



BY-LAWS

OF

**Stoke UK Diaspora SAVINGS AND
CREDIT CO-OPERATIVE SOCIETY
LIMITED**

**(A Regulated Non-Withdrawable Deposit Taking
SACCO or A Regulated Non-WDT-SACCO)**

.....CS/ NO 21638

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1.0. NAME AND AREA OF OPERATION

1.1. NAME

The SACCO Society shall be called Stoke UK Diaspora Savings and Credit Co-operative Society Limited (**Regulated Non Withdrawable Deposit Taking SACCO / Regulated Non-WDT-SACCO**) herein after referred to in these By-Laws as "the SACCO Society"

1.2. AREA OF OPERATION

The SACCO Society's and its area of operation shall be ...Kenya

1.3. CHANGE OF NAME OR AREA OF OPERATION

The SACCO Society shall not change its name or area of operation, or propose the change of its name or area of operation except with a prior written approval of the General Meeting

2.0. INTERPRETATIONS AND DEFINITIONS

2.1. GENERAL INTERPRETATION

In these By-Laws, unless the context otherwise suggests words or phrases shall be interpreted in accordance with the-

- a) Sacco Societies Act, No. 14 of 2008 (hereinafter referred to as the Sacco Societies Act;
- b) Sacco Societies (Non-Deposit Taking Business) Regulations, 2020 (hereinafter referred to as the Regulations, 2020;
- c) Co-operative Societies Act (Cap 490) (hereinafter referred to as the Co operative Societies Act;
- d) Co-operative Societies Rules, 2004 (hereinafter referred to as the Co operative Societies Rules

2.2. GENDER NEUTRALITY

In these By-Laws where the masculine gender is referred to, it will be construed to include the feminine gender.

2.3. SPECIFIC INTERPRETATION

In these By-Laws save as otherwise expressly stated:

- a) "**Authority**" shall mean the Sacco Societies Regulatory Authority established under the Sacco Societies Act.
- b) "**Authorization**" means the act of the Authority to grant permission to the SACCO Society to undertake non-deposit taking business within the meaning of the Sacco Societies Act and the Regulations 2020;
- c) "**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;
- d) "**Applicable Law**" means any other written law other than the Sacco Societies Act; and the Regulations, 2020; the Co-operative Societies Act; and the Co operative Societies Rules; and these By-Laws;
- e) "**Board**" means the Board of Directors of the SACCO Society constituted in accordance with these By-Laws;
- f) "**Board Member**" means a person who has been elected or co-opted to serve as a member of the Board of Directors of the SACCO Society;
- g) "**Board of Directors**" means the persons elected at a duly convened General Meeting of the Society held in accordance with the Co-operative Societies Act, Co-operative Societies Rules, Sacco Societies Act, Regulations 2020 and these

By-Laws, or in accordance with the provisions of any other applicable law;

- h) "**Commissioner**" means "the Commissioner for Co-operative Development as provided for in the Cooperative Societies Act."
- i) "**Core Capital**" means the 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;
- j) "**deposit-taking business**" has the meaning assigned to it in the Sacco Societies Act;
- k) "**dispute**" has the meaning assigned to it under the Co-operative Societies Act;
- l) "**dividend**" means the members' share of the surplus of the SACCO society which is divided amongst its members based on shareholding.
- m) "**Ethics Commission for Co-operatives**" means the Ethics Commission for Co-operatives established pursuant to the provisions of the Public Officer Ethics Act, 2003;
- n) "**non-deposit taking business**" means Sacco business, other than deposit taking business;
- o) "**non-withdrawable deposits**" means all the members' deposits not available for withdrawal for the duration of the membership of a member in the SACCO Society, and which deposits may be used as collateral against borrowings and domestic money transfer services only.
- p) "**non-withdrawable deposit-taking SACCO**" means a SACCO Society whose Sacco business, is strictly limited to the receipt of non-withdrawable deposits from members and which deposits are not available for withdrawal for the duration of the membership of a member in a Sacco society, and which deposits may be used as collateral against borrowings and domestic money transfer services only, in accordance with Regulations, 2020;
- q) "**General Meeting**" means a meeting (either "Annual" or "Special") for all members/delegates duly convened by the SACCO Society to conduct its business; and include virtual or mixed physical and virtual General Meeting;
- r) "**Member**" includes a person, an institution and a Co-operative Society joining in the application for the registration of a SACCO society, and a person, an institution or co-operative society admitted to membership after registration in accordance with the By-Laws.

- s) “**officer**” has the meaning assigned to it in the Sacco Societies Act and the Regulations, 2020;
- t) “**places of business**” has the meaning assigned to it in the Sacco Societies Act;
- u) “**returning officer**” is a person appointed to oversee or conduct the elections of the SACCO Society at a General Meeting;
- v) “**SACCO Society**” has the meaning assigned to it under the Sacco Societies Act;
- w) “**share capital**” shall mean members’ equity in the form of issued and fully paid up shares of common stock;
- x) “**Supervisory Committee**” means the Supervisory Committee of the Sacco Society elected in accordance with the provisions of the Co-operative Societies Act, Co-operative Societies Rules, Sacco Societies Act, Regulations 2020 and these By-Laws, or in accordance with the provisions of any other applicable law
- y) “**Tribunal**” means the Co-operative Tribunal established in accordance with the provisions of Co-operative Societies Act.
- z) “**Written law**” means any written law for the time being in force in Kenya;

2.4. QUESTIONS CONCERNING WORDS AND PHRASES IN THESE BY-LAWS

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

3.0. REGISTERED OFFICE/ POSTAL ADDRESS

3.1. HEAD-OFFICE LOCATION

The registered office of the Sacco society shall be located and situated at 2Floor, Tana House. Karen Shopping Centre. Box 7345800200, Nairobi, Kenya

3.2. POSTAL AND ELECTRONIC ADDRESSES

The Postal Address of the SACCO Society shall be care of Post Office Box Number... 2Floor, Tana House. Karen Shopping Centre. Box 7345800200, Nairobi, Kenya

and the official email address of the SACCO Society shall be.....info@stokeukdiasporasacco.com. and the official website of the SACCO Society shall be...www.stokeukdiasporasacc.com

and the Official telephone numbers of the Sacco Society shall be +254717004186.

3.3. CHANGE/RELOCATION OF HEAD-OFFICE

The SACCO Society shall not change or relocate its registered head-office or any other place of business or any addresses, except with a prior written approval of the Authority as provided in the Sacco Societies Act and the Regulations, 2020.

3.4. NOTICE OF CHANGE OF ADDRESS

A notice of any changes in the postal and/or physical address and/or any other official address of the SACCO Society, including official electronic addresses (email, website and telephone) shall be furnished to the Commissioner; the Authority, and to all members of the SACCO Society through their last known address as per records held at the SACCO Society, within thirty (30) days of such changes.

3.5. OPENING OTHER PLACES OF BUSINESS

The SACCO Society may from time to time open and operate a place of business, other than its head office, including a branch, marketing office, satellite office or an outlet; provided that prior to opening and operating a place of business, the SACCO Society shall –

- a) notify the Authority in writing of such intention at least ninety days before opening the new place of business;
- b) obtain a written approval from the Authority before opening the new place of business;
- c) pay to the Authority the prescribed fee; and
- d) prominently display the authorisation to operate the place of business at the new place of business.

4.0. OBJECTS OF THE SACCO SOCIETY

4.1. GENERAL OBJECTS

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

4.2. SPECIFIC OBJECTS

In particular, the SACCO Society shall-

- a) Promote thrift among its members by affording them an opportunity for accumulating their savings and deposits and providing them with credit exclusively for provident and productive purposes, at fair and reasonable rate of interest; thereby enabling them to use and control their money for their mutual benefit.

- b) Ensure personal growth through the introduction of new financial products and services that will promote the economic base of the members.
- c) Ensure progress of members and SACCO Society through continuous education programs on savings and proper use of credit, reduction of poverty, human dignity and co-operation.
- d) Apply the co-operative principle of co-operation among co-operatives in order to promote members' interests, and in furtherance to this and other objects, the SACCO Society may affiliate to the relevant National Co operative Union and the Apex society.
- e) For the attainment of all or any of its objects, do any other activity that are permissible under the Sacco Societies Act and the Regulations, 2020; the Co-operative Societies Act and the Co-operative Societies Rules; and these By-Laws; and all such other activities as are incidental or consequential to the economic enhancement of its members interests provided such activities are approved by the General Meeting.

4.3. PROHIBITED BUSINESS

Notwithstanding the general and specific objects herein above, the SACCO Society not engage in -

- a) foreign trade operations;
- b) dealing in crypto currencies;
- c) trust operations;
- d) custodial services;
- e) investing in venture capital;
- f) underwriting or placement of securities;
- g) purchase or otherwise acquisition of any land except as may be reasonably necessary for the purpose of expanding the Sacco business beyond the prescribed limits;
- h) transacting business with non-members;
- i) the establishment of a corporate body or any other legal entity as its subsidiary, except with a written approval from the Authority and in accordance with the Sacco Societies Act and the Regulations, 2020; or

- j) any other activity or business as the Authority may generally or specifically direct.

5.0. CO-OPERATIVE PRINCIPLES AND VALUES

5.1. CO-OPERATIVE PRINCIPLES

In order to achieve its objects, the SACCO society shall act in accordance with the following International Co-operative Principles as established in the Co operative Societies Act, namely -

a) Voluntary and open membership

The SACCO society shall always be guided by the principle of voluntary and open membership in its member recruitment drive without political, ethnic, religious, gender or social discrimination.

b) Democratic member control

The SACCO society will be fully controlled by members who will have equal voting rights on the basis of one member one vote.

c) Economic participation by member

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

d) Autonomy and independence

The SACCO society shall operate on mutually acceptable terms with its stakeholders who will ensure its autonomy and independence.

e) Education, training and information

The SACCO Society shall foster reciprocal, on-going education programmes for members, leaders, staff and the community so that they can teach and learn from each other or from the appropriate resource persons in understanding and carrying out their respective roles.

f) Co-operation among co-operatives

In order to better serve the interests of the members and the community, the SACCO Society shall actively co-operate with other co-operatives locally, regionally, nationally and internationally.

g) Concern for community in General

The SACCO Society shall show concern to the community in which it exists and operates.

5.2. CO-OPERATIVE VALUES AND ETHICAL BELIEFS

The SACCO Society shall in all its activities and operations uphold the Co operative Values of self-help, mutual responsibility, equality and equity; and practice the Co-operative Ethical beliefs of honesty, openness and social

responsibility.

6.0. MEMBERSHIP OF THE SACCO SOCIETY

6.1. TYPES OF MEMBERSHIP

The membership of the SACCO Society shall consist of –

- a) original members who signed the application for registration; and b) new members subsequently admitted in accordance with these By-Laws.

6.2. QUALIFICATION FOR MEMBERSHIP BY NATURAL PERSONS

A person who possesses the following qualifications shall be eligible for membership -

- a) Is within the field of membership consisting of the following –
 - (i) Kenyan resident in the UK
 - (ii) Kenya diaspora resident who previously resided in the UK
 - (iii) Kenyan diaspora who has a reference in the UK
 - (iv) Kenya diaspora returnee who previously resided in the UK)
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- b) Has attained the age of 18 years;
- c) Is of good character and sound mind; and
- d) Pays the entrance fee and share capital as prescribed in these By-Laws.

6.3. QUALIFICATIONS FOR MEMBERSHIP BY INSTITUTIONS Subject to compliance with the provisions of the Co-operative Societies Act and these By-laws, an institution, whether corporate or unincorporated, may be eligible for membership of the SACCO Society, if the institution -

- a) is duly registered or incorporated under any applicable law relating to its registration or incorporation;
- b) has resolution of its governing organ to join the SACCO Society including names of members, office bearers and individuals authorized to transact on behalf of the institution;
- c) has a written constitution, By-Laws, Memorandum and Articles of Association or any other constitutive instrument, as may be applicable to the institution; and
- d) pays the entrance fee and subscribes to the minimum share capital as may

be prescribed for institutional members in these By-Laws or the General Meeting

6.4. PROHIBITION AGAINST DUAL MEMBERSHIPS

No member of the SACCO Society shall belong to more than one SACCO Society serving similar purpose or objectives

6.5. APPLICATION FOR MEMBERSHIP

Every applicant for membership shall complete **an Application for Membership Form**; which **Form** shall require the applicant to disclose all the details and information necessary for the registration of a member, as well as comply with the international best practices on customer due diligence.

6.6. ADMISSION INTO MEMBERSHIP

An applicant shall be admitted to membership of the SACCO Society on application upon payment of an entrance fee of Kshs 10,000..... and purchase of minimum shares as shall be fixed by the General meeting from time to time.

6.7. MEMBERS' NAMES TO BE ENTERED INTO THE MEMBERS REGISTER

Upon admission into the membership of the SACCO Society, the member's name and other particulars shall be entered in the membership register and a unique membership number issued to the member.

6.8. MINIMUM CONTENTS OF THE MEMBERS' REGISTER

The Members' Register shall be maintained in accordance with regulation 21 of the Regulations, 2020 and shall at the minimum contain the following information and details for each member –

- a) the name of the member in full;
- b) the unique number assigned to the member;
- c) the national identity card number or passport number of the member or any other national identification number assigned to the member pursuant to any applicable law;
- d) the personal identification number (PIN) of the member issued by the Kenya Revenue Authority;
- e) the number of shares subscribed to by the member;
- f) the total value of the shares subscribed to by the member;
- g) the gender of the member;

- h) the date of birth of the member;
- i) the addresses of the member including postal, physical, email address or other electronic addresses;
- j) the names and addresses of the next of kin of the member; and k) any other information or details as the Authority may prescribe or direct.

6.9. ELECTRONIC MEMBERS' REGISTER

The SACCO Society shall at all times maintain a members' register in an electronic format using a Management Information System (MIS) that conforms to the requirements of regulation 5(4)(b) of the Regulations 2020.

6.10. BOARD OF DIRECTORS TO ADMIT MEMBERS

Members shall be admitted to the SACCO Society by the Board of Directors subject to confirmation/ratification by the General Meeting held immediately following such admission.

6.11. MEMBERS ENTITLED TO COPY OF BY-LAWS

Upon admission into the membership of the SACCO Society, a member shall be entitled to receive a copy of these By-Laws in an appropriate electronic format through the member's disclosed electronic address; provided that upon request in writing a member shall be supplied with a physical or hard copy of the By-Laws upon payment of a fee not exceeding its actual cost.

6.12. REFUSAL OF ADMISSION

The Board of Directors may refuse admission to the membership of the SACCO Society, to any person or institution applying for membership, and shall assign reasons for such decision; provided that a person or institution, if otherwise eligible for membership, shall have the right to appeal to the next General Meeting.

6.13. RIGHTS OF MEMBERS

A member of the SACCO Society shall have the right to -

- a) Attend, participate and vote in decision making at all General Meetings of the SACCO Society;
- b) be elected to governance organs of the SACCO Society, subject to compliance with any written law and these By-Laws;
- c) enjoy the use of all the facilities and services of the SACCO Society, subject to compliance with any written law and these SACCO Society's By-

Laws;

- d) access all legitimate information relating to the SACCO Society, including a copy of these By-Laws; any internal Policies and Procedure Manuals; registers; minutes of General Meetings and Supervisory Committee reports; Annual Financial Statements; and any other inventories or accounts at the SACCO Society's registered office;
- e) to be furnished with a free statement for each account that provides adequate details of each transaction made during the period on a quarterly basis or upon request by a member, through an electronic media to the members' disclosed electronic address;
- f) an advance written notice of at least thirty (30) days before the effective date of a change in the features of the SACCO Society's products and services in accordance with the Regulations, 2020;
- g) a full and accurate disclosure of the terms and conditions for subscription to the SACCO Societies' shares or the terms and conditions for the mobilization of non-withdrawable deposits or the opening and operation of a non- withdrawable deposit account including the savings frequency, tariffs, penalties, commissions, charges and fees among others in accordance with the Regulations, 2020;
- h) a full and accurate disclosure of the minimum lending terms, legal obligations and requirements of either party, including the amount to be financed; the finance charges, such as the interest rate, fees and any other charges that may be imposed; the interest computation method (variable, fixed, flat or reducing) and the date interest charges begin to accrue; the conditions for refinancing of loans; frequency of issue of statements; and the collateral or security required to secure the lending;
- i) a full and accurate disclosure of the method employed to calculate any dividends payable on shares and interest payable on non-withdrawable deposits; and the frequency of the dividend or interest calculation and the time the dividends or interest are paid or credited to an account;
- j) any other right as may be conferred upon the member by the Co-operative Societies Act, the Sacco Societies Act, the Regulations 2020, these By Laws and any other applicable law.

6.14. OBLIGAIONS OF MEMBERS

- a) Participation at the General Meetings

The members of a Regulated SACCO Society shall jointly and severally protect, preserve and actively exercise the supreme authority of the Regulated SACCO Society in general meetings.

b) Elections of credible persons only

The members of a Regulated SACCO Society shall to the extent possible ensure that only credible persons who can add value to the Regulated SACCO Society business are elected or appointed to the Board of Directors or members of the Supervisory Committee;

c) Members obligations to hold officers accountable

The members of a Regulated SACCO Society shall ensure that, in and/or during General Meetings and other related forums, the Board of Directors, Supervisory Committee and Management are constantly held accountable and responsible for the efficient and effective governance of the Regulated SACCO Society, and its SACCO business

d) Members' obligation to remove officers

The members of a Regulated SACCO Society shall, in the event that the Board of Directors, Supervisory Committee and Management does not perform to expectation or in accordance with the mandate of the Regulated SACCO Society, take appropriate action through a resolution for the change or removal of any such officer from the Board of Directors, Supervisory Committee and Management

e) Scrutiny of Annual reports and Audited Financial Statement

The Members of a Regulated SACCO are obligated to-

- a) obtain and ascertain receipt of the audited financial statements at least fifteen (15) days prior to the General Meeting and in case of non-compliance resolve the adjournment of the meeting until compliance is attained;
- b) ensure all audited financial statements have a proper approval of the Authority as prescribed in the Act, and any comments or observations made by the Authority on the financial statements are duly communicated to the members during the General Meeting; and
- c) scrutinize the disclosures made in the annual reports and audited financial statements for accuracy, correctness and or completeness and where necessary demand for clarifications in respect thereof, including but not limited to making resolutions on such clarifications.

f) Special Policies to be approved by General Meetings

The Members of a Regulated SACCO Society shall be obligated to-

- a) approve an appropriate Compensation Policy as maybe recommended by the Board of Directors providing a framework to compensate members of the Board and Supervisory Committee, and ensure that no compensation is made to the Board of Directors and Supervisory Committee except as provided in the Compensation Policy.
- b) Approve any Electoral Policy to supplement the election procedures contained in the By-Laws.

g) Considerations and approval of Budgets

The Members of a Regulated SACCO Society shall be obligated to-

- a) Consider and approve the SACCO's budget for the ensuing year including any amendments thereof at a general meeting; and may where necessary seek clarifications on the variances appearing on the budget estimates provided or make resolutions amending the proposed budget as maybe necessary; and

- b) hold the Board of Directors, jointly or severally liable for any expenditure incurred outside the approved budget.

h) External Borrowings

- a) The members of a Regulated SACCO Society shall not approve any borrowing or proposed borrowing or any increase in the borrowing powers of the Regulated SACCO Society unless the Board of Directors have provided written statement –
- b) confirming that the SACCO Society's existing Borrowing does not exceed the prescribed threshold of 25% to its total assets; and
- c) the Authority has no objection to such increase in the borrowing or proposed borrowing or any increase in the borrowing powers.

i) Approval of Borrowing/Guarantorship etc on behalf of third Parties

The members of a Regulated SACCO Society shall-

- a) ensure that the Board of Directors does not incur any borrowing, guarantorship, undertakings or obligations whatsoever for and or on behalf of any third-party entity including any subsidiary or related legal entity, except with a prior resolution passed by the members at duly constituted General Meetings;
- b) ensure that the Board of Directors and or management does not incorporate and or register any third-party legal entity and or takeover any such third-party legal entity and or acquire majority stake or interest in any such third-party legal entity except with prior resolution passed by the members at duly constituted General Meetings; and
- c) Hold the Board of Directors, jointly or severally liable for any expenditure incurred by the SACCO Society in violation of this clause.

j) Distribution of surpluses and payment of dividend

The members of a Regulated SACCO Society shall have a right to share any the surplus of the made by the Regulated SACCO Society by way of payment of dividend or bonus as may be recommended by the Board of Directors; but shall prior to making any resolution for the payment from such surplus, be obligated –

- a) obtain confirmation from the Board of Directors that the SACCO Society has made sufficient provisions for the prescribed statutory reserves;
- b) verify that the Regulated SACCO Society is fully compliant with the prescribed minimum core capital and capital adequacy ratios;
- c) consider and approve a time-bound Capital Restoration Plan where the SACCO is non-compliant with regulatory capital requirements; and
- d) confirm that the audited Financial Statements of the Regulated SACCO Society in which such proposals for payment of surpluses is contained, have been duly approved by the Authority as provided in the Act and the Regulations made thereunder.

k) Convening of a General Meeting

The members of a Regulated SACCO Society may in accordance with the Cooperative Societies Act as read with its By-Laws convene or cause to be convened a General Meeting.

6.15. TERMINATION OF MEMBERSHIP

The Membership in the SACCO 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; or
- f) Ceasing to hold qualification for membership as specified in these By-Laws.

6.16. LIMITATION OF MEMBER'S RIGHT

The SACCO Society may limit a member's right-

- a) to be elected to a position of leadership in the SACCO Society in case of the member's failure to remit any regular savings and loan repayments for any period without valid reasons or leave of the SACCO Society; or
- b) of access to any or all of the financial services or products offered by the SACCO Society, if directed to do so by the Authority or pursuant to any written law.

7.0. SUSPENSION AND EXPULSION FROM MEMBERSHIP

7.1. GROUNDS FOR SUSPENSION

The Board of Directors may -

- a) suspend a member from the membership of the SACCO Society for a period not exceeding twelve (12) months; and
- b) subject to ratification by General Meeting, recommend to the General Meeting, the expulsion of a member; if the member –
 - (i) fails to fulfil the members' obligations to the SACCO Society as provided in these By-Laws or general internal Policies or a resolution of the General Meeting or in contravention of any other legal document or written law;
 - (ii) is a member of another SACCO society serving similar purpose or objective;
 - (iii) acts in any manner prejudicial to the interests of the SACCO society.

7.2. PERIOD FOR SUSPENSION OF MEMBER

No member of the SACCO Society shall remain in suspension for a period of more than twelve (12) months.

7.3. GENERAL MEETING'S POWER OF EXPULSION OF MEMBERS

An Annual General Meeting may expel a member following a recommendation by the Board of Directors, or upon discussing the member's conduct on the floor of a General Meeting.

7.4. PROCEDURE OF SUSPENSION AND EXPULSION

Upon formal and written proof that a member has committed a violation

punishable by expulsion, the Board of Directors shall-

- a) serve a written notice of not less than thirty (30) days to the member, clearly stating the reason(s) or ground (s) for the proposed expulsion and requiring the member to file a defense to the allegations; and
- b) upon the expiry of the thirty (30) days period, and taking into consideration the member's defense or response, if any, the Board of Directors shall initiate an administrative inquiry, and make a decision of its findings within fifteen (15) days; which may include –
 - (i) suspension of the member, pending consideration of a recommendation for expulsion by the General Meeting; or
 - (ii) imposition of any other punishment as may be prescribed in these By-Law or as may be directed by the General Meeting from time to time.

7.5. RIGHT OF APPEAL TO GENERAL MEETING

A suspended member may appeal to the General Meeting, if not satisfied with the decision of the Board of Directors, within thirty (30) days of receipt of the decision of the Board of Directors.

7.6. APPEAL TO THE TRIBUNAL

A member of the SACCO Society who is dissatisfied by the decision of the General Meeting, or is expelled from the SACCO Society shall have the right to appeal to the Tribunal.

8.0. WITHDRAWAL FROM THE SACCO SOCIETY

8.1. NOTICE OF WITHDRAWAL FROM MEMBERSHIP

A member of the SACCO Society may at any time withdraw from the membership by giving at least sixty (60) days written notice to the Board of Directors.

8.2. REFUND OF NON-WITHDRAWABLE DEPOSITS UPON WITHDRAWAL

The SACCO Society shall refund to a member the amount accumulated in the member's non-withdrawable account within sixty (60) days of receiving the written notification of the member to withdraw from membership of the SACCO Society in accordance with regulation 21(6) of the Regulations 2020.

8.3. PARTIAL WITHDRAWAL PROHIBITED

Partial withdrawal of non-withdrawable deposits from the SACCO Society shall not be allowed under any circumstances.

8.4. PAYMENT ON CESSATION OF MEMBERSHIP

On cessation of membership, a person shall be paid the following, less any outstanding obligations including any debts owed to the SACCO Society or for

which the non-withdrawable deposits have been pledged as security or collateral

–

- a) the non-withdrawable deposits;
- b) any dividends and interests due prior to the cessation date;
- c) any other funds other than shares held by the Sacco Society on his/her behalf.

9.0. MEMBERS' NOMINEES

9.1. NOMINEE REGISTER

The SACCO Society shall at all times keep an updated nominees' register stating inter-alia the age, relationship with the member and the name of the guardian where nominee(s) is a minor, provided that the nominee register shall be maintained in an electronic format using a Management Information System (MIS) that conforms to the requirements of regulations 5(4)(b) of the Regulations 2020.

9.2. MEMBERS TO NOMINATE NOMINEES

Every member of the SACCO Society shall on admission into membership be required to nominate in writing one or more persons as the member' nominee(s); and every such nomination shall be attested by at least two witnesses who are members of the SACCO Society.

9.3. MEMBER MAY CHANGE NOMINEE(S)

A member shall have the right to change the nominee(s) in writing, in the presence of at least two attesting witnesses who are members of the SACCO Society.

9.4. NAMES OF NOMINEES TO BE ENTERED INTO THE REGISTER

9.5. PAYMENTS TO NOMINEE

The SACCO Society shall, upon obtaining such documentary proof of the death of a member, pay to the deceased member's nominee(s), the value of the deceased member's deposits, interest and dividend after deducting monies owed to the SACCO Society, if any, within one hundred and eighty (180) days.

9.6. ADMISSION OF NOMINEE INTO MEMBERSHIP

A nominee may be admitted to membership of the SACCO society upon request; and upon such request the shares, deposits, interest and dividends due to the deceased member shall be transferred to the account of that nominee, and the account of the deceased member shall be closed down forthwith.

10.0. FUNDS OF THE SACCO SOCIETY

10.1. SOURCES OF FUNDS

The funds of the SACCO Society shall consist of –

- a) paid up members' shares;
- b) retained earnings;
- c) disclosed reserves
- d) grants and donations;
- e) borrowings from other sources as may be prescribed by the Authority.
- f) fines, penalties, fees or other charges lawfully imposed or charged by the SACCO Society;
- g) funds obtained from lawful and permitted activities; and
- h) any other sources consistent with these By-Laws or any other written law

10.2. CAPITAL ADEQUACY

The SACCO Society shall at all times maintain a core capital which shall comprise of –

- a) not less than five million shillings;
- b) not less than eight percent of the total assets of the SACCO society; provided that at least fifty (50%) percent of the core capital shall be composed of retained earnings and disclosed reserves; and
- c) not less than five percent of the total non-withdrawable deposits held by the SACCO Society on behalf of its members.

10.3. HIGHER CAPITAL ADEQUACY

The SACCO Society shall however maintain a higher capital adequacy threshold if required or directed to do so by the Authority in accordance with the Sacco Societies Act and regulation 11(2) of the Regulations, 2020.

10.4. LIQUIDITY

The SACCO Society shall at all times maintain a liquidity ratio of not less than ten (10%) percent of its non-withdrawable deposits and short-term liabilities in liquid assets or such other higher liquidity ratio in accordance with a Liquidity Policy prepared in accordance with regulation 14 of the Regulations, 2020.

10.5. APPLICATION OF THE FUNDS

The funds accruing to or obtained by the SACCO Society in the course of its business shall be applied or devoted only to the promotion of the stated objects of the SACCO Society, the running of the SACCO Society and such other purposes

as set in the Sacco Societies Act and the Regulations, 2020, the Co-operative societies Act and Co-operative Societies Rules, these By-Laws or any other applicable law.

10.6. RESTRICTION ON INVESTMENTS

The SACCO Society shall not make financial investments in non-government securities, including investments in equities, collective investment schemes, bonds, commercial papers and notes, or derivatives, or equities of a subsidiary or a related entity, in excess of forty (40%) per-cent of its core capital; provided that the –

- a) investments in equities of any legal entity or a derivate issued by any legal entity shall not exceed twenty (20) percent of the prescribed limit at any given time;
- b) investments in collective investment schemes, bonds, commercial papers and notes, shall not exceed thirty (30%) per-cent of the prescribed limit at any given time; and
- c) investments in equities of a subsidiary or related entity shall not exceed fifty (50%) per-cent of the limit prescribed at any given time.

10.7. ANNUAL ESTIMATES AND EXPENDITURES

The Board of Directors shall prepare and submit to the General Meeting of the SACCO Society for approval, with or without amendments, the proposed estimates of income and expenditure together with the Capital Expenditure Budget for the ensuing financial year, at least three (3) months before the commencement of the ensuing financial year.

10.8. EXPENDITURE, RECEIPT OF MONIES AND DISBURSEMENTS No

expenditure shall be authorized to be incurred or incurred by the Board of Directors and/or Management of the SACCO Society, unless such expenditure has been specifically provided for in the estimates formally approved by the General Meeting; and

- a) all monies received by the SACCO Society shall be recorded and reconciled accordingly with the evidence as provided in the approved policies and procedures manuals; and
- b) all payments made by the SACCO Society shall be recorded and evidenced as provided for in the approved policy and procedure manuals.

10.9. FINANCIAL YEAR OF THE SACCO SOCIETY

The Financial year of the SACCO Society shall commence on 1st January and shall end on 31st December of each year in accordance with the provisions of the Co operative Societies Act and the Sacco Societies Act.

11.0. SHARES OF THE SACCO SOCIETY

11.1. PRESCRIBED MINIMUM SHARES

Every member of the SACCO Society shall hold at least 5..... shares of Kshs...10,000.....each as shall be fixed by the General Meeting.

11.2. MAXIMUM SHAREHOLDING

No member of the SACCO Society shall hold more than one-fifth (1/5th) of the total shares of the SACCO Society at any one point.

11.3. TRANSFER OF SHARES.

With the approval of the Board of Directors, a member of the SACCO Society may at any time transfer the shares held by the member, to another member provided that such transfers shall be in writing and at nominal value.

11.4. REGISTRATION OF TRANSFER OF SHARES

All transfers of shares shall be registered with the SACCO Society, and no transfer shall be valid unless it is so registered, and the transfer fee in the sum of Kshs...1000..... or such other sums as may be fixed by the General Meeting from time to time, shall be payable by the transferee for each such transfer.

11.5. LIABILITY OF MEMBERS LIMITED TO SHARES HELD

The liability of each member of the SACCO Society shall be limited to the nominal value of the shares held by the member.

11.6. SHARE TO BE BASIS OF DISTRIBUTION IN LIQUIDATION In the event of liquidation of the SACCO Society, 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.

11.7. SHARES TO ATTRACT DIVIDENDS

The SACCO Society may –

- a) pay dividends on the shares held by its members based on financial performance for the year; subject to compliance with the regulatory requirements prescribed in the Sacco Societies Act and the Regulations 2020 and approval of the General Meeting; and
- b) the shares of the SACCO Society held by any member shall attract dividends whenever declared in favour of the member –
 - (i) so long as such member's share capital remains in the SACCO Society; and
 - (ii) notwithstanding that such member may have withdrawn from membership of the SACCO Society and the member's non withdrawable deposits refunded.

12.0. POWER TO BORROW

External Borrowings

The members of a Regulated SACCO Society shall not approve any borrowing or proposed borrowing or any increase in the borrowing powers of the Regulated SACCO Society unless the Board of Directors have provided written statement – confirming that the SACCO Society's existing Borrowing does not exceed the prescribed threshold of 25% to its total assets; and the Authority has no objection to such increase in the borrowing or proposed borrowing or any increase in the borrowing powers.

12.1. RESTRICTIONS ON BORROWING

Subject to compliance with the provisions of the Sacco Societies Act; the Regulations, 2020; Co-operative Societies Act; the Co-operative Societies Rules; and any other applicable law; the SACCO Society may borrow from other SACCO Societies, Government, securities market and other financial or development institutions subject to the maximum borrowing powers approved by the General Meeting.

12.2. LOANS FROM NON-MEMBERS

The SACCO Society may obtain loans from persons or institutions which are non members, subject to compliance with the maximum borrowing powers fixed by the General Meeting, the prescribed limits of the total external borrowing for SACCO Societies, and to approval by the Authority Commissioner

12.3. SECURITY FOR LOANS

The SACCO Society may secure any of loans granted to it by a charge over any of its assets or class or group of assets; provided that -

- a) authority to grant a charge shall be reserved to the General Meeting of the SACCO Society; and
- b) the rate of interest on the loans shall not exceed the prevailing market rates.

13.0. GENERAL MEETING

13.1. SUPREME AUTHORITY VESTS IN THE GENERAL MEETING Subject to the provisions of the Co-operative Societies Act, the Sacco Societies Act and any other written law or directions of the Authority, the supreme authority of the SACCO Society shall be vested in the General Meeting of the SACCO Society.

13.2. COMPOSITION OF THE GENERAL MEETING

The General Meeting of the SACCO Society shall be constituted of the members of the SACCO Societies

13.3. TYPES OF GENERAL MEETINGS

The SACCO Society shall have two types of General Meetings namely –

- a) Annual General Meeting; and

- b) Special General Meeting

13.4. ANNUAL GENERAL MEETING

An Annual General Meeting shall be convened within four (4) months after the end of the SACCO Society's financial year.

13.5. SPECIAL GENERAL MEETING

A Special General Meeting of the SACCO Society may be held when convened by the –

- a) Board of Directors in accordance with these By-Laws; or
- b) Commissioner; or
- c) Board of the Directors within fifteen (15) days of receipt of a written request by at least15.....members or one-fourth (1/4th) of the members, whichever is less, **PROVIDED** that the request is deposited by registered mail at the SACCO Society's address or delivered to the Chief Executive Officer at the SACCO Society's registered head-office within normal working hours.

13.6. FAILURE TO CONVENE SPECIAL GENERAL MEETING

If the Board of Directors fail to convene a Special General Meeting within fifteen (15) days of receipt of notice from members as provided herein above, such members shall convene the Special General Meeting as requested by notifying the Commissioner and the Board of Directors.

13.7. AGENDA AT SPECIAL GENERAL MEETING

Any business not completed at the Annual General Meeting, may be taken up at a subsequent Special General Meeting of the SACCO Society.

14.0. PROCEDURE OF MEETINGS

14.1. NOTICE OF MEETINGS

The General Meetings of the SACCO Society shall be convened by giving at least fifteen (15) days' written notice to the members, and the Secretary of the SACCO Society, shall take necessary measures and steps to publish the notice of meeting in public places, the websites of the SACCO Society, notice boards, local newspapers, including the print and electronic media or any other mode decided by the members.

14.2. AGENDA AT MEETINGS

All notices constituting a General Meeting of the SACCO Society shall include a statement of the business to be dealt with at the meeting.

14.3. QUORUM AT GENERAL MEETINGS

Except when convened by the Commissioner, the presence of at least 15..... members or twenty-five (25%) percent of the total membership, whichever is less, shall constitute a quorum for the conduct of business at the General Meeting.

14.4. ABSENCE OF QUORUM

When a quorum is not attained the Chairman shall -

- a) adjourn the meeting and fix a date for another meeting within one month, which shall be advertised as prescribed in these By-Laws; and
- b) if the quorum is again not attained, declare the meeting open with those present one hour after the advertised time of the meeting.

14.5. VENUE OF GENERAL MEETINGS

All General Meetings of the SACCO Society shall be held at a physical venue and place which shall be contained in the notice constituting the meeting, except that a meeting may be held on such terms and conditions as the Commissioner may direct.

14.6. VIRTUAL GENERAL MEETINGS

The SACCO Society may hold its General Meeting virtually or both virtually and physically, in exceptional circumstances as may be determined by the Board of Directors taking into account any prevailing socio-economic, political, health or environmental circumstances limiting physical interactions.

14.7. VIRTUAL MEETINGS TO COMPLY WITH GUIDELINES Where the Board of Directors opts to hold a virtual or a mixed virtual and physical General Meeting, then the Board of Directors of the SACCO Society shall –

- a) take measures to ensure that the General Meeting is constituted, held and conducted strictly in compliance with any circulars or guidelines or directives which may be issued by the Commissioner and/or the Authority from time to time, or any written law; and
- b) the members of the Board of Directors, the Chief Executive officer, and the Commissioner or representative shall be present within the SACCO Society's registered offices for purposes of the General Meeting.

14.8. DUTIES OF GENERAL MEETINGS

The General Meeting shall have the powers and duties prescribed in the Sacco Societies Act; the Regulations 2020; the Co-operative Societies Act; the Co-operative Societies Rules; these By-Laws, and any other applicable law; and in particular the General Meeting shall -

- a) consider and confirm the minutes of the previous General Meeting;
- b) consider reports of Committees, the Commissioner or the Authority on the audited financial statements of the SACCO Society's activities during the past financial year;

- c) consider and resolve on the manner in which any available surplus shall all be distributed or invested, subject to Sacco Societies Act; the Regulations 2020; the Co-operative Societies Act; the Co-operative Societies Rules; these By-Laws, and any other applicable law;
- d) elect or remove members of the board and the Supervisory Committee, subject to the Sacco Societies Act; the Regulations 2020; the Co-operative Societies Act; the Co-operative Societies Rules; these By-Laws, and any other applicable law;
- e) fix the indemnity for the elected Board members and management staff;
- f) consider recommendations on expulsion of members and refusal of membership by the Board;
- g) fix the maximum liability which the SACCO Society may incur in loans and deposits from members and non-members;
- h) approve the estimates of income and expenditure for the financial year following the General Meeting;
- i) fix the honoraria, if any, for officers or employees of the SACCO Society;
- j) decide on the management structure, including the establishment of branches to facilitate efficient and cost effective delivery of services to members;
- k) appoint external auditors of the SACCO Society for the ensuing year;
- l) approve affiliation to any National Co-operative Organizations for SACCO Societies and the Apex society;
- m) transact any other business of the SACCO Society for which notice has been given to members in the manner prescribed in these By-Laws.

14.9. RIGHT TO ATTEND GENERAL MEETINGS

Members' rights to attend and participate in General Meetings

Regulated SACCOs shall take adequate measures to ensure that members are sufficiently facilitated to fully participate in the General Meetings of the Regulated SACCO including but not limited to –

- a) issuance of adequate notice of any General Meetings proposed to be held by the Regulated SACCO in accordance with the Act and the Regulations;
- b) provide the approved audited financial statements of the Regulated SACCO to the members within at least fifteen (15) days prior to the General Meeting

- incorporating any comments or observations thereon made by the Authority;
- c) publish copies of the notice and any extracts of the approved audited financial statements in conspicuous places within the head office and branches or any other service point of the Regulated SACCO as well as its website where applicable;
 - d) where possible and subject to budgetary provision by the SACCO Society, publish a notice of the General Meeting and extracts of the financial statements in Newspapers of wide circulation; and
 - e) where possible and subject to budgetary provision send the notice with the extracts of the audited financial statements digitally to the electronic address of the members.

14.10. RECORD OF BUSINESS

All business discussed or decided at the General Meeting shall be recorded without erasures and corrections in a Minute Book, which within one month of the meeting, shall be signed by the Chairman of the meeting and at least one other member of the Board of Directors 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.

15.0. CONSTITUTION OF THE BOARD OF DIRECTORS

15.1. BOARD OF DIRECTORS IS THE GOVERNING BODY

The Board of Directors shall be the governing body of the SACCO Society elected from the general membership and shall consist of nine (9) non-executive members, elected by the members pursuant to the provisions of the Co-operative Societies Act, these By-Laws and any other written law.

15.2. Eligibility for membership to the board of directors

Cooling off period before serving in the Board of Directors

A person who has served or is serving as a member of the Board of Directors shall not be eligible to be-

- i) elected as members of the Supervisory Committee of the SACCO Society until after the expiry of five (5) years after ceasing to serve as a member of the Board of Directors; or
 - ii) appointed as an employee of the Regulated SACCO Society.
- a) has been adversely named by the Commissioner/Authority in an Inquiry Report endorsed by a General Meeting for mismanagement or corrupt practices whilst still a member of the Board of a Co-operative Society or Union in the last ten (10) years, or mentioned adversely in any other national government inquiries where he/ she has been shown or alleged to be engaging or have engaged in dishonest activities;
 - b) has been adversely named by the Authority in an Inspection Report for

mismanagement or corrupt practices while still a member of the Board of Directors or officer of a SACCO Society in Kenya;

- c) has been barred or prohibited from holding office as a director or officer of a SACCO Society by the Authority;
- d) has been charged of any offence involving dishonesty, a crime involving fraud, perjury or breach of contract of a financial institution;
- e) has been convicted of any offence involving dishonesty or is imprisoned for three (3) months or more with a crime involving fraud, perjury or breach of contract of a financial institution;
- f) is delinquent on loans with the SACCO Society for any period within two (2) years prior to elections;
- g) shall not have attained a minimum of "O" level certificate of Education or equivalent except as otherwise expressly exempted by the Commissioner;
- h) is undischarged bankrupt;
- i) is under 18 years of age;
- j) is of unsound mind;
- k) is a member of the Board of Directors of another existing SACCO Society authorized or licensed under the Sacco Societies Act;
- l) is an official of or holds a political office at any level;
- m) does not conform to minimum qualification standards in accordance to any applicable law;
- n) has been removed from public office or barred from holding public office by any agency of the government, on disciplinary action;
- o) has not executed and submitted or caused to be submitted to the Authority, the Fit and Proper Test Form as provided in the Regulations, 2020;

15.3. COMPOSITION OF THE BOARD OF DIRECTORS

The Board of Directors shall include the Chairman, Vice chairman, Treasurer and Honorary Secretary all of whom shall be elected by the Board of Directors from amongst the members of the Board.

15.4. TERM OF OFFICE OF MEMBERS OF BOARD OF DIRECTORS

Members of the Board of Directors shall hold office for a period of three years provided that, one-third of the members Board of Directors shall retire every year but may be eligible for re-election.

15.5. CO-OPTION OF MEMBERS OF THE BOARD OF DIRECTORS Where the membership of the Board of Directors falls below five (5) members the Board of Directors shall co-opt qualified member(s) into the Board of Directors until the next General Meeting.

15.6. THE CHAIRMAN OF THE BOARD

The Role of Chairperson of the Board of Directors

1. Presiding over meetings

The chairperson, and in the absence of the chairperson, the vice-chairperson or such other person as may be prescribed in the By-Laws of the Regulated SACCO shall preside at the Board Meetings and General Meetings of the SACCO.

2. Specific responsibilities of the Chairperson

The Chair of the Board of Directors shall play a crucial role in the proper functioning of the Board by providing effective leadership and entrenching appropriate checks and balances within the board including but not limited to-

- a) act as the spokesperson of the Regulated SACCO on policy matters while day to day operational activities shall be addressed by the Chief Executive Officer;
- b) ensuring that board decisions are taken on a sound and well-informed basis by encouraging and promoting critical discussions and ensuring that dissenting views can be expressed and discussed within the decision-making process;
- c) ensuring the smooth functioning of the board, the governance structure and inculcating positive culture in the board;
- d) ensuring guidelines and procedures are in place to govern the board's operation and conduct;
- e) in consultation with the secretary and Chief Executive Officer set the agenda for all board meetings;
- f) ensuring sufficient notice of the board meeting is issued to each board member and appropriate board papers are shared in sufficient time to enable effective deliberations avenues;
- g) providing opportunities for all directors to participate openly in the discussion;
- h) providing leadership to the board and is responsible for the developmental needs of the board; and
- i) any other role, duty or responsibility as the SACCO Society may prescribe in the By- Laws or any other governance instrument.

15.7. THE VICE-CHAIRMAN OF THE BOARD

The Vice-Chairman of the Board shall be elected from amongst the members of the Board of Directors, and shall be responsible to the Board for – a) deputising the Chairman of the Board;

- b) performing the duties of the Chairman of the Board, during the absence of the Chairman of the Board; and
- c) performing any such other duties as the board may as may be directed by the Board of Directors, not inconsistent with provisions of the Sacco Societies Act; the Regulations 2020; the Co-operative Societies Act; the

15.8. HONORARY SECRETARY

The Honorary Secretary shall be elected from amongst the members of the Board of Directors, and shall be responsible to the Board for –

- a) causing all the minutes of the General Meetings, Board Meetings, and joint meetings with the Supervisory Committee to be recorded;
- b) ensuring that notices of all meetings are prepared and sent out;
- c) performing such other duties as may be directed by the Board of Directors, not inconsistent with provisions of the Sacco Societies Act; the Regulations 2020; the Co-operative Societies Act; the Co-operative Societies Rules; the By-Laws and any other applicable law

15.9. THE TREASURER

The Treasurer of the SACCO Society shall be elected from amongst the members of the Board of Directors, with knowledge and experience of accounting or financial matters, and shall be responsible to the Board and the General Meetings for -

- a) managing or causing to be managed, the financial and accounting affairs and transactions of the SACCO Society;
- b) ensuring that proper record is kept of all monies received and disbursed by the SACCO Society;
- c) ensuring the safekeeping of the SACCO Society's money;
- d) signing or counter-signing documents, contracts and cheques in accordance with these By-Laws and the financial policies and procedure manuals of the SACCO Society;
- e) ensuring compliance with all directives of the General Meetings, the Board of Directors, the Authority and the Commissioner, particularly with regard to all financial and accounting affairs of the SACCO Society;
- f) preparation and submission of the financial statements showing the financial condition of the SACCO Society, to the Board of Directors for consideration, at least fifteen (15) days after close of each month;
- g) presentation to the Board of Directors, an up to date listing of all overdue borrowers, including relevant actions taken or being taken to recover the loans;
- h) performing any other lawful duty as may be directed by the Board, or as may be assigned under these By-Laws, the Sacco Societies Act, the Regulations 2020, the Co-operative Societies Act, the Co-operative Societies Rules or any other applicable law.

16.0. MEETING OF THE BOARD OF DIRECTORS

16.1. FREQUENCY OF MEETINGS

The Board of Directors of the SACCO Society shall –

- a) meet not more than fifteen (15) 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; and
- b) furnish the Authority with a certified copy of the minutes of its meeting on a semi-annual basis to be received not later than the 15th July and 15th January of each calendar year.

16.2. QUORUM AT MEETINGS OF BOARD OF DIRECTORS

The quorum at every meeting of the Board of Directors shall be at least two thirds (2/3rd) of the members of the Board of Directors.

16.3. FAILURE TO ATTEND MEETINGS

If a member of the Board of Directors fails to attend three consecutive meetings without being excused thereon, or otherwise fails to perform his/her duties, the position shall be declared vacant and may be filled as provided for in these By Laws.

16.4. RECORD OF BUSINESS OF THE BOARD OF DIRECTORS All business discussed or decided at the meeting of the Board of Directors 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, provided that the Minute Book may be maintained in an electronic format.

16.5. CONFIRMATION OF PREVIOUS MINUTES

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.

16.6. PRESERVATION OF MINUTES OF THE BOARD

The SACCO Society shall ensure that all proceedings of the meetings of the Board and any Committee of the Board are recorded and kept in the head office where other records are kept and shall be preserved in the same way the assets of the SACCO Society are kept and preserved.

17.0. DUTIES AND POWERS OF THE BOARD

17.1. LEGAL STANDARD OF CARE

In the conduct of the affairs of the SACCO Society, the Board of Directors shall at all times exercise prudence and diligence of ordinary men of business and shall be held, jointly and severally liable for any loss occasioned by their actions which are contrary to the Sacco Societies Act, the Regulations, 2020, any guidelines and directives issued by the Authority, the Co-operative Societies Act, and Co-operative Societies Rules, these By-Laws, or the direction of any general meeting of the SACCO Society or any other applicable law

17.2. DIRECTING AFFAIRS OF THE SACCO SOCIETY

The Board of Directors shall develop and implement a Board Charter to govern its internal operations and procedures; and shall subject to any directions from the General Meeting generally –

- a) direct the affairs of the SACCO Society; and
- b) provide visionary leadership by providing strategic directions on the Sacco business without engaging in operational activities of the Sacco Society.

17.3. SPECIFIC DUTIES AND POWERS

The Board of Directors shall in particular –

- a) observe in all its transactions and activities provisions of the Sacco Societies Act, the Regulations, 2020, the Co-operative Societies Act, the Co-operative Societies Rules, these By-Laws, any other applicable law, and prudent business practices;
- b) ensure that the SACCO Society's functions effectively and that an adequate and effective internal controls and risk management systems are in place consisting of appropriate policies including human resource management, savings, liquidity, investment, dividend, risk management, membership administration, cash handling and information management and preservation among others;
- c) develop and approve the terms of reference of the various Board Committees, consistent with these By-Laws;
- d) ensure that the management maintains proper and accurate records that reflect the true and fair position of the SACCO Society's financial condition;
- e) prepare and develop business plans and annual budgets and estimates for presentation at the General Meeting;
- f) formulate the Electoral Policy to guide in the nomination and election process;
- g) appoint such number of Board Committees as maybe necessary to effectively discharge its functions;

- h) 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 SACCO Society's management;
- i) cause the audited financial statements of the SACCO Society to be displayed in a conspicuous place at its registered office, and branches at least two weeks before presentation of the financial statements to the members at the General Meeting;
 - j) submission of the audited financial statements to the Authority for approval within three (3) months after the close of the financial year;
- k) implementing and/or incorporating any general or specific directives issued by the Authority with regard to the form of, or contents or proposals or other disclosures in the audited financial statements;
- l) subject to approval of the audited financial statements, lay before the General Meeting the audited financial statements of the SACCO Society, together with proposals for the disposal of net surplus, if any;
- m) subject to any directives issued by the Authority, recommend to the General Meeting, the dividend rate to be paid on shares, if any, and interest to be paid on non-withdrawable deposits;
- n) fill through co-option, vacancies occurring in the Board of Directors between General Meetings;
- o) authorize the conveyance of properties;
- p) authorize borrowing of the SACCO Society in accordance with these By Laws and any other written law;
- q) approve and review lending policies of the SACCO society to ensure compliance with the Law;
- r) approve or ratify all loans to directors and employees of the SACCO Society;
- s) approve interest rates on loans to members as recommended by the Committee for the time being responsible for financial affairs of the SACCO Society;
- t) designate a depository or depositories for the funds of the SACCO Society;
- u) prepare and submit or cause to be submitted for approval, the Code of Conduct in the form set out in the Third Schedule of the Regulations, 2020;

- v) employ and fix the remuneration of the employees including the appointment of Chief Executive Officer in accordance with the approved Human Resource Policy and Manual;
- w) notify the Authority in writing of any intention to remove the Chief Executive Officer in accordance with the Regulations, 2020; and notify the Authority in writing within fifteen (15) days of appointment, resignation or removal of the Chief Executive Officer and in the case of resignation or removal, the reasons for such resignation or removal;
- x) impose or recommend the imposition of any fines or fees as provided for under these By-Laws;
- y) ensure that the SACCO Society budgets for and pays promptly pay all the taxes, levies, fees and/ or other charges due to the Authority and/or any other government entity, as and when they fall due;
- z) ensure adequate provisions for known and probable losses and recommend to the General Meeting the write-off of bad debts;
- aa) perform or authorize any function consistent with the Sacco Societies Act, the Regulations, 2020, the Co-operative Societies Act, the Co-operative Societies Rules, and these By-Laws, unless specifically reserved for the General Meeting;
- bb) provide adequate budget for education and training of members, and the capacity development of the Board and staff;
- cc) receive and consider reports from the established staff technical committees and Board Committees;
- dd) perform any other duty or functions, and exercise any other power as provided in the Sacco Societies Act, the Regulations, 2020, the Co-operative Societies Act, the Co-operative Societies Rules, these By-Laws and any other applicable law.

17.4. DELEGATION OF DUTIES TO CHIEF EXECUTIVE OFFICER The Board of Directors may delegate to the Chief Executive Officer of the SACCO Society such duties as it deems fit; provided that such delegation shall not absolve the Board of Directors from its responsibility of running the affairs of the SACCO Society in a proper and business-like manner.

18.0. INDEMNITY BY BOARD OF DIRECTORS

18.1. FILING OF INDEMNITY

Each member of the Board of Directors shall provide an indemnity of in such sums and amount as shall be approved by the General Meeting; and a duly completed

Form V in the Schedule to the Co-operative Societies Rules shall be duly completed and lodged with the Commissioner and the Authority within fourteen (14) days upon election to the Board.

18.2. WEALTH DECLARATION UPON ELECTION

Every member of the Board of Directors shall within thirty (30) days of being elected declare and file with the Commissioner the statutory wealth declaration in the prescribed form as provided in the Public Officers Ethics Act, 2003 and the Code of Conduct issued pursuant thereto.

19.0. COMPENSATION OF MEMBERS OF THE BOARD OF DIRECTORS

19.1. RE-IMBURSEMENT TO BOARD MEMBERS

The members of the Board of Directors may be paid reimbursements or allowances for necessary expenses incurred in the course of discharging lawful duties shall be determined at such rates as the members may approve during the general meeting.

19.2. NO FIXED REMUNERATION OR SALARY

A member of the Board of Directors shall not receive remuneration in the form of a salary or any fixed periodic payments in respect of services rendered to the SACCO Society.

19.3. COMPENSATION TO BE DISCLOSED IN THE FINANCIAL STATEMENTS

The Board of Directors shall disclose in the audited financial statements, any compensation, fees, travel or meeting expense or reimbursement paid to each director of a SACCO society and each member of the Supervisory Committee, and shall be presented at the Annual General Meeting.

19.4. BOARD COMPENSATION POLICY

The SACCO Society shall develop and implement a Board Compensation Policy clearly detailing the rates of compensation or allowances payable to the members of the Board of Directors, taking into consideration the economic and financial condition of the SACCO Society, which Policy or any amendments thereto shall be approved by General Meeting of the SACCO Society.

19.5. AUTHORITY MAY VETO THE COMPENSATION POLICY The Authority may at any time in the exercise of its mandate under the Sacco Societies Act and the Regulations, 2020 veto the implementation of a Board Compensation Policy or any sections thereof, and may suspend the implementation of any such Policy or direct the review thereof as it may deem fit, taking into account its supervisory and regulatory mandate.

20.0. ELECTIONS OF BOARD OF DIRECTORS AND SUPERVISORY COMMITTEE

20.1. NOTICE OF VACANCIES

The Board of Directors shall notify the members of the SACCO Society of the vacancies arising in both the Board of Directors and the Supervisory Committee.

20.2. NOMINATION COMMITTEE

There shall be a Nominating Committee of the SACCO Society which shall be constituted in accordance with the SACCO Society's Electoral Policy, which shall be formulated by the Board of Directors to vet and clear the prospective candidates for elections.

20.3. RETURNING OFFICER TO PRESIDE OVER ELECTIONS

During elections –

- a) the Returning Officer shall present duly nominated candidates for the vacant positions;
- b) each candidate must have a proposer and a seconder;
- c) at the elections, members shall decide, by majority vote, the method of voting, which method may be either by secret ballot or queuing or by show of hands;
- d) no member shall be entitled to vote by proxy;
- e) irrespective of the number of shares held by him, no member shall have more than one vote.

20.4. SUBMISSIONS OF NAMES OF ELECTED PERSONS TO AUTHORITY The Chief Executive Officer of the SACCO Society shall, within fourteen (14) days of the elections, submit to the Authority and the Commissioner the names and addresses of all persons elected to the Board of Directors and Supervisory Committee, including their respective Fit and Proper Test Forms in accordance with the Regulations, 2020.

20.5. ASSUMPTION OF OFFICE

The new Board of Directors and Supervisory Committee of the SACCO Society elected at the General Meeting shall not assume office unless they have been cleared by the Authority, and satisfied the requirements of the Sacco Societies Act, the Regulations, 2020, the Co-operative Societies Act, the Co-operative Societies Rules, these By-Laws, and any other applicable law, as to the indemnity, ethics, codes of conduct or any other matter.

21.0. REMOVAL AND SUSPENSION A MEMBER OF BOARD

21.1. REMOVAL BY THE AUTHORITY

The Authority may suspend from duty any member of the Board of Directors charged in a court of law with an offence involving fraud or dishonesty pending the determination of the matter, directly or indirectly violates the Act, Regulations and these bylaws.

21.2. REMOVAL BY MAJORITY OF BOARD MEMBERS

By a majority of the members of Board of Directors, the Board of Directors may by a resolution, suspend a Board Member for a period not exceeding twelve (12) months, and recommend to the next General Meeting of the SACCO Society, the removal of such Board Member, on the ground and/or for reasons of –

- a) failure to disclose any vested interests; or
- b) Any other good cause.

21.3. CESSATION FROM HOLDING OFFICE BY A BOARD MEMBER A member of the Board of Directors of the SACCO Society shall cease to hold office, if he/she –

- a) ceases to hold the qualifications of a Board of Director as specified in the Sacco Societies, the Regulations, 2020, these By-Laws; or any other applicable law;
- b) is removed or suspended by the Authority under the provisions of the Sacco Societies, the Regulations, 2020 or any other applicable law;
- c) is voted out by two-thirds (2/3rd) majority of members present and voting at the General Meeting;
- d) is removed by the Commissioner under the provisions of Co-operative Societies Act and the Co-operative Rules;
- e) continuously fails to remit savings/deposits or repay his/her loans for a period of six months

22.0. BOARD COMMITTEES

22.0. BOARD COMMITTEES

22.1. Constitution of the Board Committees

1. The mandatory statutory Committees

Regulated SACCOs shall constitute Committees of the Board of Directors in accordance with the Act and the Regulations made thereunder, and in particular –

- a) DT-SACCOs shall constitute Committees of the Board consisting of Credit Committee, Audit and Risk Committee and any other two Committees as maybe defined in their By-Laws; and

- b) NWDT-SACCOs shall constitute Committees of the Board consisting of Credit Committee and any other two Committees.

2. Other discretionary Committees of the Board

Other than the statutory prescribed committees of the Board, Regulated SACCOs should ensure that the establishment of other committees of the Board is informed by the need to increase efficiency in its operations and allow deeper focus in specific areas, but such committees shall not exceed the prescribed maximum and may include Finance and Administration and Education Committee.

3. Discretionary application of Reg. 58 of the Regulations 2020 to DT-SACCOs

The functions of an Audit and Risk Committee of the Board of Directors of NWDT-SACCOs shall be performed by the Supervisory Committee of the NWDT-SACCO in accordance with the requirements of the Reg 58 of Regulations 2020, whereas the DT-SACCOs may at their discretion allow the functions of their Audit and Risk Committee to be performed by their Supervisory Committees, in which case Reg.58 of Regulations 2020 shall apply mutatis mutandis.

4. Board Committees to have Charters.

Each Committee of the Board of Directors shall have a charter that sets out its mandate, scope and working procedures, including appropriate annual workplans, calendar of meetings and budgetary implications of its activities.

5. Expert and professional advice to Committees

Board Committees may invite and receive independent and expert professional advice or opinion where necessary, and the head of the functional unit may attend the Board Committee meetings to provide clarifications and technical advice as maybe necessary.

6. Board of Directors retain overall responsibility

Despite the generality of this clause, the Board of Directors shall not delegate any matters to a board committee, chief executive officer, executive directors, or key management personnel, to an extent that such delegation would significantly hinder or reduce the ability of the board as a whole to discharge its functions.
management personnel, to an extent that such delegation would significantly hinder or reduce the ability of the board as a whole to discharge its functions.

7. Skills, qualifications and experience to inform membership of Committees

In deciding members of each Committee, the Board of Directors shall take into consideration qualifications, competency, and experience of each member of the Board to effectively discharge the mandate of the Committee in respect of which he/she is proposed to be a member.

22.2. Audit and Risk Committee

1. Constitution of the Audit and Risk Committee

Regulated SACCOs shall constitute Audit and Risk Committee of the Board in accordance with the Act and Regulations made thereunder, and in particular -

- a) DT-SACCOs shall constitute Audit and Risk Committee consisting of the elected

members of their Board of Directors or may at their discretion delegate the functions of the Audit and Risk Committee to the Supervisory Committee in accordance with this Guidelines and any other advisory as the Authority may issue from time to time; and

- b) NWDT-SACCOs shall constitute an Audit and Risk Committee consisting of the Supervisory Committee in accordance with Reg, 58 of the Regulations 2020.

2. Restriction of membership in other Committees

The members of the Audit and Risk Committee of the board (where the functions are not performed by the supervisory committee) shall not serve as members of credit and/or finance and administration committee.

3. Responsibilities of the Audit and Risk Committee

The Audit and Risk Committee shall in addition to the statutory responsibilities prescribed in the Act and Regulations made thereunder be responsible for -

- a) reviewing the financial conditions of the SACCO Society, its internal controls, performance, and findings of the internal auditor and to recommend remedial actions regularly;
- b) establishing an effective and independent internal audit function commensurate with the size, nature and complexity of the SACCO operations, including necessary resources, budget and authority to enable it discharge its functions;
- c) ensuring that senior management establishes and maintains an adequate, effective and efficient internal control and risk management framework;
- d) review the SACCO's audit plan, with specific reference to the procedures for identifying regulatory risks and controlling their impact on the SACCO, including reviewing correspondence from the Authority and other regulatory agencies and management's responses;
- e) investigate all complaints, allegations and or violations of the SACCO's Code of Conduct, and any whistle blower/ confidential information against and or by officers of the SACCO to recommend appropriate sanctions to the Board;
- f) reviewing internal controls, including the scope of the internal and audit programme, the internal audit findings, and recommend action to be taken by management;
- g) review and monitor the external auditors' independence and objectivity, taking into consideration relevant professional and regulatory requirements;
- h) review the external auditors' terms of reference management reports and recommendations; and
- i) performance assessment of the Head of Internal Audit. Additionally, the committee should be consulted on the appointment and dismissal of the internal auditor.

4. Outsourced Internal Audit Services

Where the internal audit activities are outsourced, the Audit and Risk Committee remains ultimately responsible for ensuring that the system of internal control and the internal audit function are adequate and operating effectively.

5. *Procurement for External Auditors*

- a) In accordance with the SACCOs Procurement Policy, select and recommend to the Board of Directors the names of at least three (3) external auditors drawn from the published list of approved external auditors for SACCO Societies by the Authority.

22.3. The Credit Committee

Regulated SACCOs shall constitute Credit Committee of the Board of Directors in accordance with the Act and Regulations made thereunder, and which shall be responsible for -

- b) performing all functions duties and roles prescribed in the act and regulations made thereunder as well as the SACCOs By-Laws;
- c) develop and recommend to the board of directors for approval an appropriate Credit Policy for the SACCO Society;
- d) reviewing lending practices by the Management including periodic sampling of processed loan applications to satisfy itself that Management is adhering to the lending policies of the SACCO;
- e) ensuring that there are effective procedures and resources to identify and manage irregular problem credits, minimize credit loss and maximize recoveries;
- f) directing, monitoring, reviewing and considering all issues that may materially impact on the present and future quality of the Regulated SACCO's credit risk management;
- g) periodically review the performance and quality of the loan portfolio and make appropriate recommendations to the Board of Directors for implementation including but not limited to insider lending, high exposures, non-performing loans, adequate provisioning, foreclosures, write-offs, sectoral lending etc;
- h) consider recommendations from management for the introduction of new loan products and/or changes in existing loan products, and ensuring that any such new loan products or changes are incorporated in the credit policy;
- i) regularly monitor adherence to the approved Credit Policy and where necessary make recommendations to the Board of Directors for amendments taking into consideration any changes in the operating environment;
- j) ensure that all insider lending is undertaken within the confines of the law and all insider lending reports are duly submitted to the Authority; and
- k) deliberate and consider loan applications beyond any discretionary limits as may be prescribed.

22.4. Finance, Human Resource and Administration Committee

1. Constitution

Regulated SACCOs may constitute in accordance with their By-Laws a Committee of the Board of Directors responsible for Finance, Human Resource and Administration matters.

2. Financial Responsibilities

A Committee of the Board of Directors responsible for Finance, Human Resource

and Administration matters shall undertake the following financial responsibilities-

- a) receive and consider the SACCO's annual budget and revisions of the same prior to its submission to the General Meetings for approval;
- b) receive and consider for approval and recommendation to the General Meeting any proposed capital development projects, provided that such Capital development may not be commenced or proposed to be commenced without prior written approval of the Authority;
- c) develop and oversee implementation SACCO's Procurement and Disposal Policy which should be aligned to any guidelines or directives issued by the Authority; and
- d) review, recommend, do or cause to be done in consultation where necessary with other relevant Board Committees, all measures considered necessary to rationalize the SACCO's expenditure.

3. Investment responsibilities

A Committee of the Board of Directors responsible for Finance, Human Resource and Administration matters shall undertake the following financial investment responsibilities -

- a) develop and recommend to the Board of Directors for adoption an Investment Policy for the SACCO Society;
- b) oversee the implementation and adherence to the Investment Policy and submit period reports to the Board of Directors with appropriate recommendations for implementations;
- c) develop and recommend to the Board of Directors for adoption Dividend Policy for the SACCO Society and oversee its implementation and adherence;
- d) ensure that the SACCOs assets are duly insure as may be necessary;
- e) Submit periodic report on their deliberations to the Board of Directors for adoption; and
- f) undertake any other functions, roles or duties as maybe prescribed in the By-Laws or as may be directed by the Authority.

4. Strategic planning responsibilities

A Committee of the Board of Directors responsible for Finance, Human Resource and Administration matters shall undertake the following strategic planning responsibilities-

- a) ensure the Board of Directors is regularly informed about the key strategic plans and progress thereof including any changes in such plans;
- b) ensure the availability of adequate resources to the Management to implement the business plans, financial, operational and human resources as may be necessary;
- c) oversee annual strategic review planning events involving the SACCO's strategic planning process; and
- d) ensure regular reviews of the status of execution against strategic objectives through reviews at Board meetings of product plans, development, execution and customer service.

5. Human Resource and Administration responsibilities

A Committee of the Board of Directors responsible for Finance, Human Resource and Administration matters shall undertake the following human resource and administration responsibilities-

- a) develop and recommend to the Board for adoption an appropriate Human Resource Management Policy providing for among others human resources development, organizational structure, compensation principles, retirement benefits and practices;
- a) review salary structures, bonus, benefits and other remuneration of Management and Staff in accordance to the Human Resource Management Policy;
- b) undertake interviews for appointment of the Senior Management including the Chief Executive Officer and recommend to the Board of Directors for appointment; and
- c) develop and recommend to the Board of Directors for adoption of an appropriate Succession Plan and oversee the implementation.

6. ICT Governance responsibilities

A Committee of the Board of Directors responsible for Finance, Human Resource and Administration matters shall be responsible for the ICT governance of the Regulated SACCO in accordance with clause of this Guideline.

22.5. Committee responsible for education and training of Members

7. Constitution of the Committee

Regulated SACCOs may constitute a Committee of the Board of Directors in accordance with their respective By-Laws, and which shall be responsible for providing education to the members of the Regulated SACCO as well as other key stakeholders.

8. Responsibilities of the Committee

The Committee responsible for education and training of members may undertake all and/or all of the following educational and/or training functions -

- a) develop and recommend to the Board of Directors for adoption of an appropriate Education and Training Policy for its members and oversee the implementation;
- b) in consultation with management, identify and determine the education needs of the members and develop annual programmes to educate and train the members in observance with the Cooperative principles, and oversee the implementation of such programmes;
- c) identify and recommend for acquisition relevant literature and resource materials on behalf of the Regulated SACCO, with a view to setting up a well-stocked resource center including but not limited to the SACCO Societies Act and the Regulations made thereunder, the Cooperative Act and the Rules made thereunder; the By-laws of the Regulated SACCO and any amendments thereto; Policies of the SACCO Society; other relevant cooperative financial texts and journals;
- d) organize and arrange for education and exchange programmes for SACCO

- delegates within the approved budgetary limits;
- e) recommend to the Board of Directors the Key thematic areas to undertake research for purposes of ensuring the SACCO Society and its members and business are kept abreast with development in the policy and legal environment;
 - f) recommend the allocation of adequate resources for education and training of the members in accordance with the members annual education and training plan;
 - g) identify, collect and prepare of co-operative news on behalf of the SACCO Society including recommending such news for publication in any internal or external media;
 - h) in consultation with the Board of Directors, undertake such other corporate governance and corporate social responsibility initiatives as may be necessary or desirable; and
 - i) ensure that members of the Regulated SACCO Society are supplied with all relevant and current educational and training materials including but not limited to the operating statutes, SACCOs By-Laws, policies, financial statements and any other matter.

23.0. SUPERVISORY COMMITTEE

23.1. ESTABLISHMENT OF SUPERVISORY COMMITTEE

Quorum of the Supervisory Committee

Supervisory committees of Regulated SACCOs shall be elected and constituted in accordance with the Act and Regulations made thereunder, following an election at the General Meetings and shall consists of a maximum of three (3) members and a minimum of two (2) members.

Co-option of persons to the Supervisory Committee

Where the membership of the supervisory committee falls below the minimum quorum of two (2) members, the Supervisory Committee in consultation with the Board of Directors coopt a person to the membership of the Supervisory Committee to enable it to discharge its function until the vacant position is filled in the ensuing General Meeting.

Objectivity and independence

Members of the Supervisory Committee shall at all time exercise objectivity and independence in the performance of their functions and shall not be influence by any external factors.

23.2. QUALIFICATIONS FOR MEMBERS OF SUPERVISORY COMMITTEE A

member shall be qualified and eligible for elections to the Supervisory Committee of the SACCO Society, if the members –

- a) have qualifications similar to those of Board Members; and
- b) have at least one (1) of person bearing some knowledge or qualifications in accounting or finance;

Restrictions of members of Supervisory Committees serving in the Board

A person who has served or is serving as a member of the Supervisory Committee shall not be eligible to be-

- a) elected as members of the Board of Directors of the SACCO Society until after the expiry of five (5) years after ceasing to serve as a member of the Supervisory Committee; or
- b) appointed as an employee of the Regulated SACCO Society.

23.3. REMOVAL OF MEMBERS OF SUPERVISORY COMMITTEE

The members of the Supervisory Committee –

- a) may be suspended or removed from office by the Authority or by a resolution of the General Meeting in the same manner and for the same reasons or grounds, as the suspension or removal of members of the Board of Directors or any other officer of the SACCO Society; and
- b) shall cease to hold office in the same manner, and for the same reasons or grounds as the cessation to hold office by Board Members.

23.4. MEETINGS OF THE SUPERVISORY COMMITTEE

The Supervisory Committee shall meet as regularly as the demand of the SACCO business may require, provided that they shall meet not more than eight times in a financial year; and one quarter shall not lapse between the date of one meeting and the date of the next meeting, excluding the joint meetings with the Board of Directors and any meeting constituted under the direction of the Authority or Commissioner for Cooperative Development.

23.5. DUTIES AND RESPONSIBILITIES OF SUPERVISORY COMMITTEE

The Supervisory Committee, shall in addition to the duties assigned to it under the Co-operative Societies Rules, perform the following functions in accordance with the Regulations 2020 -

23.6. Duties and Responsibilities of Supervisory Committee

a) General Duties and Responsibilities

The Supervisory Committee of a Regulated SACCO shall perform the duties and functions assigned to it under the Cooperative Act, the Sacco Societies Act and the Regulations made thereunder, and in particular-

- (i) The Supervisory Committee of a NWDT-SACCO shall be the Audit and Risk Committee of the SACCO Society reporting to the Board of Directors in accordance with Reg. 58 of Regulations 2020; and
- (ii) The Supervisory Committee of a DT-SACCO may perform the functions of an Audit and Risk Committee of the SACCP reporting to the board of Directors, where the DT- SACCO has in its By-Laws assigned such functions to the Supervisory Committee.

b) Specific Duties of the Supervisory Committee Undertaking Statutory Functions

The specific duties and responsibilities of the Supervisory Committee when performing its statutory functions and shall include-

- (i) verifying all transactions effected on behalf of every member;
- (ii) undertake periodic internal audits of operational areas throughout the year;
- (iii) submit reports of its findings to the Board of Directors at Joint Meetings,

- the Commissioner, the Authority and the General Meeting; and
- (iv) visit operational areas to evaluate the books and records of accounts for accuracy.

c) Specific Duties of the Supervisory Committee Undertaking Internal Audit and Risk Functions

The specific duties and responsibilities of the Supervisory Committee when performing the Internal and Audit Risk functions and shall include-

- (i) review internal controls including the scope of the internal audit program, the internal audit findings, and recommend action to be taken by management;
- (ii) review internal audit reports and their overall effectiveness, the scope and depth of audit coverage, reports on internal control and any recommendations and confirm that appropriate action has been taken;
- (iii) ensure that accounting records and financial reports are promptly prepared to accurately reflect operations and results;
- (iv) review management reports, and reports from the internal and external auditors concerning deviations and weaknesses in accounting and operational controls;
- (v) monitor the ethical conduct of the Sacco society and consider the development of ethical standards and requirements, including -
 - effectiveness of procedures for handling and reporting complaints;
 - reviewing any related party transactions that may arise within the Sacco Society; verifying that relevant plans, policies, and control procedures are established and properly administered;
 - investigating members complaints and making recommendations for redress;
 - considering any matter of significance raised by members during the annual general meeting or the Authority.

d) Reports of the Supervisory Committee

The Supervisory Committee shall-

- (i) prepare and submit quarterly reports for discussions with the Board of Directors in quarterly joint meetings;
- (ii) prepare and submit reports to the commissioner as provided in the Cooperative Society Rules
- (iii) prepare and submit statutory reports to the General Meetings as prescribed in the Cooperative Society Rules; and
- (iv) where the Supervisory Committee performs the audit and Risk Committee functions, the supervisory committee shall submit or cause to be submitted to the Authority all quarterly reports of the supervisory committee, together with comments and actions made by the board of directors, within thirty days, after presentation to the board of directors.

23.7. Technical and Secretarial Support to the Supervisory Committee

- a) The internal audit function of the Regulated SACCO shall provide support, technical and secretarial services to the supervisory committee in the performance of its duties and responsibilities.

- b) The Chief Executive officer in consultation with the Board of Directors shall facilitate the Supervisory Committee in the discharge of its functions, duties and responsibilities including provision of adequate resources within the approved budget, working space etc.
- c) The Supervisory Committee in consultation with the CEO and Internal Audit function shall develop a workplan for its activities for the ensuing year which should be approved during a joint meeting with the Board of Directors prior to the commencement of the ensuing financial year.

23.8. REPORTS TO AUTHORITY

The Supervisory Committee shall submit or cause to be submitted to the Authority all quarterly reports of the Supervisory Committee, together with comments and actions made by the Board of Directors, within thirty (30) days, after presentation to the Board of Directors.

23.9. INTERNAL AUDIT FUNCTION TO TECHNICAL SUPPORT

The internal audit function of the SACCO Society shall be responsible to the Supervisory Committee and provide technical and secretarial support and services to the Supervisory Committee in accordance with the Regulations, 2020; and the Chief Executive Officer and management staff provide appropriate facilitation to the Supervisory Committee in the performance of its duties

23.10. LEGAL STANDARD OF CARE AND COMPENSATION FOR SUPERVISORY COMMITTEE

The members of the Supervisory Committee shall be held to the same legal standard of care as the legal standard of care, and shall be compensated under similar terms and circumstances; as prescribed for the members of the Board of Directors in these By-Laws.

24.0. THE CHIEF EXECUTIVE OFFICER AND STAFF OF THE SACCO SOCIETY

24.1. APPOINTMENT BY BOARD OF DIRECTOR

The SACCO Society shall have a Chief Executive Officer who shall be appointed by the Board of Directors on such terms and conditions as the Board of Directors shall fix; provided that prior to appointing a person to serve as the Chief Executive Officer of the SACCO Society, the Board of Directors shall submit or cause to be submitted to the Authority, the names and other particulars of the person proposed for such appointment, for approval.

24.2. APPOINTMENT TO TAKE EFFECT UPON APPROVAL

No formal appointment of a person to serve as the Chief Executive Officer of the SACCO Society shall take effect unless the Authority's written approval has been granted to the SACCO Society; and the Board of Directors shall notify or cause the Authority to be notified, within fifteen (15) days of formal appointment of the Chief Executive Officer

24.3. RESPONSIBILITIES OF THE CHIEF EXECUTIVE OFFICER The Chief

Executive Officer shall be responsible to the Board of Directors for the day to day running of the affairs of the SACCO Society, including but not limited to -

- a) the implementation of and adherence to the prescribed policies, procedures and standards;
- b) ensuring that systems have been established to facilitate efficient operations and communication;
- c) ensuring that strategies are developed and employed to facilitate achievement of targets and objectives;
- d) overseeing human resource management and development;
- e) adherence and ensuring that the SACCO Society and its staff are at all time in compliance with the established Code of Conduct; the Sacco Societies Act, the Regulations, 2020, any guidelines and/or directives issued by the Authority; the Co-operative Societies Act; the Co-operative Societies Rules; these By- Laws; and any other applicable laws;
- f) advice the board of directors in formulating, preparing and implementing long term policies and programs of the Society through board papers and technical reports as appropriate;
- g) any other matter concerning the operations and activities of the SACCO Society as the Authority may direct.

24.4. PRESENTATION OF BOARD PAPERS TO THE BOARD

The Chief Executive Officer shall ensure that the Board of Directors is frequently and adequately apprised on the operations and activities of the SACCO Society through presentation of relevant reports which shall cover, but not limited to the following –

- a) financial statements (monthly, quarterly and annual) indicating current compared with past period actual performance, the budget compared with the actual expenditure and explanations for any variances;
- b) showing current compared with past period actual performance, the budget compared with the actual and with explanations for any variances;
- c) capital structure and adequacy;
- d) delinquent loan list, and in particular growth in loans, loan losses, recoveries and provisioning;
- e) sources and application of savings and deposits;

- f) statement of comprehensive income (monthly, quarterly and annual) including a comparison of the budget against actual;
- g) all insider lending and non-performing insider loans if any;
- h) any violation or suspected violation of the Sacco Societies Act, the Regulations, 2020, the Co-operative Societies Act, the Co-operative Societies Rules, or any other applicable law; and remedial actions taken or proposed to be taken, to comply and remedy the violation;
- i) large risk exposures including but not limited to the exposures limits or risks prescribed in the Sacco Societies Act, the Regulations, 2020, the Co-operative Societies Act, the Co-operative Societies Rules, or any other applicable law;
- j) investment portfolio;
- k) any regulatory reports, and internal reports;
- l) any other relevant areas to the Sacco society's operations; and
- m) any other matter as may be directed by the Authority from time to time.

24.5. CHIEF EXECUTIVE OFFICER TO ATTEND BOARD MEETINGS The Chief Executive Officer of the SACCO Society or any position appointed by the Board of Directors to discharge the duties and responsibilities of a Chief Executive Officer of the SACCO Society in accordance with these By-Laws, shall -

- a) attend all meetings of the Board of Directors and all General Meetings of the SACCO Society, as an ex-officio member;
- b) be a signatory and the custodian to SACCO Society cheques, contracts, records and other documents as may be necessary; and
- c) perform any such other duties and responsibilities as may be assigned by the Authority or the Board of Directors.

24.6. REMOVAL FROM OFFICE OF CHIEF EXECUTIVE OFFICER The SACCO Society shall not remove the Chief Executive Officer except with prior written notification to the Authority in accordance with regulation 64 of the Regulations 2020; which notification shall clearly state the grounds or reasons for the intended removal.

24.7. NOTIFICATION OF REMOVAL OR RESIGNATION OF A CHIEF EXECUTIVE OFFICER

The Board of Directors shall notify the Authority, within fifteen (15) days of the

resignation or removal of the Chief Executive Officer and in the case of resignation or removal, the Board of Directors shall indicate the reasons for such resignation or removal.

24.8. REMOVAL OF CHIEF EXECUTIVE OFFICER BY THE AUTHORITY

Notwithstanding anything in these By-Laws or any internal policies of the SACCO Society, the Chief Executive Officer and any other officer of the SACCO Society may be removed from office by the Authority or upon the direction of the Authority in accordance with the provisions of the Sacco Societies Act and Regulations, 2020.

25.0. CODE OF CONDUCT FOR OFFICERS

25.1. APPLICATION OF PUBLIC OFFICERS ETHICS ACT, 2003 All officers of the SACCO Society, including the Directors, members of the Supervisory Committee, Chief Executive Officer and other members of staff, shall comply with the requirements of the Public Officer Ethics Act, 2003 and the Code of Conduct made thereunder, including any Governance Guidelines as may be issued by the Ethics Commission for Co-operatives

25.2. THIRD SCHEDULE CODE OF CONDUCT FOR OFFICERS The SACCO Society shall prepare a Code of Conduct which substantially conforms to the form set out in the **Third Schedule to the Regulations, 2020** for the approval of the Authority; and upon approval, the SACCO Society shall ensure that each and every officer thereof executes and abides by the Code of Conduct at all times.

25.3. CONFIDENTIALITY

The members of the Board of Directors and Supervisory Committee, and all other officers of the SACCO Society shall –

- a) hold in the strictest confidence all transactions of between the SACCO Society and its members; and
- b) comply with and/or cause the SACCO Society to comply with the provisions of the Data Protections Act, 2019 with regard to members' data and information.

25.4. CONFLICT OF INTERESTS

No member of the Board of Directors or Supervisory Committee or any other officer of the SACCO Society, shall in any manner participate in the deliberations and determination of any question affecting his/her financial interest in the event of any disqualification, the remaining qualified members of the Board or Supervisory Committee or officers present at the meeting, if constituting a quorum with the disqualified person may exercise, with respect to the matter, all powers of the Board or Committee or management as the case may be.

25.5. COMPLIANCE WITH THE CODES OF CONDUCT

The SACCO Society and every officer of the SACCO Society shall at all times

ensure and/or secure the compliance with the Codes of Conducts herein; including taking appropriate measures to implement any directives issued by the Authority or any other public body to wards enforcing compliance with the Codesof Conduct.

26.0. BOOKS OF ACCOUNTS AND RECORDS

26.1. MANDATORY MAINTENANCE OF ACCOUNTS AND RECORDS The SACCO Society shall keep and maintain an up to date, and in a proper, accurate and business-like manner, in an electronic manner within its Management Information System (MIS), including and but not limited to the books of accounts and records as stipulated in the Sacco Societies Act, the Regulations 2020, the Co-operative Societies Act, the Co-operative Societies Rules, these By-Laws and any other applicable law; and in particular – a) a register of all registered members;

- b) a register of members' nominees;
- c) a register of all policies and procedure manuals approved by the Board, including any amendments to the policies and procedure manuals;
- d) a minute books giving details of proceedings of meetings of the Board of Directors; the Board Committees; the joint Board and Supervisory Committee; the Supervisory Committee; and any other meetings held in accordance with these By-Laws;
- e) minute book giving details of proceedings at the General Meetings;
- f) a cashbook showing the details of all monies received or paid out by the SACCO Society;
- g) a general ledger containing such accounts as is necessary to accurately reflect the business of the SACCO Society;
- h) a personal ledger for each member showing all the transactions with the SACCO Society;
- i) a register of assets and property;
- j) a loan application register showing amounts and the date when the loan was applied;
- k) a loan listing of loans to members showing in respect of each loan, the loan number, name of the borrower, age of borrower, gender of the borrower, the amount borrowed, the purpose of the loan, application date, interest applied, amortization type, repayment period, disbursement date, security, outstanding balance, the due date of repayments and the date repayments were completed and any other matter prescribed;

- l) such other books and records as the board or the Authority may decide or prescribe from time to time.

26.2. FINANCIAL STATEMENTS TO DENOMINATED IN KENYA SHILLINGS The accounts and the financial records of the SACCO Society shall be denominated in Kenya shillings and shall comply with International Financial Reporting Standards (IFRS) and any reporting requirements as prescribed in the Sacco Societies Act, the Regulations 2020, or as the Authority may direct generally or specifically,

27.0. POLICIES AND PROCEDURE MANUALS

27.1. BOARD TO MAKE POLICIES

The Board of Directors of the SACCO Society shall make and approve such policies and procedures as they shall deem necessary for the conduct of the business of the SACCO Society, including but not limited to the policies prescribed in the

Sacco Societies Act; the Regulations, 2020; these By-Laws and any applicable law, or as may be directed by the Authority from time to time.

27.2. REGISTER OF POLICIES

The SACCO Society shall maintain an updated register of all policies and/or procedure manuals made and approved by the Board of Directors, an original copy of the policy duly; containing the name and/or other particular details of the policy, the date of approval of the policy; where any amendments have been made to the policies, the date of approval of the amendment.

27.3. AUTHORITY TO INSPECT POLICIES

The SACCO Society shall, when required to do so by the Authority, promptly avail copies of its policies and the register for inspection, in accordance with the requirements of the Sacco Societies Act and the Regulations, 2020.

28.0. INSPECTION OF DOCUMENTS, BOOKS OF ACCOUNTS ETC,

28.1. INSPECTION BY AUTHORITY

All the books of accounts, financial statements and other records, whether held physically or electronically, shall at all times be available for inspection by the Authority, the Commissioner and/or the Supervisory Committee

28.2. INSPECTION OF REGISTRATION AND AUTHORIZATION CERTIFICATES

The SACCO Society's By-Laws; the original Registration Certificate issued under the Co-operative Societies Act; and the original Authorization Certificate issued under the SACCO Societies Act; shall at all times be available and prominently displayed in a conspicuous place within the SACCO Society's registered head office, for inspection by the Authority, the Commissioner, members, any other government agency, or pursuant to any applicable law.

28.3. INSPECTION OF REGISTER OF MEMBERS

The register of members (excluding details of nominees and shareholdings, deposits and loans), maintained in accordance with the Sacco Societies Act, the Regulations 2020, and these By-Laws, shall be available for inspection by the any member and any other stakeholder upon payment of a prescribed fee.

29.0. DISPUTE RESOLUTION

29.1. REFERENCE TO THE TRIBUNAL

If any dispute arises, which cannot be determined by the Board of Directors or the General Meeting or through Alternative Dispute Resolution mechanisms, concerning the business of the SACCO Society -

- 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 SACCO Society, its committee or any officer of the SACCO Society; or
- c) Between the SACCO Society and any other Co-operative Society; or
- d) Between the SACCO Society and the Authority;

then, such dispute shall be referred to the Co-operative Tribunal established under the Co-operative Societies Act.

29.2. APPEALS TO THE HIGH COURT

All appeals emanating from the Co-operative Tribunal shall be filed in the High Court in accordance with the provisions of the Co-operative Societies Act.

29.3. ALTERNATIVE DISPUTE RESOLUTION MECHANISMS A dispute between a SACCO Society and its members or other persons may be settled amicably through Alternative Dispute Resolution mechanisms; and at the instance of either party to the dispute; such a dispute may be referred to the Authority for alternative dispute resolutions.

30.0. COMMON SEAL OF THE SACCO SOCIETY

30.1. ADOPTION AND USE OF COMMON SEAL

The SACCO Society shall adopt and use a common seal. The seal shall have an imprint bearing the words "**Seal of...Stoke UK Diaspora**

..... **Savings and Credit Co-operative Society Limited (Regulated Non Withdrawable Deposit Taking SACCO / Regulated Non-WDT-SACCO)**" which shall be different from the ordinary name-stamp of the SACCO Society.

30.2. CUSTODY OF THE COMMON SEAL

The common seal of the SACCO Society shall at all times be kept securely under lock and key by the Chief Executive Officer; and shall be used only in the presence

of the officers authorized to sign documents on behalf of the SACCO Society.

30.3. USE OF THE COMMON SEAL IN DOCUMENTS

Where the common seal of the SACCO Society is used in any document, the seal shall be authenticated by the signature of the Chairman of the Directors and the Chief Executive Officer or any other officer authorized by the Board of the SACCO Society.

31.0. MISCELLANEOUS

31.1. AUTHORIZED SIGNATORIES

The authorized signatories of the SACCO Society shall be the Chairman or the Treasurer; and any one other Board Member, and the Chief Executive Officer who shall be a mandatory signatory.

31.2. DISTRIBUTION OF SURPLUS FUNDS

Subject to the Sacco Societies Act, the Regulations, 2020, any directives of the Authority, and approval by the General Meeting, the net surplus resulting from operations of the Sacco society during any financial year may be disposed-off as follows –

- a) credited to the Reserve Fund;
- b) disposed of as decided by the General Meeting -
 - (i) for paying dividends on shares,
 - (ii) being forwarded to Education Fund or any other fund or funds of the SACCO Society including the appropriations,
 - (iii) paying honorarium to members of the Board, Supervisory Committee and/or bonus to management staff, or
 - (iv) in any other way recommended by the Board, and approved by the General Meeting.

31.3. RESTRICTION ON PAYMENTS OF DIVIDENDS, HONORARIA ETC

The SACCO Society shall not declare or propose for payment or pay any dividends on shares or honorarium or bonus to any officer, or make any other gratuitous payments to any officer, where the SACCO Society –

- a) has not met or maintained the prescribed core capital and capital adequacy requirements;
- b) has not met or maintained the prescribed liquidity ratios;
- c) has not complied with any specific or general directives issued by the Authority in respect of the financial condition of the SACCO Society;
- d) has been prohibited by the Authority from making such payments

pursuant to the Sacco Societies Act and the Regulations, 2020.

31.4. FINES FOR BREACH OF BY-LAWS

Any member of the SACCO Society, who without lawful cause breaches or violates these By-Laws or lawful instructions issued by the Board of Directors and/or the General Meeting, or who fails to honour his/her obligations on time, may be fined a sum of money not exceeding twenty thousand shillings (Kshs 20,000.00)

31.5. DISSOLUTION AND LIQUIDATION

The SACCO Society shall be dissolved and/or liquidated in accordance with the procedures set forth in the Sacco Societies Act, the Regulations 2020, the Co-operative Societies Act and the Co-operative Societies Rules.




31.6. AMENDMENT OF BY-LAWS


These By-Laws may be amended only in accordance with the Co-operative Societies Act and the Co-operative Societies Rules, and the Sacco Societies Act and the Regulations, 2020 made thereunder, provided that –

- a) the SACCO Society shall obtain a prior written approval of the Authority before proposing to members any amendments to these By-Laws; and
- b) no amendment shall become effective until it is approved and duly registered by the Commissioner.

31.7. ACCEPTANCE

We, the undersigned Board Members of Stoke UK Diaspora . **Savings and Credit Co-operative Society Limited (Regulated Non-WDT-SACCO)** named herein do hereby accept these by laws for and on behalf of the SACCO Society.

| | NAME AND DESIGNATION | IDENTITY CARD NUMBER | SIGNATURE | DATE |
|---|---|-----------------------------|---|-------------------|
| 1 | Dr Oino Isaiah CHAIRMAN | A1568140 |  | 17/09/2024 |
| 2 | Betty Monyangi VICE- CHAIRPERSON | AK0446465 |  | 17/09/2024 |
| 3 | Mr Stephen Onyambu SECRETARY | 22855177 |  | 17/09/2024 |

| | | | | |
|---|--|----------|--|------------|
| 4 | Mr Joshua Bisera Ngeresa TREASURER | 21723057 |  | 17/09/2024 |
|---|--|----------|--|------------|

OFFICIAL CERTIFICATION

I CERTIFY that the foregoing by-laws of the Savings and Credit Co-operative Society Limited (**Regulated Non-Withdrawable Deposit Taking SACCO / Regulated Non-WDT-SACCO**) have been approved and duly registered.

Given under my hand at Nairobi this Day of

20 COMMISSIONER FOR CO-OPERATIVE DEVELOPMENT

