



WANA-ANGA SAVINGS & CREDIT CO-OPERATIVE SOCIETY LIMITED
P. O. BOX 34680, 00100 GPO
NAIROBI



**MINUTES OF THE 42ND ANNUAL GENERAL MEETING HELD PHYSICALLY
AND VIRTUALLY (HYBRID) ON 22ND MARCH 2024**

Members Present

- | | |
|---------------------|---------------|
| 1. Charles Ngunjiri | Chairman |
| 2. Martin Oloo | Vice Chairman |
| 3. Peter Oloo | Treasurer |
| 4. Edward Muriuki | Secretary |
| 5. Claudius Ogundu | Member |
| 6. Sheila Matheka | Member |
| 7. John Muiruri | Member |
| 8. Magdalene Gateri | Member |
| 9. Lilian Wanyiri | Member |
| 10. Vincent Rota | CEO |

Supervisory Committee

- | | |
|----------------|----------------------|
| 1. John Nguyo | Chairman Supervisory |
| 2. Mary Kurgat | Secretary |
| 3. Henry Sese | Member |

In Attendance

- | | |
|---------------------|---|
| 1. Dolphine Aremo | County Director of Cooperatives |
| 2. Hillary Musina | Sub County Cooperatives Officer |
| 3. Florence Akinyi | Assistant Sub County Cooperatives Officer |
| 4. CPA Jack Wasonga | Maribel-Hermans Associates |

Members Present

The list of member's present is available (*Annex 1*).

Agenda

- 1) Reading of the notice,
- 2) Adoption of the Agenda;
- 3) Confirmation of the minutes for the 41st Annual General Meeting;
- 4) Matters arising from the minutes of the 41st Annual General Meeting;
- 5) Reception and Adoption of the reports of the Chairman, Board of Directors and the Chairman, Supervisory Committee;
- 6) Consideration and Adoption of the Audited Accounts for the year 2023;
- 7) Consideration and Adoption of the Proposed Payment of Dividends and Rebates on Deposits;
- 8) Consideration and Adoption of the Budget for the year 2025;

- 9) Consideration of the Auditors for the Year 2024;
- 10) Appointment of Auditors for the year 2024;
- 11) Election of Three Members of the Board of Directors and One Supervisory Committee Member;
- 12) Any Other Business

MIN 1.0 READING OF THE NOTICE

- 1.1 The meeting was called to order at 10:44 a.m. and a word of prayer was offered by one of the members. The Secretary then read the notice of the 42nd Annual General Meeting notice as required by law. **Note: All**

MIN 2.0 ADOPTION OF AGENDA

- 2.1 The Chairman welcomed all members to the meeting and requested the Board members and officials from the Ministry who were physically present at the venue to introduce themselves. **Note: All**
- 2.2 The agenda was adopted as presented after a being proposed by Bousted Mukolwe (M/No 1229) and seconded by Samuel Odhiambo (M/No 1421). **Note: All**

MIN 3.0: CONFIRMATION OF MINUTES OF THE 41ST AGM

- 3.1 The minutes of the 41st AGM were confirmed as a true recording of proceedings and deliberations of the day and proposed by Peter Makori (M/No 3434) and seconded by David Meni (M/No 1471). **Note: All**

MIN 4.0 MATTERS ARISING

- 4.1 Responses for matters arising from minutes of the AGM held in 2023 are as shown in the matrix (*Annex 2*). **Note: All**

MIN 5.0 RECEPTION AND ADOPTION OF THE REPORTS OF THE CHAIRMAN, BOARD OF DIRECTORS AND THE CHAIRMAN, SUPERVISORY COMMITTEE

5.1.0 CHAIRMAN'S REPORT

- 5.1.1 The Chairman presented his report as attached in *Annex 4*. The report touched on the following areas;

- a) Deposit Taking,
- b) Membership,

- c) Staffing,
- d) Capital Adequacy,
- e) Members Shares and Deposits,
- f) Loans to Members,
- g) Capacity Building and Education,
- h) Next of Kin Forms,
- i) Strategic Plan, 2024-2028,
- j) WANAMECO,
- k) Exit Benevolent Fund (EBF)
- l) Core Banking System Upgrade,
- m) Appreciation.

Note: All

- 5.1.2 The Chairman invited the Patron, Dr David Gikungu, to address the meeting. In his remarks the Patron appreciated Sacco for taking care of the Members' welfare noting that most KMD officers were Members. He also requested that as part of CSR, Sacco partners with KMD in some of the projects; e.g. signage at the entrance, tree planting etc.

Act: Chair

- 5.1.3 The Chairman invited Presta Capital to make a presentation on Wanapap Mobile Money Application. Members were taken through a demonstration and appreciated the product and accompanying security features.

Note: All

- 5.1.4 The chairman presented the current state of our core banking system with the following weaknesses.

1. The system is a legacy system that is desktop based
2. The system is not able to give alerts on loans that are defaulted and when the loans are due.
3. Weak internal controls within the system
4. It lacks the required AML and analytic components that would lead to regulatory problems.

After deliberations, it was agreed that a new core banking system be procured and procurement process to be followed.

Act: Chair

- 5.1.5 The Chairman's report was proposed by Cosmas Kioko (M/No 4193) and this was seconded by Dr William Nyakwada (M/No 972). The report was adopted.

Note: All

- 5.1.6 Bousted Mukolwe (M/No 1229) expressed appreciation for the report. He requested for clarification on whether the requirement for minimum shares and deposits of Ksh One million for qualification to vie for elections included the Supervisory Committee also and the incumbent.

Act: Chair

- 5.1.7 A Member asked whether Members would be allowed to vote using secret balloting instead of online. It was clarified that online voting enabled wider participation and that only one method may be used in any single election. It was resolved that the Society would maintain the online voting system.

Act: Chair

- 5.1.8 Bousted Mukolwe (M/No 1229) requested to be informed about who decides the number of Board meetings and the respective sitting allowances. The Chair clarified that payments for meetings are guided by the Board Charter.

Note: All

- 5.1.9 Members were concerned about the rising rate of delinquency. The meeting was informed that the Board had enhanced loan recovery measures, engaged a Debt Collector and was sharing credit information with CRB.

Note: All

- 5.1.10 Bousted Mukolwe (M/No 1229) asked whether the minimum requirement of Ksh 1 million for eligibility to vie for elections was a national or Wananga Policy. It was clarified that this was a Wanaanga proposal presented for approval by the AGM and that different Societies had different requirements. After being proposed by Peter Makori (M/No 3434) and seconded by Francis Nguatah, Members deliberated and approved that the minimum share and deposit required for eligibility for elections for Board and Supervisory Committee positions be increased to Ksh One million wef 1st January 2025.

Act: Chair

- 5.1.11 Harrold Simiyu (M/No 3704) requested to be informed about who approves supplementary budgets.

Act: Chair

- 5.1.12 Vitalis Ahago (M/No 253) asked for clarification on the difference between Next of Kin and beneficiaries.

Note: All

5.2 SUPERVISORY COMMITTEE'S REPORT

- 5.2.1 The Chairman, Supervisory Committee presented his report (*Annex 5*) which covered the following areas;

- a) Committee activities,
- b) Governance assessment,
- c) Income and expenditure comparisons for 2022 and 2023,
- d) Loan year to year defaults from 2008-2023,
- e) Member concerns,
- f) Sacco Delegates,
- g) Digitization of next of kin/Nomination Forms,
- h) Local Purchase Orders,
- i) Cashless Payment recommendation,
- j) General recommendations to the Board.

Note: All

5.2.2 The report was proposed for adoption by Meshack Musyoki (M/No 1406) and seconded by Samuel Odhiambo (M/No 1421). **Note: All**

5.2.3 Keneth Mayienga (M/No 1699) was concerned that the internal controls did not seem to be adequate.

Act: Chair

5.2.4 M/No 1499 requested for clarification of the role of the Supervisory Committee in view of the rising expenditure.

Act: Chair

5.2.5 Robert Oloo (M/No 1258) raised the following concerns;

- a) Need for enhanced internal controls,
- b) Over expenditure in line items,
- c) Lack of Member involvement in the formulation of the Election Policy that approved hybrid meetings.

Act: Chair

5.2.6 Samuel Muchiri (M/No 1219) complained about recovery of defaulted loans from Guarantors. He requested the Board to enhance recovery from loanees and report Debt Collectors' success on loan recovery.

Act: Chair

5.2.7 Agnes Nyabuti (M/No 1849) was emphatic that no Member should pay defaulted loans until all other avenues are exhausted. The Meeting was informed that this is the practice as per the policy.

Note: All

6.0 CONSIDERATION AND ADOPTION OF THE AUDITED ACCOUNTS FOR THE YEAR 2023

6.1 CPA Jack Wasonga of Meribel-Hermans Associates presented the audited accounts for FY 2023 and the report was adopted after proposal by Dr William Nyakwada (M/No 972) and seconding by Christopher Musundi (M/No 568)

Note: All

6.2 Robert Oloo (M/No 1258) made the following recommendations;

- a) Improvement of the ICA ratio,
- b) Control and align expenditure by strict adherence to the budget.

Act: Chair

6.3 Harold Simiyu (M/No 3704) proposed that targets on dividend rates be made with Board Members and honoraria be withheld in the event that the said targets are not achieved.

Act: Chair

6.4 Francis Nguatah (M/No 954) requested for clarification about the roles of the Supervisory Committee and the External Auditor. The Chair informed the meeting about their respective roles.

Note: All

- 6.5 Agnes Nyabuti (M/No 1846) was dissatisfied with the proposed dividend rates and complained that they seemed to be on a declining trend. She asked the Board to explain how the situation would be improved.

Act: Chair

- 6.6 Geoffrey Mwongela (M/No 1462) requested that Audited Accounts be presented earlier in the upcoming AGM before Members get exhausted.

Act: Chair

- 6.7 To encourage Members to save, the Chair proposed that the Members consider increasing the minimum monthly contribution or the respective contribution be made proportionate to the loan take. Members deliberated on this at length and finally resolved that 1% of the amount applied for be withheld as additional deposits. This was proposed by Robert Oloo (M/No 1258) and seconded by Geoffrey Mwongela.

Act: Chair

7.0 CONSIDERATION AND ADOPTION OF THE PROPOSED PAYMENT OF DIVIDENDS, REBATES ON DEPOSITS AND HONORARIA

- 7.1 Members approved payment of dividends, rebates and honoraria as proposed in the audited accounts after proposal by Peter Makori (M/No 3434) and seconding by Agnes Nyabuti (M/No 1846).

Act: Chair

8.0 CONSIDERATION AND ADOPTION OF THE BUDGET FOR THE YEAR 2025

- 8.1 The Treasurer presented the proposed budget for FY 2025 and this was approved after a proposal by Kennedy Mayienga (M/No 1699) and seconding by Christopher Musundi (M/No 568).

Note: All

- 8.2 Members raised concerns about the vote heads that were overspent; Motor Vehicle expenses, staff insurance and Interest on Fixed Deposits.

Act: Chair

- 8.3 Dr William Nyakwada (M/No 972) underscored the need for cutting down expenses and requested the Board to adhere to the budget.

Act: Chair

- 8.4 Kennedy Mayienga (M/ No 1699) pointed out that no Education to Members had been undertaken in the previous two years in spite of the budgetary allocation. It was agreed that one would be held in the year 2024.

Act: Chair

- 8.5 Ann Akinyi (M/No 4099) informed the Meeting that the Sacco was following up Guarantors in respect to a loan whose loanee passed on the months before. Members were informed that this information had not reached the office and that the matter would be followed up.

Act: Chair

- 8.6 Geoffrey Mwongela (M/No 1462) requested that brief reports be presented in AGM to help manage time better.

Act: Chair

- 8.7 The SCCO informed the Members that there was a need to increase their savings with the Sacco and that the funds paid out as interest on Fixed Deposits would have enhanced the dividends/rebates if the Members had better savings.

Note: All

9.0 CONSIDERATION OF THE AUDITORS FOR THE YEAR 2023

- 9.1 Names of the following firms were presented for consideration;
- a) Bon and Drew Associates,
 - b) Barasa Okech and Company,
 - c) Nelson and Francis LLP,
 - d) James Aggrey and Associates,
 - e) Dennis Pail and Associates,

Note: All

- 9.2 Members agreed that the Board undertakes due diligence on the listed firms and concludes the procurement process to identify the most suitable firm to be given the opportunity to audit the year 2024 accounts. This was proposed by Bousted Mukolwe (M/No 1299) and seconded by Francis Nguatah (M/No 954).

Act: Chair

10.0 ELECTION OF THREE MEMBERS OF THE BOARD OF DIRECTORS AND ONE SUPERVISORY COMMITTEE MEMBER

- 10.1 The Sub County Cooperative Officer introduced the Vetting Committee, declared the vacant posts and invited the interested candidates to introduce themselves.

Note: All

- 10.2 The SACCO informed the Members that;

- a) The mode of voting must always be the same and the method used should not deny Members in diaspora the opportunity to participate,
- b) A Delegate is a representative of Members in an electoral zone and a Sacco can only have either the Delegate system or Membership. He further stated that in the event that Members adopted the Delegate system the the By-Laws would have to be amended,
- c) The candidates had gone through the vetting process and awarded certificates upon qualification,

Note: All

- 10.2 The candidates had the following proposers, seconders and agents respectively;

BOARD OF DIRECTORS

- a) **Sheila Matheka;** Lilian Kalekye (M/No 5105) and Meshack Musyoki (M/No 1406)
Agents: Lilian Kalekye (M/No 5105) and BoustedMukolwe (1299)
- b) **Magdalene Gateri;** Peter Makori (M/No 3434) and Joseph Aluku (M/No 2385),
Agents: Mildred Anyika (M/No1659) and Peter Makori (M/N 3434)
- c) **Claudius Ogundu;** Samuel Odhiambo (M/No 1421) and David Ouko (M/No 1731)
Agents Kizito Amua (M/No 3697) and Stella Nyamweya (M/N 1433)
- d) **Vincent Oduk;** Harold Simiyu (M/No 3704) and Joseph Makarios (M/No 2370),
Agents Harold Simiyu (M/No 3704) and Fredrick Odhiambo (M/No 5420)

Note: All

SUPERVISORY COMMITTEE

Note: All

- 10.3 Having met all the requirements, the Returning Officer declared that the candidates were all eligible.

Note: All

- 10.4 The Returning Officer informed the members that only those who had Shares worth Ksh 25,000.00 and above would be entitled to vote and that the eligible voters were 2,398. The members were then taken through the voting process and the USSD link (*415*73#) was shared.

Note: All

- 10.4 The voting process ended at 3:30 pm and was extended to 3:55 p.m. The following were the results as tallied after voting was concluded;

a) Magdalene Gateri	-	591
b) Sheila Matheka	-	564
c) Claudius Ogundu	-	544
d) Vincent Oduk	-	417

Magdalene Gateri, Sheila Matheka and Claudius Ogundu were declared the three winning candidates qualified to join the Board.

Note: All

- 10.5 John Nguyo did not have any opponent and was declared unopposed to join the Supervisory Committee.

Note: All

- 10.6 All the candidates were invited to sign copies of the results.

Note: All

- 10.7 The Returning Officer thanked the members for their choice and advised the Board and Supervisory Committee to work as a team. Further he directed that the sub committees be reconstituted within seven days.

Act: Chair

MIN 11.0: ANY OTHER BUSINESS

- 11.1 Having no other business, the meeting was adjourned with a Word of prayer at 4:15 p.m.

Note: All

Confirmed by:

- | | | | |
|----|---|-------------|--------|
| 1. | Charles Ngunjiri
(Chair) | _____ | _____ |
| | | (Signature) | (Date) |
| 2. | Edward M. Muriuki
(Hon Secretary) | _____ | _____ |
| | | (Signature) | (Date) |