

**WANANDEGE HOUSING COOPERATIVE
SOCIETY LTD**



AMENDED BY-LAWS

APRIL 2016

(REGISTERED AS A HOUSING CO-OPERATIVE SOCIETY)

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1) NAME AND AREA OF OPERATION

THIS SOCIETY SHALL BE CALLED:-

WANANDEGE HOUSING CO-OPERATIVE SOCIETY LTD.

Hereinafter referred to in the by-laws are "the society" and its area of operation shall be in the **republic of Kenya**.

2) REGISTERED OFFICE/POSTAL ADDRESS

The registered office of the society shall be at:-

**WANANDEGE PLAZA
P.O. BOX 700-00521
EMBAKASI
NAIROBI,
TELEPHONE NO: - +254-(0)719100866 / +254-(0)788638860.**

Notice of any change of address shall be given to the Commissioner of Co-operatives (hereinafter referred to as "Commissioner") and to all members of the society.

3) DEFINITIONS/INTERPRETATIONS

a) Interpretation

- (i) In these By-laws, unless the context otherwise requires, words or phrases shall be defined or interpreted in accordance with cooperative societies Act of 1997 as amended in cooperative societies Act 2004 and cooperative society rules 2004 made there under, hereinafter referred to as the 'the Act' and 'the rules' respectively. Any questions concerning interpretation of these By-Laws or any other matters not provided for therein, errors and unions should be referred to cooperative tribunal.
- (ii) In these By-Laws where masculine gender is referred to, it will be construed to include the feminine gender.

b) Definitions

- i) **Common Bond** shall mean any unifying factors that bring the members together. In this context it shall include individuals or organizations approved by the Board of Directors.
- ii) Cooperative Tribunal – means a judicial court that is charged with powers of handling cooperative society disputes.
- iii) **Apex Society** means a Society formed at the national level by the Cooperative movement in Kenya and registered under the Act to promote Co-operative development and represent the interests of co-operative societies locally and internationally.
- iv) **Board Charter** refers to the Society document that sets out the authority, responsibilities, membership and operations of the Board of Directors and sub committees.
- v) **Branch** means a retail and physical location, other than the headquarters from where the Society offers a wide array of face to face and automated services to members.
- vi) **Commissioner** – means commissioner for cooperative development.

- vii) **By-laws** – means By-Laws made by society and registered under the act and includes any registered amendment of such By-laws.
- viii) **Share** – means the amount of money contributed by each member towards the capital of the society and which is not refundable to the member, it is the permanent capital of the society. The society's share capital will have a nominal value of KSHS. 1, 000 per share and a minimum value of up to 150 shares equivalent to Kshs.150, 000
- ix) The "Society" – means Wanandegge Housing Co-operative Society Ltd.
- x) **Ex officio member** – is a member who attends the Board of Directors meetings or subcommittee meetings to give advice to the Board of Directors such as the Chief Executive Officer or his representative. Ex officio members will abstain from voting, but they are allowed to contribute in the meetings deliberations.
- xi) **Management Committee** shall be read as **Board of Directors** and mean the persons elected in a duly convened General Meeting to govern the business of the society as per these by laws.
- xii) **Supervisory Committee** – means an oversight Committee elected at a general meeting.
- xiii) **Member in Good Standing** – means a member who is current in payment of his required contribution and has not in any way acted in a manner, which is potentially damaging to the society and has fully complied with the policies and Rules set forth by the society.
- xiv) **Members Deposits** – means the amount of money contributed by each member as Savings with the society. This amount shall be taken as installments towards creating a fund for the purpose of acquisition of land or house by an individual member.
- xv) **Net Surplus** – means the amount of income in excess of expenses of the society. It is computed before an allocation is made for payment for member's dividend/ interest on shares/deposits respectively.
- xvi) **Member of Immediate Family** – includes but it is not limited to the spouse, parents and children of the members, whether or not residing in the same household. They also include any other relative of the member or spouse of the member if the relative resides in the same household as

the member.

- xvii) **Minister** – means a Cabinet Secretary in charge of Cooperative affairs.
- xviii) **Act** – means the Cooperatives Societies Act of 1997 as amended in Cooperative Societies Act 2004.
- xix) **Rules** – means Cooperative Societies Rules, 2004.
- xx) **Entrance fee** means non refundable fee paid by an applicant for membership of the society whether or not admission is granted
- xxi) **The Financial Year of the Society** shall be from 1st January to 31st December subject to the applicable law.
- xxii) **Active Member** - Is a member who is regular in his monthly contributions of a minimum of kes.1,000 for deposits. **Presiding Officer**-The Commissioner of Co-operatives or his representatives.

4) OUR VISION

To be the housing society of choice in Kenya.

5) OUR MISSION

To create wealth for our membership through provision of quality and dynamic housing investment solutions.

6) OBJECTIVES OF THE SOCIETY

The objects for which the society is established are:

- a) To provide for its members living accommodation within the area of its operation at a fair and reasonable price together with such ancillary services as roads, drainage, water and light and together with facilities for physical and cultural recreation and all such other matters as are usual, customary and desirable for building estates, blocks of flats or single dwellings. The society may own Land and Buildings on behalf of its members.
- b) To acquire land and or construct houses petrol stations, supermarkets for the purpose of selling them to members and non-members.
- c) To achieve the objects set forth in By-laws 4 (a) and (b) the society may perform and carry on all the usual functions of a cooperative society as governed by the Co-operative Society Act and Rules and may in addition
 - (i) Raise funds by accepting deposits and by contracting for loans from members or non-members by issuing debentures or mortgaging its property or by any other means up to a maximum amount to be decided by General meeting.
 - (ii) Lend money to members for any purpose directly concerned with the acquisition of land or living accommodation for themselves on such terms and with such security as the managing committee may from time

to time determine or guarantee loans and advances to members for similar purposes.

- (iii) Undertake building operations by such means either directly or indirectly as the committee may decide.
- (iv) Acquire supplies of building and similar materials and machinery of all kinds including household furniture and equipment for use in building or for sale or hire to members.
- (v) Acquire and relinquish land, buildings and rights over land and buildings by purchase, lease or any other means as may be necessary of the attachment of these objects.
- (vi) Employ architects, builders, and contractors. Issue plans, negotiate and contract services for light and power, water drainage, roads and generally do all such things as are necessary and customary for the acquisition of land and its development of housing purpose.
- (vii) Enter into contracts with members for the sale or lease of land and building acquired by society in pursuance of its objects on such terms and conditions as may from time to time be determined.
- (viii) Do all such things, as are incidental to or necessary for the attainment of any or all foregoing objects for the society

7) COOPERATIVE PRINCIPLES AND VALUES

In order to achieve the above objects for which it is established, the society shall act in accordance with the internationally accepted Cooperative Principles and values stated below:-

a) Cooperative Principles

- (i) Voluntary and open membership
- (ii) Democratic member control
- (iii) Economic participation by members
- (iv) Autonomy and independence
- (v) Education, Training and Information
- (vi) Cooperation among cooperatives
- (vii) Concern for community in general

b) Cooperative Values

Co-operatives are based on the values of self-help, mutual responsibility, equality and equity. They practice honesty, openness and social responsibilities in all their activities. This cooperative shall uphold faithfully the above values.

8) MEMBERSHIPS, CO-OPERATION AND SUBSIDIARIES

- (i) The Society may become a member of any National or International Organization that may best serve the interest of the Society.
- (ii) The Society may enter into Co-operation with organizations, Institutions and such other service providers approved by the Board of Directors.
- (iii) The Society shall recognize the fact that such membership and partnerships are vital for the safety of its transactions and in the interest of its Members.
- (iv) In accordance with the principles of Co-operation among Co-operatives the Society shall build a strong SACCO System nationally and internationally.

9) MEMBERSHIP OF THE SOCIETY

Members shall consist of:

- (i) Original members who signed the application for registration
- (ii) New members subsequently admitted in accordance with these By-laws
- (iii) Employees of the society may be eligible but shall not become members of the Board of Directors, Supervisory or any other sub Committee of the society except when specifically provided for in these By-laws.

10) QUALIFICATIONS FOR MEMBERSHIP

The following persons, institutions or groups who applied for registration of the Society and have fulfilled the membership conditions in accordance with these By-laws shall be eligible for membership:-

- a) Past and present employees of:
 - i. Kenya airways and its subsidiaries.
 - ii. Other Airlines operating in Kenya

- b) Persons, groups or organizations that do not belong to more than one Co-operative Society dealing with the same type of business.
- c) Approved Business entrepreneurs and institutions, and Contractees of related companies and institutions.
- d) An employee of the Society or a subsidiary of the Society.
- e) A person who is a resident within or occupies land within the Societies area of operation.
- f) A person who is in employment, occupation or profession which falls within the category or description of those in the airline and allied sectors.
- g) All persons, members from institutions and groups who thereafter apply for membership, and fulfill conditions of these by-laws.
- h) Any other person employed by an organization registered in Kenya, capable of making regular contributions to the Society and fulfill loan repayment requirements
- i) Is of good character and sound mind
- j) Is not less than 18 years of age
- k) Has not applied to be adjudicated as insolvent or is not declared bankrupt by a competent Court of Law.
- l) Has not been convicted for any criminal offence involving dishonesty or fraud and jailed for a period of three months or more during the last five years
- m) Accept to abide by and observe the provisions of these By-laws and other regulations and resolutions made by the members regarding the operations of the society.

11) MEMBERSHIP APPLICATION FORM

Every applicant for membership shall complete an 'Application for Membership' form **as may be prescribed by the Board of Directors.**

12) ADMISSION INTO MEMBERSHIP

- a) An applicant shall be admitted to membership on being accepted by a simple majority vote of the Board of Directors , but shall not qualify for the

rights and privileges of membership until he has paid a non-refundable entrance fee of Kes. 2,500 and paid in full for at least 50 shares of kes 1,000 per share

- b) On being accepted by the Board of Directors, a member shall sign his name in the Register of members in the presence of two members or one Board member and Chief Executive Officer to indicate his acceptance of the By-laws of the Society.

13) REFUSAL OF MEMBERSHIP

The Board of Directors may refuse membership to any person by giving him reasons for its decision. However, the person whose membership has been refused, if otherwise eligible for membership, shall have the right to appeal to the next General Meeting.

14) NOMINEE

- (i) Every member shall nominate in writing one or more persons to whom upon his death, his shares, deposits or any other interest shall be transferred, and the member in the presence of two attesting witnesses shall sign such nomination.
- (ii) The particulars of the nominee(s) shall be recorded and kept in a sealed envelope secured information system and safely kept in the custody of the Chief Executive Officer and whose reference/particulars shall be entered in the Register of Members.
- (iii) A member may at any time change his nominee(s) provided that such changes or alterations are done in writing and signed by the member in the presence of two attesting witnesses.

15) PAYMENT TO NOMINEE

- (i) The nominee(s) shall be paid the value of the deceased member's deposits or assets less any sum due to the society as a primary or contingent liability.
- (ii) This should be done upon receiving official notification of the death of the member, but not later than 90 days from the date of such notification.

Refusal to admit a nominee shall be in writing and adequate reasons provided.

16) MEMBERSHIP RIGHTS AND OBLIGATIONS

c) Rights

- 1) Subject to these by-laws, policies, standards and procedures, all members shall have the right to use the society's services and exercise the rights established under the Act, the Rules and the By-laws.

The members are entitled to:-

- i) Receive, periodically and regularly, or upon request and at least once a year, a statement of accounts containing the individual records of his Debit and Credit transactions. At the option of the society, this record may be provided online.
- ii) Attend and participate at the Annual General Meeting (AGM) subject to **by-law 39**.
- iii) Each member shall have one vote irrespective of the member's total shareholding as long as he is a member of good standing
- iv) Elect or be elected as a Committee Member or officer of the Society
- v) Use the society services according to the policies set by the Board of Directors and approved by the General Meeting
- vi) Nominate one representative from the eligible group as per **by-law 39** to attend the AGM
- vii) Submit projects or initiatives to the Board of Directors for consideration that focus on the expansion or improvement of society
- viii) Other rights as prescribed by the applicable law

b) Obligations

Subject to these by-laws, policies, standards and procedures, all members have the following obligations to the society:

- i) To repay all outstanding loans according to the terms and conditions stated in the loan agreement
- ii) To promptly make all required contributions

- iii) To observe and abide by all terms and conditions of the Cooperative Societies
- iv) Act, Rules, these By-laws, policies and contracts of the society
- v) To propose and elect qualified candidates for office
- vi) To support issues put forth that improves the sustainability of the society and promotes the good will of all members
- vii) To attend and actively participate in meetings of the society as provided for in these by-laws.

17) CESSATION OF MEMBERSHIP

Membership of the society shall cease with effect from the date of a member:

- (i) Dying
- (ii) Ceasing to hold the qualification for membership as specified in these By-laws, the Rules or the Act
- (iii) Being expelled from the society
- (iv) Voluntarily withdrawing from the society in accordance with these By-laws
- (v) Becoming of unsound mind
- (vi) Being declared bankrupt by a competent court

18) VOLUNTARY WITHDRAWAL OF DEPOSITS

- (i) A member may withdraw from the society, by giving 60 days notice in writing of his intention to withdraw from the society.
- (ii) The Board of Directors must approve such withdrawal and take all the necessary action to refund the member's deposits or any other interest due to him or transfer his shares as he may direct to another member

19) EXPULSION

The Board of Directors may suspend, subject to expulsion by the General meeting

a member who:

- (i) Is convicted in a Court of Law for criminal offence for any reason
- (ii) Willfully fails or refuses to comply with the applicable law, By-laws, policies and procedures of the society
- (iii) Acts in any way detrimental or prejudicial to the Society's interest or other just cause

20) LIEN

Upon any sale enforcing, a lien is purported exercise of the power therein before given, the Board of Directors may appoint some person to execute any instrument of transfer of shares sold and cause the purchaser's name to be entered in the register in respect of the shares and the purchaser shall not be bound to see the regularity of the proceeding to the application of the purchase money and after the purchasers name has been entered, the sale shall not be impeached by any person.

21) EXPULSION PROCEDURE

- (i) Upon formal and written announcement (by a member or Director) that a member has committed a violation punishable by expulsion, the Board of Directors shall provide written notice to the member stating the reason(s) or the Proposed suspension and subsequent expulsion by the General Meeting and grant a member 30 days to prepare his defense.
- (ii) After this period, taking into consideration the member's defense, the Board of Directors shall initiate an administrative inquiry and take a decision on its findings within 15 days. The said member shall have 10 days to file an appeal against the proposed expulsion with Supervisory Committee, which will take this appeal to a General Meeting.

22) PAYMENT RESULTING FROM CESSATION OF MEMBERSHIP

- (i) A member who withdraws or is expelled by a General Meeting shall be repaid the following amounts after deduction on any debts owed by him to the society as a borrower, endorser, and guarantor or otherwise The nominal or book value of his deposits whichever is less

- (ii) Any bonus, dividend or interest if any, due to him at the date which membership ceases.

23) FUNDS OF THE SOCIETY

The funds of the society shall consist of:

- (i) An entrance fee or any other fee as may be approved by the committee payable on admission
- (ii) An undetermined number of shares
- (iii) Members' deposits
- (iv) A 20% Statutory Reserve fund and any other fund established by the General Meetings (see by-law 31).
- (v) Surplus funds resulting from the operations of the society
- (vi) Funds obtained from any lawful sources like grants from Non-Governmental Organizations and other donors or loans from financial institutions, members or non-members.
- (vii) 10% cash reserve on deposits

24) APPLICATION OF FUNDS

The funds of the society shall be applied for the promotion of the stated objects and purposes of the society set forth in these By-laws and in the applicable law.

25) INVESTMENTS OF SOCIETY FUNDS

The society may invest or deposit its funds not in immediate need in:

- (i) Savings accounts with financial institutions which are regulated.
- (ii) Investments and Securities Quoted in Nairobi Stock Exchange.
- (iii) Shares of other Cooperative societies
- (iv) Unit Trusts.
- (v) Treasury Bills or Bonds
- (vi) Land banking

26) SHARES

- (i) The shareholding of a member who fails to complete the payment of the nominal share value of ksh.1000 shall be refunded after giving such members one months notice unless the member reactivates his shareholding.
- (ii) Every share certificate shall specify the denoting number of shares in respect of which it is issued and the amount paid thereon. Minimum share contribution shall be 150 shares of Kes. 1,000 each.
- (iii) A Member is free to buy more shares from other existing members, subject to these by laws.
- (iv) No member shall hold more than twenty percent of the total shares at any given time.

27) TRANSFER OF SHARES

- (i) Within the approval of the Board of Directors, a member may at any time transfer his shares to another member or next of kin but not to a non-member. Such transfer must be in writing.
- (ii) All transfers of shares, either from a member to another member or from a deceased member to his nominee must be registered with the Secretary and no transfer shall be valid unless so registered.
- (iii) The society shall charge a 5% fee to cover such transactions payable by the member in whose name the shares is being transferred to.

28) MEMBER'S LIABILITY

- (i) The liability of a member shall be limited to the nominal value of the Shares held by him in the society.
- (ii) In the event of a liquidation, where available funds are insufficient to pay the full nominal value of the Shares/deposits held by the member, the funds shall be distributed 'par passu' and pro rata among the shareholders according to the Shares/deposit held by each member.

29) POWER TO BORROW

- (i) The loan shall be obtained from the members and non-members subject to the terms and the maximum endorsed and approved by the General Meeting.
- (ii) The maximum liability fixed shall be subject to the approval of the Commissioner who may at any time reduce it or impose such conditions as he may deem necessary.
- (iii) For better securing of any loan accepted by the society under paragraph 26 (i) of this By-law, the society may grant a charge over its assets and over the Shares held in financial institutions or building owned by the society on behalf of the members in accordance with these by-laws. Granting of such charge shall be subject to a special resolution by a general meeting

30) RATE OF INTEREST

The rate of interest on deposits or loans shall be determined by the Board of Directors from time to time and shall not be more than the market rate.

31) RECEIPTING FOR MONEY

Members shall be provided with a receipt by the society, which shall serve as a confirmation of each and every transaction processed between the member and the society.

32) STATUTORY RESERVE FUND

- (i) The Society shall maintain a statutory reserve fund in pursuance of the provisions of the applicable law. The Reserve shall be credited with at least 20% of the net surplus of each financial year. Such a fund shall be invested or deposited in a manner as prescribed in section 45 of the Act.
- (ii) No withdrawal shall be made from the reserve fund without the consent in writing of the Commissioner and such withdrawals shall be made good from net available surplus resulting from operations of the society during subsequent financial years.
- (iii) The reserve fund shall be indivisible and no member shall claim a specific share of it.

- (iv) The reserve fund shall be kept in a separate account to be known as reserve fund account.
- (v) The society shall cause an annual audit for the reserve fund.

33) NEW BRANCHES

- (i) Wanandege housing may establish branches in other locations as determined by number of membership and share contributions in those locations.
- (ii) The Board of Directors shall determine the creation of any branch, the minimum number of members that shall constitute a branch, and the number of officials to serve in any branch from time to time.
- (iii) There shall be a maximum of three officials per branch and each branch official will be required to meet the qualification of being a member of the Board of Directors as on by law 44.
- (iv) The Branch officials shall be elected for a period of three years and shall be eligible for re-election after expiry of the three years, unless transferred from the location of the branch or unable to perform the stipulated duties.
- (v) To have a branch the location will be required to have at least 150 members with 50 shares and above.
- (vi) One official will represent 50 members with at least 50 shares each
- (vii) The branch shall be managed by three officials comprising of the Chairman, Secretary and Treasurer
- (viii) The duties and responsibilities of Branch Officials shall include:
 - a. To carry out education to members of their respective branches.
 - b. Get the views and resolutions of members at branch level for onward presentation to the General meeting
 - c. Reporting back the proceedings of Annual Delegates Meeting and Special Delegates meeting to members.

- d. Recruitment of new members
- e. Marketing of the Society activities and enhancing the corporate image
- f. Other duties and responsibilities as may be directed by the Board of Directors from time to time

34) ROLE OF THE BRANCH OFFICIALS

- a) Branch Chairman shall preside over all Branch meetings
- b) Branch Secretary shall
 - i) Convene meetings in consultation with the Chairman and
 - ii) Shall handle all Branch correspondences
 - iii) He shall also record the minutes of the Branch meetings
 - iv) He shall update the member's register
 - v) Maintain proper books of accounts in branches that have Two (2) Officials.
- c) Branch treasurer shall maintain proper books of accounts at the Branch, which will be defined by the Board of Directors.

35) GENERAL MEETINGS

The Supreme Authority shall be vested in the General Meeting of the members. Such meetings shall be held as follows:

- a) The Annual General Meeting:-
 - i) Shall be held within four months of the close of Society's year and within four weeks of receiving the registered final accounts from the Commissioner.
 - ii) Active Members with 50 shares by the end of the year under review in the General meeting will have the right to attend the AGM.
 - iii) Eligible Groups and institutions will nominate one representative to attend the AGM.

b) Special General Meeting:-

- i) When convened by Board of Directors or the commissioner in accordance with the provisions of the Act and Rules.
- ii) Within 15 days of receipt of a written demand from at least 50% of the active members stating the objects and reasons of calling the meetings.
- iii) If the committee fails to convene a meeting within 15 days of receiving the notice under sub-section d (ii) above, the qualified members demanding the meeting may themselves convene the meeting by giving notice to other qualified members of the society, stating the objects and reasons for the meeting and the fact that the committee has failed to convene the meeting.

36) IDENTIFICATION OF MEMBERS

Before they may attend or vote at a general Meeting, members shall be required to produce evidence of their membership and eligibility.

37) CONDUCT OF MEETINGS

The Chairman or in his absence, the Vice-Chairman shall preside at every general Meeting. In their absence, any Board of Director elected by a majority of the members present shall preside failing which any member elected by a majority of those present shall preside.

38) QUORUM

- (a) Except when convened by the Commissioner, the presence of at least $\frac{1}{4}$ (quarter) of the active members or fifty members whichever is less shall constitute a quorum for the conduct of business at a General Meeting.
- (b) When quorum is not attained within three hours from the time appointed for the start of the meeting, the chairman shall adjourn the meeting and fix a date within one month of the adjourned meeting, which shall be duly advertised. If at such subsequent meeting a quorum is again not present the Chairman shall declare the meeting open, and proceed with the business of the meeting with those present, half an hour after the advertised started

time of the meeting.

39) MEMBERS ELIGIBLE TO ATTEND AGM

- i) Active Members who have attained 50 shares at the end of the year under review.
- ii) Branch officials who meet by law 43
- iii) Eligible groups will nominate one member to represent the group.

40) DUTIES OF ANNUAL GENERAL MEETING

The General Meeting of the members shall be conducted and shall have the power and duties as prescribed in the Rules and By-laws to:

- i)** Consider and confirm the Minutes of the last Annual General Meeting (AGM) and of any other intervening Special General Meetings (SGM).
- ii)** Consider the auditor's report on accounts and balance sheet, the inspection reports of the commissioner and the reports of the committee on the business of the society during the past financial year.
- iii)** Appoint the auditors for the ensuing financial year.
- iv)** Subject to these by-laws, decide the disposal of the net surplus resulting from the operation of the society during the past financial year.
- v)** Ratify action taken by the committee and give direction to the new committee where necessary Consider appeals against the suspension of members and refusal of membership by the Board of Directors.
- vi)** Elect, suspend or remove members of the Board of Directors and other committees.
- vii)** Fix the maximum borrowing powers or liability which the society may incur in loans and deposits, whether from members or non-members.
- viii)** Approve the income and expenditure estimates/budget for the ensuing financial year following the Annual General Meeting.

- ix) Approve the honorarium, if any, for current and retiring officers of the society.
- x) To fix or to renew the indemnity amount required for each elected official.
- xi) Transact any other business for which notice has been given in the manner prescribed in these by-laws.

41) MINUTES

All business discussed at General meeting shall be recorded 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 committee member who was present at the meeting, to verify that in their opinion the Minutes are true and complete record of all matters after approving any alterations or variation which shall be written immediately below the above signatures and not as alterations to the original records. The members shall, by resolution in the subsequent meeting, authorize the chairman to sign and date the final record.

42) ENFORCEMENT OF DECISION

A decision taken by the general Meeting shall be binding to all members Present, absent and objecting.

43) RESOLUTIONS

- i) Every member present at the general meeting shall have only one vote on any resolution put to vote. Ordinary resolution shall be decided by simple majority vote. However, special resolution shall be passed by a minimum of two thirds (2/3) of the members present and voting at a General Meeting.
- ii) The chairman of the General Meeting shall declare whether a resolution put to vote has been carried or lost and shall cause an entry to that effect to be made in the Minute book of the society and such entry when signed by him shall be conclusive evidence of the resolution put to vote.
- iii) In the event of votes on any resolution being equal, it shall be deferred to the next General Meeting at which it will be put to vote again to members present at such meeting.

- iv) The Chairman of a meeting shall not have a casting vote but just a deliberative vote.

44) BOARD OF DIRECTORS

The Board of Directors shall be elected and from the membership of the society and shall consist of at least five members and not more than nine members. The Board of Directors shall include the Chairman, Vice-Chairman, Treasurer and Secretary, all of whom will be elected by the Committee from amongst the members of the Committee.

45) ELIGIBILITY INTO THE BOARD

No member shall be elected into the Board of Directors:

- i) Unless he has been an active member of the society for at least two years preceding the Annual General Meeting and is a member in good standing
- ii) Has any uncleared debt to the society at the end of the society's financial year other than in respect of a loan under the provision of any rules made under this Act?
- iii) If he does not have a minimum of 150 shares six months preceding the Annual General Meeting
- iv) If he is not a present member of Kenya Airways Ltd or its subsidiaries. Present employees of Kenya Airways and its subsidiary will have at least five positions on the Board of Directors.
- v) If he is not a past member of Kenya Airways Ltd or its subsidiaries. Former employees of Kenya Airways and its subsidiary will have four positions in Board of Directors.
- vi) If he has not been vetted by the Vetting Committee established by the Society
- vii) If he has a record of lending money on his own account, or acts in any other manner which is detrimental to the wellbeing of the society
- viii) If he is under 21 years of age

- ix) If he receives any remuneration, salary or other payments from the society save in accordance with the Act
- x) If he is undischarged bankrupt or is of unsound mind
- xi) If he has been adversely named by the commissioner in an inquiry report adopted by the General Meeting for mismanagement or corrupt practices while a member of the committee.
- xii) If he has been convicted of any offence involving dishonesty or has been imprisoned for three months or more
- xiii) If he has been convicted of any offence under the Act, and Rules made thereunder
- xiv) If he is not able to read, write and understand English language and has no working knowledge of Kiswahili
- xv) No person shall be a member of more than one co-operative society with unlimited liability and, no person shall be a member of more than one cooperative society having the same object.
- xvi) If he is not a member residing in the area of the society's operation.
- xvii) If he has not, within 30 days of being appointed, declared his wealth to the Commissioner in the prescribed manner (This is an annual exercise)
- xviii) If he is not, within 14 days of being appointed, filed an indemnity in the format prescribed in cooperative societies rules. Refer to By-law 50.
- xix) Is a person whom any amount of money is due under a decree or order or is pending recovery under the Act.
- xx) If he is a Board member or Director of Wanandegge Sacco or a Committee Member in two other Co-operative Societies other than Wanandegge Housing Society.

46) TENURE OF OFFICE

- (i) The term of office of the Board of Director shall be three (3) years subject to one third (1/3rd) retiring annually, except for the Chairman and the Vice-Chairman who shall retire at the end of the third year.
- (ii) The retiring members shall, however be eligible for re-election.

47) COMMITTEE MEETINGS

- i) Board meetings shall be held at least once every month and at other times when necessary.
- ii) A simple majority shall form a quorum for disposal of business. The Board of Directors shall have a quorum of 5 members
- iii) Where a member of the Board of Directors fails to attend three consecutive meetings without any reasonable apology or otherwise fails to perform his duties, his position may be declared vacant and the vacancy filled as provided for in these By-laws.
- iv) If during its term of office a vacancy occurs in the Board of Directors, the committee shall, if the number of members drops below five, co-opt any active member to fill such vacancy. Such co-opted member shall serve in the Board until the next General Meeting at which the position shall be duly filled.

48) SUSPENSION FROM THE BOARD

- i) The commissioner may suspend from duty any committee member charged in court of law involving fraud or dishonesty pending the determination of the matter
- ii) The majority members of a committee may for good cause suspend the committee member subject to the ratification by a general meeting.
- iii) Elected members of a committee shall be removed only by a two-thirds majority of members of the society present and voting at a general meeting.

49) REMOVAL OF BOARD MEMBER

A member of the Board shall cease to hold office if he/she;-

- (i) Ceases to hold qualification of a Board member as specified in the Act/rules and by-laws.

- (ii) Is removed by the commissioner under the provision of the act.
- (iii) Is voted out by 2/3rd majority of the society members present and voting in the annual General meeting.

50) ELECTIONS

- i) Election of Board of Directors shall be conducted at a general meetings at which such elections are scheduled.
- ii) The presiding officer shall table the names submitted by the vetting Committee at the General Meeting
- iii) For best services to members and effective management of the Society, the Board of Directors and Supervisory Committee members shall be elected from Society area of operation.

51) NOMINATION AND VETTING COMMITTEE

- i. Wanandege Housing Board of Directors shall establish an independent nomination and vetting Committee.
- ii. The membership shall comprise of five (5) members including the Chairman of the Committee
- iii. The quorum for the committee to transact business shall be three(3)
- iv. The appointment ,duties, responsibilities ,qualifications and terms of reference for the committee shall be as provided in the nomination and vetting policy
- v. The committee shall give at least 14 days' notice to interested candidates for the position of Board of Directors or Supervisory Committee.
- vi. The Committee shall vet all applications based on the minimum requirements /qualifications for Board of Directors or Supervisory Committee members as outlined in the nomination and vetting policy as well as in the by –laws.
- vii. The Committee shall circulate the list of qualified candidates to the members at least five days before the AGM.

52. ELECTION PROCEDURES

- i) All elections shall be by any mode agreed by members present.
- ii) No member shall be entitled to vote by proxy, but a member can be elected

if preferred by a majority of members in absentia if he had shown interest to be elected.

- iii) Irrespective of the number of shares held by him, no member shall have more than one vote.
- iv) The presiding officer shall announce the election results immediately.
- v) Within seven days of these elections, the Chief Executive Officer shall forward the names and addresses of all persons elected to office to the Commissioner

53) **INDEMNITY**

- i) In the conduct of the affairs of the society, the Board of Directors and the Chief Executive Officer shall exercise prudence and diligence in the course of business and they may be held jointly and severally responsible for any losses sustained through any of their acts, or failure to act, which are contrary to the Act, Rules and by-laws or the directions of the general meeting
- ii) Every committee member and supervisory committee member shall in pursuant to the Act, file an indemnity in form V set out in the schedule to the Rules whose amount shall be determined by the general meeting and which shall be lodged with the commissioner within 14 days of his election to the committee.
- iii) A committee member who fails to comply with the requirement of this by-law shall automatically cease to be a member of the committee.
- iv) The membership may decide the amount and kind of surety bond, or other security which shall be required of the officers having the custody or handling funds or properties of the society.

54) **DELEGATION**

The Board of Directors may delegate in writing to an officer or an agent of the society such of its duties as it deems necessary but this delegation shall not absolve the Board of Directors from its responsibility of running in the society in a proper and business-like manner.

55) **LEGAL STANDARD OF CARE**

In the conduct of the affairs of the society, the Board of Directors shall at all times exercise the prudence and diligence of ordinary men of business, and shall be held jointly and severally liable for any losses sustained through any of their acts which are contrary to the Acts, Rules and these By-Laws or the directions of the General Meeting.

56) **AUTHORIZATION OF EXPENDITURE**

For each financial year, the committee shall cause to be prepared estimates of society's income and expenditure including recurrent and capital estimates for approval by the General Meeting at least three months before the end of the preceding year. The Board of Directors' shall authorize no expenditure unless provided for in the estimates (Budget).

57) **RECORDS OF BUSINESS**

- (i) All business or decided at the Board meetings shall be recorded in a Minutes Book which within one week of the meetings shall be signed by the Chairman of the meeting, and at least one other Committee member present at the meetings to verify that matters discussed are a true and complete record of the proceedings.
- (ii) 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 records, the meeting shall authorize the Chairman to sign and date the final record.

58) **CONFIDENTIALITY**

The executive Officers, members of the committee and employees of the society shall hold in the strictest confidence all the transactions with its members and all information on respect of member's personal affairs, except to the extent deemed necessary by the Board of Directors in connection with the making of loans and the collection thereof.

59) **DUTIES OF THE BOARD OF DIRECTORS**

The Board of Directors shall be the governing authority and subject to any directions from the General Meeting and the By-laws of the society, it shall direct the affairs of the society.

In particular it shall:

- a) Observe in all its activities the Act, the
- b) Rules and these By-Laws and undertake prudent business practices in the management of the society
- c) Authorize borrowing and lending operations of the society in accordance with the Act and the Rules
- d) Act upon all applications for membership
- e) Ensure that true and accurate records and accounts are kept of the society's money, properties, capital, reserves, liabilities and income expenditure
- f) Lay before the Annual General Meeting a balance sheet and final accounts, together with proposals for the disposal of the surplus if any
- g) Recommend to the Annual General
- h) Meeting the rate of dividend, interest on deposits or Honorarium to be paid to the members the Committee and the staff
- i) Fill the vacancies occurring in the Board of Directors and other sub-committees between Annual General Meetings
- j) Designate a depository for the funds of the society
- k) Impose fines under these By-laws
- l) Issue new Shares and approve transfer of shares between members
- m) Determine the interest rates that shall be paid on deposits and borrowed money
- n) Appoint, suspend or dismiss any employee of the society and supervise their

work subject to the requirements and provisions of the Act

- o) Regulate matters regarding investment

Implement decisions made by the General meeting

- p) Meeting for affiliation to a Cooperative Union or National Cooperative Organization and take necessary action to become affiliated
- q) Consider application for loans, suggestions for investment and act in accordance with the By-laws
- r) Elect delegate(s) to represent the society in cooperative Union, National Cooperative Organization or in other apex societies, to which the society is a member
- s) With the consent of the General meeting make, revoke and alter from time to time and at all times enforce such regulation, terms and conditions relating to tenants of the society
- t) To collect rents, repayments, installments and interests on loans from tenants, members and other purchasers
- u) To represent or cause to represent the society in all legal matters
- v) Perform such other duties as the members may from time to time direct

60) **EXECUTIVE OFFICERS**

The Chairman, Vice-Chairman, Treasurer and Secretary shall be termed "Executive Officers". The executive officers shall be elected from the Board of Directors in a meeting held within seven days after the General Meeting in accordance with these By-laws.

61) **CHAIRMAN/VICE-CHAIRMAN**

The power and duty of the chairperson shall be to:

- i) Convene all the meetings of the society
- ii) Prepare or cause to be prepared the agenda of the meetings

- iii) Chair the meetings and control the business to be transacted at such meetings
- iv) Direct the affairs of the society in conjunction with other elected officials
- v) Enforce all rules made by the committee and the General meetings
- vi) In the absence of the chairman, the vice-chairman shall perform the duties of the chairman
- vii) In absence of both the chairman and his vice, the meeting shall appoint one of the members to chair that day's meeting

62) **TREASURER**

The duties of the Treasurer shall include:

- i) Generally to manage or cause to be managed the financial affairs of the society on a competent manner
- ii) To maintain full and complete records of all monies received and disbursed by the society and all assets and liabilities of the society
- iii) To ensure the safe keeping of the society's money and security of all accountable documents and books of account
- iv) To ensure that all payments and expenditures are fully authorized and enforce all Rules regarding good financial Management and practices as ordered by the Committee
- v) To ensure compliance with all directives of the Board of Directors and the Commissioner
- vi) Within 15 days after the close of each month, the Treasurer shall prepare and submit to the Board of Directors a financial statement showing the condition of the society at the end of each month. He shall prepare and forward to the commissioner such financial reports as the commissioner may require.

63) **SECRETARY**

The duties of the Secretary shall be:

- i) To record Minutes of the Board
- ii) Committee and the General Meetings
- iii) To ensure that the society's correspondence is promptly and correctly attended
- iv) To prepare and send notices of meetings in consultation with the chairman
- v) Generally to manage and cause to be managed the affairs of the society as may be necessary in consultation with the executive officers

64) **SUB-COMMITTEES**

The Board of Directors may appoint other sub-committees such as education sub-committees, investment sub-committees, credit sub-committees, and staff sub-committees and so on. Members in such sub-committees shall be drawn from the Board of Directors and no executive officer shall be elected into the credit sub-committee.

65) **INVESTMENTS SUB-COMMITTEES**

The investment sub-committee shall consist of three members who shall be members of the Board of Directors but none of whom shall be Executive Officers. The Board of Directors shall choose the investments sub-committee within seven days after each General Meeting.

66) **MEETINGS OF INVESTMENTS SUB-COMMITTEE**

The investment sub-committee shall hold such meetings as the business of the society may reasonably require,
. But not less frequently than once a month. The Minutes of the investments Sub-Committee shall be presented to the full Board of Directors for adoption.

67) **DUTIES OF INVESTMENTS SUB-COMMITTEE**

- a) The Investments sub-committee shall carry out market research on the most lucrative plots to purchase or the most profitable securities to invest in with a view of advising the Board of Directors.
- b) The investments sub-committee must prepare Minutes of its meetings indicating clearly their recommendations, relations or any Action taken by them for ratification by the Board of Directors
- c) The investments Sub-Committee shall make such reports to the Board of Directors as they may require and prepare a report to be incorporated in the Chairman's report for presentation to the Annual General Meeting.

68) **EDUCATION SUB-COMMITTEE**

- i) The Education Sub-Committee shall consist of not more than three members of the Board of Directors.
- ii) Members of the Board of Directors shall choose the Education Committees within seven (7) days after the Annual General Meeting.

69) **MEETINGS OF EDUCATION SUB-COMMITTEE**

- i) The Education Sub-Committee shall hold such meetings as the business of the society may require.
- ii) The Vice-Chairman of the Board of Directors shall be the Chairman of the Education Committee.

70) **DUTIES OF EDUCATION SUB-COMMITTEE**

The Education Sub-Committee shall be charged with the responsibility of formulating education policies and coordinating all education programs for the society members and staff on behalf of the Board of Directors

- i) The Education Sub-Committee shall keep permanent Minutes of its meetings. The Education Sub-Committee shall make such reports and present Minutes of their meetings to the Board of Directors for adoption and make a report for incorporation into the Chairman's reports to the members at the Annual General Meeting.

71) **STAFF SUB-COMMITTEE**

The staff Sub-Committee shall consist of not more than three members of the Board of Directors. The Board of Directors shall choose the staff Committees within seven (7) days after the Annual General Meeting.

72) **MEETINGS OF STAFF SUB-COMMITTEE**

- i) The Staff Sub-Committee shall hold such meetings as the business of the society may require.
- ii) The Treasurer of the Board of Directors shall be the Chairman of the staff Committee.

73) **DUTIES OF STAFF SUB-COMMITTEE**

- i) The Staff Sub-Committee shall be charged with the responsibility of formulating staff policies and coordinating general administration of staff welfare for the society on behalf of the Board of Directors.
- ii) The staff Sub-Committee shall keep permanent Minutes of its meetings. The Staff Sub-Committee shall make such reports and present Minutes of their meetings to the Board of Directors for adoption and make a report for incorporation into the Chairman's reports to the members at the Annual General Meeting.

74) **CREDIT COMMITTEE**

The Credit Sub-Committee shall consist of not more than three members of the Board of Directors. The Board of Directors shall choose the staff Committees within seven (7) days after the Annual General Meeting. No member of the executive committee shall be in the Credit subcommittee.

75) **MEETINGS OF CREDIT SUB-COMMITTEE**

The Credit Sub-Committee shall hold such meetings as the business of the society may require

76) **DUTIES OF CREDIT SUB-COMMITTEE**

The Credit committee shall:-

- i) Ensure establishment and review of appropriate Credit policy consistent with the relevant provisions of the Regulations and these By-laws.
- ii) Ensure that the problem loan accounts are adequately identified and classified as prescribed in the Regulations.
- iii) Ensure adequate provisions for potential loss is maintained
- iv) Review periodic credit and loan portfolio reports of the Society before submission to the Board of Directors.
- v) The Credit Sub-Committee shall keep permanent Minutes of its meetings
- vi) The Credit Sub-Committee shall make such reports and present Minutes of their meetings to the Board of Directors for adoption and make a report for incorporation into the Chairman's reports to the members at the Annual General Meeting.

77) **SUPERVISORY COMMITTEE**

- i) Without interfering in the administrative functions subjects to its control and supervision, the Supervisory Committee is responsible for society's compliance and internal control oversight.
- ii) It is responsible for the truth and accuracy of the society financial conditions and should ensure procedures are adequate to safeguard the members and the institutions rights and interest.
- iii) This committee shall consist of three members elected from Nairobi county membership who are not employed by the society or serve in Board of Directors or any other committee of the society.

78) **ELECTION OF SUPERVISORY COMMITTEE**

- (i) The exercise shall be undertaken as per By-law 48 and 49

- (ii) The supervisory committee shall be elected from Eligible members from Nairobi county
- (iii) In addition to all qualifications of Board of Directors (See By-law 44)
- (iv) The supervisory committee members shall be expected to have at least basic accounting knowledge.
- (v) The term of office of the committee shall be three years with one members retiring annually but eligible for re-election.
- (vi) At least two of the supervisory committee members shall be employees of Kenya Airways and its subsidiaries

79) **SUPERVISORY COMMITTEE POWERS AND DUTIES**

The following are the powers and duties of the Supervisory Committee:-

- i) To ensure that the Management of the society complies with the Act, Rule and the General Meeting resolutions
- ii) To make, or cause to be made at least once every three months, an investigation into the affairs of the society, including an audit of its books
- iii) To present their Annual report to the Board of Directors before final presentation to the members at the Annual General Meeting for adoption and give a quarterly report and make recommendations at each regularly scheduled Board of Directors meeting detailing the activities undertaken by the Committee since the last meeting
- iv) The Secretary of the Supervisory Committee shall prepare and have custody of the records of all actions taken, including evidence of any audits performed by the Committee
- v) If need be, the committee shall submit its reports to the Commissioner

80) **THE CHIEF EXECUTIVE OFFICER / EMPLOYEES**

The society may appoint any qualified person to be the Chief Executive Officer of the society. His powers and duties shall be assigned to him by the Board of Directors and shall in particular be to:

- i) Manage the affairs of the society in a competent manner in consultations with the executive officers records and Registers.
- ii) Keep or cause to be kept proper books of
- iii) Attend Committee meetings and General Meetings in an advisory capacity but have no voting rights.
- iv) Prepare and analyze on a quarterly basis the society's business plan and budget, in comparison with actual performance.
- v) Represent the Society in business transactions and any other transactions as authorized by the Board of Directors.
- vi) Provide all information required by the Supervisory Committee in time.
- vii) Propose to the Board of Directors new position arising at the society and the revision of the salary schedule for all society's staff.
- viii) Implement recommendations set forth in the audit report and those recommended by the Supervisory Committee.
- ix) Produce monthly trial balances and ensure on a monthly basis the accounting records are in balances and the individual accounts subsidence are up to date, and the income and expenditure statement, balance sheet and delinquency lists are complete and correct.
- x) Ensure that books of accounts are maintained in accordance with the internationally accepted accounting principles and standards.
- xi) Assist the Board of Directors in determining acceptable types of collateral that can be used to secure loans.
- xii) Ensure there is adequate liquidity to meet demands.

- xiii) Maintain and provide safe custody of society's books, accounts, registers certificates, society seal, Cheques books and other accountable documents.
- xiv) Counter sign the society's Cheques, contracts and other documents.
- xv) The committee may appoint one or more deputy Chief Executive Officer. If appointed, the deputy Chief Executive Officer shall, in the absence of the Chief Executive Officer or in case of vacancy in the office of the Chief Executive Officer, perform the duties of the Chief Executive officer and such other duties as from time to time be prescribed by the Board of Directors.
- xvi) The committee may hire and discharge the employees of the society in accordance with terms and conditions of service approved by the commissioner.

81) **BOOKS OF ACCOUNTS**

The Society shall keep up to date and in a proper businesslike manner such accounts and such books and records as the commissioner may prescribe from time to time. The following books and records shall be kept by the society:

- i) A register of members showing in respect of each member
- ii) The name, age, date of joining the society as a member, address and occupation
- iii) The date on which he ceased to be a member
- iv) The name of his nominee(s)
- v) Minute file giving details of proceedings of the Board of Directors, Supervisory Committee and sub-Committees meetings
- vi) A minute file giving details of proceedings at General Meetings
- vii) A cashbook showing the details of all monies received and all monies expended or paid out by the society
- viii) Ledger containing such accounts as is necessary to properly record the

business of the society

- ix) A personal ledger for each member showing his transactions with the society
- x) Assets (property) register
- xi) A register of loans to members showing in respect of each loan advanced, the loan number, name of borrower, the amount borrowed the purpose of the loan, the due date of repayments and the date repayments were made
- xii) A guarantor's control register showing the guarantor's name, members account number borrower's name, amount of loan guaranteed, date granted loan interest rate and collateral required, date repayments commence and end
- xiii) A ledger showing deposits and withdrawals by members
- xiv) Such other books/records as the committee may decide or the Commissioner may prescribe

82) **ANNUAL ACCOUNTS**

- a) It shall be the duty of the Board of Directors to cause society's accounts to be audited at least once every financial year. The audited accounts shall be, after submission to the commissioner for registration, be presented for adoption at a General Meeting
- b) The person to audit shall be appointed at a General Meeting from a list of auditors approved by the Commissioner
 - i) In case of failure by the Board of Directors to cause society's accounts to be audited within 3 months after the end of the financial year they shall automatically lose their positions at the next General Meeting and shall not be eligible for re-election for three years unless the Commissioner is satisfied the failure was due to circumstance beyond their control.
 - ii) Where an auditor is not appointed at an annual General Meeting the

Commissioner may appoint a person to fill the vacancy and the remuneration of the person appointed shall be borne by the society

- iii) The society shall cause its audited accounts to be displayed in a conspicuous place at its registered office and branches at least two weeks before the presentation of the accounts to its members at the General Meeting.
- iv) Alternatively, the accounts shall be sent to all members through their last known address.

83) **INSPECTION OF BOOKS OF ACCOUNTS**

All books of accounts and other records shall at all times be available for inspection to all committee members, the commissioner or his representative. A copy of the cooperative societies Act, the Rules the By-laws, the Registration Certificate and members register shall be available for inspection by any member of the society during the normal working hours.

84) **CONDUCT OF BUSINESS**

The Board of Directors may make such Rules, not inconsistent 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 book and shall be posted on the society's notice board; and shall come into force when and as determined by the Committee subject to approval by the General Meeting.

85) **AUTHORIZATION TO SIGN DOCUMENTS**

Any two holders of the following officers shall sign all documents contracts and Cheques on behalf of the society (one of whom shall either be the chairman or the treasurer).

- i) Chairman
- ii) Vice-chairman
- iii) Treasurer
- iv) Secretary

The Chief Executive Officer shall counter sign all documents, contracts and Cheques. In case the Society has no Chief Executive Officer, then any other three of the above shall suffice.

86) **FINANCIAL YEAR**

The financial year of the society shall be from 1st January to 31st December subject to the applicable law.

87) **DISPOSAL OF SURPLUS**

Subject to the Act, the net gain or surplus resulting from the operations of the society during any financial year, shall be disposed as follows:-

- i) Shall be credited to the Statutory Reserve Fund.
- ii) Paying of dividend on share capital at a rate recommended by the Board of Directors and approved by General Meeting on fully paid up Shares.
- iii) Paying of interest on deposits to members in proportion of value or business done by them through the society.
- iv) Reinvested in the activities of the society.
- v) Contributed to any charitable or educational purpose.
- vi) Paying honorarium to both Board of Directors and Supervisory Committee members of the society who were in office during the year of surplus as the General Meeting may direct.
- vii) Appropriation to any fund established by the society.

88) **LOANS**

- i) The society may make loans to members upon such securities and in such manner as the Board of Directors may from time to time determine and upon such terms and conditions as to repayments, rate of interest and otherwise as may be decided by the Board of Directors from time to

time.

- ii) Loan applications shall be considered in the order of application. However where limited by funds preference to be given to smaller loans.
- iii) The maximum amount of loan granted to a member shall not exceed kes. 10 Million to be repaid in a duration not exceeding 20 years subject to;
 - a) Retirement age of the member
 - b) Total deductions should not exceed two thirds of member's salary.
 - c) All applications for loans shall be made on forms prescribed by the society and shall in each case set out the amount applied for, the purpose of the loan, terms of repayment and type of security provided. The loan application form must be fully completed and supported by at least two most recent pay slips (or a letter from the employer confirming the applicant's ability to repay the loans comfortably.)
 - d) It shall be an offence for an applicant, society employees or book-keeping service employees to give false information regarding shares, loans and guarantees.
- iv) Members can repay their loans through the following methods:
 - Cash
 - Cheques
 - Standing order
 - Check off
 - EFT
 - Loans

89) **PURCHASE OF LAND**

Subject to such resolutions as the general meeting of members may from time to time pass, the committee shall have full power to do all things which it deems necessary or expedient for accomplishment of all the objects specified in by-law 6, including power to purchase, hold, sell, exchange, rent, lease, sub-lease, surrender and accept surrenders of land or building and to construct buildings.

It shall be competent for the committee: -

- a) To buy land, leasehold or freehold, either from individuals, legal institutions or through government or otherwise.

- b) To render the lands so purchased fit for habitation
- c) To lay down streets, Roads and parcel out the land or house sites.
- d) To sell or to lease otherwise deal with the projects to members in such terms as they may determine.
- e) To provide and maintain facilities for water supply, Drainage, borehole, lighting and similar works of common utility.
- f) Trade on buying and selling of properties for the benefits of members.
- g) To purchase land and property for future sale.
- h) To purchase land and properties, upgrade it and sale at a profit.
- i) To engage legal consultant to deal with matters of land and property.
- j) In the exercise of this powers, the committee shall act at all times as prudent men/women of business and shall exercise all due care to safeguard the society's property and its interests by good management and may be held responsible, individually and collectively, for loses due to negligence or failure to observe the act, rules and these by-laws.
- k) Tenants will be selected from the list of applicants by the committee having regard to date of application for dwelling genuine need for housing financial position and other like matters.
- l) Non- members can acquire land/house at a price determined by the Board of Directors however fully fledged members will be given priority.
- m) No building may be erected on the society's land or with funds supplied in whole or in part from the society except to plans approved by the committee
- n) The committee shall levy such other fees in regards to transactions such as transfers, legal charges, Insurances and others.
- o) When the society arranges for supply of water, lighting, drainage and other services, then it may levy such fees as necessary payable by

members for the provision of such facilities.

90) **MISCELLANEOUS**

No officers or members shall receive from the society any payment except the actual costs of travelling and subsistence while working on the society's business except an honorarium from surplus as allowed in these By-law unless a member is appointed in writing as a paid servant of the society. This does not apply in case of sitting allowance payable to Committee members.

91) **CONFLICT OF INTEREST**

No committee member or employee of the society shall in any manner participate in deliberations upon or determinations of any issues affecting his personal interest. The Committee member or employee shall physically absent himself from the discussion, unless it is determined that the individual has relevant information to provide. Failure to declare interest shall result in removal; from office or termination of employment.

92) **SEAL**

- i) The common seal of the society may be a rubber stamp bearing the words "Seal of Wanandegge housing society ltd and shall be different from the ordinary name-stamp of the society.
- ii) The seal shall be kept securely under lock and key by the Chief Executive Officer and shall be used only in the presence of at least three Officers authorized to sign on behalf of the society under these By-laws who shall each witness the placement of the seal.
- iii) A Register of all sealed documents shall be maintained by the Society

93) **DISSOLUTION**

The society may be dissolution in accordance with the procedures set forth in the Cooperative Societies Act.

94) **AMENDMENT OF BY-LAWS**

These By-laws shall be amended in accordance with Act and the Rules but no

amendment shall become effective until it's approved and registered by the Commissioner. A copy of societies By-laws shall be furnished to every member upon payment of a fee as will be determined by Board of Directors

95) **ACCEPTANCE**

We the undersign Executive Officers of the Cooperative Society named herein do hereby accept and adopt these By-laws and on behalf of Wanandege Housing Cooperative Society Ltd together with any changes or alterations that have been initiated or signed by us.

96) **ACCEPTANCE**

We the undersign Executive Officers of the Cooperative Society named herein do hereby accept and adopt these By-laws and on behalf of Wanandege Housing Cooperative Society Ltd together with any changes or alterations that have been initiated or signed by us.

TITLE

SIGNATURE

Chairman.....

Eric Mbugua

ID NO. 11291867

Vice/Chairlady.....

Nelly Konchellah

ID NO. 1070010

Treasurer.....

Abraham Maloba

ID NO.

Secretary.....

Benjamin Wagude

ID.NO

OFFICIAL CERTIFICATION

I CERTIFY that the foregoing by-laws of Wanandege Housing Society have been approved and duly registered.

GIVEN under my hand at Nairobi this.....day of.....2016.

NAME.....

SIGNATURE.....

COMMISSIONER FOR CO-OPERATIVE DEVELOPMENT