

Constitution of the Association of Programmes in Translation and Interpreting Studies, UK and Ireland (APTIS)

Adopted on the 8th September 2017

1 Title

The charity shall be called the Association of Programmes in Translation and Interpreting Studies of the United Kingdom and Ireland (“APTIS”)

2 Aims

APTIS’ objects (the “objects”) are to advance education for the public benefit in the UK and Ireland so as to improve the quality of learning and teaching as well as research on translation and interpreting programmes at HE institutions:

- (a) to represent all programmes in Translation and Interpreting Studies of the UK and Ireland that are members of APTIS;
- (b) to promote the study of translation and interpreting in the UK and Ireland;
- (c) to encourage scholarly research into all aspects of translation and interpreting at UK and Irish HE institutions and dissemination thereof; to support the use, application and impact of scholarly research in that context; to support current and future professionals in the field;
- (d) to support the development of professionals in the relevant areas of study and promote their engagement with higher education in the UK and Ireland; to support future professionals in the field;
- (e) to secure the support of governments and of other appropriate agencies and institutions for those activities and to promote the widest possible awareness of the educational and vocational importance of translation and interpreting programmes; to work with other organisations and professional bodies to promote and extend the study of translation and interpreting in the UK and in Ireland, especially in tertiary education institutions;
- (f) to provide a forum for the discussion and elaboration of these aims by members and to consult and co-operate with other professional organisations and stakeholders in the achievement of common objectives.

3 Membership

(1) Any British or Irish HE institution unit with UG and/or PG programmes in translation and/or interpreting studies can become a member of APTIS (a “member institution”). Applications should be addressed to the Secretary.

(2) Each member institution pays an annual subscription to the charity to cover running costs and activities.

(3) Each member institution nominates one representative (“member”) for the Annual General Meeting.

(4) Membership of APTIS is terminated if:

(a) the member institution no longer has any programmes with a substantial focus on translation and/or interpreting studies;

(b) the member institution resigns by written notice to the Secretary;

(c) the member institution is removed from membership by a resolution of the executive committee that it is in the best interest of APTIS that their membership is terminated. A resolution to remove a member institution from membership may only be passed if:

(1) the member institution has been given at least 21 days’ notice in writing of the meeting of the executive committee at which the resolution will be proposed and the reasons why it is to be proposed;

(2) the member institution has been allowed to make representation at the meeting.

4 Subscriptions

(1) A subscription fee shall be payable annually and in advance by the member institution to the Treasurer in September. The membership period runs from 1 October to 30 September;

(2) The amount of the subscription fee shall be determined at each Annual General Meeting of APTIS.

5 Executive Committee (Trustees)

(1) APTIS and its prosperity shall be managed by an Executive Committee comprising the following officers who shall also be representatives of member institutions of APTIS (“members”):

(a) a President, who shall be elected for a three-year term and who shall not be eligible for re-election immediately after that term;

(b) a Vice-President, who shall be elected for a three-year term and whose mandate may be extended for a further year upon approval of the members of the Annual General Meeting of APTIS;

(b) a Secretary, who shall be elected for a three-year term and whose mandate may be extended for a further year upon approval of the members of the Annual General Meeting of APTIS;

(c) a Treasurer, who shall be elected for a four-year term and whose mandate may be extended for a further year upon approval of the members of the Annual General Meeting of APTIS;

(d) a Communications Officer, who shall be elected for a four-year term and whose mandate may be extended for a further year upon approval of the members of the Annual General Meeting of APTIS;

(2) Additionally, the Executive Committee comprises two Ordinary Committee Members of the Executive Committee, who shall be elected to serve for a three-year term and whose mandate may be extended for a further year upon approval of the members of the Annual General Meeting of APTIS;

(3) The President, Vice-President, Secretary, Treasurer, Communications Officer and the two Ordinary Committee members of the Executive Committee are elected by members at the Annual General Meeting of APTIS.

(4) The Secretary shall inform all members of any forthcoming vacancies on the Executive Committee up to three months before the next AGM. Members of APTIS wishing to be considered for a vacancy can do so by notifying the Secretary of their willingness to stand for election at the next AGM up to one week before the next AGM. The election will take place at the relevant AGM.

(5) The duties of the officers shall be as follows:

(a) The President. To chair general meetings, meetings of the Committee and to decide on the date of the next AGM in consultation with the other members of the Executive Committee. To represent APTIS in an official capacity by correspondence, attendance at meetings etc., or to nominate a representative for approval by the Committee if the Vice-President is not in a position to

deputise. To co-ordinate the activities of the Committee generally, and to ensure the administration of APTIS functions;

(b) The Vice-President. To assist the President in all their above-mentioned duties and, when needed, deputise for them;

(c) The Secretary. To keep and produce minutes and the agenda for Committee meetings in consultation with the President or Vice-President. To keep and produce minutes and the agenda for the Annual General Meeting in consultation with the President or Vice-President. To maintain the files of APTIS. To engage in correspondence on behalf of APTIS and the Committee.

(d) The Treasurer. To be responsible for the making and receiving of all payments by and to APTIS, and for accounting for all such money. To present a financial report to the Annual General Meeting (and any other Special General Meetings), and to make interim financial reports to the Committee. To be responsible for membership records, including (i) maintenance of an accurate list of member institutions and their representative(s), and (ii) collection of subscriptions and arrears.

(e) The Communications Officer. To manage APTIS's website and to advertise the activities of APTIS and its objects on the website and on social media so as to increase the online presence and visibility of APTIS.

(6) The officers and the two Ordinary Committee Members of the Executive Committee shall be the Trustees of the charity and in this constitution are together called the "Trustees" and individually a "Trustee".

(7) Members of the Executive Committee cannot remain on the Committee for more than a total of seven consecutive years.

6 Proceeding of Executive Committee (Trustees)

(1) The Executive Committee (trustees) may regulate their proceedings as they think fit, subject to the provisions of this constitution.

(2) Any member of the Executive Committee (trustee) may call a meeting of the Executive Committee (trustees).

(3) Questions arising at a meeting must be decided by a majority of votes of those present.

(4) In the case of an equality of votes, the person who chairs the meeting shall have a second vote or casting vote.

(5) No decision may be made by a meeting of the Executive Committee (trustees) unless a quorum is present at the time the decision is purported to be made.

(6) The quorum shall be four or the number nearest to half the total number of trustees, whichever is the greater or such larger number as may be decided from time to time by the Executive Committee (trustees).

(7) A member of the Executive Committee (trustee) shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.

(8) If the number of trustees is less than the number fixed as the quorum, the continuing trustee(s) may act only for the purpose of filling vacancies or of calling a general meeting.

(9) If either the President or the Vice-President is unwilling to preside or are not present within ten minutes after the time appointed for the meeting, the trustees present may appoint one of their number to chair that meeting.

(10) A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees or (as the case may be) a committee of trustees duly convened and held.

(11) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more trustees.

7 General meetings

(1) APTIS must hold an Annual General Meeting within twelve months of the date of the adoption of this constitution and at least one Annual General Meeting must be held in each subsequent year.

(2) The President or the Vice-President must preside over the Annual General Meeting. The Secretary, the Treasurer and the Communications Officer shall present their reports to the members of APTIS at the AGM. The trustees at their discretion shall select subjects for discussion at the AGM from among those submitted by members. Member institutions may be represented at the AGM by more than one representative from their institution but there will be one vote per institution only.

(3) Any general meeting other than the Annual General Meeting shall be called a Special General Meeting. The members of the Executive Committee (trustees) may call a Special General Meeting at any time.

(4) The members of the Executive Committee (trustees) must call a Special General Meeting if requested to do so in writing by at least 50 per cent of members. The request must state the nature of the business that is to be discussed. If the trustees fail to hold a meeting within sixty days of the request, the members may proceed to call a Special General Meeting but in doing so they must comply with the provisions of the constitution.

(5) The minimum period of notice required to hold any general meeting of APTIS is thirty clear days from the date on which the notice is deemed to have been given.

(6) A general meeting may be called by shorter notice, if it is so agreed by all trustees.

(7) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Annual General Meeting, the notice must say so.

(8) The notice must be given to all members and to the trustees.

8 Quorum

(1) The quorum at any Annual General Meeting will be a third of members.

(2) The quorum at any general meeting other than the Annual General Meeting shall be a third of members.

(3) No business shall be transacted at any general meeting unless a quorum is present.

(4) If no quorum is present the Executive Committee (trustees) must re-convene the meeting and must give at least twenty clear days' notice of the re-convened meeting stating the date, time and place of the meeting.

(5) If no quorum is present at the re-convened meeting within fifteen minutes of the time specified for the start of the meeting the members at that time shall constitute the quorum for that meeting.

9 Rules

(1) The Executive Committee (trustees) may from time to time make rules or bylaws for the conduct of their business.

(2) The bylaws may regulate the following matters but are not restricted to them:

(a) the admission of member institutions of APTIS and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by member institutions);

(b) the conduct of members of APTIS in relation to one another;

(c) the procedure at general meeting and meetings of the trustees in so far as such procedure is not regulated by this constitution;

(d) the keeping and authenticating of records;

(e) generally, all such matters as are commonly the subject matter of the rules of an unincorporated association.

- (3) APTIS in the AGM has the power to alter, add or to repeal the rules or bylaws.
- (4) The Executive Committee (trustees) must adopt such means as they think sufficient to bring the rules and bylaws to the notice of members of APTIS.
- (5) The rules or bylaws shall be binding on all members of APTIS. No rule or bylaw shall be inconsistent with, or shall effect or repeal anything contained in, this constitution.

10 Communication to members

(1) The Secretary shall communicate the following to the members via email and/or APTIS's webpage:

- (a) The Agenda for the Annual General Meeting and any Special General Meeting;
- (b) The Minutes of the Annual General Meeting and any Special General Meeting;
- (c) Any vacancies arising on the Executive Committee.

(2) This communication shall happen at least three months before the AGM.

11 Powers of Executive Committee (Trustees)

(1) The Executive Committee (trustees) must manage the business of APTIS and have the following powers in order to further the objects (but not for any other purpose):

- (a) to raise funds. In doing so, the trustees must not undertake any taxable permanent trading activity and must comply with any relevant statutory regulations;
- (b) to co-operate with any other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (c) to establish and support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the objects;
- (d) to acquire, merge with or enter into a partnership or joint venture arrangement with any other charity formed for any of the objects;
- (e) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (f) to obtain and pay for such goods and services as are necessary for carrying out the work of APTIS;

(g) to open and operate such bank and other accounts as the trustees consider necessary to invest funds and to delegate the management of funds in the same manner and subject to the same conditions as the trustees of a trust are permitted to by the Trustee Act 2000;

(h) to do all such other lawful things as are necessary for the achievement of the objects.

(2) No alteration of this constitution or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.

(3) Any meeting of trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the trustees.

12 Conflict of interests and conflicts of loyalties

(1) Members of the Executive Committee (trustee) must:

(a) declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with APTIS or in any transaction or arrangement entered into by APTIS which has not been previously declared.

(b) absent himself or herself from any discussions of the trustees in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).

Any trustee absenting himself or herself from any discussions in accordance with this clause must not vote or be counted as part of the quorum in any decision of the charity trustees on the matter.

13 Application of income and property

(1) The income and property of APTIS shall be applied solely towards the promotion of the objects. Notwithstanding the foregoing:

(a) A charity trustee is entitled to be reimbursed from the property of APTIS or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity;

(b) A charity trustee may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.

(2) None of the income or property of APTIS may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to

any member of the charity. This does not prevent a member who is not also a trustee from receiving:

- (a) a benefit from APTIS in the capacity of a beneficiary of the charity;
- (b) reasonable and proper remuneration for any goods or services supplied to APTIS.

14 Disqualification and removal of trustees

A member of the Executive Committee (trustee) shall cease to hold office if he or she:

- (1) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (2) ceases to be a member of APTIS;
- (3) in the written opinion, given to APTIS, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- (4) resigns as a trustee by notice to the charity (but only if at least two trustees will remain in office when the notice of resignation is to take effect); or
- (5) is absent without the permission of the trustees from all their meetings held within a period of six consecutive months and the trustees resolve that his or her office be vacated.

15 Accounts, Annual Report, Annual Return

(1) Members of the Executive Committee (trustees) must comply with their obligations under the Charities Act 2011 with regard to:

- (a) the keeping of accounting records for APTIS;
- (b) the preparation of annual statements of account for APTIS;
- (c) the transmission of the statements of account to the Charity Commission for England and Wales (the “**Commission**”);
- (d) the preparation of an Annual Report and its transmission to the Commission;
- (e) the preparation of an Annual Return and its transmission to the Commission.

(2) Accounts must be prepared in accordance with the provisions issued by the Commission, unless the trustees are required to prepare accounts in accordance with the provisions of such a Statement prepared by another body.

16 Changes to the Constitution

(1) Amendments to any provision of this Constitution shall be made either at the Annual General Meeting or at a Special General Meeting or via a secure web-based consultation. Any proposal to effect such changes must be submitted, through the Secretary, to the Trustees at least fourteen days before the Annual General Meeting, the Special General Meeting or the web-based consultation. The proposed amendment(s) shall be presented to such fora and shall be adopted if passed by not less than two thirds of the members present or voting, so long as these represent a quorum provided that:

- (a) no amendment may be made that would have the effect of making APTIS cease to be a charity at law;
- (b) no amendment may be made to alter the objects if the change would undermine or work against the previous objects of APTIS;
- (c) no amendment may be made to clause 5 without the prior written consent of the Commission.

The members of the Executive Committee (trustees) will have the discretion to consult with members online regarding any proposal made at any time of the year.

(2) A copy of any resolution amending this constitution shall be sent to the Commission within twenty days of it being passed.

17 Dissolution

(1) If the members resolve to dissolve APTIS the members of the Executive Committee (trustees) will remain in office as trustees and be responsible for winding up the affairs of APTIS in accordance with this clause.

(2) The trustees must collect in all the assets of the APTIS and must pay or make provision for all the liabilities of APTIS.

(3) The trustees must apply any remaining property or money:

- (a) directly for the objects;
- (b) by transfer to any charity or charities for purposes the same as or similar to APTIS;
- (c) in such other manner as the Commission may approve in writing in advance.

(4) The members may pass a resolution before or at the same time as the resolution to dissolve APTIS specifying the manner in which the trustees are to apply the remaining property or assets of APTIS and the trustees must comply with the

resolution if it is consistent with paragraphs (a) – (c) inclusive in sub-clause (3) above.

(5) In no circumstances shall the net assets of APTIS be paid to or distributed among the members of the charity (except to a member that is itself a charity).

(6) The trustees must notify the Commission promptly that APTIS has been dissolved. If the trustees are obliged to send the charity's accounts to the Commission for the accounting period which ended before its dissolution, they must send the Commission the final accounts of APTIS.