

2026



WAKAGREEN SACCO BY-LAWS



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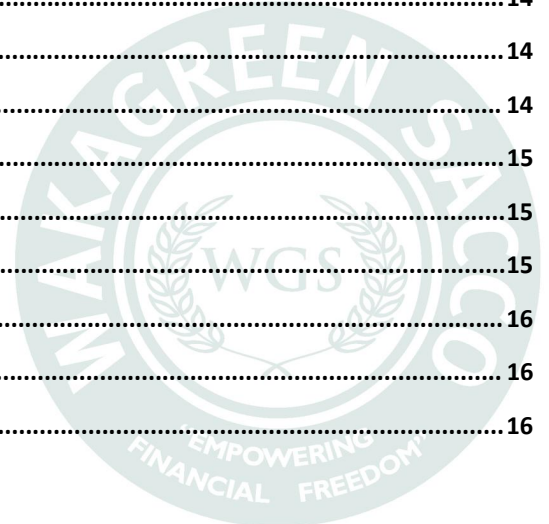


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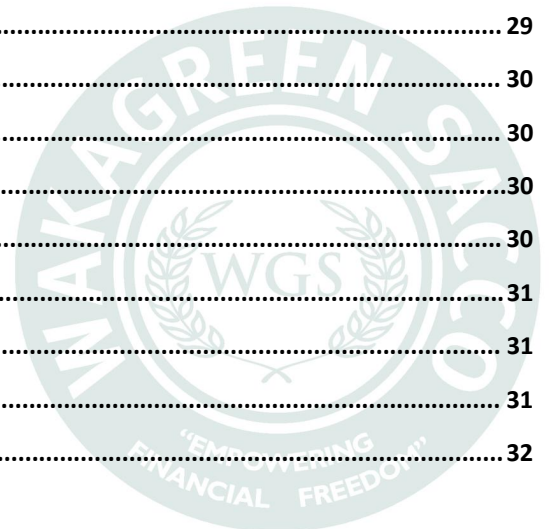


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1. NAME AND AREA OF OPERATION

1.1 This society shall be called **WAKAGREEN SAVINGS AND CREDIT COOPERATIVE SOCIETY LIMITED**, hereinafter referred to in these bylaws as “Wakagreen Sacco Society,” and its area of operation shall be within the republic of Kenya.

2. REGISTERED OFFICE

2.1 The registered office of the Sacco society shall be at Eldoret and its postal address shall P.O. BOX 1443 – 30100 Eldoret

2.2 Notice of any change of postal address shall be given to the Commissioner for Co-operative Development, hereinafter referred to as “The Commissioner,” and to all members of the Sacco society through their last known address as per records held at the Sacco society within 30 days of such change.

3. INTERPRETATIONS AND DEFINITIONS

3.1. In these by-laws, unless the context otherwise suggests words or phrases shall be interpreted in accordance with the Sacco Societies Act, 2008 and Regulations hereinafter referred to as the “Act” and “Regulations” respectively, the Co-operative Societies Act Cap 490 Laws of Kenya and the Rules made there under hereinafter referred to as the “Co-operative Act” and “Rules” respectively.

3.2. In these by-laws where the masculine gender is referred to, it will be construed to include the feminine gender.

3.3. In these by-laws save as otherwise expressly stated:

- i. **Audit Committee** - Committee of the Board established as per the Regulations
- ii. **“A Beneficiary”** means a person appointed by the member to inherit the shares, deposits and other interests in the society upon the death of the member.
- iii. **“Applicable Law”** shall mean any other relevant law other than the Sacco Societies Act, 2008 and the Regulations, Co-operative Societies Act cap 490, Rules, and these by-laws.
- iv. **“Board of Directors”** shall refer to the persons elected in a duly convened General Meeting to govern the Business of the Sacco society as per these by-laws hereinafter referred to as the **“board”**.

- v. **“Commissioner”** shall mean “the Commissioner for Co-operative Development as provided for in the Co-operative Act.”
 - vi. **“Core Capital”** shall mean fully paid up member’s shares, capital issued, disclosed reserves, retained earnings, grants and donations all of which are not meant to be expended unless on liquidation of the Sacco society.
 - vii. **“Dividend”** shall mean members share of the surplus of the Sacco society which is divided amongst its members based on shareholding.
 - viii. **“Deposit”** means a sum of money received or paid on terms under which it shall be repaid with or without interest or premium and either on demand or at a time or in circumstances agreed by or on behalf of the person making the payment and the person receiving it.
 - ix. **‘General Meeting’** shall be a meeting (either ‘Annual’ or ‘Special’) for all members duly convened by the Sacco society to conduct its business.
 - x. **“Member”** includes a person or a co-operative society joining in the application for the registration of a Sacco society, and a person or co-operative society admitted to membership after registration in accordance with these by-laws.
 - xi. **“Returning officer”** is a person appointed to oversee or conduct the elections of a co-operative society at a General Meeting.
 - xii. **“SACCO Society”** means a savings and credit Co-operative society registered under the Co-operative Act and licensed under the Sacco Societies Act, 2008.
 - xiii. **“Share Capital”** shall mean members equity in the form of issued and fully paid up shares of common stock
 - xiv. **“Tribunal”** shall mean the Co-operative Tribunal established under the Co-operative Act to hear and determine disputes.
- 3.4. Any questions concerning interpretation of these by-laws or any matters not provided for therein, errors and omissions shall be referred to the Authority or Commissioner as is applicable.

4. OBJECTS

- 4.1. The objectives for which the Sacco society is established are;
 - i. To leverage on Technology to organize, promote and mobilize member’s

resources towards improving their livelihoods.

- ii. To promote thrift among its members by affording them an opportunity for accumulating their savings and deposits and providing them with credit exclusively for provident and productive purposes, at fair and reasonable rate of interest; thereby enabling them to use and control their money for their mutual benefit.
 - iii. To ensure personal growth through the introduction of new products and services that will promote the economic base of the members.
 - iv. To ensure progress of members and Sacco society through continuous education programs on savings and proper use of credit, reduction of poverty, human dignity and co-operation.
 - v. To apply the co-operative principle of cooperation among cooperatives in order to promote member's interests. In furtherance to its objectives, the society may affiliate to the relevant National Co-operative Unions and the Apex societies.
- 4.2. For the attainment of the above objects, the Sacco society may do acts and things that are permissible under the Act and Regulations, Co-operative Act and Rules and these By-laws and all such other things as are incidental or consequential to the economic enhancement of its members interests provided such act is approved by the members in a General meeting.

5. CO-OPERATIVE PRINCIPLES AND VALUES

5.1. In order to achieve its objects, the Sacco society shall act in accordance with the following Co-operative principles and relevant values.

5.2. CO-OPERATIVE PRINCIPLES

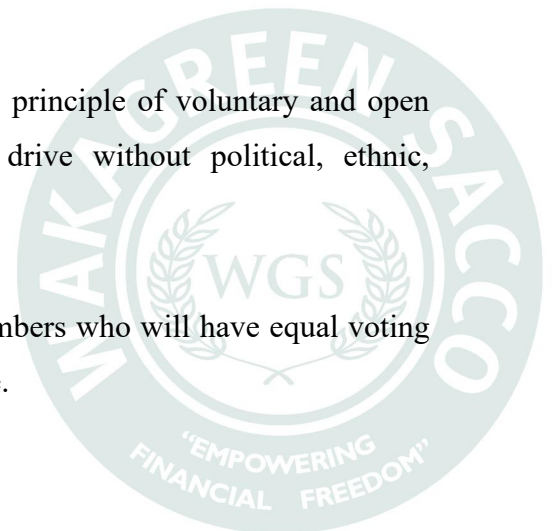
i. **Voluntary and open membership**

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

ii. **Democratic member control**

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

iii. **Economic participation by member**



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

iv. Autonomy and independence

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

v. Education, training and information

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

vi. Cooperation among cooperatives

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

vii. Concern for community in General

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

5.3. VALUES

The Society shall also adhere to the following values:

- i. Proactiveness
- ii. Personal and social responsibility
- iii. Critical thinking,
- iv. Creativity,
- v. Self-help,
- vi. Honesty,
- vii. Openness,
- viii. Equality and Equity.

6. QUALIFICATION FOR MEMBERSHIP

6.1. A person who possesses the following qualifications shall be eligible for membership:

-

- a. Original members who signed the application for registration.



- b. New members subsequently admitted in accordance with these By-laws
- c. Is within the field of membership consisting of the following common bond:
 - 1. Any member recruited by or on behalf of the Society.
 - 2. Employees of this society,
 - 3. Any other interested persons who meet the admission requirements.
 - 4. Is not less than 18 years of age.
 - 5. Is of good character and of sound mind
 - 6. Is not carrying out such activities detrimental to the objectives of the Society;
 - 7. Has accepted the objectives of the Society, the obligations of members and other conditions as stated in these By-laws and other Policy documents as shall apply.
 - 8. Is not a member of another SACCO having the same or the similar objects in the country.

7. APPLICATION FOR MEMBERSHIP

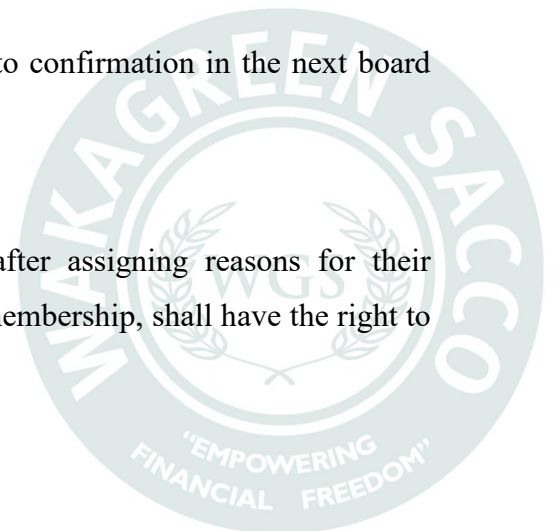
- 7.1. Every applicant for membership shall complete an “**application for membership**” form. This form shall be drawn to show all the information required for the purpose of registration of a member.

8. ADMISSION INTO MEMBERSHIP

- 8.1. An applicant shall be admitted to membership on application upon payment of a non-refundable membership fee of Ksh 1,000.00 purchase 60 entry shares worth Ksh 6,000.00 (Ksh100 par value).
- 8.2. Upon admission the member’s name shall be entered in the membership register and a membership number issued.
- 8.3. Members shall be admitted by the board subject to confirmation in the next board meeting.

9. REFUSAL OF ADMISSION

- 9.1. The board may refuse admission to a person after assigning reasons for their decision. Such a person, if otherwise eligible for membership, shall have the right to appeal to the next General Meeting.



10. RIGHTS OF MEMBERS

10.1. A member of the Sacco society shall have the right to: -

- i. Attend and participate in decision making at all General Meeting of the Sacco society and vote;
- ii. Be elected to organs of the Sacco society, subject to these by-laws;
- iii. Enjoy the use of all the facilities and services of the Sacco society subject to the Sacco Society's by-laws;
- iv. All legitimate information relating to the Sacco Society, including, internal regulations, registers, Minutes of General Meetings and supervisory committee's reports, annual accounts and inventories at the Sacco Society's registered office.

11. OBLIGATIONS OF MEMBERS

11.1. A member of the Sacco society shall have the obligation to: -

- i. Observe and comply with all the Sacco society's by-laws and decisions taken by the relevant organs of the Sacco society;
- ii. Buy and pay up for shares or make any other regular payments provided for in these By-laws;
- iii. Meet the debts of the Sacco society in case of insolvency in accordance with the provisions of the Co-operative Act and these by-laws.

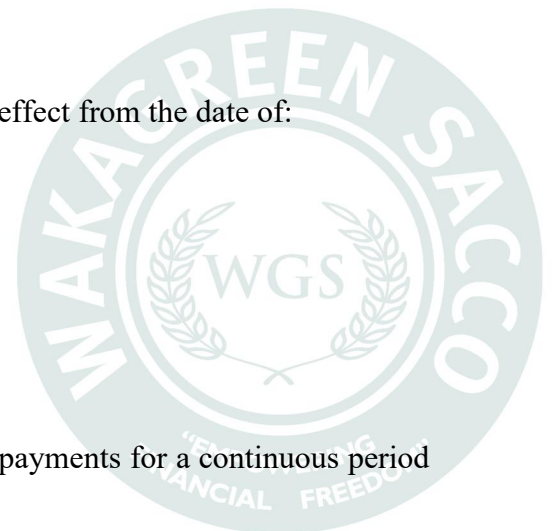
12. MEMBER'S PERSONAL STATEMENT

12.1. Every member shall access to their statements upon request from WAKAGREEN information system which shall contain particulars of membership, shares, deposits, loan and any other transactions with the Sacco

13. TERMINATION OF MEMBERSHIP

13.1. Membership in the Sacco society shall cease with effect from the date of:

- i. Death
- ii. Withdrawal
- iii. Expulsion
- iv. Being certified to be of unsound mind.
- v. Transferring all shares to another member.
- vi. Failure to remit regular savings and loan repayments for a continuous period



of six months without valid reasons or leave of the Sacco society.

- vii. Ceasing to hold qualification for membership as specified in these by-laws.

14. SUSPENSION AND EXPULSION

14.1. The board may suspend a member, subject to the decision of the General Meeting to expel, those who:

- i. Fails to fulfil his/her obligations to the Sacco society as stated in these by-laws, General internal regulations, a resolution of the General Meeting or in contravention of any other legal document, provided such a member has been called upon to do so but has failed,
- ii. Is convicted in a court of law for a criminal offence involving dishonesty or fraud or is, imprisoned for a period of three months or more,
- iii. Is a member of another Sacco society serving similar purpose.
- iv. Acts in any manner prejudicial to the interests of the Sacco society.

14.2. Provided that, no member shall remain in suspension for a period of more than 12 months.

15. PROCEDURE OF SUSPENSION AND EXPULSION

15.1. Upon formal and written proof that a member has committed a violation punishable by expulsion, the board shall serve a thirty (30) days written notice to the member stating the reason(s) for the proposed expulsion and requiring him/her to file a defence.

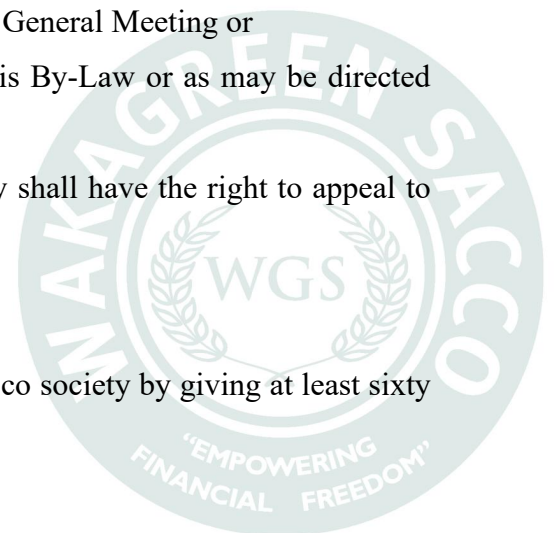
15.2. Upon the expiry of the 30 days and taking into consideration the member's defence if any, the board shall initiate administrative inquiry and make a decision on its findings within 15 days. The Board may; -

- a) Suspend the member pending expulsion by the General Meeting or
- b) Impose any other punishment as may be in this By-Law or as may be directed by the General meeting from time to time.

15.3. A member who is expelled from the Sacco society shall have the right to appeal to the tribunal.

16. WITHDRAWAL FROM SACCO SOCIETY

16.1. A member may at any time withdraw from the Sacco society by giving at least sixty (60) days written notice to the board.



16.2. Partial withdrawal of deposits from the Sacco society shall not be allowed under any circumstance.

16.3. Membership ceases when one transfers ALL their shares held and the same is notified to the BOD.

17. WITHDRAWAL OF DEPOSITS

17.1. A member may withdraw all their deposits due to financial constraints by giving a written sixty (60) days' notice to the board and having complied with all their financial obligations, at the point of their withdrawal. A deposit withdrawal commission fee shall be charged.

17.2. Partial withdrawal of deposits from the Sacco society shall not be allowed under any circumstance.

18. PAYMENT ON CESSATION OF MEMBERSHIP

18.1. On cessation of membership, a person shall be paid the following less any outstanding obligations; -

- i. The deposits
- ii. Any dividends and interests due prior to the cessation date.
- iii. Any other funds other than shares held by the Sacco society on his/her behalf.

19. BENEFICIARY

19.1. Every member shall nominate in writing one or more persons as Beneficiary(s). The nomination shall be attested to by at least two witnesses who are members of the Sacco society.

19.2. The names of such Beneficiary(s) shall be entered in the Beneficiary register.

19.3. A member shall have the right to change his/her Beneficiary(s) in writing in the presence of at least two attesting witnesses who are members of the Sacco society.

20. PAYMENT TO BENEFICIARY

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

21. ADMISSION OF BENEFICIARY

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

22. FUNDS OF THE SACCO SOCIETY

22.1. The funds of the Sacco Society shall consist of:

Core Capital

- i. Paid up members' shares
- ii. Retained Earnings
- iii. Disclosed Reserves
- iv. Grants and Donations

Income

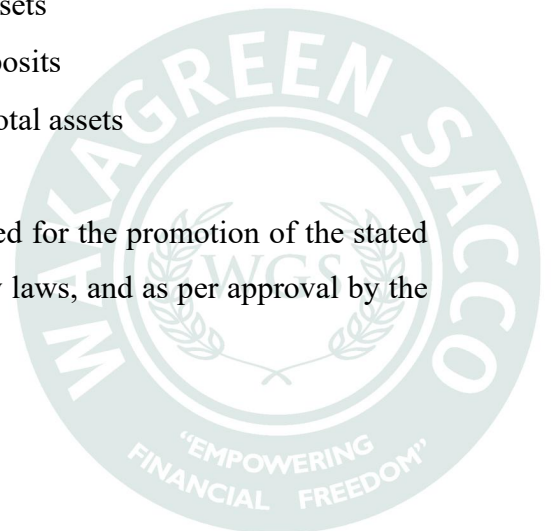
- i. Interest, fees and charges, penalties, and commissions
- ii. Application fee
- iii. Any donations, grants or gifts from other bodies, organizations or individuals
- iv. Funds obtained from other lawful miscellaneous sources:
 - a) Liabilities, which include deposits from members and borrowings from other sources as may be prescribed by the Authority.
 - b) Funds obtained from lawful miscellaneous sources.

22.2. Capital Adequacy

The Sacco Society shall at all times maintain: -

- i. Core capital of not less than 10% of total assets
- ii. Core capital of not less than 8% of total deposits
- iii. Institutional capital of not less than 8% of total assets

22.3. The funds of the Sacco society shall only be applied for the promotion of the stated objects of the Sacco society as set forth in these by laws, and as per approval by the General meeting in line with the Cooperative Act.



22.4. Investments under 22.3 above shall not in the aggregate, exceed such proportion of total assets, core capital and deposits of the Sacco Society as prescribed in the Regulations.

23. SHARES

23.1. The nominal value for each share shall be Ksh 100/ and every member shall hold at least 60 shares in the society, provided that no member shall hold more than one-fifth of the total shares of the Sacco Society.

24. TRANSFER OF SHARES

24.1. With the approval of the board, a member may at any time transfer shares to another member but not to a non member. Such transfers must be in writing and at nominal value.

24.2. All transfers of shares shall be registered with the Sacco society and no transfer shall be valid unless so registered.

25. LIABILITY

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

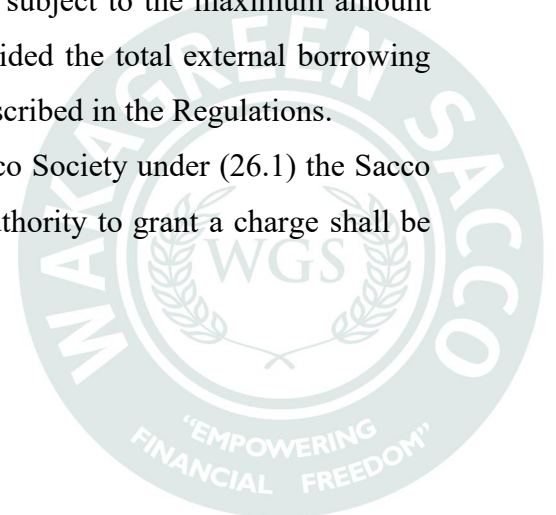
25.2. In the event of liquidation, where available funds are insufficient to pay the full nominal value of the shares held by members; the funds shall be distributed pro-rata among the shareholders according to the amount of shares held by each.

25.3. In addition to (25.2) above members shall be compensated by the Deposit Guarantee Fund as provided in the Regulations.

26. POWER TO BORROW

26.1. Loans funds may be obtained from non-members subject to the maximum amount and terms approved by the General Meeting provided the total external borrowing by the Sacco Society does not exceed the limit prescribed in the Regulations.

26.2. For the securing of any loans accepted by the Sacco Society under (26.1) the Sacco society may grant a charge over its assets. The authority to grant a charge shall be reserved to the General Meeting.



27. RECEIPTING OF MONEY

27.1. Money received on account of shares, deposits, Loans, interest, fees or fines shall be recorded and evidenced by an official receipt issued by the Society as provided in the approved policies and procedures manuals.

28. PAYMENT AND DISBURSEMENT

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

29. GENERAL MEETING

29.1. The supreme authority of the Sacco society shall be vested in the General Meeting.

29.2. An Annual General Meeting shall be convened within four months after the end of the Sacco Society's financial year.

29.3. Officials shall maintain utmost honesty in their duties as officials and shall be bonded by the society's Code of Conduct and Ethics.

29.3.1. For any member to be elected as a Director, he or she must have held minimum shares worth kshs. 6,000.00 (Six thousand) or more for the last Eighteen months from the date of the General meeting.

29.4. A special General meeting of the Sacco society may be held when convened by the:

-

- (a) Board.
- (b) Commissioner of Co-operatives.
- (c) Board within 15 days of receipt of a written request by at least 33% of the membership, provided the request is deposited by registered mail at the Sacco Society's address or delivered to the Chief Executive Officer at the Sacco society's offices within normal working hours.
- (d) Members in (29.4) above, if the Board fails to convene a meeting within fifteen days of receiving notice under the Co-operative Act. The members shall give notice to the other members of the Sacco society, stating the object and reasons for the meeting and the fact that the Board has failed to convene the meeting through the Commissioner of Co-operatives.

29.5. Any business not completed at the annual General Meeting, may be taken up at a subsequent Special General Meeting of the Sacco society.

30. NOTICE OF MEETINGS

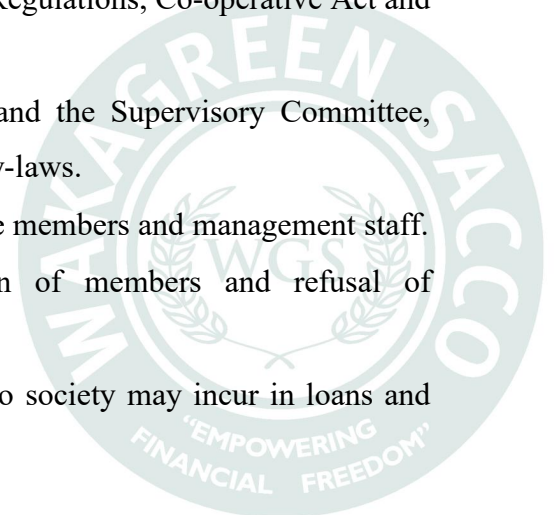
- 30.1. The General meeting shall be convened by giving at least 15 days' written notice to the members.
- 30.2. The Honorary Secretary shall take all usual steps to publish the notice of the meeting in public places, on the Sacco society's notice board(s), in local newspapers or news-sheets, including the media or any other mode decided by the members.
- 30.3. All notices shall include a statement of the business to be dealt with.

31. QUORUM

- 31.1. Except when convened by the Commissioner for Co-operatives, the presence of at least 50 or 33% of the total membership, whichever is less, shall constitute a quorum for the conduct of business at the General Meeting. When a quorum is not attained, the chairman shall adjourn the meeting and fix a date for another meeting within one month, which shall be advertised as prescribed in these by-laws. If a quorum is again not attained, the chairman shall declare the meeting open with those present one hour after the advertised time of the meeting.

32. DUTIES OF GENERAL MEETINGS

- 32.1. The General Meeting shall have the powers and duties prescribed in the Act, Regulations, Co-operative Act, Rules and these by-laws. It shall:
- i. Consider and confirm the minutes of the previous General Meeting.
 - ii. Consider reports of committees, the Commissioner or his/her representative and the audited accounts on the Sacco society's activities during the past financial year.
 - iii. Consider and resolve on the manner in which any available surplus shall be distributed or invested, subject to the Act, Regulations, Co-operative Act and Rules.
 - iv. Elect or remove members of the board and the Supervisory Committee, subject to the Act, Regulations and these by-laws.
 - v. Fix the indemnity for the elected committee members and management staff.
 - vi. Consider recommendations on expulsion of members and refusal of membership by the Board.
 - vii. Fix the maximum liability which the Sacco society may incur in loans and deposits from members and non-members.



- viii. Approve the estimates of income and expenditure for the financial year following the General Meeting.
- ix. Fix the honoraria/ bonus, if any, for officers or employees of the Sacco society.
- x. Decide on the management structure, including the establishment of branches to facilitate efficient and cost effective delivery of services to members.
- xi. Appoint bankers, auditors and advocates of the Sacco society for the ensuing year.
- xii. Approve affiliation to National Co-operative Organizations for SACCO societies and the Apex society.
- xiii. Transact any other business of the Sacco society for which notice has been given to the members in the manner prescribed in these by-laws.

32.2. All members have a right to attend the General Meeting and participate in its deliberations.

33. RECORD OF BUSINESS

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

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

34. ELIGIBILITY FOR MEMBERSHIP TO THE BOARD

- 34.1. No person shall be eligible as a member of Board of Director if he/she; -
- (a) Has been adversely named by the Commissioner of Co-operatives or his/her representative in an inquiry report endorsed by an Annual or Special General Meeting for mismanagement or corrupt practices still a member of the Board

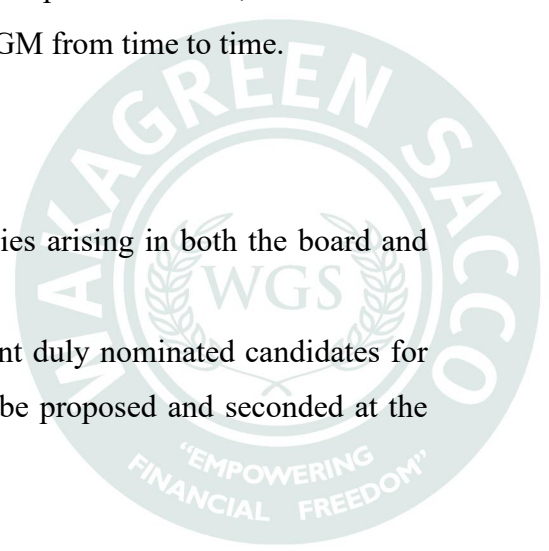
of a co-operative society or union in the last ten years, or named in any other national inquiries where he/ she has been shown to be engaging in dishonest activities,

- (b) Has been adversely named by the commissioner in an inspection report for mismanagement or corrupt practices while still a member of the board of a Sacco society
- (c) Has been charged of any offence involving dishonesty, a crime involving fraud, perjury or breach of contract of a licensed financial institution.
- (d) Has been convicted of any offence involving dishonesty or is imprisoned for three months or more with a crime involving fraud, perjury or breach of contract of a licensed financial institution.
- (e) Is delinquent on loans with the SACCO for more than 30 days within 2 years prior to elections;
- (f) Is undischarged bankrupt;
- (g) Is under 18 years of age;
- (h) Is of unsound mind;
- (i) Is a Board member of another existing Sacco society licensed under the Act;
- (j) Is an official of or holds a political office at any level
- (k) Does not conform to minimum qualification standards in accordance to the applicable law.
- (l) Has been removed from public office on disciplinary action.
- (m) Has not duly executed the Fit and Proper Test form as provided in the Regulations
- (n) Has not fully subscribed the minimum share capital of Kshs. 1,000.00
- (o) Any other condition as prescribed by the AGM from time to time.

35. ELECTIONS

35.1. The board shall notify the members of the vacancies arising in both the board and the Supervisory Committee.

35.2. During elections, the Returning officer shall present duly nominated candidates for the vacant positions. All candidates shall have to be proposed and seconded at the floor of the meeting.



- 35.3. At the elections, members shall decide, by majority vote, the method of voting. The method may be secret ballot or queuing or by show of hands.
- 35.4. No member shall be entitled to vote by proxy.
- 35.5. Irrespective of the number of shares held by him, no member shall have more than one vote.
- 35.6. Within fourteen (14) days of the elections, the Chief Executive Officer shall forward to the Commissioner and the Authority the names and addresses of all persons elected.
- 35.7. A new committee elected at the General Meeting shall assume office after filling indemnity and wealth declaration form to the Commissioner for Co-operatives

36. THE BOARD

- 36.1. The board shall be the governing body of the Sacco society elected from the General membership.
- 36.2. The board shall include the Chairman, Vice chairman, Treasurer and Honorary Secretary all of whom shall be elected by the board from amongst the members of the board.
- 36.3. Members of the board shall hold office for a period of three years provided that; one-third of the board members shall retire every year but will be eligible for re-election.
- 36.4. Where the membership of the board falls below five the committee shall co-opt qualified member(s) into the board until the next General Meeting.

37. BOARD MEETINGS

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

38. RECORD OF BUSINESS OF THE BOARD

- 38.1. All business discussed or decided at the Board Meeting shall be recorded without erasures and corrections in a Minute Book, which within one week of the meeting,

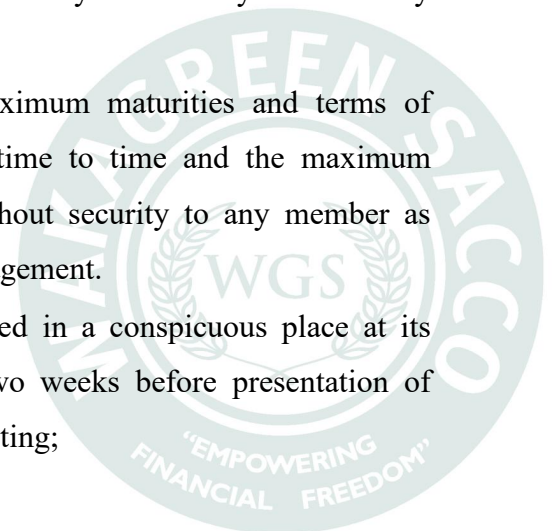
shall be signed by the Chairman of the meeting and at least one other board member who was present at the meeting, to indicate that in their opinion the minutes are a true and complete record of all matters discussed or decided at the meeting.

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

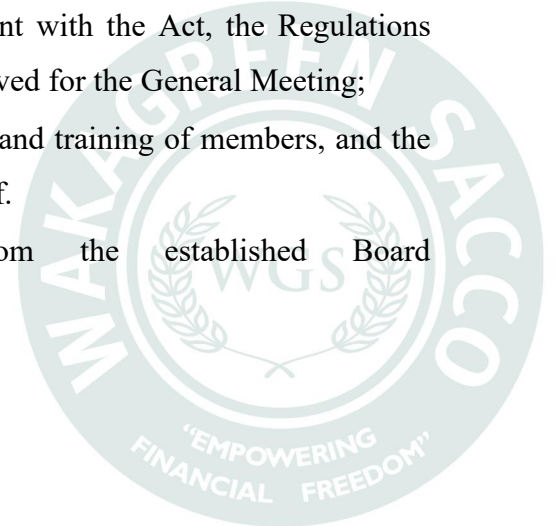
39. DUTIES AND POWERS OF THE BOARD

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

- (a) Observe in all its transactions the Cooperative Societies Act and the Sacco Act and the Rules, these by-laws and prudent business practices.
- (b) Establish and approve appropriate policies including human resource management savings, liquidity, investment, dividend, risk management, membership administration, cash handling and information management and preservation.
- (c) Ensure that the management maintains proper and accurate records that reflect the true and fair position of the Sacco Society's financial condition.
- (d) Prepare and develop business plans and annual budgets for presentation at the General Meeting.
- (e) Formulate the Electoral Policy to guide in the nomination and election process
- (f) Appoint such number of board committees as maybe necessary to effectively discharge its functions.
- (g) Approve interest rates on loans, the maximum maturities and terms of payment or amortization of loans from time to time and the maximum amounts that may be loaned with or without security to any member as recommended by the Sacco Society's management.
- (h) Cause the audited accounts to be displayed in a conspicuous place at its registered office and branches at least two weeks before presentation of accounts to its members at the General meeting;



- (i) Lay before the General Meeting audited accounts, together with proposals for the disposal of net surplus, if any;
- (j) Recommend to the General Meeting the dividend rate to be paid on shares, if any, and interest to be paid on deposits;
- (k) Fill through co-option, vacancies occurring in the board between General Meetings;
- (l) Authorize the conveyance of properties;
- (m) Authorize borrowing of the Sacco society in accordance with the law.
- (n) Approve and review lending policies of the Sacco society to ensure compliance with the Law.
- (o) Approve or ratify all loans to directors and employees of the Sacco society;
- (p) Approve interest rates on loans to members as recommended by finance committee,
- (q) Designate a depository or depositories for the funds of the Sacco society;
- (r) Prepare and approve a code of conduct in the form set out in the third schedule of the Regulations;
- (s) Employ and fix the remuneration of the employees including the appointment of chief executive officer in accordance with the approved human resource policy.
- (t) Report within 15 days the appointment, resignation or removal of the chief executive to the Authority
- (u) Impose fines as provided for under these by-laws;
- (v) Ensure adequate provisions for known and probable losses and recommend to the General Meeting the write-off of bad debts.
- (w) Perform or authorize any actions consistent with the Act, the Regulations and these by-laws, unless specifically reserved for the General Meeting;
- (x) To provide adequate budget for education and training of members, and the capacity development of the board and staff.
- (y) Receive and consider reports from the established Board committees.



40. EXPENDITURE

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

41. LEGAL STANDARD OF CARE

41.1. In the conduct of the affairs of the Sacco society, the members of the board shall exercise the prudence and diligence of ordinary men of business and shall be held jointly and severally liable for any losses sustained through any of their acts, or failure to act, which are contrary to the Act, the Regulations, any other applicable law these By-laws or the directions of the General Meeting.

42. DELEGATION TO EMPLOYEES

42.1. The board may delegate to the chief executive officer of the Sacco society such duties as it deems fit.

42.2. Nothing in (i) above shall absolve the board from its responsibility of running the affairs of the Sacco society in a proper and business-like manner.

43. INDEMNITY

43.1. All Board Members, supervisory and staff 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 board.

44. DECLARATION OF WEALTH

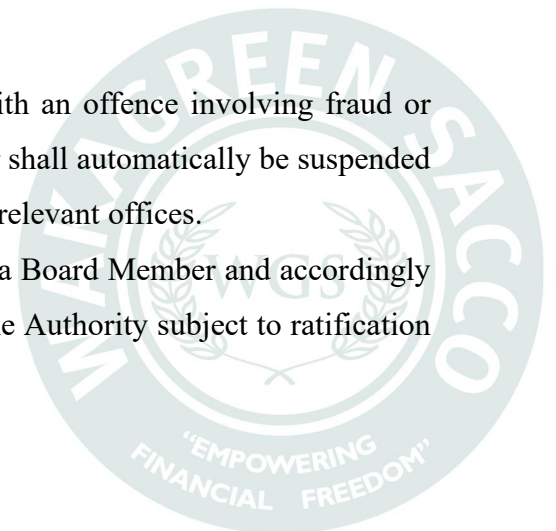
44.1. Every board member shall within 30 days of being elected declare wealth to the Commissioner in the prescribed manner.

45. SUSPENSION OF A BOARD MEMBER

45.1. Any Board Member charged in a court of law with an offence involving fraud or dishonesty pending the determination of the matter shall automatically be suspended from the board and the same communicated to the relevant offices.

45.2. The majority of the Board Members may suspend a Board Member and accordingly inform the Commissioner for Co-operatives and the Authority subject to ratification by the General meeting for;

- i. Failure to disclose vested interests.



- ii. Failure to pay loans, not supportive to Sacco activities, not adhering to decisions made by the Sacco organs.

46. REMOVAL OF A BOARD MEMBER FROM OFFICE

46.1. A member of the board shall cease to hold office if he/she:

- (a) Ceases to hold qualifications of a Board of Director as specified in the Act, Regulations and these By-laws;
- (b) Is voted out by two-thirds majority of members present and voting at the General Meeting.
- (c) Is removed by the Commissioner under the provisions of Co-operative Act and the Rules upon enquiry.

47. BOARD CHAIRMAN AND VICE CHAIRMAN

47.1. The board chairman shall:

- i. Preside at General meetings, board meetings and joint meetings with the Supervisory Committee.
- ii. Perform such other duties as may be directed by the board, not inconsistent with provisions of the Act, the Regulations applicable laws and these by-laws.

47.2. The vice chairman shall perform the duties of the Chairman during his/her absence and such other duties as the board may direct, and shall also chair education committee

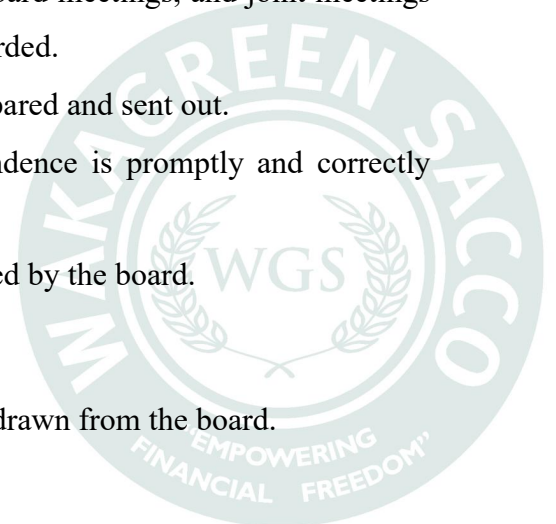
48. HONORARY SECRETARY

48.1. The duties of the Honorary Secretary are to:

- i. Cause minutes of the General Meetings, board meetings, and joint meetings with the Supervisory Committee to be recorded.
- ii. Ensure that notices of the meetings are prepared and sent out.
- iii. Ensure that the Sacco society's correspondence is promptly and correctly attended to.
- iv. Perform such other duties as may be directed by the board.

49. BOARD COMMITTEES

- i. Board committees shall consist of persons drawn from the board.

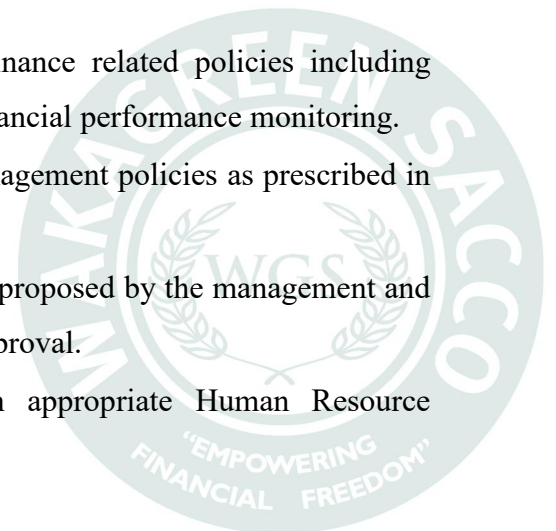


- ii. The board may delegate to the Board-committees some of its duties under these by-laws as it deems fit.
- iii. These committees shall convene as directed by the board.
- iv. The committees: -
 - a) Shall keep minutes of their work at all times
 - b) May delegate to the management any of their functions but shall ultimately bear responsibility
 - c) Shall prepare and file monthly reports to the board

50. FINANCE AND ADMINISTRATION COMMITTEE

50.1. The finance Committee shall consist of three members from the board including the treasurer who shall serve as its Chairman. Its duties shall be to:

- i. Review and make recommendations to the board on the financial plans of the Sacco society ensuring its adequacy and soundness in providing for the Sacco Society current operations and long term stability.
- ii. Review, discuss and make recommendations to the board concerning significant financial planning, management and reporting issues of the Sacco society
- iii. Review periodic financial statements of the Sacco society before submission to the board.
- iv. Consider and advise the board on investments and borrowings.
- v. Make recommendations to the board on capital expenditure projects.
- vi. Ensure all expenditure of the Sacco society are within the approved budgets
- vii. Monitor the management's adherence to the procurement plans approved by the board
- viii. Review and make recommendation on finance related policies including investments, capital adequacy and financial performance monitoring.
- ix. Ensure the Sacco society has liquidity management policies as prescribed in the Regulations.
- x. Review loan interest rates and other levies proposed by the management and make recommendations to the board for approval.
- xi. Review and make recommendations on appropriate Human Resource Policies,



- xii. Review the organizational structure of the Sacco Society and ensure it's manned by staff with relevant skills and experience.
- xiii. Ensure that periodic reviews of staff performance are conducted.
- xiv. Examine and recommend Human Resource expenditure for approval by the board.
- xv. Ensure establishment of management succession plan in the Sacco society.
- xvi. Ensure the management adheres to the approved human resource and related policies

51. EDUCATION COMMITTEE

51.1. The Education Committee shall consist of the Vice Chairman who shall chair the committee and two other members elected amongst the board. Its duties among others shall be to:

- a) Review and recommend education programmes and budgetary provision for members, board members, and the General public for approval by the board.
- b) Monitor implementation of educational programs formulated to ensure that the members and the board are well trained and prepared for the tasks they are entrusted with.

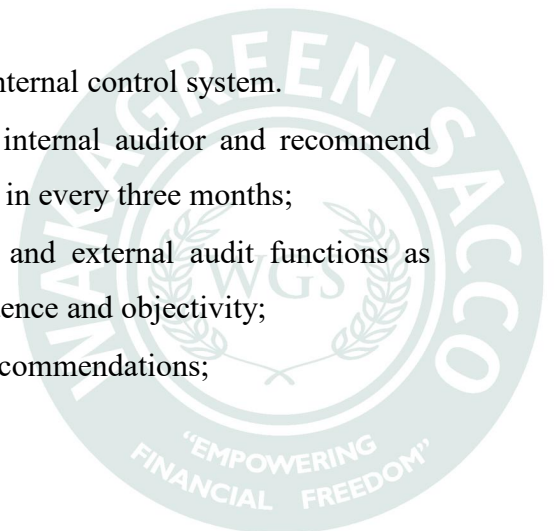
Keep up to date minutes and reports of their activities for the board and AGM

52. AUDIT COMMITTEE

52.1. The audit committee shall consist of not more than three members appointed from the board, one of whom shall be conversant with financial and accounting matters. The chairman of the board shall not be a member of the Audit committee.

52.2. The primary responsibility of the Audit committee shall be as prescribed in the Regulations which includes: -

- i. Ensuring establishment and review of the internal control system.
- ii. Review performance and findings of the internal auditor and recommend remedial actions regularly and at least once in every three months;
- iii. Reviewing coordination between internal and external audit functions as well as monitor external auditor's independence and objectivity;
- iv. Report to the board on their findings and recommendations;



53. TECHNICAL COMMITTEE

53.1. There shall be a technical committee of the society consisting of 3 members who may be members of the management including the honorary secretary of the society who shall chair the committee. Provided the technical committee shall have powers to co-opt any two members at any given time if need be for a period determined from time to time by the chairman of the committee.

53.2. The technical committee shall: -

- i) Deal with all technical matters and projects of the society including project appraisal and make recommendations to the management committee.
- ii) Deliberate and recommend to the management committee all issues affecting tenders or contract awards and expenditure within the general manager's threshold as detailed in the Government Procurement Guideline and adopted by management committee.
- iii) Recommend on any matters concerning the staff of the society to the management committee.
- iv) Set, review and generally deal with terms and conditions of service of the society employees from time to time.

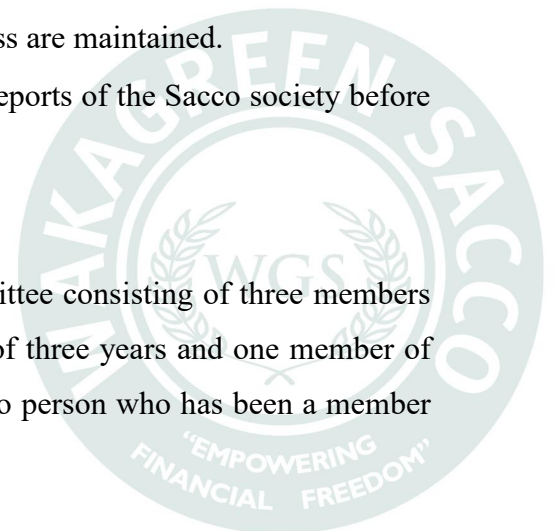
54. CREDIT COMMITTEE

54.1. The credit committee shall consist of three members of the Board whose chairman shall be the board vice chairman, Its duties among others shall be to: -

- 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 are maintained.
- iv. Review periodic credit and loan portfolio reports of the Sacco society before submission to the board.

55. SUPERVISORY COMMITTEE

55.1. The Sacco society shall have a supervisory committee consisting of three members each elected at the General Meeting for a period of three years and one member of the supervisory committee shall retire annually. No person who has been a member



of the board within two (2) years preceding the date of the anticipated election shall be eligible for membership of the supervisory committee.

55.2. The committee shall:

- i. Have qualifications similar to those of members of the Board.
- ii. Be required to have at least some knowledge of accounts.
- iii. Be removed by a resolution of the General meeting.

55.3. The supervisory committee shall hold quarterly meetings save for joint meetings between its members and those of the Board.

56. DUTIES OF THE SUPERVISORY COMMITTEE

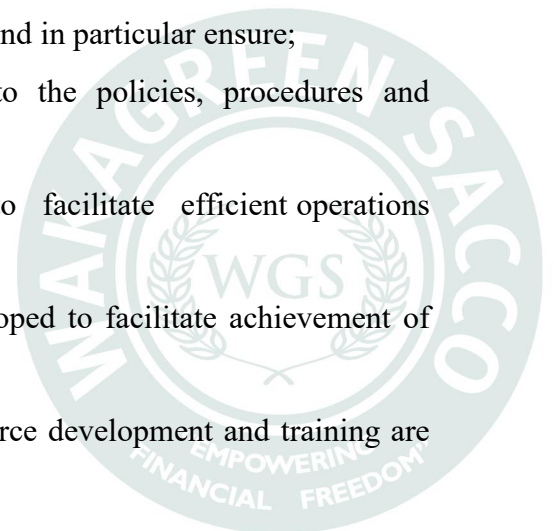
56.1. The duties of the supervisory committee shall include:

- i. Counterchecking, the effectiveness of the society's internal control systems through: -
 - a) Verification of all transactions of the Sacco society
 - b) Writing periodic report to be tabled at board meetings
 - c) Submission of its reports to the commissioner
 - d) Presenting its reports to General meeting.
- ii. The supervisory committee shall not perform the duties or exercise any of the powers of the board.
- iii. The supervisory committee shall be held liable for any loss incurred due to their negligence in performing their duties along with the Board Members.

57. THE CHIEF EXECUTIVE OFFICER

57.1. The chief executive officer shall be appointed by the board and shall be responsible for the day to day operations of the Sacco society and in particular ensure;

- i. The implementation of and adherence to the policies, procedures and standards;
- ii. Systems that have been established to facilitate efficient operations and communication are followed
- iii. The planning process that has been developed to facilitate achievement of targets and objective is adhered to.
- iv. All staff matters, particularly human resource development and training are



attended to.

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

57.2. The chief executive shall ensure that the board is frequently and adequately appraised on the operations of the Sacco society through presentation of relevant reports which shall cover, but not limited to the following: -

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

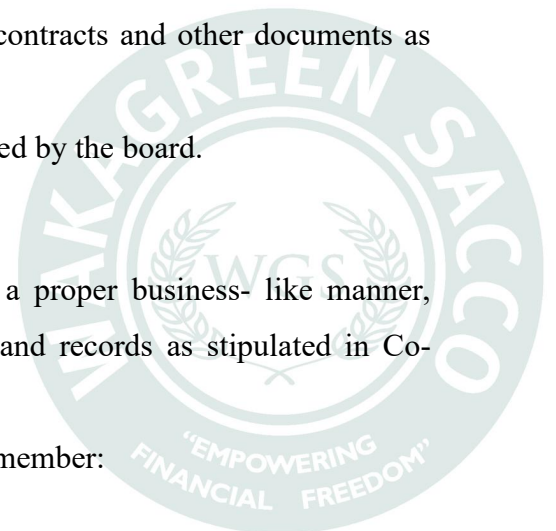
57.3. The chief executive officer shall;

- i. Attend all board and General meetings as an ex-officio member.
- ii. Be a signatory to Sacco society cheques, contracts and other documents as may be necessary.
- iii. Perform such other duties as may be assigned by the board.

58. FINANCIAL ACCOUNTS AND RECORDS

58.1. The Sacco society shall keep up to date and in a proper business- like manner, electronic or otherwise, such books of accounts and records as stipulated in Co-operative Act and Rules, and in particular: -

- a) A register of members showing in respect of each member:



- i. Name, age, date of application for membership, address and occupation;
 - i. Date of admission to membership;
 - ii. Date of cessation of membership,
 - iii. Name and particulars of Beneficiaries,
 - iv. Any other information as may be required by the Sacco society from time to time, and
 - v. Number and Value of shares held
- b) Minute books giving details of proceedings of board, Board committees, joint board and Supervisory Committee, Supervisory Committee meetings and all other committee meetings held in accordance with these by-laws.
- c) Minute book giving details of proceedings at the General Meetings.
- d) A cashbook showing the details of all monies received or paid out by the Sacco society.
- e) A General ledger containing such accounts as is necessary to accurately reflect the business of the Sacco society.
- f) A personal ledger for each member showing his/her transactions with the Sacco society.
- g) A register of assets and property.
- 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, security, the due date of repayments and the date repayments were completed.
- i) Such other books and records as the board or the Authority may decide or prescribe.
- 58.2. The accounts and the financial records of the Sacco society shall be denominated in Kenya shillings and shall comply with international financial reporting standards and any reporting requirements prescribed by the Authority.

59. POLICIES & PROCEDURES

- 59.1. The board shall make and approve such policies and procedures as prescribed in the Regulations and as they deem necessary for the conduct of the Sacco Society's business. Any such policies and procedures shall be recorded in the minute book.

60. CODE OF CONDUCT

60.1. The officers of the Sacco society shall comply with governance rules as prescribed by the ethics commission for cooperatives.

60.2. The Sacco society shall formulate a code of conduct in accordance with third schedule of the regulations which shall be approved by the Authority.

61. COMMON SEAL

61.1. The Sacco society shall adopt and use a common seal. The seal shall have an imprint bearing the words “seal of The WAKAGREEN Savings and Credit Co-operative Society Limited” which shall be different from the ordinary name stamp of the Sacco Society.

- i. The seal shall be kept securely under lock and key by the Chief Executive Officer and be used only in the presence of the officers authorized to sign documents on behalf of the Sacco Society.
- ii. Where the common seal is used in any document it shall be authenticated by the signature of the board chairman and the chief executive officer or any other officer authorized by the board of the Sacco society.

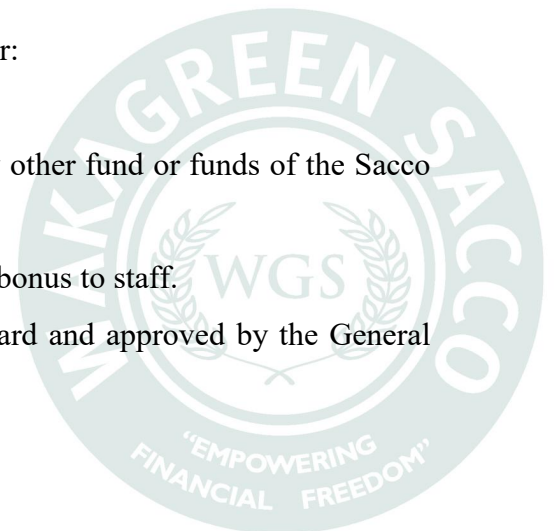
62. FINANCIAL YEAR

62.1. The financial year of the Sacco society shall be from 1st January to 31st December

63. DISTRIBUTION OF SURPLUS FUNDS

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

- a) Credited to the Reserve Fund.
- b) Disposed off as decided by the General Meeting for:
 - i. Paying dividends on shares
 - ii. Being forwarded to Education Fund or any other fund or funds of the Sacco society including the appropriations.
 - iii. Paying honorarium to Board members and bonus to staff.
 - iv. In any other way recommended by the board and approved by the General Meeting.



64. FINES

64.1. For any breach of these by-laws or lawful instructions issued by the Board and General Meeting, or failure to honour his obligations on time, the member may be fined an amount not exceeding Kshs. 20,000.00.

65. DISPUTES

65.1. If any dispute concerning the business of the Sacco society arises: -

- i. Among members, past members and persons claiming through members, past members and deceased members; or
- ii. Between members, past members or deceased members, and the Sacco society, its committee or any officer of the Sacco society; or
- iii. Between the Sacco society and any other co-operative society;
- iv. Between the Sacco society and the Authority

65.2. Which cannot be determined by the board (or General Meeting), it shall be referred to the Tribunal. Appeals shall be taken to the High Court.

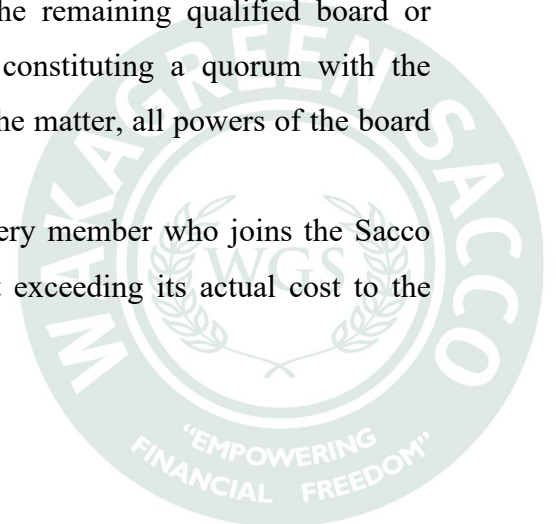
66. MISCELLANEOUS

66.1. No board member or Supervisory Committee member shall receive from the Sacco society any payment apart from sitting allowance, and travelling and subsistence allowance, except an honorarium from the net surplus as allowed in these by-laws.

66.2. The board and supervisory committee members, and employees of the Sacco society shall hold in the strictest confidence all transactions of the Sacco society with its members.

66.3. No member of the board or supervisory committee shall in any manner participate in the deliberations and determination of any question affecting his/her financial interest. In the event of any disqualification, the remaining qualified board or committee members present at the meeting, if constituting a quorum with the disqualified person may exercise, with respect to the matter, all powers of the board or committee.

66.4. A copy of these by-laws shall be furnished to every member who joins the Sacco society or on request upon payment of a fee not exceeding its actual cost to the Sacco society.



67. INSPECTION OF DOCUMENTS

- 67.1. All books of accounts and other records shall at all times be available for inspection by the Authority, supervisory committee and the members.
- 67.2. The by-laws of the Sacco society and the registration certificate shall at all times be available for inspection by the Authority and the Commissioner.
- 67.3. A list of members (excluding details of Beneficiaries and shareholdings, deposits and loans) shall be available for inspection by any member and any other stakeholder upon payment of a prescribed fee.

68. DISSOLUTION

- 68.1. The Sacco society shall be dissolved in accordance with the procedures set forth in the Co-operative Act and Regulations and the Rules.

69. AMENDMENT OF BY-LAWS

- 69.1. These by-laws shall be amended in accordance with the Cooperative Act and the Rules, the Act and Regulations but no amendment shall become effective until it is approved and registered by the Commissioner.

70. ACCEPTANCE

- 70.1. We the undersigned Board Members of WAKAGREEN Savings and Credit Co-operative Society Limited named herein do hereby accept these by laws for and on behalf of the Sacco society.



CHAIRMAN

.....
NAME	ID. NO.	SIGNATURE

VICE-CHAIRMAN

.....
NAME	ID. NO.	SIGNATURE

HON. SECRETARY

.....
NAME	ID. NO.	SIGNATURE

TREASURER

.....
NAME	ID. NO.	SIGNATURE

OFFICIAL CERTIFICATION

I certify that the foregoing by-laws of WAKAGREEN Savings and Credit Co-operative Society Limited have been approved and duly registered.

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

COMMISSIONER FOR CO-OPERATIVE DEVELOPMENT





Join us today

+254 720 534 203

"Wakagreen Sacco - Together, we grow stronger."

✉ wakagreensavingltd@gmail.com www.wakagreensaccoltd.org

🏠 Eldoret, Kenya [f](#) [@](#) [in](#) [@wakagreensacco](#)

Trying to
Grow
your
Wealth?



For More Info



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