

**Polytech Savings and Credit Co-operative Society
Ltd.**

P. O. Box 56679 - 00200

NAIROBI

**BY-LAWS
of Polytech Savings and
Credit
Co-operative Society Ltd.**

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1.0 NAME AND AREA OF OPERATION

The Society shall be called Polytech Savings and Credit Co-operative Society Limited (Regulated Non-withdrawable Deposit Taking SACCO) herein after referred to in these by laws as “The SACCO Society” and its area of operation shall be within the Republic of Kenya.

1.1 APPLICATION

(1) This Act shall apply to:—

(a) Every deposit-taking business;

(b) Specified non-deposit taking business, in the manner specified in Regulations prescribing measures for the conduct of the specified business.

1.2 SUPREMACY OF THE ANNUAL GENERAL MEETING

The Annual General Meeting of the SACCO Society as established under the Co-operatives Societies Act, 1997 (No. 12 of 1997) shall be the supreme organ of Polytech Savings and Credit Co-operative Society Limited.

2.0 REGISTERED OFFICE/ POSTAL ADDRESS

2.1 HEAD-OFFICE LOCATION

The registered office of Polytech SACCO Society shall be at the Technical University of Kenya Compound, the postal address shall be P. O. Box 56679 - 00200, within Nairobi County, Starehe Sub-county.

2.2 POSTAL AND ELECTRONIC ADDRESSES

The Postal Address of the SACCO Society shall be care of Post Office Box Number 56679-00200 Nairobi and the official email address of the SACCO Society shall be polytechsacco@yahoo.com and the Official telephone numbers of the SACCO Society shall be 020 804 3164; 0719 421 588.

2.3 CHANGE/RELOCATION OF HEAD-OFFICE

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

2.4 NOTICE OF CHANGE OF ADDRESS

Notice of any change of postal address shall be given to the Commissioner for Co-operative Development, herein after referred to as "The Commissioner", the SACCO Societies Regulatory Authority (SASRA), herein after referred to as "The Authority" 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.

2.5 OPENING OTHER PLACES OF BUSINESS

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

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

3.0 INTERPRETATIONS AND DEFINITIONS

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

- a) SACCO Societies Act, No 14 of 2008 (hereinafter referred to as the SACCO Societies Act;
- b) SACCO Societies (Non-Deposit Taking Business) Regulations, 2020 (hereinafter referred to as the Regulations 2020;
- c) Co-operative Societies Act (Cap490) (hereinafter referred to as the Co-operatives Societies Act; and
- d) Co-operative Societies Rules, 2004 (hereinafter referred to as the Co-operative Societies Rules).

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 unless the context otherwise requires:-

“Allowance for Loan Loss” means an amount set aside in the Statement of financial position (Balance sheet) to recognise probable loan losses so that the true value of the loan portfolio is fairly stated;

“Amalgamation” means the consolidation of assets, liabilities and equity of two or more SACCO Societies to form a new entity referred to as an amalgamated Society;

“Authority” shall mean the SACCO Societies Regulatory Authority established under the SACCO Societies Act.

“Authorization” means the act of the Authority to grant permission to the SACCO Society to undertake non-deposit taking business within the meaning of the SACCO Societies Act and the Regulations 2020;

“A Nominee” means a person appointed by the Member to inherit the shares, deposits and other interests in the Society upon the death of that Member;

“Applicable Law” means any other written law other than the SACCO Societies Act; and the Regulations, 2020; the Co-operative Societies Act; and the Cooperative Societies Rules; and these By-Laws;

“Board” means the Board of Directors of the SACCO Society constituted in accordance with these By-Laws;

“Board Member” means a person who has been elected or co-opted to serve as a Member of the Board of Directors of the SACCO Society;

“Board of Directors” means the persons elected at a duly convened General Meeting of the Society held in accordance with the Co-operative Societies Act, Co-operative Societies Rules, SACCO Societies Act, Regulations 2020

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

“By-Laws” has the meaning assigned thereto in the Co-operative Societies Act, 1997 (No. 12 of 1997);

“Commissioner” means “the Commissioner for Co-operative Development as provided for in the Co-operative Societies Act.”

“Control” in relation to the term **“Associate”** includes:—

(i) Ability to influence, whether directly or indirectly, the composition of the board of Directors of a non-deposit-taking Sacco society; or

(ii) Holding, directly or indirectly, whether personally or through a holding company or subsidiaries thereof, or in any other way, an aggregate of twenty five *per centum* or more of the voting power of a company or body corporate, whether alone or with associates or of the body corporate;

“Co-operative Society” has the meaning assigned to it in the Co-operative Societies Act, 1997 (No. 12 of 1997);

“Core Capital” means the fully paid up Members’ shares, capital issued, disclosed reserves, retained earnings, grants and donations all of which are not meant to be expended unless on liquidation of the SACCO Society;

“Deposit” means a sum of money received or paid on terms under which it shall be repaid, with or without interest, a return 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;

“Deposit-taking business” has the meaning assigned to it in the SACCO Societies Act;

“Delinquent Loan” means any loan which the principal or interest remain unpaid after the due date;

“Dispute” has the meaning assigned to it under the Co-operative Societies Act;

“Director” has the meaning assigned to it in the Co-operative Societies Act, 1997 (No. 12 of 1997);

“Dormant Account” means savings or current account maintained by a Sacco society which is not operational, or has had no transaction by the depositor within the maximum period prescribed;

“Dividend” means the Members’ share of the surplus of the SACCO Society which is divided amongst its Members based on shareholding.

“Equity” means the difference between assets and liabilities, or the total of institutional capital and other capital accounts;

“Ethics Commission for Co-operatives” means the Ethics Commission for Co-operatives established pursuant to the provisions of the Public Officer Ethics Act, 2003;

“Foreclosed assets” means real estate and assets of material value which are transferred to the SACCO Society because of non-repayment of a loan;

“Full and fair disclosure” means the level of disclosure which a prudent person would provide to a Member of a SACCO Society, to the Authority, or, at the discretion of the Board of Directors, to creditors, to inform them of the financial condition and the results of operations of the SACCO Society;

“General Meeting” means a meeting (either “Annual” or “Special”) for all Members/delegates duly convened by the SACCO Society to conduct its business; and include virtual or mixed physical and virtual General Meeting;

Illiquid assets” are assets that cannot be readily converted into cash due to the nature of the asset or the condition of the market;

“Immediate family Member” means a spouse or other family Member living in the same household or under the direct influence of an officer, Member or employee;

“Institutional capital” means disclosed reserves, retained earnings, grants and donations all of which are not meant to be expended unless on liquidation of the SACCO Society;

“Land” includes freehold and leasehold land in Kenya and all buildings and permanent improvements and premises thereon;

“Member” includes a person, an institution and a Co-operative Society joining in the application for the registration of a SACCO Society, and a person, an institution or co-operative Society admitted to Membership after registration in accordance with the By-Laws.

“Non-earning assets” are those assets that do not generate income;

"Non-deposit taking business" means SACCO Society business, other than deposit taking business;

“Non-withdrawable deposits” means all the Members’ deposits not available for withdrawal for the duration of the Membership of a Member in the SACCO Society, and which deposits may be used as collateral against borrowings and domestic money transfer services only.

"Non-withdrawable deposit-taking SACCO" means a SACCO Society whose SACCO business, is strictly limited to the receipt of non-withdrawable deposits from Members and which deposits are not available for withdrawal for the duration of the Membership of a Member in a SACCO Society, and which deposits may be used as collateral against borrowings and domestic money transfer services only, in accordance with Regulations, 2020;

“Officer” has the meaning assigned to it in the SACCO Societies Act and the Regulations, 2020 and means a Director or any other person by whatever name or title called or described, who carries out or is

empowered to carry out functions relating to the overall direction of a deposit-taking SACCO Society or takes part in the general management thereof;

“Off balance sheet items” means items not shown on the balance sheet but which constitute a risk to the SACCO Society;

“Ordinary place of business” shall have the meaning assigned to it under the Cooperative Societies Act (Cap. 490);

“Originating SACCO Society” means the SACCO Society originating the loan participation when one or more other SACCO Societies partner on a loan or multiple loans;

“Places of business” has the meaning assigned to it in the SACCO Societies Act;

“Provision for loan losses” means an expense in the income statement to reflect an increase in the probability of losses due to uncollected loans;

“Returning Officer” is a person appointed to oversee or conduct the elections of the SACCO Society at a General Meeting;

“SACCO Business” means financial intermediation and any other activity by a SACCO Society based on co-operative principles and in accordance with this Act, or in compliance with Islamic law by way of—

(a) Receipt of withdrawable deposits, domestic money transfer services, loans, finance advances and credit facilities; or

(b) Receipt of non-withdrawable deposits from members and which deposits are not available for withdrawal for the duration of the membership of a member in a Sacco society and may be used as collateral against borrowings providing finance and domestic money transfer services;

“SACCO Society” has the meaning assigned to it under the SACCO Societies Act.

“Savings” means deposits payable on demand;

“Share Capital” shall mean Members’ equity in the form of issued and fully paid up shares of common stock;

“Statutory Management” means the procedure whereby the Authority takes immediate possession and control of a SACCO Society’s business due to unsafe and unsound practices;

“Supervisory Committee” means the Supervisory Committee of the SACCO Society elected in accordance with the provisions of the Co-operative Societies Act, Co-operative Societies Rules, SACCO Societies Act, Regulations 2020 and these By-Laws, or in accordance with the provisions of any other applicable law;

“Supplementary Capital” means general provisions which are held against future and presently unidentified losses that are freely available to meet losses which subsequently materialise, twenty five percent asset revaluation reserves as approved by the Authority, subordinated debt, hybrid capital

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instruments or such other form of capital as may be determined by the Authority from time to time;

“**Tribunal**” means the Co-operative Tribunal established in accordance with the provisions of Co-operative Societies Act;

“**Written law**” means any written law for the time being in force in Kenya.

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

4.0 OBJECTS

4.1. GENERAL OBJECTS

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

4.2. SPECIFIC OBJECTS

In particular, the SACCO Society shall:-

- a) Promote thrift among its Members by affording them an opportunity for accumulating their savings and deposits and providing them with credit exclusively for provident and productive purposes, at fair and reasonable rate of interest; thereby enabling them to use and control their money for their mutual benefit.
- b) Ensure personal growth through the introduction of new financial products and services that will promote the economic base of the Members.
- c) Ensure progress of Members and SACCO Society through continuous education programs on savings and proper use of credit, reduction of poverty, human dignity and co-operation.
- d) Apply the co-operative principle of co-operation among co-operatives in order to promote Members' interests, and in furtherance to this and other objects, the SACCO Society may affiliate to the relevant National Cooperative Union and the Apex Society.
- e) For the attainment of all or any of its objects, do any other activity that are permissible under the SACCO Societies Act and the Regulations, 2020; the Co-operative Societies Act and the Co-operative Societies Rules; and these By-Laws; and all such other activities as are incidental or consequential to the economic enhancement of its Members interests provided such activities are approved by the General Meeting.

4.3. PROHIBITED BUSINESS

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

- a) Foreign trade operations;
- b) Dealing in crypto currencies;
- c) Trust operations;
- d) Custodial services;
- e) Investing in venture capital;
- f) Underwriting or placement of securities;
- g) Purchase or otherwise acquisition of any land except as may be reasonably necessary for the purpose of expanding the SACCO business beyond the prescribed limits;
- h) Transacting business with non-Members;
- i) The establishment of a corporate body or any other legal entity as its subsidiary, except with a written approval from the Authority and in accordance with the SACCO Societies Act and the Regulations, 2020; or
- j) Any other activity or business as the Authority may generally or specifically direct.

5.0 CO-OPERATIVE PRINCIPLES AND VALUES

In order to achieve its objects the SACCO Society shall act in accordance with the following Co-operative principles and relevant values.

5.1 PRINCIPLES

(i) Voluntary and open Membership

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

(ii) Democratic Member control

The SACCO Society will be fully controlled by Members who will have equal voting rights on the basis of one Member one vote.

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

(v) Education, training and information

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

(vi) Co-operation among co-operatives

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

(vii) Concern for community in General

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

5.2 VALUES

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

6.0 MEMBERSHIP OF THE SOCIETY

6.1. TYPES OF MEMBERSHIP

The Membership of the SACCO Society shall consist of:-

- a) Original Members who signed the application for registration; and
- b) New Members subsequently admitted in accordance with these by-laws.

6.2 QUALIFICATION FOR MEMBERSHIP BY NATURAL PERSONS

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

- (i) Has attained the age of 18 years;
- (ii) Employees of Polytech SACCO Society;
- (iii) Is of good character and sound mind; and
- (iv) Pays the entrance fee and share capital as prescribed in these By-Laws.

6.3 QUALIFICATIONS FOR MEMBERSHIP BY INSTITUTIONS

Subject to compliance with the provisions of the Co-operative Societies Act and these By-Laws, an institution, whether corporate or unincorporated, may be eligible for Membership of the SACCO Society, if the Institution:-

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

6.4. PROHIBITION AGAINST DUAL MEMBERSHIPS

No Member of Polytech SACCO Society Ltd. shall belong to more than one SACCO Society serving similar purpose or objectives.

6.5. APPLICATION FOR MEMBERSHIP

Every applicant for Membership shall complete an Application for Membership Form; which Form shall require the applicant to disclose all the details and

information necessary for the registration of a Member, as well as comply with the international best practices on customer due diligence.

6.6. ADMISSION INTO MEMBERSHIP

An applicant shall be admitted to Membership on application upon payment of an entrance fee of **kes. 2,000/=** or as may be recommended by the Board from time to time and purchase of a minimum shares of ten thousand (10,000) shares of kes. 1.00 each or as shall be fixed by the General Meeting from time to time.

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

Upon admission the Member's name shall be entered in the Membership register and a unique Membership number issued to the Member.

6.8. MINIMUM CONTENTS OF THE MEMBERS' REGISTER

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

- a) The name of the Member in full;
- b) The unique number assigned to the Member;
- c) The national identity card number or passport number of the Member or any other national identification number assigned to the Member pursuant to any applicable law;
- d) The personal identification number (PIN) of the Member issued by the Kenya Revenue Authority;
- e) The number of shares subscribed to by the Member;
- f) The total value of the shares subscribed to by the Member;
- g) The gender of the Member;
- h) The date of birth of the Member;
- i) The addresses of the Member including postal, physical, email address or other electronic addresses;
- j) The names and addresses of the next of kin of the Member; and
- k) Any other information or details as the Authority may prescribe or direct.

6.9. ELECTRONIC MEMBERS' REGISTER

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

6.10. BOARD OF DIRECTORS TO ADMIT MEMBERS

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

6.11. MEMBERS ENTITLED TO COPY OF BY-LAWS

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

6.12. REFUSAL OF ADMISSION

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

6.13. RIGHTS OF MEMBERS.

A Member of the SACCO Society shall have the right to:-

- a) Attend, participate and vote in decision making at all General Meetings of the SACCO Society;
- b) Be elected to governance organs of the SACCO Society, subject to compliance with any written law and these By-Laws;
- c) Enjoy the use of all the facilities and services of the SACCO Society, subject to compliance with any written law and these Society's By-Laws;
- d) Access all legitimate information relating to the SACCO Society, including a copy of these By-Laws; any internal Policies and Procedure Manuals; registers; minutes of General Meetings and Supervisory Committee reports; Annual Financial Statements; and any other inventories or accounts at the SACCO Society's registered office;
- e) To be furnished with a free statement for each account that provides adequate details of each transaction made during the period on a quarterly basis or upon request by a Member, through an electronic media to the Members' disclosed electronic address;

- f) An advance written notice of at least thirty (30) days before the effective date of a change in the features of the SACCO Society's products and services in accordance with the Regulations, 2020;
- g) A full and accurate disclosure of the terms and conditions for subscription to the SACCO Societies' shares or the terms and conditions for the mobilization of non-withdrawable deposits or the opening and operation of a non- withdrawable deposit account including the savings frequency, tariffs, penalties, commissions, charges and fees among others in accordance with the Regulations, 2020;
- h) A full and accurate disclosure of the minimum lending terms, legal obligations and requirements of either party, including the amount to be financed; the finance charges, such as the interest rate, fees and any other charges that may be imposed; the interest computation method (variable, fixed, flat or reducing) and the date interest charges begin to accrue; the conditions for refinancing of loans; frequency of issue of statements; and the collateral or security required to secure the lending;
- i) A full and accurate disclosure of the method employed to calculate any dividends payable on shares and interest payable on non-withdrawable deposits; and the frequency of the dividend or interest calculation and the time the dividends or interest are paid or credited to an account;
- j) Any other right as may be conferred upon the Member by the Co-operative Societies Act, the SACCO Societies Act, the Regulations 2020, these By-Laws and any other applicable law.

6.14. OBLIGATIONS OF MEMBERS

A Member of the SACCO Society shall have the obligation to:-

- a) Observe and comply with all the SACCO Society's By-Laws and decisions taken by the relevant organs of the SACCO Society or any directive issued by the Authority to the SACCO Society pursuant to any written law;
- b) Ensure that only fit and proper Members are elected to the Board of Directors and the Supervisory Committee;
- c) Buy and pay up for shares or make any other regular payments provided for in these By-Laws;
- d) Meet the debts of the SACCO Society in case of insolvency in accordance with the provisions of the Co-operative Societies Act and these By-Laws; and

- e) Any other obligation imposed by the Co-operative Societies Act, the Society Societies Act, the Regulations, 2020, these By-Laws and any other applicable law.

6.15. TERMINATION OF MEMBERSHIP

The Membership in the SACCO Society shall cease with effect from the date of:-

- a) Death;
- b) Withdrawal;
- c) Expulsion;
- d) Being certified insane;
- e) Failure to remit share contributions and loan repayments for a continuous period of 3 months without valid reasons or leave from the board.
- f) Transferring all shares to another Member; or
- g) Ceasing to hold qualification for Membership as specified in these By-Laws.

6.16. LIMITATION OF MEMBER'S RIGHT

The SACCO Society may limit a Member's right:-

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

7.0. SUSPENSION AND EXPULSION FROM MEMBERSHIP

7.1. GROUNDS FOR SUSPENSION

The Board of Directors may:-

- a) Suspend a Member from the Membership of the SACCO Society for a period not exceeding twelve (12) months; and
- b) Subject to ratification by General Meeting, recommend to the General Meeting, the expulsion of a Member; if the Member:-
 - i. Fails to fulfil the Members' obligations to the SACCO Society as provided in these By-Laws or general internal Policies or a resolution of the General Meeting or in contravention of any other legal document or written law;
 - ii. Is a Member of another SACCO Society serving similar purpose or objective;
 - iii. Acts in any manner prejudicial to the interests of the SACCO Society.

7.2. PERIOD FOR SUSPENSION OF MEMBER

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

7.3. GENERAL MEETING'S POWER OF EXPULSION OF MEMBERS

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

7.4. PROCEDURE OF SUSPENSION AND EXPULSION

Upon formal and written proof that a Member has committed a violation punishable by expulsion, the Board of Directors shall:-

- a) Serve a written notice of not less than thirty (30) days to the Member, clearly stating the reason(s) or ground(s) for the proposed expulsion and requiring the Member to file a defence to the allegations; and
- b) Upon the expiry of the thirty (30) days period, and taking into consideration the Member's defence or response, if any, the Board of Directors shall initiate an administrative inquiry, and make a decision of its findings within fifteen (15) days; which may include:-
 - i. Suspension of the Member, pending consideration of a recommendation for expulsion by the General Meeting; or

- ii. Imposition of any other punishment as may be prescribed in these By-Law or as may be directed by the General Meeting from time to time.

7.5. RIGHT OF APPEAL TO GENERAL MEETING

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

7.6. APPEAL TO THE TRIBUNAL

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

8.0 WITHDRAWAL FROM THE SACCO SOCIETY

8.1. NOTICE OF WITHDRAWAL FROM MEMBERSHIP

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

8.2. REFUND OF NON-WITHDRAWABLE DEPOSITS UPON WITHDRAWAL

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

8.3. PARTIAL WITHDRAWAL PROHIBITED

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

8.4. PAYMENT ON CESSATION OF MEMBERSHIP

On cessation of Membership, a person shall be paid the following, less any outstanding obligations including any debts owed to the SACCO Society or for which the non-withdrawable deposits have been pledged as security or collateral.

These are:-

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

9.0. MEMBERS' NOMINEES

9.1. NOMINEE REGISTER

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

9.2. MEMBERS TO NOMINATE NOMINEES

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

9.3. MEMBER MAY CHANGE NOMINEE(S)

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

9.4. NAMES OF NOMINEES TO BE ENTERED INTO THE REGISTER

The names of the nominee(s) submitted by Members and any changes made in respect thereof, shall be entered in the nominees' register maintained in accordance with these By-Laws.

9.5. PAYMENTS TO NOMINEE

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

9.6. ADMISSION OF NOMINEE INTO MEMBERSHIP

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

10.0. FUNDS OF THE SACCO SOCIETY

10.1. SOURCES OF FUNDS

The funds of the SACCO Society shall consist of:–

- a) Paid up Members' shares;
- b) Retained earnings;
- c) Disclosed reserves
- d) Grants and donations;
- e) Borrowings from other sources as may be prescribed by the Authority;
- f) Fines, penalties, fees or other charges lawfully imposed or charged by the SACCO Society;
- g) Funds obtained from lawful and permitted activities; and any other sources consistent with these By-Laws or any other written law.

10.2. CAPITAL ADEQUACY

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

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

10.3. HIGHER CAPITAL ADEQUACY

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

10.4. LIQUIDITY

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

10.5. APPLICATION OF THE FUNDS

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

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

10.6. RESTRICTION ON INVESTMENTS

- (1) The Polytech SACCO Society Ltd. shall not make financial investments in non-government securities, including investments in equities, collective investment schemes, bonds, commercial papers and notes, or derivatives or equities of a subsidiary or a related entity, in excess of forty (40%) per-cent of its core capital; provided that the:—
 - a) Investments in equities of any legal entity or a derivate issued by any legal entity shall not exceed twenty (20) percent of the prescribed limit at any given time;
 - b) Investments in collective investment schemes, bonds, commercial papers and notes, shall not exceed thirty (30%) per-cent of the prescribed limit at any given time; and
 - c) Investments in equities of a subsidiary or related entity shall not exceed fifty (50%) per-cent of the limit prescribed at any given time.
- (2) The funds of Polytech SACCO Society Ltd. may be invested in:—
 - (a) Securities, obligations or other debt instruments issued or guaranteed by the government or any agency of the government;
 - (b) Deposits, obligations or other accounts of deposit-taking institutions under the Banking Act (Cap. 488);
 - (c) Shares, stocks, deposits in, loans to or other obligations of any SACCO Society or Co-operative Society.
- (3) An investment made under this section shall not in the aggregate, exceed such proportion of the total core capital and deposits of a SACCO Society as the Authority may prescribe.
- (4) Polytech SACCO Society Ltd. shall not purchase or acquire any land or any interest or right therein except as may be reasonably necessary for the purpose of conducting its deposit-taking business and where such investments do not exceed such proportion of the total assets of the society as the Authority may prescribe.

10.7. ANNUAL ESTIMATES AND EXPENDITURES

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

10.8. EXPENDITURE, RECEIPT OF MONIES AND DISBURSEMENTS

No expenditure shall be authorized to be incurred or incurred by the Board of Directors and/or Management of the SACCO Society, unless such expenditure has been specifically provided for in the estimates formally approved by the General Meeting; and

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

10.9. FINANCIAL YEAR OF THE SACCO SOCIETY

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

10.10 FORM OF ACCOUNTS

Polytech SACCO Society Ltd. shall maintain two types of accounts:-

- Corporate Accounts ; and
- Individual Accounts (Active Members Accounts and Inactive (Dormant) Members' Accounts).

In so doing Polytech SACCO Society Ltd. shall endure to maintain the standards set by the Authority. In this regard, Polytech SACCO Society Ltd. shall:-

(1) Keep proper Books of Accounts.

(2) Keep accounts and records which:—

- (a) Show a true and fair state of affairs; and
- (b) Explain all transactions and financial position to enable the Authority to

determine whether the Polytech SACCO Society Ltd. has complied with the provisions of the Act and the Regulations made under the Act.

(3) These accounts and other financial records of Polytech SACCO Society Ltd. shall be denominated in Kenya shillings and shall comply with the International Financial Reporting Standards (IFRS) and such other requirements as the Authority may prescribe.

(4) The Board of Directors shall cause the accounts of Polytech SACCO Society Ltd. to be audited within three months after the close of each financial year.

10.11 INACTIVE (DORMANT) MEMBERS' ACCOUNTS

(1) Polytech SACCO Society Ltd. shall deem an account as dormant if no transactions have been made therein for a period of six months, and maintain a separate accounting record of all such accounts.

(2) Savings, deposits and other sums due to a Member may be deemed abandoned if the Member or his nominee has not contacted Polytech SACCO Society Ltd. in person or in writing within a period of five years, or has otherwise not indicated an interest in the funds.

(3) Where funds have been deemed abandoned, the Board of Polytech SACCO Society Ltd. shall give a ninety days notice to the Member or nominee at the last known address of its intention to close the account and transfer the abandoned monies to the Unclaimed Financial Assets Authority (UFAA).

(4) The Board of Directors may transfer the abandoned funds to a person whose name appears in the Polytech SACCO Society Ltd.'s records as a nominee or beneficiary.

(5) Where the Member or nominee cannot be traced, the Board of Directors may, with approval of the Annual General Meeting, transfer the funds to Unclaimed Financial Assets Authority (UFAA) and shall inform the Member or other interested party by way of notice of the action taken using the last known address.

10.12 SUBMISSION OF AUDITED ACCOUNTS

(1) Polytech SACCO Society Ltd. shall within three months after the end of the financial year submit for approval to the Authority its audited financial statements, before publication and presentation to the Annual General Meeting.

(2) The audited financial statements to be submitted to the Authority pursuant to the Act shall be in three copies and shall among other things:—

(a) Disclose any material amount written off with a resolution of the general meeting of Polytech SACCO Society Ltd. accompanied by satisfactory explanation;

- (b) Have a signed Statement of Directors' responsibility;
- (c) The Auditor's opinion;
- (d) Statistical information;
- (e) Cash flow statement;
- (f) Statement of changes in equity; and
- (g) Other disclosures as prescribed in these Regulations.

10.13 DISPLAY AND PUBLICATION OF AUDITED FINANCIAL STATEMENTS

Polytech SACCO Society Ltd. shall display, throughout the year, in a conspicuous position in every place of business, a copy of its last audited financial statements in the prescribed format.

11.0 CREDIT MANAGEMENT

11.1 GENERAL LENDING REQUIREMENTS

(1) Except as otherwise provided, these Regulations shall apply to all credit facilities, including loans, advances and overdrafts to Members.

(2) Polytech SACCO Society Ltd. shall have a written Credit Policy consistent with the relevant provisions of the Act, these Regulations and any other applicable laws, which shall contain the following information:—

- (i) Loaning procedures and their documentation;
- (ii) Requirements for grant of a loan;
- (iii) Permissible loan purposes and acceptable types of collateral;
- (iv) Loan concentration limits;
- (v) Loan types, interest rates, frequency of payments and conditions;
- (vi) Maximum loan size per product;
- (vii) Where collateral is used as security for lending, maximum loan amounts as a percentage of the values of the same;
- (viii) Appraisal of the borrower's ability to repay the loan;
- (ix) Terms and conditions for insider lending;
- (x) Maximum loan approval levels for each officer and committees; and
- (xi) Guaranteeing requirements.

(3) A Member may repay a credit facility prior to its maturity in whole or in part on any business day without being charged full-term interest.

(4) Except as otherwise provided, no Director or Employee of Polytech SACCO Society Ltd. or immediate family Member of a Director or Employee shall receive anything of value or other compensation in connection with any loan made by Polytech SACCO Society Ltd.

(5) The Board of Directors of Polytech SACCO Society Ltd. shall be responsible for ensuring that the written Credit Policy remains up-to-date and reflect current lending practices.

(6) Polytech SACCO Society Ltd. shall provide a sixty days' written notice to every Member affected by a change in any term disclosed in the loan contract.

(7) Polytech SACCO Society Ltd. shall provide each borrower, at least once every six months or on request a statement for each outstanding credit facility that provides adequate detail of each transaction made during the period.

11.2. LENDING DISCLOSURES REQUIREMENTS

Polytech SACCO Society Ltd. shall disclose at a minimum the following lending terms and legal obligations between the parties as applicable:—

- (a) Amount to be financed;
- (b) Finance charges, including interest rate, fees and any other charges that may be imposed;
- (c) Interest computation method (variable, fixed, flat or reducing) and the date interest charges begin to accrue;
- (d) Conditions for refinancing of loans;
- (e) Frequency of issue of statements; and
- (f) Collateral required to secure the lending.

11.3 INTEREST RATES, FEES AND PENALTIES

(1) Loan interest rates may be established by the Management and shall be approved by the Board of Directors.

(2) Polytech SACCO Society Ltd. may levy a late charge in connection with collecting a debt arising out of an extension of credit which remains unpaid after its due date.

11.4 TREATMENT OF COLLATERAL

(1) Where Polytech SACCO Society Ltd. obtains collateral for purposes of protecting itself against probable loan loss, the Sacco Society shall ensure that the collateral is duly charged and adequately insured based on an independent registered valuer's report and revaluation shall be done every three years.

(2) Polytech SACCO Society Ltd. shall maintain an up to date register of all securities or collaterals provided for securing loans.

11.5 LOAN LOSS ALLOWANCES

(1) Polytech SACCO Society Ltd. shall assess and provide for loan loss allowance for delinquent loans as follows:—

- (a) One percent for a loan classified as performing (General Risk);
- (b) Five percent for a loan classified as watch;
- (c) Twenty-five percent for a loan classified as substandard;
- (d) Fifty percent for a loan classified as doubtful; and
- (e) One hundred percent for a loan classified as loss.

(2) Without prejudice to the classification sequence for provisioning prescribed in paragraph (1) above, Polytech SACCO Society Ltd. may provide fully for accounts deemed uncollectible at any time.

12.0 SHARES OF THE SACCO SOCIETY

12.1 TERMS OF MEMBER SHARES

(1) Polytech SACCO Society Ltd. shall prescribe a minimum number of shares at a par value for which an individual shall subscribe to become a Member.

(2) A Member shall not pledge shares as collateral or security for a loan granted by Polytech SACCO Society Ltd.

(3) A Member may transfer shares to other members on leaving membership of Polytech SACCO Society Ltd., but the SACCO Society shall not refund shares.

(4) Shares may earn dividends paid from net surplus after required transfers to reserves at the end of a financial year in accordance with the Dividend Policy of Polytech SACCO Society Ltd.

(5) Polytech SACCO Society Ltd. shall not pay dividends unless it has complied with the prescribed capital adequacy and any other requirements that the Authority may impose.

12.2 NON-WITHDRAWABLE DEPOSITS

(1) Non-withdrawable deposit accounts shall be operated in accordance with Polytech SACCO Society Ltd.'s By-Laws and the amount accumulated in the account may be used as collateral against borrowings and shall be refunded only when a member withdraws from membership and provided the member has fully repaid all his debts and is free from guarantee.

(2) Where Polytech SACCO Society Ltd. operates non-withdrawable deposit accounts, every member shall contribute on a monthly basis or at such prescribed periods and in such amounts as may be determined by Polytech SACCO Society Ltd.

(3) Polytech SACCO Society Ltd. may refund the amount saved in his non-withdrawable deposit account within sixty days after receiving a written notification from the Member.

(4) Non-withdrawable deposits shall attract interest at a rate to be determined by Polytech SACCO Society Ltd. as dictated by external market forces or internal funding needs.

12.3. WITHDRAWABLE DEPOSITS

(1) Polytech SACCO Society Ltd. shall establish a Savings Policy with minimum prescribed terms and conditions of opening, operating and closing accounts, interest rate calculations and payments, penalties and other charges;

(2) All withdrawable deposits shall attract interest at a rate prescribed in the terms and conditions of the deposit; and

(3) Interest on withdrawable deposits shall accrue on a pro-rata basis.

12.4. PRESCRIBED MINIMUM SHARES

Every Member of the SACCO Society shall hold at least 10,000 shares of kes. 1.00 each as shall be fixed by the General Meeting.

12.5. MAXIMUM SHAREHOLDING

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

11.6. TRANSFER OF SHARES.

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

12.7. REGISTRATION OF TRANSFER OF SHARES

All transfers of shares shall be registered with the SACCO Society, and no transfer shall be valid unless it is so registered, and the transfer fee as may be determined by the Board of Directors and fixed by the General Meeting from time to time, shall be payable by the transferee for each such transfer.

12.8. LIABILITY OF MEMBERS LIMITED TO SHARES HELD

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

12.9. SHARE TO BE BASIS OF DISTRIBUTION IN LIQUIDATION

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

12.10. SHARES TO ATTRACT DIVIDENDS

The SACCO Society may:—

- a) Pay dividends on the shares held by its Members based on financial performance for the year; subject to compliance with the regulatory requirements prescribed in the Society Societies Act and the Regulations 2020 and approval of the General Meeting; and
- b) The shares of the SACCO Society held by any Member shall attract dividends whenever declared in favour of the Member:–
 - i. So long as such Member's share capital remains in the SACCO Society; and
 - ii. Notwithstanding that such Member may have withdrawn from Membership of the SACCO Society and the Member's non-withdrawable deposits refunded.

13.0 AUDIT FUNCTIONS

Polytech SACCO Society Ltd. will have periodic auditing of its financial and accounting activities pursuant to the requirements of the Act and Regulations 2020. These audit functions may be performed either by either an internally appointed Auditor or an externally sourced Auditor.

13.1 INTERNAL AUDITOR

(1) Polytech SACCO Society Ltd. shall establish an internal audit function which shall be responsible for reviewing and reporting on the adequacy of the internal audit system and the financial matters of Polytech SACCO Society Ltd.

(2) The person responsible for the internal audit function shall be a fully qualified Accountant under the Accountants Act (Cap. 531).

(3) The Internal Auditor shall report to the Board of Directors'.

13.2 APPOINTMENT OF AN INDEPENDENT EXTERNAL AUDITOR

(1) Polytech SACCO Society Ltd. shall recommend three names to the Annual General Meeting which shall select one Auditor to audit its accounts in accordance with section 45 of the Act.

(2) Polytech SACCO Society Ltd. shall submit to the Authority the selected names of the External Auditor within thirty days after the Annual General Meeting together with an extract of minutes recording his appointment.

(3) Polytech SACCO Society Ltd. shall not remove an External Auditor in the course of the year of appointment except with prior written approval of the Authority.

(4) A request for removal of an External Auditor shall contain reasons for the proposed removal and in its consideration of such request the Authority shall obtain a written representation from the External Auditor.

(5) Polytech SACCO Society Ltd. aggrieved by a decision of the Authority under Regulation 54 may appeal to the Minister within fourteen days, and the decision of the Minister shall be final.

(6) Polytech SACCO Society Ltd. shall change or rotate its External Auditors every three years, except with leave of the Authority upon written request in which case this requirement may be waived.

14.0 DISCLOSURE REQUIREMENTS

The disclosures in the financial statements of Polytech SACCO Society Ltd. shall include disclosures on:—

- (a) Members, if any, who hold more than twenty percent of the share capital and deposits in Polytech SACCO Society Ltd.;
- (b) Any advances or credit facilities exceeding such limits of its core capital as may be prescribed by the Authority; and
- (c) Any lending to insiders.

14.1 SAVINGS DISCLOSURE REQUIREMENTS

(1) Polytech SACCO Society Ltd. shall disclose to its Members and potential Members, the terms and conditions for operating each account and legal obligations attendant thereto.

(2) An advertisement in respect of the terms and obligations attendant to an account offered by Polytech SACCO Society Ltd. shall not be misleading or inaccurate and shall not misrepresent a SACCO Society's account contract, and shall state the following information to the extent applicable, clearly and conspicuously:—

- (a) The minimum amount required to open an account and the minimum balance to maintain it;
- (b) The minimum interest bearing balance;
- (c) The interest rate and fees applicable;
- (d) The penalty for early withdrawal, if any; and
- (e) The maturity of a term account.

(3) For a joint account, disclosures made to any one of the Members shall be deemed to be made to both Member.

15.0. POWER TO BORROW

15.1. RESTRICTIONS ON BORROWING

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

15.2. EXTERNAL BORROWING AND LIMITS ON LOANS

- (1) Polytech SACCO Society Ltd. shall not acquire external borrowings in excess of twenty five percent of its total assets unless the limit has been waived by the Authority.
- (2) Where Polytech SACCO Society Ltd. acquires external borrowing for on-lending to Members, it shall charge interest at least two percentages higher than the rate it is charged in procuring the facility.
- (3) Polytech SACCO Society Ltd. shall not grant to any member or permit to be outstanding any loan such that the aggregate amount in respect of that member at any time exceeds ten percent of the Sacco Society's core capital.

15.3. INTER SACCO SOCIETY BORROWING

Polytech SACCO Society Ltd. may borrow or lend to another SACCO Society for purposes of providing funding for member loans or to finance temporary liquidity short falls provided:—

- (a) A borrowing SACCO Society shall not exceed the prescribed limit for external borrowings;
- (b) Polytech SACCO Society Ltd.'s Board of Directors' or on its delegated authority shall approve the borrowing or lending to other SACCO Societies;
- (c) The terms and conditions for borrowing or lending shall be evidenced by a signed written agreement between or among the participating SACCO Societies to be approved by the Authority;
- (d) Where Polytech SACCO Society Ltd. borrows for the purposes of on lending to Members, it shall retain a reasonable interest margin between its borrowing and lending rates.

15.4. LOANS FROM NON-MEMBERS

Polytech SACCO Society Ltd. may obtain loans from persons or institutions which are non-Members, subject to compliance with the maximum borrowing powers fixed by the Annual General Meeting, the prescribed limits of the total external borrowing for SACCO Societies, and to approval by the Authority.

15.5. SECURITY FOR LOANS

The Polytech SACCO Society Ltd. shall secure any of loans granted to it by a charge over any of its assets or class or group of assets; provided that:-

- (i) Authority to grant a charge shall be reserved to the General Meeting of the SACCO Society;
- (ii) Polytech SACCO Society Ltd. shall ensure that all loans granted are fully secured;
- (iii) Polytech SACCO Society Ltd. shall ensure that no Member is allowed to over-guarantee;
- (iv) A guarantor shall be adequately informed of the nature of the liability prior to signing an agreement creating guarantor liability;
- (v) Polytech SACCO Society Ltd. shall not grant a loan or credit facility against a Member's shares; and
- (vi) The rate of interest on the loans shall not exceed the prevailing market rates.

15.6. LOAN WRITE-OFF

- (1) Polytech SACCO Society Ltd. shall write-off a loan or part of a loan from its Statement of financial position when it loses control of the contractual rights over the loan or when all or part of the loan is deemed uncollectible or where there is no realistic prospect of recovery.
- (2) The circumstances specified in paragraph (1) shall be deemed to have arisen where:—
 - (a) A court has ruled against Polytech SACCO Society Ltd.;
 - (b) All forms of securities or collateral have been called, realized but proceeds failed to cover the entire facility;
 - (c) Polytech SACCO Society Ltd. is unable to collect or there is no collateral;
 - (d) A borrower is adjudged bankrupt; or
 - (e) Efforts to collect the debt are abandoned for any other reason.
- (3) The procedure for write-off shall be detailed in the credit policy and any recovery made from any account previously written-off shall be credited back to the allowance for loan losses account in the financial statement and shall not be recognised as income in the year it is recovered.

16.0. ANNUAL AND SPECIAL GENERAL MEETING

16.1. SUPREME AUTHORITY VESTS IN THE ANNUAL GENERAL MEETING

Subject to the provisions of the Co-operative Societies Act, the Society Societies Act and any other written law or directions of the Authority, the supreme authority of the SACCO Society shall be vested in the General Meeting of the SACCO Society.

16.2. COMPOSITION OF THE GENERAL MEETING

The General Meeting of the SACCO Society shall be constituted of the Members of the SOCIETY Societies

16.3. TYPES OF GENERAL MEETINGS

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

- a) Annual General Meeting; and
- b) Special General Meeting

16.4. ANNUAL GENERAL MEETING

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

16.5. SPECIAL GENERAL MEETING

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

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

16.6. FAILURE TO CONVENE SPECIAL GENERAL MEETING

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

16.7. AGENDA AT SPECIAL GENERAL MEETING

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

17.0. PROCEDURE OF MEETINGS

17.1. NOTICE OF MEETINGS

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

14.2. AGENDA AT MEETINGS

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

17.3. QUORUM AT GENERAL MEETINGS

Except when convened by the Commissioner, the presence of at least 20 active Members or twenty-five (25%) percent of the total Membership, whichever is less, shall constitute a quorum for the conduct of business at the General Meeting.

17.4. ABSENCE OF QUORUM

When a quorum is not attained the Chairman shall:-

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

17.5. VENUE OF GENERAL MEETINGS

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

17.6. VIRTUAL GENERAL MEETINGS

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

17.7. VIRTUAL MEETINGS TO COMPLY WITH GUIDELINES

Where the Board of Directors opts to hold a virtual or a mixed virtual and physical

General Meeting, then the Board of Directors of the SACCO Society shall –

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

17.8. DUTIES OF GENERAL MEETINGS

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

- a) Consider and confirm the minutes of the previous General Meeting;
- b) Consider reports of Committees, the Commissioner or the Authority on the audited financial statements of the SACCO Society's activities during the past financial year;
- c) Consider and resolve on the manner in which any available surplus shall be distributed or invested, subject to Society Societies Act; the Regulations 2020; the Co-operative Societies Act; the Co-operative Societies Rules; these By-Laws, and any other applicable law;
- d) Elect or remove Members of the board and the Supervisory Committee, subject to the Society Societies Act; the Regulations 2020; the Co-operative Societies Act; the Co-operative Societies Rules; these By-Laws, and any other applicable law;
- e) Fix the indemnity for the elected Board Members and management staff;
- f) Consider recommendations on expulsion of Members and refusal of Membership by the Board;
- g) Fix the maximum liability which the SACCO Society may incur in loans and deposits from Members and non-Members;

- h) Approve the estimates of income and expenditure for the financial year following the General Meeting;
- i) Fix the honoraria, if any, for officers or employees of the SACCO Society;
- j) Decide on the management structure, including the establishment of branches to facilitate efficient and cost effective delivery of services to Members;
- k) Appoint external auditors of the SACCO Society for the ensuing year;
- l) Approve affiliation to any National Co-operative Organizations for SACCO Societies and the Apex Society;
- m) Transact any other business of the SACCO Society for which notice has been given to Members in the manner prescribed in these By-Laws.

17.9. RIGHT TO ATTEND GENERAL MEETINGS

All Members of the SACCO Society shall have the right to attend the Annual General Meetings of the SACCO Society; and to participate in its deliberations including voting on any resolution proposed.

17.10. RECORD OF BUSINESS

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

18.0. CONSTITUTION OF THE BOARD OF DIRECTORS

18.1. BOARD OF DIRECTORS IS THE GOVERNING BODY

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

18.2. ELIGIBILITY FOR MEMBERSHIP TO THE BOARD OF DIRECTORS

No person shall be eligible as a Member of the Board of Director if he/she:-

- a) Has not been a Member of the SACCO Society for at least three years prior to the Annual General Meeting.
- b) Has been adversely named by the Commissioner in an Inquiry Report endorsed by a General Meeting for mismanagement or corrupt practices whilst still a Member of the Board of a Co-operative Society or Union in the last ten (10) years, or mentioned adversely in any other national government inquiries where he/ she has been shown or alleged to be engaging or have engaged in dishonest activities;
- c) Has been adversely named by the Authority in an Inspection Report for mismanagement or corrupt practices while still a Member of the Board of Directors or officer of a SACCO Society in Kenya;
- d) Has been barred or prohibited from holding office as a director or officer of a SACCO Society by the Authority;
- e) Has been charged of any offence involving dishonesty, a crime involving fraud, perjury or breach of contract of a financial institution;
- f) Has been convicted of any offence involving dishonesty or is imprisoned for three (3) months or more with a crime involving fraud, perjury or breach of contract of a financial institution;
- g) Has delinquent on loans with the SACCO Society for any period within two (2) years prior to elections;
- h) Shall not have attained a minimum of "O" level certificate of Education or equivalent except as otherwise expressly exempted by the Commissioner;
- i) Is undischarged bankrupt;
- j) Is under 18 years of age;
- k) Is of unsound mind;
- l) Is a Member of the Board of Directors of another existing SACCO Society authorized or licensed under the Society Societies Act;
- m) Is an official of or holds a political office at any level;
- n) Does not conform to minimum qualification standards in accordance to any applicable law;

- o) Has been removed from public office or barred from holding public office by any agency of the government, on disciplinary action;
- p) Has not executed and submitted or caused to be submitted to the Authority, the Fit and Proper Test Form as provided in the Regulations, 2020;
- q) Does not have at least two years' experience in public transport business;
- r) Has not saved a minimum of deposits as may be decided from time to time by the general meeting;
- s) Ceases to own public transport vehicle in the Society's areas of operation.
- t) Is an employee of the Polytech Society

18.3. COMPOSITION OF THE BOARD OF DIRECTORS

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

18.4. TERM OF OFFICE OF MEMBERS OF BOARD OF DIRECTORS

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

18.5. CO-OPTION OF MEMBERS OF THE BOARD OF DIRECTORS

Where the Membership of the Board of Directors falls below five (5) Members the Board of Directors shall co-opt qualified Member(s) into the Board of Directors until the next General Meeting.

18.6. THE CHAIRMAN OF THE BOARD

The Chairman of the Board of Directors of the SACCO Society shall be elected from amongst the Members of the Board of Directors, and shall be responsible to the Board for:—

- a) Presiding at all Annual and Special General Meetings, Board Meetings and Joint Meetings with the Supervisory Committee; and
- b) Perform such other duties as may be directed by the Board of Directors, not inconsistent with provisions of the SACCO Societies Act; the Regulations 2020; the Co-operative Societies Act; the Co-operative Societies Rules; the By-Laws and any other applicable law.

18.7. THE VICE-CHAIRMAN OF THE BOARD

The Vice-Chairman of the Board shall be elected from amongst the Members of the Board of Directors, and shall be responsible to the Board for:—

- a) Deputising the Chairman of the Board;

- b) Performing the duties of the Chairman of the Board during the absence of the Chairman of the Board; and
- c) Performing any such other duties as the Board as may be directed by the Board of Directors, not inconsistent with provisions of the SACCO Societies Act; the Regulations 2020; the Co-operative Societies Act; the Co-operative Societies Rules; the By-Laws and any other applicable law.

18.8. HONORARY SECRETARY

The Honorary Secretary shall be elected from amongst the Members of the Board of Directors, and shall be responsible to the Board for:—

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

18.9. THE TREASURER

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

- a) Managing or causing to be managed, the financial and accounting affairs and transactions of the SACCO Society;
- b) Ensuring that proper record is kept of all monies received and disbursed by the SACCO Society;
- c) Ensuring the safekeeping of the SACCO Society's money;
- d) Signing or counter-signing documents, contracts and cheques in accordance with these By-Laws and the financial Policies and procedure manuals of the SACCO Society;
- e) Ensuring compliance with all directives of the General Meetings, the Board of Directors, the Authority and the Commissioner,

particularly with regard to all financial and accounting affairs of the SACCO Society;

- f) Preparation and submission of the financial statements showing the financial condition of the SACCO Society, to the Board of Directors for consideration, at least fifteen (15) days after close of each month;
- g) Presentation to the Board of Directors, an up to date listing of all overdue borrowers, including relevant actions taken or being taken to recover the loans;
- h) Performing any other lawful duty as may be directed by the Board, or as may be assigned under these By-Laws, the SACCO Societies Act, the Regulations 2020, the Co-operative Societies Act, the Co-operative Societies Rules or any other applicable law.

19.0. MEETING OF THE BOARD OF DIRECTORS

19.1. FREQUENCY OF MEETINGS

The Board of Directors of the SACCO Society shall:–

- a) Meet not more than fifteen (15) times in a financial year and not more than two months shall lapse between the date of one meeting and the date of the next meeting; and
- b) Furnish the Authority with a certified copy of the minutes of its meeting on a semi-annual basis to be received not later than the 15th July and 15th January of each calendar year.

19.2. QUORUM AT MEETINGS OF BOARD OF DIRECTORS

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

19.3. FAILURE TO ATTEND MEETINGS

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

19.4. RECORD OF BUSINESS OF THE BOARD OF DIRECTORS

All business discussed or decided at the meeting of the Board of Directors shall be recorded without erasures and corrections in a Minute Book, which within one week of the meeting, shall be signed by the Chairman of the meeting and at least one other board Member who was present at the meeting, to indicate that in their opinion the minutes are a true and complete record of all matters discussed or decided at the meeting, provided that the Minute Book may be maintained in an electronic format

19.5. CONFIRMATION OF PREVIOUS MINUTES

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

19.6. PRESERVATION OF MINUTES OF THE BOARD

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

19.7. DUTIES AND POWERS OF THE BOARD

19.7.1 LEGAL STANDARD OF CARE

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

19.7.2 DIRECTING AFFAIRS OF THE SACCO SOCIETY

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

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

19.7.3 SPECIFIC DUTIES AND POWERS OF THE BOARD OF DIRECTORS'

The Board of Directors shall in particular:–

- 1) Observe in all its transactions and activities provisions of the SACCO Societies Act, the Regulations, 2020, the Co-operative Societies Act, the Co-operative Societies Rules, these By-Laws, any other applicable law, and prudent business practices;
- 2) Ensure that the SACCO Society's functions effectively and that an adequate and effective internal controls and risk management systems are in place consisting of appropriate Policies including Human Resource Management, Savings, Liquidity, Investment, Dividend, Risk Management, Membership Administration, Cash Handling and Information Management and Preservation among others;
- 3) Develop and approve the terms of reference of the various Board Committees, consistent with these By-Laws;
- 4) Ensure that the management maintains proper and accurate records that reflect the true and fair position of the SACCO Society's financial condition;

- 5) Prepare and develop business plans and annual budgets and estimates for presentation at the General Meeting;
- 6) Formulate the Electoral Policy to guide in the nomination and election process;
- 7) Appoint such number of Board Committees as maybe necessary to effectively discharge its functions;
- 8) 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;
- 9) Cause the audited financial statements of the SACCO Society to be displayed in a conspicuous place at its registered office and branches at least two weeks before presentation of the financial statements to the Members at the General Meeting;
- 10) Submission of the audited financial statements to the Authority for approval within three (3) months after the close of the financial year;
- 11) Implementing and/or incorporating any general or specific directives issued by the Authority with regard to the form of, or contents or proposals or other disclosures in the audited financial statements;
- 12) Subject to approval of the audited financial statements, lay before the General Meeting the audited financial statements of the SACCO Society, together with proposals for the disposal of net surplus, if any;
- 13) Subject to any directives issued by the Authority, recommend to the General Meeting, the dividend rate to be paid on shares, if any, and interest to be paid on non-withdrawable deposits;
- 14) Fill through co-option, vacancies occurring in the Board of Directors between General Meetings; authorize the conveyance of properties;
- 15) Authorize borrowing of the SACCO Society in accordance with these By-Laws and any other written law;
- 16) Approve and review lending Policies of the SACCO Society to ensure compliance with the Law;
- 17) Approve or ratify all loans to directors and employees of the SACCO Society;
- 18) Approve interest rates on loans to Members as recommended by the Committee for the time being responsible for financial affairs of the SACCO Society;
- 19) Designate a depository or depositories for the funds of the SACCO Society;

- 20) Prepare and submit or cause to be submitted for approval, the Code of Conduct in the form set out in the Third Schedule of the Regulations, 2020;
- 21) Employ and fix the remuneration of the employees including the appointment of Chief Executive Officer in accordance with the approved Human Resource Policy and Manual;
- 22) Notify the Authority in writing of any intention to remove the Chief Executive Officer in accordance with the Regulations, 2020;
- 23) Notify the Authority in writing within fifteen (15) days of appointment, resignation or removal of the Chief Executive Officer and in the case of resignation or removal, the reasons for such resignation or removal;
- 24) Impose or recommend the imposition of any fines or fees as provided for under these By-Laws;
- 25) Ensure that the SACCO Society budgets for and pays promptly pay all the taxes, levies, fees and/or other charges due to the Authority and/or any other government entity, as and when they fall due;
- 26) Ensure adequate provisions for known and probable losses and recommend to the General Meeting the write-off of bad debts;
- 27) Perform or authorize any function consistent with the SACCO Societies Act, the Regulations, 2020, the Co-operative Societies Act, the Co-operative Societies Rules, and these By-Laws, unless specifically reserved for the General Meeting;
- 28) Receive and consider reports from the established staff technical committees and Board Committees;
- 29) Provide adequate budget for education and training of Members, and the capacity development of the Board and staff;
- 30) Provide adequate budget for education and training of Members, and the capacity development of the Board and staff; and
- 31) Perform any other duty or functions, and exercise any other power as provided in the SACCO Societies Act, the Regulations, 2020, the Cooperative Societies Act, the Co-operative Societies Rules, these By-Laws and any other applicable law.

19.8 DELEGATION OF DUTIES TO CHIEF EXECUTIVE OFFICER

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

20.0. INDEMNITY BY BOARD OF DIRECTORS

20.1. FILING OF INDEMNITY

Each Member of the Board of Directors shall provide an indemnity of in such sums and amount as shall be approved by the General Meeting; and a duly completed **Form V in the Schedule** to the Co-operative Societies Rules shall be duly completed and lodged with the Commissioner and the Authority within fourteen (14) days upon election to the Board.

20.2. WEALTH DECLARATION UPON ELECTION

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

21.0. COMPENSATION OF MEMBERS OF THE BOARD OF DIRECTORS

21.1. RE-IMBURSEMENT TO BOARD MEMBERS

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

21.2. NO FIXED REMUNERATION OR SALARY

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

21.3. COMPENSATION TO BE DISCLOSED IN THE FINANCIAL STATEMENTS

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

21.4. BOARD COMPENSATION POLICY

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

21.5. AUTHORITY MAY VETO THE COMPENSATION POLICY

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

22.0. ELECTIONS OF BOARD OF DIRECTORS AND SUPERVISORY COMMITTEE

22.1. NOTICE OF VACANCIES

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

22.2. NOMINATION COMMITTEE

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

22.3. RETURNING OFFICER TO PRESIDE OVER ELECTIONS

During elections:–

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

22.4. SUBMISSIONS OF NAMES OF ELECTED PERSONS TO AUTHORITY

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

22.5. ASSUMPTION OF OFFICE

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

23.0. REMOVAL AND SUSPENSION OF A MEMBER OF THE BOARD

23.1. REMOVAL BY THE AUTHORITY

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

23.2. REMOVAL BY MAJORITY OF BOARD MEMBERS

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

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

23.3. CESSATION FROM HOLDING OFFICE BY A BOARD MEMBER

A Member of the Board of Directors of the SACCO Society shall cease to hold office, if he/she:—

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

24.0. BOARD COMMITTEES

24.1. ESTABLISHMENT OF COMMITTEES

The Board of Directors may delegate to any of its Committees, such powers, duties and responsibilities pursuant to these By-Laws or other internal Policies as it deems fit and proper; provided that one of the Board Committees shall be the Credit and Risk Management Committee.

In addition to the Credit and Risk Management Committee, the other approved Board Committees are:-

- (i) Finance and Administration Committee;
- (ii) Education and Business Development Committee; and
- (iii) Supervisory Committee.

24.2. RESTRICTIONS ON CONSTITUTION OF COMMITTEES

The number of Board Committees of the Polytech SACCO Society Ltd. shall not in any event exceed three (3) Committees, consisting of Members drawn from the Board of Directors:-

- a) The Chairman of Polytech SACCO Society Ltd. shall not sit in any of the Board Committees, but may attend any Committee Meetings upon invitation in writing by that Committee;
- b) Members of the Board shall not sit in more than two Committees;
- c) A Member of the Board shall not chair more than one Board Committee;
- d) The Board of Directors shall not establish or create another Board Committee to perform the said functions and/or duties and/or responsibilities; and
- e) The functions and/or duties and/or responsibilities traditionally performed by the Audit or Risk Committee of the Board shall be strictly performed by the Supervisory Committee of the SACCO Society in accordance with regulation 58 of the Regulations 2020 and these By-Laws.

24.3. THE CREDIT AND RISK MANAGEMENT COMMITTEE

There shall be a Credit and Risk Management Committee of the Board which shall consist of not more than three (3) Members of the Board, and which shall perform the duties of :-

- a) Ensuring the establishment and review of appropriate Credit and Risk Management Policies consistent with the relevant provisions of the Society Societies Act, the Regulations, 2020 and these By-Laws.
- b) regularly assessing the loan quality of the SACCO Society to ensure that the portfolio at risk is within tolerable level;
- c) Receiving and considering reports and recommendations from the Technical Credit Committee;
- d) Ensure that the problem loan accounts are adequately identified and classified as prescribed in the Regulations;
- e) Ensure adequate provisions for potential loss is maintained;
- f) Review periodic credit and loan portfolio reports of the SACCO Society before submission to the Board.

24.4 FINANCE AND ADMINISTRATION COMMITTEE

The Finance and Administration Committee shall consist of three Members from the Board 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 its 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

24.5. EDUCATION AND BUSINESS DEVELOPMENT COMMITTEE

The Education and Business Development Committee shall consist of three Members appointed from the board. Its duties among others shall be to:-

- a) Review and recommend education programmes 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.

25.0. SUPERVISORY COMMITTEE

25.1. ESTABLISHMENT OF SUPERVISORY COMMITTEE

The SACCO Society shall have a Supervisory Committee consisting of three (3) Members each elected at the General Meeting for a period of three years, and one Member of the supervisory committee shall retire annually.

Notwithstanding the provision of sub-rule (1), any Member of the supervisory committee may be removed by a resolution of a general meeting.

25.2. QUALIFICATIONS FOR MEMBERS OF SUPERVISORY COMMITTEE

A Member shall be qualified and eligible for elections to the Supervisory Committee of the SACCO Society, if the Members:-

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

25.3. REMOVAL OF MEMBERS OF SUPERVISORY COMMITTEE

The Members of the Supervisory Committee:-

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

25.4. MEETINGS OF THE SUPERVISORY COMMITTEE

In addition to the joint meetings held with Members of the Board or any other routine meetings held with the management for purpose of exercising their duties, the Supervisory Committee shall hold at least one meeting in every quarter.

25.5. DUTIES AND RESPONSIBILITIES OF SUPERVISORY COMMITTEE

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

- a) Review internal controls including the scope of the internal audit program, the internal audit findings, and recommend action to be taken by management;
- b) Review internal audit reports and their overall effectiveness, the scope and depth of audit coverage, reports on internal control and any recommendations and confirm that appropriate action has been taken;
- c) Ensure that accounting records and financial reports are promptly prepared to accurately reflect operations and results;
- d) Review management reports and reports from the internal and external auditors concerning deviations and weaknesses in accounting and operational controls;
- e) Propose to the Board, the names of three (3) qualified persons, to be recommended to the General Meeting, for appointment as external auditors of the SACCO Society;
- f) Verification of all transactions of the SACCO Society;
- g) Writing periodic reports of its findings to be tabled at management committee meetings;
- h) Submission of its reports to the Commissioner;
- i) Presenting its reports to the Annual General Meeting;
- j) Monitor the ethical conduct of the SACCO Society and consider the development of ethical standards and requirements, including:–
 - i. Effectiveness of procedures for handling and reporting complaints;
 - ii. Reviewing any related party transactions that may arise within the SACCO Society;
 - iii. Verifying that relevant plans, Policies, and control procedures are established and properly administered;
 - iv. Investigating Members' complaints and making recommendations for redress;
 - v. Considering any matter of significance raised by Members during the General Meetings of the SACCO Society or the Authority or the Commissioner

25.6. REPORTS TO THE BOARD

The Supervisory Committee shall prepare and submit quarterly reports to be presented to a joint meeting with the Board of Directors within thirty (30) days after the end of each quarter.

25.7. REPORTS TO AUTHORITY

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

25.8. INTERNAL AUDIT FUNCTION TO TECHNICAL SUPPORT

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

25.9. LEGAL STANDARD OF CARE AND COMPENSATION FOR SUPERVISORY COMMITTEE

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

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

26.1. APPOINTMENT BY BOARD OF DIRECTOR

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

26.2. APPOINTMENT TO TAKE EFFECT UPON APPROVAL

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

26.3. RESPONSIBILITIES OF THE CHIEF EXECUTIVE OFFICER

- (1) The Chief Executive Officer shall be responsible to the Board of Directors for the day to day running of the affairs of the SACCO Society, including but not limited to:-
- a) The implementation of and adherence to the prescribed Policies, procedures and standards;
 - b) Ensure the planning process is developed to facilitate achievement of targets and objectives;
 - c) Ensuring that systems have been established to facilitate efficient operations and communication;
 - d) Ensuring that strategies are developed and employed to facilitate achievement of targets and objectives;
 - e) Ensure all staff matters, particularly human resource development and training; and overseeing human resource management and development;
 - f) Adherence and ensuring that the SACCO Society and its staff are at all time in compliance with the established Code of Conduct; the SACCO Societies Act, the Regulations,2020, any guidelines and/or directives issued

by the Authority; the Co-operative Societies Act; the Co-operative Societies Rules; these By- Laws; and any other applicable laws;

g) advice the Board of Directors in formulating, preparing and implementing long term Policies and programs of the Society through board papers and technical reports as appropriate;

(2) In addition, The Chief Executive Officer shall ensure that the Board of Directors is frequently and adequately appraised of the operations of the SACCO Society through presentation to the Board relevant papers and reports which shall cover, among other areas:—

(a) Monthly, quarterly and annual financial statements, showing current compared with past period actual performance, the budget compared with the actual expenditure, and with explanations for any variances;

(b) Capital structure and adequacy;

(c) Delinquent loan list, and in particular growth in loans, loan losses, recoveries and provisioning;

(d) Statement of comprehensive income (monthly, quarterly and annual) comparison with budgeted against actual;

(e) Sources and distribution on profile of savings and deposits;

(f) All insider dealings and non-performing insider loans if any;

(g) Reports on violation of the Act, these Regulations and any other applicable law, and remedial actions taken to comply;

(h) Large risk exposures;

(i) Investment portfolio;

(j) Any regulatory reports, and internal reports;

(k) Any other relevant areas to the SACCO Society's operations; and

(l) Any other matter concerning the operations and activities of the SACCO Society as the Authority may direct.

26.4. PRESENTATION OF BOARD PAPERS TO THE BOARD

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

- a) Financial statements (monthly, quarterly and annual) indicating current compared with past period actual performance, the budget compared with the actual expenditure and explanations for any variances;
- b) Showing current compared with past period actual performance, the budget compared with the actual and with explanations for any variances;
- c) Capital structure and adequacy;
- d) Delinquent loan list, and in particular growth in loans, loan losses, recoveries and provisioning;
- e) Sources and application of savings and deposits;
- f) Statement of comprehensive income (monthly, quarterly and annual) including a comparison of the budget against actual;
- g) All insider lending and non-performing insider loans if any;
- h) Any violation or suspected violation of the Society Societies Act, the Regulations, 2020, the Co-operative Societies Act, the Co-operative Societies Rules, or any other applicable law; and remedial actions taken or proposed to be taken, to comply and remedy the violation;
- i) Large risk exposures including but not limited to the exposures limits or risks prescribed in the Society Societies Act, the Regulations, 2020, the Cooperative Societies Act, the Co-operative Societies Rules, or any other applicable law;
- j) Investment portfolio;
- k) Any regulatory reports, and internal reports;
- l) Any other relevant areas to the Society Society's operations; and
- m) Any other matter as may be directed by the Authority from time to time.

26.5. CHIEF EXECUTIVE OFFICER TO ATTEND BOARD MEETINGS

The Chief Executive Officer of the SACCO Society or any position appointed by the Board of Directors to discharge the duties and responsibilities of a Chief Executive Officer of the SACCO Society in accordance with these By-Laws, shall –

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

26.6. REMOVAL FROM OFFICE OF CHIEF EXECUTIVE OFFICER

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

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

The Board of Directors shall notify the Authority, within fifteen (15) days of the resignation or removal of the Chief Executive Officer and in the case of resignation or removal, the Board of Directors shall indicate the reasons for such resignation or removal.

26.8. REMOVAL OF CHIEF EXECUTIVE OFFICER BY THE AUTHORITY

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

27.0. CODE OF CONDUCT FOR SACCO OFFICERS

27.1. APPLICATION OF PUBLIC OFFICERS ETHICS ACT, 2003

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

27.2. THIRD SCHEDULE CODE OF CONDUCT FOR OFFICERS

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

27.3. CONFIDENTIALITY

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

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

27.4. CONFLICT OF INTERESTS

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

27.5. COMPLIANCE WITH THE CODES OF CONDUCT

The SACCO Society and every officer of the SACCO Society shall at all times ensure and/or secure the compliance with the Codes of Conducts herein; including taking appropriate measures to implement any directives issued by the Authority or any other public body towards enforcing compliance with the Codes of Conduct.

28.0. BOOKS OF ACCOUNTS AND RECORDS

28.1. MANDATORY MAINTENANCE OF ACCOUNTS AND RECORDS

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

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

date, security, outstanding balance, the due date of repayments and the date repayments were completed and any other matter prescribed; and

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

28.2. FINANCIAL STATEMENTS TO DENOMINATED IN KENYA SHILLINGS

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

29.0. POLICIES AND PROCEDURE MANUALS

29.1. BOARD TO MAKE POLICIES

The Board of Directors of the SACCO Society shall make and approve such Policies and procedures as they shall deem necessary for the conduct of the business of the SACCO Society, including but not limited to the Policies prescribed in the SACCO Societies Act; the Regulations, 2020; these By-Laws and any applicable law, or as may be directed by the Authority from time to time.

29.2. REGISTER OF POLICIES

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

29.3. AUTHORITY TO INSPECT POLICIES

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

30.0. INSPECTION OF DOCUMENTS, BOOKS OF ACCOUNTS ETC,

30.1. INSPECTION BY AUTHORITY

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

30.2. INSPECTION OF REGISTRATION AND AUTHORIZATION CERTIFICATES

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

30.3. INSPECTION OF REGISTER OF MEMBERS

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

31.0. DISPUTE RESOLUTION

31.1. REFERENCE TO THE TRIBUNAL

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

- a) Among Members, past Members and persons claiming through Members, past Members and deceased Members; or
- b) Between Members, past Members or deceased Members, and the SACCO Society, its committee or any officer of the SACCO Society; or
- c) Between the SACCO Society and any other Co-operative Society; or
- d) Between the SACCO Society and the Authority;

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

31.2. APPEALS TO THE HIGH COURT

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

31.3. ALTERNATIVE DISPUTE RESOLUTION MECHANISMS

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

32.0. COMMON SEAL OF POLYTECH SACCO SOCIETY LTD.

32.1. ADOPTION AND USE OF COMMON SEAL

The SACCO Society shall adopt and use a common seal. The seal shall have an imprint bearing the words “**Seal of Polytech Savings and Credit Co-operative Society Limited (Regulated Non-Withdrawable Deposit Taking Society/ Regulated Non-WDT-Society)**” which shall be different from the ordinary name-stamp of the SACCO Society.

32.2. CUSTODY OF THE COMMON SEAL

The common seal of the SACCO Society shall at all times be kept securely under lock and key by the Chief Executive Officer and shall be used only in the presence of the Officers authorized to sign documents on behalf of the SACCO Society.

32.3. USE OF THE COMMON SEAL IN DOCUMENTS

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

33.0. MISCELLANEOUS

33.1. AUTHORIZED SIGNATORIES

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

33.2. DISTRIBUTION OF SURPLUS FUNDS

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

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

33.3. RESTRICTION ON PAYMENTS OF DIVIDENDS, HONORARIA ETC

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

- a) Has not met or maintained the prescribed core capital and capital adequacy requirements;
- b) Has not met or maintained the prescribed liquidity ratios;
- c) Has not complied with any specific or general directives issued by the Authority in respect of the financial condition of the SACCO Society;
- d) Has been prohibited by the Authority from making such payments pursuant to the SACCO Societies Act and the Regulations, 2020.

33.4. FINES FOR BREACH OF BY-LAWS

Any Member of the SACCO Society, who without lawful cause breaches or violates these By-Laws or lawful instructions issued by the Board of Directors and/or the General Meeting, or who fails to honour his/her obligations on time,

may be fined a sum of money not exceeding twenty thousand shillings (kes. 20,000.00)

33.5. DISSOLUTION AND LIQUIDATION

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

33.6. AMENDMENT OF BY-LAWS

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

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

34.0 BOARD APPROVAL AND ADOPTION OF THE POLICY

This document was discussed and approved as the By-Laws of Polytech Savings and Credit Co-operative Society Ltd. with effect from _____ day of _____, 2021.

It was approved under minute no. _____ of the Board of Management/Directors' Meeting held on the _____ day of _____, 2021.

We, the undersigned Directors of Polytech Savings and Credit Co-operative Society Ltd., individually and collectively, give commitment to the implementation of these By-Laws by appending our signatures.

BOARD OF DIRECTORS'

S.No.	Name	Position	Signature	Date
01.	Festus N. Kihara	Hon. Chair		
02.	Bonaventure N. Makokha	Vice-Chairman		
03.	Jacktone O. Kaire	Hon. Secretary		
04.	Millicent A. Omondi	Hon. Treasurer		
05.	Andrew Nyongesa Musungu	Director		
06.	George O. Ombwayo	Director		
07.	Edward G. Njenga	Director		
08.	Donald S. Madali	Director		
09.	Jackson O. Onoka	Director		

WITNESSED BY: _____

C.E.O.

Polytech Savings and Credit Co-operative Society Ltd.

Polytech Savings and Credit Co-operative Society Ltd.

P. O. Box 56679 - 00200

NAIROBI

BY-LAWS

OFFICIAL CERTIFICATION

I CERTIFY that the foregoing By-Laws of Polytech Savings and Credit Co-operative Society Limited (**Regulated Non-Withdrawable Deposit Taking Society**) have been approved and duly registered.

Given under my hand at Nairobi this day of 2021.

COMMISSIONER FOR CO-OPERATIVE DEVELOPMENT