

THE SOCIETIES ACT
CONSTITUTION AND RULES
FOR
EAST AFRICA INTERPRETERS AND TRANSLATORS ASSOCIATION

1. NAME

The name of the association shall be East Africa Interpreters and Translators Association (In this constitution referred to as (“the Association”) and its registered office shall be in the Republic of Kenya.

2. OBJECTIVES

- a) The main objective is to be the recognized professional Association of choice for Translators and Interpreters in the East Africa region.
- b) To unite translators and interpreters and advance their interests by bringing recognition to their professions, offering certification and accreditation and establishing professional standards.
- c) To advance and champion for the rights and interests of translators and interpreters.
- d) To build the capacity of translators and interpreters.
- e) To certify and accredit translators and interpreters.
- f) To enhance professionalism in translation and interpretation.
- g) To foster linkages with like-minded Associations globally.
- h) To bring translators and interpreters together and promote networking within and without the Association.
- i) To bring recognition to the translation and interpreting professions.
- j) To participate and mediate in conflict resolution between members of Association and third parties and/or between members of the Association.
- k) To form branches in various parts of Kenya as need be.
- l) The Society does not have political objectives.

3. MEMBERSHIP

- a) **Ordinary Members-** Any person who holds a diploma or a degree in translation or interpretation, or who holds other qualifications recognized by the Association, or who has at least two years verifiable experience in translation or interpretation and earns a living from the practice of translation or interpretation and is recognized as such by the Association is eligible for ordinary membership of the association. Ordinary members do not have voting rights.

- b) **Accredited Members-** To qualify to be an accredited member of the Association, one must be an ordinary member of the Association, pay an accreditation fee of Kes, 3,000 (Kenya Shillings Three Thousand Only) and pass a translation or interpretation examination set and administered by the Association. The examinations shall be administered three times a year. Accredited members have voting rights.
- c) **Student Members-** Persons pursuing translation, interpretation, language and related disciplines at tertiary level qualify to be student members of the Association. An annual membership fee of Kes. 3,000 (Kenya Shillings Three Thousand Only) shall be payable to the Association. Student members do not have voting rights.
- d) Ordinary and Accredited members shall pay an annual subscription of Kshs. 6,000 (Kenya Shillings Six Thousand Only) valid for the period ending on 31st of December in each year for which the subscription is meant to run.
- e) Any member desiring to resign from the association shall give 3 months' notice by submitting his resignation to the secretary, which shall effect from the date of receipt by the secretary of such notice. Any member may be expelled from membership if the committee so recommends and if a general meeting of the association shall resolve by a two-thirds majority of the members present that such a member should be expelled on the ground that his conduct has adversely affected the reputation or dignity of the association, or that he has contravened any of the provisions of the constitution of the association. The committee shall have power to suspend a member from his membership until the next general meeting of the association following such suspension but notwithstanding such suspension a member whose expulsion is proposed shall have the right to address the general meeting at which his expulsion is to be considered. Such member shall be entitled to three months' notice before his case is presented at the annual general meeting.
- f) Any honorary member may be expelled from the association if the committee so recommends and if a committee meeting shall resolve by a two-thirds majority of the members present that such a nominee should be expelled on the ground that his conduct has adversely effected the reputation or dignity of the association, or that he has contravened any of the provisions of the constitution of the association. The committee shall write to the member requesting replacement of the nominee
- g) Any member who resigns or is removed from membership shall **NOT** be entitled to a refund of his subscription or any part thereof or any moneys contributed by him at any time.
- h) Any member who falls into arrears with his Annual subscription for more than three months shall automatically cease to be a member of the association and his name shall be

struck off the register of members. The committee may, however, at its discretion, reinstate such member on payment of the total amount of subscription outstanding.

4. THE COMMITTEE

- a) The committee shall consist of a Chairman, a Vice-Chairman and 5 other members, all of whom must be members of the Association. The committee members shall hold office for two years and shall be eligible to hold office for a maximum of two terms other than the non-retiring office bearers in accordance with clause 5.
- b) The members of the Committee shall be elected at the next annual general meeting on the basis of a simple majority and via secret ballot.
- c) The committee shall meet at such times and places as it shall resolve but shall meet not less than once in three months.
- d) Any casual vacancies for members of the committee caused by death, bankruptcy or resignation shall be filled by the committee until the next annual general meeting of the association. Vacancies caused by members of the committee removed from office will be dealt with as shown in rule 5(d).

5. OFFICE BEARERS

- a) The office bearers of the association shall be-
 - i. The Chairman
 - ii. The Vice Chairman
 - iii. The Secretary
 - iv. The Treasurer

All of whom shall be elected at the annual general meeting by board members nominated as per the provisions of rule 4 above.

- b) All office bearers shall hold office from the date of election until the succeeding annual general meeting, provided that only three office bearers shall retire and thus be eligible for re-election at any given time. All office bearers shall draw lots on the day of elections to determine who shall retire.
- c) Office bearers may be removed in the same way as is laid down for the expulsion of members in and vacancies thus created shall be filled by persons elected at the general meeting resolving the expulsion.

6. DUTIES OF OFFICE BEARERS

a) Chairman

The Chairman shall, unless prevented by illness or other sufficient cause, preside over all meetings of the committee and at all general meetings.

b) Vice Chairman

The Vice Chairman shall deputize the Chairman and in absence of the Chairman preside over all meetings of the committee and at all general meetings.

c) Secretary;

The Secretary shall deal with all the correspondence of the association under the general supervision of the committee. In cases of urgent matters where the committee cannot be consulted, he shall consult the chairman or if he is not available, the vice-chairman. The decisions reached shall be subject to ratification or otherwise at the next committee meeting. He shall issue notices convening all meetings of the committee and all general meetings of the association and shall be responsible for keeping minutes of all such meetings of the preservation of all records of proceedings of the association and of the committee.

d) Treasurer;

The Treasurer shall receive and shall also disburse, under the directions of the committee, all moneys belonging to the association and shall issue receipts for all moneys received by him and preserve vouchers for all moneys paid by him. The treasurer is responsible to the committee and to the members that proper books of account of all moneys received and paid by the association are written up, preserved and available for inspection.

7. DUTIES OF THE COMMITTEE

- a) The committee shall be responsible for the management of the association and for that purpose may give directions to the office bearers as to the manner in which, within the law, they shall perform their duties.
- b) The committee shall have power to appoint such sub-committees as it may deem desirable to make reports to the committee upon which such action shall be taken as seems to the committee desirable.
- c) All moneys disbursed on behalf of the association shall be authorized by the committee except as specified in rule 12 (d).
- d) The quorum for meetings of the committee shall be not less than two thirds of the registered committee members.

STANDING COMMITTEES

- a) A standing Accreditation Committee shall oversee the Association's accreditation system. The committee shall comprise accredited members and shall be appointed by the Committee for 2 year terms. The task of the committee shall be to maintain, improve and expand the operation of the Association's accreditation system. The committee shall comprise of not more than five members.
- b) A standing Committee on Ethics, which shall be appointed by the Committee for 2 year term shall comprise of members in good standing who have been language practitioners for a minimum of 5 years and are actively involved in the profession. Decisions on the eligibility of individual members to serve on the committee shall rest with the Committee. The task of the committee shall be to introduce and revise the Association's codes of ethics, professional conduct and/or good business practice as necessary and to deal with any complaints against members in terms of the Association's disciplinary procedure. The committee shall comprise of not more than five members.
- c) A standing Committee on Training shall be appointed by the Committee for 2 year terms and shall comprise of not more than five members.
- d) A standing Committee on Technology shall be appointed by the Committee for 2 year terms and shall comprise of not more than five members.

8. GENERAL MEETINGS

- a) There shall be two classes of general meetings, annual meetings and special general meetings.
- b) The annual general meeting shall be held not later than 31st December in each year.
- c) Notice in writing of such annual general meeting, accompanied by the annual statement of account (see rule 11(b) and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting and, where practicable, by press advertisement not less than 14 days before the date of the meeting.
- d) The agenda for any annual general meeting shall consist of the followings:
 - i. Confirmation of the minutes of the previous annual general meeting.
 - ii. Consideration of the accounts.
 - iii. Election of office bearers and the committee members and trustees where necessary in accordance with rules 5, 6 and 10.
 - iv. Appointment of auditors in accordance with rule 11(a).

- v. Such other matters as the committee may decide or as to which notice shall have been given in writing by a member or members to the secretary at least four weeks before the date of the meeting.
 - vi. Any other business with the approval of the Chairman.
- e) Participants at the general meetings shall be the entire committee plus members of the Association.
 - f) A special general meeting may be called for any specific purpose by the committee provided that notice in writing of such meeting shall be sent to all members not less than 7 days before the date thereof and where practicable by press advertisement not less than 7 days before the date of such meeting.
 - g) A special general meeting may also be requisitioned for a specific purpose by order in writing to the secretary of not less than one third of the members and such meetings shall be held within 21 days of the date of the requisition. The notice for such meeting shall be as shown in rule 8(c) and no matter shall be discussed other than that stated in the requisition.
 - h) Quorum for general meetings shall be not less than two thirds of the registered members of the association and a vote shall be by hand and carried by a simple majority.
 - i) Notification of the AGM shall be communicated in writing by the secretary to the members not less than a month before the proposed date of the meeting by email or postal mail.
 - j) At the annual general meeting, the Committee may at their discretion appoint standing, ad hoc and/or special committees and working groups. The term and mandate of such committees and working groups shall be clearly defined.

9. PROCEDURE AT MEETINGS

- a) At all meetings of the association the Chairman, or in his absence, the Vice Chairman, or in the absence of both these officers, a member selected by the meeting shall take the chair.
- b) The Chairman may at his discretion limit the number of persons permitted to speak in favour of and against any motion.
- c) Resolutions shall be decided by simple voting by a show of hands. In the case of equality of votes, the Chairman shall have a second or casting vote.
- d) Ordinary members do not have voting rights.

10. TRUSTEES

- a) All land, buildings and other immovable property and all investments and securities which shall be acquired by the association shall be vested in the names of not less than three and not more than five trustees who shall be members of the association and shall be appointed at an annual general meeting for a period of three years. On retirement such trustees shall be eligible for re-election. A general meeting shall have the power to remove any of the trustees and all vacancies occurring by removal, resignation or death, shall be filled at the same or next general meeting.
- b) The trustees shall pay all income received from property vested in the trustees to the Treasurer. Any expenditure in respect of such property which in the opinion of the trustees is necessary or desirable shall be reported by the trustees to the committee which shall authorize expenditure of such moneys as it thinks fit.

11. AUDITOR

- a) An auditor shall be appointed for the following year by the annual general meeting. All the association's accounts, records and documents shall be opened to the inspection of the auditor at any time. The Treasurer shall produce an account of his receipts and payments and a statement of assets and liabilities made up to a date which shall not be less than six weeks and not more than three months before the date of the annual general meeting. The auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law or report to the association in what respect they are found to be incorrect, unvouched or not in accordance with the law.
- b) A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all members at the same time as the notice convening the annual general meeting is sent out. An auditor may be paid such honorarium for his duties as may be resolved by the annual general meeting appointing him.
- c) No auditor shall be an office bearer or a member of the committee of the association.

12. FUNDS

- a) The funds of the association may only be used for the purpose of making payments of all Expenses and projects directly related to the objects of the Association and no portion shall be distributed directly or indirectly to the Members of the Society except as bona fide compensation for services rendered or expenses incurred on behalf of the Society.
- b) All moneys and funds shall be received and paid to the Treasurer and shall be deposited by her in the name of the association in any bank or bankers approved by the committee.

- c) No payments shall be made out of the bank account without a resolution of the committee authorizing such payment and all cheques on such bank account shall be signed by the Treasurer or the Assistant Treasurer and two other office bearers of the association who shall be appointed by the committee.
- d) A sum not exceeding Kshs. 10,000/= (Ten Thousand Kenyan Shillings Only) may be kept by the Treasurer for petty disbursements of which proper account shall be kept.
- e) The committee shall have power to suspend any office bearer who it has reasonable cause to believe is not properly accounting for any of the funds or property of the association and shall have power to appoint another person in his place. Such suspension shall be reported to a general meeting to be convened on a date not later than two months from the date of such suspension and the general meeting shall have full to decide what further action should be taken in the matter.
- f) The financial year of the association shall be from 1st January to 31st December.

13. AMENDMENTS TO THE CONSTITUTION

Amendments to the Constitution of the association must be approved by at least a two-thirds majority of members present at a general meeting of the association. They cannot, however, be implemented without the prior consent in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.

14. DISSOLUTION

- a) The association shall not be dissolved except by a resolution passed at a general meeting of members by a vote of two-thirds of the members present. The quorum at the meeting shall be as shown in rule 8 (e). If no quorum is obtained, the proposal to dissolve the association shall be submitted to a further general meeting which shall be held one month later. Notice of this meeting shall be given to all members of the association at least 14 days before the date of the meeting. The quorum for this second meeting shall be the number of members present.
- b) Provided, however, that no dissolution shall be effected without prior permission in writing of the Registrar, obtained upon application to him made in writing and signed by three of the office bearers.
- c) When the dissolution of the association has been approved by the Registrar, no further action shall be taken by the committee or any office bearer of the association in connection with the aims of the association other than to get an and liquidate for cash all assets of the association. Subject to the payment of all debts of the association, the

balance thereof shall be distributed in such other manner as may be resolved by the meeting at which the resolution for dissolution is passed.

15. INSPECTION OF ACCOUNTS AND LIST OF MEMBERS

The books of account and all documents relating thereto and a list of members of the association shall be available for inspection at the registered office of the association by any officer or member of the association on giving not less than seven days' notice in writing to the association.

Dated at this.....day of2016

Signed by;

1. Chairman: **ALFRED MTAWALI KAZUNGU**

Signature.....

2. Vice Chairman: **SARAH CHERUTO KHASABULI WACHILONGA**

Signature.....

3. Secretary: **SALOME NDUKU**

Signature.....

4. Treasurer: **BONIFACE KYALO MWENDWA**

Signature.....