

BY-LAWS

OF

WASKOM SAVINGS

AND CREDIT

CO-OPERATIVE

SOCIETY LIMITED

THE CO-OPERATIVE SOCIETIES ACT
CERTIFICATE OF AMENDMENT OF BY-LAWS

We.....
.....

Chairman and Secretary of

*.....

Co-operative Society Limited hereby certify

- i. That the enclosed amendment for the by-laws was made at a general meeting held on
.....
- ii. That on that date there weremembers' voted society of whom delegates were present in the meeting
- iii. Thatmembers voted for the amendment.
- iv. That proper notice of the meeting and the proposed amendment were issue to all members of the society

APPROVED

..... Commissioner for Co-operative

Development

..... Chairman

..... Secretary

..... Date

TABLE OF CONTENTS

<u>BY-LAW NO.</u>	<u>PAGE</u>
1. NAME AND AREA OF OPERATION -----	
2. REGISTERED OFFICE -----	
3. DEFINITIONS / INTERPRETATION -----	
4. OBJECTIVES -----	
5. CO-OPERATIVE VALUES AND PRINCIPLES -----	
6. MEMBERSHIP -----	
7. MEMBERSHIP ELIGIBILITY -----	
8. APPLICATION FOR MEMBERSHIP -----	
9. ADMISSION INTO MEMBERSHIP -----	
10. REFUSAL OF ADMISSION -----	
11. NOMINEES -----	
12. PAYMENT OF NOMINEES -----	
13. DISCHARGE OF NOMINEES -----	
14. CEASATION OF MEMBERSHIP -----	
15. WITHDRAWAL FROM THE SOCIETY -----	
16. EXPULSION -----	
17. EPULSION PROCEDURE AND APPEAL AGAINST EXPULSION ---	
18. PAYMENT TO EX-MEMBERS -----	
19. FUNDS -----	
20. SHARES -----	
21. TRANSFER OF SHARES -----	
22. LIABILITY OF MEMBERS -----	
23. POWER TO BORROW -----	
24. APPLICATION OF FUNDS -----	
25. INVESTMENT OF SOCIETY'S FUND -----	
26. RECEIPTING OF MONEY -----	
27. LIQUIDITY AND RESERVES -----	
28. ANNUAL GENERAL MEETINGS -----	
29. SPECIAL GENERAL MEETINGS -----	
30. NOTICE OF ANNUAL OR SPECIAL GENERAL MEETINGS -----	
31. QUORUM FOR THE GENERAL MEETINGS -----	

32. REQUIRED MAJORITY -----	
33. ENFORCEMENT OF DECISIONS -----	
34. CHAIRMAN AT MEETINGS -----	
35. IDENTIFICATION OF MEMBERS -----	
36. FUNCTIONS OF ANNUAL GENERAL MEETING -----	
37. MINUTES -----	
38. ELIGIBILITY FOR MEMBERSHIP OF COMMITTEE -----	
39. THE MANAGEMENT COMMITTEE -----	
40. DUTIES OF THE MANAGEMENT COMMITTEE -----	
41. LEGAL STANDARD OF CARE -----	
42. DELEGATION OF DUTIES -----	
43. SUB COMMITTEES -----	
44. RECORDS OF COMMITTEE MEETINGS -----	
45. SUB COMMITTEES -----	
46. DELEGATION TO SUB COMMITTEES -----	
47. VACATION OF OFFICE BY COMMITTEE -----	
48. EXECUTIVE OFFICERS -----	
49. CHAIRMAN AND VICE CHAIRMAN -----	
50. HONORARY SECRETARY -----	
51. DUTIES OF HONORARY SECRETARY -----	
52. HONORARY TREASURER -----	
53. CREDIT COMMITTEE -----	
54. THE EDUCATION COMMITTEE -----	
55. DUTIES OF THE EDUCATION COMMITTEE -----	
56. DUTIES OF THE SASA COMMITTEE -----	
57. SUPERVISORY COMMITTEE -----	
58. QUALIFICATIONS IN TO SUPERVISORY COMMITTEE -----	
59. AUTHORITY OF SUERVISORY COMMITTEE -----	
60. LIABILITY OF THE SUPERVISORY COMMITTEE -----	
61. ELECTION OF THE SUPERVISORY COMMITTEE -----	
62. BRANCHES -----	
63. FUNCTIONS OF THE BRANCH ANNUAL GENERAL MEETING -----	
64. THE GENERAL MANAGER -----	
65. SOCIETY STAFF -----	
66. BOOKS OF RECORDS -----	

- 67. FINANCIAL YEAR -----
- 68. CONDUCT OF BUSINESS -----
- 69. ELECTIONS -----
- 70. CONFLICT OF INTEREST -----
- 71. AUTHORIZATION TO SIGN DOCUMENTS -----
- 72. DISPOSAL OF SURPLUS -----
- 73. LOAN POLICY -----
- 74. LOAN TO MEMBERS -----
- 75. INTERESTS ON LOANS -----
- 76. APPLICATION FOR LOANS -----
- 77. LOAN GRANTING -----
- 78. PURPOSE FOR LOAN -----
- 79. LOAN TO COMMITTEE MEMBERS AND EMPLOYEES -----
- 80. SECURITY FOR LOANS -----
- 81. REPAYMENT OF LOANS -----
- 82. LOANS AGENDA -----
- 83. LIQUIDITY FUND -----
- 84. COMMON SEAL -----
- 85. FINES -----
- 86. PAYMENTS -----
- 87. DISPUTES -----
- 88. CONFIDENTIALITY BY SOCIETY OFFICERS -----
- 89. INSPECTION OF DOCUMENTS -----
- 90. ACQUISITION OF THE BY-LAWS -----
- 91. DISSOLUTION -----
- 92. AMENDMENTS OF BY-LAWS -----
- 93. ACCEPTANCE AND REGISTRATION -----

BY-LAWS
OF
WASKOM SAVINGS AND CREDIT COOPERATIVE SOCIETY LIMITED

1. NAME AND AREA OF OPERATION:

This Society shall be called **WASKOM Savings and Credit Cooperative Society** Limited hereinafter referred to in these by-laws as the “the Society”, and its area of operation shall be the Republic of Kenya. The head office of the Society shall be located in **Njiru District, Nairobi County**.

2.0 REGISTERED OFFICE/ POSTAL ADDRESS

2.1. The registered office of the Sacco Society shall be at Supa Loaf Complex, Along Kangundo Road, Off Outering Road, Nairobi and its Postal Address shall be; P.O BOX 17592 – 00500, Nairobi.

2.2. Notice of any change of address shall be given to the Commissioner for Co-operative Development, herein after referred to as ‘the Commissioner’, the Sacco Societies Regulatory Authority (SASRA), herein after referred to as “the Authority” and to all members of the Sacco Society through their last known address as per records held at the Society within 30 days of such change.

2.3. OPENING AND RELOCATION OF SOCIETY’S BRANCH

The Sacco Society shall seek a written approval from the Authority to open a new branch or relocate or close an existing branch

3. DEFINATION AND INTERPRETATIONS

3.1 In these By-laws, unless the context otherwise suggests, words or phrases shall be interpreted in accordance with the **Sacco Societies Act, 2008** and the **Sacco Societies (Deposit –Taking Sacco Business) Regulations, 2010** herein after referred to as the “Act” and the “Regulations” respectively, the **Co-operative Societies Act (Cap. 490 Laws of Kenya)** and the **Cooperative Societies Rules, 2004** made there under herein after referred to as the “Co-operative Act” and “Rules” respectively.

3.2 In these By-laws save as otherwise expressly stated:

- a) **“General Meeting”** means a meeting (either “annual” or “Special”) for delegates duly convened by the Society to conduct its business.
- b) **“Board of Directors”** mean the persons elected in a duly convened General Meeting to govern the business of the Society as per these By-laws herein referred to the Board.
- c) **“Commissioner”** means “the Commissioner for Co- operative Development as provided for in the Co-operative Act.”
- d) **“Tribunal”** means the Co-operative Tribunal established under the Co-operative Act to hear and determine disputes.
- e) **“SACCO Society”** means a savings and credit co-operative society registered under the Co-operative Act and licensed under the Sacco Societies Act, 2008.
- f) **“Authority”** means the Sacco Societies Regulatory Authority (SASRA)
- g) **“Core Capital”** means fully paid up members’ shares, capital issued, disclosed reserves, retained earnings, grants and donations all of which are not meant to be expended unless on liquidation of the Sacco Society
- h) **“Share Capital”** means members’ equity in the form of issued and fully paid up shares of common stock
- i) **“Applicable Law”** means the Sacco Societies Act, 2008 and the Regulations, the Co-operative Societies Act, Rules, these By-laws and any other law applicable to cooperative societies in the Republic of Kenya.
- j) **“Co-operative Society”** means a society registered under the Cooperative Societies Act.
- k) **“Dividend”** means members share of the surplus of the society which is divided amongst its members based on shares owned.
- l) **“Deposit”** means a sum of money received or paid on terms under which it shall be repaid with or without interest or premium and either on demand or at a time or in circumstances agreed by or on behalf of the person making the payment and the person receiving it
- m) **“Returning Officer”** means a person appointed to oversee or conduct the elections of a Co-operative Society at a Delegates Meeting.

- n) **“Member”** includes a person or a co-operative society joining in the application for the registration of a society, and a person or co-operative society admitted to membership after registration in accordance with the By-laws.
- o) **“A nominee”** means a person appointed by the member to inherit the shares, deposits and other interests in the society upon the death of that member.
- p) **“Co-operative Act”** means the Co-operative Societies Act Cap 490 and includes that law as amended or re-enacted from time to time.
- q) **“Delegates”** means members’ representative elected in accordance with these By-laws.
- r) **“Electoral Zone”** means a cluster of members in Department/Section/Unit/Zone/Location eligible for representation by a delegate in accordance with these By-laws.
- s) **“General Meeting”** means an Annual General Meeting or Special General Meeting of the Society.
- t) **“Institutional Capital”** means disclosed reserves, retained earnings, grants and donations, all of which are not meant to be expended unless on liquidation of the Society.
- u) **“Management”** refers to person(s) who are appointed to positions of responsibility and are in charge of the day to day running of the Society.
- v) **“Members of the immediate family”** includes, but is not limited to, a spouse of or other family members living in the same household or under the direct influence of the officer, member or employee of the Society.
- w) **“Special General Meeting”** means any general meeting of the Society which is not an annual general meeting.
- x) **“Special Resolution”** means a resolution passed by two thirds of the members present and voting at a general meeting of the Society.
- y) **“Supervisory Committee”** means an oversight committee elected at a general meeting and in accordance with these By-laws
- z) **“The Society”** means WASKOM Savings and Credit Co-operative Society Limited.
- aa) **“Audit Committee”** means a subcommittee of the Board constituted as per the Regulations

3.3. Where the masculine gender is used in these Bylaws, it shall also refer to the feminine gender and vice versa.

3.4 Any questions concerning interpretation of these By-laws or any matters not provided for therein, errors and omissions shall be referred to the Authority or Commissioner as is applicable.

4.0 OBJECTS:

4.1. The objects for which the Society is established are to organize and promote the quality of life of the members by providing quality financial products and services.

In particular, The Society shall undertake:

- a) To promote thrift among its members by affording them an opportunity for accumulating their savings and deposits, provision of credit to them exclusively for provident and productive purposes, at fair and reasonable rates of interest; thereby enabling them to use and control their money for their mutual benefit.
- b) To ensure personal growth through the introduction of new products and services that will promote the economic base of the members.
- c) To ensure progress of members and society through continuous education programs on savings and proper use of credit, reduction of poverty, human dignity and co-operation.
- d) To apply the principle of co-operation among co-operatives in order to promote members' interests. In furtherance to its objects, the society may affiliate to the relevant National Co-operative Union and the Apex Society.

4.2. For the attainment of the above objects, the society may do acts and things that are permissible under the Act and Regulations, Co-operative Act and Rules and these By-laws and all such other things as are incidental or consequential to the economic

enhancement of its members interests provided such acts are approved by the members in a General Meeting.

5.0 CO-OPERATIVE VALUES AND PRINCIPLES

In order to achieve its objects the Society shall act in accordance with the following Co-operative principles and values.

5.1 CO-OPERATIVE PRINCIPLES

a) Voluntary and Open Membership

The primary purpose of Co-operatives is to serve their members and as applicable, non-members, in a prudent and effective manner. Within their capacity to admit members, co-operatives are open on voluntary basis, without political, religious, gender or social discrimination, to all who can contribute to, and benefit from their activities.

b) Democratic Member Control

Co-operatives are democratic and participatory organizations actively controlled by their members. In primary co-operatives, members have equal voting rights, on a one member one vote basis

c) Economic Participation by Members

Members shall contribute equitably to the capital of the society and share in the results of its operations.

d) Autonomy and Independence

Co-operatives are autonomous, mutual self-help organizations controlled by their members.

e) Education, Training and Information

Co-operatives foster reciprocal, ongoing education programmes for members, leaders and employees, so they can teach and learn from each other in understanding and carrying out their respective roles.

f) Co-operation among Co-operatives

In order to best serve the interests of their members and their communities, co-operatives actively co-operate in every practical way with other co-operatives locally, nationally, and internationally.

g) Concern for Community in General

Co-operatives are concerned about the communities in which they exist. While focusing on members needs, they strive for the sustainable development of those communities through policies that are respectful of the environment.

5.2. CO-OPERATIVE VALUES

The values shall include self-help, mutual responsibility, equality and equity. The co-operative shall practice honesty, openness and social responsibility in all its activities.

6.0 MEMBERSHIP

Membership shall consist of:-

- i) Original members who signed the application for registration
- ii) New members subsequently admitted in accordance with these By-laws and whose names are entered in the register of members.

7.0 MEMBERSHIP QUALIFICATIONS

A person may become a member provided that:-

He/she is within the field of membership consisting of the following:-

7.1 Is an employee of any of the Companies in The Mini Group.

7.2 Is an employee of WASKOM Sacco and its investments

7.3 Is at least 18 years of age

7.4 Is of sound mind

7.5 Is of good character

- 7.6 Is not a member of another Sacco society within the same area of operation and with similar objectives
- 7.7 Is a retired member of Waskom Sacco.
- 7.8 All persons, institutions and groups who apply and fulfill the conditions set by these By-laws
- 7.9 A member of the immediate family of a member of the Society.
- 7.10 A nominee of a deceased member of the society.

8.0 APPLICATION FOR MEMBERSHIP:

Every applicant for membership shall complete an '**Application for Membership**' form. This form shall be drawn so as to show all the information required for purpose of registration of members.

9.0 ADMISSION INTO MEMBERSHIP

- a) An applicant shall be admitted to membership on application upon payment in full of **entrance fee of Kshs 500 /= and purchase of minimum shares of one thousand (1,000) at a par value of Kshs 20 each** and **minimum monthly contribution as shall** be fixed by the General Meeting from time to time.
- b) Upon admission the member's name shall be entered in the membership register and a membership number issued.
- c) Members shall be admitted by the Board of Directors subject to confirmation by the General Meeting...

10.0 REFUSAL OF ADMISSION

The Board may refuse admission to a person after assigning reasons for their decision. Such a person shall have the right to appeal to the next General Meeting. The decision of the General Meeting on the matter shall be final.

11.0 RIGHTS OF MEMBERS.

A member of the society shall have the right to:

- 11.1.1 Attending and participate in decision making at all general meetings of the society and vote;

- 11.1.2 Be elected to organs of the society, subject to these By-laws.
- 11.1.3 Enjoy the use of all the facilities and services of the society subject to the Society's By-laws;
- 11.1.4 All legitimate information relating to the society, including; internal Regulations, registers, Minutes of General Meetings and Supervisory Committees reports, annual accounts and inventories at the society's Registered office.

12.0 OBLIGATIONS OF MEMBERS

A member of the society shall have the obligation to:

- 12.1.1 Observe and comply with all the society's By-laws and decisions taken by the relevant organs of the society.
- 12.1.2 Buy and pay up for shares or make any other regular payments provided for in these By-laws;
- 12.1.3 Meet the debts of the society in case of insolvency in accordance with the provision of the Act and these By-laws.

13.0 TERMINATION OF MEMBERSHIP

Membership in the Society shall cease with effect from the date of:

- a) Death
- b) Withdrawal
- c) Expulsion
- d) Being certified insane.
- e) Transferring all shares to another member.
- f) Failure to remit regular savings and loan repayments for a continuous period of six months without valid reasons or leave of the Society.
- g) Ceasing to hold qualification for membership as specified in these By-laws.

15. SUSPENSION AND EXPULSION

The Board of Directors may suspend a member, subject to the decision of the General Meeting to expel, who:-

- i. Willfully fails to fulfill his/her obligations to the society whether stated in these By-laws, general internal regulations and policies, a resolution of the General Meeting or in contravention of any other legal document, provided such a member has been called upon to do so but has failed,
- ii. Is convicted in a court of law for a criminal offence involving dishonesty or fraud or is, imprisoned for a period of three months or more,
- iii. Is a member of another society having similar objectives in the same area of operation,
- iv. Acts in any manner prejudicial to the interests of the society.
- v. For any other reason approved by the General Meeting and/or as may be contained in the Society's code of Ethics.

16. PROCEDURE OF SUSPENSION AND EXPULSION

- i. Upon formal and written proof that a member has committed a violation punishable by expulsion, the Board of Directors shall serve a thirty (30) days written notice to the member stating the reason(s) for the proposed expulsion and requiring him/her to file a defense
- ii. Upon the expiry of the 30 days and taking into consideration the member's defense if any, the Board of Directors shall initiate administrative inquiry and make a decision on its findings within 15 days. The Board may;-
 - a) Suspend the member pending expulsion by the General Meeting or
 - b) Impose any other penalty as provided for in these by- laws.
- iii. The Board shall present the case to the next General Meeting which may either lift the suspension or expel the member.
- iv. A member who is expelled from the society shall have the right to appeal to the Tribunal.

17. WITHDRAWAL FROM THE SOCIETY:

- a. A member may at anytime withdraw from the Society by giving at least thirty (30) days written notice to the Board of Directors.

18. PAYMENT ON CESSATION OF MEMBERSHIP

On cessation of membership, a person shall be paid the following:-

- i. The deposits (both withdrwable and non-withdrawable).
- ii. Any dividends and interests due prior to the cessation date.
- iii. Any other funds held by the society on his/her behalf

19. NOMINEES:

- (a) Every member of the Society shall appoint his / her nominee(s) to whom upon his/her death, the shares, deposits (both withdrawable and non withdrawable) and other interests in the Society shall be transferred.
- (b) Every appointment of a nominee(s) by a member shall be made in writing and signed by the member in the presence of two or more competent witnesses.
- (c) Where more than one nominee is appointed by a member, the member shall specify the amount or proportion of shares, deposits or interest to be transferred to each nominee. Provided, however, that where no amount is specified each of the nominees shall receive an equal share.
- (d) A member desirous of changing his nominee(s) may do so at any time provided that such change or alteration is in writing and signed by the member in the presence of at least two competent witnesses.
- (e) The particulars of nominee(s) shall be recorded on Form V11 set out in the schedule to the Rules and kept in a sealed envelope to be kept in the custody of the Chief Executive Officer and whose reference shall be entered in the register of members.

20. PAYMENT TO NOMINEE:

The society after obtaining such documentary proof of the death of a member as it may consider necessary, shall pay to the nominee within 90 days the value of the deceased member's deposits, interest and dividend after deducting monies owed to the society, if any.

21. ADMISSION OF NOMINEE:

A nominee may be admitted to membership of the society if qualified. The shares, deposits, interest and dividends due to the deceased member shall be transferred to the account of that nominee.

22. PERSONAL REPRESENTATIVE

Where a member who dies had not appointed a nominee in the prescribed manner:

- i. His or her shares, deposits and interest due from the Society shall be paid to such a person who in the proper judgment of the Committee appears to be a person closely related to the deceased member who may be a personal representative.
- ii. All transfers or payments made to the nominee as per By-law No.20 or a Personal Representative under By-law NO. 22 shall be valid and effectual against any demand made upon the Society or any other person.

23. FUNDS OF THE SOCIETY

The funds of the Society shall consist of:

- (a) Unlimited number of unwithdrawable deposits of Kshs.20 each.
- (b) A Reserve Fund maintained as required by the Cooperative Act and such other reserves as may be required by the Authority.
- (c) Deposits or loans from members or non-members
- (d) Any surplus resulting from operations of the Society
- (e) Any donations, grants or gifts from other bodies, organizations or individuals
- (f) Funds obtained from other lawful miscellaneous sources

24. CAPITAL ADEQUACY

The society shall at all times maintain core and institutional capital as prescribed in the Regulations.

25. SHARES:

- i. Every member shall hold at **least five hundred (500) shares of Kshs. 20 each** or as maybe fixed by the General Meeting from time to time. Provided that no member shall hold more than **one-fifth** of the total shares in the society.

26. TRANSFER OF SHARES

- (a) With the approval of the Board of Directors a member may at any time transfer his shares to another member. Such transfer must be in writing and at nominal value.
- (b) All transfers of shares must be registered with the society and no transfer shall be valid unless so registered. A transfer fee of an amount to be approved by the Board shall be paid to the society by the transferee for each such transfer.

27. LIABILITY OF MEMBERS:

- a) The liability of a member shall be limited to the nominal value of the shares held.
- b) In the event of liquidation, where available funds are insufficient to pay the full nominal value of the shares held by members; the funds shall be distributed pro-rata among the shareholders according to the amount of shares held by each.

28. POWER TO BORROW

- a) Loans may be obtained from non-members subject to the maximum amount and terms approved by the General Meeting provided the total borrowing by the Society does not exceed the limit prescribed in the Regulations.
- b) For the securing of any loans accepted the Society may grant a charge over its assets. The authority to grant a charge shall be reserved to the General Meeting.
- c) The rate of interest on loans shall not exceed the market rate.

29. INVESTMENT OF THE SOCIETY'S FUNDS

The funds of the society shall only be applied for the promotion of the above stated objects of the society as set forth in these By-laws, and shall be invested in:

- (a) Securities issued or guaranteed by the government or any agency of the government.
- (b) Deposits obligations or other accounts of deposit taking institutions under the banking Act.
- (c) Shares, stocks, deposits in, loans to or other obligations of any Sacco Society or Co-operative Society.
- (d) Loans to members.

Investments under (b) and (c) above shall not in the aggregate, exceed such prescribed of total core capital and deposits of the Society as prescribed in the Regulations.

30. RECEIPTING, PAYMENT AND DISPBURSEMENT

a) Receipting of Money

Money received on account of shares, deposits, loans, interest, fees or fines shall be recorded and evidenced as provided for in the approved policies and procedures manuals:

b) Payments and Disbursement

Payments made by the society shall be recorded and evidenced as provided for in the approved policy and procedure manuals.

31. DELEGATES SYSTEM

The Society shall operate under a **Delegates System** of representation.

(a) For equitable representation two delegates shall represent 100 members, provided that no established Electoral Zone shall have more than two Delegates.

(b) Every member shall belong to one Electoral Zone, based on his place of employment or business, from which he will participate in elections. It is the member's responsibility to inform the Board of any change of Electoral Zone.

(c) The delegates shall be elected for a **term of two years** and will be eligible for re-election. Provided that sitting Board and Supervisory Committee members shall not be subjected to elections as delegates until their term of office lapses.

(d) The delegates so elected shall represent their Electoral Zones at all General Meetings.

32. DELEGATES QUALIFICATIONS

Delegates will be required to meet the same qualifications as those of Board members .No member shall be eligible or qualified to be elected as a Delegate if he/she is:-

- i. Not a member of the Society.
- ii. Is an undischarged bankrupt.
- iii. Is of an unsound mind.
- iv. Is an employee of the Society or its investments
- v. Is not a member of the particular Electoral Zone
- vi. Does not hold a minimum deposit of Kshs100, 000/= in the Society at the time of seeking to be elected.
- vii. Does not meet other minimum qualifications as set by the Board of Directors and approved by the General Meeting.

33. ESTABLISHMENT OF ELECTORAL ZONES

- (i) The Board of Directors shall be responsible for the establishment of Electoral Zones from which Delegates shall be elected. The Electoral Zones shall be based on Departments, Sections, Units or Locations.
- (ii) To facilitate services to members, the Board shall establish Electoral Zones and circulate or cause to be circulated a list of such zones to all members for their information
- (iii) Establishment of new Electoral Zones and dissolution of existing ones shall require approval by the General Meeting

34. DUTIES AND RESPONSIBILITIES OF DELEGATES

It shall be the responsibility of every Delegate to:

- (a) Attend General Meetings when convened, in order to exercise their democratic rights and those of the members they represent.
- (b) Attend education forums organized by the society for members or delegates

- (c) Educate members about the society matters in general
- (d) Act as a liaison between the society and its members
- (e) Elect committed and visionary leaders as Directors of the society
- (f) Market the society's activities and enhance its corporate image
- (g) Perform such other duties and responsibilities as may be directed by the General Meeting or the Board of Directors from time to time.

35. GENERAL MEETINGS

(i) The supreme authority of the society shall be vested in the General Meetings. Such meetings, shall be held through the **Delegates System of representation** as follows:-

- i) An **Annual General Meeting** shall be convened within four months after the end of the society's financial year.
- ii) A **Special General Meeting** of the society may be held when convened by the:-
 - a) Board of Directors.
 - b) Commissioner.
 - c) Board of Directors within 15 days of receipt of a written request by at least **2/3** of the **Delegates**,

Provided that the request is deposited by registered mail at the society's address or delivered to the society offices within normal working hours.

- c) Where the Board fails to convene a meeting within fifteen days of receiving notice under the Co-operative Act., the requesting Delegates shall give notice to the other Delegates of the society, stating the object and reasons for the meeting and the fact that the Board has failed to convene the meeting.
- d) Any business not completed at the annual General Meeting, may be taken up at a subsequent Special General Meeting of the society.

36. NOTICE FOR GENERAL MEETINGS

- a. The General Meetings shall be convened by giving at least 15 days written notice to the delegates.
- b. The Honorary Secretary shall take all usual steps to publish the notice of the meeting in all places of work, on the society's notice board(s), in local print and electronic media, email and website or any other mode decided by the members.
- c. All notice shall include a statement of the business to be dealt with.

37. QUORUM FOR GENERAL MEETINGS

Except when convened by the Commissioner, the presence of at least **2/3 of the Delegates** shall constitute a quorum for the conduct of the business at a General Meeting. When a quorum is not attained, the Chairman shall adjourn the meeting and fix a date within one (1) month of the adjourned meeting which shall be adequately advertised and publicized. If at such a meeting a quorum is again not attained, the Chairman shall declare the meeting open with those present, one-half hour after the advertised time of the meeting.

38. DUTIES OF GENERAL MEETINGS

The General Meeting shall have the powers and duties prescribed in the Act, Regulations, Co-operative Act, Rules and these By-laws. It shall:

- i. Consider and confirm the minutes of the previous General Meeting.
- ii. Consider reports of the Board, the Commissioner or his/her representative and the audited accounts on the society's activities during the past financial year.
- iii. Consider and resolve on the manner in which any available surplus shall be distributed or invested, subject to the Act, Regulations, Co-operative Act and Rules.

- iv. Elect or remove members of the Board of Directors and the Supervisory Committee, subject to the Act, Regulations and these By-laws.
- v. Fix the indemnity for the elected Board members and management staff.
- vi. Consider recommendations on expulsion of members and refusal of membership by the Board.
- vii. Fix the maximum liability which the society may incur in loans and deposits from members and non-members.
- viii. Approve the estimates of income and expenditure for the financial year following the General Meeting.
- ix. Fix the honoraria, if any, for officers and bonus for employees of the society.
- x. Decide on the management structure, including the establishment of branches to facilitate efficient and cost effective delivery of services to members.
- xi. Appoint bankers and auditors of the society for the ensuing year.
- xii. Approve affiliation to National Co-operative Organization and Apex Society...
- xiii. Transact any other business of the society for which notice has been given to delegates in the manner prescribed in these By-laws.

39. RECORD OF BUSINESS OF GENERAL MEETINGS

- a. All business discussed or decided at the General Meeting shall be recorded without erasures and corrections in a Minute Book, which within one week of the meeting, shall be signed by the Chairman of the meeting and at least one other Board member who was present at the meeting, to indicate that in their opinion the minutes are a true and complete record of all matters discussed or decided at the meeting.

- b. At the next meeting after approving any alterations or variations which shall be written below the above signatures and not as alterations to the original record, the meeting shall by resolution authorize the chairman to sign and date the final record.

40. ELECTIONS

- (i) The Board shall appoint a Nomination Committee that shall vet all candidates seeking to be considered for election as Board and Supervisory Committee members.
- (ii) The Society shall comply with the regulations and guidelines from the Authority and the Board Charter in respect to the electoral process.
- (iii) With every notice of the General Meeting convened in accordance with these By-laws, where elections will be held, the Board of Directors shall notify the members of the vacancies arising in both the Board of Directors and the Supervisory Committee.
- (iv) During elections, the Returning Officer shall receive from the Nomination Committee duly nominated and vetted candidates for the vacant positions.
- (v) At the elections, members shall decide, by majority vote, the method of voting. The method may be secret ballot, queuing or by show of hands.
- (vi) No member shall be entitled to vote by proxy.
- (vii) Irrespective of the number of shares held, no member shall have more than one vote.
- (viii) Within fourteen (14) days of the elections, the Honorary Secretary shall forward to the Commissioner and the Authority the names and addresses of all persons elected.
- (ix) A new committee elected at the General Meeting shall not assume office unless they have satisfied the requirements of the Act, Rules and these By-laws as to the indemnity and ethics.

41. NOMINATION COMMITTEE

There shall be a Nomination Committee to be responsible for nomination of candidates for all elections of the Society.

- a) The Nomination Committee shall be composed of **five members** of the Society not currently serving in the Board or the Supervisory Committee. The Committee shall serve for a term of three years and not more than three serving members may be appointed to continue in office on expiry of each term.
- b) The Nomination Committee shall be appointed by the General Meeting on recommendation by the Board of Directors. The qualifications for appointment will be the same as those of a member of the Board.
- c) The Board of Directors shall present a list of not less than seven persons qualified for appointment to the General Meeting. Not more than three members of the committee shall be of the same gender.
- d) The Nomination Committee shall appoint a Chairperson and a Vice Chairperson from among themselves.
- e) The Chief Executive Officer shall be an ex-officio member of the Nomination Committee and shall serve the Secretary to the committee.
- f) The Committee shall be responsible for vetting and clearing members who are eligible to hold office as members of the Board of Directors and the Supervisory Committee of the Society. The vetting shall be based on qualifications and suitability based on the Applicable Law, Code of Conduct and resolutions of the General Meeting.
- g) At least 21 days before the date of elections, the Nomination Committee shall advertise to all the members the vacant positions to be contested, requiring interested candidates to submit their applications together with certificates and testimonials as necessary.
- h) The Nomination Committee shall receive duly completed Nomination Forms, Certificates and Testimonials as necessary from interested members to be elected to the Board of Directors or Supervisory Committee at least 14 days prior to the Annual General Meeting. The Committee shall vet and recommend to the Annual General Meeting the suitable candidates for election. Applicants shall be informed in writing about the outcome of their applications at least 7 days before the date of the elections.
- i) A member of the Nomination Committee shall not be qualified to contest any elections in the Society unless he ceases to be a member of the committee for at least six months prior to the date of elections.
- j) The Nomination Committee shall go out of its way to ensure that the number of candidates cleared for elections exceed the number of available vacancies by at least one.

42. THE BOARD OF DIRECTORS

- a. The Board of Directors shall be the governing body of the Society elected by and from the Delegates and shall consist of **nine members** who shall be non executive.

- b. The Board shall include the Chairman, Vice Chairman, Treasurer and Secretary all of whom shall be elected by the Board from amongst the members of the Board.
- c. Not more than two-thirds of members of the Board of Directors will be of the same gender.
- d. Members of the Board shall hold office for a period of three years provided that one-third of the Board members shall retire every year by rotation but will be eligible for re-election.
- e. Where the number of members of the Board falls below five, the Board shall co-opt qualified Delegate(s) to serve on the Board until the next General Meeting.

43. ELIGIBILITY FOR MEMBERSHIP TO THE BOARD OF DIRECTORS

No person shall be eligible as a member of Board of Directors if he/she;-

- (i) Has not been a member of the Society for at least one year prior to the Annual General Meeting.
- (ii) Has been adversely named by the Commissioner or his representative in an inquiry report endorsed by a General Meeting for mismanagement or corrupt practices whilst still a member of the Board of Directors of a co-operative Society or Union in the last ten years, or named in any other national inquiries where he has been shown to be engaging in dishonest activities,
- (iii) Has been adversely named by the Authority in an inspection report for mismanagement or corrupt practices while still a member of the Board of a Society.
- (iv) Has been charged and convicted of any offence involving dishonesty or is imprisoned for three months or more with a crime involving fraud, dishonesty, perjury or breach of contract of a licensed financial institution..

- (v) Is delinquent on loans for more than 60 days within 2 years prior to elections;
- (vi) Shall not have attained a minimum of "O" Level Certificate of Education or its equivalent.
- (vii) Is an undischarged bankrupt;
- (viii) Is under 18 years of age;
- (ix) Is of unsound mind;
- (x) Is a Board member of another existing Sacco Society licensed under the Act;
- (xi) Is an official of a Political Party or holds a political office at any level
- (xii) Does not conform to minimum qualification standards in accordance to the applicable law.
- (xiii) Has not declared wealth as per the Public Officer's Ethics Act and signed the Society Conflict of Interest Policy and disclosure.
- (xiv) Has not filed indemnity within 14 days of being elected.
- (xv) Has been removed from public office on disciplinary action.
- (xvi) Does not hold a minimum deposit of Kshs 100,000/= in the Society at the time of seeking to be elected.
- (xvii) Has not met other qualifications as set out and approved by the General Meeting from time to time.

44. BOARD OF DIRECTORS MEETINGS

- a) The Board of Directors shall meet not more than twelve (12) times in a financial year and not more than two months shall lapse between the date of one meeting and the date of the next meeting. At least **five (5)** members shall form a quorum.
- b) If a member of the Board fails to attend three consecutive meetings without being excused thereon, or otherwise fails to perform his/her duties, his position may be declared vacant and filled as provided for in these By-laws.

45. DUTIES AND POWERS OF THE BOARD OF DIRECTORS

The Board of Directors of the Society shall subject to any directions from the General Meeting generally direct the affairs of the society. Its procedures, powers and duties shall be as prescribed by the Act, Regulations, Co-operative Act and Rules and these By-laws. In particular, it shall:

- a) Observe in all its transactions the Act and the Regulations, Co-operative Act and the Rules, these By-laws and prudent business practices.
- b) Establish and approve appropriate policies including human resource management, savings, liquidity, investment, dividend, risk management, membership administration, cash handling and information management and preservation.
- c) Ensure that true and accurate records and accounts are kept of the Society's funds, and its properties, capital, reserves, liabilities, income and expenses
- d) Decide the amount and kind of surety bond, or other security, which shall be required of the Board of Directors, Chief Executive Officer, and any other officer or employee having the custody of, or handling funds or property of the Society, provided that it is in compliance with the Act or any other provisions established by the Authority.
- e) Prepare and develop business plans and annual budgets for presentation at the General Meeting;
- f) Appoint such number of Board Committees as maybe necessary to effectively discharge its functions;
- g) Approve interest rates on loans, the maximum maturities and terms of payment or amortization of loans from time to time and the maximum amounts that may be loaned with or without security to any member as recommended by the society's management;

- h) Cause the audited accounts to be displayed in a conspicuous place at its registered office and branches at least two weeks before presentation of accounts to its members at the General Meeting;
- i) Lay before the General Meeting audited accounts, together with proposals for the disposal of net surplus, if any;
- j) Recommend to the General Meeting the dividend rate to be paid on shares and interest to be paid on non withdrawable deposits;
- k) Fill through co-option, vacancies occurring in the Board of Directors between General Meetings;
- l) Authorize the conveyance of properties;
- m) Authorize borrowing of the Society in accordance with the law.
- n) Approve and review lending policies of the Society to ensure compliance with the Law.
- o) Approve or ratify all loans to members of the Board of Directors, Supervisory Committee and employees of the Sacco Society;
- p) Approve interest rates on loans to members as recommended by the Finance Committee,
- q) Designate a depository or depositories for the funds of the Sacco Society;
- r) Prepare and approve a code of conduct in the form set out in the third schedule of the Regulations;
- s) Employ and fix the remuneration of the employees including the appointment of Chief Executive Officer in accordance with the approved human resource policy,;
- t) Report within 15 days the appointment, resignation or removal of the Chief Executive Officer to the Authority
- u) Impose fines as provided for under these By-laws;
- v) Ensure that the Society pays its statutory levies to the Authority as and when they fall due;

- w) Ensure adequate provisions for known and probable losses and recommend to the General Meeting the write-off of bad debts.
- x) Receive and consider reports from the established Board Committees
- y) To provide adequate budget for education and training of members, and the capacity development of the Board, Supervisory Committee and staff.
- z) Perform or authorize any actions consistent with the Act and the Regulations, Cooperative Act and Rules and these By-laws, unless specifically reserved for the General Meeting;

46. RECORD OF BUSINESS OF THE BOARD OF DIRECTORS

46.1 All business discussed or decided at the Board Meeting shall be recorded without erasures and corrections in a Minute Book, which within one week of the meeting, shall be signed by the Chairman of the meeting and at least one other Board member who was present at the meeting, to indicate that in their opinion the minutes are a true and complete record of all important matters discussed or decided at the meeting.

46.2 At the next meeting, after approving any alterations or variations, which shall be written below the above signatures and not as alterations to the original record, the meeting shall, by resolution, authorize its Chairman to sign and date the final record.

47. EXPENDITURE

No expenditure shall be authorized by the Board of Directors and/or management unless it is provided for in the estimates formally approved by the General Meeting.

48. LEGAL STANDARD OF CARE:

In the conduct of the affairs of the Society, the members of the Board shall exercise the prudence and diligence of ordinary men of business and shall be

held jointly and severally liable for any losses sustained through any of their acts, or failure to act, which are contrary to the Act, the Regulations, any other applicable law, these By-laws or the directions of the General Meeting.

49. DELEGATION OF DUTIES:

- a) The Board of Directors may delegate to the Chief Executive Officer or a Board Committee of the Society such duties as it deems fit.
- b) Nothing in (i) above shall absolve the Board from its responsibility of running the affairs of the society in a proper and businesslike manner.

50. INDEMNITY

All Board Members shall each provide an indemnity of an amount approved by the General Meeting and shall be lodged with the Commissioner within 14 days upon election to the Board.

51. DECLARATION OF WEALTH

Every Board and Supervisory Committee member shall within 30 days of being elected declare wealth to the Ethics Commission for Cooperative Societies (ECOS) in the prescribed manner.

52. SUSPENSION OF A BOARD MEMBER

- i. The Authority may suspend from duty any Board Member charged in a court of law with an offence involving fraud or dishonesty pending the determination of the matter.
- ii. The majority of the Board Members may suspend a Board Member subject to ratification by the General Meeting for;
 - (i) Failure to disclose vested interests.
 - (ii) Absence from three consecutive meetings without being excused thereof.
 - (iii) Any other good cause.

53. REMOVAL OF A BOARD MEMBER FROM OFFICE

A member of the Board of Directors shall cease to hold office if he/she:

- a) Ceases to hold qualifications of a member of the Board of Director as specified in the Act, Regulations and these By-laws;
- b) Is removed by the Authority under the provisions of the Act and Regulations;
- c) Is voted out by two-thirds majority of members present and voting at the General Meeting.
- d) Is transferred outside the Country for a consecutive period of more than three months.
- e) Is removed by the Commissioner under the provisions of Co-operative Act and the Rules.

54. BOARD CHAIRMAN AND VICE CHAIRMAN:

(i) The Board Chairman shall:

- a) Preside at General Meetings, Board of Directors meetings and joint meetings with the Supervisory Committee.
- b) Perform such other duties as may be directed by the Board of Directors, not inconsistent with provisions of the Act, the Regulations applicable laws and these By-laws.

The vice chairman shall perform the duties of the Chairman during his/her absence and such other duties as the Board may direct.

55. HONORARY SECRETARY

The duties of the Honorary Secretary shall include:

- i. Cause minutes of the General Meetings, Board of Directors meetings, and joint meetings with the Supervisory Committee to be recorded.
- ii. Ensure that notices of the meetings are prepared and sent out.
- iii. Ensure that the society's correspondence is promptly and correctly attended to.

Perform such other duties as may be directed by the Board of Directors.

56. BOARD COMMITTEES

- a) Board Committees shall consist of persons drawn from the Board of Directors.
- b) The Board of Directors may delegate to the Board Committees some of its duties under these By-laws as it deems fit.
- c) The Committees :-
 - a. Shall keep minutes of their meetings at all times
 - b. May delegate to the management any of their functions but shall ultimately bear responsibility

57. CREDIT COMMITTEE

The Credit Committee shall consist of three members of the Board. Its' duties among others shall be to:-

- a) Ensure establishment and review of appropriate Credit Policy consistent with the relevant provisions of the Regulations and these by -laws.
- b) Ensure that the problematic loan accounts are adequately identified and classified as prescribed in the Regulations.
- c) Ensure adequate provisions for potential loss is maintained.

Review periodic credit and loan portfolio reports of the Society before submission to the Board.

58. EDUCATION COMMITTEE

The Education Committee shall consist of three members appointed from the Board. Its duties among others shall be to:

- (i) Review and recommend education programmes for members, Board members, staff and the general public for approval by the Board.
- (ii) Monitor implementation of educational programs formulated to ensure that the members and the Board are well trained and prepared for the tasks they are entrusted with.

59. AUDIT COMMITTEE

- a) The Audit Committee shall consist of not more than three members appointed from the Board, one of whom shall be conversant with financial and accounting matters. The Chairman of the Board of Directors shall not be a member of the Audit Committee.
- b) The primary responsibility of the Audit Committee shall be as prescribed in the Regulations which includes:-
 - (i) Ensuring establishment and review of the internal control systems.
 - (ii) Review performance and findings of the internal auditor and recommend remedial actions regularly and at least once in every three months;
 - (iii) Recommending three names of external auditors and the remuneration to the Board of Directors;
 - (iv) Reviewing coordination between internal and external audit functions as well as monitor external auditors independence and objectivity;
 - (v) Report to the Board of Directors on their findings and recommendations;

60. FINANCE AND INVESTMENT COMMITTEE

The Finance and Investment Committee shall consist of three members from the Board including the Treasurer who shall serve as its Chairman. Its duties shall be to:

- (i) Review and make recommendations to the Board on the financial plans of the Society ensuring its adequacy and soundness in providing for the Society current operations and long term stability.

- (ii) Review, discuss and make recommendations to the Board concerning significant financial planning, management and reporting issues of the Society
- (iii) Review periodic financial statements of the Society before submission to the Board.
- (iv) Consider and advise the Board on investments and borrowings.
- (v) Make recommendations to the Board on capital expenditure projects.
- (vi) Ensure all expenditures of the Society are within the approved budgets
- (vii) Monitor the management's adherence to the procurement plans approved by the Board.
- (viii) Review and make recommendation on finance related policies including investments, capital adequacy and financial performance monitoring.
- (ix) Ensure the Society has liquidity management policies as prescribed in the Regulations.
- (x) Review loan interest rates and other levies proposed by the management and make recommendations to the Board for approval.
- (xi) Review and make recommendations on appropriate Human Resource Policies,
- (xii) Review the organizational structure of the Society and ensure it is manned by staff with relevant skills and experience.
- (xiii) Ensure that periodic reviews of staff performance are conducted.
- (xiv) Examine and recommend Human Resource expenditure for approval by the Board.
- (xv) Ensure establishment of management succession plan in the Society.

- (xvi) Ensure the management adheres to the approved human resource and related policies

61. TENDER COMMITTEE

The Chief Executive Officer shall appoint a Tender Committee in accordance with the provisions of the Public Procurement and Disposal Act, 2005 and the Public Procurement and Disposal Regulations, 2006.

62. AUTHORIZATION TO SIGN DOCUMENTS

Unless decided otherwise by the Board of Directors all documents, contracts and cheques shall be signed on behalf of the Society by:-

- i. Chairman or Vice Chairman,
- li. Hon. Secretary and
- iii. Treasurer
- iv. Chief Executive Officer

63. SUPERVISORY COMMITTEE

- a) There shall be a Supervisory Committee consisting of **three members** elected at a General Meeting for a period of three years and one member of the Supervisory Committee shall retire annually.
- b) No person who has been a member of the Board of Directors within two (2) years preceding the date of the anticipated election shall be eligible for membership of the Supervisory Committee.
- c) Not more than two-thirds of members of the Board of Supervisory Committee will be of the same gender.
- d) The Committee shall:

- (i) Have qualifications similar to those of members of the Board.
 - (ii) Be required to have at least some knowledge of accounts.
 - (iii) Be removed only by a resolution of the General Meeting.
- e) The Supervisory Committee shall hold quarterly meetings save for joint meetings between its members and those of the Board.
- f) The duties of Supervisory Committee shall include:
- (i) Verification of all transactions of the Society
 - (ii) Writing period reports of its finding to be tabled at Board meetings
 - (iii) Submission of its reports to the Commissioner
 - (iv) Presenting its reports to the General Meeting
- G) The Supervisory Committee shall not perform the duties or exercise any of the powers of the Board.
- h) The Supervisory Committee shall be held liable for any loss incurred due to their negligence in performing their duties.

64. THE CHIEF EXECUTIVE OFFICER

64.1. The Chief Executive Officer shall be appointed by the Board and shall be responsible for the day to day operations of the Society and in particular ensure;

- a) The implementation of and adherence to the set policies, procedures and standards;
- b) Systems that have been established to facilitate efficient operations and communication are followed
- c) The planning process that has been developed to facilitate achievement of targets and objective is adhered to.
- d) All staff matters, particularly human resource development and training are attended to.

- e) Adherence to the established code of conduct;
- f) Compliance with the Act, Regulations, Co-operative Act, Rules these by -laws and any other applicable laws.

64.2 The Chief Executive Officer shall ensure that the Board is frequently and adequately appraised on the operations of the Society through presentation of relevant reports which shall cover, but not limited to the following:-

- (i) Financial statements (monthly, quarterly and annual); showing current compared with past period actual performance, the budget compared with the actual and with explanations for any variances;
- (ii) Capital structure and adequacy;
- (iii) Delinquent loan list, and in particular growth in loans, loan losses, recoveries and provisioning;
- (iv) Statement of comprehensive income (monthly, quarterly and annual) comparison with budgeted against actual;
- (v) Sources and application of savings and deposits;
- (vi) All insider lending and non-performing insider loans if any.
- (vii) Violation of the Act, the Regulations and any other applicable law, and remedial actions taken to comply;
- (viii) Large risk exposures;
- (ix) Investment portfolio;

64.3. The Chief Executive Officer shall;

- a. Attend all Board and Board Committee Meetings and Delegates Meetings as an ex-officio member.
- b. Be a signatory to Society cheques, contracts and other documents as may be necessary.
- c. Perform such other duties as may be assigned by the Board of Directors.

65. BOOKS OF ACCOUNTS AND RECORDS:

65.1. The Society shall keep up-to-date and in a proper businesslike manner accounts and such books as the Act and Rules may require from time to time. The following books shall be kept by the Society:-

- (i) . A register of members showing in respect of each member:
 - a) The name, age, date of application for membership, address and occupation
 - b) The date he was admitted to membership, and
 - c) The date on which he ceased to be a member.
- (ii) Minute book giving details of proceedings of the Board of Directors and Supervisory Committee meetings.
- (iii) A Cash Book giving details all moneys expended or paid.
- (iv) A ledger containing such accounts as are necessary to properly record the transactions of the business of the Society
- (v) A personal ledger for each member showing his transactions with the Society
- (vi) An Assets (property) Register
- (vii) A stock control ledger
- (viii) A register of charges showing in respect of every charge by the Society the amount of the charge and the person entitled thereto
- (ix) A register of loans to members showing in respect of each loan, the name of the borrower, the amount borrowed, the purpose of the loan, the due date of repaying, and the date the repayment is made
- (x) A ledger showing deposits and withdrawals made by the members.
- (xi) A guarantors control registers showing loan interest rate and collaterals.
- (xii) A copy of the Co-operatives Societies Act.
- (xiii) A copy of the Co-operatives Societies Rules
- (xiv) A copy of the Sacco Act
- (xv) A copy of the Sacco Societies Regulations
- (xvi) A copy of the Co-operatives Societies By-laws
- (xvii) A Certificate of Registration of the Society visibility displayed in the office
- (xviii) A copy of the Final Accounts
- (xix) A copy of the Credit Policy
- (xx) A copy of the Risk Insurance Certificate

- (xxi) Such other books and records as the Board of Directors may decide or the Authority or the Commissioner may prescribe.

65.2 The accounts and the financial records of the Society shall be denominated in Kenya Shillings and shall comply with International Financial Reporting Standards and any reporting requirements prescribed by the Authority.

66. FINANCIAL YEAR

The financial year of the society shall be the same as the calendar year (**from 1st January to 31st December**)

67. DISPOSAL OF SURPLUS

Subject to the Act, Regulations and approval by the General Meeting, the net surplus resulting from operations of the Society during any financial year may be disposed off as follows:

- a. Crediting an amount of not less than 20% to the Reserved Fund.
- b. Disposed off as decided by the General Meeting for:
 - (i) Paying dividends on shares
 - (ii) Being forwarded to an education fund or any other fund or funds of the Society including Retained Earnings.
 - (iii) Paying honorarium to Board members and bonus to staff
 - (iv) In any other way recommended by the Board of Directors and approved by the General Meeting.

68. CONDUCT OF BUSINESS

The Board of Directors may make such regulations not inconsistent with these By-laws, as they deem necessary for the conduct of the Society's business. Any such regulations shall be recorded in the Society's minute book and shall be posted on the Society's notice board, and shall come into force when and as determined by the Board.

69. POLICIES & PROCEDURES

- (i) The Board of Directors shall make and approve such policies and procedures as prescribed in the Regulations and as they deem necessary for the conduct of the Society's business. Any such policies and procedures shall be documented.
- (ii) The Board shall establish appropriate policies and procedures, including but not limited to Accounting and Finance Manual, FOSA Operations Manual, Human Resource Policy, Credit Policy and Procedures Manual, Investment Policy, Savings Policy, Asset Liability Management, Liquidity Policy, Information Preservation Policy, Capitalization, Investment Policy, Reserves and Dividends Policy, Risk Management and Internal Control Policy, Board Charter and Code of Conduct Policy, Training Policy, Disaster Preparedness and Business Continuity Plan, Marketing Plan, Procurement Policy, ICT Policy and shall be reviewed regularly to ensure conformity with financial regulations and the interest of Members.

70. CODE OF CONDUCT

- (i) The Officers of the Society shall comply with governance rules as prescribed by the Ethics Commission for Cooperative Societies...
- (ii) The Society shall formulate a code of conduct in accordance with third schedule of the Regulations which shall be approved by the Authority...

71. COMMON SEAL

- a) The Society may adopt and use a common seal. The seal shall have an imprint bearing the words "**Seal of WASKOM Sacco Society Limited.**" and shall be different from the ordinary name-stamp of the Society. .
- b) The seal shall be kept securely under lock and key by the Chief Executive Officer and be used only in the presence of the officers authorized to sign documents on behalf of the Society.

- c) Where the common seal is used on any document it shall be authenticated by the signature of the Board Chairman and the Chief Executive Officer or any other officer authorized by the Board.

72. FINES

For any breach of these By-laws or lawful instructions issued by the Board of Directors and General Meeting, or failure of a member to pay his obligations on time, the member may be fined an amount not exceeding **Kshs.20, 000=** for each offence.

73. DISPUTES

If any dispute concerning the business of the Society arises:-

- a) Among members, past members and persons claiming through members, past members and deceased members; or
- b) Between members, past members or deceased members, and the Society, its committee or any officer of the Society; or
- c) Between the Society and any other co-operative society; or
- d) Between the Society and the Authority,

Which cannot be determined by the Board of Directors or General Meeting, it shall be referred to the Cooperative Tribunal. Appeals shall be taken to the High Court.

74. MISCELLANEOUS

74.1 Payments to the Board

No Board or Supervisory Committee member shall receive from the Society any payment apart from sitting allowance, traveling and subsistence allowance, except an honorarium from the net surplus as allowed in these By-laws.

74.2. Co-option to Board Committees

When any Board Committee member is absent, disqualified, or otherwise unable to perform his duties, the Board of Directors may designate another member of the Board to act and serve on the Board Committee concerned when necessary in order to form a quorum.

74.3. Inspection of Documents

- a) All books of accounts and other records shall at all times be available for inspection by all members of the Board and Supervisory Committee of the Society, and to the Commissioner.
- b) The By-laws of the Society and the registration certificate shall at all times be available for inspection by the Commissioner and the members.
- c) A list of members excluding details of nominees and shareholdings or loans shall be available for inspection by any member and any other stakeholder upon payment of the prescribed fee.

74.4. Audit and Supervision Fee

The Society shall pay an audit and supervision fee of such sums as may be required by the Commissioner.

74.5. Confidentiality

The Board of Directors and supervisory committee members, and employees of the Society shall hold in the strictest confidence all transactions of the Society with its members.

74.6. Pecuniary Interest

No member of the board or supervisory committee shall in any manner participate in the deliberations and determinations of any question affecting his/her financial interest. In the event of any disqualification, the remaining qualified board or committee member present at the meeting, if constituting a quorum without the disqualified person may exercise, with respect to the matter, all powers of the board or committee.

74.7. Legal Action

The Society shall sue and be sued in the name of the Society and all powers of attorney and other papers in connection therewith shall be signed by the officers of the Society in accordance with these By-laws.

74.8. Property

Any immovable property acquired and held by the Society shall be registered in the name of the Society.

74.9. Acquisition of By-Laws

A copy of the By-laws shall be furnished to every member who requests for one, upon payment of its actual cost to the Society as determined by the Management Committee.

75. AMALGAMATION

The Society may be amalgamated with any other society in accordance with the procedures set forth in the Cooperative Societies Act.

76. DISSOLUTION:

The society may be dissolved in accordance with the procedures set forth in the Co-operative Societies Act, Regulations and Rules made there under

77. AMENDMENT OF BY-LAWS

These By-laws shall be amended only by a General Meeting in accordance with the Act and the Rules.

78. AUTHENTICITY

No new By-laws or alteration or amendments of existing By-laws shall be valid until registered with the Commissioner for which purpose a copy of the resolution making such alteration, amendment or addition shall be forwarded to him, together with a certificate signed by the Officers of the Society that the requirements of these By-laws in respect of notice, quorum and majority have in all respect been fulfilled

79. ACCEPTANCE:

We, the undersigned Board members of **WASKOM Savings and Credit Cooperative Society Limited** named herein do hereby accept these By-laws for and on behalf of the Society.

TITLE	NAME	ID NO.	SIGNATURE
CHAIRMAN
V/CHAIRMAN
SECRETARY
TREASURER

OFFICIAL CERTIFICATION

I hereby **certify** that the foregoing by-laws of **WASKOM Savings and Credit Cooperative Society Limited** have been approved and duly registered.

Given under my hand at Nairobi this..... Day of.....**20**.....

.....

COMMISSIONER FOR CO-OPERATIVE DEVELOPMENT.