



CONSTITUTION

1. Identification, commencement and interpretation

- 1.1 This document shall form the CONSTITUTION OF THE SOUTH AFRICAN TRANSLATORS' INSTITUTE.
- 1.2 The body to which this constitution relates shall be called the "South African Translators' Institute" (hereinafter referred to as the Institute), abbreviated as "SATI", in English and its name shall be as follows in the other 10 official languages of South Africa:
Afrikaans: "Suid-Afrikaanse Vertalersinstituut", abbreviated as "SAVI"
IsiNdebele: "Ihlangano yabaTjhugululi yeSewula Afrika", abbreviated as "SATI"
IsiXhosa: "Umbutho wabaGuquleli waseMzantsi Afrika", abbreviated as "SATI"
IsiZulu: "INhlangano yaBahumushi yaseNingizimu Afrika", abbreviated as "SATI"
Sepedi: "Sehlongwa sa Bafetoledi sa Afrika Borwa", abbreviated as "SATI"
Sesotho: "Mokgatlo wa Bafetoledi wa Afrika Borwa", abbreviated as "SATI"
Setswana: "Mokgatlho wa Baranodi wa Aforika Borwa", abbreviated as "SATI"
SiSwati: "Inhlangano Yebahumushi YaseNingizimu Afrika", abbreviated as "SATI"
Tshivenda: "Tshimiswa tsha Vhapinduleli tsha Afurika Tshipembe", abbreviated as "SATI"
Xitsonga: "Vandla ra Vahundzuluxi ra Afrika Dzonga", abbreviated as "SATI"
- 1.3 This constitution shall replace all previous constitutions.
- 1.4 Office-bearers elected at the meeting at which this constitution comes into force shall be elected in accordance with the new structures and procedures contained herein, even though the voting procedures may have been those under the old constitution. This shall also apply to committees, officers and contractors whose designations are affected by the constitutional changes.
- 1.5 In this Constitution, unless the context otherwise indicates –

Accreditation Committee shall mean the committee contemplated in clause 12.2 to oversee the Institute's accreditation system;

chapter chairperson shall mean the chairperson of a chapter as contemplated in clause 13;

constitution shall mean this constitution;

Council shall mean the council contemplated in clauses 6.2 and 7;

executive director shall mean the person appointed by the Council to oversee the running of the Institute as contemplated in clause 6.3;

general meeting shall mean a meeting contemplated in clause 15.1 or 15.2;

honorary president shall mean the honorary president contemplated in clause 9 of the constitution approved at the annual general meeting of 17 June 1988 and being replaced by this constitution;

in writing shall mean written communication sent by e-mail, fax or post;

voting member shall mean an accredited individual member or an accredited corporate member as contemplated in clause 5 whose annual subscription is paid up and shall include an honorary member,

and related words shall have a corresponding meaning.

- 1.6 The term “translator” in the name of the Institute is used in its wider, inclusive meaning and includes persons who practise translation in all its forms, written or spoken (interpreting), as well as those specialising in one of the elements of the translation process and related fields and/or in research and education. For purposes of membership of the Institute, it is further accepted that practitioners in the translation-related fields of text editing and terminology are also members of the translation community.
- 1.7 In the case of a discrepancy between different language versions of the constitution, the English version shall be the decisive version.
- 1.8 In the event of any query over the interpretation of the constitution, the decision of the Council shall, except as provided for in clause 6.2, be final and binding upon all members.
- 1.9 The Institute's coat of arms shall be that registered by Government Notice 229 in the *Government Gazette* of 9 February 1979 and its logo shall be that presented in the Institute's *Bulletin* No. 5 of 2000.
- 1.10 The Institute shall not discriminate on the basis of race, sex, religion or language.

2. Objectives

The objectives of the Institute shall be as follows:

- 2.1 To promote the interests of the translation, interpreting, text editing and terminology professions
- 2.2 To undertake and promote research in the fields of translation, interpreting, text editing and terminology and to make the results of such research available
- 2.3 To obtain appropriate publicity in the electronic and print media
- 2.4 To publish and control a website and journal of its own
- 2.5 To obtain the cooperation of experts and interested persons from institutions of higher education and other organisations and of associations and bodies both in Southern Africa and elsewhere and to promote common interests and action
- 2.6 To compile guides on language and translation, interpreting, text editing and terminology or to have them compiled
- 2.7 To collect and utilise funds for the achievement of its objectives
- 2.8 To draw up professional codes for translators, interpreters, text editors and terminologists and to work to ensure that members comply with them
- 2.9 To work towards improving the quality of training for translators, interpreters, text editors and terminologists
- 2.10 To implement a comprehensive system of accreditation with a view to ascertaining members' competence in the fields of translation, interpreting, text editing and terminology

3. Legal status

- 3.1 The Institute shall be a body corporate not for gain apart and distinct from its members and office-bearers, and shall be capable of assuming and incurring obligations and of suing and being sued in its own name.
- 3.2 No member or office-bearer shall have the right to appropriate the Institute's property or assets for personal use or gain.
- 3.3 The Institute shall continue to exist, notwithstanding changes in the composition of its membership or office-bearers.

4. Powers

The Institute shall have all such powers as may be necessary to achieve its objectives, including, but not limited to, the following:

- 4.1 The power to raise funds to use for the achievement of its objectives

- 4.2 The power to open bank accounts in the name of the Institute and to operate these accounts using conventional instruments of banking
- 4.3 The power to take action against a member of the Institute who exhibits conduct that is detrimental to the objectives and well-being of the Institute; the procedures for such action shall be as laid down in the Institute's Disciplinary Procedure

5. Membership

- 5.1 Membership of the Institute shall be open to persons or entities working or interested in the fields of translation, interpreting, text editing and terminology.
- 5.2 Members of the Institute shall be classified in the following categories:
 - 5.2.1 *Honorary member*: A person to whom, in view of their exceptional contribution to the translation, interpreting, text editing and/or terminology professions and on the recommendation of the Council, honorary membership has been awarded by the Institute at an annual general meeting
 - 5.2.2 *Individual member*: A person who has complied with the Institute's requirements for membership and has been accepted and registered as such by the Council
 - 5.2.3 *Accredited individual member*: An individual member who has complied with the requirements for accreditation as set by the Institute
 - 5.2.4 *Student member*: An individual member who is a registered full-time or part-time student in a dedicated translation, interpreting, text editing, terminology and/or language-related field of study; a recommendation from a lecturer may be requested, and student members may not apply for accreditation or appear on the Institute's registers of freelancers
 - 5.2.5 *Corporate member*: An entity operating as a language agency or consultancy or a corporate language office in business, government or training related to translation, interpreting, editing and/or terminology that has complied with the Institute's requirements for membership and has been accepted and registered as such by the Council
 - 5.2.6 *Accredited corporate member*: A corporate member that has complied with the requirements for accreditation as set by the Institute
- 5.3 The Institute shall set requirements for the different categories of membership and all decisions on the acceptance of individual applications shall rest with the Council.
- 5.4 Members shall agree to be bound by the Institute's professional codes. The Institute may decide on disciplinary measures as part of a professional code and these measures may include the termination of membership or the withdrawal of accreditation.

6. Authority

- 6.1 Subject to the provisions of the constitution, the authority of the Institute shall be vested in its members at a general meeting and/or through an electronic vote.
- 6.2 Governance of the Institute shall be vested in an elected Council, which shall oversee the affairs of the Institute and shall have the authority to exercise all the Institute's rights and powers and perform all the Institute's duties in order to fulfil its objectives under the constitution or to delegate these rights, powers and duties as it deems fit. The Council shall be responsible to the members for the good governance of the Institute and its assets, and decisions of the Council may be overruled by a majority decision of voting members at a general meeting.
- 6.3 Execution of the decisions of the Council shall be undertaken by a dedicated office structure under the leadership of an executive director appointed by the Council.

7. The Council

- 7.1 The Council of the Institute shall comprise six members, as follows:
- 7.1.1 the executive director ex officio; and
 - 7.1.2 five members of the Institute to be elected in the following ratio in accordance with clause 9:
 - (a) three accredited individual members;
 - (b) one accredited individual member who is an academic in the translation, interpreting, text editing and/or terminology field at an institution of higher education; and
 - (c) one representative of an agency corporate member.
- 7.2 The agency member and the executive director shall take part in the deliberations of the Council and shall have the same rights and duties as the other members of the Council, but shall not be entitled to vote.
- 7.3 Two of the elected members of the Council shall be elected chairperson and vice-chairperson respectively by the members of the Council. A chairperson must already have served at least one term on the Council prior to being elected chairperson.
- 7.4 The term of office of Council members shall be three years and each term shall expire on the announcement of the subsequent Council at an annual general meeting.
- 7.5 Council members shall be eligible for re-election, but may serve a maximum of three consecutive terms. They would then be eligible for election again after a break of at least one full term.
- 7.6 Seats on the Council that fall vacant more than one year prior to the next election shall be filled through a by-election. Seats on the Council that fall vacant less than one year before the next election shall remain vacant until the next election. Council members who take office through a by-election shall be considered to have served a full term for purposes of eligibility for re-election.
- 7.7 Council members may also serve on SATI committees.
- 7.8 Members of the Council shall vacate their position –
- 7.8.1 when their term of office expires;
 - 7.8.2 when their membership lapses or is terminated;
 - 7.8.3 when they are absent without good reason, as determined by the Council, from two consecutive meetings of the Council;
 - 7.8.4 when they are deemed by the Council not to be fulfilling their duties properly and are requested to step down.

8. Functions of the Council

- 8.1 Without prejudice to the general powers described in clause 6.2, the Council shall be responsible for the following: managing the Institute's assets and office structure; purchasing and leasing Institute property; acting on behalf of the Institute in any legal proceedings; regulating and governing the Institute's affairs; determining policies and changes to policies; specifying, managing and reviewing the work of committees; and devising and overseeing the execution of measures to further the Institute's policies and objectives.
- 8.2 The chairperson of the Council shall chair all meetings of the Institute and the Council. In the absence of the chairperson, the vice-chairperson shall take the chairperson's place.
- 8.3 The chairperson shall be the highest ranking officer and spokesperson for the Institute. The chairperson shall be an ex officio member of all committees of the Institute.
- 8.4 The vice-chairperson shall assist the chairperson in the performance of the chairperson's official duties. Should the chairperson be prevented from discharging their duties, such duties shall be taken over by the vice-chairperson.

8.5 Members of the Council shall provide input and guidance to the Institute as necessary and shall undertake any specific tasks assigned to them by the Council or the membership.

9. Nomination and election of the Council

9.1 The five elected members of the Council shall be elected by voting members from candidates nominated from among their ranks.

9.2 Elections shall take place every three years, starting with 2009, with the results announced at the annual general meeting for the year in question.

9.3 Elections shall take place electronically using a suitable Web-based instrument within time frames and using procedures determined by the Council. Members without an e-mail address shall be ineligible to vote.

9.4 Any two voting members may nominate another eligible member for election to the Council. Members who wish to make themselves available for nomination may also approach the Council, which is free to approve such nominations and may itself also make nominations.

9.5 Nominations for Council shall be made in writing and include written proof of acceptance by the nominee. Nominations shall reach the Institute's office by an appropriate date set by the Council to accommodate the voting process.

9.6 The Council's decision on the validity or otherwise of a nomination shall be final and binding.

9.7 If only the required number of members are nominated for the Council, they shall be deemed to be duly elected.

9.8 Every voting member shall have one vote in the election of the Council.

9.9 A minimum of 20 per cent of the voting members must participate for the results of the election to be valid. If less than 20 per cent participate, the vote shall be repeated and the results accepted, irrespective of the number of participants.

9.10 Members of the Council shall be elected on the basis of a simple majority.

9.11 The chairperson and vice-chairperson of the Council shall be elected by the newly elected Council members prior to the annual general meeting and announced at the annual general meeting. Voting shall take place by closed ballot under the direction of the executive director and may be conducted electronically or at a closed meeting.

10. Meetings of the Council

10.1 The Council shall meet at least twice a year. One meeting shall preferably be held in conjunction with the Institute's annual general meeting and another in conjunction with celebrations around International Translation Day.

10.2 Between meetings, the Council shall communicate electronically to deal with any necessary business. Decisions taken electronically between meetings shall be ratified at the next meeting to facilitate implementation.

10.3 Subject to the constitution, the Council may decide on procedures for its meetings.

10.4 All or part of the meeting held in conjunction with the annual general meeting shall be attended by the chairpersons of Institute committees and chapters. The Council chairperson shall determine which parts of the meeting should be attended by the committee and chapter chairpersons.

- 10.5 No honoraria for attending meetings shall be paid to any office-bearer, but duly authorised costs shall be covered by the Institute.
- 10.6 The quorum for a meeting of the Council shall be four elected Council members. If a meeting is not quorate, the members present may continue with the meeting, with any decisions taken to be ratified afterwards by the full Council on the Council e-group.
- 10.7 Minutes of Council meetings shall be kept by the executive director and shall be approved electronically by the Council within six weeks of a meeting and signed by the chairperson at the next Council meeting.
- 10.8 Each voting member of the Council shall have one vote at meetings of the Council. In the event of an equality of votes at any meeting of the Council, the chairperson shall have a casting vote, except where persons are concerned, in which case the matter shall be decided by the drawing of lots. Chairpersons of committees and chapters shall not have a vote at Council meetings, but shall be consulted.
- 10.9 Voting at Council meetings shall be by the raising of hands and decisions shall be taken by majority vote.

11. Office structure

- 11.1 The Institute's office structure may be physical and/or virtual, as determined by the Council according to current circumstances, and shall undertake the day-to-day running of the Institute. In the case of a physical office, the Council shall determine where it is sited.
- 11.2 The Council shall appoint an executive director to head the Institute's office structure and shall determine the executive director's duties, service conditions and compensation. The executive director may be appointed as a contractor and shall be accountable to the Council, whose meetings the executive director shall attend.
- 11.3 The Council may appoint other employees or contractors as necessary to deal with the day-to-day running of the Institute and they shall fall under the leadership of the executive director.
- 11.4 The functions to be undertaken by the office structure shall include, but not be limited to, the following: dealing with all membership and financial matters, correspondence and enquiries, activities related to publicity/marketing, organising meetings and functions, and administering the accreditation system under the guidance of the Accreditation Committee.
- 11.5 The executive director shall submit a report to every meeting of the Council and the Institute that gives account of financial and membership matters and shall compile an annual report for the Institute.

12. Committees and working groups

- 12.1 A general meeting and the Council may at their discretion appoint standing, ad hoc and/or special committees and working groups. The term and mandate of such committees and working groups shall be clearly defined. Committees shall all submit a report on their activities to the Council not less than two weeks prior to every meeting of the Council.
- 12.2 A standing Accreditation Committee shall oversee the Institute's accreditation system. The committee shall comprise accredited members and shall be appointed by the Council for three-year terms. The task of the committee shall be to maintain, improve and expand the operation of the Institute's accreditation system. The committee shall comprise at least three members.
- 12.3 The Institute shall have a standing Committee on Ethics, which shall be appointed by the Council for three-year terms. The committee shall comprise members in good standing who

have been language practitioners for a minimum of 10 years and are actively involved in the profession. Decisions on the eligibility of individual members to serve on the committee shall rest with the Council. The task of the committee shall be to introduce and revise the Institute's codes of ethics, professional conduct and/or good business practice as necessary and to deal with any complaints against members in terms of the Institute's disciplinary procedure. The committee shall comprise three members and shall be able to co-opt up to two further members if necessary.

13. Chapters

- 13.1 Any group of members numbering at least 10 members (except in special cases, at the discretion of the Council) wishing to be recognised as a distinct group on the grounds of their geographic proximity to one another or of a common interest that is acceptable to the Institute may be recognised and registered as a chapter by the Institute.
- 13.2 Chapters shall be governed by a set of chapter regulations as approved and amended from time to time by the Institute.
- 13.3 Chapters shall submit a report on their activities to the Council not less than two weeks prior to every meeting of the Council.
- 13.4 Chapters that do not comply with the chapter regulations shall be subject to investigation and appropriate action by the Council. Such action may include dissolution of the chapter.

14. Honorary president

The office of honorary president shall fall away at the end of the term of the incumbent at the time the constitution comes into force.

15. Meetings of the Institute

- 15.1 The Institute shall hold an annual general meeting each year on a suitable date before the end of May and the Council shall decide where and when the following annual general meeting shall be held.
- 15.2 The Council may call an extraordinary general meeting and shall do so if so requested in writing by at least 20 per cent of the voting members.
- 15.3 The executive director shall give at least 30 days' notice of an annual general meeting and at least 14 days' notice of an extraordinary general meeting and shall at the same time send members the agenda for the meeting.
- 15.4 Any proposal to change the constitution or to dissolve the Institute shall appear on the agenda sent out for the meeting concerned.
- 15.5 The quorum at a general meeting of the Institute shall be at least 10 per cent of its voting members. Should no quorum be present at the start of the meeting, the members present may, after half an hour has elapsed from the time fixed for the meeting, continue as though a quorum were present.
- 15.6 Subject to the constitution, the Council may decide on procedures for meetings of the Institute.
- 15.7 The executive director shall take minutes of all general meetings of the Institute. These shall be circulated to members within three months of the meeting and after consideration of any comments by members shall be approved electronically by the Council.

- 15.8 Every voting member shall have one vote at any general meeting of the Institute. In the event of an equality of votes, the chairperson shall have a casting vote, except where persons are concerned, in which case the matter shall be decided by the drawing of lots.
- 15.9 The chairperson shall present a report on the previous year's activities at every annual general meeting. The report shall include an audited report on the property and financial affairs of the Institute for the previous year. The report shall be tabled for acceptance by the membership.

16. Voting

- 16.1 The Council shall as far as practicable allow electronic voting by all voting members.
- 16.2 Voting shall be carried out on the same principles as apply to the election of the Council in clause 9.
- 16.3 At Institute meetings voting shall be by the raising of hands, unless a majority of the voting members present request a secret ballot.
- 16.4 Except for motions related to amendment of the constitution and dissolution of the Institute, decisions shall be taken by a simple majority vote.

17. Financial affairs of the Institute

- 17.1 The financial year of the Institute shall be the calendar year.
- 17.2 The Institute shall derive its income –
19.2.1 from annual subscriptions and examination fees; and
19.2.2 in any other legal manner the Institute deems appropriate and authorises.
- 17.3 Entrance fees, examination fees and annual subscriptions shall be determined by the annual general meeting from time to time.
- 17.4 Annual subscriptions shall be payable by the end of March each year, after which the names of members who have not renewed their membership will be removed from all distribution lists and registers.
- 17.5 The funds of the Institute shall be used exclusively for the promotion of its objectives in terms of the constitution.
- 17.6 The Institute's financial affairs shall be handled according to sound financial principles. The books and accounts of the Institute shall be audited at least once a year by an auditor or auditors appointed by the Council for this purpose and confirmed by members at the annual general meeting.
- 17.7 The chairperson, one other elected Council member and the executive director shall have signing authority in respect of the Institute's bank accounts.
- 17.8 A member's liability to the Institute shall be limited to the annual subscriptions, any admission charges for events and any loss or damage to Institute assets caused by that member.
- 17.9 The Institute's liability to a member shall be limited to the refund of expenses and reasonable payment for services rendered to the Institute. Such expenses and services shall be authorised by the Council beforehand.

18. Documents and property of the Institute

Any documents or other property of the Institute that has been entrusted to the care of a member or that has come into the possession of such a person shall be kept safe and properly cared for and shall, when such member's membership lapses or is terminated or upon the documents or property no longer being required for the purpose for which they were entrusted to them or came into their possession or upon the Institute or its proxy requesting the documents or property, be returned to the Institute or its proxy in a proper condition.

19. Amendment of the constitution

19.1 The Council may, and shall upon receipt of a written request from a voting member duly seconded by another voting member, submit proposals for the amendment of the constitution at a general meeting.

19.2 A request contemplated in clause 19.1 shall reach the Institute's executive director at least 60 days before the date of the general meeting in the form of a motion for submission.

19.3 The constitution shall be deemed to be amended if such a motion is accepted by at least two thirds of the voting members present at the meeting or participating in an electronic vote.

20. Dissolution of the Institute

20.1 The Institute shall dissolve when, during an extraordinary general meeting called for this purpose, the voting members present decide by a majority of at least two thirds to dissolve the Institute. At least 60 days' written notice shall be given of such a meeting.

20.2 Upon the dissolution of the Institute, it shall immediately pay all its debts. Any property or money remaining shall not be given or paid to members, but shall be given to another organisation not for gain having objectives similar to those of the Institute. The members present at the relevant extraordinary general meeting shall select the appropriate organisation.

As approved at the SATI AGM on 5 June 2009
and amended at the SATI AGM on 19 April 2013 and 22 May 2015
and the extraordinary general meeting on 1 October 2015