200 MOMBASA	5332240	KENYAN	+25472990917 joshuaanyangu@gmail.com	Director 
2. MICHAEL SIMIU WAKAMATI	P. O. BOX 9025 - 80200 MOMBASA	11454848	KENYAN	+25473364338 simiuwakamati@gmail.com	Director 
3. MARGARET NYANGUKA ANGOLO	P. O. BOX 9025 - 80200 MOMBASA	0300584	KENYAN	+254720219852 margaretkka@gmail.com	Director 

* Add working country and place and date of issue of passport number as provided in each case of national ID/KRA-IPN and passport size photographs

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46(a) All land, buildings and other immovable property and all investments and securities which shall be acquired by the club shall be vested in the names of not less than three (3) trustees who shall be members of the club and shall be appointed at an Annual General Meeting for a period of four years. On retirement such trustees shall be invited to serve for a further period

Trustees:

the Law Society of Kenya.
parties in difference and the third by whom shall be appointed by each of the decision of three arbitrators, one of agree upon a single arbitrator to the parties in difference or if they cannot arbitrator to be appointed by the be referred to the decision of an the club, every such difference shall to the premises or to any affairs of or alleged breach or otherwise relating any claim on account of any such breach alleged breach of the provisions, or constitution or touching any breach or breach of the provisions of this in pursuance of this constitution, or thereafter done, executed, or suffered rules or touching anything then or consequences of this constitution, or this constitution or the incidents, or other hand, touching the true intent of administrators, or assigns, on the

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REPUBLIC OF KENYA
IN THE CHIEF MAGISTRATE'S COURT
AT MOMBASA
CIVIL CASE NO. OF 2022



AHMED ALI TWAHIR.....APPLICANT
=VERSUS=
MOMBASA PARENTS CLUB.....RESPONDENT

PLAINT
(FAST TRACK)

1. The Plaintiff is an adult person of sound mind, a resident of Nyali, Mombasa County within the Republic of Kenya whose address for purposes of the suit is care of KIRUI KAMWIBUA ADVOCATES, RALLI HOUSE, 1ST FLOOR, P.O BOX 264 – 80100, MOMBASA. Email Address: kiruiadvocate2020@gmail.com. Phone No.: 0727 780 281.

2. The Defendant is a club registered as such operating male within Mombasa County and elsewhere within the Republic of Kenya. (Service of summons herein shall be effected through the Plaintiff's Advocates offices).

3. The Plaintiff avers that at all material times herein, he is a bonafide parent at Nyali School and which school is owned and operated by the Defendant herein.

4. The Plaintiff avers that the school has not had its Annual General Meeting (hereinafter AGM) since 2019 as the same was interrupted by the Covid-19 pandemic.

5. The Plaintiff states that during the years the AGM has not been conducted, a lot of misappropriation of funds and other vices has occurred in the school and despite having raised them the same have not been addressed to date.

6. The Plaintiff states that on 21st February, 2022, an AGM was called for 19th March, 2022 but the same was later postponed to 2nd April, 2022.

7. Considering that there are many issues touching on the misappropriation of funds among other vices, it is incumbent that the intended AGM be stopped pending the resolution of the issues on among others accounts.

8. The Plaintiff reasonably apprehends that the Defendant, its employees, agents, servants or other people claiming through it are likely to go ahead with the planned AGM before the issues raised by parents among them the Plaintiff unless restraining orders are made and/or issued by the Honourable Court directed at the Defendant stopping it, its agents, employees and or servants or any other person or entity claiming through it from in any manner conducting, participating in or in any other manner having an AGM.

9. The Plaintiff avers that there is no other suit pending and that there have been no previous proceedings in any Court between the Plaintiff and the Defendant over the same subject matter.

10. The cause of action arose within the jurisdiction of this Honourable Court.

REASONS WHEREFORE, the Plaintiff prays for judgment against the Defendant for:-

a) An order that an audit be carried out on the accounts of Nyali School by an audit firm agreed by the parents.

b) An Order of Permanent Injunction do issue restraining the Defendant by itself, its servants, workmen, agents, heirs and/or successors, personal representatives and/or assigns or otherwise howsoever from in any way conducting or carrying out an Annual General Meeting (AGM) relating to Nyali School.

c) Costs of the suit.

d) Any other relief the Court deems fit to grant.

DATED at **MOMBASA** this 30th day of March, 2022

KIRUI KAMWIBUA & COMPANY
ADVOCATES FOR THE PLAINTIFF

DRAWN & FILED BY:-

KIRUI KAMWIBUA & COMPANY

ADVOCATES,

RALPH HOUSE, 1ST FLOOR, NYERERE AVENUE,

P. O. BOX 264 – 80100,

MOMBASA.

Email: kiruiadvocate2020@gmail.com

TO BE SERVED UPON:-

MOMBASA PARENTS CLUB,

P. O. BOX 81050 - 80100

MOMBASA.

REPUBLIC OF KENYA
IN THE CHIEF MAGISTRATE'S COURT
AT MOMBASA
CIVIL CASE NO. _____ OF 2022



APPLICANT

=VERSUS=

MOMBASA PARENTS CLUB.....RESPONDENT

AHMED ALI TWAHIR.....

VERIFYING AFFIDAVIT

I, AHMED ALI TWAHIR of Post Office Number 42817-80100 Mombasa, do hereby swear an oath and state as follows:-

1. THAT I am the Plaintiff herein conversant with the matters in controversy and competent to make and swear this Affidavit.

2. THAT I have read and understood the Plaintiff herein and I am able to verify the correctness of the averments contained in the Plaintiff.

3. THAT I do hereby verify the averments contained in the said Plaintiff to be true and correct.

SWORN at Mombasa by the said

AHMED ALI TWAHIR

This 30th day of March, 2022

BEFORE ME



COMMISSIONER FOR OATHS

DEPONENT

[Handwritten signature]

REPUBLIC OF KENYA
IN THE CHIEF MAGISTRATE'S COURT
AT MOMBASA
CIVIL CASE NO. OF 2022



APPLICANT

=VERSUS=

.....RESPONDENT

PLAINTIFF'S LIST OF WITNESSES

1. Ahmed Ali Twahir.
2. Any other relevant witness with leave of court.

DATED at MOMBASA this 30th day of March, 2022

KIRUI KAMWIBUA & COMPANY
ADVOCATES FOR THE PLAINTIFF

DRAWN & FILED BY:-

KIRUI KAMWIBUA & COMPANY

ADVOCATES,

RALLI HOUSE, 1ST FLOOR, NYERERE AVENUE,

P. O. BOX 264 - 80100

MOMBASA

Email: kiruiadvocate2020@gmail.com

TO BE SERVED UPON:-

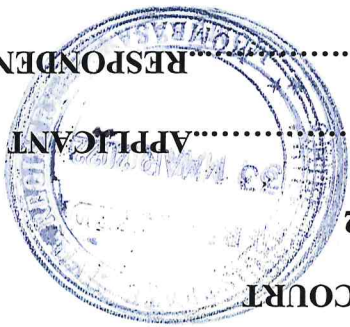
MOMBASA PARENTS CLUB,

P. O. BOX 81050 - 80100

MOMBASA.

REPUBLIC OF KENYA

IN THE CHIEF MAGISTRATE'S COURT
AT MOMBASA
CIVIL CASE NO. OF 2022



APPLICANT

=VERSUS=

RESPONDENT

AHMED ALI TWAHIR

MOMBASA PARENTS CLUB

PLAINTIFF'S WITNESS STATEMENT

I, AHMED ALI TWAHIR, a resident of Nyali and of Post Office Box Number 42817-80100, Mombasa do state as follows:

1. That I am the Plaintiff herein conversant with the matters in dispute.

2. I aver that I am one of the parents at Nyali School and which school is owned and managed by the Respondent herein.

3. I know from my own knowledge that an Annual General Meeting (AGM) for the school had been called for 19th March, 2022 where I am other issues to be considered was election of officials and members of the Board of Management. A true copy of the notice calling for the meeting is contained at page 1 of the Applicant's bundle of documents.

4. I am aware that the meeting did not proceed as the same was postponed to 2nd April, 2022.

5. Prior to the initial AGM, one of the parent had requested to be allowed to participate in the scheduled elections as an observer but the same was not granted despite the Respondent's constitution providing for the same. True copies of correspondences and an extract of the Respondent's constitution is contained at pages 2 – 10 of the Applicant's bundle of documents.

6. Considering that the agenda of the meeting has already been set, most of the issues to be dealt with may never be adequately considered and therefore it is incumbent that the meeting be halted pending the considerations of the issues I do have as a parent.

7. Other than the issue of elections, there are several issues on accountability of funds by the current board, the suitability of the current election board to oversee the intended

- elections, the suitability of the current treasurer to continue holding his position in the school and the sudden inflation of certain entries in the books of account.
8. I am aware that the Respondent undertook a project to construct a secondary school in Mavueni. Despite funds having been spent on the said construction, there has neither been an account on how the funds were spent nor the project being completed. The said project has now stalled. *True copies of photographs are contained at pages 11 – 13 of the Applicant's bundle of documents.*
9. There have been sudden and unexplained material increase on costs of certain items in 2021 as compared to 2020 as can be gleaned from the Respondent's financial statement. For instance, printing and stationeries rose from Kshs. 1,510,583/= to Kshs. 7,600,912/=, fuels and oils jumped from Kshs. 1,705,887/= to Kshs. 5,724,630/=, motor vehicle repairs, maintenance and licences ballooned from Kshs. 836,694 to Kshs. 4,282,444/=, food jumped from Kshs. 3,276,582/= to Kshs. 9,911,214/= while events increased from Kshs. 11,065 to Kshs. 107,496/=. All this was in a span of one year. *A true copy of the statement is contained at page 14 of the Applicant's bundle.*
10. Further to paragraph 9 above, these are issues that cannot be resolved in an AGM and thus it is only fair that the issues raised be dealt with before the AGM for the reason that the AGM will only adopt the accounts without much scrutiny.
11. It has equally been noted that the current treasurer Mr. Michael Simiyu Wangamati is conflicted in his duties since despite being the Respondent's school treasurer, he is running another school by the name Paramount Educational Services Limited. Considering the accountability queries raised above, it is imperative that this issue be considered before the AGM. *A true copy of form CRI is contained at page 15 of the Applicant's bundle.*
12. I know that the Defendant's constitution allows for arbitration whenever there is a difference between the club and any of its members and thus considering the issues raised in the preceding paragraphs, it is incumbent that the AGM be stayed pending reference of the dispute to arbitration. *A true extract of the Constitution is contained at pages 16 -17 of the Applicant's bundle.*

13. I do state that if the orders sought are not granted, the issues identified are at the risk of not being addressed and we end up going into an election which may not be agreeable to majority of the members.

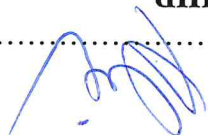
14. It is on this ground that I have moved the Honourable Court for Orders on the face of the plaint.

15. That I hereby produce the documents paginated 1-17 in the Plaintiff's List & Bundle of Documents dated 20th January, 2022 as exhibits collectively marked Plaintiff Exhibit "A."

16. I reiterate my prayers in the Plaint.

That is all I have to say.

Dated at Mombasa this 30th day of March, 2022.



SIGNED BY

AHMED ALI TWAHIR

REPUBLIC OF KENYA
IN THE CHIEF MAGISTRATE'S COURT
AT MOMBASA
CIVIL CASE NO. _____
OF 2022

AHMED ALI TWAHIR.....APPLICANT

=VERSUS=

MOMBASA PARENTS CLUB.....RESPONDENT

PLAINTIFF'S LIST OF DOCUMENTS

1. Copy of notice dated 21st February, 2022.
2. Copy of letter dated 12th March, 2022.
3. Copy of letter dated 14th March, 2022.
4. Copy of letter dated 16th March, 2022.
5. Copy of the extract of the Defendant's constitution.
6. Copies of photographs.
7. Copy of financial statement extract.
8. Copy of memorandum of association.
9. Any other relevant document with leave of court.

DATED at MOMBASA this 30th day of March, 2022

KIRUI KAMWIBUA & COMPANY
ADVOCATES FOR THE PLAINTIFF

DRAWN & FILED BY:-

KIRUI KAMWIBUA & COMPANY

ADVOCATES,

RALLI HOUSE, 1ST FLOOR, NYERERE AVENUE,

P. O. BOX 264 - 80100,

MOMBASA.

Email: kiruiadvocate2020@gmail.com

TO BE SERVED UPON:-

MOMBASA PARENTS CLUB,

P. O. BOX 81050 - 80100

MOMBASA.

NYALI PRIMARY SCHOOL & KINDERGARTEN
 Links Road - Nyali
 P. O. Box 81050,
 Mombasa,
 Tel: 041-471120, Fax: 041-475632

The Mombasa Parents Club



21st February, 2022

**ALL MEMBERS
 MOMBASA PARENTS CLUB
 P.O BOX 81050 80100
 MOMBASA.**

RE: NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY given pursuant to Article 41 of the Club Constitution that the business to be transacted at the **ANNUAL GENERAL MEETING** of the Club to be convened at 9.00 a.m at the school premises on Saturday 19th March 2022 will be as set out in the subjoined **AGENDA**.

AGENDA

1. The Secretary to read the Notice convening the meeting.
2. Confirmation of the minutes of the previous Annual General Meeting held on 18th May, 2019 and the Special General Meeting held on 23rd November, 2019.
3. To receive and adopt the Club Chairman's Report.
4. To receive a report on the proposed Junior High School
5. Adoption of Annual Accounts and Financial Statements for the Financial Years ended 31st December 2019 and 31st December 2020.
6. Adoption of Annual Accounts, Financial Statements for the Financial Year ended 31st December 2021 and the Annual Budget.
7. Appointment of the Club's Auditors for the next financial year.
8. Election of the Chairman, Vice Chairman, Hon Secretary, Hon Treasurer, Education Secretary, Club Affairs Secretary and seven (7) Members of the Board of Management.
9. Any other business notice of which has been given to the Club Secretary at least seven days in advance of the Annual General Meeting.
10. Any other business with the approval of the Club Chairman.

BY ORDER OF THE BOARD OF MANAGEMENT

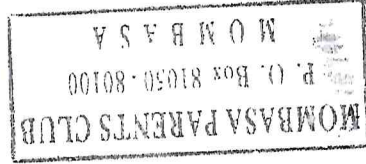
[Signature]

**PAUL MUNYAO
 CLUB SECRETARY**

DATE: 21st February 2022

This is the exhibit marked "AA" referred to the annexed affidavit/declaration of **AMED ALI TWINE** sworn/declared before me this 21st day of March 2022 at Mombasa
 Commissioner for oaths

Received
12/3/22
Aly Khalil



ALYA KHALIL

PLEASE TREAT THIS AS AN URGENT REQUEST WITH KIND REGARDS

We kindly request to you to allow us to participate in the election process to be held on the 19th March 2022.
We have chosen 4 (four) members who will be available on Wednesday the 16th of March 2022 to start the verification process of the nomination papers. The names will be avail to you upon your acceptance.
Kindly let me know by the 15th of March 2022 if this request will be granted.

RE: REQUEST FOR ELECTION OBSERVERS

Dear Sir,

The Club Secretary
(PAUL MUNYAO)
Mombasa Parents Club,
P.O BOX 81050
MOMBASA

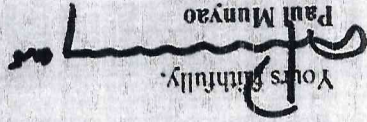
Date: 12th March 2022

ALYA KHALIL
MOBILE No. 0727 503 770
EMAIL: alyakhalil00@gmail.com

Owned by the Mombasa Parents Club

Cc: Chairman
Board of Management
Mombasa Parents Club

Hon. Secretary
Board of Management
Mombasa Parents Club
Paul Munyao

Yours faithfully,


With regards

Please note that the sitting Board of the Management does not conduct the elections of Club Officials. I am therefore not in a position to meet you to discuss aspects of the Club elections process. I advise that you address your request to the Club Elections Board. The request may be submitted to the school for onward transmission to the Chair of the Elections Board.

I acknowledge receipt of your letter dated 12th March 2022 whose contents I have noted

The above matter refers.

RE: REQUEST FOR ELECTION OBSERVERS

Dear Aya Khalil

Email: aya.khalil@gmail.com

Mombasa.

Tel: 0727503770

Aya Khalil

Our ref: MPC/2022

The Mombasa Parents Club
Date: 14.03.2022

NYALI PRIMARY SCHOOL & KINDERGARTEN
Links Road - Nyali
P. O. Box 81050,
Mombasa,
Tel: 041-471120, Fax: 041-475632



3

However, we the undersigned (among us having shown interests in the Elective positions) have fears that the elections may be manipulated in favor of the candidates preferred by the current Board of Management. Additionally, the members of the current Board of Election are unknown to most members of the club except for the chairperson.

However, now that most of the restrictions have been eased, the Club has organized for an AGM on the 19th March, 2022 with Election of new members of the Board of Management being one of the Agenda.

The Mombasa Parents Club which owns and operates the Nyali Primary School located along Links road in Nyali sub-county has been experiencing turbulence times in the recent past with Members of the club accusing the management of poorly running the school and of being corrupt. Since 2019, the club has not conducted its Annual General Meeting (AGM) to elect its new leaders due to COVID-19 Restrictions.

Reference is made to the above subject Matter and the Annual General Meeting (AGM) notice dated 21st February, 2022 from the Club Secretary (Copy attached).

RE: PRESIDING OVER CLUB'S ELECTION – MOMBASA PARENTS CLUB

Dear Sir / Madam,

MOMBASA

P.O. Box 87362 – 80100

Independent Electoral and Boundaries Commission

The Regional Elections Coordinator

Date: 16th March, 2022

Mombasa

P.O. Box 81050 - 80100

Mombasa Parents Club

Mr. Hussein Shariff

Received
16-03-22
9717
661126
ATTACHED
Devised
17/3/2022

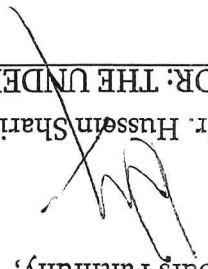
5

Considering that in the past, your office has offered its officers to preside over mock election of leaders of our kids in the school, we kindly request that you now extend your assistance to preside over the upcoming Elections of the board of Management Scheduled for Saturday, 19th March, 2022 at the Nyalı Primary School Premises starting at 9am.

Looking forward to your positive response.

Yours Faithfully,

Mr. Hussein Shariff



FOR THE UNDERSIGNED MEMBERS

CC: Chairperson - Mombasa Parents Club Election Board

Secretary – Mombasa Parents Club

Trustees – Mombasa Parents Club

Mr. Khalet Khalifa

Director – Muslims for Human Rights

List of the undersigned Nominees:

1. Ali Mohamed Salim
2. Dr. Jean Uzel
3. Dr. Kerich Mary
4. Michael Mbindyo Munywoki
5. Ahmed Ali Twahir
6. Dominic Muanje
7. Joe Muthui
8. Ali Abdulsamad

THE MOMBASA PARENTS CLUB

CONSTITUTION

OUTLINE

	PART I	-	PRELIMINARY
1.	Constitution		
2.	Name		
3.	Objects		
4.	Interpretation		
	PART II	-	MEMBERSHIP
5.	Qualification for Membership		
6.	Admission of Members		
7.	Proposal of Candidates		
8.	Inaccuracies in Nominations		
9.	Notice to Elected Members		
10.	Taking up		
11.	Responsibility of Introducing a Member		
12.	Members not to make profit out of Club		
13.	Members' addresses		
14.	Membership Fee and Subscription		
15.	Date when Subscriptions due		
16.	Members in Arrears		
17.	Associate Membership		
18.	Honorary Membership		
19.	Privileges		
20.	Resignation of Members		
21.	Members Register		
22.	Disciplinary Committee		

6

7

23. Club Management	
24. Duties of Office Bearers	
25. Election of Committee Members	
26. Method of Election	
27. Ceasure to holding office as a	Committee Member
28. Vacancies on the Committee	
29. Failure to take up Position	
30. Financial Powers of the Committee	
31. Donations	
32. Quorum at Committee Meetings	
33. Meetings of Committee	
34. Education Sub-Committee	
35. Sub-Committee	
36. Abuse of Office	
37. Borrowing Powers	
38. Annual General Meeting	
39. Voting at Annual General Meeting	
40. Agenda at Annual General Meeting	
41. Notice of Business	
42. Special General Meeting	
43. Minutes	
44. Amendments to Constitution	
45. Arbitration	
46. Trustees	
47. Income from Property	
48. Custody of Common Seal	
FINANCE	
49. Club Account	
50. Development Fund Account	
PRIMARY SCHOOL	
51. Primary	
PART III - MANAGEMENT	
PART IV -	
PART V -	

(b) Any member can nominate the maximum number of persons required to be elected. Nominations must be made in writing in a prescribed form. All nomination papers must be signed by the nominating member and must be dropped in a locked nomination box to be provided by the Club at least fourteen (14) days before the election date.

26 (a) Elections shall be by secret ballot and shall take place at the Annual General Meeting for which the required notice shall be given.

(g) Candidates for posts of members of the Managements Committee must have been members of the Club for a minimum period of two (2) years.

(f) Candidates for the post of Chairman must have been members of the Club for a minimum period of three (3) years.

(e) Members vying for election to the Management Committee must be fully paid up members of the Club and must not at the time of elections be in arrears of annual subscriptions, fees or any other dues payable to the Club.

Method of Election:

8

(f) Election shall be by a simple majority and the names of those elected shall be announced publicly by the Chairman of the Elections Board in the Annual General Meeting.

(e) The names of those who have received at least five nominations and who fulfill the qualifications shall be arranged in alphabetical order and duplicated on a voting paper. Each member shall then be entitled to vote for as many members as the number required to be elected.

(d) The nomination of members of the Elections Board shall be conducted in the Annual General Meeting where no Club Elections are in the Agenda.

(c) There shall be an Elections Board consisting of the Chairman and six (6) members who shall be nominated by the members in the Annual General Meeting. The Elections Board shall serve for a single term of four (4) years. The Elections Board shall be responsible for conducting the Club elections as per provisions of this Constitution and other Rules and by-laws which may be made thereunder.

9



(g) The members present at the Annual General Meeting shall appoint from among them at least seven scrutineers who shall assist the Elections Board to conduct the election. The Chairman of the Elections Board, his members and the scrutineers shall have a right to vote like any other member.

27. Ceasure to holding office as a Committee Member:

(a) resigns from his office by notice in writing to the Secretary.

(b) fails to attend 3 consecutive meetings unless satisfactory reason(s) for absence is given.

(c) becomes bankrupt or makes any arrangement or composition with his creditors generally.

(d) becomes of unsound mind.

(e) is found guilty of abuse of office

(f) is requested to do so in writing by a majority of his fellow Committee Members.

(g) is convicted of a criminal offence under the penal code by a court of law.

10





**The Mombasa Parents Club
Annual Report and Financial Statements
For the year ended 31st December 2021**

NOTES (CONTINUED)

	2021	2020
	KShs	KShs
7. Cash and cash equivalents		
Bank balances	41,633,904	5,259,902
Cash balances	109,228	40,000
For the purpose of cash flow statement, the year end cash and cash equivalents comprise the following Cash and bank balances as above.	<u>41,743,132</u>	<u>5,299,902</u>
8. Trade and other receivables		
Amounts falling due within one year:-		
Trade receivables	25,237,201	15,179,237
Other receivables	4,747,209	3,901,229
Inventories	<u>29,984,410</u>	<u>19,080,466</u>
As at 31 December	<u>1,004,889</u>	<u>1,119,519</u>
10. Trade and other payables		
Amounts falling due within one year:-		
Pre-paid school fees	10,498,210	8,990,173
Other payables and accrued charges	<u>1,362,493</u>	<u>3,732,132</u>
	<u>11,860,703</u>	<u>12,722,305</u>
11. Income		
School income	146,687,332	42,232,344
Transport income	20,088,094	5,468,165
Cafeteria income	15,689,914	5,776,113
Covid-19 cushion fund	-	3,636,500
	<u>182,465,340</u>	<u>57,113,122</u>
12. Other income		
Gain on disposal	-	2,991,981
Miscellaneous income	280,638	126,771
	<u>280,638</u>	<u>3,118,752</u>
13. Direct costs		
Educational materials and textbooks	3,486,125	2,183,724
Printing and stationeries	7,600,912	1,510,583
Pool chemicals	1,385,075	1,176,000
Sports, swimming and events	669,749	89,730
Social functions	1,755,824	1,535,125
Maveni water costs	863,301	243,500
Training and workshops	15,316	8,465
Fuel and oils	180,423	198,127
MV repairs, maintenance and licences	4,282,444	836,694
Insurance	1,151,232	785,293
Hire charges	144,728	29,500
Food	9,911,214	3,276,582
Gas and charcoal	419,350	180,150
Cutlery and crockery	233,705	95,630
Events	107,496	11,065
	<u>37,931,525</u>	<u>13,866,055</u>

14

Application to register company limited by shares

MEMORANDUM OF ASSOCIATION

1. The name of the company is **PARAMOUNT EDUCATIONAL SERVICES LIMITED**

2. The company is:-

(a) A private company; or



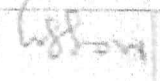
1. The company:-

(a) Will adopt the model articles of association appropriate to the company; or

If the company has prepared its own articles or articles to supplement or modify the model articles, those articles have been printed, dated and signed by the applicants and are attached to this application.

4. The registered office of the company will be located at **PLOT NO. X03455, KENYATTA AVENUE, MOMBASA, P. O. BOX 9025 - 80200, MOMBASA.**

5. The following are the details of the first directors, secretary and authorized signatory of the company:-

Name	Address	Identity Card or Passport Number	Nationality	Tel No. and email Address	Consent to act as Director/Secretary
1. JOSHUA AKALI	P. O. BOX 533248 MOMBASA 80200		KENYAN	+254729300817 joshuaakali@gmail.com	Director 
2. MICHAEL SIMIU WAKAMATI	P. O. BOX 1145484 MOMBASA 80200		KENYAN	+254733664338 simiuwakamati@gmail.com	Director 
1. MARGARET NYANDUKA	P. O. BOX 038584 MOMBASA 80200		KENYAN	+254720219852 margaretkaka@gmail.com	Director 

* Add details of names and place and date of issue of a passport number is provided. Search copies of national ID/KICA-IPIN and passport are photographs.

15

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(b) A special general meeting may also be requisitioned for a specific purpose by request in writing to the Honorary Secretary signed by not less than fifty members and such meeting shall be held within twenty one days of the date of the request and the date shall be fixed by the committee.

(c) No matter shall be discussed other than as stated in the request.

(d) The quorum at a special general meeting shall be fifty fully paid up members.

43. Amendments to the constitution of the club must be approved by at least a two thirds majority of all the club members and any amendment shall be by a resolution passed in an Annual General Meeting or a Special General Meeting.

44. The Hon. Secretary shall after every Annual General Meeting and Special General Meeting distribute the minutes thereof to the club members within Twenty One (21) days after such meetings are held.

45. Whenever any difference arises between the Club on the one hand and any of the members, their executors, ²⁸

45. Arbitration:

Minutes:

43. Amendments to Constitution:

46(a) All Land, buildings and other immovable property and all investments and securities which shall be acquired by the Club shall be vested in the names of not less than three (3) trustees who shall be members of the Club and shall be appointed at an Annual General Meeting for a period of four years. On retirement such trustees shall be invited to serve for a further period

Trustees:

administrators, or assigns, on the other hand, touching the true intent of this constitution or the incidents, or consequences of this constitution or rules or touching anything then or thereafter done, executed, or suffered in pursuance of this constitution, or breach of the provisions of this constitution or touching any breach or alleged breach of the provisions, or any claim on account of any such breach or alleged breach or otherwise relating to the premises or to any affairs of the club, every such difference shall be referred to the decision of an arbitrator to be appointed by the parties in difference or if they cannot agree upon a single arbitrator to the decision of three arbitrators, one of whom shall be appointed by each of the parties in difference and the third by the Law Society of Kenya.

Handwritten signature/initials in the left margin.

17