

**BY-LAWS OF JOKANYANAM
WOMEN EMPOWERMENT**



**SAVINGS AND CREDIT CO-
OPERATIVE SOCIETY.
AMENDED IN FEBRUARY
2022**

1. **NAME AND AREA OF OPERATION**

1.1. The society shall be called **Jokanyanam Women Empowerment Savings And Credit Cooperative Society Limited (Ltd) (JOWES)**, hereinafter referred to in these by laws as "The JOWES Sacco society" and its area of operation shall be in the Republic of Kenya whose office shall be in Nairobi, within Nairobi County.

2. **REGISTERED OFFICE/ POSTAL ADDRESS**

2.1. The registered office of the Sacco society shall be at Ken Banco House **4th Floor Ext.1, Moi Avenue. P.O. Box 4436 -00100, Nairobi, Kenya. Tel: +254 748 189 147; JOWES Website: www.jokanyanam.com**

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

3. **DEFINITIONS AND INTERPRETATIONS**

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

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

- a. "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.
- b. "Applicable Law" shall mean the Co-operative Societies Act, Co-operative Societies Rules, Registered By-laws and any Regulations formulated
- c. "Capital" shall mean 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
- d. "Commissioner" shall mean "the Commissioner for Co- operative Development as provided for in the Co-operative Act."
- e. "Committee" shall mean Management Committee

- f. "Co-operative society" shall mean a Society registered under the Act.
- g. "Deposit" means a sum of money received or paid on terms under which it shall be repaid with or without interest or premium and either on demand or at a time or in circumstances agreed by or on behalf of the person making the payment and the person receiving it
- h. "Dividend" shall mean members share of the surplus of the Society which is divided amongst its members.
- i. "Expulsions" shall mean removal of a member from society.
- j. "General Meeting" shall be a meeting (either "annual" or "special") for all members duly convened by the Sacco society to conduct its business.
- k. "Management Committee" shall mean the members elected in duly convened General Meeting to govern the Business of the Society as per these by-laws herein referred to as the "committee".
- l. "Member" shall include a person who signs an application for registration of a society and a person admitted to membership after registration in accordance with the by-laws.
- m. "Non-members" shall mean Financial Institutions
- n. "Returning officer" is a person appointed to oversee or conduct the elections of a co-operative society at a general meeting.
- o. "SACCO Society" means a savings and credit co-operative society registered under the Co-operative Act and licensed under the Sacco Societies Act, 2008.
- p. "Shares" shall mean the amount represented by a member's portion in the equity of the society as a co-owner.
- q. "Suspension" shall mean prohibiting a member from exercising all her rights other than repaying her monthly deposits and loans
- r. "Tribunal" shall mean the Co-operative Tribunal established under the Cooperative Act to hear and determine disputes.

3.3. In these By-laws where the gender is referred to it shall be construed to include the feminine gender.

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

4. OBJECTS

4.1. The objects for which the Sacco society is established are to organize and promote the economic interests of the members through investments.

4.2. In particular, the Sacco society shall undertake:

- a. To promote thrift among its members by affording them an opportunity for accumulating their savings and deposits and create thereby a source of funds from which loans can be given to them exclusively for provident and productive purposes at fair and reasonable rates of interest: thereby enabling them to use and control their money for their mutual benefit.
- b. To ensure personal growth through the introduction of new products and services that will promote the economic base of the members.
- c. To ensure progress of members and society through continuous education programs on proper use of credit, reduction of poverty, human dignity and co-operation.
- d. To apply the co-operative principle of cooperation among co-operatives in order to promote members' interests. In furtherance to the objects the society shall affiliate to the relevant National Co-operative Union and the Apex society.

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

5. CO-OPERATIVE PRINCIPLES AND VALUES

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

5.1 PRINCIPLES

a. *Voluntary and open membership*

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

b. ***Democratic member control***

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

c. ***Economic participation by member***

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

d. ***Autonomy and independence***

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

e. ***Education, training and information***

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

f. ***Cooperation among cooperatives***

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

g. ***Concern for community in General***

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

5.2 VALUES

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

6 MEMBERSHIPS

6.1. Membership shall consist of: -

- a. Original members who signed the application for registration.
- b. New members subsequently admitted in accordance with these by-laws.
- c. JOWES Chapters as defined in these By-laws and formation guidelines to be provided by Management Committee

7. QUALIFICATION FOR MEMBERSHIP

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

- a. Women born, raised or associated in Kisumu, Nyanza, Suba region who have demonstrated Luo culture shall be determined by the management committee.
- b. Is of an employee of JokaNyanam Women Empowerment Sacco.
- c. Has attained the age of 18 years.
- d. Is of good character and sound mind.
- e. Pays the entrance fee and share capital as prescribed in these by-laws.

Provided that no member shall belong to more than one Sacco society having similar objectives as their Society.

8. APPLICATION FOR MEMBERSHIP

- 8.1. Every applicant for membership shall complete "FORM JWS 0001" an "application for membership" form as set out in the First Schedule to these By-laws.
- 8.2. FORM JWS 0001 shall also be accessed online using [this link](#) provided in the First Schedule.

9. ADMISSION INTO MEMBERSHIP

- 9.1 An applicant shall be admitted to membership on 'application and upon payment of:
 - a. An entrance fee of Ksh.2,000 (This is non-Refundable)
 - b. Minimum of 350 Shares at Ksh 20 each. (This is nonrefundable but can be transferred to another member
- 9.2 Upon admission the member's name shall be entered in the membership register and a membership number issued.
- 9.3 The members shall sign or make a thumb mark in the register of members in the presence of two members of the committee to indicate her acceptance of the By-laws of the society
- 9.4 They will be admitted by the Committee subject to Confirmation by the next general meeting.
- 9.5 The member shall pay for a copy of the society's by-laws at its actual cost to the society.

10. REFUSAL OF ADMISSION

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

11. RIGHTS OF MEMBERS.

11.1 A member of the society shall have the right to: -

- a. Attend, participate and vote in all general meeting of the society;
- b. Be elected to organs of the society, subject to these by-laws;
- c. Enjoy the use of all the facilities and services of the Sacco society subject to the society's by-laws;
- d. All legitimate information relating to the society, including, internal regulations, registers, Minutes of general meetings and supervisory committees reports, annual accounts inventories and investigation reports, at the society's registered office.

12. OBLIGATIONS OF MEMBERS

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

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

13. MEMBER'S PERSONAL STATEMENT

13.1. The Society may use a standing orders or cash for purposes of receiving payment by members for their shares, deposits and loans repayments. However, when direct payments have to be made, they shall be paid directly into the Society's bank account and a receipt issued by the Society on submission of the banking slip.

13.2. Online facilities –

- a. Members statements will be available online for them to access anytime
- b. Members can request the office for statements if they are not able to access their online account

14. CESSATION OF MEMBERSHIP

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

- a. Death
- b. Voluntary Withdrawal
- c. Expulsion from membership (iv) Being certified of unsound mind.

- d. Transfer of all shares to another member
- e. Failure to remit share contributions and loan repayments for a continuous period of six (6) months without valid reasons or leave of the Sacco society. (vii) Ceasing to hold qualification for membership as specified in these by-laws provided that members who have lost the common bond may retain their membership.

15. SUSPENSION AND EXPULSION

- 15.1 The Committee may suspend or expel a member as per the decision of the AGM if a member:
- a. Fails to fulfill her obligations to the Sacco society whether stated in these By-laws, general internal regulations, a resolution of the general meeting or in contravention of any other legal document, provided such a member has been called upon to do so but has failed.
 - b. Is a member of another Sacco society serving similar purpose.
 - c. Acts in any manner prejudicial to the interests of the society. Provided that, no member shall remain in suspension for a period of more than 12 months.
 - d. Defaults in the repayment of loans due or part of loans due for a period of six months.

16. PROCEDURE OF SUSPENSION AND EXPULSION

- 16.1. Upon formal and written proof that a member has committed a violation punishable by expulsion, the management committee shall serve a thirty (30) days written notice to the member stating the reason(s) for the proposed expulsion and requiring him/her to file a defense.
- 16.2. Upon the expiry of the 30 days and taking into consideration the member's defense if any, the committee shall initiate administrative inquiry and make a decision on its findings within 15 days. The committee may: -
- a. Suspend the member pending expulsion by the General Meeting.
 - b. Impose any other punishment as may punishment as provided for in the applicable law.
- 16.3. The Management Committee shall present their findings to the next General meeting which may either lift the suspension or expel the member.
- 16.4. A member who is expelled from the Sacco society shall have the right to appeal to the tribunal.
- 16.5. The High Court decision shall be final

17. WITHDRAWAL FROM SOCIETY

A member may at any time withdraw from the Sacco society by giving at least sixty (60) days written notice to the Secretary/Manager during which time the committee shall settle the members account and refund the members deposit if she has no outstanding liability with the society.

18. PAYMENT CESSATION OF MEMBERSHIP

18.1 On cessation of membership the Refundable amounts are:

- a. Monthly savings - Less any amount owed
- b. Any other amounts held by the society on her behalf after deduction of any sum owed to the society

18.2. Note the following:

- a. Registration Fees in non-refundable
- b. Shares are non-refundable but can be transferred to another JOWES member

19. NOMINEE

19.1. Every member may nominate one or more persons as nominee(s) by filling Form "FORM JWS 0002 as set out in First Schedule of these By-laws.

The nomination shall be attested to by at least two witnesses who are members of the Sacco society. The names of such nominee(s) shall be entered in the nominee register. Provided that a member shall have the right to change her nominee(s) in writing in the presence of at least two attesting witnesses who are members of the society.

20. PAYMENT TO NOMINEE

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

21. ADMISSION OF NOMINEE

22.1 A nominee may be admitted to membership of the Sacco society if qualified as per clause 7 "Qualification for membership." of these By-laws.

- a. The refundable amount due to the deceased member shall be transferred to the account of that nominee as indicated in clause 18 of these By-laws.

- b. If a nominee is not willing or able to become a member, after payment of the deceased member's deposits and interest less any sum owed to the Sacco, the nominee's obligation by the Sacco shall be discharged.

22. FUNDS OF THE SOCIETY

22.1 The funds of the Sacco Society shall consist of:

- a. Entrance fee.
- b. An unlimited number of shares of the Ksh.20 each.
- c. Deposits from members and loans from non-members (Financial institutions),
- d. Administration fees and penalties,
- e. Statutory reserve fund and any other reserve fund as may be kept by the Society.
- f. Any surplus resulting from operation of the society,
- g. Any donations, gifts from other bodies, organizations and individuals,
- h. Funds obtained from lawful miscellaneous sources.
- i. Share transfer fee
- j. Interests

22.2 The funds of the society shall only be applied to the promotion of the stated objects of the society as set forth in these by-laws, and shall be invested in;

- a. Such investments and securities as are authorized for the investment of trust funds;
- b. The shares of any other co-operative society;
- c. Any bank licensed under the Banking Act;
- d. The stock of any statutory body established in Kenya or in any limited liability company incorporated in Kenya or in any other manner approved by a resolution at a general meeting of the society; and
- e. Loans granted to members.

23. SHARES

23.1. Every member shall hold at least **350** shares of Ksh.20/= each or such as shall be fixed by the General Meeting. However, no member shall hold more than **one-fifth** of the total shares of the Sacco Society.

24. TRANSFER OF SHARES

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

24.2 All transfers of shares shall be registered with the Society and no transfer shall be valid unless so registered. A fee of Ksh. **500** shall be payable by the same transferee.

25. LIABILITY OF MEMBERS

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

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

26. POWER TO BORROW

26.1 Loans may be obtained by the Society from non-members, banks, non-bank financial institutions, other co-operative societies, apex cooperative societies or from any other authorized and lawful source subject to the maximum amount and terms approved by the General Meeting.

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

26.3 The rate of interest on loans taken by the Society shall not exceed the market rates present at the time of obtaining the loan.

27. RECEIPTING OF MONEY

27.1. Money received on account of shares, deposits, loans, interests, fees or fines shall be evidenced by printed receipt in a form to be approved by the Committee. Every member paying any money to the Society shall be identified on the receipt.

27.2. Should the receipt issued by the Society be lost or destroyed, immediate notice of such fact shall be given to the Treasurer who may be authorized by the Committee to issue a duplicate receipt at a reasonable fee.

27.3. The Committee may require the member to sign an indemnity to protect the society against loss due to issuance of a duplicate receipt.

28. PAYMENT/ DISBURSEMENT

28.1. All payment made by the society shall be evidenced in writing in a form approved by the Committee.

29. RESERVE FUND

29.1 The Society shall pay into the Reserve Fund maintained in pursuance of the provisions of section 47 of the Act and the Rules one fifth (1/5) of any net surplus resulting from the operations during a financial year.

- a. The Reserve Fund of the society shall be invested in the manner provided for in these by-laws.
- b. The Reserve Fund shall be indivisible and no member shall be entitled to claim a specific share of it.
- c. No withdrawal shall be made from the reserve fund of the Society without a resolution from the General meeting and written approval from the Commissioner.

30. GENERAL MEETING

30.1. The supreme authority of the Society shall be vested in the General Meeting of members.

- a. An Annual General Meeting shall be convened within four months after the end of the Society's financial year.
- b. The Annual General Meeting, or a Special General Meeting can be held in person, as a hybrid, or virtually.

30.2. A Special General Meeting of the Society may be held when convened by: -

- a. The Committee;
- b. The Commissioner;
- c. The Committee within 15 days of receipt of a written request, by 10% of members

30.3. Provided that when the General Meeting is convened at the request of the members, the request must be deposited by registered mail at the society's address or delivered to the manager at the society offices within normal working hours.

30.3. The members in (b) (iii) above in the event that the Committee fails to convene a meeting within fifteen (15) days of receiving request. The members shall give notice to the other members of the society, stating the object and reasons for the meeting and the fact that the committee has failed to convene the meeting.

30.4. Any business not completed at the annual General Meeting may be taken up at a subsequent special General Meeting of the society.

31. DUTIES OF GENERAL MEETING

31.1 The General meeting shall have the power and duties prescribed in the Act, Rules and these by-laws. It shall:

- a. Consider and confirm the minutes of the previous General Meeting,
- b. Consider reports of Committees, the Commissioner or her/her representative and the audited accounts on the 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 the Act
- d. Elect or remove members of the Committee and the Supervisory Committee, subject to the Act, rules and these Bylaws,
- e. Fix the indemnity for the elected Committee members as well as management staff,
- f. Consider recommendations from the Committee, appeal against suspensions of members and refusal of membership by the Management Committee.
- g. Consider appeals against refusal of membership by the committee.
- h. Confirm or reject admission of new members by the committee.
- i. Fix the maximum liability which the Society may incur in loans and deposits from both members and non-members.
- j. Approve the estimates of income and expenditure for the financial year following the General Meeting.
- k. Fix the honoraria, if any, for officers or employees of the Society.
- l. Decide on the management structure, including the establishment of branches to facilitate efficient and cost-effective delivery of services to members.
- m. Appoint bankers, auditors and Advocates of the Society for the ensuing year.
- n. Affiliate the Society to National Co-operative Organization for SACCO societies and the Apex society, subject to approval of the General Meeting.
- o. Transact any other business of the Society for which notice has-been given to members in the manner prescribed in these Bylaws.
- p. Approve all investments to be made by the Society.
- q. Approve the society's code of conduct for good governance together with any reviews and/or amendments thereof
- r. Create an ad hoc committee to investigate the management committee if and when needed

31.2. All members have a right to attend the General Meeting and participate in its deliberations; however, they may be required to identify themselves.

32. RECORD OF BUSINESS

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

32.2. At the next meeting after approving any alterations or variations which shall be immediately written below the above signatures and not as alterations to the original

record, the meeting shall by resolution authorize the Chairperson to sign and date the final record.

33. NOTICE OF MEETINGS

- 33.1. The general meeting shall be convened by giving at least fifteen (15) days written notice to the members of the Society, and it is sufficient that the notice is given by Registered Mail, facsimile, or electronic mail.
- 33.2. The Honorary Secretary shall take all usual steps to publish the notice of the meeting via email and using our private social media accounts (Telegram, WhatsApp, Facebook) and other modes decided by members.
- 33.3. All notices shall include a statement of the business to be dealt with.

34. QUORUM

- 34.1. Except when convened by the Commissioner, the presence of at least 25% of the total active membership or 50 members, whichever is less - shall constitute a quorum for the conduct of business at the General Meeting, within one month, which shall be advertised as prescribed in these by laws. If a quorum is again not attained, the Chairperson shall declare the meeting open with those present 15-minute after the time of the meeting.

35. ELECTIONS

- 35.1. With every notice of the General Meeting convened in accordance with these by-laws, where elections will be held, the Management Committee shall notify the members of the vacancies arising in both the Committee and the Supervisory Committee.
- 35.2. During elections, the Returning officer shall call for nominations from the floor. Each candidate must have a "proposer" and a "seconder."
- 35.3. At the elections, members shall decide by majority vote, the method of voting. The method may be secret ballot, queuing, by show of hands.
- 35.4. No member shall be entitled to vote by proxy.
- 35.5. Irrespective of the number of shares held by a member, no member shall have more than one vote.

35.6. Within fourteen (14) days of the elections, the Honorary Secretary shall forward to the Commissioner the names and addresses of all persons elected.

35.7. A new Committee elected at the General Meeting shall not assume office unless they have submitted their wealth declaration forms within 30 days of being elected and satisfied the requirements of the Act, Rules and these by-laws.

36. THE MANAGEMENT COMMITTEE

36.1. The Committee shall be the governing body of the society elected from the general membership and shall consist of 9 members. It shall include the Chairman, Vice chairman, Treasurer and Secretary all of whom shall be elected by the Committee from amongst the members of the Committee.

36.2. The Management shall hold office for a period of three (3) years with a third (1/3) of the management retiring annually but eligible for re-election. The Chairman and Vice chairman shall retire at the end of the third year and will be eligible for reelection.

36.3. Where the membership of the Committee falls below five (5) the Committee shall co-opt qualified member(s) of the Society into the Committee until the next General Meeting.

37 ELIGIBILITY FOR MEMBERSHIP TO THE MANAGEMENT COMMITTEE

37.1. No person shall be eligible for membership to the Committee of the Society if he/she:

- a. Is not a member of the society?
- b. Is under eighteen years of age
- c. Is unable to read or write.
- d. Receives any remuneration, salary or other payments from the Society saves as in accordance with the Act.
- e. Is a committee member in two other societies?
- f. Lends money on own account
- g. Is an undischarged bankrupt
- h. Is of unsound mind
- i. Has been convicted of any offence involving dishonesty or is sentenced to imprisonment for a term exceeding six months;
- j. Has been convicted of any offence involving under the Act or Rules;
- k. Has any uncleared debt owing to the Society at the end of its financial year other than in respect of a loan granted under the provision of any regulations made under the Acts;
- l. Is a person against whom any amount of money is due under a decree, decision or order or pending recovery under the Act;

38. MANAGEMENT COMMITTEE MEETINGS

- 38.1.** Meeting of the Committee shall be held at least once a month subject to a maximum of 15 meetings in a year. At least 5 of the total number of committee members shall form a quorum for the disposal of business.
- 38.2.** If a member of the committee fails to attend three consecutive meetings without being excused thereon, or otherwise fails to perform her/her duties, the position may be declared vacant and filled as provided for in these by-laws.

39. RECORD OF BUSINESS OF THE MANAGEMENT COMMITTEE

- 39.1.** All business discussed or decided at a Management Committee meeting shall be recorded without erasures and corrections in a Minute Book, which within one week of the meeting, shall be signed by the Chairman of the meeting and at least one other committee member who was present at the meeting, to indicate that in their opinion the minutes are true and complete record of all matters discussed or decided at the meeting.
- 39.2.** the next meeting, after approving any alteration or variations, which shall be written immediately below the above signatures and not as alterations to the original record, the meeting shall, by resolution, authorize its Chairman to sign and date the final record.

40. DUTIES AND POWERS OF THE MANAGEMENT COMMITTEE

- 40.1.** The Committee of the Society shall, subject to any directions from the General Meeting, generally direct the affairs of the Society. Its procedures; powers and duties shall be as prescribed by the Acts, Rules and these by-laws. In particular, it shall:
 - a. Observe in all its transactions the Acts, the Rules, these by-laws and prudent business practices.
 - b. Act upon all applications for membership.
 - c. Make provision for sufficient funds for loans to members
 - d. Ensure that true accurate records and accounts of the Society's money, properties, capital reserves, liabilities, income and expenditure are kept and maintained
 - e. Prepare and develop long term management plans and budgets for presentation at the General Meeting.

- f. Proposed to the General Meeting the amount and kind of surety bond, or other security, which shall be given by the member of the committee or employee having custody of or handling funds or property of the society,
- g. Determine and recommend to the General Meeting the interest rates on loans, the maximum maturities and terms of payment or amortization of loans from time to time and the maximum amount that may be loaned with or without security to any member;
- h. Cause the audited accounts of the Society to be displayed in a conspicuous place at the Society's registered office and branches at least two weeks before presentation of accounts to its members at the General Meeting;
- i. Lay before the General Meeting audited accounts, together with proposals for the disposal of net surplus, if any;
- j. Recommend to the General Meeting the dividend rate to be paid on shares, if any, and interest to be paid on deposits;
- k. Fill through co-option the vacancies occurring in the Committee between General Meetings;
- l. Recommend investments of the Society;
- m. Authorize the conveyance of properties;
- n. Authorize borrowing and lending operations of the Society in accordance to the Acts, Rules and all applicable laws;
- o. Designate a depository or depositories for the funds of the Society;
- p. Employ and fix the remuneration of the employee in accordance with the terms and conditions of services as approved by the Commissioner;
- q. Impose fines as provided for under these by-laws;
- r. Approve transfers of shares;
- s. Supervise the recovery and collection of loans from members and recommend to the General Meeting the write-off of bad debts,
- t. Perform or authorize any actions consistent with the Act, the Rules and these by-laws, unless specifically reserved for the General Meeting;
- u. To provide adequate budget for education and training of members, the committee and staff; and

- v. Perform such other duties as the General Meeting may from time to time direct.
- w. Power to create an ad hoc committee if and when needed provided it shall not deal with matters that affect the day to day management of the Sacco.
- x. Develop mentorship/ succession plans by creating cadres of membership

41. EXPENDITURE

41.1.No expenditure shall be authorized by the Committee unless it is provided for in the estimates formally approved by the General Meeting,

42. DELEGATION TO EMPLOYEES

42.1. The Committee may delegate to any employee of the Society such duties as it deems fit.

42.2. Nothing in (a) above shall absolve the Committee from its responsibility of running the affairs of the society in a proper and businesslike manner.

43. INDEMNITY

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

44. DECLARATION OF WEALTH

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

45. LEGAL STANDARD OF CARE

45.1. In the conduct of the affairs of the Society, the members of the Committee shall exercise the prudence and diligence of ordinary men of business and shall be held jointly sustained through any of their acts, or failure to act, which are contrary to the Acts, the Rules, the By-laws or the directions of the General Meeting.

46. SUSPENSION FROM THE MANAGEMENT COMMITTEE

46.1. The Commissioner may suspend from duty any member of the Committee charged in a court of law with an offence involving fraud or dishonesty pending determination of the matter.

46.2. The majority of the management Committee members may suspend another committee member for:

- a. Failure to disclose vested interests;
- b. Failing to attend three (3) consecutive meetings of the Management Committee without lawful reasons.
- c. Subject to ratification by the General Meeting.

47. REMOVAL FROM THE MANAGEMENT COMMITTEE

47.1. A member of the Committee shall cease to hold office if he/ she:

- a. Ceases to hold qualifications of a Committee member as specified in the Acts, Rules and these by-laws;
- b. Is removed by the Commissioner under the provisions of the Acts;
- c. Is voted out by two-thirds majority of the Society members present and voting at the General Meeting.

48. EXECUTIVE COMMITTEE MEMBERS

48.1. The Chairperson, the Vice-chairman, the Treasurer and the Secretary shall be termed as the "Executive Officers of the Society".

48.2. They shall be elected from amongst the Management Committee members at a meeting of the Management Committee held within seven days after election at the General Meeting.

49. DUTIES OF THE CHAIRPERSON

49.1. The chairperson shall:

- a. Preside at General Meetings, Committee meetings and at the joint Supervisory Committee;
- b. Perform such other duties as may be directed to perform by the Committee, not inconsistent with provisions of the Acts, Rules and these by-laws.

50. THE VICE-CHAIRMAN

50.1. The Vice-chairman shall perform: -

- a. The duties of the Chairman during her/his absence.
- b. Such other duties as may be directed by the Committee.

51. HONORARY SECRETARY

51.1. The duties of the Honorary Secretary are to:

- a) Cause minutes of the General Meetings, Committee meetings and joint meetings between the committee and the supervisory committee to be recorded.
- b) Ensure that notices of meetings are prepared and sent out.
- c) Ensure that the Society's correspondence is promptly and correctly attended to.
- d) Perform such other duties as may be directed by the Committee.

52. TREASURER

52.1. The duties of the Treasurer shall be to:

- a. Generally, manage or cause to be managed the financial affairs of the Society in a competent manner;
- b. Ensure that proper record is kept of all monies received and paid out by the Society, its assets, liabilities, capital reserve and its income and expenses which accords with internationally accepted financial reporting standards;
- c. Ensure the safekeeping of the Society's money, securities and books of accounts;
- d. Ensure that all payments and expenditures are duly authorized;
- e. Ensure that within ten days after closer of each month, a financial statement showing the condition of the Society's finances at the end of the preceding month is prepared and submitted to the Committee for discussion;
- f. Ensure compliance with all directions of the Committee, the Act, the Rules and these by-laws on all financial matters.
- g. Cause to be presented a statement of the ensuing month's cash flow.
- h. Ensure sufficient funds are available for loans to members.
- i. Perform such other duties as may be directed by the Committee.

53. SUB-COMMITTEES

53.1. There shall be Sub-Committees as set out in these By-laws and as the Management Committee may determine from time to time.

- a. Sub-committees shall consist of persons drawn from the committee.
- b. The Committee may delegate to the sub-committee some of its duties under these by-laws and as it deems fit.
- c. These sub-committees shall convene as directed by the Committee.

54. EDUCATION COMMITTEE

54.1. The education shall consist of three members including the Vice-Chairman who shall serve as its Chairman. Its duties shall be:

- a. Organize education programmes for the members, Committee members, staff and the general public.
- b. Ensure that both the Committee members and the staff are well trained and prepared for the tasks they are entrusted with at the Society
- c. Create co-operative awareness to the public.

55. AD HOC COMMITTEE

55.1.The Management Committee shall from time to time constitute an ad hoc committee when and if need arises.

55.2.The ad hoc committee shall have responsibility for carrying out specific objectives to accomplish specific tasks not covered by existing committees. The mandate, duties and time period will be documented and records maintained (minutes). When the task is completed the committee is dismissed.

56. CREDIT COMMITTEE

56.1.The credit committee shall consist of the three members of the committee, none of whom shall be Executive officer. Its duties shall be to:

- a. Hold regular meetings as the business of the society may require, but at least once a month.
- b. Vet loan applicants and their guarantors on their ability to service their credit requirements.
- c. Assist members solve their financial problems
- d. Maintain records of their deliberations on loans to members.
- e. Forward its loan recommendations to the Management committee for approval.

57. SUPERVISORY COMMITTEE

57.1.The Society shall have a Supervisory Committee consisting of three members each elected at the General Meeting for a period of three years and one member of the Supervisory Committee shall retire annually. No person who has been in the Management Committee within two (2) years preceding the date of the anticipated election shall be eligible for membership of the Supervisory Committee.

57.2.The Supervisory committee shall:

- a. Hold quarterly meetings save for joint meetings with the committee.
- b. Have qualifications similar to those of committee members.
- c. Be required to have knowledge of accounts.
- d. Be removed by a resolution of the general meeting.

58. DUTIES OF THE SUPERVISORY COMMITTEE

58.1 The duties of the Supervisory committee shall include:

- a. Counterchecking the effectiveness of the Society's internal control systems through: -
- b. Carrying out investigations as may be necessary for the wellbeing of Society and members in general and verifying the accuracy of the transactions of the Society. Checking if cash and bank accounts are reconciled in good time.
- c. Establishing whether the management of the Society uses managerial tools i.e. budgets, trial balances, economic reports, long term plans, ICT systems and others and thereafter making necessary recommendations to the Management Committee.
- d. Preparation of periodic reports of its findings for presentation to the Management Committee during joint committee meetings and at General Meetings.
- e. Submission of its reports to the Commissioner.

58.2. The supervisory committee shall not perform the duties or exercise any of the powers of the committee.

58.3. The supervisory committee shall be held for any loss incurred due to their negligence in performing their duties.

59. THE MANAGER

59.1. The Manager shall conduct the business of the society subject to overall control of the committee.

60. DUTIES OF THE MANAGER

60.1. The manager shall;

- a. Advise the Committee and other Committees in formulating, preparing, and implementing long term policies and programmes of the Society.
- b. Supervise the work of all staff and ensure that the business of the Society is conducted in a proper manner.
- c. Ensure that proper books of accounts, records and returns are kept and that regular financial, statistical and operational information is prepared and submitted to the Committee and other Committees and also to the Commissioner.
- d. Be responsible for the security of the funds and assets of the Society.
- e. Ensure that all statutory deductions such as National Social Security Fund (NSSF), National Hospital Insurance Fund (NHIF), Pay As You Earn (P.A.Y.E.) etc. are correctly calculated and that all the amounts due and the necessary returns are submitted by the due date.
- f. Ensure that rent, rates, levies and debts due from and to the Society are paid by the due date.

- g. Recommend to the Management Committee the filling of any vacant position or dismissal of any staff member who is not performing her/ her duties properly.
- h. Countersign the Society's cheques, contracts and other documents.
- i. Attend General and Committees meetings as an ex-official member.
- j. Perform such other duties as may be assigned to them by the Committee.

61. BOOKS OF ACCOUNTS AND RECORDS

61.1. The society shall keep up-to date and in a proper businesslike manner such books of accounts and records as stipulated in the Acts and Rules, and-in particular:

61.2. A register of members showing in respect of each member's:

- a. Name, age, date of application for membership, address and occupation
- b. Date of admission to membership
- c. Date of cessation of membership;
- d. Name and particulars of nominees, and
- e. Any other information as may be required by the Society from time to time.

61.3. Minute books giving details of proceedings of Committee, joint Management and Supervisory Committee, Supervisory Committee meetings and all other committee meetings held in accordance with these Bylaws.

61.4. Minute book giving details of proceedings at the General Meetings.

61.5. A cash-book showing the details of all monies received or paid out by the Society.

61.6. A general ledger containing such accounts as is necessary to reflect the business of the Society.

61.7. A personal ledger for each member showing their transactions with the Society.

A register of assets and property. A register of loans to members showing in respect of each loan; the loan number, name of the borrower, the amount borrowed, the Purpose of the loan, the due date of repayments and the date repayments were completed.

61.8. Such other books and records as the management committee may decide or that the Commissioner may prescribe.

62. REGULATIONS

62.1. The Committee may make such regulations, not inconsistent with these Bylaws, as they deem necessary for the conduct of the Society's business. The regulations should be recorded in the minute book posted on to the society's notice board and shall come into force when and as determined by the committee.

62.2. The society shall formulate a code of conduct for good governance in accordance with the regulations

63. AUTHORIZATION TO SIGN DOCUMENTS

63.3. All documents, contracts and cheques shall be signed on behalf of the Society by any three of the 7 signatories as follows:

- a. Chairperson;
- b. Vice-Chairperson;
- c. Secretary;
- d. Treasurer and
- e. Member of management committee

63.3. The Committee may authorize any other officer to sign any of the Society's documents.

64. FINANCIAL YEAR

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

65. DISPOSAL OF SURPLUS FUNDS

65.1. Subject to the Acts, and Rules, the net surplus resulting from operations of the society during any financial year shall be disposed off as follows:

- a. 20% (1/5) of the Surplus funds shall be credited to the Reserve Fund.

65.2. The balance shall be disposed off as decided by the General Meeting for:

- a. Paying dividends and interest in shares and deposits;
- b. Being forwarded to the education fund or any other fund of the society including the appropriations.
- c. Paying into such funds as the Society may maintain;
- d. Paying honorarium Committee Members;
- e. Purchasing property; and
- f. In any Other way approved by the General Meeting

66. LOANS

66.1. The society shall have a loan policy for all its loans that is duly approved by the General Meeting.

- a. Once approved the policy shall be dated and given a unique reference number and signed by the Chairperson, Treasurer, Secretary and the chairperson of the credit committee
- b. Any adjustments made to the policy have to be duly approved by the general meeting and should include a schedule of amendment. The new document will require new reference and signatures of the above officials.
- c. The loan policy shall prescribe:

- i. Loan Application Process
 - ii. Loan Granting Process
 - iii. Security for loans
 - iv. Repayment of loans
- d. All loans shall be approved by the Committee with recommendation from the Credit Subcommittee.
- e. Loans shall only be given for worthy purposes that benefits the borrower.
- f. The rate of interest on loans shall be determined by the General Meeting on recommendation by the Committee.

67. APPLICATION FOR LOANS

67.1. The procedure will be as per current JOWES Loan Policy

68. LOAN GRANTING

68.1. The procedure will be as per current JOWES Loan Policy

69. SECURITY FOR LOANS

69.1. The procedure will be as per current JOWES Loan Policy.

70. REPAYMENT OF LOANS

70.1. The procedure will be as per current JOWES Loan Policy.

71. REFINANCING OF LOANS

71.1. Notices shall be given to all members when the Society intends to refinance loan.

71.2. The refinancing of a loan shall be allowed by the Management Committee only when the Society has satisfied all loan demand and has sufficient funds.

71.3. The re-financed loan shall be treated as new loans and shall be subject to the normal loan approval procedure.

72. LOANS AS AN ITEM OF THE AGENDA

72.1. At every Committee meeting the item "loans" shall appear on the agenda and the Credit committee shall present a list of loans recommended for approval.

72.2. In the meeting, the Treasurer will also present an up-to-date list of delinquent borrowers showing:

- a. Name of borrower
- b. Account number
- c. Date of loan
- d. Unpaid loan balance
- e. Borrower's share balance
- f. Number of months the loan has been defaulted
- g. Security and guarantor/guarantors

72.3. The Management Committee shall take action to collect overdue loans as follows:

72.4. Any disputed loan shall be referred to the tribunal provided that the society shall give a written notice to the borrower on its intention to do so.

72.5. The Management Committee shall make a full report on loans to the General Meeting.

73. CASH RESERVE

73.1. Except as otherwise authorized by the General meeting and approved by the Commissioner, a cash reserve shall be maintained of not less than 10% of the total capital for the specific purpose of meeting requests

74. COMMON SEAL

74.1. The Society shall adopt and use a common seal. The seal shall have an imprint bearing the words "**JOKANYANAMWOMEN EMPOWERMENT SAVING AND CREDIT COOPERATIVE SOCIETY LIMITED**" which shall be different from the ordinary name-stamp of the society.

74.2. The seal shall be kept securely under key and lock by the Manager and be used only in the presence of the officers authorized to sign documents on behalf of the Society.

75. FINES

75.1. For any breach of these by-laws by a member or lawful instructions issued by the Committee and General Meeting, or failing to meet her obligations on time, the member shall be fined an amount not exceeding Ksh. 20,000.00.

76. DISPUTES

76.1. If any dispute concerning the business of the Society arises: -

- 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 Society, its committee or any officer of the society; or
- c. Between the society and any other co-operative society;

If it cannot be determined by the Committee or General Meeting, it shall be referred to the Tribunal. Final appeals from the same shall be taken to the High Court, whose decision shall be final.

77. MISCELLANEOUS

- 77.1.** No Management or Supervisory Committee member shall receive from the Society any payment other than a sitting, travelling and subsistence allowance as well as an honorarium from the net surplus as allowed in these by-laws.
- 77.2.** The Management and Supervisory Committee members and employees of the Society shall hold in the strictest confidence all transactions of the Society with its members
- 77.3.** When any Committee member is disqualified or unable to perform her duties for any reason whatsoever, the Committee may co-opt a member or members of the Society to serve on the committee until the next General Meeting if the number falls below five.
- 77.4.** The Society shall pay an audit and supervision fee of such sums as may be required by the Commissioner.
- 77.5.** No member of the Management or Supervisory Committee shall in any manner participate in the deliberations and determination of any question affecting her financial interest. In the event of any disqualification, the remaining qualified committee members present at the meeting, if constituting a quorum with the disqualified person may exercise, with respect to the matter, all powers of the committee.
- 77.6.** A copy of these by-laws shall be furnished to every member who joins the Society or on request. There will also be available on the website.

78. INSPECTION OF DOCUMENTS

- 78.1.** All books of accounts and other records shall at all times be available for inspection by all members of the management and Supervisory Committee of the society, and to the Commissioner.

78.2. The by-laws of the Society and the registration certificate shall at all times be available for inspection by the Commissioner and the members.

78.3. A list of members excluding details of nominees and shareholdings or loans shall be available for inspection by any member and any other stakeholder upon payment of the prescribed fee.

79. DISSOLUTION





79.1. The society shall be dissolved in accordance with the procedures set forth in the Acts and Rules.

80. AMENDMENT OF BY-LAWS

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

81. ACCEPTANCE

We the undersigned Executive officers of **JOKANYANAM WOMEN EMPOWERMENT SAVINGS AND CREDIT COOPERATIVE SOCIETY LIMITED** named herein do hereby accept these by laws for and on behalf of the society.

TITLE	NAME	ID NUMBER	SIGNATURE
CHAIRMAN	ACHIENG MACKONYA		
VICE CHAIRMAN	JACQUELINE OUMA		
HON SECRETARY	ROSE NYAMORI		
TREASURER	MILLICENT ODHIAMBO		

OFFICIAL CERTIFICATION

I CERTIFY that the foregoing by-laws of the **JokaNyanam Women Empowerment Savings and Credit Co-operative Society Limited** have been approved and duly registered.

Given under my hand at Nairobi this 3rd Day of OCTOBER 2022...



DAVID K. OBONYO

COMMISSIONER FOR CO-OPERATIVE DEVELOPMENT

FORM III

THE COOPERATIVE SOCIETIES ACT

CERTIFICATE OF AMENDMENT OF BY-LAWS.

We ACHENG MACKONTA & ROSE NIAMORI
Chairman and secretary of *JOKANTANAM WOMEN EMPOWERMENT
Cooperative society limited hereby certify-

- (i) that the enclosed amendment for the by-laws was made at a general meeting held on 18TH JANUARY 2022
- (ii) That on the date there were 85 members' voted society of whom 85 were present in the meeting.
- (iii) Thatmembers voted for the amendment
- (iv) That proper notice of the meeting and the proposed amendment were issued to all members of the society.

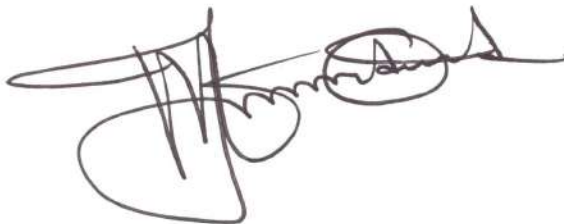
** (v) that a voting paper was duly issued to every member.

*** (vi) that the amendment has received the prior approval of the commissioner for co-operative development.

A Mackanta
Chairman

Date 16/03/2022

Achenyi
Secretary



APPROVED
DAVID K. OBONTO
COMMISSIONER FOR CO-OPERATIVE DEVELOPMENT

31/10/2022

* Insert name of the society
 ** To be deleted in all cases except those in which voting papers have been used by a society of limited liability
 *** Delete if not applicable



SCHEDULE OF AMENDMENT

OLD BYLAW	AMENDMENT
<p>1 Except when convened by the Commissioner, the presence of at least 10% of the total membership - shall constitute a quorum for the conduct of business at the General Meeting. When quorum is not attained the chairman adjourns the meeting and fixes a date for another meeting within one month, which shall be advertised as prescribed in these by-laws. If a quorum is again not attained, the chairman shall declare the meeting open with those present one hour after the advertised convened by the Commissioner, the presence of at least 10% of the total membership, whichever is less, shall constitute a quorum for the conduct of business at the General Meeting. When a quorum is not attained the chairman shall adjourn the meeting and fix a date for another meeting within one month, which shall be advertised as prescribed in these by laws. If a quorum is again not attained, the chairman shall declare the meeting open with those present one hour after the time of the meeting</p>	<p>Except when convened by the Commissioner, the presence of at least 10% of the total active membership or 30 members, whichever is less - shall constitute a quorum for the conduct of business at the General Meeting: conduct of business at the General Meeting. within one month, which shall be advertised as prescribed in these by laws. If a quorum is again not attained, the chairman shall declare the meeting open with those present 15-minute after the time of the meeting</p>
<p>2 The society shall have a loan policy for all its loans that is duly approved by the General Meeting.</p>	<p>The society shall have a loan policy for all its loans that is duly approved by the General Meeting. 1) Once approved the policy shall be dated and given an unique reference number and signed by the Chairlady, Treasurer, Secretary and the chair of the credit committee 2) Any adjustments made to the policy have to be duly approved by the general meeting and should include a</p>

	<p>schedule of amendment will warrant a new document which require new reference and signatures of the above officials</p> <p>3)The loan policy shall prescribe</p> <p>A)Loan Application Process</p> <p>B) Loan Granting process</p> <p>C) Security for Loans</p> <p>D)Repayment of loans</p>
<p>3 APPLICATION FOR LOANS a. All Loans shall be applied for on forms "FORM JWS 0003 as set out in the First schedule of these bylaws provided by the society and online through member portal. b. The Loan application in each case shall set forth the amount applied for, the purpose for which the loan is desired, the terms of repayment, the security if any, and such other information as the Management Committee may require. c. All applications for loans and reports thereon shall be filed as permanent records of the society.</p>	<p>Application for loans: The procedure will be as per current JOWES Loan Policy</p>
<p>4 a. Loans shall be granted by the Committee in respect to the credit limit approved by the General Meeting. b. No loan shall be granted except for a specified and approved purpose, for a definite period and at a fixed rate of interest. c. No loan shall be made to any member in excess of 5% of the Society's total share capital and reserves. e) Loans shall be granted to Executive officers, employees of the society who are members only if: i) The loan is in accordance with these by-laws and is not on terms more favorable than those extended to other borrowers; ii) The loan is approved by the Credit committee and thereafter by the Committee. iii) The applicant takes no part in the consideration of his application at either credit or committee meeting.</p>	<p>Loan Granting: The procedure will be as per current JOWES Loan Policy</p>
<p>5 The Credit committee shall require the member to give the following securities for loans: a. The shares and deposits of a member. b. The shares and deposits of guarantor(s) c. Any other as it may consider necessary. 24 d. Provided that: i. The committee shall not accept as guarantor, a member who has taken a loan and has already</p>	<p>Security for Loans: The procedure will be as per current JOWES Loan Policy</p>

<p>guaranteed three loans. ii. No member of the Management and Supervisory Committee shall act as endorser or guarantor for borrowers from the Society, iii. A borrower may apply to the Management Committee for change of guarantors.</p>	
<p>6 REPAYMENT OF LOANS a. Loans shall be repaid according to the terms in the loan application form. However, a borrower may, on any day on which the Society is open for business, repay his loan in whole or in part prior to its maturity, subject to approval of the Management Committee. b. Any request for extension of time in which to pay, shall be accepted by the Committee only in exceptional circumstances; provided such extension shall not result in financial losses to the Society. Any extension so granted shall be treated as a new loan and an extension agreement shall be executed and signed.</p>	<p>Repayment of loans : The procedure will be as per current JOWES Loan Policy</p>

JOKANYANAM WOMEN EMPOWERMENT SACCO (JOWES)

Special General Meeting

Sunday January 16, 2022

You will be required to register with your email and member number

Agenda

- 1. Bylaws for amendment
- 2. Loan Policy for adoption
- 3. Any Other Business

Time: 4:00 pm Kenya
8:00 am EST
5:00 am PST

1:00 pm UK
7:00 am CST
12:00 am AUS

2 :00 pm Norway
2:00 pm Germany
3:00 pm South Africa



#Kanyakla Wanyalo