



THE BY-LAWS
OF
STIMA DEPOSIT TAKING SAVINGS AND CREDIT CO-OPERATIVE SOCIETY
LIMITED

(AMENDED MARCH 2017)

TABLE OF CONTENTS

PART I – PRELIMINARY	4
NAME AND AREA OF OPERATION	4
REGISTERED OFFICE AND POSTAL ADDRESS	4
DEFINITIONS AND INTERPRETATION	4
PART II-OBJECTS OF THE SOCIETY	6
VISION	6
MISSION	6
OBJECTS	6
CO-OPERATIVE PRINCIPLES.....	7
8. (1) THE SOCIETY MAY:—.....	7
PART III - MEMBERSHIP.....	8
MEMBERSHIP ELIGIBILITY	8
MEMBERSHIP QUALIFICATIONS.....	8
MEMBERSHIP ADMISSION	8
REFUSAL OF MEMBERSHIP.....	8
MEMBERSHIP RIGHTS	8
MEMBERS’ OBLIGATIONS	9
PENALTIES	9
APPOINTMENT OF NOMINEES	10
VOLUNTARY WITHDRAWAL	10
TERMINATION OF MEMBERSHIP	10
SUSPENSION AND EXPULSION	10
PART IV-SHARE CAPITAL AND DEPOSITS	11
SHARES.....	11
DEPOSITS.....	11
LIABILITY OF MEMBERS.....	11
PART V -FUNDS OF THE SOCIETY.....	11
SOCIETY FUNDS.....	11
APPLICATION OF SOCIETY FUNDS	12
POWERS TO BORROW AND CREATION OF A CHARGE.....	12
BUDGET AND INVESTMENTS.....	12
RESERVES	12
PART VI - DISTRIBUTION OF SURPLUS.....	12
DISPOSAL OF SURPLUS.....	12
PART VII – GOVERNANCE OF THE SOCIETY	13
GOVERNANCE STRUCTURE	13
ELECTORAL ZONE, AREA SERVICE CENTRES AND BRANCHES	13
ESTABLISHMENT OF ELECTORAL ZONES	13
ELECTIONS OF DELEGATES	13
DUTIES AND RESPONSIBILITIES OF DELEGATES.....	14
ANNUAL GENERAL MEETING	15
SPECIAL GENERAL MEETING	15

BY-LAWS OF STIMA DT SAVINGS AND CREDIT CO-OPERATIVE SOCIETY LIMITED

QUORUM	15
CHAIRING MEETINGS	16
POWERS AND DUTIES OF THE ANNUAL GENERAL MEETING.....	16
MINUTES OF THE GENERAL MEETING.....	16
PART VIII – BOARD OF DIRECTORS AND COMMITTEES	17
COMPOSITION AND MEETINGS	17
CONDUCT OF BUSINESS	17
ELECTION OF BOARD MEMBERS	17
FUNCTIONS AND DUTIES OF THE BOARD OF DIRECTORS.....	18
NOMINATION COMMITTEE.....	19
LEGAL STANDARDS OF CARE, INDEMNITY AND DECLARATION OF WEALTH.....	19
CODE OF CONDUCT, CONFLICT OF INTEREST AND CONFIDENTIALITY	20
RECORDS OF BOARD MEETINGS	20
BOARD COMMITTEES.....	20
VACATION OF OFFICE BY A BOARD MEMBER.....	21
SUSPENSION FROM OFFICE.....	21
SUPERVISORY COMMITTEE	21
PART IX – SACCO SOCIETY CHIEF EXECUTIVE OFFICER	22
CHIEF EXECUTIVE OFFICER	22
PART X – POLICIES AND PROCEDURES OF THE SOCIETY	23
GUIDING PRINCIPLES.....	23
PART XI – ACCOUNTS AND RECORDS	23
BOOKS AND RECORDS	23
AUDIT	23
FINANCIAL YEAR.....	23
PART XII – SIGNATORIES FOR THE SOCIETY	23
AUTHORISATION TO SIGN DOCUMENTS.....	23
COMMON SEAL.....	23
PART XIII – MISCELLANEOUS	23
DISPUTES.....	23
AMALGAMATION AND ACQUISITION	24
AMENDMENT AND AVAILABILITY OF BY-LAWS.....	24
ACCEPTANCE.....	24

PART I – PRELIMINARY

NAME AND AREA OF OPERATION

1. The name of the Society is Stima DT Savings and Credit Co-operative Society Limited in these By-laws referred to as the "the Society", and the area of operation shall be primarily within the Republic of Kenya and any other place that the Kenyan law may allow.

REGISTERED OFFICE AND POSTAL ADDRESS

2. (a) The registered office of the Society shall be Stima Sacco Plaza, Mushembi Road, Parklands, Nairobi. P.O. Box 75629, Nairobi 00200, Kenya.

(b) Any change of address of the Society shall be furnished to the Commissioner for Co-operative Development, (hereinafter referred to as "the Commissioner"), the Sacco Societies Regulatory Authority (hereinafter referred to as "the Authority") and to the members of the Society within 30 days of such change.

DEFINITIONS AND INTERPRETATION

3. (1) In these By-laws, unless the context otherwise requires,

'Alpha deposits' or 'Non-withdrawable Deposits' means the deposits that are withdrawable only upon the resignation of a member;

'Annual General Meeting' means an annual general meeting held once every calendar year and shall be the Annual Delegates Meeting of the Society;

'Apex Society' means a Society formed at the national level by the cooperative movement and registered under the Co-operative Societies Act to promote cooperative development and represent the interests of co-operative societies locally and internationally;

'Area Service Centre' means an approved place with designated officials from where members of one or several electoral zones may access loans and other authorized services;

'Authority' means the Sacco Societies Regulatory Authority (SASRA) established under section 4 of the Sacco Societies Act;

'Board of Directors' or 'the Board' means the governing body of the Society to which the management of its affairs is entrusted;

'Board and Governance Charter' refers to the Society document that sets out the authority, responsibilities, membership and operations of the various arms of governance of the Society;

'Branch' means a retail and physical location, other than the headquarters from where the Society offers a wide variety of face-to-face and automated financial services to members;

'Branch official' means elected delegate who shall either serve as the Chairman, Vice-Chairman, Treasurer, Secretary or member of a designated electoral region for defined administrative purposes;

'Capital' means the permanent members' equity in the form of common stock and includes all disclosed reserves, retained earnings, grants or donations;

'Chief Executive Officer' or 'CEO' refers to the Chief Executive Officer of the Society;

'Common Bond' shall mean any unifying factors that bring the members together. In this context, it shall include individuals or organizations approved by a General Meeting;

'Co-operative Act' refers to the Co-operative Societies Act, Chapter 490 of the Laws of Kenya;

'Commissioner' means the Commissioner for Co-operative Development and Marketing appointed under Section 3 of the Co-operative Societies Act, and includes any person on whom any of the powers of the Commissioner have been conferred in accordance with the Act;

'Delegate' means members' representative elected in accordance with these By-laws;

BY-LAWS OF STIMA DT SAVINGS AND CREDIT CO-OPERATIVE SOCIETY LIMITED

‘Deposits’ means a sum of money received or paid on terms under which it shall be repaid, with or without interests or a premium, and either on demand or at a time or in circumstances agreed by or on behalf of the member making the payment and the Society;

‘Dispute’ means a dispute within the meaning of Section 76 of the Co-operatives Societies Act;

‘Dividends’ means the share of the Society’s surplus allocated to members or an amount of the profit the Society pays to its shareholders;

‘DT’ means Deposit Taking;

‘Electoral Zone’ means a cluster of members in a certain location eligible for representation by a delegate in accordance with these By-laws;

‘Energy sector’ means companies involved in the electricity and power business and includes former employees of these organizations;

‘General Meeting’ means Annual General Meeting or Special General Meeting of the Society and shall be the Annual Delegates Meeting or Special Delegates Meeting of the Society;

‘Head Office’ means the registered office of the Society;

‘Investment’ means the acquisition by own or borrowed funds of long term assets, intended for promotion of the economic interest of the Co-operative member”;

‘Management’ refers to person(s) who are appointed to positions of responsibility and are in charge of the day-to-day running of the Society;

‘Member in good standing’ means a member who is current in his or her loan repayments and required contributions to the Society and has not in any way acted in a manner which is potentially damaging to the Society and has fully complied with its policies and rules;

‘Member’ means a person admitted to the membership in accordance with these By-laws and the Society’s Membership Policy;

‘Minors’ means persons under the age of 18 years but who may be eligible to benefit from some of the products and services of the Society;

‘NACO’ means national co-operative organization;

‘Nairobi region’ means Nairobi County, the metropolis and areas within a radius of 45 kilometres from the Central Business District;

‘Net Surplus’ means the amount of income in excess of expenses of the Society. It is the amount computed before any allocation is made for members’ dividends and/or interest to be paid on shares;

‘Nominee’ means a person appointed by a member in accordance with clause 16 of these By-Laws;

‘Officer’ means a Director or any other person holding a designated title, who carries out or is empowered to carry out functions relating to the overall direction of the Society or takes part in the general management thereof;

‘Original member’ means the promoters of the Society, that is the members who were present at the time of registration of the Society;

‘Post secondary level’ means any other nationally recognised form of education and training qualification attained beyond the ordinary level of education;

‘Regulations’ means the regulations formulated by the minister in charge of co-operative development, and includes the Sacco Societies (Deposit-taking Sacco Business) Regulations, 2010;

‘Rules’ mean the rules made by the minister in charge of co-operative development and include the Co-operative Societies Rules, 2004;

‘Region’ means the broadly defined clusters from which delegates shall be drawn and includes Nairobi, North Rift, Central Rift, Western, Coast, North Eastern , Mt. Kenya and any other that may be designated;

‘Sacco Act’ means the Sacco Societies Act, No. 14 of 2008;

‘Sacco’ means Savings and Credit Cooperative Society;

‘Satellite office’ means a central place or other approved offices from where members of an area electoral zone may access loans and other authorized services;

BY-LAWS OF STIMA DT SAVINGS AND CREDIT CO-OPERATIVE SOCIETY LIMITED

'Share' means the amount representing a member's portion in the equity of the Society as a co-owner;

'Special General Meeting' means any general meeting of the Society which is not an Annual General Meeting;

'Special Resolution' means a resolution passed by at least two thirds of the members present and voting at a general meeting of the Society;

'Supervisory Committee' means an oversight committee elected at a general meeting and in accordance with these By-laws;

'Subsidiary' means any organization that is wholly or partly owned by Stima DT Sacco;

'The Society' means Stima DT Savings and Credit Co-operative Society Limited;

'Tribunal' means the Co-operative Tribunal established under Section 77 of the Co-operative Societies Act;

'Withdrawable Savings' or 'Savings' means deposits payable on demand; and

'Youth' means a person of between the age of 18 and 35 years.

(2) Any questions or dispute concerning the interpretation of these By-laws or any matter not provided for therein, errors and omissions, shall be referred to the Tribunal.

PART II-OBJECTS OF THE SOCIETY

VISION

4. To redefine financial wellness

MISSION

5. Empowering members for life

OBJECTS

6 (1) The objects of the Sacco are to:-

(a) promote thrift among its members by affording them an opportunity for accumulating their savings;

(b) create a source of funds from which members can borrow at reasonable interest rates;

(c) provide an opportunity for each of its members to improve their respective economic and social conditions;

(d) provide members with credit for purposes of providence, production or both;

(e) offer complementary savings and credit services and other financial products and services to the members in response to their needs and preferences;

(f) ensure safety and soundness of the members' funds through appropriate insurance or risk management programmes;

(g) ensure the progress of its members by educating them continuously on the proper use of financial products and services;

(h) provide suitable office facilities for the conduct of the Society business at the head office and branches through construction or renting of the premises;

(i) purchase, take on lease or in exchange, hire or otherwise acquire any movable or immovable property of any kind of any interest therein any rights or privileges which the Board of the Sacco Society may think necessary and where appropriate with the approval of the General Meeting;

(j) acquire and undertake the whole or any part of business, assets and liabilities of any person or organization carrying on or proposing to carry on any business which the Society is authorized to carry on or which can be carried on in conjunction with any business of the Society;

BY-LAWS OF STIMA DT SAVINGS AND CREDIT CO-OPERATIVE SOCIETY LIMITED

(k) amalgamate, acquire, enter into partnership or into any arrangement for sharing of profits, union of interests, co-operation, joint venture, reciprocal concession, with any person or Society carrying on or engaged in or about to carry on or engage in the business or transaction which the Society is authorized to carry or engage in or can be carried on in conjunction with any business of the Society or which is capable of being conducted so as to benefit the Society, either directly or indirectly;

(l) borrow money or receive money on deposit either with or without security or secured by debentures, mortgages or other security charged on the undertaking or on any of the assets of the Society;

(m) promote members' socio-economic status in collaboration with the relevant National and County Government, departments, private agencies and the stakeholders;

(n) promote sound corporate governance, prudential and international accounting standards in line with the Sacco Regulations;

(o) co-operate with other co-operatives and affiliate to apex and national cooperative organizations, local organizations and any other such apex, national or international organizations and development partners in order to promote members' interest; and

(p) perform the functions and exercise the power designated for savings and credit cooperative societies under the applicable law for the benefit of the members.

(2) For effective discharge of its functions under these By-laws, the Society may do all acts as may be permissible under the Constitution, Co-operative Societies Act, the Sacco Societies Act or any other relevant written laws. Provided that attention shall be paid to matters that require the approval of the General Meeting or the Board of Directors.

CO-OPERATIVE PRINCIPLES

7. (1) The principles upon which this Sacco Society is established are:—

- (a) voluntary and open membership;
- (b) democratic member control;
- (c) economic participation by members;
- (d) autonomy and independence;
- (e) education, training and information;
- (f) co-operation among cooperatives; and
- (g) concern for community in general.

(2) The Board of Directors and Management shall provide timely information, promote co-operation and understanding amongst members and with other co-operative institutions locally, nationally and internationally.

COLLABORATION, PARTNERSHIPS AND SUBSIDIARIES

8. (1) The Society may:—

- (a) become a member of any national or international organisation that may best serve its interests;
- (b) enter into partnerships with organisations, institutions and such other service providers approved by the Board of Directors;
- (c) form or participate in such subsidiaries as may be of benefit to its members;
- (d) participate in the credit information sharing mechanism as permitted by law;
- (e) recognise the fact that such membership and partnerships are vital for the safety of its transactions and in the interest of its members.

(2) Notwithstanding the provisions of paragraph 8(b) and (c) and in order to form subsidiaries, the Board of Directors shall seek the approval of the General Meeting.

BY-LAWS OF STIMA DT SAVINGS AND CREDIT CO-OPERATIVE SOCIETY LIMITED

(3) Subject to Sub-section (2), the Society may invest in any other identifiable means by forming subsidiaries wholly owned or controlled by the Society.

PART III - MEMBERSHIP

MEMBERSHIP ELIGIBILITY

9. The following persons, institutions or groups shall be eligible for membership of the Society:—

(a) The original members who signed the application for registration, provided that they comply with the provisions of these By-laws.

(b) such persons, institutions and groups that may be admitted into the membership of the Society upon fulfilling such conditions as prescribed in these By-laws and the Membership Policy, including but not limited to being members of energy and allied sector employees; public sector employees; private sector employees; energy consumers; business community; body corporate registered in the area of operation; or Kenyans living in the diaspora.

MEMBERSHIP QUALIFICATIONS

10. An eligible person may be admitted into the membership of the Society if he or she possesses the following qualifications—

(a) is within the field of membership prescribed in section 9 of these By-laws;

(b) is at least eighteen (18) years of age, if a natural person;

(c) is not directly involved in money lending, provided that this provision shall not apply to legitimately registered entities formed for that purpose;

(d) is not carrying out such activities detrimental to the objectives of the Society;

(e) is of good character;

(f) has regular income from employment, business or trade or any other legitimate source; and

(g) has accepted the objectives of the Society, the obligations of members and other conditions as stated in these By-laws and Membership Policy.

MEMBERSHIP ADMISSION

11. (a) An applicant admitted into membership of the Society, shall not qualify for the rights and privileges of membership until he or she has paid the prescribed entrance fee and such minimum shares and deposits as may be provided for in the Membership Policy.

(b) The names of the admitted member shall be entered into a Members' Register.

REFUSAL OF MEMBERSHIP

12. (a) The Board of Directors may refuse membership of any applicant by giving him or her reason(s) for the refusal in writing, provided the person whose membership has been refused, if aggrieved by the decision, shall have the right to appeal to the next General Meeting through a delegate.

(b) Any such appeal must be supported by at least 5% of the delegates and upon payment of a fee as may be prescribed in the Membership Policy.

(c) The decision of the General Meeting on the matter shall be final.

MEMBERSHIP RIGHTS

13. (1) Subject to these By-laws, policies, standards, values and procedures, a member shall have the right to use the Society's services and exercise the rights established under the Co-operative Societies Act and these By-laws.

BY-LAWS OF STIMA DT SAVINGS AND CREDIT CO-OPERATIVE SOCIETY LIMITED

- (2) Without prejudice to the provisions of Sub-section (1), a member shall have the right to:-
- (a) be facilitated to receive, periodically and regularly, or upon request, and at least once a year, a statement of accounts containing the individualised record of his or her credit and debit transactions;
 - (b) attend and participate in elections within the electoral zone whereby each member shall have one vote irrespective of his/her total shareholding;
 - (c) elect a delegate to represent him or her in the General Meetings;
 - (d) elect or be elected as an officer of the Society, unless otherwise prohibited by any other law or these By-laws;
 - (e) patronize the Society's services according to the policies and procedures;
 - (f) submit projects or initiatives to the Board for the improvement of the Society's services;
 - (g) appoint a nominee;
 - (h) participate in the sharing of the Society's surpluses;
 - (i) access all legitimate information relating to the Society, including internal regulations, registers, minutes of the General Meetings, Supervisory Committee reports, annual accounts and inventories, investigation reports, at the registered office of the Society, subject to the Society's policies and regulations in force at the time;
 - (j) vote on all matters put before the electoral zone; and
 - (k) enjoy such other rights as prescribed by the Co-operative Societies Act and the Rules.
- (3) A member is entitled to the enjoyment of the rights stipulated under Sub-section (2) if such a member is in good standing with the Society and has attained the minimum prescribed shares and deposits.

MEMBERS' OBLIGATIONS

14. In accordance with the Co-operative Societies Act, a member of the Society is obliged to:—
- (a) be faithful and honest in all their dealings with the Society;
 - (b) observe the law, rules, these By-laws and the code of conduct and ethics of the Society, when transacting any business with the Society;
 - (c) refrain from engaging in the business of money lending in competition with the Society;
 - (d) protect the image of the Society and avoid acts that can injure the reputation of the Society;
 - (e) pay his or her debt obligations to the Society without fail and save regularly with the Society;
 - (f) seek cooperative education to improve their awareness and enlightenment on cooperative matters;
 - (g) attend meetings and education forums and take part in decision-making;
 - (h) inform the Chief Executive Officer in writing of change of their electoral zone whenever they occur;
 - (i) market the Society and encourage non-members to join the Society;
 - (j) identify problems affecting the Society and suggest solutions;
 - (k) participate in the Society's projects, both physically and financially;
 - (l) make use of the services of the Society as stated in its objects; and
 - (m) comply with these By-laws, the Co-operative Societies Act, the Sacco Societies Act, Rules, Regulations and resolutions of General Meetings.

PENALTIES

15. (a) A member who willfully acts in violation of these by-laws, policies or regulations made thereunder, shall be liable to a fine not exceeding Kenya shillings twenty thousand (Kshs. 20,000/-) for the violation.
- (b) The Board of Directors of the Society shall have powers to hear and determine matters relating to any alleged violation of these By-laws.

BY-LAWS OF STIMA DT SAVINGS AND CREDIT CO-OPERATIVE SOCIETY LIMITED

(c) Any member aggrieved by the decision of the Board may appeal to the General Meeting, whose decision through voting by majority, shall be final, provided that this provision shall not prejudice a member's right to refer the matter to the Tribunal, if the issue constitutes a dispute.

APPOINTMENT OF NOMINEES

16. (a) Every member shall nominate one or more persons in order of priority to whom upon death or permanent disability, his or her deposits or any other interest in the Society shall be transferred in accordance with the Co-operative Societies Act. Provided that a member who has not appointed a nominee shall have his or her interest dealt with in accordance with the Law of Succession Act, Chapter 160 of the Laws of Kenya.

(b) Where a nominee predeceases a member, the member shall be at liberty to appoint another nominee(s). Members shall be at liberty to change their nominees even before death of the first nominee at any time they desire.

(c) Appointment of a nominee by a member shall be in writing and signed by the member.

(d) The details pertaining to the administration and payment of nominees shall be provided for in the Membership Policy.

VOLUNTARY WITHDRAWAL

17. (a) A member with no liability or outstanding obligations on their accounts and no outstanding collaterals or guarantees for other members' loans may at any time withdraw from membership without losing vested rights.

(b) The withdrawing member shall give a written notice of at least a sixty days, following which the Society shall refund the members' deposits after settling any outstanding liability the member may have with the Society.

(c) Payments arising out of withdrawal, termination or expulsion from membership shall be governed by the Membership Policy.

(d) A member who is withdrawing his or her membership from the Society shall pay to the Society a withdrawal fee from his or her deposits as may be prescribed in the Membership Policy.

TERMINATION OF MEMBERSHIP

18. Membership in the Society shall be terminated upon:-

(a) voluntary resignation by the member;

(b) death of the member;

(c) expulsion from membership;

(d) being certified insane by a qualified medical practitioner;

(e) being declared bankrupt by a court of law;

(f) committing fraud or acts of dishonesty;

(h) ceasing to hold the eligibility qualifications for membership as prescribed in in these By-laws;

(i) withdrawal of all deposits or transfer of all shares by the member; or

(g) acting contrary to the relevant provisions of the Co-operative Societies Act, the Sacco Societies Act and these By-laws;

SUSPENSION AND EXPULSION

19. (1) The Board of Directors may, subject to expulsion by the General Meeting, suspend a member who fails to meet the requirements stated in the Rules, these By-laws and for any other reason approved by the General Meeting and as may be contained in the Society's Membership Policy.

BY-LAWS OF STIMA DT SAVINGS AND CREDIT CO-OPERATIVE SOCIETY LIMITED

(2) A member so expelled by the Board, shall have the right to appeal at the next General Meeting, provided the notice and grounds of such appeal have been filed with the Honorary Secretary not later than 30 days before the date of the General meeting.

(3) A member so suspended or expelled loses his or her voting rights and cannot attend Society meetings, unless invited by the Honorary Secretary in writing.

(4) The decision of the General Meeting on such expulsion shall be final, provided that such a member shall have the right to appeal to the Tribunal if the issue constitutes a dispute.

PART IV-SHARE CAPITAL AND DEPOSITS

SHARES

20. (1) The Society shall maintain a capital adequacy as required by the Regulations.

(2) Despite the provision of Sub-section (1), the nominal value of each share shall be Kshs.500/= and every member shall hold at least one share in the Society, subject to the minimum shares as shall be stipulated in the Membership Policy, Savings Policy and Capitalization Policy, and no member shall hold more than a fifth of the total shares of the Society.

(3) With the approval of the Board of Directors, a member may at any time transfer his or her shares to another member.

(4) All transfers must be registered with the Chief Executive Officer, and no transfer shall be valid unless so registered and payment of fees made as may be prescribed.

DEPOSITS

21. (1) There shall be withdrawable and non-withdrawable deposits as may be prescribed in the Society's Savings Policy.

(2) Non-withdrawable deposits shall attract interest at a rate as may be determined in a General Meeting subject to the regulatory requirements and the recommendations of the Board of Directors.

LIABILITY OF MEMBERS

22. (a) The liability of a member shall be limited to the nominal value of their shares.

(b) The estate of a deceased member shall be liable for the debts owed to the Society as they existed at the time of his death, unless otherwise covered under any other existing scheme in the Society.

PART V -FUNDS OF THE SOCIETY

SOCIETY FUNDS

23. The funds of the Society shall consist of—

- (a) entrance fees as shall be provided for in the Membership Policy;
- (b) an unlimited number of shares of Kshs.500/= each;
- (c) contributions from members or non-members;
- (d) a reserve fund as required by the Co-operative Societies Act and such other reserves as may be established with the approval of the Board of Directors;
- (e) any surplus resulting from operations of the Society;
- (f) withdrawable and non-withdrawable deposits; and
- (g) funds obtained from other lawful miscellaneous sources.

APPLICATION OF SOCIETY FUNDS

24. The funds of the Society shall be applied for the promotion of the stated objects and purposes of the Society as set forth in these By-laws and as determined or approved by the General Meeting and guided by the Society's policies.

POWERS TO BORROW AND CREATION OF A CHARGE

25 (a) The Society may borrow from non-members, subject to the maximum amount determined by the General Meeting, and approved by the Commissioner .

(b) For the necessary security of any loans accepted by the Society under paragraph 25(a), the Society may grant a charge over its assets.

BUDGET AND INVESTMENTS

26 (a) The Society's expenditures shall be within the budgetary allocations and limits approved by the General Meeting.

(b) The Society shall have a written Investment Policy consistent with the relevant provisions of the Co-operative Societies Act, the Sacco Societies Act, Regulations and any other applicable laws.

(c) The broad guidelines provided in the Investment Policy shall be presented to the General Meeting for approval.

RESERVES

27 (a) Subject to the provisions of the Co-operative Societies Act and approval of the Board, the Society shall set aside to the Reserve Fund a minimum of one-fifth of its net surplus resulting from the operations during the financial year.

(b) The Reserve Fund of the Society shall be invested or deposited in the manner provided for in the Co-operative Societies Act.

PART VI - DISTRIBUTION OF SURPLUS

DISPOSAL OF SURPLUS

28. Subject to the Co-operative Societies Act, the Sacco Societies Act, the Rules and Regulations, and approval by the general meeting, the net surplus resulting from the operations of the Society during any financial year shall be disposed of as follows:-

(a) At least one-fifth (20 per cent) of the net surplus shall be credited to the Reserve Fund in accordance with Section 27 of these By-laws;

(b) The balance may be disposed of as the Board may decide and approved by the Annual General Meeting, including but not limited to:

(i) paying dividend on shares at a rate recommended by the Board of Directors and approved by the Annual General Meeting;

(ii) paying honoraria to officers of the Society as may be approved by the Annual General Meeting;

(iii) being carried forward to a general reserve, including the appropriations account;

(iv) applying a specified amount to any charitable purpose as may be recommended by the General meeting and the Board of Directors ; and

(v) in any other way as may be determined by the Annual General Meeting.

(c) The payment of dividends and interest on deposits shall be governed by the Society's Dividends Policy; and

(d) Payment of interest on deposits shall be based on the terms and conditions provided in the Societys Savings Policy.

PART VII – GOVERNANCE OF THE SOCIETY

GOVERNANCE STRUCTURE

29 (a) The Governance structure of the Society shall comprise the General Meeting that has the overall control of the Society, the Board and staff.

(b) The members of an electoral zone shall elect their delegate(s) who shall constitute the General Meeting, provided that in the interest of maintaining the operations of the Society, the Board of Directors may delegate authority to Branch Officials or appoint Area Service Centre officials to provide loans and other services at designated Branches and Area Service Centres.

(c) The duties and responsibilities of the various Governance structures shall be as stipulated in the Human Resource Policy and Board and Governance Charter.

ELECTORAL ZONE, AREA SERVICE CENTRES AND BRANCHES

30. (a) The Society shall have as many electoral zones, Area Service Centres, branches and Branch officials as may be approved by the Board of Directors from time to time in accordance with the electoral policy and Branch policy.

(b) The members of each electoral zone shall be represented by such number of delegates as provided for in these By-laws and elected in accordance with the Electoral Policy.

(c) Branches shall offer all services as may be offered by the headquarters and in line with the Society's operational policies and procedures.

(d) Every member shall belong to one electoral zone, provided that a member may be served at the head office or any branch office in line with the Society policies.

(e) The functions of Branch Officials and Area Service Centre officials shall be as provided in the Board and Governance Charter.

ESTABLISHMENT OF ELECTORAL ZONES

31 (a) The Board shall establish such number of electoral zones and review them regularly as may be recommended by the management and approved in the General Meeting.

(b) The review of the electoral zones referred to in paragraph (a) shall take into account the geographical location of the members, number of members, category of memberships and the consolidated shares and deposits of members in a given area.

(c) Each electoral zone shall have at least one delegate or such number of delegates as may be approved by the Board of Directors

ELECTIONS OF DELEGATES

32 (1) The Society shall operate under a delegate mode of representation and the elections shall be guided by the Electoral Policy. The total number of delegates shall not exceed 350. Provided that any changes in the number of delegates shall be approved by the General Meeting.

(2) To facilitate services to members countrywide, the Board shall establish electoral zones and circulate or cause to be circulated a list of such electoral zones to all members for their information.

BY-LAWS OF STIMA DT SAVINGS AND CREDIT CO-OPERATIVE SOCIETY LIMITED

(3) Every member shall belong to one electoral zone, based on his or her place of employment or business, from which he/she will participate in elections and it shall be the member's responsibility to inform the Board of any change of electoral zone.

(4) The term of the delegates shall be three years and they may be eligible for a re-election for further terms as may be determined by members in an electoral zone.

(5) The election of delegates from the non-salaried, non-energy sector employees or diaspora shall be as provided for in the Electoral policy and may comprise of a conglomeration of members from an electoral zone or electoral region depending on such criteria as the number of organizations, members, share capital, deposits and patronage.

(6) Before attending or voting at a general meeting, delegates shall be required to produce evidence of their membership and eligibility as delegates.

(7) A member shall be eligible or qualified to be elected as a delegate if he or she complies with the provisions of the Board and Governance Charter and Electoral Policy and without prejudice to the generalities of this sub-section, a member shall be eligible for election as a delegate if that member;

(a) is a member of the Society;

(b) is a member in good standing and is current on deposits, loans and has not been a defaulter for six months or more prior to the election;

(c) has attained at least shares and alpha deposits amounting to Kshs.750,000/=, or any other amount approved by the General Meeting from time to time;

(d) has attained a minimum of post-secondary level of education or its recognised equivalent;

(e) works or conducts business within that electoral area;

(f) has not been previously convicted of a criminal offence involving dishonesty; and

(g) has not been adversely mentioned in any report of inquiry.

Provided that the Board may grant a waiver on Paragraph (32 (7) (c) to any new member in a particular electoral zone for a period as may be provided for in the Board and Governance Charter. Provided further that for purposes of elections the shares and Alpha deposits shall have been contributed at least six months prior to the General Meeting.

(8) A candidate who is evidently known to engage in bribery, corruption, undue inducement of other members, or an election malpractice of any description, shall stand disqualified regardless of the seat he/she seeks.

(9) Education and training shall be provided to delegates on a regular basis.

RECALL AND REPLACEMENT OF DELEGATES

33. The circumstances in which by-election for a delegate may be conducted shall be as provided in the Board and Governance Charter and Electoral policy.

DUTIES AND RESPONSIBILITIES OF DELEGATES

34. It shall be the responsibility of every delegate to:-

(a) attend a General Meeting when convened, in order to exercise their democratic rights and those of the members they represent;

(b) attend education forums organised by the Society for members or delegates;

(c) where possible, notify the headquarters on issues relating to deceased members;

(d) educate current and potential members about the Society matters in general;

(e) recommend and forward membership withdrawal cases to the Society for processing;

(f) advise members on proper loan utilisation and the importance of loan repayments;

(g) act as a liaison between the Society and its members;

BY-LAWS OF STIMA DT SAVINGS AND CREDIT CO-OPERATIVE SOCIETY LIMITED

- (h) elect committed and visionary leaders as officials of the Society;
- (i) market the Society's activities and enhance its corporate image; and
- (j) perform such other duties and responsibilities as may be directed by the Board of Directors from time to time.

ANNUAL GENERAL MEETING

35. (1) The supreme authority of the Society shall be vested in a general meeting of delegates elected in the manner prescribed in prescribed in the Co-operative Societies Act and these By-laws.

(2) The Annual General Meeting shall be held at the earliest opportune time as stipulated in these By-Laws to undertake such businesses as laid down in the Co-operative Societies Act and as shall appear in the notice convening the meeting.

(3) The General Meeting of the Society shall be convened by giving at least fifteen (15) days' written notice to the delegates;

(4) The delegates shall have the right to attend, participate and vote on all matters during the meeting.

(5) The Board shall ensure all possible and usual steps are taken, such as announcements at public meetings, posting , notices on the Society's notice boards, an advertisement in at least one newspaper of national circulation, or newsletters, to inform all persons entitled to attend, of the date and main business of the meeting. All written notices shall include a statement of the business to be dealt with;

(6) The Society may use modern information and communication technology and send notices to members electronically in such form as email and short text message. Such form of invitation shall not invalidate a meeting; and.

(6) A decision taken by a General Meeting shall be binding on all delegates and members present, absent and objecting.

SPECIAL GENERAL MEETING

36. (1) A Special General Meeting of the Society may be convened:-

- (a) by the Board of Directors or the Commissioner; or
- (b) within 15 days on receipt of a written demand from at least one third of the delegates or members, the meeting shall be called by the Honorary Secretary or Board Chairman for the time being, or on a resolution of the Board.

(2) Any business not completed at the Annual General Meeting may be taken up at a subsequent Special General Meeting, or at the next Annual General Meeting.

(3) For a Special General Meeting requested by the delegates, the signed request must state the object of the meeting. The request shall be deposited in the registered office of the Society.

QUORUM

37 (a) Except when convened by the Commissioner, the presence of at least 60, or one quarter of the total number of delegates, whichever is less, shall constitute a quorum for the conduct of business at a general meeting.

(b) When a quorum is not met, the National Chairman shall adjourn the meeting and fix a date within one month of the adjourned meeting, which shall be advertised as prescribed in these By-laws.

(c) If at the subsequent meeting, a quorum is again not met, the National Chairman shall declare the meeting open with those present, not more than one-half hour after the advertised time of the meeting.

CHAIRING MEETINGS

38. The National Chairman or in his or her absence, the National Vice-Chairman, shall preside at every General Meeting. In their absence, any Board member elected by a majority of the delegates present shall preside, failing which any member elected by a majority of those present shall preside.

POWERS AND DUTIES OF THE ANNUAL GENERAL MEETING

39. The supreme authority shall vest in the Annual General Meeting, which shall be constituted by delegates and held within four months of the close of the financial year. The Annual General Meeting shall have the powers and duties prescribed in Section 27(5) of the Co-operative Societies Act. At the General Meeting, delegates shall:-

- (a) Consider the minutes of the previous meeting and matters arising therefrom;
- (b) Consider the annual reports and accounts and the Auditors' reports on the activities of the Society during the past financial year;
- (c) Subject to these By-laws, decide the disposal of the net surplus resulting from operations of the Society during the past financial year;
- (d) Confirm or otherwise, actions taken by the Board of Directors and give directions to the Board where necessary;
- (e) Consider appeals against the expulsion of members and refusals of membership by the Board;
- (f) Elect, suspend or remove members of the Board of Directors and the Supervisory Committee, provided that proper notice and the purpose of the meeting have been given in advance;
- (g) Fix maximum liability the Society may incur in borrowing;
- (h) Approve the estimate of expenditure for the next financial year;
- (i) Receive the inspection notes of the Commissioner or the Authority, if any;
- (j) Fix honoraria, if any, for officials; and
- (k) Transact any other business of the Society for which seven (7) days notice shall have been given prior to the meeting.

Provided that the newly elected Board members may not take office until all the items of the meeting's agenda have been concluded.

MINUTES OF THE GENERAL MEETING

40 (a) All business discussed at a general meeting shall be recorded in a minute book, which within one week of the meeting, shall be signed by the National Chairman and at least one other Board member present at the meeting to verify that in their opinion, the minutes are a true and complete record of all important matters which were discussed or decided at the meeting.

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

PART VIII –BOARD OF DIRECTORS AND COMMITTEES

COMPOSITION AND MEETINGS

41 (a) The Board of Directors shall be elected by and from the delegates and shall comprise nine (9) members.

(b) The Board shall elect the National Chairman, National Vice-Chairman, National Treasurer, Honorary Secretary, and members of the Board Committees, all of whom shall be elected from the members of the Board.

(c) The Board may appoint an ad hoc committee with specific terms of reference and time frames to address specific issues. Such committees shall be entitled to allowances at the prevailing rate.

(d) The meetings of the Board of Directors and Supervisory Committee shall comply with the Rules, Regulations, By-laws, the Board and Governance Charter and best practices.

(e)The Board of Directors shall deliberate and be informed about the condition of the Society in order to provide oversight guidance and policy direction to the management.

(f) The Quorum of a board meeting shall be five (5) members. In the event the National Chairman and the National Vice-Chairman are absent, a chairman for the meeting shall be elected from amongst those present for purposes of presiding over that meeting.

CONDUCT OF BUSINESS

42 (a) The Board of Directors may make such rules not inconsistent with these By-laws, as it may deem necessary for the conduct of the Society's business.

(b) Any such rules shall be recorded in the Minute Book and shall be posted on the Society's notice board, and shall come into force as and when determined by the Board.

(c) Each decision taken by the Board shall be made through a written resolution, and no action may be taken on a decision purported to be by the Board unless the same is evidenced by a written resolution duly signed in accordance with the Board and Governance Charter.

ELECTION OF BOARD MEMBERS

43 (a) The Board members shall be elected for a term of three (3) years, subject to one third retiring annually on rotation, except for the National Chairman and the National Vice-Chairman, who shall retire at the end of the third year. The retiring members shall, however, be eligible for re-election.

(b) Members of the Board shall be elected from among the delegates of Nairobi region.

(c) The former employees of the energy sector shall for purposes of elections, be considered to be under the broad category of the energy sector.

(d) A person is eligible for election as a member of the Board if such person has met the conditions provided for in the Rules, Regulations, Board and Governance Charter and the Electoral policy. These include but are not limited to;

(i) being a member and an elected delegate of the Society;

(ii) being at least 18 years of age;

(iii) attaining a minimum degree level of education or its recognised equivalent in addition to a professional qualification;

BY-LAWS OF STIMA DT SAVINGS AND CREDIT CO-OPERATIVE SOCIETY LIMITED

- (iv) ensuring that one is not delinquent in loan repayment and does not make good the default within a period of thirty (30) days;
- (v) attaining a minimum of at least 1,000 shares and alpha deposits of 1,500,000/= or any such amount approved by the General Meeting from time to time;
- (vi) having a level of patronage of the Society's products and services which falls below the minimum prescribed in the Board and Governance Charter; and
- (vii) fulfilling the requirements of Chapter 6 of the Kenyan Constitution on leadership and integrity whose details are stipulated in the Electoral policy.

(e) A member who leaves the Board for whatever reason shall not be eligible for election as a Supervisory Committee member until after three years. Similar provision applies to a member who leaves the Supervisory Committee.

(f) Within fourteen (14) days of their election, the names and addresses of all persons elected to office shall be forwarded to the Commissioner and to the Authority.

(g) The elected officials shall be vetted and required to undergo a 'fit and proper' test as prescribed by the Authority and lodge an indemnity with the Commissioner within two weeks.

(h) Board members shall not receive from the Society any payment, except for sitting, travelling, subsistence or other allowances as may be prescribed, while working on the Society's business

(i) The elected officials shall comply with the Board and Governance Charter.

FUNCTIONS AND DUTIES OF THE BOARD OF DIRECTORS

44. (1) The functions of the Board shall be to:-

- (a) observe in all its activities the Co-operative Societies Act, the Sacco Societies Act, Rules, Regulations and these By-laws;
- (b) generally direct and monitor the affairs of the Society;
- (c) ensure smooth admission of new members to the Society;
- (d) ensure that true and accurate records and accounts are kept of the Society's money, and its properties, reserves, liabilities, income and expenses in accordance with International Financial Reporting Standards;
- (e) cause returns to be filed as may be required under the relevant laws;
- (f) cause to be prepared the budget, including recurrent and capital estimates for approval by the General Meeting at least three (3) months before the end of the preceding financial year;
- (g) ensure that the Society makes adequate provisions for known and probable losses likely to occur as required by the regulations;
- (h) ensure that the Society maintains a positive image within the industry and the economy as a whole;
- (i) establish appropriate policies and draft or cause to be drafted the internal regulations which shall include all matters which have not been taken care of in these By-laws to ensure smooth functioning of the Society;
- (j) lay before the General Meeting a balance sheet and final accounts and budget for the following year;
- (k) recommend to the General Meeting the dividend and interest rates to be paid on shares and deposits;
- (l) by a majority vote of its members holding office coopt a delegate of the Society to fill the vacancy. Such appointments shall be valid upon being validated in the next General Meeting of the Society, where the delegates may also opt to elect a Board member to serve for the remaining term;
- (m) approve the Nomination committee, Society's electoral zones, branches and Satellite offices based on the Branch and Electoral policies;

BY-LAWS OF STIMA DT SAVINGS AND CREDIT CO-OPERATIVE SOCIETY LIMITED

- (n) authorize the transfer of the Society's property;
- (o) authorize external borrowing of the Society in accordance with the Co-operative Act, the Sacco Act, Rules, Regulations and Policies;
- (p) submit proposals to the General Meetings and provide information necessary to enable the delegates to deliberate and take appropriate actions;
- (q) employ, terminate and fix compensation of Management staff in accordance with the Human Resource policies;
- (r) impose fines on errant members;
- (s) review monthly delinquency reports, supervise the collection of loans from members and recommend to the General Meeting the write-off of any uncollectible accounts.
- (t) where appropriate, affiliate and maintain liaison with the national and international apex organizations.
- (u) elect the Society's representatives in national or international cooperative organizations, or apex societies of which the Society is a member or affiliate;
- (w) in the performance of their duties, utilize the services of such consultants or experts as they may consider necessary for proper discharge of their duties;
- (x) perform their responsibilities with diligence, taking into account the obligations set out in Part X of the Regulations; and
- (y) perform or authorize any action consistent with the Co-operative Societies Act, the Sacco Societies Act, Rules and these By-laws, unless specifically reserved for the General Meeting.

(2) In the discharge of their functions under these By-laws, the Directors shall perform their duties collectively as a Board and shall adhere strictly to the Board and Governance Charter and Code of Conduct.

(3) The Board of Directors shall not perform the duties or exercise any of the functions of the Management of the Society.

NOMINATION COMMITTEE

45. (a) The composition and duties of the Nomination committee shall be as spelt out in the Electoral policy.

(b) The Board of Directors, Supervisory Committee members, delegates and employees shall comply with the regulations and guidelines from the Authority, the Board and Governance Charter and Electoral policy in respect to the electoral process.

(c) In order to avoid conflict of interest, members of the Nomination committee shall not comprise of the Board or Supervisory Committee members.

(d) The report of the Committee shall be handed over to the Board of Directors for verification.

Provided that the Board of Directors is at liberty to consider outsourcing of the electoral process as and when the need arises.

LEGAL STANDARDS OF CARE, INDEMNITY AND DECLARATION OF WEALTH

46 (a) The Board of Directors may delegate in writing to an officer, Board committee or employee of the Society such of its duties as it may deem fit. Nothing shall absolve the Board from its responsibility of running the affairs of the Society in a proper and businesslike manner.

(b) In the conduct of the affairs of the Society, the members of the Board of Directors shall exercise the prudence and diligence of ordinary men of business and shall be held, jointly and severally, liable

BY-LAWS OF STIMA DT SAVINGS AND CREDIT CO-OPERATIVE SOCIETY LIMITED

for any losses sustained through any of their acts which are contrary to the Co-operative Societies Act, the Sacco Societies Act, Rules, Regulations, these By-laws or the directions of any General Meeting of the Society or any other applicable law.

(c) Pursuant to Section 27(b) of the Co-operative Societies Act, every Board member shall file an indemnity as may be approved by the General Meeting from time to time.

(d) Every Board and Supervisory Committee member shall within thirty (30) days of being elected, declare their wealth to the Commissioner.

CODE OF CONDUCT, CONFLICT OF INTEREST AND CONFIDENTIALITY

47 (a) The Board of Directors, Supervisory Committee members, delegates and employees shall:-

- (i) comply with the Board and Governance Charter and Code of Conduct as set out in the Rules, Regulations and best practices;
- (ii) be professional and not bring the Society to disrepute;
- (iii) hold in the strictest confidence all transactions of the Society with its members, and all information, respecting their personal affairs, except to the extent deemed necessary by the Board of Directors in connection with the loans and the collection thereof; and
- (iv) withdraw from the discussion they have an interest unless it is determined that the individual has relevant information to provide. In case of failure to divulge this information or breach of confidentiality may result in removal from office or termination of employment.

(b) An officer designated under Bylaw 47(a)(iv) shall not participate in Board deliberations, shall have no voting right and may be advised to stay away from a Board meeting if in the opinion of the Board his presence is not desired during that particular meeting.

(c) Violation of the Society's Code of Conduct constitutes an offence and the Board and Chief Executive Officer shall take any necessary action.

RECORDS OF BOARD MEETINGS

48 (a) All business discussed or decided at the Board meetings shall be recorded in the 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 to verify that in their opinion, the minutes are a true and complete record of all important matters discussed or decided at the meeting.

(b) The Honorary Secretary shall be responsible for the proper record of minutes of the Board of Directors and General Meetings .

BOARD COMMITTEES

49 (a) The Board of Directors may delegate to the Board committees such powers and duties under these By-laws as may be specified in the Board and Governance Charter, as it deems fit and proper, provided that the Board shall remain responsible.

(b) The duties of the National Chairman, National Vice-Chairman, Honorary Secretary, and the National Treasurer shall be spelt out in the Board and Governance Charter and shall include among others to act on behalf of the full Board of Directors between Board meetings and when the Board is not in session.

(c) The quorum of a meeting of any Board Committee shall be two members.

BY-LAWS OF STIMA DT SAVINGS AND CREDIT CO-OPERATIVE SOCIETY LIMITED

(d) The Chief Executive Officer, and in his absence, the acting Chief Executive Officer, shall sit in all Board and Board Committee meetings together with other Management staff as may be appointed to facilitate effective deliberations. The Chief Executive Officer and the executive management staff shall be ex-officio members without voting rights.

(e) A Board committee may request for assistance of other members of the Board where necessary for purposes of transacting a particular business where the co-opted members' expertise is necessary.

(f) In discharging its obligation, a Board committee may rely on the honesty and integrity of the Society's senior executives, its outside advisors and auditors, to the fullest extent permitted by the law. The Committee members shall exercise their business judgment to act in what they reasonably believe to be the best interests of the Society and its members.

VACATION OF OFFICE BY A BOARD MEMBER

50 (a) A member of the Board of Directors, Supervisory Committee or any other Board Committee shall cease to hold office if he or she—

- (i) ceases to be a member of the Society;
- (ii) ceases to be a delegate of the Society or loses any of the qualification as a Board or Supervisory Committee member;
- (iii) is transferred or relocates out of the Nairobi region;
- (iv) is removed by the Authority under the provisions of the Act and Regulations;
- (v) is removed by the Commissioner under the provisions of Co-operative Societies Act and the Rules;
- (vi) is voted out by three quarters majority of delegates present and voting at a General Meeting;
- (vii) ceases to hold qualifications of a Board of Director as specified in the Act, Regulations, these By-laws or the Board and Governance Charter;
- (viii) fails to attend three consecutive meetings without acceptable reasons, or
- (ix) becomes ineligible for any other reason(s).

(b) A person elected into a Board of a National Co-operative Organization or apex on the basis of his elected position shall cease to hold such a position at the apex body upon ceasing to be a Board member of the Society.

SUSPENSION FROM OFFICE

51 (a) The Board of Directors may by majority vote suspend any Board member who violates the provisions of the Co-operative Societies Act or Rules, these By-laws or for any other good or sufficient cause. The Board of Directors may recommend to the General Meeting the removal of a Board member.

(b) No person may be suspended under this By-law until the person has been informed in writing of the reason for his or her proposed suspension and has been given the opportunity to appear before the Board of Directors.

SUPERVISORY COMMITTEE

52 (a) The Supervisory Committee consisting of three (3) members, that is the chairman, secretary and a member, shall be elected by the delegates at the General Meeting.

(b) The Supervisory Committee shall have experience in audit, accounting or general management as shall be stipulated in the Board and Governance Charter and be drawn from among delegates of Nairobi Region.

(c) The term of the committee members shall be three (3) years, with one third (1/3) retiring yearly.

BY-LAWS OF STIMA DT SAVINGS AND CREDIT CO-OPERATIVE SOCIETY LIMITED

- (d) The basis for election and vacation from office of the Supervisory Committee shall be the same as for the Board of Directors.
- (e) The duties of the Supervisory Committee shall be as provided in the Board and Governance Charter and include to:
- (i) conduct an investigation into the affairs of the Society, including its books, at least once every three months;
 - (ii) present their Annual report to the Board of Directors before final presentation to the members at the General meeting for adoption;
 - (iii) provide a quarterly report and make recommendations at each regularly scheduled Board of Directors meeting detailing the activities undertaken by the Board since the last meeting. No reports shall be presented to the General Meeting without the deliberations of the Committee members and the Board;
 - (iv) perform the various internal audits, to evaluate internal operation and controls (Policies and Procedures) at least once every three months, and make procedural recommendations regarding the internal controls. These recommendations will be submitted in writing to the Board of Directors on a quarterly basis;
 - (v) receive and investigate any complaint or appeal by members and delegates concerning the operations of the Society;
 - (vi) verify the statements of accounts of members to be compared with the records of the Society and confirmed to the members accounts from time to time and not less frequently than once every year. The Board shall maintain a record of all such verifications.
- (f) The Secretary of the Supervisory Committee shall prepare, and have custody of the records of all actions taken, including evidence of any audits performed by the Committee.
- (g) With a view to enhancing service delivery, the Supervisory Committee may consult with the Audit Committee of the Board as and when the need arises.
- (h) The Supervisory Committee shall not perform the duties or exercise any of the powers of the Board of Directors or Management of the Society.

PART IX – SACCO SOCIETY CHIEF EXECUTIVE OFFICER

CHIEF EXECUTIVE OFFICER

- 53 (a) The Chief Executive Officer shall be responsible to the Board for the administration of the Society on a day-to-day basis while paying attention to:-
- (i) the implementation and adherence to the policies, procedures and standards;
 - (ii) systems that have been established to facilitate efficient operations and communication;
 - (iii) the planning process that has been developed to facilitate achievement of targets and objectives;
 - (iv) all staff matters, particularly human resource development and training;
 - (v) adherence to the established code of conduct; and
 - (vi) the Co-operative Societies Act and Sacco Societies Act, Regulations, Rules, By-laws and any other applicable laws.
- (b) The Chief Executive Officer shall manage the affairs of the Society in a competent manner and shall in addition have powers and duties as may be provided for in the Board and Governance Charter and assigned by the Board of Directors.

PART X –POLICIES AND PROCEDURES OF THE SOCIETY

GUIDING PRINCIPLES

54. The Board shall set and regularly review policies and procedures for savings, credit and other services to ensure that they are always in conformity with the Sacco Societies Act, Regulations, Rules and financial regulations and the interest of the members.

PART XI-ACCOUNTS AND RECORDS

BOOKS AND RECORDS

55. The Society shall keep an up-to-date and in a proper business-like manner such books and records as the Co-operative Societies Act and Sacco Societies Act, Rules and Regulations may require from time to time.

AUDIT

56. (a) The Annual General Meeting shall select and approve an auditor from the names presented to it by the Board.

(b) The Board shall ensure that the auditors presented to the Annual General Meeting are selected from a list of auditors approved by the Authority.

FINANCIAL YEAR

57. The Financial Year of the Society shall be the calendar year (from 1st January to 31st December).

PART XII - SIGNATORIES FOR THE SOCIETY

AUTHORISATION TO SIGN DOCUMENTS

58. The National Chairman, National Vice-Chairman, Honorary Secretary, National Treasurer, Chief Executive Officer or such other signatories as may be authorised in writing by the Board shall be signatories on behalf of the Society. The internal regulations shall detail which signatories are authorised for particular documents or transactions.

COMMON SEAL

59. The Society may adopt and use a Common Seal bearing the words **‘Stima DT Sacco Society Limited’** and shall be kept securely under lock and key by the Chief Executive Officer or duly designated officer for that purpose and shall be used only by, and in the presence of, the officers authorised to sign documents on behalf of the Society.

PART XIII - MISCELLANEOUS

DISPUTES

60 (a) Any disputes arising out of these By-laws or concerning the business of the Society and its members shall be referred to the Tribunal.

(b) In case of debts due to the Society from a member or debts owing to a member or past member of the Society, a general meeting of the Society may, at its discretion, issue such instruction to the

BY-LAWS OF STIMA DT SAVINGS AND CREDIT CO-OPERATIVE SOCIETY LIMITED

Board of Directors for liquidation of the debts as may be necessary or refer the dispute to the Tribunal.

(c) The Board of Directors or Chief Executive Officer may request the Commissioner to intervene in case the employers fail to remit deductions from members' salaries on expiry of seven (7) days from the date of such deductions.

AMALGAMATION AND ACQUISITION

61. The Society may enter into arrangements of amalgamation or acquisition of any other Society in accordance with the Co-operative Societies Act, and subject to any approvals required by law.

AMENDMENT AND AVAILABILITY OF BY-LAWS

62 (a) Amendments of these By-laws shall be made by a resolution of a majority of delegates present and voting at a general meeting and in line with the provisions of the Co-operative Societies Act, provided no amendment shall become effective until it is approved by the General Meeting and registered by the Commissioner.

(b) The Society may make available upon request from the registered office of the Society, a copy of these By-laws, upon payment of a fee not exceeding its actual cost to the Society.

ACCEPTANCE

63. We, the undersigned officers of the Society named herein, do hereby accept and adopt these By-laws for and on behalf of Stima DT Savings and Credit Co-operative Society Limited together with any changes or alterations that have been initiated or signed by us.

	NAME	SIGNATURE
National Chairman
National Vice-Chairman
National Treasurer
Honorary Secretary
Chief Executive Officer

Certified that these By-laws of the Stima DT Savings and Credit Co-operative Society Limited have been approved by me and duly registered.

GIVEN UNDER MY HAND AT NAIROBI THISDAY OF 2017.

MARY MUNGAI

COMMISSIONER FOR CO-OPERATIVE DEVELOPMENT