

# AMENDED BY-LAWS OF

## AMREF SAVINGS AND CREDIT CO-OPERATIVE SOCIETY LIMITED

### 1. NAME AND AREA OF OPERATION

The society shall be called *AMREF Savings and Credit Co-operative Society Limited* hereinafter referred to in these By-laws as the “Society”; and its area of operation shall be **Republic of Kenya.**

### 2. REGISTERED OFFICE AND POSTAL ADDRESS

- a. The registered office of the Society shall be at AMREF-Wilson Airport, Nairobi and its postal address shall be P.O Box -18604 - 00100 Nairobi while its Email address shall be **info@amrefsacco.org**
- b. Notice of any change of address of the society shall be given to the Commissioner for Co-operative Development (hereinafter referred to as “Commissioner”) and to all the members of the Society through their last known address of such members in the Society records.

### 3. DEFINITIONS AND INTERPRETATIONS

**3.1** In these By-laws, unless the context otherwise suggests words or phrases shall be defined and interpreted in accordance with the Co-operative Societies Act Cap 490 Laws of Kenya and the rules made there under hereinafter referred to as the “Act” and “Rules” respectively.

**3.2** In these by-laws save as otherwise expressly stated:

“Address” includes;

- a. A fax number ,email address or any such electronic address used for purposes of sending or receiving documents or information by electronic mean; and
- b. A postal and physical address.
- c. “Documents” means information recorded in any form; and in particular includes,summons,notice,order or other legal process and a register (whether in hard copy or electronic form );
- d. “Electronic address” means an address used for the purposes of sending and receiving documents or information by electronic means
- e. “Electronic copy” in relation to a document or information means the storage or keeping of the document or information in the form of data, text or images by means of guided or unguided electromagnetic energy or both;
- f. “Electronic means” in relation to a document or information, means:

- (i) sending ,supplying or delivering the documents initially and receiving it at its destination, by means of electronic equipment for the processing(including by digital compression) or storage of data; and
- (ii) Being entirely transmitted, conveyed, and received by wire, radio, optical means or by their electromagnetic means;
- g. “Electronic money” means electronically (including magnetically) stored monetary
  - 1. That is issued on receipt of the fund for the purpose of making payment
    - a. transaction;
  - 2. Is accepted by a person other than the electronic money issuer;
  - 3. Is not excluded by the regulations
- h. “electronic money issuer” means a person authorized by the regulations to issue electronic money;
- i. “Hard copy form” means a document or information that is sent, supplied or delivered in a paper copy or similar form capable of being read and reference to hard copy have a corresponding meaning.
- j. “notice” means notice in writings
- k. “Notify” means notify in writing;

(i) “General Meeting” shall be a meeting (either “annual” or “special”) for all members duly convened by the society to conduct its business.

(ii) “Board” shall mean the members elected in a duly convened General Meeting to govern the Business of the society as per these by-laws herein referred to as the “committee”.

(iii) “Commissioner” shall mean “the Commissioner for Co-operative Development as provided for in the Act.”

(iv) “Tribunal” shall mean the Co-operative Tribunal established under the Act to hear and determine disputes.

(v) “SACCO” shall mean Savings and Credit Co-operative.

(vi) “Shares” shall mean the amount represented by a member’s portion in the equity of the society as a co – owner.

(vii) “Applicable Law” shall mean the Co-operative Societies Act, Rules and these by-laws.

(viii) “Co-operative Society” shall mean a society registered under the Act.

(ix) “Dividend” shall mean members share of the surplus of the society which is divided amongst its members.

(x) “Returning officer” is a person appointed to oversee or conduct the elections of a co-operative society at a general meeting.

(xi) “Member” shall include a person who signs the application for registration of a society and a person admitted to membership after registration in accordance with these by-laws.

(xii) “Deposits” shall mean a sum of money paid on terms under which it shall be repaid, with or without interest or premium, and either on demand or at a time or in circumstances agreed by or on behalf of the person making the society to receive it at the risk of the society receiving it.

(xiii) "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.

**3.3** In these by-laws where the masculine gender is referred to, it shall be construed to include the feminine gender.

**3.4** Any questions concerning interpretation of these by-laws or any matter not provided for therein, errors and omissions shall be referred to the Commissioner.

#### **4. OBJECTS**

The objects for which the Society is established are to organize and promote the economic interest of its members in accordance with the following Co-operative values and principles.

#### **5. SPECIFIC OBJECTS OF THE SOCIETY**

**5.1.** The objects for which the society is established are to organize and promote the welfare and economic interests of its members.

**5.2.** In particular, the society shall undertake:

a) To promote thrift among its members by affording them an opportunity for accumulating their savings and deposits and create thereby a source of funds from which loans can be given to them exclusively for provident and productive purposes, at fair and reasonable rates of interest; thereby enabling them to use and control their money for their mutual benefit.

b) To ensure personal growth through the introduction of new products and services that will promote the economic base of the members.

c) To ensure progress of members and society through continuous education programs on proper use of credit, reduction of poverty, human dignity and co-operation.

d) To apply the co-operative principle of co-operation among co-operatives in order to promote members' interests. In furtherance to the objects the society shall affiliate to the relevant National Co-operative Union and the Apex society.

**5.3** For the attainment of the above objects, the society may do acts and things that are permissible under the Act, rules and these By- laws including but not limited to acquire property and chattels and doing all such other things as are incidental or consequential to the economic enhancement of its members interests provided such act is approved by the members in a general meeting.

#### **6. CO-OPERATIVE VALUES**

The Society shall be based on the values of self-help, mutual responsibility, equality and equity. It shall practice honesty, openness and social responsibility in all its activities.

## **7. CO-OPERATIVE PRINCIPLES**

The Society shall reflect the Co-operative values by applying the following principles as general guidelines in its activities.

### **a. Voluntary and Open Membership**

The primary purpose of this society shall be to serve its members and, as applicable, non-members, in a prudent and effective manner. Within its capacity to admit members, the Society shall be open on a voluntary basis, without political, religious, gender or social discrimination, to all who can contribute to, and benefit from its activities.

### **b. Democratic Member Control**

The Society is a democratic and participatory organization actively controlled by its members. In the society, members enjoy equal voting rights, on a one member, one vote basis.

### **c. Economic Participation by members**

Members will contribute to the capital of the Society and share in the results of its operations proportionately. At least a portion of its capital shall be owned collectively, intended to further the long-term purposes for which the Society exists. The Society may pay a competitive rate of interest on capital; it will compensate employees fairly, according to the current market standards. Members may allocate surpluses for any or all of the following purposes: -

- i. Developing the business of the Society
- ii. Benefiting members in proportion to their share holding in the Society
- iii. Encouraging the further development of the Co-operative Movement.

### **d. Education, Training and Information**

The society will foster education programs for its members, leaders and employees, so that they can teach – and learn from each other in understanding and carrying out their respective roles. The society has a responsibility to inform the general public, particularly young people about the nature and benefits of the Co-operative Movement.

### **e. Co-operation among Co-operatives**

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

### **f. Autonomy and Independence**

The society will be an autonomous, mutual-help organization controlled by its members. If it enters into an agreement with governments and other organizations, it will do so freely, on mutually acceptable terms that ensure its autonomy.

**g. Concern for Community in General**

The society will be concerned about the communities in which it exists. While focusing on members needs, it will strive for the sustainable development of those communities through policies that are respectful of the environment and acceptable to the members.

**8. MEMBERSHIP COMPOSITION**

Membership shall consist of:-

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

**9. MEMBERSHIP ELIGIBILITY**

A person of either sex shall be eligible for membership if he possesses all of the following qualifications: -

- a) Is an employee of Amref and any other institutions admitted into the Sacco's common bond in accordance with these by-laws or
- b) Is a member of a registered group admitted into the Sacco's common bond in accordance with these by-laws or
- c) Is an employee of AMREF Sacco Society Ltd or
- d) Is a spouse or a dependant of a member of AMREF Sacco. or
- e) Is referred by an existing member of AMREF Sacco.
- f) Is over 18 years of age
- g) Is of good character and sound mind.

**10. APPLICATION FOR MEMBERSHIP**

Every applicant for membership shall complete an "Application for Membership" form. This form shall be drawn so as to show all the information required for the purpose of a Register of members. The completed form, when filed in serial order, shall constitute the Register of members as required under the Rules.

**11. ADMISSION INTO MEMBERSHIP**

An applicant shall be admitted to membership on being accepted by majority of the Board of Directors and confirmed by a subsequent General Meeting but shall not qualify for the rights and privileges of membership until he has paid an entrance fee of KShs 2,000 and at least 100 shares of KShs 100 each paid in full.

## **12. REFUSAL OF MEMBERSHIP**

The Board of Directors may refuse membership to any person giving him valid reasons, provided that the person whose membership has been refused, if otherwise eligible for membership, shall have the right to appeal to the General Meeting. Any such appeal must be supported by at least ten members.

## **13. MEMBERS STATEMENT**

A "Statement of Account" containing a record of the members' transactions with the society shall be maintained by the Society. Such statement of account shall be available online through the Society's website and from the Society's premise upon request. When the statement of account is used, every member shall be issued with a membership identification number

## **14. NOMINEE (S)**

- a. Every member of the Society shall appoint his nominee to whom upon his death, the shares, deposits and other interest in the Society shall be transferred.
- b. Every appointment of a nominee(s) by a member shall be made in writing and signed by the member in the presence of two or more competent witnesses
- c. Where more than one nominee is appointed by a member, the member shall specify the amount or proportion of shares to be transferred to each nominee. Provided, however, that where no amount or proportion is specified each nominee shall receive an equal share.
- d. A member desirous of changing his nominee(s) may do so at any time provided that such change or alterations is in writing and signed by the member in presence of at least two competent witnesses
- e. The particulars of nominee(s) shall be recorded on a form as prescribed in schedule to the rule and kept in a sealed envelope in the custody of the Manager or Secretary and whose reference shall be entered in the register of members
- f. If not admitted to membership, the nominee(s) shall be paid the value of the deceased member's shares or interest, less any sum due by the latter to the society, within one year after the death of the member.

## **15. PERSONAL REPRESENTATIVE**

Where a deceased member had not appointed a nominee in the prescribed manner his share, deposits and interest shall be paid to such a person who in the proper judgment of the Board appears to be a person closely related to the deceased member who may be a personal representative

## **16. CESSATION OF MEMBERSHIP**

- a. Membership in the society shall cease with effect from the date of a member: -
  - i. Being expelled from membership;
  - ii. Becoming certifiably insane;
  - iii. On transfer of all his shares;
  - iv. Dying;

## **17. WITHDRAWAL BY MEMBERS**

A member may at any time withdraw from the society by giving at least sixty days written notice.

## **18. SUSPENSION AND EXPULSION OF MEMBERS**

The Board may suspend a member pending expulsion by a general meeting who: -

- a. Is convicted in a court of law for a criminal offence involving dishonesty, against the society's property;
- b. Willfully defaults in the repayment of loans or part of loan due for a period exceeding three months;
- c. Acts in any way prejudicial to the interest of the society.

## **19. APPEAL AGAINST EXPULSION**

A member so suspended shall have the right to appeal to the next general meeting convened in accordance with these by-laws which may reinstate him.

## **20. PAYMENT TO EXPELLED MEMBERS**

A member who withdraws or is expelled shall be repaid the following amounts after deductions of any debts owed by him to the society as borrower, endorser, guarantor or otherwise: -

- a. The nominal or book value of his Deposits provided however that, the Board of Directors may require a maximum of 60 days written notice of intention to withdraw shares;
- b. Any dividends or interest that has been declared on the date membership ceased;
- c. Any deposits or other sums held by the society on his behalf.

## **21. FUNDS**

The funds of the Society shall consist of: -

- a. Entrance fees
- b. An unlimited number of shares to the value of KShs 100 each;
- c. A reserve Fund as required under the Co-operative Societies Act
- d. Withdrawable and non withdrawable deposits
- e. Any surplus resulting from operations of the society;
- f. Deposits or loans from members or non-members;
- g. A reserve Fund as required under by-law 29 and any other reserves as may be established with the approval of the General Meeting;
- h. Funds obtained from other lawful sources.

## **22. APPLICATION OF FUNDS**

The funds of the society shall only be applied to the promotion of the stated objects and purposes of the society as set forth in these by-laws and as determined or approved by the General Meeting.

## **23. SHARES AND TRANSFER**

a) The nominal value of each share shall be Kshs.100/= and every member shall hold at least 100 shares in the Society, subject to the minimum shares as shall be stipulated in the Membership Policy. No member shall, however, hold more than one-fifth of the total shares of the Society.

b) A member may purchase shares by installment provided that where the Board has set a minimum installment amount that each member should comply with, no member shall be permitted to contribute an amount lower than that set.

c) With the approval of the Board of Directors, a member may at any time transfer his shares to another member. Such transfers must be in writing and shall be recorded in the Society's books at the nominal value.

d) All transfers must be registered with the Secretary, and no transfer shall be valid unless so registered.

The Board shall have the right at any time to require a member to give 60 days written notice of intention to withdraw shares

## **24. LIABILITY**

- a. The liability of a member shall be limited to the nominal value of the shares held by him.

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

## **25. POWER TO BORROW**

- a. Loans may be obtained from members and non-members, subject to the maximum amount, approved by the General Meeting and the Commissioner.
- b. For the necessary securing of any loans accepted by the society under by-law 26, the society may grant a charge over its assets. The authority to grant a charge shall be reserved to the General Meeting.
- c. The rate of interest on deposits, or loans, shall not exceed the current market rates except with the approval of the general meeting.

## **26. RECEIPTING FOR MONEY**

- a) Money received on account of shares, deposits, Loans, interest's fees or fines shall be evidenced by a printed receipt in a form to be approved by the Board. Every member paying any money to the society shall be identified on the receipt.
- b) Should the receipt issued by the society be lost or destroyed, immediate notice of such fact shall be given to the Treasurer who may be authorized by the Board to issue a duplicate receipt at a reasonable fee.
- c) The Board may require the member to sign an indemnity to protect the society against any loss due to the issuance of such duplicate.

## **27. PAYMENT/DISBURSEMENT**

Payments made by the society shall be evidenced in writing in a form approved by the Board. Payments may be made through direct bank deposits or through electronic means

## **28. RESERVE FUND**

The society shall maintain a statutory reserve fund, which shall be applied as set out in the Rules. Unless otherwise resolved by the General Meeting, the Reserve Fund shall be credited with 20% of the net surplus of each financial year. It shall also be credited with all entrance fees.

## **29. GENERAL MEETINGS**

The supreme authority of the society shall be vested in the general meeting of members. Such meetings shall be held as follows: -

- a. The Annual General meeting shall be held every year within 120 days of the close of the financial year to hold elections and to undertake such other business as is laid down in these by-laws;

- b. Any business not completed at the Annual General Meeting, such as acting upon the auditor's report (if not received by the time of the meeting), disposal of the net surplus, etc, may be taken up at a subsequent Special General Meeting, or at the next Annual General Meeting.
- c. A special general meeting shall be held: -
  - i. when convened by the Commissioner or his representative;
  - ii. when convened by the Board of Directors
  - iii. Within 15 days of receipt of a written request from at least 50 members or one fourth of the members, whichever is less.

### **30. NOTICE FOR GENERAL MEETINGS**

- a) The general meeting shall be convened by giving at least 15 days written notice to the members.
- b) The Honorary Secretary shall take all usual steps to publish the notice of the meeting in public places, on the society's notice board(s), in local newspapers or news-sheets, including the media or any other mode decided by the members  
The society may also give notices convening general meetings;
  - I. In hard copy form ;
  - II. In electronic form ;
  - III. By means of websites or partly by one such means and partly by the other such means.

Notice of a general meeting that is given by the society by means of a website is not effective unless it provides the details as to the identity of the society specify the place, date and time of the meeting and state whether the meeting will be an annual general meeting or special general meeting. The society shall ensure that the notice of the general meeting is available on the website from and including the date of that notification and ending with the conclusion of the meeting.
- c) All notices shall include a statement of the business to be dealt with.

### **31. QUORUM FOR GENERAL MEETINGS**

Except when convened by the Commissioner, the presence of at least 50 members, or one quarter of the total number of members, whichever is less, shall constitute a quorum for the conduct of business at a General Meeting. When a quorum is not present, the chairman shall adjourn the meeting and shall fix a date within one month of the adjourned meeting, which shall be advertised as prescribed in by-law 31. If at such a meeting, a quorum is again not present, the chairperson shall declare the meeting open with those present, one-half hour after the advertised time of meeting.

## **32. ELECTIONS**

At least one month prior to holding a general meeting, willing members seeking elective positions on the Board shall submit their applications to the Nomination Committee. This Committee shall comprise five members representing the general membership, supervisory committee, management and a representative of the government Department for the time being in charge of Cooperatives.

The purpose of the committee shall be able to vet the suitability of the candidates to serve on the Board. The names of the qualified candidates shall be forwarded to the General meeting from whom members of the Board shall be elected.

- a) With every notice of the General Meeting convened in accordance with these by-laws, where elections will be held, the Board shall notify the members of the vacancies arising in both the Board and the Supervisory Committee.
  - b) During elections, the Returning officer shall call for from the nominating committee
- a. All elections shall be by a show of members' hands unless the secret ballot is specifically requested by a majority of the members present.
  - b. No member shall be entitled to vote by proxy.
  - c. Irrespective of the number of shares held by him, no member shall have more than one vote.

## **33. PRESIDING OVER GENERAL MEETINGS**

The chairman, or in his absence, the vice-chairman shall preside at every general meeting. In their absence any member elected by the majority of those present shall preside.

## **34. IDENTIFICATION OF MEMBERS**

Before they attend or vote at general meeting members may be required to produce their pass books as evidence of membership, or identify themselves in some other manner.

## **35. POWERS AND DUTIES OF THE ANNUAL GENERAL MEETING**

Annual General Meetings shall be conducted, and shall have the powers and duties prescribed in the Act, the Rules and these by-laws. The Annual General Meetings shall: -

- a. Confirm the minutes of the previous meeting;
- b. Consider the statement of accounts, the auditor's report, the inspection notes of the Commissioner, and the reports of the committees on the activities of the society, during the past financial year;
- c. Subject to by-law 29, decide on the disposal of the net surplus resulting from the operations of the society during the past financial year;

- d. Confirm or otherwise, the action taken by the committee and give direction to the new committee where necessary;
- e. Consider appeals against the expulsion of members and refusals of membership by the Board;
- a. Elect, suspend, or remove members of the Board and any other sub-committee of the society;
- b. Fix the maximum liability which the society may incur in loans or deposits whether from members or from non-members subject to approval by the Commissioner;
- c. Approve the budget for the next financial year following the Annual General Meeting;
- d. Fix the honoraria, if any, for officers or bonus for employees of the society;
- e. Elect the delegates to represent the society in a co-operative union or other apex society to which the society is a member and
- f. Appoint auditors from a list approved by the Commissioner
- g. Determine the amount of indemnity for the Committee
- h. Transact any other general business of the society.

### **36. MINUTES OF GENERAL MEETINGS**

All business discussed or decided at a general meeting shall be recorded in a Minute file and within one week of the meeting, shall be signed by the chairman of the meeting and the secretary and at least one other committee member who was present at the meeting to certify that in their opinion the minutes are a true and complete record of all important matters which were decided at the meeting.

At the next meeting, after approving any alterations or variations, which shall be written immediately 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.

### **37. BOARD OF DIRECTORS**

- a. The Board of Directors shall be elected by and from the membership and shall consist of nine members.
- b. The Board shall include the Chairman, Vice Chairman Treasurer, and Secretary all of whom shall be elected by the Board amongst the members of the committee.
- c. Members of the Board of Directors shall be elected for a term of three years subject to a third or a number close to third retiring every year save for the Chairman and the Vice-chairman who shall retire at the end of the third year but eligible for re-election

### **38. INDEMNITY**

All Committee Members shall each provide an indemnity of an amount approved by the General Meeting. A duly completed Form V in the schedule to the Rules shall be lodged with the Commissioner within 14 days upon election to the committee.

### **39. DECLARATION OF WEALTH**

- d. Every committee members shall within 30 days of being elected declare wealth to the Commissioner in the prescribed manner.

### **40. BOARD MEETINGS**

- a. Meetings of the Board shall be held regularly at least once every month and at other times when necessary. At least five members of the Board shall form a quorum for the disposal of business.
- b. If a member of the Board fails to attend three consecutive meetings without being excused therefrom, or otherwise fails to perform his duties, his position may be declared vacant and the vacancy filled as provided in these by-laws.
- c. The Majority members of a Board may for a good cause suspend a committee member subject to ratification by a General Meeting.
- d. When any Board of Directors member is absent, disqualified, or otherwise unable to perform his duties, the Board of Directors may co-opt another member or members of the society to act and serve on the Board concerned when necessary in order to form a quorum.
- e. Elected members of a Board shall be removed only by a two-thirds majority of members of the society present and voting at a General Meeting.

### **41. ELIGIBILITY FOR MEMBERSHIP OF BOARD**

No person shall be eligible for membership of a Board of the Society or remain a member of such Board if he: -

- a. Is not a member of the society;
- b. Is under eighteen years of age;
- c. Receives any remuneration, salary, or other payment from the society save in accordance with the act;
- d. Has a record of lending members money on his own account;
- e. Is an un-discharged bankrupt or is of unsound mind;
- f. Has been adversely named by the Commissioner or his representative in an inquiry report endorsed by an Annual or Special General Meeting for mismanagement or corrupt practices whilst still a member of the society for the last ten years;

- g. Has been convicted of any offence involving dishonesty or is imprisoned for three months or more;
- h. Has been convicted of any offence under the act or rules made thereunder;
- i. Has any un cleared debt owing to the Society at the end of the society's financial year other than in respect of a loan under the provision of rule 39;
- j. Has not been a member of the society for a period of 12 months;
- k. Is not a member in good standing and whose monthly savings and loan repayments have not been contributed to the society for a period of 3 months;
- l. Is not able to read, write and understand the English language;
- m. Is a Board member in two or more other Co-operative societies;
- n. Has not, within thirty days of being appointed declared his wealth to the Commissioner in the prescribed manner, and
- o. Has not filed an indemnity with the commissioner within 14 days of being elected.
- p. Is a person against whom any amount is due under a decree, decision or is pending recovery under the Co-operative societies Act.
- q. Does NOT meet the minimum qualification and standards as set out in the board and governance charter

## **42. DUTIES AND RESPONSIBILITIES OF BOARD OF DIRECTORS**

The Board shall be the governing body of the society and subject to any directions from a General Meeting, it shall direct the affairs of the society. Its procedures, powers and duties shall be as prescribed in the Act and Rules, and in particular, it shall: -

- a. Observe in all its transactions, the Act, the Rules, these By-laws and prudent business practices;
- b. Generally direct the affairs of the society;
- c. Act upon all application for membership;
- d. Ensure that true and accurate records and accounts of the society's money and its properties, capital, reserves, liabilities, income and expenses are kept;
- e. Determine from time to time the interest rates on loans, the maximum maturities and terms of payment or amortization of loans to members; and the maximum amounts that may be loaned with or without security to any member. When, by action of the

committee, the interest rates on future loans are reduced, similar action may be taken with regard to interest rates on unpaid balances of existing loans;

- f. Lay before the General Meeting a balance sheet, income and expenditure and final account together with proposals for the disposal of the net surplus (if any);
- g. Recommend to the General Meeting the dividend rate to be paid on shares and the interest refund (if any) to be paid to borrowers;
- h. Prepare and lay before the General Meeting for adoption, the budget for the next financial year following the General Meeting;
- i. Fill vacancies occurring in the Board and the Sub-committees between General Meetings as provided in the By-laws;
- j. Authorize investments of the Society;
- k. Authorize the conveyance of property;
- l. Authorize borrowing and lending operations of the Society in accordance with the Act and Rules;
- m. Designate a depository, or depositories, for the funds of the Society;
- n. Employ, dismiss and fix the compensation of a Manager and such other employees as may be necessary to carry on the business of the society;
- o. Impose fines under the by-laws;
- p. Approve transfers of shares between members;
- q. Determine the interest rates which shall be paid on deposits and on borrowed money;
- r. Supervise the collection of loans to members and recommend the write-off of unrecoverable accounts to the General Meeting;
- s. Affiliate the society to a co-operative union of savings and credit societies, or Apex society subject to approval of the general meeting;
- t. Perform such other duties as the members may from time to time direct; and
- u. Perform or authorize any actions consistent with the act, rules and these by-laws, unless specifically reserved for the general meeting.

### **43. CONDUCT OF BUSINESS**

In the conduct of the affairs of the society, the members of Board shall exercise the prudence and diligence of ordinary men of business and may be held personally and individually

responsible for any losses sustained through any of the acts, or failures to act, which are contrary to the Act, the Rules, these By-laws, or the directions of any General Meeting.

#### **44. DELEGATION OF POWERS**

The Board may delegate to any officer or employee of the society such of its powers as it deems necessary but such delegation shall not absolve the Board from its responsibility.

#### **45. BUDGET**

No expenditure shall be authorized by the Board unless it is provided for in the budget formally approved by the General Meeting.

#### **46. BOARD MINUTES**

- a. All business discussed at Board meetings shall be recorded in a minute file which, within one week of the meeting shall be signed by the chairman of the meeting, and at least one other Board member and manager who were present at the meeting to certify that, in their opinion, the minutes are a true and complete record of all important matters which were discussed or decided at the meeting.
- b. At the next meeting, after approving any alterations or variations which shall be written immediately below the above signatures, and not as alterations to the original record, the meeting shall authorize its chairman to sign and date the final record.

#### **47. SUB-COMMITTEES**

- a. There shall be sub-committees, including, Executive Committee, Education Committee, Finance Committee, a Staff Committee, Investment Committee and Credit Committee as may be deemed necessary or approved by members in a General Meeting. Sub-committees shall consist of persons drawn from the Board
- b. The Board may delegate to the sub-committee such of its powers and duties under these By-laws as it deems fit, but such a delegation does not absolve the Board Committee from its responsibility.
- c. A member of Board may delegate to a sub-committee such of his powers and duties under these by-laws as he deems fit subject to the approval of the Board of Directors

#### **48. SUB- COMMITTEES MEETINGS**

The sub-committee shall hold such meetings as the business of the society may require but at least once every three months.

#### **49. EXECUTIVE OFFICERS**

The Chairman, Vice-chairman, Secretary and Treasurer shall be termed “ Executive Officers ”. The executive officers shall be elected at a meeting of the Board within 7 days after each General Meeting, in which elections were held for a term of three years.

## **50. CHAIRMAN AND VICE CHAIRMAN**

- a. The powers and duties of the Chairman shall be to: -
  - i. Convene all meetings of the Society,
  - ii. Prepare or cause to be prepared the agenda of the Society meetings
  - iii. Preside at all General Meetings and meetings of the Board
  - iv. Ensure that all resolutions and directives of the General Meeting and those of the committee are carried out
  - v. Perform such other duties as may be directed by the Board in accordance with the provisions of the act, the rules and these by-laws
- b. The Vice Chairman shall perform all duties of the Chairman during his absence and such other duties as may from time to time be assigned to him by the Board. He shall be the chairman of the Education Sub-committee.
- c. In the absence of the chairman and the vice chairman, the Board shall elect from amongst themselves a chairman to chair the meeting

## **51. TREASURER**

The power and duties of the Treasurer shall be: -

- a. Generally, to manage, or cause to be managed, the finances of the society in a competent manner;
- b. Cause to be maintained full and complete records of all assets, liabilities, income and expenses of the society;
- c. To ensure the safe-keeping of the society's money securities, and books of account;
- d. To ensure that all payments and expenditure are duly authorized and within the approved Budget; and
- e. To ensure compliance with all directives of the Board

## **52. REPORTS BY THE TRESURER**

- a. Within 15 days after the close of each month, the Treasurer shall cause to be prepared and submitted to the Board a financial statement showing the condition of the society's finances at the end of such month; and shall make available for inspections by any interested member at the offices of the Society.
- b. Within 60 days after the close of the financial year, the treasurer shall cause to be prepared and submitted to the Board for discussion and approval the annual accounts showing the financial position of the society at the end of such year.

- c. Within 90 days before the close of the financial year, the treasurer shall prepare or cause to be prepared an annual recurrent and capital Budget for the approval of the Board and the General Meeting.

### **53. SECRETARY**

The duties of the secretary are:

- a. Ensure the proper record of minutes of the Board and General meetings.
- b. Ensure the communication of notices of meetings.
- c. Display the audited accounts in a conspicuous place at the head office and branches at least two weeks before presentation to the members in a general meeting.
- d. Perform such other duties as may from time to time be assigned by the Board of Directors.

### **54. CREDIT COMMITTEE**

- a) The Credit Committee shall provide oversight on behalf of the Board, over the Society's credit administration, credit policy formulation as well as matters relating to debt recoveries.
- b) The Credit Committee shall consist of not more than three members, with the Chief Executive Officer and Head of Credit as ex-officio members. The Head of Credit shall be the committee's secretary.
- c) The duties and responsibilities of the Credit Committee shall be as provided in the Governance Charter.

### **55. SUPERVISORY COMMITTEE**

- a. There shall be a Supervisory Committee of the Society that shall be elected by the General Meeting from amongst members of the society. It shall consist of three members and their qualification will be as set in By-law 39.
- b. Supervisory Committee shall be elected for a three-year term. A third of the members shall retire annually but shall be eligible for re-election.
- c. No member of the Board of Directors, may be elected to the Supervisory Committee.
- d. The duties of Supervisory Committee will be among others the following: -
  - i. To generally countercheck the effectiveness of the Society's internal financial control systems.
  - ii. Ensuring that standardized accounting system and procedures are implemented;

- iii. Carrying out investigations and audits as deemed necessary for the interest of the society and the members;
- iv. Confirm cash and bank accounts balances regularly and reconcile with records and make necessary recommendations to the Board once every month;
- v. To generally countercheck the effectiveness of implementation of credit policy and ensure compliance.
- vi. Checking loan applications and noting the exceptions;
- vii. Checking delinquent loans among Board, staff and Society Members;
- viii. To generally assist in the interpretation of loan policies, the Act, the Rules, by-laws, General Meeting resolutions and Board of Directors policies with a view to create understanding and harmonious working relationship between the members and the Board;
- ix. Listen to members complaints and assist them to find solutions;
- x. To prepare reports of its findings to be tabled at Board
- xi. Submission of its report to the Commissioner and
- xii. Presenting its report to the General Meeting.

## **56. EMPLOYEES**

The Board shall have the power to appoint one or more paid employees. They shall carry out such duties as may be required by the committee.

## **57. CHIEF EXECUTIVE OFFICER**

The Society shall have a Chief Executive Officer who shall serve as Secretary to the Board. He shall be responsible to the Board for the day to day operations and administration of the Society. In particular he shall be responsible for:

- a) The implementation and adherence to the strategic directions, policies, procedures and standards.
- b) Systems that are established to facilitate efficient operations and communication.
- c) The planning process that is developed to facilitate achievement of targets and objectives.
- d) All staff matters, particularly human resource development and training.

- e) Adherence to the established code of conduct.
- f) The Co-operative Societies Act, the Sacco Societies Act, Regulations, Rules, By-laws and any other applicable laws.

## **58. BOARD PAPERS/REPORTS**

The Chief Executive Officer shall ensure that members of the Board are frequently and adequately appraised about the operations of the Society through presentation of relevant Board papers as provided for in the Governance Charter, the Regulations and as the Board may decide from time to time.

## **59. BOOKS AND RECORDS**

The society shall keep up-to-date and in a proper business-like manner, such accounts and such books as the Act, Rules and the Commissioner may from time to time direct, and in particular, shall keep the following books of account: -

- a. A register of members showing in respect of each member;
  - i. the name, age, date of application for membership, address and occupation
  - ii. the date he was admitted to membership;
  - iii. the date on which he ceased to be a member, and
  - iv. The reference of his nominee, if any.
- b. A minute file giving details of proceedings at the General Meetings;
- c. Minute file giving details of proceedings of Board meeting, and other sub committee as may be constituted by the society;
- d. A cash book, showing the details of all monies received and monies expended or paid out by the society;
- e. A general ledger containing such accounts as are necessary to reflect properly the business of the society;
- f. A personal ledger for each member in the society, showing his transactions with the society;
- g. An assets (property) register;

- h. A register of loans to members showing in respect of each loan, the loan number, name of the borrower, the amount borrowed, the purpose of the loan, the due date of repayments, and the date repayments were completed and
- i. Such other books and records as the Board may decide from time to time.

## **60. ANNUAL FINANCIAL AUDIT**

A qualified auditor shall be appointed by the general meeting. His powers and duties shall be as provided in the act and the rules

## **61. FINANCIAL YEAR**

The financial year of the society shall be the same as the calendar year, i.e. January to December,

## **62. CONDUCT OF BUSINESS**

The Board may make such rules, not in consistent with these By-laws, as they deem necessary for the conduct of the Society's business. Any such Rules shall be recorded in the minute file and shall be posted on the society's notice board; and shall come into force when and as determined by the Board and approved by the General Meeting.

## **63. AUTHORISATION TO SIGN DOCUMENTS**

Unless decided otherwise by the General Meeting, all documents, contracts and cheques shall be signed on behalf of the society by the Chairman, Vice Chairman, Treasurer, and Secretary and countersigned by the Chief Executive Officer.

## **64. DISPOSAL OF SURPLUS**

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

- a. Not less than 20% shall be credited to the Statutory Reserve Fund
- b. The balance may be disposed off as decided by the General Meeting for
  - i. Paying dividend on shares to members on record at the close of the financial year
  - ii. Being carried forward to an education or any other fund of the Society, including the appropriation account
  - iii. Applying an amount not exceeding 10% of the net balance to any community or charitable purpose
  - iv. Paying a gratuity, honoraria or bonuses to officers or employees of the Society
  - v. In any other way approved by the General Meeting

## **65. POLICIES AND GUIDELINES**

### **65 (a) SAVINGS AND CREDIT POLICY**

The Board shall set and regularly review policies and procedures for savings, credit and other services to ensure that they are always in conformity with financial regulations and the interest of the members.

### **65(b) OTHER POLICIES**

The Board shall establish appropriate policies and procedures, including but not limited to Accounting and Finance Manual, FOSA Operations Manual, Human Resource Policy, Credit Policy and Procedures Manual, Investment Policy, Savings Policy, Asset Liability Management, Liquidity Policy, Information Preservation Policy, Capitalization, Reserves and Dividends Policy, Risk Management and Internal Control Policy, Governance Charter and Code of Conduct Policy, Training Policy, Disaster Preparedness and Business Continuity Plan, Marketing Plan, Procurement Policy, ICT Policy and ATM Procedures-Sacco Link and Pesa Point, Branch Expansion Policy, and Product and Process Innovation Policy and any other that the board may determine..

## **66. LIQUIDITY FUND**

Except when otherwise authorised by the General Meeting, a cash reserve shall be maintained of not less than 10 % of the total Share Capital and Deposits for the specific purpose of meeting requests for Shares and Deposits withdrawals and other emergency payouts. The cash reserve may consist of cash in hand, the current account, the society's savings account, and any short-term investments.

## **67. COMMON SEAL**

The seal of the society may be a rubber-stamp bearing the words “**Seal of AMREF SAVINGS AND CREDIT COOPERATIVE SOCIETY LTD**”. and shall be different from the ordinary name-stamp of the society. The seal shall be kept securely under lock and key by the Treasurer or the Chief Executive Officer and shall be used only by, and in the presence of, the officers authorized to sign on behalf of the society.

## **68. FINES**

For any breach of these By-laws, or instructions issued by the Board, or for failure of a member to pay his obligations on time, the defaulting member may be fined an amount to be determined by the Board provided that no person shall be fined an amount exceeding KShs 20,000 (Twenty Thousand Only)

## **69. DISPUTE**

Any dispute arising out of these By-laws or concerning the business of the Society which cannot be settled by the Board or the General Meeting shall be referred to the Co-operative Tribunal.

## **70. PAYMENT TO COMMITTEES**

No Executive Officers or Board Member shall receive from the Society any payment, apart from the actual costs of traveling, subsistence and sitting allowance while working on the society's business, except honorarium from the net surplus as allowed in by-law 61 (v)

## **71. CONFIDENTIALITY OF OFFICERS**

The Executive Officers, Board Members and Employees of the society shall hold in the strictest confidence all transactions of the society with its members, and all information respecting their personal affairs, except to the extent deemed necessary by the Board of Directors in connection with the making of loans and the collection thereof.

## **72. PECUNIARY INTEREST**

No executive officer, Board member, or employee of the society shall in any manner participate in the deliberations upon, or determination of, any question affecting his own financial interest. In the event of disqualification of any such executive officer, Board member, or employee, he shall withdraw from such deliberation or determination, and the remaining qualified committee present at the meeting, if constituting a quorum with the disqualified person, may exercise with respect to the matter, all the powers of the committee.

## **73. INSPECTION OF BOOKS AND RECORDS**

All books of accounts and other records shall at all times be available to all Board of Directors of the society and the Commissioner. A copy of the Act, the Rules, the Society's registration certificate, its By-laws, and a list of Members excluding details of nominees and shareholdings or loans shall be available for inspection by any member.

## **74. ACQUISITION OF BY-LAWS**

A copy of the by-laws shall be furnished to every member on admission to membership upon payment of a fee not exceeding its actual cost to the society.

## **75. DISSOLUTION**

The society may be dissolved in accordance with the procedures set forth in the Co-operative Societies Act.

## **76. AMENDMENT OF BY-LAWS**

These by-laws may be amended in accordance with the Co-operative Societies Act and the Rules, but no amendment shall become effective until it is approved by the General meeting and registered with the Commissioner.

**77. ACCEPTANCE**

We the undersigned Executive Officers of Amref Savings and Credit Co-operative Society Limited named herein do hereby accept these By - Laws for and on behalf of the Co-operative Society.			
TITLE	NAMES IN FULL (as in I.D.)	I.D. No.	SIGNATURE
CHAIRMAN	Joe W. IBERU	3490528	<i>[Signature]</i>
VICE CHAIRMAN	GEORGE B. BEBORA	2270775	<i>[Signature]</i>
SECRETARY	ALICE M. MWAODA	13707463	<i>[Signature]</i>
TREASURER	BETHWEL ONJOR	21973244	<i>[Signature]</i>

**OFFICIAL CERTIFICATION**

I CERTIFY that the foregoing by-laws of the Amref Savings and Credit Co-operative Society Limited have been approved and duly registered. Given under my hand at Nairobi this .....08..... Day of FEBRUARY 2018.

*[Signature]*  
 MARY N. MUNGAI  
 COMMISSIONER FOR CO-OPERATIVE DEVELOPMENT