

WANANDEGE HOUSING CO-OPERATIVE SOCIETY LIMITED.

SPECIAL GENERAL MEETING HELD ON 1ST AUGUST 2015 AT KENYA AIRWAYS PRIDE CENTRE

MEMBERS PRESENT

Eric Mbugua-	Chairman
Nelly Konchellah-	Vice Chairlady
Victor Moturi-	Secretary
Mary Mambo-	Treasurer
Geoffrey Kioko-	CMC Member
Purity Thogo-	CMC Member
Stephen Kibuna-	CMC Member
Pamellah Walinywa-	Chairlady Supervisory
Florence Akwera-	Secretary Supervisory
Josphat Chege-	Member Supervisory

IN ATTENDANCE

Salesio Njeru-	CEO
Boniface Muthama	Wanandege Sacco CEO
John Bosco Matheka	Wanandege Sacco Chairman
Andrew Maosa	District Co-Operative Commissioner
Hillary Musina	CO-Operative Commissioner
Eunice Mbithi	CO-Operative Commissioner
Benjamin Mwangi -	Auditor Kreston

Attached list of members

ABSENT WITH APOLOGY

Abraham Maloba	CMC Member.
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The meeting was called to order at 11.15 am.

Nelly Konchellah opened the meeting with a word of prayer.

AGENDA NO. 1. READING AND CONFIRMATION OF THE PREVIOUS.

The previous minutes were adopted without amendments

AGENDA NO. 2. CHAIRMAN'S REPORT (ATTACHED)

The Chairman presented his report and it was adopted.

Proposer; Watson Gitemi-S/NO.08827

Seconder; William Oluona S/NO. 05046

Matters arising from the Chairman's Report

- Aloice Lumutu S/NO.C1974 raised the issue of eligibility of Mr. Mbugua to preside over the meeting and sought clarification from the Government representative. The DCO clarified that this matter is well covered by Min.10 of the previous minutes.
- Eddah Marete S/NO.3504 asked why some Board members are not sitting among the other Board members while they are expected be part of the Board.
- Mr. Yongo S/NO. C1966 raised issue with the Co-option of Mr. Mbugua S/NO.07422 and Mr. Kibuna S/NO.00130.
- Mr. Oyuga S/NO.C3746 sought to know why Mr. Mbugua remained in office while Mr. Kibuna underwent election following their cooption. It was clarified that Mr. Kibuna took the position of Mr. Noah Otieno S/No.05224 who was due for re-election why Mr. Mbugua took the position of Elizabeth Wanja who had two more years to serve in the Board.
- The DCO advised that the issue was clear and the CMC acted within the law and the ratification of the same was done during the subsequent AGM.
- Mr. Okoth S/NO.C1748 raised issue with the suspension of Mr. Yongo from the Management Committee and said this action amounts to conflict of interest by the Chairman.
- The DCO clarified that Master of Ceremony is a ceremonial position and has no legal backing.
- The DCO advised that the ratification of Mr.Yongo's suspension be done under agenda No. 7 through voting.

AGENDA NO. 3. AUDITOR'S REPORT

Kindly see attached financial report.

Statement of Financial position.

ITEM	2013	2014
Total Assets	177,391,491	156,683,221
Liabilities	108,983,649	71,708,494
Shareholders' Equity	68,407,842	84,974,727

Statement of changes in Equity

Share Capital-kes 72,253,961

Statutory reserve 515,984

Accumulated surplus/Loss 4,362,103

The financial report was adopted.

Proposer; George Ouma S/NO.5609

Seconded; Kamundia S/NO. 06767

Matters arising from the Auditors report;

- George Okoth S/NO.C1748 wanted to know why the Co-operative Bank loan the Society took to facilitate the payment of Kisaju land is outstanding.
- The Chairman advised Mr. George Okoth that the Kisaju land was overpriced and the board was working on the same to minimize the final cost on the Society operations.
- The Chairman will follow up on the issue of the team building expenses
- Samuel Alalo S/NO. KE262 recommended the reduction of allowances.
- Eddah Marete S/NO.3504 advised the Chairman that the Society should consider surcharging members who disrupted the meetings.
- The Chairman recommended the action of expelling members who caused disruption.
- Mr. George Okoth said members should avoid making statements that can cause animosity.
- The DCO advised on the process of expelling members and this can also be addressed after the Inquiry is done.

AGENDA NO.4. SUPERVISORY COMMITTEE REPORT.

The Supervisory Committee report was presented and adopted.

Kindly see the attached detailed report from the Supervisory.

Proposer; Philip Ndegwa S/NO.H0112

Secunder; George Okoth S/NO.C1748

Matters arising from the Supervisory Report.

- Norbert Ngogolo S/NO.07954 raised the issue of Kisaju 1 plot sizes and tasked the Supervisory Committee to follow up on the issue.
- Watson Gitemi S/NO.8827 raised the issue of land subdivision the number of the plots.
- Samuel Alaro S/NO.KE262 raised issue with the Katani project and said the Board will need to change tact when dealing with future projects.
- The Supervisory Committee Chair explained that the Board agreed to have a select Committee consisting of Kibuna, Maloba and Eric to investigate the Embakasi project because they were not in the previous Board and this is the Committee which recommended for the suspension of Mr. Antony Yongo.

AGENDA NO. 5 - PROPOSED BUDGET FOR THE YEAR 2016/SUPPLEMENTARY BUDGET FOR YEAR 2015.

- The CEO presented the Budget and it was adopted.
- Kindly see the attached detailed Budget.

Proposer; Noah Otieno S/NO. 05244

Secunder; Antony Ngumbovi S/NO. C2618

Matters arising from the Budget.

- Kamundia S/NO. 06767 asked whether the Society will be able to achieve the proposed income and CEO advised that the Society was in good position.
- Eddah Marete S/NO.C3504 proposed the Society to have a way of getting houses for its members and proposed that we need to have a MOU with HFCK.
- Mr. Okoth S/NO.C1748 also raised issue with the reliance on common bond and said we need to attract investments from other sources.
- Patricia Odida S/NO.G0043 proposed to have higher Budget on training so that members can be properly trained. She also raised the issue of increasing staff costs.
- The CEO answered that the staffing was necessary to deliver quality service and ensure proper internal controls.
- The Chairman also advised that confidence of members is important so as to encourage members' participation.

AGENDA NO.6 RESOLUTIONS

To consider and approve disposal of surplus for year 2014

Proposer; Aloice Lumutu S/NO.C1974

Secunder; Kemboi Boniface S/NO. H0560

Borrowing powers

Borrowing powers currently stands at kes 1 billion (One Billion only). Members agreed to renew and maintain the same amount of kes 1 Billion.

Proposer; Noah Otieno S/NO.05224

Secunder; Eddah Marete C3504

Appointment of Auditors for year 2015

Kreston KM & Co. (CPA) was approved unanimously by all members present.

Proposer; Jeremiah Muyekwe S/NO.C1067

Secunder; John Ngare S/NO.G0013

Ratify the suspension of Mr. Antony Yongo from the Management Committee.

Proposer; George Okumu S/NO.05609

Secunder; Leonard Oloya S/NO.C2753

- The ratification was supported by Joseph Ngugi S/NO.09143 and Boniface Kemboi S/NO.H0560
- Mr.Yongo raised the issue of his suspension and claiming that he has been suspended for almost one year and that he was never given a chance for a fair hearing

- The DCO requested for a vote for those for and those against the ratification of Mr. Yongo Suspension.

Support-48 votes

Against -32 Votes

- Eddah Marete noted that the suspension motion requires 2/3 majority of members' present. The DCO agreed that was the law and therefore Mr. Antony Yongo will be back on the Management Committee.
- Members proposed that the Commissioner for Cooperatives be invited to hold an Inquiry into the affairs of Wanandegge Housing Society ltd.

Proposer; Raphael Biketi S/NO.C3751

Seconder; Rose Munguo Yeko C8050

- The DCO asked if there is any body opposed to the inquiry and there was no objection.
- Enhancing the minimum shareholding from kes 150,000 to kes 300,000.

Joseph Mwilu S/NO.06037

Patrick Odour S/NO.FOO89

- Aloice Lumutu proposed for a status quo

Aloice lumutu S/NO.C1974

Evaline Chegtich H0676

- Samuel Alaro proposed to have the cap lifted to improve on Society equity.
- The DCO requested for voting for the status quo i.e. maintaining kes.150,000 -60
- Those who wanted to increase share capital to kes 300,000 - 24
- The DCO declared the status quo at Kes 150,000.

Election of retiring officials

- Mary Mambo S/NO.3528 opted to retire and not seek re-election.
- The retiring officials were ;
- Geoffrey Kioko
- Purity Thogo
- Pamellah Walinywa

The DCO declared all positions vacant.

The Candidates are;

Geoffrey Kioko-S/NO.K0054

Noah Otieno-S/NO.5224

Benjamin Wagude-S/NO.G0022

Purity Thogo-S/NO.04740

Mercy Koech-S/NO.C2798

Muyekwe Jeremiah-S/NO.C1067

- Eddah Marete S/NO.3504 sought to know whether a loan defaulter should be allowed to seek election in the Society.
- The Chairman advised that Mr. Muyekwe S/NO.C1074 is a loan defaulter in the Society
- Mr. Muyekwe denied and explained that he used his shares to pay the loan.
- Mr. Okoth said that it is discriminatory for Mr. Muyekwe to be denied a chance to vie for the elections.
- Mr. Antony Yongo S/NO.C1966 alleged that there is a plan to bar some members from vying for elections.
- Aloice lumutu S/NO.C1974 asked for proof that Mr. Muyekwe is a loan defaulter.
- The Wanandegge Sacco Chairman advised that Wanandegge Housing should proceed to CRB and verify if Muyekwe is a defaulter.
- The DCO advised that it is everyone's responsibility to sort out their financial matters and avoid incidences of default.
- Aloice Lumutu S/NO.C1974 said that we need to have the law which should be used to support any person's allegations.
- Mr. Noah Otieno S/NO.5224 presented a letter to the AGM which he claimed was not addressed by the Society with the following demands;
- Minutes of previous disrupted AGM
- Certified true copy of Chairman's report as read to members during the AGM on 28th February 2015
- Certified copy of the Central Management Committee findings against him on each of the allegations about his conduct as a former Treasurer.
- Un- edited copy of Video footage of the 9th AGM held on 28th February 2015.
- Certified true draft of the minutes of the 9th AGM Meeting.
- He said that if after investigations he is be found culpable of misappropriating Society funds then he will step aside but requested to be given a fair trial.

ELECTIONS OF THE MANAGEMENT COMMITTEE

Candidates Name	Proposer/Seconder	Votes
Geoffrey Kioko	Proposer; Witson Gitemi - S/no 08827 Seconder; Kamau Francis - S/no.H0197	46 votes
Noah Otieno	Proposer; Peter Omutiti - S/no.C2467 Seconder; Gatimu David - S/noC0848	27 votes
Purity Thogo	Proposer; Nalianya John -S/no.7689 Seconder; Joshua Musee -S/no. AV012	46 Votes

Benjamin Wagude	Proposer; Geoffrey Omadi-S/no.07740 Secondar; Moses Murithi-S/no.H0370	45 votes
Mercy Koech	Proposer; Patrick Odudi- S/no. F0089. Secondar; Hosea Bonyo-S/no.KC350	30 votes
Jeremiah Muyekwe	Proposer; Helen Ilavonga -S/no.C2478 Secondar; Eliud Musimba -S/no.C3997	33 votes

The DCO announced the following as duly elected

- Geoffrey Kioko - S/no. K0054
- Purity Thogo- S/no. 04740
- Benjamin Wagude-S/no.G0022

SUPERVOSRY COMMITTEE ELECTIONS

CANDIDATE	PROPOSER/SECONDER	VOTES
Pamellah Walinywa	Proposer; Sarah Wangui- S.no AV001 Secondar; Stephen Nyamuta S/no.07992	40 votes
Raphael Biketi	Proposer; Olaya Leonard -S/no.C2753 Secondar; gumba Antony -S/no.C2618	26 votes

- The DCO declared Pamela Walinywa the winner in the Supervisory Committee election.
- The DCO thanked all the members for the way they conducted the business of the AGM. He also advised the Society to have an electoral Board which would vet candidates before election.
- This will make the process of elections smooth and more effective. He thanked everyone for their participation.
- Eddah Marete congratulated everyone and urged for team work.
- The CEO advised all members to work as a team in order to grow the Share Capital and earnings and maximize the shareholders wealth.

Having no other issue the meeting was adjourned at 1730 HRS.

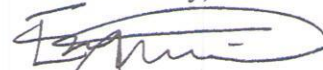
Compiled by,



Victor Moturi,

SECRETARY.

Confirmed by,



Eric Mbugua,

CHAIRMAN.