

## **ARTICLE OF MEMORANDUM [CONSTITUTION]**

Approved by Referendum on July 11, 2017 and effective as from the said date, with amendments when and where necessary.

### **SECTION ONE: GENERAL PROVISIONS**

#### **ARTICLE ONE: NAME**

The name of the Association shall be “Diaspora Educators of Kenya Association hereinafter referred to as “the Association”. The acronym DEKA shall represent “Diaspora Educators of Kenya Association”.

#### **MISSION STATEMENT**

The purpose of the Diaspora Educators of Kenya association shall be the advancement, stimulation, extension, improvement, and coordination teachers and educators from Kenya teaching out of the country in all fields at all education levels.

#### **ARTICLE TWO: ADDRESS**

The registered office and postal address of the Association shall be PO BOX 50179-00100 GPO hereinafter referred to as “DEKA” or such other address as may be decided upon by the members.

#### **ARTICLE THREE: OBJECTIVES OF DEKA**

The objects of the Association shall be

##### **a. Objectives of DEKA:**

The world has shrunk into a small global village, thanks to technology. As Kenyan teachers in the Diaspora, we want to come together through this virtual network to:

1] To safeguard and promote the professional interests and welfare of its members.

- 1) Establish networks and help each other in job opportunities, share resources and keep touch of modern teaching trends
- 2) As we traverse around the world, one can find himself/herself in unfamiliar surroundings and one of us nearby can come to aid the other.
- 3) If one of us is suddenly relieved of his job and find oneself stranded, we come out to help through pulling of resources.
- 4) In times of own family bereavement (immediate family of husband/wife/self/ children) we should offer both material and spiritual compassion.
- 5) During summer holidays where possible, we can hold annual meeting.
- 6) Identify a saving co-operative society that we currently exit in or identify one where we can all guarantee each other (though this is subject to individual trust and consensus building)
- 7) Discuss issues pertinent to our country Kenya. The issues should be strictly nonpolitical. They could be issues related to economic opportunities for those of us in the Diaspora. Social issues of general nature are welcome.
- 8) To foster mutual respect, understanding and create synergy for the general good and welfare to all members in the group.
- 9) To unite its members with the view to promoting understanding among members of the Diaspora Educators of Kenya association.

#### **ARTICLE FOUR: ADMINISTRATIVE PERIOD AND FINANCIAL YEAR**

The administrative period of the Association shall be from July 1 to July 30 after every two years. The financial year of the Association shall commence on July 1 each year and terminate on July 31 of the following year.

#### **SECTION TWO: MEMBERSHIP**

#### **ARTICLE FIVE: QUALIFICATIONS**

- a. All teachers and educators currently working outside Kenya shall be eligible for voting membership;

- b. The Association shall provide voting based on membership.

## **ARTICLE SIX: ADMISSION AND CESSATION**

- a. Any person willing to abide by the Constitution of the Association and meeting the conditions stipulated in Article Five, may, subject to the approval of the secretariat, be admitted as a voting member, upon completing an application form for admission and paying the annual membership fee.
- b. When a member leaves the service of working abroad, his membership shall cease on the day when his employment is terminated unless such a member is fully engaged in development issues of the association.
- c. **Section 3: Honorary Membership.** Any person who has retired as an active member of the Association or any person nominated by the Executive Committee and elected by a majority of the members present at the Annual Convention of the Association shall be awarded an honorary life membership. Honorary membership entitles the holder to attend Association convention at his/ her own expense but excludes him/ her from voting in any business session. No dues shall be charged to any honorary members.

## **ARTICLE SEVEN: RIGHTS**

- a. Ordinary voting members shall enjoy the right to attend and vote at the General Meeting to elect, and to stand for election. They are entitled to take part in all activities organized by the Association and to partake of all the benefits therefore;
- b. Upon his application in writing, any member will be allowed to inspect the account books, the register of members and the registered constitution of the Association. Applications must be made in advance to the Secretary, who will be allowed reasonable time to make the necessary documents available for such inspection.

## **ARTICLE EIGHT: OBLIGATIONS**

- a. To comply with the Constitution and with the resolution of General Meetings;
- b. To pay up the annual membership fee as advised, which shall become due and payable in October each year and is not refundable, by signing an authorization that money will be credited to the accounts of the Association. If a member is in arrears of annual membership fee or any levies for 3 months, he shall cease to be a member of the Association
- c. Any member breaking the rules of the Association or in defiance of the resolutions of the General Meeting (see Article Twenty b). Any member or officer so expelled shall have the right to appeal to the General Meeting;
- d. Any member or officer who is not satisfied with the business of the Association, may lodge his complaint with the secretariat in writing. The secretariat shall not turn down such complaint in any circumstances prior to a decision is made and shall summon the complainant to make an account of the matter. The secretariat shall be required to give a reply in writing when it considers that such complaint is not acceptable. The member or officer may appeal to the General Meeting if he considers that the secretariat has no ground to turn down his/ her complaint.

## **SECTION THREE: GENERAL MEETINGS**

### **ARTICLE NINE**

The General Meeting shall be constituted by the whole body of voting members and shall be vested with the highest authority in the Association.

### **ARTICLE TEN**

The General Meeting shall be called by the chairperson of the Association who shall also serve as the Chairperson of the Meeting.

### **ARTICLE ELEVEN**

Ten days' notice of a General Meeting shall be given by the Secretary of the secretariat to all members with the agenda thereof, and no business not on such

agenda shall be discussed if the Chairman of the Meeting or more than five voting members present object.

## **ARTICLE TWELVE**

At least one General Meeting shall be held in a calendar year and the Annual General Meeting shall be held in July of each year. The Chairperson of the association shall be empowered in case of necessity to convene an Extraordinary General Meeting by giving three working days' notice with the agenda thereof.

## **ARTICLE THIRTEEN**

Upon the written request of more than twenty voting members, an Extraordinary General Meeting shall be convened by the Chairperson, its business being confined to the specific business for which the meeting is requested.

## **ARTICLE FOURTEEN**

- a. The quorum for a General Meeting shall be one-tenth of the total number of voting members. Motions shall be carried on the basis of a majority vote by the voting members present, except on those matters as prescribed in **b)** and **c)** of the Article. If there are not sufficient voting members to constitute a quorum, the chairperson shall convene a General Meeting within ten days. The Secretary shall send the notice for calling the adjourned meeting and the agenda to each voting member at least five working days prior to the meeting. At that meeting, a quorum shall be formed by whatever number of voting members present. With the exception of those matters regarding the change in the name of the Association, dissolution or federation or amalgamation with another association and any other matters for which requisite votes are prescribed by the Constitution of the Association, all decisions of the adjourned meeting shall be valid if they are made by a majority of votes of all voting members present at the meeting. These decisions shall be binding on all members. However, the notice for the adjourned meeting shall specify in detail the provision of this article for the reference of all

members. In case the meeting is convened at the request of voting members under Article 13 and the number of voting members present within one hour from the time appointed for the General Meeting is insufficient to constitute a quorum, the meeting shall be called off and no adjournment shall be made.

- b. Resolution regarding the change of name of the Association, its dissolution of federation or amalgamation with another association shall be taken by secret ballot and shall require such a number of votes of the voting members as prescribed in the Constitution of the Association.

## **ARTICLE FIFTEEN**

The General Meeting shall be empowered:

- a. To make, alter, amend or rescind the Constitution;
- b. To ratify the results of the election of the members of the secretariat;
- c. To ratify the result of the election of the Chairperson as prescribed in Article SEVENTEEN a), and to ratify the results of the election of the treasurer, the Secretary, the Controller and the Chief Editor of the online website as prescribed in Article TWENTYFOUR;
- d. To elect other members of the secretariat by secret ballot;
- e. To inspect the secretariats general report and to approve its financial report/ statement;
- f. To determine the policies of the Association
- g. To discuss and pass resolutions on other related matters; and
- h. To appoint or re-appoint an auditor or auditors for the Association.

## **SECTION FOUR: THE SECRETARIAT**

### **ARTICLE SIXTEEN**

The Secretariat of the Association (hereinafter referred to as “the Secretariat”) shall consist of a number of KDE members elected by secret ballot and from among the voting members and shall hold the highest authority in decision-making and overseeing the affairs of the Association during the intervals between General Meeting.

The Secretariat shall be responsible to DEKA and shall implement the association's policies.

Elections for vacant positions are held every two years in July for terms beginning at the conclusion of the next summer meeting. The positions are:

1. *Chairperson*. Serves 2 years; successive two-year terms as Chairperson-Elect. Elected bi-annually.
2. *Secretary*. Serves two years with a maximum of three consecutive terms. Election alternates with Treasurer.
3. *Treasurer*. Serves two years with a maximum of three consecutive terms. Election alternates with Secretary.
4. *Web administrator*. Serves two years with consecutive terms.

Nominations for future secretariat positions are accepted year-round and will remain active until the next scheduled election for that position.

5. *Person of special interest*: this position shall be held by a teacher teaching in USA to represent the North American region. Participation can be through video link. This person is selected by KDE members and will serve for two years with option of renewal.

## ARTICLE SEVENTEEN

- a. The Chairperson of the secretariat shall be elected by and from among the DEKA members by secret ballot at the Secretariat's first meeting following the election. The Chairperson or, in his absence, an Acting Chairperson designated by his from among the secretariat members, shall represent the Association in all its external relations, shall preside at General Meeting as well as secretariat meetings, and shall have the right to attend Executive Committee meetings
- b. The secretariat shall consist of 5 members, subject to **Article TWENTYTWO**.

## **ARTICLE EIGHTEEN: TERM OF OFFICE**

- a. A Secretariat member shall have a term of office of two years, and shall be eligible for re- election
- b. The Chairperson shall have a two-year term of office and shall not serve for more than four consecutive terms.

## **ARTICLE NINETEEN: MEETINGS**

- a. Secretariat Meetings shall be convened and chaired by the Chairperson. Any DEKA member who is not a secretariat members shall be entitled to attend such meetings if requested and any other members may also attend as observers at the invitation of the secretariat
- b. The secretariat shall meet at least once within three months.
- c. Seven days ' notice of a meeting of the secretariat shall be given by the Secretary to all secretariat members with the agenda thereof. The Chairperson shall be empowered in case of necessity to convene an Emergency Secretariat Meeting by giving one working days' notice with the agenda thereof.
- d. The Chairperson shall convene an extraordinary meeting of the secretariat within seven days at the written request of more than 3 secretariat members
- e. The quorum for a meeting of the secretariat shall be half of secretariat members. A motion shall be adopted if more than half of the votes of secretariat members present are favourable. A motion not concerned with procedure may be considered as important by the majority if the secretariat members present; an important motion shall be adopted only if no less than two- thirds of the vote are favourable.

## **ARTICLE TWENTY: POWERS**

During the intervals between General Meetings, the secretariat shall have the authority to deal with the following matters:

- a. To determine the eligibility of applicants for membership;



- b. To give a warning to, or discipline or expel from the Association any member or officer who is proved to its satisfaction to have been guilty of conduct prejudicial to the interests of the Association. Any member or officer warned, disciplined or expelled may appeal to the General Meeting;
- c. To hold all election and referenda;
- d. To appoint advisers and to deal with all appointments and dismissals of officers
- e. To promote the professional interests and welfare of the Association's members, to voice their common views and to foster understanding and cooperation among the members of KDE; to carry out all lawful activities as are incidental or conducive to the attainment of any or all of the above objects; and
- f. To make the policies of the Association and to oversee the work of the Executive Committee.

#### **ARTICLE TWENTY-ONE: SANCTIONS**

- a. The Chairperson shall resign his office as chair if over two-thirds of all the secretariat members present show their lack of confidence in him/ her in a formal vote of disapproval by secret ballot proposed by any 3 secretariat members at a meeting of the secretariat, but he/ she shall retain his office as a secretariat member
- b. The secretariat shall be empowered to dismiss any secretariat member who without adequate cause has failed to attend three secretariat meetings consecutively.

#### **ARTICLE TWENTY-TWO: VACANCIES AND DISSOLUTION**

- a. In the event of the Chairperson's dismissal or voluntary resignation from office, the secretariat shall, at the same meeting where such a case arises, elect by secret ballot a new Chairperson whose term of office shall extend to the end of the selfsame administrative period

- b. Should a secretariat member resign from office, withdraw from membership or take leave for indefinitely, the secretariat shall be empowered to replace him/ her by appointing from among the list of nominees the candidate who had received the next highest number of votes at the previous election. Such an appointee shall serve for the same term as the secretariat member whom he/ she has replaced. If the secretariat member vacating office is concurrently an office holder, the vacant office shall be filled from among the DEKA members by secret ballot.
- c. Should the number of vacancies at any time exceed half of the total number of Secretariat members, the secretariat shall automatically be dissolved. The chairperson shall then appoint an election committee to organize another general election. The newly-elected secretariat members shall serve until the end of the selfsame administrative period

## **ARTICLE TWENTY-FOUR**

- a. In the event of the Chairman's dismissal or voluntary resignation from office, the Council shall, at the same meeting where such a case arises, elect by secret ballot a new Chairman from among the Council members. The new Chairman shall serve until the end of the selfsame administrative period.
- b. If any Executive Committee member resigns from office, the Council shall appoint a Council member replace him, who shall serve until the end of the selfsame administrative period.

## **ARTICLE TWENTY-FIVE**

- a. The Chairman or, in his absence, an Acting Chairman designated by him from among the Executive Committee members, shall preside at all meetings of the Committee, and shall direct the committee in its task of implementing the policies and decisions of the secretariat.
- b. The Secretary shall be responsible for keeping the official common seal, register of members, and records of the Association; for sending notices

and agenda, and keeping the records of all secretariat and General Meetings; for the administration of elections and referenda under the supervision of the chairperson and of the responsible committees set up by the secretariat; and for the preparation of other documents of the Association.

- c. The Treasurer shall be responsible for the safekeeping and proper use of the Association's funds and for managing all financial affairs as directed by the Chairman; and to report the financial affairs to each secretariat meeting and to, as soon after the close of each financial year as possible, prepare an Annual Statement of Accounts to be audited by the auditor(s) for presentation to the Annual General Meeting; and to forward the audited Annual Statement of Accounts to the Registrar of societies within three months after the closing of the financial year. He shall not keep cash more than 10,000ksh and shall deposit all other sums of money in a bank account opened in the name of the Association. He shall, in conjunction with the Chairman or the Secretary, sign cheques or cash withdrawal forms on behalf of the Association.

## **ARTICLE TWENTY-SIX: MEETINGS**

- a. Executive Committee meetings shall be convened by the Chairman. Any DEKA official, or his designated representative, shall have the right to attend such meetings as an observer.
- b. The Committee shall meet no less than twice every year and the Chairman shall call an extraordinary meeting within seven days at the written request of any DEKA member.
- c. The quorum for Committee meetings shall be two-thirds of the membership of the Committee. A motion is adopted if favoured by the majority of the members present.
- d. Within two weeks of every Committee meeting, the Chairman shall submit to DEKA members a progress report together with the minutes of each meeting.

## **SECTION TEN: FINANCE**

### **ARTICLE TWENTY-SEVEN**

The Association shall levy an annual membership fee as specified in Article EIGHT. The Association shall also be empowered, if the need arises, to levy special subscriptions from its members with the approval of the General Meeting.

### **ARTICLE TWENTY-EIGHT**

The Council shall be empowered to receive voluntary contributions and advance payments of annual membership fee from members.

### **ARTICLE TWENTY-NINE**

The secretariat may make loans of money in behalf of the Association, but the amount of such loans and the manner in which they are made must first be approved by a referendum. No member may make loans on behalf of the Association or by any means cause the Association to incur debt.

### **ARTICLE THIRTY**

The secretariat shall make all financial policies of the Association and shall ensure that they are carried out, and shall protect its funds against extravagance or misappropriation, and shall give instructions as to the investment of funds of the Association, which are not for current expenses.

### **ARTICLE THIRTY-ONE**

- a. The Executive Committee shall present an annual budget to DEKA for approval at the beginning of office, and shall submit a report on the financial situation of the Association at every regular general meeting. At the close of its financial year, the Executive Committee shall present an Annual Statement of Accounts to the members for inspection. The General Meeting shall appoint one or more suitable persons, who need

not be members of the Association, to act as auditor and the President shall subsequently present the audited and approved Annual Statement of Accounts to the Annual General Meeting. No member of the Council shall be an auditor.

- b. An auditor or auditors shall serve for a term of one year and be eligible for re-appointment.
- c. In the event of an auditor or auditors vacating his or their office between two General Meetings, the Council shall have the power to appoint a suitable person to fill the vacancy. The appointment will be referred to the next General Meeting for covering approval.
- d. The auditor shall audit all the accounts of the Association as soon after the close of each financial year as possible and at other times when necessary. All books and accounts of the Association will be examined and a certificate as to their correctness or otherwise be given by the auditor. A report by the auditor will be made to the members at the Annual General Meeting.
- e. A copy of any auditor's report shall be conspicuously placed at the office of the Association for perusal by any members.

## **ARTICLE THIRTY-TWO**

Members of the Association, either as individuals or in their official capacities, shall not be responsible for any debt or liability incurred in contravention of the Constitution by any officer(s) of the Association. Otherwise any debt or liability of the Association shall be the joint responsibility of all those who are voting members of the Association at the time such debt or liability is incurred.

## **ARTICLE THIRTY-THREE**

The Fund may be used with the authority of the secretariat only for the following purposes: -

- a. The payment to staff of the Association of salaries, and allowances and expenses in dealing with the affairs of the Association;
- b. The payment of expenses for the administration of the

Association, including audit of the accounts of the funds of the Association;

- c. The prosecution or defense of any legal proceeding to which the Association or any member is a party when such prosecution or defense is undertaken for the purpose of securing or protecting any rights of the Association as such or any rights arising out of the relating of any members with the University;
- d. The conduct of trade disputes on behalf of the Association or any members;
- e. The compensation of members for loss arising out of trade disputes;
- f. The payment of subscriptions, fees, contributions or donations to registered trade unions or other lawful associations or combinations established within Hong Kong;
- g. The payment of fines imposed on the Association for any offense of which it is convicted under the registrar of societies act or any other ordinances; and
- h. The payment for any other lawful purposes approved at the General Meeting.

## **SECTION TWELVE: COMMON SEALANDCONTRACT**

### **ARTICLE THIRTY-FOUR**

- a. The Association shall have a common seal which shall be in the safe custody of the Secretary, and it shall only be used by the authority delegated by the secretariat.
- b. Any contract or instrument made by the secretariat on behalf of the Association to which the common seal of the association is affixed, shall be signed by an officer or voting member of the Association appointed by DEKA members for the purpose and countersigned by the Chairman together with the Secretary.

## **SECTION THIRTEEN: INTERPRETATION AND AMENDMENT OF THE CONSTITUTION**

### **ARTICLE THIRTY-FIVE**

- a. The secretariat shall be the final authority for the interpretation of the Constitution during the interval between General Meetings
- b. Amendment of this Constitution shall only be made in the following manner. The motion for amendment(s) must be proposed either by the secretariat, or by over 10 voting members to the chairman in writing, and a General Meeting shall be called for a debate on the motion. If the motion is adopted by the General Meeting, a referendum shall be held in which the motion must receive the support of over two-thirds of the votes cast before it is finally adopted if no rules providing for any matters specified in the Second Schedule to registrar of societies act may be rescinded. The entire process of amendment shall be concluded within a period of three months.

## **SECTION FOURTEEN: DEFINITIONS**

### **ARTICLE THIRTY-SIX**

- a. In the Constitution, unless otherwise required: "General Meeting" included Annual General Meeting or Extraordinary General Meeting; "voting member" means any member of the Association entitled to the rights defined under Article SEVEN of the Constitution; "disputes" means disputes as defined in the registrar of societies act; and "officer" means any member or officer-holder of the secretariat
- b. In the Constitution, unless inconsistent with the context, all words purporting the male gender shall include the female gender and vice versa, and all words purporting the plural number shall include the

singular number and vice versa.

## **SECTION FIFTEEN: DISSOLUTION**

### **ARTICLE THIRTY-SEVEN**

The Association shall not be dissolved except under the following circumstances. The motion for dissolution must be proposed by more than two secretariat members to the chairman in writing; it must have the support of more than two-thirds of the secretariat members present at a meeting; it must then have the support of over three-fourths of the votes cast in a referendum before it is finally adopted.

### **ARTICLE THIRTY-EIGHT**

In the case of dissolution all the funds and property of the Association shall be made over to a society or societies of similar nature, or applied to charitable purposes, as the DEKA members may determine.

## **PRIVACY POLICY**

### **What information do we collect?**

We collect information from you when you register on our site, place an order, subscribe to our newsletter, respond to a survey or fill out a form.

When ordering or registering on our site, as appropriate, you may be asked to enter your: name, e-mail address or phone number. You may, however, visit our site anonymously.

### **What do we use your information for?**

Any of the information we collect from you may be used in one of the following ways:

- To personalize your experience



Your information helps us to better respond to your individual needs)

-To improve our website

We continually strive to improve our website offerings based on the information and feedback we receive from you)

-To improve customer service

Your information helps us to more effectively respond to your customer service requests and support needs)

-To process transactions

Your information, whether public or private, will not be sold, exchanged, transferred, or given to any other company for any reason whatsoever, without your consent, other than for the express purpose of delivering the purchased product or service requested.

-To administer a contest, promotion, survey or other site feature

-To send periodic emails

The email address you provide may be used to send you information, respond to inquiries, and/or other requests or questions.

### **How do we protect your information?**

We implement a variety of security measures to maintain the safety of your personal information when you place an order

We offer the use of a secure server. All supplied sensitive/ credit information is transmitted via Secure Socket Layer (SSL) technology and then encrypted into our Database to be only accessed by those authorized with special access rights to our systems, and are required to keep the information confidential.

After a transaction, your private information (credit cards, social security numbers, financials, etc.) will not be kept on file for more than 60 days.

### **Do we use cookies?**

We do not use cookies.

## **Do we disclose any information to outside parties?**

We do not sell, trade, or otherwise transfer to outside parties your personally identifiable information. This does not include trusted third parties who assist us in operating our website, conducting our business, or servicing you, so long as those parties agree to keep this information confidential. We may also release your information when we believe release is appropriate to comply with the law, enforce our site policies, or protect ours or others rights, property, or safety. However, non-personally identifiable visitor information may be provided to other parties for marketing, advertising, or other uses.

## **Third party links**

Occasionally, at our discretion, we may include or offer third party products or services on our website. These third party sites have separate and independent privacy policies. We therefore have no responsibility or liability for the content and activities of these linked sites. Nonetheless, we seek to protect the integrity of our site and welcome any feedback about these sites.

## **Childrens Online Privacy Protection Act Compliance**

We are in compliance with the requirements of COPPA (Childrens Online Privacy Protection Act), we do not collect any information from anyone under 13 years of age. Our website, products and services are all directed to people who are at least 13 years old or older

## **Online Privacy Policy Only**

This online privacy policy applies only to information collected through our website and not to information collected offline.

## **Your Consent**

By using our site, you consent to our [privacy policy](#).

## **Changes to our Privacy Policy**

If we decide to change our privacy policy, we will update the Privacy Policy modification date below. This policy was last modified on DECEMBER28, 2016

## **Contacting Us**

If there are any questions regarding this privacy policy you may contact us using the information below. [matayomix@gmail.com](mailto:matayomix@gmail.com)