



# NEW ZEALAND SOCIETY OF TRANSLATORS & INTERPRETERS

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

## CONSTITUTION OF THE NZSTI

2020 Revision

Approved by the AGM on 28 June 2020

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## **1. NAME**

The name of the Society shall be THE NEW ZEALAND SOCIETY OF TRANSLATORS AND INTERPRETERS INCORPORATED.

## **2. MEANINGS**

In this constitution, unless the context requires otherwise:-

- 2.1. To TRANSLATE means to convert written matter from one language to another; the meanings of TRANSLATOR, TRANSLATING, and TRANSLATION follow therefrom.
- 2.2. To INTERPRET means to convert spoken matter from one language to another; the meanings of INTERPRETER, INTERPRETING and INTERPRETATION follow therefrom.
- 2.3. SOURCE LANGUAGE means the language translated from (or interpreted from, where the interpreting is one-way).
- 2.4. TARGET LANGUAGE means the language translated into (or interpreted into, where the interpreting is one-way).
- 2.5. LANGUAGE DIRECTION means the translating or interpreting direction from source language to target language.
- 2.6. SOCIETY means the New Zealand Society of Translators and Interpreters.
- 2.7. COUNCIL means the Council of the Society.
- 2.8. PRACTITIONER or PROFESSIONAL PRACTITIONER means Fellow or Full Member of the Society who gains his/her livelihood primarily from professional translating or interpreting whether on his/her own account or as an employee. The meaning of PROFESSIONAL PRACTICE follows accordingly.
- 2.9. MEMBER means a Fellow, Full Member, Overseas Member or Honorary Member of the Society.
- 2.10. RETIRED MEMBER means a former Fellow or Full Member of the Society, who has now retired from professional practice.
- 2.11. FINANCIAL YEAR means the financial year running from 1 January to 31 December.
- 2.12. AFFILIATE means an Affiliate of the Society
- 2.13. OBSERVER means an Observer of the Society

## **3. OBJECTS**

- 3.1. To form a representative body of practising professional translators and practising professional interpreters of New Zealand.
- 3.2. To promote and maintain high standards of professional translation and professional interpreting in New Zealand.

- 3.3. To arrange for professional examinations for translation and interpreting.
- 3.4. To promote and protect the interests of practitioners and their clients in all matters relating to translating and interpreting
- 3.5. To establish rules and recommendations for Translators and Interpreters in all matters relating to their professional practice.
- 3.6. To provide opportunities for practitioners 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.
- 3.7. To make submissions to government and other bodies and individuals relating to translating and interpreting.
- 3.8. To gain statutory recognition and protection of the titles Translator and Interpreter.
- 3.9. 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**

The registered office of the Society shall be at such place as the Council may from time to time determine.

#### **6. MEMBERSHIP**

- 6.1. Members shall be private individuals of good repute and the rights of every member shall be personal to himself/herself and not transferable by his/her own act or by operation of law.
- 6.2. Classes of Members
  - 6.2.1. Full Members shall be those members who have passed the NAATI Certified Translator or Interpreter test, or have obtained an equivalent qualification as stipulated by the Council, and are or are about to be engaged in professional translation or interpreting. Under exceptional circumstances, the Council may at its discretion waive or vary the preceding requirements
  - 6.2.2. Fellows shall be those members who not only fulfil the requirements for Full Members but who, by reason of their outstanding translating or interpreting ability as evidenced by gaining distinction in the professional examinations stipulated by the Society or on the basis of the work they have done, are deemed to be outstanding Professional Practitioners.
  - 6.2.3. Retired Members shall be former Fellows, or Full Members who have now retired from professional practice and have been accepted as Retired Members by the Society. They may participate as of right at Ordinary Meetings but only by

invitation at Special General Meetings. They may however, be elected or co-opted to office and may attend meetings and vote as of right in that capacity.

6.2.4. Honorary Members shall be distinguished individuals who will be able to help the profession.

6.2.5. Overseas Members shall be suitably qualified Translators or Interpreters resident abroad who have a particular interest in and contribution to make to the Society.

## **7. AFFILIATES**

Affiliates shall be those persons who have passed recognised interpreter / translation training with a satisfactory emphasis on role and ethics training which meets the requirements of the Council, but who are not qualified to be Members, or Fellows of the Society. Under exceptional circumstances, the Council may at its discretion waive or vary the preceding requirements.

## **8. OBSERVERS**

Observers shall be those persons who have a particular interest in or contribution to make to the profession, but who are not qualified to be Members, or Affiliates of the Society.

## **9. REGISTERS**

### **9.1. Register of Members**

The Secretary shall keep a register of the various categories of Members including the following details for each Member:

- Full name
- Year of birth
- Business address and telephone number
- Occupation
- Private address and telephone number Class of membership
- Date of initial registration
- Date of any reclassification
- Date of cessation of membership
- Full details of qualifications (incl. languages and subjects in which the Member is qualified)
- Indemnity insurance arrangements  
In the case of Fellows and Full Members, the entry in the Register of Members and Occupation shall, of necessity, include either the designation Translator or the designation Interpreter or both, and appropriate language direction(s).

### **9.2. Register of Affiliates**

A separate register of Affiliates shall be kept, including the following details:

- Full name
- Year of birth
- Occupation
- Qualifications
- Business address and telephone number
- Home address and telephone number
- Date of initial registration
- Date of transfer to Members Register or Observers Register or cessation of affiliateship.

### 9.3. Register of Observers

A separate register of Observers shall be kept, including the following details:

- Full name
- Year of birth
- Occupation
- Qualifications
- Business address and telephone number
- Home address and telephone number
- Date of initial registration
- Date of transfer to Members Register or Affiliates Register or cessation of observership.

## 10. TITLES

### 10.1. Full Members

#### 10.1.1. Full Members may style themselves as:

- Member of the New Zealand Society of Translators and Interpreters (in Translating), or
- Member of the New Zealand Society of Translators and Interpreters (in Interpreting),

as the case may be. They may not refer to any more specialised area of qualification unless so accredited by an examination or test stipulated by the Society.

#### 10.1.2. Full Members may refer to their qualification as Membership of the New Zealand Society of Translators and Interpreters.

#### 10.1.3. Full Members may use abbreviations conforming to the following models:

- Member NZ Soc Transl & Interp
- Member NZ Soc Transl & Interp (Interp)
- Member NZ Soc Transl & Interp (Transl: French)
- M.NZSocTr&Int
- MNZSTI (Interp)
- MNZSTI (Transl:French)

### 10.2. Fellows

#### 10.2.1. Fellows may style themselves as

- Fellow of the New Zealand Society of Translators and Interpreters (in Translating), or
- Fellow of the New Zealand Society of Translators and Interpreters (in Interpreting),

as the case may be. They may not refer to any more specialised area of qualification unless so accredited by an examination or test stipulated by the Society.

#### 10.2.2. Fellows may refer to their qualifications as a Fellowship of the NZ Society of Translators and Interpreters.

#### 10.2.3. Fellows may use abbreviations conforming to the following models:

- Fellow NZ Soc Transl & Interp
- Fellow NZ Soc Transl & Interp (Interp)
- Fellow NZ Soc Transl & Interp (Transl: French)
- F.NZSocTr&Int

- FNZSTI (Interp)
- FNZSTI (Transl: French)

- 10.3. Retired Members  
Retired Members may style themselves as above, with the addition of the word Retired or the abbreviation Ret.
- 10.4. Honorary Members  
Honorary Members may style themselves as Honorary Members of the NZ Society of Translators and Interpreters and may use the abbreviation Hon MNZSTI.
- 10.5. Overseas Members  
Overseas Members may style themselves as Overseas Member of the NZ Society of Translators and Interpreters and may use the abbreviation OverseasMem. NZSTI.
- 10.6. Affiliates
- 10.6.1. Affiliates may style themselves as:
- Affiliate of the New Zealand Society of Translators and Interpreters (in Translating), or
  - Affiliate of the New Zealand Society of Translators and Interpreters (in Interpreting),
- as the case may be. They may not refer to any more specialised area of qualification unless so accredited by an examination or test stipulated by the Society.
- 10.6.2. Affiliates may refer to their qualification as Affiliateship of the New Zealand Society of Translators and Interpreters.
- 10.6.3. Affiliates may use abbreviations conforming to the following models:
- Affiliate NZ Soc Transl. & Interp
  - Affiliate NZ Soc Transl & Interp (Interp)
  - Affiliate NZ Soc Transl & Interp (Transl: French)
  - Aff NZSocTr&Int
  - Aff NZSTI (Interp)
  - Aff NZSTI (Transl:French)
- 10.7. Observers  
Observers shall not use any title, style, or abbreviation in respect to their 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 use the terms trainee translator, trainee interpreter, student translator, student interpreter, etc. if appropriate, or may refer to the fact that they have "observer status with the New Zealand Society of Translators and Interpreters".

## 11. RULES FOR USING THE NZSTI LOGO

- 11.1. The NZSTI logo is for the exclusive use of the Society as an organisation.

- 11.2. NZSTI members, affiliates and observers, be they interpreters or translators, may not use the NZSTI logo in any way or form, on any support or material, including paper, electronic, internet.
- 11.3. The Council may decide at its discretion to authorise the use of its logo by other organisations or parties for partnership, sponsorship, promotional or other similar operations.

## **12. RULES FOR USING THE NZSTI INSIGNIA FOR FULL MEMBERS AND AFFILIATES**

- 12.1. The NZSTI insignia for Full Members and Affiliates exists in two distinct versions, one for Full Members and one for Affiliates, and is made available to Full Members and Affiliates respectively for use in their personal marketing materials.
- 12.2. It is intended to help Full Member and Affiliate translators and interpreters market their services as individuals, and may not be used in connection with a company profile or tradename other than the Full Member or Affiliate's own name. In the context of a company website, it may be used only in association with the personal profile of the Full Member or Affiliate concerned. Similarly, in a company email footer, the Insignia must be associated with the name of the Full Member or Affiliate concerned, not just the name of the company.
- 12.3. The NZSTI Insignia may only be used by Full Members and Affiliates to market the translation and interpreting services for which they hold Full Member/Affiliate status. For translators, this includes the specific language combination and direction for which they are recognised by NZSTI. The Insignia may not be used in a way that is misleading, or implies endorsement by NZSTI of skills other than those mentioned above. For example, if a translator is a Full Member for English to Spanish, but also undertakes work in Spanish to English or French to Spanish, it must be clearly indicated that the Translator Membership Insignia relates only to English > Spanish. This can be done, for example, by writing "Eng > Spa" underneath the insignia. Similarly, if a translator is a Full Member for English to Chinese but an Affiliate for Chinese to English, the Full Member Insignia may not be used in connection with both language directions. Instead, the Full Member and Affiliate insignias must both appear, and it must be clear which insignia relates to which language direction.
- 12.4. 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 cm<sup>2</sup>.

## **13. RULES FOR USING THE NZSTI TRANSLATOR'S STAMP**

- 13.1. The NZSTI stamp is issued individually to members of the Society solely for the purpose of certifying translations.
- 13.2. The NZSTI stamp may only be used by members of the Society for the source and target languages and language directions which have been approved for them by the Council.
- 13.3. The NZSTI stamp may not be used by affiliates or observers of the Society.
- 13.4. The NZSTI stamp may not be used by any other party or organisation.

- 13.5. The NZSTI stamp may not be reproduced, copied, plagiarised or reformatted in any way or form, be it hard material, electronic or else, neither by any member, affiliate or observer of the Society, nor by any other party or organisation.
- 13.6. The NZSTI stamp remains the property of NZSTI and is to be returned to the NZSTI in a timely manner when the member is no longer a member of the NZSTI.

#### **14. RULES FOR USING THE NZSTI MEMBERSHIP CARD**

- 14.1. The NZSTI membership card is issued individually to members and affiliates of the Society solely for the purpose of identifying their NZSTI status.
- 14.2. The NZSTI membership card may only be used by members and affiliates of the Society for the source and target languages and language directions which have been approved for them by the Council.
- 14.3. The NZSTI membership card may not be used by any other party or organisation.
- 14.4. The NZSTI membership card may not be reproduced, copied, plagiarised or reformatted in any way or form, be it hard material, electronic or else, neither by any member or affiliate of the Society, nor by any other party or organisation.
- 14.5. The NZSTI membership card remains the property of NZSTI and is to be returned to the NZSTI in a timely manner when the member is no longer a member or affiliate of the NZSTI.

#### **15. ADMISSION OF MEMBERS**

- 15.1. **Admission by Two-Thirds-Majority Council Vote**  
Persons shall be admitted as Full Members of the Society only by resolution of the Council passed by a two thirds majority of Council members present at a meeting thereof.
- 15.2. **Application for Membership**  
Application for Membership shall be made in writing, signed and dated, and supported by evidence of appropriate qualifications and/or experience, satisfactory to the Council.
- 15.3. **Admission of Honorary and Overseas Members**  
The Council may, by a two thirds majority of Council Members present at a Council meeting, admit as Honorary Members and Overseas Members such persons, being persons who qualify pursuant to sections 6.2.4 and 6.2.5, as it sees fit.
- 15.4. **Retired Members**  
Upon cessation of or retirement from Professional Practice, Fellows and Full Members shall cease to be such, and shall notify the Council of such cessation or retirement in writing. They may apply to the Council in writing to become Retired Fellows, or Retired Full Members, and the Council may admit them as such by a two thirds majority of Council members present at a meeting of the Council.



- 15.5. Resumption of Practice by Retired Members  
A retired member may, upon resuming professional practice, apply to the Council for reinstatement as a Fellow, or Full Member, and may be so reinstated by a two thirds majority of Council members present at a Council meeting.
- 15.6. Notification of Admission  
Every person duly elected as a Member shall be informed thereof by letter  
To take up membership, every such person shall give a written undertaking to abide by the Constitution and Bylaws of the Society, and to pay the admission fee and the proportion of the annual subscription still applicable for the current year within one month of receiving notice of being elected to the Society, otherwise the election shall become void, unless the Council extends the time, which it may do in special circumstances.
- 15.7. Certificate of Membership  
Every person so admitted and so taking up membership shall receive a certificate of membership.

## **16. SUSPENSION OF MEMBERSHIP**

Members may apply to have their membership suspended for up to 2 years.

## **17. CESSATION OF MEMBERSHIP**

- 17.1. By Resignation  
Any member, having made all payments that have become due from his/her, may resign by notifying the Council of his/her resignation, and his/her name shall be removed from the Register of Members.
- 17.2. By Purging of the Registers  
If any member is more than three months in arrears on any payment due from him/her to the Society, and fails to pay such arrears within one month after a written reminder has been sent to him/her, then his/her name may be struck off the Register of Members, whereupon he/she shall cease to be a Member, but shall nevertheless still be liable to pay the arrears; however, this provision shall not compel the Council to remove a Member's name if there is a special circumstance causing the Council to be satisfied that the Member's name should not be removed.
- 17.3. By Expulsion  
The Council may, by a two thirds majority of Council members present at a meeting thereof and with a quorum for this purpose of no less than 4 Council members, expel any person who has wilfully or negligently contravened the Constitution or Bylaws of the Society, or who has been guilty of conduct which, in the Council's opinion, makes it undesirable for them to continue to be a Member of the Society. Such person shall be given at least 30 days notice of the proposed expulsion. The Council may call such person to a Meeting of Council to examine the matter, and the person concerned shall have the right to appear before the Council to explain their case.
- 17.4. Upon cessation of professional practice  
The provisions of section 15.4 shall apply, failing which, the name of the member ceasing professional practice shall be removed from the Register of Members.

- 17.5. Upon death  
When a Member dies, his/her name shall be removed from the Register of Members and transferred to the Roll of Honour

## **18. REINSTATEMENT OF MEMBERS**

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

## **19. RATIFICATION OF ADMISSIONS, EXPULSIONS, AND REINSTATEMENTS**

- 19.1. Ratification of Admission and Reinstatements  
Each admission and reinstatement to the Society shall be subject to ratification by the Council. To stand, an admission or reinstatement must be ratified by a two thirds majority of Council Members present. Deliberations and voting on ratification shall be held in the absence of the persons admitted or reinstated, except that persons reinstated may explain their case to the Meeting of the Council. 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, except that 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.
- 19.2. Ratification of Expulsions  
Each expulsion from the Society shall be subject to ratification by the next Annual General Meeting of the Society, and this shall be the first item of business on the agenda, whilst the outgoing Council is still in office. To stand, an expulsion must be ratified by a two thirds majority of Members present. Deliberations and voting on ratification shall be held in the absence of the persons expelled, except that persons expelled may explain their case to the Annual General Meeting. Decisions of the Annual General Meeting regarding expulsions shall be deemed to have taken effect as from the date of the relevant decision of the Council, except that no moneys shall be reimbursable by the Society solely on the grounds of such a decision of the Annual General Meeting regarding an expulsion.

## **20. ADMISSION, EXPULSION, AND REINSTATEMENT OF AFFILIATES AND OBSERVERS**

The same provisions as regard admission, expulsion, and reinstatement of Members shall apply to Affiliates and Observers, except that Affiliates and Observers may remain Affiliates and Observers upon retirement from their profession.

## **21. BREACHES OF THE CONSTITUTION OR BYLAWS**

The Council may, by a two thirds majority of Council Members present at a meeting thereof, and with a quorum for this purpose of no less than 4 Council members, impose a fine of up to five times the annual membership fee on any person who has wilfully or negligently contravened the Constitution or a Bylaw of the Society, or who has been guilty of conduct which, in the Council's view, is harmful to the profession and should be penalised. The Council may call such person to a Meeting of Council to examine the matter, and the person concerned shall have the right to appear before the Council to explain their case. Instead of having the matter decided by the Council, the person concerned may elect to have the matter heard by and decided by a two thirds majority of members present at a Special Meeting.

## **22. JOINING FEES AND ANNUAL FEES**

- 22.1. 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.
- 22.2. Each person admitted as a Member, Affiliate or Observer and subscribing to this Constitution and to the Bylaws of the Society shall, upon signing the same, contribute to the funds of the Society an Joining Fee of the amount determined by the Council.
- 22.3. Any affiliate or observer upgrading their status within the Society shall NOT pay the difference in Joining Fee and Annual Membership Fee.
- 22.4. In addition each such new Member or Affiliate or Observer shall pay the proportion of the relevant annual fee that relates to the proportion of the financial year still to run.
- 22.5. No Member or Affiliate or Observer 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 financial year, including all arrears and antecedent liabilities.

## **23. MEETINGS OF THE SOCIETY**

- 23.1. **Annual General Meeting**  
The Annual General Meeting of the Society shall be held when and where determined by the Council from time to time. Members shall receive 4 weeks written notice, by mail or other delivery, of the date, time and venue of the Annual General Meeting.
- 23.2. **Ordinary General Meetings**  
Any Ordinary General Meetings shall be held when and where determined by the Council from time to time. Members, (including Honorary Members, and Overseas Members, where applicable), Affiliates and Observers, may attend Ordinary General Meetings, and shall receive adequate written notice by mail or other method of delivery, of the date, time and venue.
- 23.3. **Special General Meetings**  
A Special General Meeting may be convened at any time by the Council, and shall be convened whenever a requisition signed by three Fellows or Full Members of the Society and stating the object of the meeting and giving notice of motions is lodged with the Secretary. All Special General Meetings shall be held where determined by the Council. If no notice has gone out, within 20 days of the lodging of such requisition, convening a Special General Meeting within 40 days of the lodging of such requisition, then any three Fellows or Full Members may convene a Special General Meeting in accordance with the requisition.
  - 23.3.1. Twenty-one clear days notice of every Special General Meeting, stating the nature of the business to be transacted at such Meeting and giving notice of motions shall be posted or emailed out to every Member and to any other person at the Councils discretion, and no business of any special nature which has not been stated in the notice of the Meeting shall be transacted at any

Meeting; but if a member does not happen to receive the notice so sent to him/her, this shall not invalidate the proceedings of the Meeting.

23.4. The business of the Annual General Meeting shall be, amongst other things, to receive and deliberate upon the President's report, the annual statement of accounts, and the state of membership; to elect the President, and Vice-President, to elect the other officers of the Society for the next twelve months, and to elect the Members of the Council, to ratify or reject any expulsions of Members, Affiliates or Observers, and to discuss any motions of which due notice has been given.

23.5. The business of Ordinary Meetings shall include:

- Reading and confirmation of the minutes of the previous meeting
- Matters arising from the minutes
- Communications from the Council
- Announcements of candidates newly admitted
- Introduction to the Meeting by the President of any individual who is present the first time since admission and who has paid all fees due.
- Reading and discussions of original communications and papers; seminars; and the like
- Any other business.

No motion shall be moved or question discussed at any Ordinary General Meeting regarding the internal, financial, or administrative concerns of the Society or any of its Members.

23.6. The business of Special Meetings shall be any specific purpose relative to the amendment of the Constitution and Bylaws of the Society, and the internal, financial, and administrative concerns of the Society.

23.7. The Constitution and the Bylaws may be altered, added to and rescinded by a two thirds majority of Fellows and Full Members present at a Special General Meeting. 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 Inland Revenue Department. And the provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

23.8. Seminars, Congresses  
As far as possible, a congress, seminar, summer school, or the like shall be held in conjunction with each Annual General Meeting.

## **24. PROCEEDINGS AT MEETINGS**

24.1. All Members, Affiliates and Observers shall be entitled to be present at all Meetings.

24.2. Quorum  
Four Fellows or Full Members shall constitute a quorum at a General Meeting other than a Special General Meeting. Six Fellows or Full Members shall constitute a quorum at a Special General Meeting. Such Fellows or Full Members may be represented by proxy.

24.3. The Chair  
The President shall take the Chair at every General Meeting and in his/her absence the Vice-President, and in his/her absence, a Member of the Council, failing which the Meeting shall elect a Chairperson.

- 24.4. Proxies  
 Fellows and Full Members not able to be present at the place where the Meeting is being held may be represented by proxy. Such proxy must be a Fellow or Full Member, and no one person shall hold more than three proxies. Persons represented by proxy shall be deemed to be present.
- 24.5. Proxy form  
 Any instrument appointing a proxy shall be in the following form or to the following effect:  
 I, /insert name/, of /insert place/, being a Fellow/ or Full Member/ of the New Zealand Society of Translators and Interpreters (Incorporated) hereby appoint /insert name/ as my proxy to speak and to vote on my behalf at the Ordinary /or Special or /Annual / General Meeting of the Society to be held on /insert date/ and at any adjournment or adjournments thereof.  
 Date  
 Signature  
 Signature of Witness  
 Name and Address of Witness
- 24.6. Speaking rights  
 All Members, including Honorary Members and Overseas Members, shall be entitled to speak at any General Meeting and at any Special General Meeting. Affiliates and Observers may be permitted to speak by leave of the Meeting only.
- 24.7. Voting
- 24.7.1. Only Fellows and Full Members shall vote at any General Meeting.
- 24.7.2. Each Fellow and Full Member shall have one vote only on each question; voting is by show of hands. In case of an Annual General Meeting that is conducted online, voting is by online electronic voting.
- 24.7.3. Fellows and Full 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 interests. Any Member who feels that such a conflict of interests exists shall declare this to the meeting.
- 24.7.4. The Chairperson shall have a deliberative and, if there is a tie, a casting vote.
- 24.7.5. Elections may be held by secret ballot, but all other voting shall be open.
- 24.7.6. An entry in the Minutes, signed by the Chairperson, shall be sufficient evidence of the decision of a Meeting.

## **25. COUNCIL AND OFFICERS**

- 25.1. All Officers and other Council members shall be elected from among the Fellows and Full Members of the Society.
- 25.2. The Officers shall consist of the President, the Vice-President, the Secretary,

and the Treasurer, to be elected at the Annual General Meeting by the Fellows and Full Members.

- 25.3. The Council shall consist of the Officers plus at least three other members elected at the Annual General Meeting by the Fellows and Full Members.
- 25.4. 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 his/her absence the Vice-President, failing which the Council shall elect a Chairperson.
- 25.5. Vacancies
  - 25.5.1. Any Council Member who does not attend three consecutive Council meetings and does not have an apology accepted for all of those meetings shall be deemed to have vacated his/her position on the Council.
  - 25.5.2. If any position becomes vacant, including the office of President or Vice-President, between one Annual General Meeting and the next, the Council may appoint a replacement to fill the position till the next Annual General Meeting. The Council may also fill by appointment any vacancy not filled at the Annual General Meeting.

## **26. POWERS AND DUTIES OF THE COUNCIL**

- 26.1. With the exception of specific resolutions passed at Annual or Special General Meetings, the Council shall conduct the management of the property and the investment of the funds of the Society.
- 26.2. The Council may exercise any powers vested in the Society and not required by the Constitution or Bylaws to be exercised by the Society at an Annual or Special, General Meeting.
- 26.3. The Council may delegate any of its powers to committees and may co-opt members and non-members to such committees.
- 26.4. The Chairperson, on behalf of the Council, shall report to the Annual General Meeting a full report of its 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.
- 26.5. The Treasurer shall present to the Annual General Meeting financial statements and a balance sheet for the previous financial year, prepared in accordance with good accounting practice.
- 26.6. The Council shall have the power to appoint and to 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.
- 26.7. The Council shall have the power to determine all financial matters pertaining to the day-to-day running of the Society

## **27. THE FUNDS OF THE SOCIETY**

- 27.1. 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 Annual and Special General Meetings.
- 27.2. No sum of money equivalent to more than one annual membership fee shall be paid except by order of the Council or resolution of the Society. All cheques, withdrawals, and transfers shall be signed by two of the following: the President, the Vice-President, the Secretary, the Treasurer.
- 27.3. The Society may borrow or raise money by any means and upon such conditions as it deems fit.
- 27.4. The Society may loan moneys to any individual or legal entity, whether secured or unsecured, and upon such conditions as the Society deems fit.
- 27.5. The Society may invest its funds as it deems fit.

## **28. THE PROPERTY OF THE SOCIETY**

- 28.1. The Society may acquire by purchase, take on lease, or otherwise acquire any real or personal property.
- 28.2. 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.

## **29. PUBLIC LIABILITY**

Every Professional Practitioner shall make insurance arrangements or similar arrangements so as to be able to indemnify his/her clients for malpractice, negligence, error, or other wrongful actions. The nature and amount of indemnity insurance to be held shall be laid down by the Society from time to time in Bylaws to be issued pursuant to this Constitution.

## **30. THE 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 at the Annual General Meeting, but if a vacancy occurs during the year, then an appointment may be made by the Council. He/she shall have access at all reasonable times to the financial accounts of the Society and shall verify and sign the Annual Statement of Accounts before it is submitted by the Council to the Annual General Meeting.

## **31. PERSONAL BENEFIT**

No member of the Society 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. No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit, or advantage whatsoever. Any such income shall be reasonable and relative to that which would be paid in an arms length transaction (being open market value).

### **32. COMMON SEAL**

- 32.1. The Common Seal shall be kept by the Secretary at the Registered Office of the Society.
- 32.2. 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 members of the Council who shall sign the said deed, document or other thing. Each application of the seal shall require a separate resolution by the Council.

### **33. WINDING UP**

If at an Annual or Special General Meeting the majority of those present and voting shall resolve that the Society be wound up, then a further Special or Annual General Meeting shall be held not earlier than 30 days after the day of the meeting at which such resolution was passed, to confirm or reject such resolution. If the resolution be confirmed by a majority of those present and voting at such further 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 Members of the Society before the dissolution, failing which by any Judge who may have or acquire jurisdiction in the matter.

### **34. BYLAWS**

- 34.1. The Society may, in accordance with and subject to the Constitution for the time being, and in aid and furtherance thereof, make and issue and require the observance by Members, Affiliates and Observers of the Society of all such Bylaws consistent with the Constitution as from time to time may appear to the Society to be necessary or expedient or proper to be made concerning any matters connected with the Society, its property, or its affairs, and in particular there shall be a Code of Ethics Bylaw governing the professional behaviour of Fellows, Full Members, Affiliates and Observers.
- 34.2. The Council shall accordingly, whenever it considers it expedient to propose the enactment of any Bylaw, or the alteration or repeal of any existing one, summon a Special Meeting to decide on the same; twenty-one days notice to be given. And the Council shall at all times be bound to do so on receiving a requisition in writing from three Fellows and/or Full Members, specifying the proposed new Bylaw or amendment or repeal of any existing one. The notice convening the meeting shall state the general nature and objects of the Bylaw proposal.

### **35. REGIONAL SUBCOMMITTEES**

- 35.1. The Society may set up Regional Subcommittees for the purpose of holding meetings on matters of professional interest similar to the proceedings at Ordinary General Meetings, and of representing and promoting the Society's interest in the regions of New Zealand.
- 35.2. The Chairperson of such a subcommittee will become a member of the Council.



- 35.3. Each Regional Subcommittee shall have at its disposal a proportion of the funds of the Society, to be lodged in a regional bank account in the name of the Society, for the furtherance of its activities in the Region.
- 35.4. The Society shall make Bylaws from time to time governing the election, organisation, powers, duties, and activities of the Regional Subcommittees.

### **36. 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.