



# Rules for Australian Sign Language Interpreters' Association (ASLIA)

## Version History

<b><i>Date</i></b>	<b><i>Prepared by</i></b>	<b><i>Checked by</i></b>	<b><i>Approved by motion</i></b>	<b><i>Summary of updates</i></b>
8 June 2017	Meredith Bartlett David McQuiggin Megan Bytheway	Julie Judd (Interim Chairperson) Peter Davies (ASLIA Manager)	8 June 2017 SGM - >75% majority	Rules drafted to reflect restructure of ASLIA

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## Part 1 General

### 1. Definitions

1) In this constitution:

**Accreditation** means formal interpreter accreditation through an authorised body, such as the National Accreditation Authority for Translators and Interpreters (NAATI).

**ASLIA** means the Australian Sign Language Interpreters' Association.

**ASLIA State/Territory Association** means the separate ASLIA Associations in each state/territory (e.g., ASLIA Vic, ASLIA WA, etc.), which may or may not be incorporated associations.

**Auslan** means Australian Sign Language, which is recognised as the natural and preferred language of the Australian Deaf community.

**Deaf** includes any person with a hearing loss who uses sign language. The first letter in the word "Deaf" is capitalised when referring to the Deaf Community, Deaf Culture or when referring to Deaf people who consider themselves part of the Deaf community. It is not capitalised when referring to physical deafness.

**Director of the Board or Board Director** means any person who currently sits on the Board of ASLIA, being either an *Executive Director* or an *Ordinary Board Director*.

**Executive** means the collective positions held by the *Executive Directors*, appointed by the Board in the manner outlined in clause 19.3.

**Executive Director** means a Director currently in the position of any of the following roles: Chairperson, Vice Chairperson, Secretary or Treasurer of the Board of ASLIA, as referred to in Part 3.

**General Meeting** means an Annual General Meeting or a Special General Meeting of ASLIA, referred to in Part 4.

**Member** means current financial member of ASLIA and membership has a corresponding meaning.

**NAATI** means the authority for the certification, accreditation, and recognition of interpreters and translators in Australia, the *National Accreditation Authority for Translators and Interpreters*

**Ordinary Board Director** means a Director of the Board who is not also an *Executive Director* of ASLIA.

**Public Officer** means the designated Public Officer of ASLIA as defined in the Act

**Recognition** means formal recognition through an authorised body, such as the National Accreditation Authority for Translators and Interpreters (NAATI).

**Resolution** means a resolution requiring not less than a 51 per cent majority to be passed.

**Secretary** means:

- (a) the person holding office under this constitution as Secretary of ASLIA, or
- (b) if no person holds that office - the Public Officer of ASLIA, provided that the Public Officer is not an employee of ASLIA.

**Special resolution** means a resolution of a General Meeting which is:

- a) passed by at least 75 per cent of members who are entitled to vote and who vote in person or by proxy at a General Meeting of which not less than 21 days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
- b) passed in the manner consistent with *The Act*.

**The Act** means the *Associations Incorporation Act 2009* (NSW).

**The Regulation** means the *Associations Incorporation Regulation 2016* (NSW).

- 2) In this constitution:
  - a) a reference to a function includes a reference to a power, authority and duty, and
  - b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- 3) The provisions of the Interpretation Act 1987 (NSW) apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## **2. Preliminary**

- 1) ASLIA is established for the purposes set out in the Statement of Objects.
- 2) ASLIA shall be a non-proprietary organisation.
- 3) A member of ASLIA, whether or not s/he is a Director of the Board, or of any sub-committee of ASLIA, shall not be entitled, under the rules of ASLIA or otherwise, to derive, directly or indirectly, any profit, benefit or advantage from ASLIA that is not offered equally to every full member.
- 4) An employee of ASLIA shall not vote at any meeting of ASLIA or of its Committee or at any election of the Board, or hold office as a Director of the Board.
- 5) Any profit or other income of ASLIA shall be applied only to the promotion of its Objects and shall not be paid to or distributed among its members.

## **3. Statement of Objects**

The objects of ASLIA are:

- 1) To promote recognition of the professional status of interpreters.
- 2) To promote, foster and improve the skill and professionalism of Auslan (Australian Sign Language) interpreters.
- 3) To assist in the upgrading of interpreting skills and the development of fluency in Auslan for current students, up and coming interpreters and practicing interpreters.
- 4) To maintain communication with interpreting service stakeholders, including consumers and those who engage interpreting services.
- 5) To support, advocate and protect the rights of interpreters (in areas of health, personal safety and working conditions).
- 6) To actively engage with relevant government or other organisations, agency, group or individual to pursue objectives of the interpreting industry objectives led by members and the profession as a whole.
- 7) To promote a collaborative and effective relationship between the deafness sector and interpreting services industry, through consultation and sharing of ideas with Deaf community organisations and other entities and organisations with an interest in the sector.
- 8) To collate, disseminate and provide relevant information to ASLIA members.

## Part 2 Membership

### 4. Membership generally

- 1) A person is eligible to be a member of ASLIA if:
  - a) the person is a natural person, and
  - b) the person has applied and been accepted for membership of ASLIA in accordance with clause 6.
- 2) A person is accepted to be a member of ASLIA if:
  - a) the person satisfies clause 4(1), and
  - b) the person has completed the application process and paid fees consistent with clause 6.
- 3) A corporation is accepted to be a member of ASLIA if:
  - a) it is a valid Australian or international organisation; and
  - b) the organisation has completed the application process and paid fees consistent with clause 6.

### 5. Classes of Membership

- 1) Classes of membership of ASLIA are:
  - a) Ordinary Individual members
  - b) Associate Individual members
  - c) Corporate members
  - d) Honorary Life members
  - e) International Associate member
- 2) **Ordinary Individual membership** a person must satisfy either of the following:
  - a) have current NAATI credentials as an Auslan/English interpreter; or
  - b) have completed a Deaf Interpreting (DI) training course and hold a valid DI certificate, or hold valid NAATI Deaf Interpreter credentials.
- 3) **Honorary Life membership** may be conferred by the Board on an Ordinary Individual member whom the Board considers has rendered important and outstanding services to ASLIA. Recommendations for honorary life membership may be made to the Board by any member or by a State or Territory Association.
- 4) **Associate Individual member** is an individual member who is not an Ordinary member or Honorary Life member and who supports and/or has an interest in sign language interpreting. Deaf Translators shall be associate members pending NAATI recognition.
- 5) **Ordinary Corporate member** is any Australian or international organisation which provides sign language interpreting services and/or has an interest in sign language interpreting.
- 6) **International Associate member** shall be all individual members who are not citizens of Australia, reside outside of Australia and are not Ordinary members or Honorary Life members and who support and/or have an interest in sign language interpreting and/or training in Australia.

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

### 6. Application for membership

- 1) An application by a person or organisation for membership of ASLIA:
  - a) must be made in the form determined by the Board, and
  - b) must be lodged (including by electronic means, if the Board so determines) with the Secretary of ASLIA.
- 2) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the Board, which is to determine whether to approve or to reject the application.
- 3) As soon as practicable after the Board makes that determination, the Secretary must:

- a) notify the applicant in writing (including by email or other electronic means, if the Board so determines) that the Board approved or rejected the application (whichever is applicable), and
  - b) if the Board approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the full or pro-rata admission fee or annual subscription fee as determined by the Board.
- 4) The Secretary must, on payment by the applicant of the amounts referred to in sub-clause 3(b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of ASLIA.

## **7. Entitlements of Membership**

- 1) Ordinary Individual and Honorary Life Members shall:
  - a) Have the right to hold office
  - b) Have the right to vote at General Meetings
  - c) Have the right to receive general circulars of information and minutes of General Meetings
  - d) Receive an individual copy of the ASLIA newsletter
  - e) Participate in ASLIA events and receive member discounts on any associated registration fees.
- 2) Associate, Corporate and International Associate members shall:
  - a) Have the rights outlined in clauses 7.1 (c), (d), and (e), and
  - b) Have the right to be co-opted to any sub-committee of the Board of ASLIA.

## **8. Cessation of membership**

A person ceases to be a member of ASLIA if the person:

- a) dies, or
- b) resigns membership, or
- c) is expelled from ASLIA, or
- d) fails to pay the annual membership fee under clause 12 within 1 month after the fee is due, or
- e) being an ordinary corporate member, is wound up and dissolved.

## **9. Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of ASLIA:

- a) is not capable of being transferred or transmitted to another person, and
- b) terminates on cessation of the person's membership.

## **10. Resignation of membership**

- 1) A member of ASLIA may resign from membership of ASLIA by first giving to the Secretary written notice of at least 1 month (or any other period that the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- 2) If a member of ASLIA ceases to be a member under sub-clause (1), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **11. Register of members**

- 1) The Public Officer must establish and maintain a register of all classes of members of ASLIA (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of ASLIA together with the date on which the person became a member.
- 2) The register of members must be kept in New South Wales:
  - a) at the main premises of ASLIA, or
  - b) if ASLIA has no premises, at ASLIA's official address.
- 3) The register of members must be open for inspection, free of charge, by any member of ASLIA at any reasonable hour.
- 4) A member of ASLIA may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- 5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- 6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to ASLIA or other material relating to ASLIA, or
  - b) any other purpose necessary to comply with a requirement of the Act or the Regulation.
- 7) If the register of members is kept in electronic form:
  - a) it must be convertible into hard copy, and
  - b) the requirements in sub-clauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **12. Fees and subscriptions**

- 1) A member of ASLIA must, on admission to membership, pay to ASLIA a full or pro-rata admission fee for that class of membership as determined by the Board.
- 2) A member of ASLIA must pay to ASLIA an annual subscription fee:
  - a) except as provided by paragraph (b), before the first day of the financial year of ASLIA in each calendar year, or
  - b) if the member becomes a member on or after the first day of the financial year of ASLIA in any calendar year, pay a pro-rata admission fee as determined by the Board.
- 3) The Board may, from time to time, increase or reduce any annual subscription fee. Any such decision shall be submitted for ratification at the following Annual General Meeting or by calling a Special General Meeting, to be adopted by resolution.
- 4) Payment of the annual subscription fee shall be made:
  - a) before 30 June in each calendar year; or immediately before they are admitted to membership, in the calendar year in which they become a member.
  - b) via the online registration page at ASLIA, or other form as determined by the Board.
- 5) Membership fees will not be refundable under any circumstances, except where the application for membership has been rejected.
- 6) ASLIA shall disburse a proportion of each individual or corporate subscription to the ASLIA State/Territory Association in which the individual or corporate member resides or is based. The proportion of subscription to be disbursed to each ASLIA State/Territory Associations shall be decided by resolution at a general meeting.
- 7) ASLIA shall forward the required information as noted in clause 11.1 to ASLIA State/Territory Associations for individual and ordinary corporate members who reside, or are based in that State or Territory.
- 8) ASLIA shall be entitled to retain for its own purposes the remainder of each subscription, or the entire subscription amount for members who reside in a state without a functioning ASLIA State/Territory Association, except where the Board has endorsed other arrangements with the State/Territory in question.



### **13. Members' liabilities**

The liability of a member of ASLIA to contribute towards the payment of the debts and liabilities of ASLIA or the costs, charges and expenses of the winding up of ASLIA is limited to the amount, if any, unpaid by the member in respect of membership of ASLIA as required by Clause 12.

### **14. Resolution of disputes**

- 1) Disputes between members must first follow the ASLIA Grievance Policy as ratified by the Board.
- 2) A dispute between a member and another member (in their capacity as members) of ASLIA, or a dispute between a member or members and ASLIA, may be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983 (NSW).
- 3) If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- 4) The Commercial Arbitration Act 2010 (NSW) applies to a dispute referred to arbitration.

### **15. Disciplining of members**

- 1) A complaint may be made to the Board by any person that a member of ASLIA has:
  - a) refused or neglected to comply with a provision or provisions of this constitution, or
  - b) wilfully acted in a manner prejudicial to the interests of ASLIA.
- 2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- 3) If the Board decides to deal with the complaint, the Board:
  - a) must cause notice of the complaint to be served on the member concerned, and
  - b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
  - c) must take into consideration any submissions made by the member in connection with the complaint.
- 4) The Board may, by resolution, expel the member from ASLIA or suspend the member from membership of ASLIA if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- 5) If the Board expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Board for having taken that action and of the member's right of appeal under clause 16.
- 6) The expulsion or suspension does not take effect:
  - a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - b) if within that period the member exercises the right of appeal, unless and until ASLIA confirms the resolution under clause 16, whichever is the later.

### **16. Right of appeal of disciplined member**

- 1) A member may appeal to ASLIA in a general meeting against a resolution of the Board under clause 15, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 3) On receipt of a notice from a member under sub-clause (1), the Secretary must notify the Board, which is to convene a general meeting of ASLIA to be held within 28 days after the date on which the Secretary received the notice.
- 4) At a special general meeting of ASLIA convened under subclause (3):
  - a) no business other than the question of the appeal is to be transacted, and
  - b) the Board and the member must be given the opportunity to state their respective cases in their chosen communication method (Auslan) or in writing, or both, and
  - c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 5) The appeal is to be determined by a simple majority of votes cast by members of ASLIA.

## Part 3 The Board

### **17. Powers of the Board**

Subject to the Act, the Regulation, this constitution and any resolution passed by ASLIA in a general meeting, the Board:

- a) is to control and manage the affairs of ASLIA, and
- b) may exercise all the functions that may be exercised by ASLIA, other than those functions that are required by this constitution to be exercised by a general meeting of members of ASLIA, and
- c) has power to perform all the acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of ASLIA.

### **18. Composition and membership of Board**

- 1) All Directors of the Board must:
  - a) be an Ordinary Individual Member or Honorary Life Member of ASLIA; and
  - b) reside in Australia.
- 2) The Board of ASLIA will consist of:
  - a) The President from each State Association (6)
  - b) One (1) representative from each State and Territory (8)
- 3) The Executive Directors of ASLIA, collectively known as the Executive, will be appointed by the Board in the manner outlined in clause 19.3, for each of the following positions:
  - a) Chairperson (cannot also be a State President)
  - b) Vice Chairperson
  - c) Secretary
  - d) Treasurer
- 4) The maximum number of Directors of the Board is to be 14.
- 5) An Executive Director may hold up to 2 offices (other than both the offices of Chairperson and Vice-Chairperson).
- 6) There is no maximum number of consecutive terms for which a Board Director may hold office.
- 7) The maximum number of consecutive terms for which an Executive Director may hold office is six (6) years, a term being from the time of appointment (consistent with clause 19) to the following AGM.

### **19. Appointment of Board Directors**

- 1) Presidents from each State Association are automatically opted to the Board, and
- 2) All other Directors are appointed by the States and Territories.
- 3) The first meeting of the Board shall be held within 21 days of the annual general meeting, at which time a ballot for the election of Executive Directors is to be conducted.
- 4) The Public Officer shall maintain a register of each Board Director's:
  - a) name, date of birth and residential address,
  - b) the date on which the Director takes office,
  - c) the date on which the Director vacates office,
  - d) such other particulars as may be prescribed by the regulations.

### **20. Chairperson**

The Chairperson shall:

- 1) not also be a President of any State ASLIA Association;
- 2) act as spokesperson for ASLIA for internal and external stakeholders;
- 3) report to the Board on behalf of the ASLIA Executive Directors and oversee the duties of the Vice-Chairperson, Secretary, the Treasurer, and any paid employees; and
- 4) oversee any established sub-committees and report the activities and outcomes of the sub-committees to the Board.

### **21. Vice-Chairperson**

- 1) That in the absence of the Chairperson, the Vice- Chairperson shall undertake all duties and functions that would normally fall to the Chairperson and that they continue to do so until the Chairperson is again able to resume their position; and
- 2) Support the Chairperson in overseeing any established sub-committees and the reporting of sub-committee activities and outcomes to the Board.

### **22. Secretary**

- 1) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
  - a) all appointments of Executive Directors, and
  - b) the names of Directors of the Board present at a Board meeting or a general meeting, and
  - c) all proceedings at Board meetings and general meetings.
- 2) Minutes of proceedings at a meeting must be signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting.
- 3) The signature of the Chairperson may be transmitted by electronic means for the purposes of subclause (2).

### **23. Treasurer**

- 1) It is the duty of the Treasurer of ASLIA to ensure:
  - a) that all money due to ASLIA is collected and received and that all payments authorised by ASLIA are made, and
  - b) that correct books and accounts are kept showing the financial affairs of ASLIA, including full details of all receipts and expenditure connected with the activities of ASLIA.

### **24. Public Officer**

The Public Officer shall perform all duties as required by the Act.

### **25. Casual vacancies**

- 1) In the event of a casual vacancy occurring in the Board Executive, the Board may appoint a Director to fill the vacancy, subject to this constitution, until the next annual general meeting following the date of the appointment.
- 2) A casual vacancy in the office of a Director of the Board occurs if the Director:
  - a) dies, or
  - b) ceases to be a member of ASLIA, or
  - c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* (Cth), or
  - d) resigns office by notice in writing given to the Secretary, or
  - e) is removed from office under clause 26, or
  - f) becomes a mentally incapacitated person, or
  - g) is absent without the consent of the Board from 3 consecutive meetings of the Board, or
  - h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - i) is prohibited from being a Director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* (Cth).

## **26. Removal of Board Directors**

- 1) A Board Director may be removed:
  - a) by resolution at a general meeting; or
  - b) in the public interests of its members and following due processes, by a majority decision of the Board.
- 2) The Board Director referred to in a resolution can make representations in writing to the Secretary (or in the case where resolution concerns the Board Director holding the position of Secretary, representations shall be made to the Chairperson), including the option of requesting that the representations be communicated to its members.
- 3) Pending the outcome of a vote by a General Meeting on a resolution for removal of a Board Director, s/he shall not be entitled to attend meetings of the Board or to exercise any function as a Director of the Board.

## **27. Board meetings and quorum**

- 1) The Board must meet at least once every three (3) months at the place and time that the Board may determine.
- 2) The Executive to meet at least once every two (2) months, or more frequently where needed.
- 3) Additional meetings of the Board may be convened by the Chairperson or by any 4 Directors of the Board.
- 4) Verbal, signed or written notice of a meeting of the Board must be given by the Secretary to each Director of the Board at least 48 hours (or any other period that may be unanimously agreed on by the Directors of the Board) before the time appointed for the holding of the meeting.
- 5) Notice of a meeting given under sub-clause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board Directors present at the meeting unanimously agree to treat as urgent business.
- 6) One half plus one of the current Board, will constitute a quorum for the transaction of the business of a meeting of the Board.
- 7) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 8) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 9) At a meeting of the Board:
  - a) the Chairperson or, in the Chairperson's absence, the Vice-Chairperson is to preside, or
  - b) if the Chairperson and the Vice-Chairperson are absent or unwilling to act, one of the remaining Directors of the Board chosen by the Board Directors present at the meeting, is to preside.

## **28. Use of technology at Board meetings**

- 1) A Board meeting may be held at one or more venues using any technology approved by the Board that gives each of the Board's Directors a reasonable opportunity to participate.
- 2) A Board Director who participates in a Board meeting using technology is taken to be present at the meeting and, if the Director votes at the meeting, is taken to have voted in person.

## **29. Delegation by Board to sub-committee**

- 1) The Board may, by instrument in writing, delegate to one or more sub-committees (consisting of the members of ASLIA that the Board thinks fit) the exercise of any of the functions of the Board that are specified in the instrument, other than:
  - a) this power of delegation,
  - b) a function which is a duty imposed on the Board by the Act or by any other law, and
  - c) the expenditure of any funds without the prior approval of the Board.
- 2) A function the exercise of which has been delegated to a sub-committee under this clause may,

while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.

- 3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function, or as to time or circumstances, that may be specified in the instrument of delegation.
- 4) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- 5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- 6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- 7) Sub-committees to meet and report to the Executive minimum bi- monthly (once every two months) and report to the Board quarterly through the Chairperson, or more frequently where needed.
- 8) The Chairperson will be a member ex-officio of all sub-committees

### **30. Voting and decisions**

- 1) Decisions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of Directors of the Board or sub-committee members present at the meeting.
- 2) Each Director present at a meeting of the Board or member of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 3) Subject to clause 25.2, the Board may act despite any vacancy on the Board.
- 4) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any Director of the Board or sub-committee.

## Part 4 General meetings

### **31. Annual general meetings - holding of**

- 1) ASLIA must hold its first annual general meeting within 18 months after its registration under the Act.
- 2) ASLIA must hold its annual general meetings:
  - a) within 6 months after the close of ASLIA's financial year, or
  - b) within any later time that may be allowed or prescribed under section 37 (2) (b) of the Act.

### **32. Annual general meetings - calling of and business at**

- 1) The annual general meeting of ASLIA is, subject to the Act and to clause 31, to be convened on the date and at the place and time that the Board thinks fit.
- 2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - b) to receive from the Board reports on the activities of ASLIA during the last preceding financial year,
  - c) to receive reports from each State/Territory Association and each sub-committee established by the Board
  - d) to acknowledge all past and current Board Directors of ASLIA since the previous AGM,
  - e) to receive and consider any financial statement or report required to be submitted to members under the Act,
  - f) 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 14 days before the date of the meeting.
- 3) At the conclusion of business outlined in sub-clause 2, all Executive positions become vacant, and the current Board must convene in the manner outlined in clause 19.3 to elect Executive Directors.
- 4) An annual general meeting must be specified as that type of meeting in the notice convening it.

### **33. Special general meetings - calling of**

- 1) The Board may, whenever it thinks fit, convene a special general meeting of ASLIA.
- 2) The Board must, on the requisition of at least five percent (5%) of the total number of members, convene a special general meeting of ASLIA.
- 3) A requisition of members for a special general meeting:
  - a) must be in writing, and
  - b) must state the purpose or purposes of the meeting, and
  - c) must be signed by the members making the requisition, and
  - d) must be lodged with the Secretary, and
  - e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- 4) If the Board fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 5) A special general meeting convened by a member or members as referred to in sub-clause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.
- 6) For the purposes of sub-clause (3):
  - a) a requisition may be in electronic form, and
  - b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

### **34. Notice**

- 1) The Secretary must, at least 21 days before the date fixed for the holding of a general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- 2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of ASLIA, the Secretary must, cause notice to be given to each member specifying, in addition to the matter required under sub-clause (1), the intention to propose the resolution as a special resolution.
- 3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 32.2(e).
- 4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **35. Quorum for general meetings**

- 1) A member may take part and vote in a general meeting in person, by proxy, or by using any technology in accordance with clause 43, that reasonably allows the member to participate in discussions as they happen.
- 2) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present in person or by proxy during the time the meeting is considering that item.
- 3) Five percent (5%) of members present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- 4) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - a) if convened on the requisition of members—is to be dissolved, and
  - b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- 5) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 5) are to constitute a quorum.

### **36. Presiding member**

- 1) The Chairperson or, in the Chairperson's absence, the Vice-Chairperson, is to preside as Chairperson at each general meeting of ASLIA.
- 2) If the Chairperson and the Vice-Chairperson are absent or unwilling to act, the members present must elect one of their number to preside as Chairperson at the meeting.

### **37. Adjournment**

- 1) The Chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 2) If a general meeting is adjourned for 14 days or more, the Secretary must give written, signed or verbal notice of the adjourned meeting to each member of ASLIA stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- 3) Except as provided in sub-clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

### **38. Making of decisions**

- 1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority (51%) of votes of the members present.
- 2) The method of voting is to be decided by the Board.
- 3) However, if at least 5 of the members present demand a secret ballot, voting must be by secret ballot.
- 4) If a secret ballot is held, the Chairperson must appoint 2 members to conduct the secret ballot in the way the Chairperson decides.
- 5) The result of a secret ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held.

### **39. Special resolutions**

A special resolution may only be passed by ASLIA in accordance with section 39 of the Act.

### **40. Voting**

- 1) Each member present and eligible to vote in accordance with clause 7.1, is entitled to one (1) vote only and, if the votes are equal, the Chairperson has a casting vote as well as a primary vote.
- 2) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 3) A member is not entitled to vote at any general meeting of ASLIA if the member is under 18 years of age.
- 4) Voting by proxy shall be allowed in accordance with clause 41.

### **41. Proxy votes**

- 1) The instrument appointing a proxy shall be in writing signed by the appointor and shall be deemed to authorise the proxy to join in demanding a poll. Electronic signatures on electronic documents will be accepted as a signature.
- 2) A proxy shall be a member of ASLIA who is entitled to vote at the meeting for which the proxy is given.
- 3) The instrument appointing a proxy shall be in or to the effect of the following:

*I \_\_\_\_\_ of \_\_\_\_\_ being a member of the Australian Sign Language Interpreters Association and entitled to vote at General Meetings of its members hereby appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me at the Annual/Special General Meeting of ASLIA to be held on \_\_\_\_\_ (Date) and at any adjournment thereof.*

*Signed on \_\_\_\_\_ (date) \_\_\_\_\_ Signature of Member (Unless otherwise instructed, the proxy may vote as s/he thinks fit.)*

- 4) The instrument appointing a proxy or other authority by which it is signed shall be deposited with the Secretary at least seven (7) days before the meeting or the taking of the poll for which it is given is held and shall not otherwise be treated as valid unless the meeting otherwise decides.
- 5) A vote given pursuant to a proxy shall not be invalid because of death or unsoundness of mind of the appointor or donor unless the Secretary has been notified thereof in writing before the meeting commences.



**42. Postal or electronic ballots**

- 1) ASLIA may hold a postal or electronic ballot (as the Board determines) to determine any issue or proposal (other than an appeal under clause 15).
- 2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 of the Regulation.

**43. Use of technology at general meetings**

- 1) A general meeting may be held at one or more venues using any technology approved by the Board that gives each of ASLIA's members a reasonable opportunity to participate.
- 2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

**44. Provision of interpreters at general meetings**

Sign language interpreter(s) shall be provided at all General Meetings.

**45. Attendance of observers at general meetings**

Observers may attend general meetings at the invitation of the Chairperson.

## Part 5 Miscellaneous

### **46. Insurance**

ASLIA may effect and maintain insurance.

### **47. Funds - source**

- 1) The funds of ASLIA are to be derived from admission fees and annual subscriptions of members, donations and, subject to any resolution passed by ASLIA in general meeting, any other sources that the Board determines.
- 2) All money received by ASLIA must be deposited as soon as practicable and without deduction to the credit of ASLIA's bank or other authorised deposit-taking institution account.
- 3) ASLIA must, as soon as practicable after receiving any money, issue an appropriate receipt.

### **48. Funds - management**

- 1) Subject to any resolution passed by ASLIA in general meeting, the funds of ASLIA are to be used solely in pursuance of the objects of ASLIA in the manner that the Board determines.
- 2) All cheques, drafts, bills of exchange, promissory notes, electronic funds transfers and other negotiable instruments must be signed and/ or authorised by 2 authorised signatories.

### **49. Association is non-profit**

Subject to the Act and the Regulation, ASLIA must apply its funds and assets solely in pursuance of the objects of ASLIA and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

### **50. Distribution of property on winding up of association**

- 1) Subject to the Act and the Regulations, in a winding up of ASLIA, any surplus property of ASLIA is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- 2) In this clause, a reference to the surplus property of an association is a reference to that property of ASLIA remaining after satisfaction of the debts and liabilities of ASLIA and the costs, charges and expenses of the winding up of ASLIA.

### **51. Change of name, objects and constitution**

- 1) The name, objects or constitution of ASLIA may not be altered, rescinded or added to other than by a special resolution of the voting members.
- 2) An application for registration of a change in ASLIA's name, objects or constitution in accordance with Section 10 of the Act is to be made by the Public Officer or a Board Director.

### **52. Custody of books etc**

Except as otherwise provided by this constitution, all records, books and other documents relating to ASLIA must be kept in New South Wales:

- a) at the main premises of ASLIA, in the custody of the Public Officer or a member of ASLIA (as the Board determines), or
- b) if ASLIA has no premises, at ASLIA's official address, in the custody of the Public Officer.

### **53. Inspection of books etc**

- 1) The following documents must be open to inspection, free of charge, by a member of ASLIA at any reasonable hour:
  - a) records, books and other financial documents of ASLIA,
  - b) this constitution,
  - c) minutes of all Board meetings and general meetings of ASLIA.
- 2) A member of ASLIA may obtain a copy of any of the documents referred to in sub-clause (1) on payment of a fee of not more than \$1 for each page copied.
- 3) Despite sub-clauses (1) and (2), the Board may refuse to permit a member of ASLIA to inspect or obtain a copy of records of ASLIA that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of ASLIA.

### **54. Service of notices**

- 1) For the purpose of this constitution, a notice may be served on or given to a person:
  - a) by delivering it to the person personally, or
  - b) by sending it by pre-paid post to the address of the person, or
  - c) by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- 2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - c) in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

### **55. Financial**

- 1) The financial year of ASLIA is:
  - a) the period of time commencing on the date of incorporation of ASLIA and ending on the following 30 June, and
  - b) each period of 12 months after the expiration of the previous financial year of ASLIA, commencing on 1 July and ending on the following 30 June.
- 2) The Board shall cause proper accounting and other records to be kept and shall distribute to members copies of every profit and loss account and balance sheet. The balance sheet and profit and loss account to be laid before each Annual General Meeting shall be made up to a date not more than six (6) months before the date of the meeting.
- 3) The members may, if they think fit, appoint an auditor.

### **56. By-laws**

The Board may, from time to time, make by-laws such as Codes of Ethics, policies and procedures not inconsistent with these rules relating to the conduct of the affairs of ASLIA.