



NEW ZEALAND SOCIETY OF
TRANSLATORS & INTERPRETERS

Te Rōpū Kaiwhakamāori ā-waha, ā-tuhi o Aotearoa

CONSTITUTION OF THE NEW ZEALAND SOCIETY OF TRANSLATORS AND INTERPRETERS

2025 Version

Approved by the SGM on 19 October 2025

1. NAME

The name of the Society shall be New Zealand Society of Translators and Interpreters Incorporated.

2. DEFINITIONS

In this Constitution, when capitalised:

Act means the Incorporated Societies Act 2022 or any act which replaces it (including amendments to it from time to time), and any regulations made under the Act or under any act which replaces it.

Affiliate Entities means Educational Affiliates of NZSTI. Affiliate Entities are not Members.

Bylaws means the rules in additional documents governing Members and the Society.

Interests Register means the register of interests of Council Members, kept under this Constitution and as required by the Act.

Constitution means the rules in this document.

Council means the governing body of the Society.

Council Member means a person elected to the Council, including Office Holders.

Group 1 means a Fellow, Accredited Practitioner or Practitioner of NZSTI.

Group 2 means a Provisional Practitioner of NZSTI.

Group 3 means an Honorary Member, Student or Observer of NZSTI.

Group 4 means a Retired Member of NZSTI.



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Language Direction means the Translating or Interpreting direction from Source Language to Target Language.

Member means an individual who has consented to take up membership of the Society, has been properly admitted to the Society, and has not ceased their membership of the Society.

Office Holder means a person elected to the Council in the position of president, vice-president, secretary or treasurer.

Practice means the remunerated Translation work performed by a Translator and/or Interpreting work performed by an Interpreter.

Registrar means the Registrar of Incorporated Societies.

Society or **NZSTI** means the New Zealand Society of Translators and Interpreters Incorporated.

Source Language means the language Translated or Interpreted from.

Target Language means the language Translated or Interpreted into.

To Translate means to convert written matter from one language to another; the meanings of Translator, Translating, and Translation follow accordingly.

To Interpret means to convert spoken matter from one language to another; the meanings of Interpreter, Interpreting and Interpretation follow accordingly.

Voting Member means a Fellow or Accredited Practitioner of NZSTI.

3. OBJECTS

- 3.1. To form a representative body of practising professional Translators and practising professional Interpreters in New Zealand.
- 3.2. To promote and maintain high standards of professional Translation and professional Interpreting in New Zealand.
- 3.3. To promote and protect the interests of Members in all matters relating to Translation and Interpreting.
- 3.4. To establish rules and recommendations for Translators and Interpreters in matters relating to their Practice.
- 3.5. To provide opportunities for Members to get together, correspond, exchange ideas, develop their skills and knowledge, and generally to help in the acquisition and dissemination of knowledge relating to their profession.



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- 3.6. To advocate and make submissions to government and other bodies and individuals relating to Translation and Interpreting.
- 3.7. To gain statutory recognition and protection of the titles Translator and Interpreter.
- 3.8. To do all lawful things relevant to furthering the objects of the Society.

4. LANGUAGE OF THE SOCIETY

The working language of the Society shall be English. All records shall be kept in English and all proceedings shall be held in English. The Society may use other languages as appropriate for the furtherance of its aims and may receive documents written in other languages, but summaries or references in English shall be provided in the records.

5. REGISTERED OFFICE

- 5.1. The registered office of the Society shall be at such place as the Council may from time to time determine.
- 5.2. Changes to the registered office shall be notified to the Registrar:
 - at least 5 working days before the change of address for the registered office is due to take effect; and
 - in a form and as required by the Act.

6. CONTACT PERSON

- 6.1. The Society shall have at least 1 but no more than 3 contact people whom the Registrar can contact when needed.
- 6.2. Each contact person must be:
 - At least 18 years of age; and
 - Ordinarily resident in New Zealand.
- 6.3. The contact people shall be appointed by the Council from the Council Members at the first Council meeting following each Annual General Meeting.
- 6.4. Each contact person's name must be provided to the Registrar, along with their contact details, including:
 - a physical address or an electronic address; and
 - a telephone number.



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- 6.5. If there is a vacancy in the position of contact person and the Society has no other contact person, the Council must fill the position by appointment within 20 working days of the vacancy occurring.
 - 6.6. The Society must ensure that notice of the following changes is given to the Registrar within 20 days of becoming aware of:
 - a change in a contact person of the Society; or
 - a change in the name or contact details of a contact person of the Society.
7. NZSTI LOGO
- 7.1. The NZSTI logo is for the exclusive use of the Society as an organisation.
 - 7.2. Members may not use the NZSTI logo in any way or form and on any support or material, including paper, electronic and online.
 - 7.3. The Council may decide at its discretion to authorise the use of the NZSTI logo by other organisations or parties for partnership, sponsorship, promotional or similar purposes.
8. COMMON SEAL
- 8.1. The common seal shall be held by the secretary or stored at the registered office of the Society.
 - 8.2. The common seal shall not be applied to any deed, document, or other thing except by resolution of the Council and in the presence of two Council Members who shall sign the said deed, document or other thing. Each application of the seal shall require a separate resolution by the Council.
9. MEMBERSHIP
- 9.1. Members shall be private individuals of good repute. The rights of every Member shall be personal to themselves and not transferable by their own act or by operation of law. At the time membership is granted, applicants must be living in New Zealand or have significant personal ties to New Zealand.
 - 9.2. The Society shall maintain the minimum number of Members required by the Act.



10. CATEGORIES OF MEMBERSHIP

10.1. Accredited Practitioner

Accredited Practitioners shall be those persons who hold NAATI Certified Translator or Certified Interpreter certification, or have obtained an equivalent qualification or experience as stipulated by the Council from time to time, and are or are about to be engaged in Translation or Interpreting Practice. Under exceptional circumstances, the Council may at its discretion waive or vary the preceding requirements.

10.2. Fellow

Fellows shall be those Accredited Practitioners who have made an outstanding contribution to the Society and/or to the professions of Translation and Interpreting.

10.3. Retired Member

Retired Members shall be Fellows or Accredited Practitioners who have retired from Practice and have been accepted as Retired Members by the Council.

10.4. Practitioner

Practitioners shall be those persons who hold NAATI Certified Provisional Interpreter certification or have obtained an equivalent qualification or experience as stipulated by the Council from time to time, and are or are about to be engaged in Translation or Interpreting Practice. Under exceptional circumstances, the Council may at its discretion waive or vary the preceding requirements.

10.5. Provisional Practitioner

Provisional Practitioners shall be those persons who are practising as Translators or Interpreters but do not meet the requirements of the Accredited Practitioner or Practitioner membership categories. Under exceptional circumstances, the Council may at its discretion waive or vary the preceding requirements.

10.6. Honorary Member

Honorary Members shall be distinguished individuals who are not Translators or Interpreters but have a contribution to make to the profession.

10.7. Observer

Observers shall be those persons who are not Translators or Interpreters but who have a particular interest in the profession.

10.8. Student

Students shall be those persons who are currently studying at a tertiary institution in New Zealand. They may hold Student membership with the



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Society for a maximum of two (2) years, after which they may apply to upgrade to Provisional Practitioner, Practitioner or Accredited Practitioner, failing which they will automatically switch to the Observer category. If their course of study is longer than 2 years, they may apply to have their Student membership extended year by year.

11. TITLES

11.1. Accredited Practitioner

Accredited Practitioners may style themselves as:

- Accredited Practitioner of the New Zealand Society of Translators and Interpreters (in Translation);
- Accredited Pract. NZSTI (Transl.);
- Accredited Practitioner of the New Zealand Society of Translators and Interpreters (in Interpreting); or
- Accredited Pract. NZSTI (Interp.);

as the case may be. They may also include the specific Source and Target Languages and Language Direction(s) for which they are recognised by NZSTI. They may not refer to any more specialised area of qualification.

11.2. Fellow

Fellows may style themselves as:

- Fellow of the New Zealand Society of Translators and Interpreters (in Translation);
- Fellow NZSTI (Transl.);
- Fellow of the New Zealand Society of Translators and Interpreters (in Interpreting); or
- Fellow NZSTI (Interp.);

as the case may be. They may also include the specific Source and Target Languages and Language Direction(s) for which they are recognised by NZSTI. They may not refer to any more specialised area of qualification.

11.3. Retired Member

Retired Members may style themselves as:

- Retired Member of the New Zealand Society of Translators and Interpreters; or
- Ret. Member NZSTI.

11.4. Practitioner

Practitioners may style themselves as:



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- Practitioner of the New Zealand Society of Translators and Interpreters (in Translation);
- Pract. NZSTI (Transl.);
- Practitioner of the New Zealand Society of Translators and Interpreters (in Interpreting); or
- Pract. NZSTI (Interp.);

as the case may be. They may also include the specific Source and Target Languages and Language Direction(s) for which they are recognised by NZSTI. They may not refer to any more specialised area of qualification.

11.5. Provisional Practitioner

Provisional Practitioners may style themselves as:

- Provisional Practitioner of the New Zealand Society of Translators and Interpreters (in Translation);
- Provisional Pract. NZSTI (Transl.);
- Provisional Practitioner of the New Zealand Society of Translators and Interpreters (in Interpreting); or
- Provisional Pract. NZSTI (Interp.);

as the case may be. They may also include the specific Source and Target Languages and Language Direction(s) for which they are recognised by NZSTI. They may not refer to any more specialised area of qualification.

11.6. Honorary Member

Honorary Members may style themselves as:

- Honorary Member of the New Zealand Society of Translators and Interpreters; or
- Hon. Member NZSTI.

11.7. Student and Observer

Students and Observers shall not use any title, style, or abbreviation in respect to their Student or Observer status with the Society. Furthermore they shall not use the title Translator or Interpreter, nor shall they describe themselves as a "Translator" or "Interpreter". They may refer to the fact that they have "observer/student status with the New Zealand Society of Translators and Interpreters." Students may use the terms "student/trainee translator" and "student/trainee interpreter", if appropriate.

12. REGISTERS



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12.1. Group 1, Group 2 and Group 4 Register

The Society shall keep a register of the following details for each Group 1, 2 and 4 Member:

- Full name;
- Contact details;
- Category/categories of membership;
- Source and Target Languages and Language Directions for Interpreting;
- Source and Target Languages and Language Direction(s) for Translation;
- Date of admission into NZSTI;
- Date of any membership category change; and
- Date of cessation of membership.

12.2. Group 3 Register

The Society shall keep a register of the following details for each Group 3 Member:

- Full name;
- Reason for admission;
- Contact details;
- Date of admission into NZSTI;
- Date of any membership category change; and
- Date of cessation of membership.

12.3. Affiliate Entity Register

The Society shall keep a register of the following details for each Affiliate Entity:

- Entity name;
- Contact person; and
- Contact details.

13. ADMISSION TO THE SOCIETY

13.1. Admission

13.1.1. Individuals shall only be admitted to the Society by resolution of the Council.

13.2. Application for Membership

13.2.1. Application for membership shall be made by completing the required form, providing evidence of appropriate qualifications and/or experience satisfactory to the Council, and paying the



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application fee. Any application that remains incomplete for more than two months shall be cancelled.

13.2.2. Every applicant must consent in writing to joining the Society, abiding by the Constitution and Bylaws of the Society, and paying the proportion of the annual subscription still applicable for the current year, should their application be successful. This consent will be stored in the Society's records.

13.3. Application Fee

13.3.1. Each applicant for membership must pay a non-refundable application fee at the time of lodging their application. The application fee amount shall be determined by the Council from time to time.

13.4. Annual Fee

13.4.1. The amount of the annual membership fee for each category of membership shall be determined by the Council. Such fees shall be due and payable immediately and in advance for the year in question. The membership year runs from 1 January to 31 December.

13.4.2. No Member shall receive any refund of fees, levies or other moneys upon resigning or being expelled, but shall remain liable for all fees and levies payable to the end of the current financial year, including all arrears and antecedent liabilities.

13.5. Upgrade of Membership

13.5.1. Any Member upgrading their membership within the Society (higher or additional membership category or additional Source and Target Languages) shall not pay any application fee or difference in the annual membership fee for the current membership year.

13.5.2. To apply to upgrade their membership, they shall complete the required form and provide evidence of appropriate qualifications and/or experience satisfactory to the Council.

13.6. Admission of Honorary Members

13.6.1. To be admitted to the Society as an Honorary Member, an individual must be nominated by one Council Member and the membership offer be approved by resolution of the Council. No formal application is required and no application fee is payable. In order to accept the offered membership, the individual shall consent in writing to joining the Society. That consent will be stored in the Society's records.



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13.7. Notification of Admission

13.7.1. Every person duly admitted as a Member shall be informed of this in writing.

13.7.2. To take up membership, they must pay the proportion of the annual membership fee still applicable for the current year within two months of receiving notice of being admitted to the Society, otherwise the admission shall become void, unless the Council extends the time, which it may do in special circumstances.

13.8. Certificate of Membership

13.8.1. Every individual awarded Group 1 membership, and having taken up that membership, shall receive a certificate of membership.

13.9. Retired Members

13.9.1. Fellows and Accredited Practitioners shall notify the Council in writing of their cessation of or retirement from Practice and may request to change their membership category to Retired Member, which shall be approved by resolution of the Council.

13.9.2. A Retired Member may, upon resuming Practice, apply to the Council in writing for reinstatement as a Fellow or Accredited Practitioner, and may be so reinstated by resolution of the Council.

14. SUSPENSION OF MEMBERSHIP

14.1. A Member may apply in writing, with a justified reason, to have their membership suspended and fees waived for a period of one or two years, provided that they have been a Member for at least 24 months and that any previously granted membership suspension was more than 5 years prior.

14.2. While suspended, the Member is not entitled to any membership benefits, nor may they refer to their membership of NZSTI.

14.3. At any time during the suspension period, the Member may request in writing to reactivate their membership and shall pay the proportion of membership fees remaining for that membership year.

14.4. At the end of the requested suspension period, their membership will be automatically reactivated and the fees for the next membership year shall be payable, failing which their membership will lapse.

15. CESSATION OF MEMBERSHIP



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15.1. By Resignation

Any Member may resign their membership by notifying the Society of their resignation, and their name shall be removed from the corresponding register.

15.2. By Purging of the Registers

If any Member is more than three months in arrears for the annual membership fee invoiced to them by NZSTI, their membership will lapse. If they subsequently fail to pay such arrears within one month of receiving a further written reminder, their membership will be cancelled, their name struck off the corresponding register and the corresponding invoice cancelled. However, this provision shall not compel the Council to take this action if there is a special circumstance causing the Council to be satisfied that their name should not be removed.

15.3. By Expulsion

A Member may be expelled from the Society if a complaint or dispute is brought against them and, following due process, their expulsion is approved by the Council and ratified by an Annual General Meeting (AGM) or Special General Meeting (SGM).

15.4. Upon death

When NZSTI is notified of the death of a Member, that person's name will be removed from the relevant register and any outstanding invoices cancelled.

16. REINSTATEMENT OF MEMBERSHIP

If it is satisfied that there is good cause to do so, the Council may reinstate to NZSTI membership any individual whose name has been removed from the Register, upon such terms as it thinks fit.

17. RATIFICATION OF ADMISSION, REINSTATEMENT AND EXPULSION

17.1. Ratification of Admission and Reinstatement

17.1.1. Each admission (including membership upgrades) and reinstatement to the Society shall be subject to ratification by the Council. To stand, an admission or reinstatement must be ratified by resolution of the Council.

17.1.2. Deliberations and voting on ratification shall be held in the absence of the persons admitted or reinstated, however the



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person requesting reinstatement may explain their case to a meeting of the Council.

- 17.1.3. Decisions of the Council regarding admissions and reinstatements shall be deemed to have taken effect as from the date of the relevant decision of the Council.
 - 17.1.4. No moneys shall be reimbursable by the Society solely on the grounds of such a decision of the Council meeting regarding an admission or reinstatement.
 - 17.2. Ratification of Expulsion
 - 17.2.1. Each expulsion of a Member from the Society, following due process and having been approved at a Council meeting, shall be subject to ratification at an AGM or SGM, whichever is held first. If it is brought before an AGM, it shall be the first item of business on the agenda whilst the outgoing Council is still in office.
 - 17.2.2. The person being expelled may explain their case to the AGM or SGM. Deliberations and voting on ratification shall be held in the absence of the person being expelled.
 - 17.2.3. To stand, an expulsion must be ratified by a two-thirds majority of Voting Members present. The outcome of that vote is final and binding, with no recourse to appeal. Decisions of the AGM or SGM to ratify an expulsion shall be deemed to have taken effect from the date of the relevant Council decision and the individual's membership will be immediately cancelled. No moneys shall be reimbursable by the Society solely on the grounds of the AGM or SGM's decision to expel.
 - 17.2.4. Should the AGM or SGM vote against ratifying the expulsion, the Council will take the relevant action. No compensation or damages may be claimed by the individual.
18. NZSTI MEMBERSHIP CARD
- 18.1. The NZSTI membership card is issued to Group 1 Members solely for the purpose of identifying their NZSTI membership.
 - 18.2. The NZSTI membership card may only be used for the Source and Target Languages and Language Directions that have been approved by the Council.
 - 18.3. The NZSTI membership card may not be used by any other party or organisation.



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- 18.4. The NZSTI membership card may not be reproduced, copied, plagiarised or reformatted in any way or form, be it hard material, electronic or other, neither by any Member nor by any other party or organisation.
- 18.5. The NZSTI membership card remains the property of NZSTI and must immediately be returned to the Society or destroyed when the Member ceases to hold membership of the Society.
19. NZSTI INSIGNIA
- 19.1. The NZSTI insignia exists in two distinct versions: one for Accredited Practitioners (including Fellows) and one for Practitioners, and is made available to Accredited Practitioners/Fellows and Practitioners respectively for use in their personal marketing materials.
- 19.2. It is intended to help Group 1 Members market their services as individuals, and may not be used in connection with a company profile or trading name other than the Group 1 Member's own name. On a company website or company email footer, it may be used only in association with the name of the Group 1 Member concerned.
- 19.3. The NZSTI insignia may only be used by Group 1 Members to market the specific Translation and/or Interpreting Source and Target Languages and Language Directions that have been approved for them by the Council for that membership level. It must be clear which Interpreting and/or Translation Source and Target Languages and Language Direction(s) relate to which insignia.
- 19.4. The insignia may not be used in a way that is misleading, or implies endorsement by NZSTI of skills other than those for which that membership was granted.
- 19.5. The official insignia may not be modified in any way. Furthermore, it must not be disproportionately large or dominant. It must be in proportion with the accompanying text, and it may not be larger than 6.25 cm².
20. NZSTI TRANSLATOR STAMP
- 20.1. The NZSTI Translator stamp is issued individually and solely for the purpose of certifying Translations.
- 20.2. The NZSTI Translator stamp may only be issued to and used by Accredited Practitioners (Translation) and Fellows (Translation) of the Society for the Source and Target Languages and Language Directions that have been approved for them by the Council.



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- 20.3. The NZSTI Translator stamp may not be used by any other party or organisation.
 - 20.4. The NZSTI Translator stamp may not be reproduced, copied, plagiarised or reformatted in any way or form, be it hard material, electronic or other, neither by any Member nor by any other party or organisation.
 - 20.5. When an Accredited Practitioner or Fellow holding an NZSTI Translator stamp ceases to hold NZSTI membership, they must immediately cease their use of the stamp, return the entire stamp or the rubber die to NZSTI, and destroy any digital or physical copies.
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21. EDUCATIONAL AFFILIATE
 - 21.1. Educational Affiliates shall be tertiary education entities providing Translation and/or Interpreting courses and qualifications. They must be located in Aotearoa New Zealand.
 - 21.2. Tertiary education entities may be invited by Council or may request to become an Educational Affiliate. They shall submit a written request which shall be decided by Council vote.
 - 21.3. The annual Educational Affiliate fee amount shall be determined by the Council from time to time. Such fee shall be due and payable immediately and in advance for the financial year in question.
 - 21.4. Educational Affiliates may appoint two representatives to attend meetings or events on their behalf.
 - 21.5. Educational Affiliates and their representatives are not Members and do not hold any voting rights.
 - 21.6. Educational Affiliates may refer to their relationship with NZSTI as:
 - Educational Affiliate of NZSTI.
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22. MEETINGS OF THE SOCIETY
 - 22.1. Annual General Meeting
 - 22.1.1. The Annual General Meeting (AGM) of the Society shall be held when and where determined by the Council for that year and may be in-person or online. The AGM shall be held within 6 months of the end of the financial year and not more than 15 months after the previous AGM. Members shall receive 3 weeks' written notice, by email or other delivery, of the date, time, venue, agenda and any motions.
 - 22.1.2. The business of the AGM shall be, amongst other things, to:



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- confirm the minutes of the last AGM and any SGM held since the last AGM;
- adopt the president's annual report on the operations and affairs of the Society;
- adopt the treasurer's report on the finances of the Society, and the annual performance report;
- elect Council Members and Office Holders for the next term;
- discuss any motions of which due notice has been given;
- vote on the ratification of any expulsions of Members; and
- vote on any amendments of the Constitution and Bylaws of the Society.

22.1.3. Business that is not stated on the agenda may not be transacted at that AGM.

22.1.4. If any Member does not happen to receive the notice of the meeting, this shall not invalidate the proceedings of the meeting.

22.1.5. No motion shall be moved or question discussed at any AGM regarding the internal, financial, or administrative concerns of the Society or of any Member.

22.1.6. Written resolutions may not be passed in lieu of an AGM.

22.2. Special General Meeting

22.2.1. A Special General Meeting (SGM) may be convened at any time by the Council, and shall be convened when a requisition signed by three Fellows or Accredited Practitioners of the Society stating the object of the meeting and giving notice of motions is lodged with the secretary. All SGMs shall be held where determined by the Council and may be in-person or online. If no notice has gone out within 20 days of the requisition being lodged with the secretary to convene an SGM, the three Fellows or Accredited Practitioners lodging that requisition may convene an SGM in accordance with the requisition.

22.2.2. Members shall receive 3 weeks' written notice, by email or other delivery, of the date, time, venue and agenda of the SGM, stating the business to be transacted at such meeting and giving notice of motions. If any Member does not happen to receive the notice, this shall not invalidate the proceedings of the meeting.

22.2.3. The business of SGMs shall be any specific purpose relative to the amendment of the Constitution and Bylaws of the Society, the



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ratification of any expulsions of Members, or the internal, financial, and administrative concerns of the Society.

22.2.4. Business that is not stated on the agenda may not be transacted at that SGM.

22.2.5. Written resolutions may not be passed in lieu of an SGM.

23. PROCEEDINGS AT GENERAL MEETINGS

23.1. Attendance

All Members and Associate Entities shall be entitled to be present at all AGMs and SGMs.

23.2. Quorum

Ten Voting Members shall constitute a quorum at an AGM and an SGM. Such Voting Members may be represented by proxy.

23.3. Minutes

Minutes shall be taken at every AGM and SGM, and appropriately filed. Those minutes shall be made available to all Members after the AGM or SGM, and upon request.

23.4. Chair

The president shall take the chair at every AGM and SGM, and in their absence the vice-president, and in their absence a Council Member, failing which the meeting shall elect a chairperson.

23.5. Proxies

Voting Members not able to be present at the meeting may be represented by proxy by submitting the relevant form to the secretary. Such proxy must be a Voting Member, and no one person shall hold more than three proxies. Persons represented by proxy shall be deemed to be present.

23.6. Speaking Rights

All Fellows, Accredited Practitioners, Retired Members and Honorary Members shall be entitled to speak at any General Meeting (AGM and SGM). Other Members and Educational Affiliates may be permitted to speak by leave of the meeting only.

23.7. Voting

23.7.1. Only Voting Members shall vote at any AGM or SGM.

23.7.2. Each Voting Member shall have one vote only on each question.

23.7.3. All voting shall be by secret ballot.

23.7.4. Secret ballots shall be conducted on physical materials or digitally, as appropriate.



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- 23.7.5. Voting Members present at a meeting shall not abstain from voting unless required to do so by the Constitution or Bylaws, or in the case of a conflict of interest. Any Voting Member who feels that such a conflict of interest exists shall declare this to the meeting.
- 23.7.6. The chairperson shall have a deliberative and, if there is a tie, a casting vote.
- 23.7.7. An entry in the minutes, signed by the chairperson, shall be sufficient evidence of the decision of a meeting.

24. COUNCIL AND OFFICER HOLDERS

24.1. Eligibility

- 24.1.1. All Council Members and Office Holders shall be elected to the Council from among the Voting Members of the Society. To stand for election, they must be individually nominated by two other Voting Members.
- 24.1.2. Retired Members may be elected or co-opted as a Council Member or Office Holder, and may vote as of right in that capacity.
- 24.1.3. The Council shall consist of the four Office Holders plus at least three and not more than five other Council Members, to be elected at the AGM by the Voting Members.
- 24.1.4. Prior to election or appointment as a Council Member, each person must:
 - consent in writing to be a Council Member;
 - certify in writing that they are not disqualified from being elected or appointed as a Council Member either by this Constitution or under the Act; and
 - certify in writing that they do not have any substantial conflicts of interest that would significantly impede their ability to perform their duties as a Council Member.
- 24.1.5. The Registrar must be notified of any elections and departures of Council Members.

24.2. Term

- 24.2.1. The term of office for all Council Members elected to the Council shall be 1 year, expiring at the end of the next Annual General Meeting. No Council Member shall serve more than 6



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consecutive terms on the Council, including no more than 3 consecutive terms in one Office Holder position.

24.2.2. A Member who has stepped down from the Council for at least one full year may stand for election again, at which point their consecutive term count shall reset, and they will be eligible to serve up to the maximum number of consecutive terms once more.

24.3. Vacancies

If any Council position becomes vacant between one AGM and the next, including those of Office Holders, the Council may appoint a replacement to fill the position until the next AGM. The Council may also fill by appointment any vacancy not filled at the AGM.

24.4. Resignation or removal from Council

24.4.1. A Council Member ceases to be on the Council when they resign (by notice in writing to the Council), are removed, die, or otherwise vacate their position in accordance with the Act.

24.4.2. A Council Member who resigns or is removed shall, within 10 working days, deliver to NZSTI all property of the Society, including books, papers, and digital or physical files, and permanently erase any digital copies held by them.

24.4.3. The Council may, by resolution of the Council, remove a Council Member from the Council:

- if the Council Member fails to attend three consecutive meetings of the Council without the approval of the Council; or
- if a Council Member breaches the duties of Council Members detailed in the NZSTI Constitution, the Council's Code of Conduct, the NZSTI Conflict of Interest Policy and/or other Council policies, or in any way prevents or restricts the Council in the performance of its role.

25. CONFLICT OF INTEREST

25.1. A Council Member or person on a subcommittee who is an interested party in respect of any matter being considered by the Society must disclose details of the nature and extent of the interest (including any monetary value of the interest if it can be quantified):

- to the Council and/or subcommittee; and
- in an Interests Register kept by the Council.



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- 25.2. Disclosure must be made as soon as practicable after the Council Member or person on a subcommittee becomes aware that they have a conflict of interest.
- 25.3. A Council Member or person on a subcommittee who is an interested party regarding a matter:
- must not vote or take part in the decision of the Council and/or subcommittee relating to the matter unless all Council Members who are not interested in the matter consent; and
 - must not sign any document relating to the entry into a transaction or the initiation of the matter unless all Council Members who are not interested in the matter consent; but
 - may take part in any discussion of the Council and/or subcommittee relating to the matter and be present at the time of the decision of the Council and/or subcommittee (unless the Council and/or subcommittee decides otherwise).
- 25.4. However, a Council Member or person on a subcommittee who is prevented from voting on a matter may still be counted for the purpose of determining whether there is a quorum at any meeting at which the matter is considered.
- 25.5. Where 50% or more of the people on a subcommittee are prevented from voting on a matter because they are interested in that matter, the Council shall consider and determine the matter.
- 25.6. Where 50% or more of Council Members are prevented from voting on a matter because they are interested in that matter, a Special General Meeting must be called to consider and determine the matter, unless all non-interested Council Members agree otherwise.
- 25.7. The Council shall at all times maintain an up-to-date Interests Register of the interests disclosed by Council Members and people on any subcommittee.
26. PROCEEDINGS AT COUNCIL MEETINGS
- 26.1. The Council shall meet when and where it considers expedient, and shall have a quorum of four. The president shall take the chair, and in their absence the vice-president, failing which the Council shall elect a chairperson.
- 26.2. A resolution of the Council is passed by a two-thirds majority of votes cast by Council members present. Voting shall be by show of hands. Each



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Council Member shall have one vote only on each question. The president shall have a deliberative and, if there is a tie, a deciding vote.

26.3. Minutes shall be taken at all Council meetings, appropriately filed and made available to all Council Members.

26.4. A written resolution of the Council may be adopted outside a Council meeting by email vote, and must be entered into the record at the next Council meeting.

27. POWERS AND DUTIES OF THE COUNCIL

27.1. With the exception of specific resolutions passed at an AGM or SGM, the Council shall manage the Society's property and fund investments and shall represent the Society in all matters.

27.2. The Council may exercise any powers vested in the Society which are not required by the Constitution or Bylaws to be exercised by the Society at an AGM or SGM.

27.3. The Council may delegate any of its powers to contractors, service providers and subcommittees, and may co-opt Members to such subcommittees.

27.4. The president, on behalf of the Council, shall present to the AGM a full report of the Council's activities and the business done during its year of office, and of any matters of interest or importance to the Society which occurred during that period.

27.5. The treasurer shall present to the AGM the audited financial statements for the previous financial year, prepared in accordance with good accounting practice.

27.6. The Council shall have the power to appoint and instruct delegates or representatives to bodies with which the Society is affiliated or which have provision for the Society to be represented at their meetings.

27.7. The Council shall have the power to determine all financial matters pertaining to the day-to-day running of the Society.

28. IMPLEMENTATION OF THE CONSTITUTION

A substantial compliance with this Constitution whether as to form, time, number, or any other matter shall in all cases be good and sufficient and no rule, regulation, bylaw, resolution, decision, election, appointment, notice, or any other matter shall be invalidated by reason solely of a failure to comply exactly with the letter of this Constitution.



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29. AMENDMENTS TO THE CONSTITUTION

- 29.1. The Constitution may be altered, added to and rescinded by a two-thirds majority of Voting Members present at a duly convened AGM or SGM. All amendments must be recorded in writing.
- 29.2. No addition to or alteration of the non-profit aims, personal benefit clause or the winding up clause shall be approved without the approval of the Registrar. No changes shall be made that contravene the Act. The provisions and effect of this clause shall not be removed from this document and shall be included and implied in any document replacing this document.
- 29.3. When an amendment of the Constitution is approved by an AGM or SGM, it shall be notified to the Registrar in the form and manner specified in the Act for registration, and shall take effect from the date of registration.

30. BYLAWS

- 30.1. The Society may, in accordance with and subject to the Act and this Constitution, make and issue and require the observance by all Members of all Bylaws deemed by the Society to be necessary or expedient or proper to be made concerning any matters connected with the Society, its property, or its affairs. In particular, there shall be a Code of Ethics Bylaw governing the professional behaviour of Members.
- 30.2. Bylaws may be introduced, repealed or altered by a two-thirds majority of Voting Members present at a duly convened AGM or SGM. All amendments must be recorded in writing .

31. REGIONAL SUBCOMMITTEES

- 31.1. The Society may set up regional subcommittees for the purpose of: providing opportunities for Members to get together, correspond, exchange ideas, develop their skills and knowledge, and generally to help in the acquisition and dissemination of knowledge relating to the profession; organising meetings to further cooperation and information exchanges among members; and promoting the policies and objectives of the Society.
- 31.2. The chairperson of each regional subcommittee will hold a seat on the Council.



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- 31.3. Each regional subcommittee shall have at its disposal a proportion of the funds of the Society, to be lodged in a bank account in the name of the Society, for the furtherance of its activities in the region.
- 31.4. The Society shall make Bylaws from time to time governing the election, organisation, powers, duties, and activities of the regional subcommittees.

32. EXTERNAL COMPLAINTS

32.1. Definition

A complaint is a disagreement or conflict involving a Member and an individual or entity external to the Society in relation to any of the following allegations:

- a Member has wilfully or negligently contravened the Constitution or Bylaws of the Society; or
- a Member has engaged in professional misconduct that may bring the Society and its Members into disrepute.

32.2. Lodging a complaint

32.2.1. An individual or entity external to the Society shall lodge a complaint in writing that:

- clearly identifies the Member;
- sets out the allegation(s) to which the complaint relates; and
- sets out any other information or allegations reasonably required by the Society.

32.2.2. The information setting out the allegations must be sufficiently detailed to ensure that the person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable that person to prepare a response.

32.2.3. All Members are obliged to cooperate to resolve complaints efficiently and fairly.

32.2.4. Complaints must be dealt with in a fair, efficient, and effective manner and in accordance with the Constitution.

32.3. Complaint investigation

32.3.1. The Society must, as soon as is reasonably practicable after receiving or becoming aware of a complaint lodged in accordance with its Constitution, ensure that the complaint is investigated and determined.



- 32.3.2. The complaints and disciplinary subcommittee shall take all necessary steps to investigate the complaint and issue a recommendation to the Council.
- 32.3.3. The Council shall then consider the recommendation and vote on it at the next Council meeting.
- 32.4. Right to be heard
- 32.4.1. The Member against whom the complaint has been made has a right to be heard before the complaint is resolved or any outcome is determined.
- 32.4.2. Without limiting the manner in which the Member may be given the right to be heard, they are deemed to have been given the right if:
- they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
 - an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
 - an oral hearing (if any) is held before the decision maker; and
 - the Member's written or verbal statement or submissions (if any) are considered by the decision maker.
- 32.5. Society may decide not to proceed
- Despite the 'Complaint Investigation' rule above, the Society may decide not to proceed further with a complaint if:
- the complaint is considered to be trivial;
 - the complaint does not appear to disclose or involve any allegation of the following kind:
 - a Member has wilfully or negligently contravened the Constitution or Bylaws of the Society; or
 - a Member has engaged in professional misconduct that may bring the Society and its Members into disrepute;
 - the complaint appears to be without foundation or there is no apparent evidence to support it;
 - the person who makes the complaint has an insignificant interest in the matter;
 - the conduct, incident, event, or issue giving rise to the complaint has already been investigated and dealt with under the Constitution; or
 - there has been an undue delay in making the complaint.
- 32.6. Decision makers
- A person may not act as a decision maker in relation to a complaint if 2 or



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more Council Members or people on a complaints and disciplinary subcommittee consider that there are reasonable grounds to believe that the person may not be:

- impartial; or
- able to consider the matter without a predetermined view.

32.7. Penalties

32.7.1. The Council may impose on the Member a fine of up to five times the highest annual membership fee or any non-financial penalty deemed appropriate for the complaint.

32.7.2. The Member shall promptly comply with the penalties imposed by Council, failing which the Council may consider further penalties or expulsion from the Society.

32.7.3. In the exceptional situation that the complaint is of a sufficiently serious nature that justifies expulsion, the complaints and disciplinary subcommittee may recommend expulsion. The Council shall vote on the resolution to expel the Member. If passed, the Member's membership of the Society shall be suspended immediately pending ratification of the Council's decision by an AGM or SGM.

33. INTERNAL DISPUTES

33.1. Definition

33.1.1. A dispute is a disagreement or conflict involving the Society and/or Members in relation to specific allegations set out below.

33.1.2. The disagreement or conflict may be between any of the following persons:

- 2 or more Members;
- 1 or more Members and the Society;
- 1 or more Members and 1 or more Council Members;
- 2 or more Council Members;
- 1 or more Council Members and the Society; or
- 1 or more Members or Council Members and the Society.

33.1.3. The disagreement or conflict shall relate to any of the following allegations:

- a Member or a Council Member has wilfully or negligently engaged in misconduct;



- a Member or a Council Member has wilfully or negligently breached, or is likely to breach, a duty under the Society's Constitution or Bylaws, or the Act;
- the Society has wilfully or negligently breached, or is likely to breach, a duty under the Society's Constitution or Bylaws, or the Act; or
- a Member's rights or interests as a Member have been damaged.

33.2. Lodging a dispute

33.2.1. A Member or a Council Member may lodge a dispute by giving to the Council a notice in writing that:

- states that the Member or Council Member is starting a procedure for resolving a dispute in accordance with the Society's Constitution;
- sets out the allegation(s) to which the dispute relates and who the allegations are against; and
- sets out any other information or allegations reasonably required by the Society.

33.2.2. The Society may lodge a dispute involving an allegation against a Member or a Council Member by the Council giving the Member or Council Member a notice in writing that:

- states that the Society is starting a procedure for resolving a dispute in accordance with the Society's Constitution; and
- sets out the allegation to which the dispute relates.

33.2.3. The information setting out the allegations must be sufficiently detailed to ensure that a person against whom an allegation is made is fairly advised of the allegation concerning them, with sufficient details given to enable that person to prepare a response.

33.2.4. All Members (including the Council Members) are obliged to cooperate to resolve disputes efficiently, fairly, and with minimal disruption to the Society's activities.

33.2.5. The person lodging a dispute and the Council must consider and discuss whether the dispute may best be resolved through informal discussions, mediation, arbitration, or a tikanga-based practice. Where mediation or arbitration is agreed on, the parties will sign a suitable mediation or arbitration agreement.

33.3. Right to be heard



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- 33.3.1. A Member or a Council Member against whom a dispute is lodged has a right to be heard before the dispute is resolved or any outcome is determined.
- 33.3.2. If the Society lodges a dispute:
- the Society has a right to be heard before the dispute is resolved or any outcome is determined; and
 - a Council Member may exercise that right on behalf of the Society.
- 33.3.3. Without limiting the manner in which the Member, Council Member, or Society may be given the right to be heard, they are deemed to have been given the right if:
- they have a reasonable opportunity to be heard in writing or at an oral hearing (if one is held);
 - an oral hearing is held if the decision maker considers that an oral hearing is needed to ensure an adequate hearing;
 - an oral hearing (if any) is held before the decision maker; and
 - the Member's, Council Member's, or Society's written or verbal statement or submissions (if any) are considered by the decision maker.
- 33.4. Dispute investigation and ruling
- 33.4.1. The Society must, as soon as is reasonably practicable after receiving or becoming aware of a dispute lodged in accordance with its Constitution, ensure that the dispute is investigated and determined.
- 33.4.2. Disputes must be dealt with under the Constitution in a fair, efficient, and effective manner and in accordance with the provisions of the Act.
- 33.5. Society may decide not to proceed
- 33.5.1. Despite the 'Dispute Investigation and Ruling' rule above, the Society may decide not to proceed further with a dispute if:
- the dispute is considered to be trivial;
 - the dispute does not appear to disclose or involve any allegation of the following kind:
 - a Member or a Council Member has engaged in material misconduct;
 - a Member, a Council Member, or the Society has materially breached, or is likely to materially breach, a



duty under the Society's Constitution or Bylaws or the Act; or

- a Member's rights or interests have been materially damaged.
- the dispute appears to be without foundation or there is no apparent evidence to support it;
- the person who lodges the dispute has an insignificant interest in the matter;
- the conduct, incident, event, or issue giving rise to the dispute has already been investigated and dealt with under the Constitution; or
- there has been an undue delay in lodging the dispute.

33.6. Society may refer dispute

33.6.1. The Society may refer a dispute to:

- a subcommittee or an external person to investigate and report; or
- a subcommittee, an arbitral tribunal, or an external person to investigate and make a decision.

33.6.2. The Society may, with the consent of all parties to a dispute, refer the dispute to any type of consensual dispute resolution (for example, mediation, facilitation, or a tikanga-based practice).

33.7. Decision makers

33.7.1. A person may not act as a decision maker in relation to a dispute if 2 or more Council Members or people on a complaints subcommittee consider that there are reasonable grounds to believe that the person may not be:

- impartial; or
- able to consider the matter without a predetermined view.

33.8. Penalties

33.8.1. The Council may impose on the Member a fine of up to five times the highest annual membership fee or any non-financial penalty deemed appropriate for the dispute.

33.8.2. The Member shall promptly comply with the penalties imposed by Council, failing which the Council may consider further penalties or expulsion from the Society.

33.8.3. In the exceptional situation that the dispute is of a sufficiently serious nature that justifies expulsion, the Council shall vote on the resolution to expel the Member. If passed, the Member's



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membership of the Society shall be suspended immediately pending ratification of the Council's decision by an AGM or SGM.

33.8.4. Should the dispute be against the Society and the Society found to be at fault, the Society shall take the remedial action determined by the decision makers.

34. PUBLIC LIABILITY

Every Member shall make their own insurance arrangements or similar arrangements so as to be able to indemnify their clients for malpractice, negligence, errors, or other wrongful actions. Any insurance held by NZSTI does not extend to cover any Members.

35. ACCESS TO INFORMATION

35.1. A Member may at any time make a written request to the Society for information held by the Society.

35.2. The request must specify the information sought in sufficient detail to enable the information to be identified.

35.3. The Society must, within a reasonable time after receiving a request:

- provide the information;
 - agree to provide the information within a specified period;
 - agree to provide the information within a specified period if the Member pays a reasonable charge to the Society (which must be specified and explained) to meet the cost of providing the information;
- or
- refuse to provide the information, specifying the reasons for the refusal.

35.4. Without limiting the reasons for which the Society may refuse to provide the information, the Society may refuse to provide the information if:

- withholding the information is necessary to protect the privacy of natural persons, including that of deceased natural persons;
- the disclosure of the information would, or would be likely to, prejudice the commercial position of the Society or of any Member;
- the disclosure of the information would, or would be likely to, prejudice the financial or commercial position of any other person, whether or not that person supplied the information to the Society;



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- the information is not relevant to the operation or affairs of the Society;
- withholding the information is necessary to maintain legal professional privilege;
- the disclosure of the information would, or would be likely to, breach an enactment;
- the burden to the Society in responding to the request is substantially disproportionate to any benefit that the Member (or any other person) will or may receive from the disclosure of the information;
- the request for the information is frivolous or vexatious; or
- the request seeks information about a dispute or complaint which is or has been the subject of the procedures for resolving such matters under this Constitution and the Act.

35.5. If the Society requires the Member to pay a charge for the information, the Member may withdraw the request, and must be treated as having done so unless, within 10 working days after receiving notification of the charge, the Member informs the Society:

- that the Member will pay the charge; or
- that the Member considers the charge to be unreasonable.

35.6. Nothing in this rule limits Information Privacy Principle 6 of the Privacy Act 2020 relating to access to personal information.

36. FINANCIAL YEAR

The financial year shall run from 1 January to 31 December.

37. THE FUNDS OF THE SOCIETY

37.1. All moneys belonging to the Society shall be deposited in a bank account or accounts, to be drawn under the direction of the Council in accordance with the powers of the Council and the resolutions of AGMs and SGMs.

37.2. Any expense over the amount of one Accredited Practitioner annual membership fee, not provided for in the annual budget adopted by Council, must be approved by Council resolution before it is incurred.

37.3. All financial transactions shall be authorised by two signatories listed on the bank account.

37.4. The Society may borrow or raise money by any means and upon such conditions as it deems fit.



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- 37.5. The Society may loan money to any individual or legal entity, whether secured or unsecured, and upon such conditions as the Society deems fit.
- 37.6. The Society may invest its funds as it deems fit.
- 37.7. The Society shall engage a qualified provider to process payments, maintain appropriate accounting records, prepare year end accounts for the auditor, and perform all other financial tasks assigned to them by Council.
38. PROPERTY OF THE SOCIETY
- 38.1. The Society may acquire by purchase, take on lease, or otherwise acquire any real or personal property.
- 38.2. The Society may sell, exchange, maintain, improve, lease out, hire out, mortgage, dispose of, manage, control invest, reserve, or otherwise deal with and turn to account any real or personal property of the Society.
39. PERSONAL BENEFIT
- 39.1. No Member shall receive or obtain any pecuniary gain from the property or operations of the Society, except for such salaries, honoraria, and repayment of expenses as the Society shall decide. Any income, benefit or advantage shall be applied to the objectives of the organisation.
- 39.2. No Member or person associated with them shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that Member or associated person of any income, benefit, or advantage whatsoever.
- 39.3. Any such income shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value).
40. AUDITOR
- The accounts of the Society shall be audited by an auditor, who shall be a member of the New Zealand Institute of Chartered Accountants. The auditor shall be appointed each year by the Council. The auditor shall have access to the financial accounts of the Society and shall verify and sign the Annual Performance Report before it is submitted by the Council to the AGM.



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41. REMOVAL FROM REGISTER

- 41.1. The Society may be removed from the Register of Incorporated Societies in accordance with the Act.
- 41.2. The Council shall give 25 working days' written notice to all Members of the proposed resolution to remove the Society from the Register of Incorporated Societies.
- 41.3. The Council shall also give written notice to all Members of the AGM or SGM at which any such proposed resolution is to be considered. The notice shall include all information as required by the Act.
- 41.4. Any resolution to remove the Society from the Register of Incorporated Societies must be passed by a two-thirds majority of all Voting Members present at the AGM or SGM.

42. LIQUIDATION

- 42.1. The Society may be liquidated in accordance with the Act.
- 42.2. The Council shall give 25 working days' written notice to all Members of the proposed resolution to put the Society into liquidation.
- 42.3. The Council shall also give written notice to all Members of the first AGM or SGM at which any such proposed resolution is to be considered. The notice shall include all information as required by the Act.
- 42.4. Any resolution to put the Society into liquidation must be passed by a two-thirds majority of all Voting Members present.
- 42.5. If the first resolution to liquidate is passed, then a second AGM or SGM shall be held to confirm or reject such resolution and shall not be scheduled earlier than 30 days after the date of the first meeting. If the resolution is confirmed by a two-thirds majority of the Voting Members present at the second meeting, then the Society shall be wound up and all surplus assets, after payment of all costs, debts, and liabilities of the Society, shall be given or transferred to some other organisation or organisations having objects similar to those of the Society, to be determined by the Voting Members before the dissolution, failing which by any judge who may have or may acquire jurisdiction in the matter.