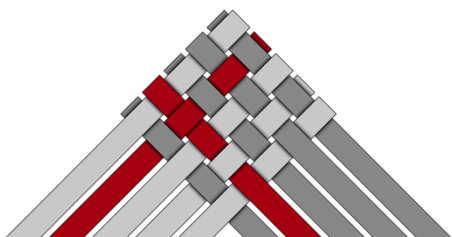


July 2024

SIGN LANGUAGE INTERPRETERS ASSOCIATION  
OF NEW ZEALAND (SLIANZ INC.)

CONSTITUTION



**SLIANZ**

Sign Language Interpreters Association of New Zealand  
Te Rōpū o Ngā Kaiwhakamārama Reo Turi o Aotearoa

SIGN LANGUAGE INTERPRETERS ASSOCIATION  
OF NEW ZEALAND (SLIANZ INC.)

CONSTITUTION

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Sign Language Interpreters Association of New Zealand  
SLIANZ Inc. CONSTITUTION

## 1. NAME

The name of the Association shall be SIGN LANGUAGE INTERPRETERS ASSOCIATION OF NEW ZEALAND (INCORPORATED).

## 2. REGISTERED OFFICE

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

## 3. OBJECTS

3.1 To form a representative body of professional sign language interpreters in New Zealand, which can advise, lobby or consult with other bodies concerning matters pertaining to sign language interpreting.

3.2 To maintain a directory of ordinary individual and honorary members who honorary members who also satisfy the conditions listed in 4.1(a), who have elected to be listed in said directory.

3.3 To promote and maintain high standards of professional practice by sign language interpreters.

3.4 To promote the professional status and the use of sign language interpreters.

3.5 To set and monitor a code of ethics for sign language interpreters which protects the interests of practitioners and clients.

3.6 To facilitate exchange of information and opportunities for professional development amongst sign language interpreters.

3.7 To arrange for professional examinations to evaluate and certify sign language interpreters.

3.8 To provide a formal channel for consumer input into all matters pertaining to the profession of sign language interpreting.

3.9 To establish guidelines and recommendations relating to the training and employment of sign language interpreters.

3.10 To promote the recognition and acceptance of communication methods used by Deaf people in New Zealand.

## 4. MEMBERSHIP

The decision of the committee as to eligibility of any applicant for membership shall be final and conclusive.

4.1 The classes of membership shall be:

- a) Ordinary Individual Members
- b) Associate Individual Members
- c) Honorary Members
- d) Associate Corporate Members

4.1(a) Ordinary Individual Members shall be those members who hold a recognised sign language interpreting qualification from New Zealand or another accrediting body recognised by the Association. Under exceptional circumstances, the committee may at its discretion waive or vary these requirements.

4.1(b) Associate Individual Members shall be those members who are not ordinary or honorary members and who support or have an interest in the profession. This may include interpreters in training.

4.1(c) Honorary Members shall be persons invited to join the Association in recognition of their contribution to the profession or Association.

4.1(d) Associate Corporate Members shall be any recognised body which supports or has an interest in sign language interpreting.

## 5. APPLICATION FOR MEMBERSHIP

5.1 Application for membership must be made in writing on the form supplied by the Association and lodged with the secretary.

5.2 Admission to the Association will be by two-thirds majority vote of the committee.

5.3 For a member to be admitted, a member must agree to abide by the Code of Ethics as set down by the Association.

5.4 Honorary members shall be admitted by nomination in writing to the secretary and a two-thirds majority vote by the committee.

## 6. NOTIFICATION OF ADMISSION

6.1 Every person approved as a member of the Association shall be notified promptly in writing by the secretary and sent a copy of the Code of Ethics, constitution, annual subscription information and a membership card.

## 7. CESSATION OF MEMBERSHIP

7.1 Any member, having made all payments that are due, may resign by notifying the committee in writing and his/her name shall be removed from the register of members and directory where applicable.

7.2 If any member fails to pay membership fees due to the association by the date indicated on the membership application form, they may be liable to be struck off the register of members, and directory where applicable. Once payment is overdue, should a member fail to respond to a written reminder requesting s/he make payment within 10 days then his/her membership will be terminated and his/her name removed from the register of members, and directory where applicable. The committee retains the right to use discretion in cases of special circumstance.

7.3 Any member who wilfully violates the objects, by-laws, or the constitution as determined by the committee, or who has been guilty of conduct prejudicial to the interests of the Association, may be upon written notification, deprived of his/her membership subject to a majority vote taken at a General Meeting.

7.4 Before any expulsion is called for, the member shall receive at least 30 days notice in writing and given the opportunity to defend their case before a meeting of the committee or a General Meeting.

7.5 Upon cessation of professional practice, as notified to the committee in writing, the name of the member shall be removed from the register of members and directory where applicable.

## 8. MEETINGS

### 8.1 Annual General Meetings

8.1.1 The Annual General Meeting shall be held no later than the 30th July in each year. The first Annual General Meeting must be held within six months of incorporation. If a planned Annual General Meeting has to be postponed due to exceptional circumstances, notice of the new date and place has to be given before the 30<sup>th</sup> July in that year. The postponement date must be within three months of the original date.

8.1.2 The place of the Annual General Meeting shall be set at the previous Annual General Meeting. The Annual General Meeting may be conducted virtually.

8.1.3 Six weeks notice in writing must be given for the Annual General Meeting, stating the date, time, place and nature of business, and arrangements for online attendance and voting.

8.1.4 The business of the Annual General Meeting shall be;

- a) to confirm minutes of the preceding Annual General Meeting and of any Special General Meetings held since that meeting.
- b) to receive from the committee and sub-committees reports on the activities of the Association during the preceding financial year.
- c) to elect office bearers and committee members. When electing the president this person must have previously been a SLIANZ committee member
- d) to receive the annual statement of accounts.

e) to transact any other business which may be properly transacted at an Annual General Meeting and of which written notice is given to the secretary not later than 2 weeks before the date of the meeting.

## 8.2 Ordinary General Meetings

8.2.1 An Ordinary General Meeting shall be held when and where determined by the committee from time to time.

8.2.2 The date, time, place and nature of business of any Ordinary General Meeting shall be notified in writing to members not less than 3 weeks prior to the date of the meeting.

## 8.3 Special General Meetings

8.3.1 A Special General Meeting may be convened by the committee whenever it deems necessary.

8.3.2 On the written requisition of not less than 5% of the total number of voting members the committee must convene a Special General Meeting.

8.3.3 A requisition for a Special General Meeting;

(a) shall state the purpose of the meeting;

(b) shall be signed by all members making the requisition;

(c) shall be lodged with the secretary

(d) may consist of several documents in a similar form, each signed by one or more members making the requisition.

8.3.4 The date, time, place and subject matter of a Special General Meeting shall be notified to members in writing no less than 3 weeks prior to the date of the meeting.

## 8.4 Committee Meetings

8.4.1 The committee shall meet when and where it considers expedient and shall have a quorum of four.

8.4.2 Two weeks notice shall be given to committee members of the next committee meeting.

8.5 The accidental omission to give notice of a meeting to any person shall not invalidate the proceedings of that meeting.

8.6 The minutes of each meeting shall be sent to committee members within 30 days after the meeting.

## 9. PROCEEDINGS AT MEETINGS

9.1 Ordinary individual and honorary members shall vote at any General Meeting, and shall have one vote.

9.2 Elections may be held by secret ballot but all other voting shall be by show of hands, or as determined by the committee.

9.3 All resolutions at any Special or General Meeting shall be carried by a majority of members present, or represented by proxy notice. A ballot may be called for by those entitled to vote, when it is evident there is not a clear majority.

9.4 Any member unable to be present at any meeting shall have power to vote by proxy, appointed in the following way:

I, \_\_\_\_\_ of \_\_\_\_\_ being a representative of \_\_\_\_\_ hereby appoint \_\_\_\_\_ of \_\_\_\_\_, or failing him/her, \_\_\_\_\_ of \_\_\_\_\_ as my proxy vote for me at the Special/General Meeting; to be held on \_\_\_\_\_ and any adjournment thereof, as witness to my hand this \_\_\_\_\_ day of \_\_\_\_\_  
Signature of member \_\_\_\_\_

Signature of witness \_\_\_\_\_  
Name of witness \_\_\_\_\_  
Address \_\_\_\_\_

9.5 The written notice of appointment of a proxy will be produced at the meeting to the chairperson or secretary, before the appointed proxy votes.

9.6 No person shall be appointed as a proxy who is not a member.

9.7 No financial member, entitled to vote, shall hold more than two proxy votes at any General Meeting.

9.8 The chairperson of the meeting will have the power to make a casting vote in the event of an equal vote, and his/her decision will be final.

## 10. COMMITTEE AND OFFICERS

10.1 The committee shall be the governing body of the Association. They shall manage the affairs of the Association within the provisions of the constitution.

10.2 The committee shall consist of:

- (a) President
- (b) Secretary
- (c) Treasurer
- (d) between four and six other elected members

To ensure continuity, it is assumed that the positions of President, Secretary, Treasurer and at least two committee positions are held by the same person/s for a minimum of two consecutive terms (each of one year). It is preferred that not all three office holders be up for election at the same AGM.

10.3 Elected committee members shall be ordinary individual members or honorary members, who are financial members at the date of nomination.

10.4 A committee member who does not meet the requirements of rule 10.3 above may be co-opted from time to time as determined by the committee, and agreed upon by two-third majority vote of the committee. Such co-opted members are entitled to attend meetings of the committee and take part in any discussion with voting rights at committee meetings.

#### 10.5 Casual vacancies

10.5.1 A casual vacancy in the membership of the committee will occur if a committee member;

(a) dies

(b) ceases to be a member

(c) resigns by notice in writing to the secretary

(d) is removed from office under rule 10.6

(e) is absent without the consent of the committee from 3 consecutive meetings of the committee held during a specified period.

10.5.2 Where a casual vacancy occurs for an elected office-bearing committee member before the expiry of their term of office, or the number of other members falls below the minimum under 10.2 (d), or any position remains unfilled at an AGM, the committee may appoint a replacement until the next AGM.

10.5.3 Where the committee is considering appointing a replacement, the committee will look to current other members in the first instance and former committee members in the second instance. If unsuccessful, the committee may seek a suitable replacement under rules 10.3 and 10.4.

#### 10.6 Removal of committee member

10.6.1 SLIANZ in a general meeting may remove any committee member by resolution before the expiry of the member's term of office and may by resolution appoint another person to replace him/her until the next AGM.

10.6.2 Where a proposed resolution for the removal of a committee member under sub clause (1) is listed in the agenda for a general meeting and the relevant committee member makes written representations of a reasonable length to the secretary or president and requests that these representations be sent to the members, the secretary or the president may either send a copy of those representations to each member or cause them to be read out at the general meeting at which the resolution is considered.

10.6.3 Pending the outcome of a vote by a general meeting on a resolution for removal of a committee member, he/she shall not be entitled to attend meetings of the committee or to exercise any function as a member of the committee.

## **11. POWERS OF THE COMMITTEE**

The committee shall have all the powers conferred by the Incorporated Societies Act (1908) but without in any way limiting such powers to:

11.1 Purchase, acquire, lease, exchange, sell or otherwise deal in real and personal property of any kind, and to see to, erect and maintain buildings.

11.2 To accept subscriptions and donations, whether of real or personal property, to meet the objects of the Association.

11.3 To invest and deal with any of the monies or other assets of the Association not immediately required.

11.4 To obtain professional services and to employ, engage and discharge agents or servants.

11.5 To affiliate with, subscribe or donate to, or become a member of any other body whose objects are similar to those of the Association.

11.6 To borrow or raise money for the objects of the Association.

11.7 To operate such bank accounts as may be required. Monies shall be paid, all cheques and others drawn on any such account shall be signed by any two officers - President, Secretary or Treasurer and/or a committee member as determined by the committee.

11.8 To conduct the correspondence and generally control the operation of the Association, and establish liaison with bodies and organisations, within New Zealand and abroad.

11.9 Generally to carry out the objects of the Association.

11.10 To determine the level of subscription payable by members.

11.11 To resolve any differences of opinion as to the interpretation and application of any rule. The decision reached shall be final.

11.12 Subject to, and without prejudice to these rules, to make by-law for the control of the Association's affairs.

## **12. DUTIES OF THE PRESIDENT**

The President shall chair meetings, be a spokesperson for the Association, present a report on activities of the committee to the Annual General Meeting.

## **13. DUTIES OF THE TREASURER**

13.1 The Treasurer shall keep all accounts of the Association. The financial year of the Association shall end on the 31st March.

13.2 Prepare within two calendar months after the end of each financial year, a balance sheet to be approved by the Reviewer before the Annual General Meeting of the Association.

13.3 Place before the committee, when required, the books or accounts relative to the receipts and expenditure of the Association, and its assets and liabilities.

## **14. DUTIES OF THE SECRETARY**

14.1 The Secretary will record and retain the minutes of all meetings, attend to all correspondence, and keep members informed of all important matters.

14.2 Ensure all members receive notices and copies of minutes, as appropriate.

14.3 Maintain the register of members.

## **15. REMITS FOR ANNUAL GENERAL MEETINGS**

15.1 Members may submit remits for consideration at the Annual General Meeting of the Association but the secretary does not have to include them in the agenda for any such meeting, unless they are received by the secretary more than six weeks before the date of the Annual General Meeting.

15.2 No remit not included in the agenda for a meeting shall be discussed at the meeting unless not less than three fourths of the members present, and entitled to vote, agree it shall be discussed.

## **16. QUORUMS AND ADJOURNMENTS**

16.1 At a general meeting a quorum shall consist of no less than thirty percent of the members entitled to vote.

16.2 If within one hour of the appointed time of the meeting a quorum is not present, the meeting is to be adjourned for no less than thirty days.

## **17. OBSERVERS**

Invitations may be extended to sister organisations, and interested parties, or persons, to send representative observers for all Annual General Meetings; or other meetings as determined by the committee. Observers will have the right to speak, if invited, but will have no voting rights.

## **18. SUBSCRIPTIONS**

18.1 A membership fee shall be paid annually, the cost of which will be decided at the AGM or an SGM by a majority decision of the members voting pursuant to section 9.

18.2 Each financial ordinary member shall be entitled to an authorised membership card.

## **19. AUDITOR**

The accounts of the Association shall be audited by an Auditor, who shall be a member of the New Zealand Society of Accountants. He/she shall have access at all reasonable times to the financial accounts of the Association and shall verify and sign the Annual Statement of Accounts before it is submitted by the committee to the Annual General Meeting.

## **20. AMENDMENT OF THE RULES**

Subject to the provisions of the Incorporated Societies Act 1908; the rules of the Association may be altered, rescinded or added to by a resolution carried by at least two-thirds majority of the members at any Annual or Special General Meeting of the Association. Notice of the proposed changes shall be given in writing to all members not less than 21 days prior to the General Meeting.

No addition to, deletion from or alteration of the organisation's rules shall be made which would allow personal pecuniary profits to any individuals. 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.

## **21. COMMON SEAL**

21.1 The Association shall adopt a Common Seal, and the Common Seal shall be kept under the control of the secretary and shall only be affixed to a document by the authority of the committee in pursuance of a resolution.

21.2 Every document to which the seal shall be affixed shall be signed by two members of the committee and shall be countersigned by the secretary.

21.3 All contracts shall be entered into only under seal.

## **22. PECUNIARY GAIN**

No member of the Association shall receive or obtain any pecuniary gain from the property or operations of the Association, except for such salaries, honoraria, and repayment of expenses as the Association shall decide.

As a not-for-profit organisation, the officers and members may not receive any distributions of profit or income from it. This does not prevent officers or members:

- receiving reimbursement of actual and reasonable expenses incurred, or
- entering into any transactions with the organisation for goods or services supplied to or from them, which are at arms length, relative to what would occur between unrelated parties,


provided no officer or member is allowed to influence any such decision made by the organisation in respect of payments or transactions between it and them, their direct family or any associated entity.

### 23. WINDING UP

If at an Annual or Special General Meeting the majority of those present and voting shall resolve that the Association 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 Association shall be wound up and all surplus assets after payment of all costs, debts, and liabilities of the Association shall be given or transferred to some other organisation or organisations having objects similar to those of the Association, to be determined by the members of the Association before the dissolution, failing which by any Judge who may have or acquire jurisdiction in the matter.

Updated July 2024

Signed / dated verified as correct by 3 Committee members:

Jennifer Gilbert, President 

Rebekah Guy, Treasurer 

Melissa Simchowitz, Secretary 