

*Carol Prest*  
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# STIBC Bylaws

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## STIBC BYLAWS

The following bylaws are amended and approved by the membership at Annual General Meetings and Special General Meetings. Any changes need to be updated with the Registrar of Companies in Victoria and published on the STIBC website. What follows is the original bylaws plus a consolidation of modifications approved at the respective AGMs/SGMs.

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# SOCIETY OF TRANSLATORS AND INTERPRETERS OF BRITISH COLUMBIA

## BYLAWS

*This is a consolidation of the Bylaws that came into force on November 12, 2002, incorporating amendments that came into force on August 28, 2003, June 2, 2007, May 30, 2009, May 29, 2010, March 23, 2016, September 28, 2016, and October 7, 2020.*

### **PART I – DEFINITIONS AND INTERPRETATION**

#### ***Definitions***

1. (1) in these Bylaws, unless the context otherwise requires, \_\_\_\_\_

(a) "Associate Member" means a person who

- (i) Is a translator or interpreter, or a person active in a profession related to that of the translator or interpreter, who has applied to the Society for membership.
- (ii) Has satisfied the admission requirements, and
- (iii) Has paid the annual membership fees

(b) "Associate Member (Student)" means a person who

- (i) Is enrolled in a program in translation or interpreting (or related program) in a post-secondary institute of learning, and who has applied to the Society for membership,
- (ii) Has satisfied the requirements established by the Membership and Certification Committee; and
- (iii) Has paid the annual membership fees;

(c) " Membership and Certification Committee" means the committee established under Bylaw 9.

(d) "Certified Member" means a person who

- (i) Has met the criteria for certification established by the Membership and Certification Committee, and
- (ii) Has paid the annual membership fees

(e) "Directors" means the Directors of the Society for the time being;

(f) "Founding Member" means a person who participated in the founding of the Society;

(g) "Honorary Member" means a person who

- (i) Has contributed significantly to the attainment of the Society's objectives, and

(ii) Is recommended for membership by the Board of Directors and whose membership is approved at a General Meeting of the Society;

(h) "Interpreter" means one who translates orally;

(i) "Registered address" of a member means his/her address as recorded in the register of members;

(j) "Retired Member" means a person who

(i) Has applied for Retired Member status, has substantially ceased to practice and was a Certified Member immediately prior to retirement,

(ii) Agrees to surrender his/her professional seal, and

(iii) Has paid the applicable annual membership fees;

(k) "Act" means the Societies Act of the Province of British Columbia as amended from time to time;

(l) "To translate," means to render as accurately and as idiomatically as possible in one language what is expressed in another language;

(m) "Translator" means one who translates in writing

(n) "Board" means the Directors of the Society;

(o) "Bylaws" means these Bylaws as altered from time to time.

(2) Words importing the singular include the plural and vice versa.

(3) Words importing only the masculine gender include the feminine gender and vice versa.

### ***Definitions in Act apply***

(4) The definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.

### ***Conflict with Act***

(5) If there is a conflict between these Bylaws and the Act, the Act, as the case may be, prevail.

## **PART 2 - MEMBERSHIP**

### ***Members***

The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these Bylaws and who, in either case, have not ceased to be members.

### ***Classes of membership***

2. (1) the following are the classes of membership in the Society:

- (a) Founding Member;
- (b) Certified Member;
- (c) Honorary Member;
- (d) Retired Member;
- (e) Associate Member;
- (f) Associate Member (Student);

### ***Application for Membership***

(2) A person may apply for membership in STIBC by delivering to the Society an application in the form required by the Membership and Certification Committee, and, in accordance with the criteria set out in the definitions in Bylaw 1(1), shall on acceptance be designated in one of the classes of membership listed in clauses (1) (b) to (f).

(3) An application for admission as a member must be accompanied by

- a. any applicable membership application fee, and
- b. any documents or information specified in the application form or otherwise required under the regulations.

(4) The Membership and Certification Committee must admit an applicant to membership in STIBC if

- a. the applicant provides evidence satisfactory to the committee that the applicant is of good character, and

- b. the committee is satisfied that the applicant meets all other applicable admission requirements.

(5) The Society's staff is authorized to exercise the powers and perform the duties of the Membership Committee under this Part.

### ***Founding Members***

3. A Founding Member may be designated in one of the classes of membership listed in clauses (1) (b) to (d), with the membership fee waived.

### ***Duty of every member***

4. Every member shall uphold the constitution of the Society and comply with these Bylaws, and failure to comply with these Bylaws may result in expulsion from the Society.

### ***Membership dues***

5. The amount of the first annual membership dues shall be determined by the Directors and thereafter the annual membership dues shall be determined at the annual general meeting of the Society.

### ***Ceasing to be a member***

6. A person shall cease to be a member of the Society
  - (a) by mailing or delivering his/her resignation in writing to the address of the Society,
  - (b) on his or her death,
  - (c) on having been a member not in good standing for 12 consecutive months,
  - (d) by failing to follow certification or admission procedures as established by the Membership and Certification Committee, or
  - (e) on being expelled.
7. A member may be expelled, suspended or disciplined in accordance with Parts 14 and 15 of these Bylaws.

### ***Good standing***

8. All members are in good standing, except
  - (a) a member who has failed to pay his/her current annual membership fees or any other subscription or debt due and owing by him/her to the Society, and that member is not in good standing so long as the debt remains unpaid, or
  - (b) a member who has failed to satisfy the requirement of continuing



education set by the Directors of the Society, and that member is not in good standing so long as the requirement of continuing education remains unsatisfied.

### ***The Membership and Certification Committee***

9. (1) The Membership and Certification Committee shall be

(a) composed of members and staff of the Society who are appointed by the Directors of the Society, and

(b) chaired by the Registrar of the Society.

(2) The Membership and Certification Committee shall administer and coordinate within British Columbia

(a) The Canadian Translators, Terminologists and Interpreters Council's (CTTIC) national certification examination, the Society of Translators and Interpreters of British Columbia's admission examination for translators, court interpreters, conference interpreters, community interpreters, medical interpreters and terminologists, and the admission on dossier process,

(b) Any other standard examination recognized by the Canadian Translators, Terminologists and Interpreters Council, and

(c) The "on dossier" certification process.

(3) The Membership and Certification Committee shall formulate and submit for Director's approval the rules of continuing education requirements and Competency Charts.

### ***Associate Membership***

10. (1) An Associate Member may retain this status for a maximum period of three years, during which he or she must sit at least one certification examination administered by the Society or submit a portfolio for on-dossier certification in his/her or her language combination of choice.

(2) An Associate Member who is unsuccessful in obtaining certification within the three-year period may retain the status of Associate member for a further two years, during which he or she must sit a certification examination administered by the Society or submit a portfolio for on-dossier certification in his or her language combination of choice.

(3) An Associate Member (Student) may retain the status of Associate Member (Student) until the completion of his/her or her program of study, or up to a maximum of 12 months after he or she graduates from this program in order to fulfill admission requirements established by the Membership and Certification Committee, at which time the requirements set out in paragraphs (1) and (2) shall take effect.

## **PART 3 -TITLES AND DESCRIPTIONS**

### ***Definition***

11. In this Part, the use of an occupational title or a membership description includes the use of any initials or abbreviations that may be approved by the Registrar of Companies pursuant to Part 10 of the Society Act or by the Board.

### ***Occupational Titles***

12. (1) the following are the classes of Certified Membership:

- (a) "Certified Translator"; "C.T.";
- (b) "Certified Conference Interpreter"; "C.C.I.";
- (c) "Certified Terminologist"; "C.TERM.";
- (d) "Certified Court Interpreter"; C.CRT.I.";
- (e) "Certified Community Interpreter"; C.COM.I.";
- (f) "Certified Medical Interpreter"; C.M.I."

- (2) No member may use an occupational title that applies to a class of membership specified in subsection (1) unless that member has been assigned to that class by the Membership and Certification Committee.

### ***Membership Descriptions***

- 13.(1) a member who is designated as a Founding Member may refer to his or her membership in the Society by using the description: "Founding Member, S.T.I.B.C."

- (2) A member who is designated as a Certified Member may refer to his or her membership in the Society by using the description: "Certified Member, S.T.I.B.C."

- (3) A member who is designated as an Associate Member may refer to his or her membership in the Society by using the description: "Associate Member, S.T.I.B.C."

- (4) A member who is designated as an Associate Member (Student) may refer to his or her membership in the Society by using the description: "Associate Member (Student), S.T.I.B.C."

- (5) A member who is designated as an Honorary Member may refer to his or her membership in the Society by using the description: "Honorary Member, S.T.I.B.C."

- (6) A Certified Member who retires and is designated as a Retired Member may refer to his or her membership in the Society by using the description: "[member's occupational

title] (Retired), S.T.I.B.C.".

### ***Use of Title or Description***

14. A member may use an occupational title or membership description granted under this Part on a business card or letterhead, in professional advertising or in publications of which he is the author or translator.

### ***Loss of Use of Title or Description***

15. A member shall not use an occupational title or a membership description granted under this Part if
  - (a) the member has not been designated or is no longer designated in accordance with Bylaws 2 or 12, or
  - (b) the member ceases to be a member in accordance with Bylaw 6.

## **PART 4 - MEETINGS OF MEMBERS**

### ***Time and place of meetings***

16. General meetings of the Society shall be held at such time and place, in accordance with the Societies Act, that the Directors decide.

### ***Special general meetings***

17. Every general meeting, other than an annual general meeting, is a special general meeting.

18. The Directors may, when they think fit, convene a special general meeting.

### ***Notice of meetings***

19. (1) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of that business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

20. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

## **PART 5 - PROCEEDINGS AT GENERAL MEETINGS**

### ***Ordinary business at general meeting***

21. At a general meeting, the following business is ordinary business:

- (a) The adoption of rules of order;
- (b) The consideration of any financial statements of the Society;
- (c) The consideration of the reports, if any, of the Directors;
- (d) The election or appointment of Directors;
- (e) Appointment of Finance Committee members, if any;
- (f) Business arising out of a report of the Directors not requiring the passing of a special resolution.

### ***Notice of special business***

22. A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

### ***Chair of general meeting***

23. The following individual is entitled to preside as chair of a general meeting:

- (a) The individual, if any, appointed by the Board to preside as the chair;
- (b) If the Board has not appointed an individual to preside as chair or the individual appointed by the Board is unable to preside as chair,
  - (i) the President,
  - (ii) the Vice-President, if the President is unable to preside as the chair, or
  - (iii) one of the other Directors present at the meeting if both the President and Vice-President are unable to preside as chair.

### ***Alternate chair of general meeting***

24. If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting members who are present must elect an individual at the meeting to preside as the chair.

### ***Quorum Required***

25. Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

### ***Quorum for general meetings***

26. The quorum for the transaction of business at a general meeting is 5% of the Founding and Certified Members present or such greater number as the members may determine at a general meeting.

### ***Lack of quorum at commencement of meeting***

27. If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,
- (a) In the case of a meeting convened on the requisition of members, the meeting is terminated, and
  - (b) In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time at the STIBC office
  - (c) If at the continuation of the adjourned meeting a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### ***If quorum ceases to be present***

28. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

### ***Adjournments***

29. (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (3) Except as provided in this Bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

### ***Resolutions***

30. No resolution proposed at a meeting need be seconded and the chair of the meeting may move or propose a resolution.

### ***Voting***

31. (1) All members in good standing present at a physical meeting of members or electronic meeting of members are entitled to one vote each.

(2) Voting is by show of hands or through permitted electronic means that adequately discloses the intention of the voting members.

(3) Every member entitled to vote at a meeting of members may authorize another member to vote for him/her by proxy. Every proxy must be in writing and signed by the member authorizing the proxy. A permanent proxy or proxy entitling a member to vote at other than one meeting and any adjournment is void. Every proxy shall be revocable at the pleasure of the member executing it, except as otherwise provided by law.

(4) In the case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which the chair may be entitled as a member and the proposed resolution shall not pass.

(5) The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

(6) A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the Act or these Bylaws to be decided by special resolution. A matter requiring an ordinary resolution may be passed by a simple majority of the votes cast.

(7) A matter to be decided by special resolution is passed at a duly constituted meeting if approved by at least 2/3 of the votes cast by the members entitled to vote, whether in person, by proxy or by permitted electronic means.

## **PART 6 - DIRECTORS AND OFFICERS**

### ***Powers of Directors***

32. (1) The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of

(a) all laws affecting the Society,

(b) these Bylaws, and

(c) rules, not being inconsistent with these Bylaws, which are made from time to time by the Society in general meeting.

(2) No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

### ***Directors and Executive Director***

33. (1) A Director or Executive Director of the Society must:

a) be at least 18 years of age;

b) not be found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;

c) not be an undischarged bankrupt; and

d) not be convicted in or outside of British Columbia of an offence in connection with the promotion, formation or management of a corporation or incorporated entity or of an offence involving fraud.

34. (1) The President, Vice-President, Secretary, Treasurer, Registrar, Director at Large (Certified) and one or more other persons shall be Directors of the Society.

(2) The President, Vice-President, Secretary, Treasurer, Registrar and Director at Large (Certified) must be Certified Members of the Society.

### ***Number of Directors on the Board***

35. The number of Directors shall be not less than seven and not more than eleven, or such greater number as may be determined from time to time at a general meeting.



### ***Election or appointment of Directors***

36. (1) The Directors shall hold office for two years and shall retire from office or seek re-election at the Annual General Meeting two years after their initial election; otherwise their successors shall be elected.
- (2) Separate elections shall be held for each office to be filled, with the election of (a) the President and the Registrar and (b) the Vice-President and the Secretary (or Secretary-Treasurer) to be held in alternate years.
- (3) An election may be by acclamation; otherwise it shall be by ballot.
- (4) If no successor is elected, the person previously elected or appointed shall, if he/she wishes to remain on the Board, continue to hold office.

### ***Directors may fill vacancies on the Board***

37. (1) The Directors may, if necessary, at any time and from time to time appoint a member as a Replacement Director to fill a vacancy on the Board as a result of the resignation, death, or incapacity of a Director during that Director's two-year term of office.

### ***Term of appointment of Director filling vacancy***

- (2) A Director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Society, but is eligible for re-election at that meeting.

### ***Absence and removals***

38. (1) A Director shall not miss two (2) consecutive meetings of the Directors without supplying the President, Secretary, or Executive Director with a reasonable excuse for his/her absence, and if no reasonable excuse is forthcoming, the absentee Director shall cease to hold office.
- (2) The members may by special resolution remove a Director before the expiration of his/her term of office, and may elect a successor to complete the term of office.
- (3) No act or proceeding of the Directors is invalid only by reason of there being fewer than the prescribed number of Directors in office.

### ***Remuneration and Reimbursements***

39. (1) No Director shall be remunerated for being or acting as a Director, but a Director shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society.
- (2) The Society may, subject to the Act, pay remuneration to a Director for services provided by the Director to the Society in another capacity.

## ***Signing Authority***

41. (1) A contract or other record to be signed by the Society must be signed on behalf of the Society

(a) by the President, together with the Executive Director

(b) if the President is unable to provide a signature, by the Vice-President together with the Executive Director

(c) if the President and Vice-President are both unable to provide signatures, by any other Board member together with the Executive Director, or

(d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society.

## **PART 7 - PROCEEDINGS OF DIRECTORS**

### ***Meeting of Directors***

42. (1) The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the Directors then in office.
- (3) The President shall be chair of all meetings of the Directors; but if at any meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as chair, but if neither is present the Directors present may choose one of their number to be chair at that meeting.
- (4) A Directors' meeting may be called by the President or by any two (2) other Directors
- (5) At least two (2) days' notice of a Directors' meeting must be given unless all the Directors agree to a shorter notice period.
- (6) The accidental omission to give notice of a Directors' meeting to a Director, or the non-receipt of a notice by a Director, does not invalidate proceedings at the meeting.

### ***Delegation of powers***

43. (1) The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.

### ***Committee chairs***

44. A committee shall elect a chair of its meetings; but if no chair is elected, or if at any meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the Director or Directors present who are members of the committee shall choose one of their number to be chair of the meeting.

### ***Committee meetings***

45. The members of a committee may meet and adjourn as they think proper.

## ***Temporary absence***

46. (1) A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter or other electronic means, of any meeting of the Directors and may, at any time, withdraw the waiver.

(2) Until the waiver is withdrawn

(a) no notice of meetings of Directors shall be sent to that Director, and

(b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

## ***Voting***

47. (1) Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.

(2) In case of an equality of votes the President shall cast the deciding vote.

## ***Resolutions***

48. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chair of a meeting may move or propose a resolution.

49. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.

## **PART 8 - DUTIES OF DIRECTORS**

### ***Election or appointment to Board positions***

50. Directors must be elected or appointed to the following Board positions, and a Director, other than the President, may hold more than one position:

- a) President;
- b) Vice-President;
- c) Secretary;
- d) Registrar;
- e) Treasurer.

### ***Directors at Large***

51. Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as Directors at Large.

### ***President's duties***

52. (1) The President shall preside at all meetings of the Directors.

(2) The President is the Chair of the Board and shall supervise the other Officers in the execution of their duties.

### ***Vice-President's duties***

53. The Vice-President is the vice-chair of the Board and shall carry out the duties of the President during the President's absence or if the President is unable to act.

### ***Secretary's duties***

54. The Secretary is responsible for doing, or making the necessary arrangements for, the following:

- (a) conducting the correspondence of the Board;
- (b) issuing notices of general meetings of the Society and Directors' meetings;
- (c) taking minutes of general meetings of the Society and Directors' meetings;
- (d) filing the annual report of the Society and making any other filings with the provincial registrar under the Act;

- (e) Keeping the records and documents of the Society in accordance with the Act except those required to be kept by the Treasurer and
- (f) having custody of the common seal of the Society.

55. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

### ***Treasurer's duties***

56. The Treasurer is responsible for doing, or making the necessary arrangements for, the following:

- (a) keeping such financial records, including books of account, as are necessary to comply with the Act, and
- (b) rendering financial statements to the Directors, members and others when required.

### ***Secretary-Treasurer***

57. (1) The offices of the Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.

(2) When a Secretary-Treasurer holds office, the total number of Directors shall not be less than 7 or such greater number as may have been determined pursuant to Bylaw 35.

### ***Registrar's duties***

58. The Registrar is responsible for doing, or making the necessary arrangements for, the following:

- (a) chairing the Membership and Certification Committee, and
- (b) maintaining the register of all members.

### ***Membership and Certification Committee***

59. The Directors shall appoint a Membership and Certification Committee to consist of so many members and Society staff as the Directors shall decide, but at all times at least one Director of the Society shall sit as a member of the Membership and Certification Committee.

## **PART 9 - SEAL**

60. The Directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

61. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the President and Secretary or President and Secretary-Treasurer.

## **PART 10 – BORROWING**

62. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment or re-payment of money in such manner as they decide, and, in particular but without limiting the foregoing, by the issue of debentures.

63. No debenture shall be issued without the sanction of a Board resolution.

64. The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

## **PART 11 - FINANCE COMMITTEE**

65. The Society shall have a Finance Committee, which shall be composed of at least two persons appointed at an annual general meeting by ordinary resolution.

66. The Directors may at any time and from time to time appoint a person as a Finance Committee member to fill a vacancy in the Finance Committee.

67. Finance Committee members so appointed hold office only until the conclusion of the next annual general meeting of the Society, but are eligible for re-appointment at the meeting.

68. A Finance Committee member holds office until removed by ordinary resolution or until his/her resignation is received by the Society in writing.

69. No Director and no employee of the Society shall be a Finance Committee member.

70. The Finance Committee shall participate in the preparation of the annual budget of the Society.

71. The Finance Committee shall review the financial statements of the Society and shall report the results of this review at the annual general meeting.

## PART 12 - NOTICES TO MEMBERS

72. A notice may be given to a member personally, by mail to the member at the member's registered address, **by email to the member's email address or by any other method of communication approved at an AGM. Notice will also be posted on the website of the Society.**

73. A notice sent by mail, **e-mail or the other method of communication mentioned above is** deemed to have been given on the second day following the day on which the notice is **posted on the website of the Society and placed in a mailbox, e-mailed or sent by the other method mentioned above.**

74. (1) Notice of a general meeting shall be given to:

(a) every member shown on the register of members on the day notice is given, and

(b) the **members of the Finance Committee** if Part 11 applies.

(2) No other person is entitled to receive a notice of general meeting.

## PART 13 - BYLAWS

### *Copies of Constitution and Bylaws*

75. On being admitted to membership, each member is entitled to and the Society shall give to the member, without charge, a copy of the Constitution and Bylaws of the Society.

### *Amendments*

76. These Bylaws shall not be altered or added to except by special resolution.



## **PART 14 - CODE OF ETHICS**

### ***Purpose***

This Code of Ethics sets out ethical principles and standards of professional conduct, the purpose of which is to ensure professional accountability and quality of service, protect members of the public, promote the profession, and foster a spirit of solidarity and co-operation among members of the Society. All members of the Society are required to abide by this Code of Ethics.

### ***Definitions***

77. Translation is a professional activity which has as its aim the written transposition of text from one language into another and which requires, among other things, excellent knowledge of the source language and mastery of the target language.

78. Interpretation is a professional activity, the purpose of which is to convey, in a given language and for a given audience, the content of oral messages produced in another language. Interpretation may be simultaneous or consecutive. It requires, among other things, excellent knowledge of both the source language and the target language.

79. Terminology is a sphere of professional activity, the purpose of which is the systematic study, in one or more languages, of terms used to designate concepts. It requires mastery of the working languages and a good knowledge of the field under study, as well as terminological research methods and reference sources.

80. In this code, unless otherwise stated, "member" shall refer to translators, interpreters, and terminologists belonging to the Society, whatever their form of membership in the Society.

### ***Professional Conduct***

81. (1) Members shall abide by this Code of Ethics and shall be answerable to the Society for any breach thereof.

(2) Members shall conduct themselves in a professional and ethical manner at all times. They shall not knowingly take any action that is detrimental to the Society, its members and/or the profession.

82. When interpreting in the courts of British Columbia, members shall abide by any professional code or standard of conduct required of court interpreters by the Ministry of Attorney General.

### ***Scope of Practice***

83. (1) Members shall strive to conduct their business in accordance with Competency Charts approved by the Directors.

(2) Members shall accept an assignment only if they are fully qualified with respect to knowledge of both languages involved and the skills required, and only if the subject matter is within their competence.

(3) Members will remove themselves from work when they realize that they are unable to provide service of sufficiently high quality and shall refer the client to a qualified member of the Society.

(4) A member is responsible for all aspects of his/her work and shall not contract out of that responsibility by asking a client to agree to an unconditional waiver of liability.

(5) In the event that any person makes any claims against the Society in connection with a member's work for any damages, costs and expenses, the member responsible will fully indemnify and hold harmless the Society from any such claims and all associated legal costs.

(6) Members shall not use their professional role to perform functions that lie beyond the scope of a language professional, such as advocacy, counselling, or improper disclosure of information.

### ***Use of Reserved Titles***

84. (1) No member shall hold himself or herself out as a Certified Member of the Society unless he or she has been duly certified by the Society.

(2) Members shall not use a reserved title that has not been conferred upon them by the Society, whether in correspondence, advertising of their services, or otherwise. Nor shall members use a reserved title in association with a language combination in which they are not certified.

### ***Conflict of Interest***

85. (1) Members shall make every effort to avoid situations that constitute a real or perceived conflict of interest or situations in which their professional independence could be questioned.

(2) Members will ensure that there is full disclosure to clients should their personal interests constitute a real or perceived conflict of interest.

### ***Professional Competence***

86. Members must provide service of the highest quality in all aspects of their professional practice

### ***Faithfulness and Accuracy***

87. Members shall faithfully and accurately reproduce in the target language the closest natural equivalent of the source language without embellishment, omission, or explanation.

## ***Responsibility***

88. (1) Members will accept full responsibility for the quality of their own work.

(2) Members who use the services of other language practitioners shall call on professionals with equivalent qualifications in the required category.

## ***Non-Discrimination***

89. (1) Members shall approach professional services with respect and cultural sensitivity towards their clients.

(2) Members shall not discriminate in the services which they provide on the basis of race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, age, marital status, family status, or disability.

## ***Integrity***

90. (1) Members shall practice their profession with honesty and integrity, respecting the rights and interests of their clients and/or employers.

(2) Members shall respect the difference between professional and social interactions. They will establish and maintain boundaries between themselves and their clients.

## ***Advertising***

91. (1) Members shall act with integrity in advertising their services and qualifications. They shall refrain from making misleading statements regarding their level of competence, education, experience, or their certification.

(2) Members shall clearly indicate their certification in terms of language pairs/directions and membership class (translator, conference interpreter, terminologist, court interpreter, community interpreter, and medical interpreter).

## ***Confidentiality***

92. (1) Members shall not divulge privileged information.

(2) Where applicable, members shall respect all copyrights and other intellectual property rights.

## ***Fees for Services***

93. (1) Members shall set fair and reasonable fees for their services. They shall inform the client in advance of the approximate foreseeable cost of their services, including copyright fees, unless they have reason to believe that the client has already been informed of these fees.

(2) Members will bill clients only for services provided unless otherwise stipulated between the parties.

### ***Image***

94. (1) Members shall promote a positive image of their profession and endeavor to make it more widely known through their actions and the quality of the services they provide.

(2) Members shall refrain from any activity that could tarnish the image of their profession or the Society.

### ***Professional Relationships***

95. (1) Members shall refrain from unfair tactics in the practice of their profession.

(2) Members shall act towards their colleagues in a spirit of mutual cooperation, as well as assist and encourage beginners in the profession.

### ***Professional Seal***

96. (1) In this Bylaw, "Professional Seal" means an embossing seal or similar instrument that sets out the member's affiliation with the Society by use of the registered name of the Society and includes the member's registration number.

(2) Only a Certified Translator may apply to the Society to obtain a Professional Seal.

(3) Only a Certified Translator in good standing may use a Professional Seal issued by the Society to him/her. The Professional Seal may ONLY be used to certify a translation in the language pairs/directions in which the Translator is certified.

(4) The production cost of the seal and a handling fee shall be paid by the member.

(5) The seal remains the property of the Society.

(6) If a member who has been issued a Professional Seal

(a) ceases to be a member in accordance with Bylaw 6,

(b) is expelled or suspended in accordance with Bylaw 7, or

(c) is no longer in good standing in accordance with Bylaw 8,

that member is no longer entitled to use the seal and must return the seal to the Society without delay and at his/her cost.

### ***Professional Misconduct***

97. Any breach of this Code of Ethics will constitute an act of professional misconduct and members may be subject to discipline by the Disciplinary Panel of the Society.

98. Complaints with respect to members who contravene this Code of Ethics or in any way damage the reputation of language professionals may be submitted to the Ethics Committee of the Society, which will deal with complaints in accordance with Part 15 of these Bylaws.

## **PART 15 - DISCIPLINE**

### ***Ethics Committee***

99. (1) The Society shall have an Ethics Committee, which shall be composed of five members appointed by the Board of Directors.

(2) At least three members of the Ethics Committee must be Certified Members of the Society.

(3) Except as stipulated in Bylaws 103 and 104, members of the Ethics Committee shall not be members of the Board of Directors.

### ***Chair and Secretary***

100. The Ethics Committee members shall choose a Chair and a Secretary from among their number.

### ***Quorum***

101. Three members shall constitute a quorum of the Ethics Committee.

### ***Conflict of interest***

102. Where, in the circumstances of a particular complaint, a member of the Ethics Committee may be subject to a conflict of interest or there exist reasonable grounds for apprehension of bias, that member shall not participate in the proceedings in relation to the complaint.

### ***Replacement members***

103. In the event that resignations or withdrawals under Bylaw 102 render a quorum impossible, the Board of Directors shall appoint replacement members whose mandate shall terminate at the conclusion of the issue in question.

104. If a replacement member is also a member of the Board of Directors, the member shall take no part in any appeal of the Ethics Committee's decision.

### ***Duty of confidentiality***

105. Ethics Committee members shall not disclose or use confidential information to which they become privy as members of the Ethics Committee except in the performance of their duties as members of the Ethics Committee.

## ***Remuneration***

106. Ethics Committee members shall not be paid, but they shall be reimbursed, upon submission of an appropriate invoice or voucher, any reasonable expense incurred by them in the course of their official duties.

## ***Written complaints***

107. (1) Any person may submit a complaint, which must be in writing, against a member alleging a breach of the Bylaws or the Code of Ethics.

(2) A written complaint must be delivered to the Society, together with any relevant documentation, not later than ninety (90) days after the date on which the complainant became aware of the occurrence that is the source of the complaint.

108. The Board of Directors may designate one of its members to file a complaint against a member of the Society, but a member so designated shall take no part in any appeal of a decision of the Ethics Committee in that case.

109. The Society's staff shall refer any complaint filed in accordance with Bylaw 107 or 108 to the Chair of the Ethics Committee within ten (10) days of receipt.

## ***Suspensions***

110. Proceedings on a complaint with respect to a member whose registration has been suspended may, notwithstanding the suspension, be commenced during the suspension period as if the suspension had not occurred.

## ***Investigation of Complaint***

111. The Chair of the Ethics Committee shall appoint two members of the Ethics Committee, one of whom may be the Chair, as Complaint Officers to investigate a complaint.

112. The Complaint Officers may decline to investigate a complaint if they both agree that the complaint:

- (a) is outside the jurisdiction of the Society,
- (b) is frivolous, vexatious, insignificant or an abuse of process, or
- (c) does not allege facts that, if proven, would constitute a violation of the Code of Ethics or Bylaws.

113. (1) If the Complaint Officers do not decline to investigate the complaint, they

- (a) shall notify the member who is the subject of the complaint, in writing, and by registered mail, of the receipt of the complaint, and

(b) may request a written response to the complaint within fourteen (14) days of receipt of above-mentioned letter.

(2) A copy of these procedures shall accompany the notice.

114. The Complaint Officers may make a written request that

(a) the person who filed the complaint or any witness:

- (i) attend at a meeting,
- (ii) give evidence on oath or in any other manner, or
- (iii) produce records and things in his or her possession or control,

(b) the member against whom the complaint is laid

- (i) answer inquiries relating to the investigation, or
- (ii) produce any information, record or thing which is relevant to the investigation.

### ***Resolving complaints***

115. The Complaint Officers may, at any time, attempt to resolve the complaint through mediation or other informal means.

### ***Referral to a Disciplinary Panel***

116. After making such investigation as the Complaint Officers deem appropriate, the Complaint Officers shall request that a Disciplinary Panel be struck to hear the complaint unless they both agree that:

- (a) the complaint is not valid or its validity cannot be proved,
- (b) the complaint does not disclose conduct serious enough to warrant further action, or
- (c) the complaint has been resolved,

in which case, the Chair of the Ethics Committee shall so advise, in writing, the person who filed the complaint and the member against whom the complaint was filed, and the reasons for the decision and no further proceedings shall be taken in regard to the complaint.



## ***Reviews***

117. The complainant or the member who was the subject of the complaint may, within thirty (30) days, apply to the Chair of the Board of Directors for a review of the Complaint Officers' decision.

118. The review is to be conducted by a member of the Board of Directors designated by the Chair of the Board of Directors and the Executive Director, and is to be based only on information, which was before the Complaint Officers.

119. If the member of the Board of Directors and the Executive Director conducting the review determine that the complaint or part of the complaint should not have been dismissed, the said member of the Board of Directors and Executive Director may refer the complaint or part of the complaint:

- (a) to the Disciplinary Panel for a hearing, or
- (b) back to the Complaint Officers to be dealt with on terms that the member of the Board of Directors directs.

## ***Disciplinary Panel***

120. The Chair of the Ethics Committee shall select a Disciplinary Panel composed of three members of the Ethics Committee other than those who served as Complaint Officers, one of whom is designated as Panel Chair, to hear the complaint.

## ***Powers of Disciplinary Panel***

121. The Disciplinary Panel shall have all the powers of the Complaint Officers under Bylaws 111 through 115 and shall hear the complaint and determine if in their opinion the member who is the subject of the complaint

- (a) committed an act of professional misconduct,
- (b) defaulted wilfully and in the absence of force majeure on his or her professional duty,
- (c) is incompetent in professional matters,
- (d) exhibited a lack of professional integrity or has otherwise behaved in a manner unbecoming to a member,
- (e) violated any provisions of the Bylaws or Code of Ethics,
- (f) has been convicted of an indictable offence or other crime of moral turpitude under Canadian federal or provincial law in a matter related to the practice of, or qualification for, professional activity and has not successfully appealed such conviction.

122. The Board of Directors of the Society may order the Disciplinary Panel to hold a hearing to determine the validity of a complaint.

### ***Temporary Suspension***

123. Notwithstanding anything in these procedures, the registration of a member who is the subject of a complaint may be suspended by the Disciplinary Panel, pending its decision on the subject matter of the complaint.

### ***Effect of a suspension***

124. The suspended member is ipso facto suspended from any position or office occupied or exercised by that member on behalf of the Society, and does not have the right to participate in any activities of the Society during the period of suspension.

### ***Notice of Hearing***

125. If a hearing is to be held pursuant to Bylaw 116 or 118, the Secretary of the Ethics Committee shall, not less than twenty-one (21) calendar days before the hearing, by registered mail, send to the member who is the subject of the complaint and the complainant a notice that shall include:

- (a) a statement of the time, date and place at which the Disciplinary Panel will hold the hearing;
- (b) a copy of the complaint and copies of supporting documentation which may be exhibited in evidence at the hearing;
- (c) a statement that the member who is the subject of the complaint has the right to appear at the time and place fixed for the hearing, with or without counsel or an agent, and give oral evidence or produce any documentation relevant to the complaint;
- (d) a statement that if the member who is the subject of the complaint does not attend the hearing, the Disciplinary Panel may proceed in his or her absence and the member will not be entitled to further notice in the proceedings.

### ***Hearing of Complaint***

126. The Disciplinary Panel, on proof of delivery of the notice of hearing to the member who is the subject of the complaint, may

- (a) proceed with the hearing in the absence of the member who is the subject of the complaint, and
- (b) act, decide, or report on the matter being heard in the same way as though the member who is the subject of the complaint were in

attendance.

127. The Disciplinary Panel may adjourn a hearing from time to time.

### ***In camera hearings***

128. All proceedings before the Disciplinary Panel and the Board of Directors with respect to complaints shall be held in camera.

### ***Evidence kept confidential***

129. Evidence received in confidence shall be kept in confidence except insofar as disclosure is required for the purposes of an appeal.

### ***Representing the Board***

130. (1) The Executive Director of the Society or another member of the Board of Directors of the Society specifically chosen by the Board of Directors for this purpose may represent the Board of Directors at Ethics Committee hearings.

(2) A person chosen under this Bylaw may not be present or participate in the deliberations or have a say in the final findings of the Ethics Committee.

### ***Member's rights at a hearing***

131. (1) The member who is the subject of the complaint may make written or oral representations and be represented at the hearing by an agent or counsel.

(2) The member who is the subject of the complaint or his/her representative may call and examine witnesses, including expert witnesses, and may conduct cross-examination of witnesses reasonably required for a full and fair disclosure of the facts in relation to which they have given evidence.

### ***Evidence***

132. (1) Evidence may be given before the Disciplinary Panel in any manner that the Disciplinary Panel considers appropriate.

(2) The Disciplinary Panel is not bound by the rules of evidence applicable to judicial proceedings.

133. In their discretion, the Disciplinary Panel may request that any member or person interested in or affected by the complaint, whom they reasonably believe could assist the Disciplinary Panel, appear at the time and place fixed for the hearing and give oral evidence or produce any documents relevant to the complaint.

### ***Recording testimony***

134. (1) The Panel must cause the testimony to be recorded.

(2) On request, a copy of such record will be supplied at cost to the complainant, if in attendance at the hearing, and to the member who is the subject of the complaint.

### ***Amending the complaint***

135. (1) The complaint may be amended providing the rights of the parties are not affected thereby.

(2) Notwithstanding sub-Bylaw (1) and except with the consent of the member who is the subject of the complaint, the Ethics Committee shall not allow any amendment that could reasonably be believed would lead to a completely new complaint bearing no relation to the original complaint.

### ***Recording the Panel's decision***

136. The Secretary of the Ethics Committee shall record in a special register the minutes of the Disciplinary Panel's proceedings and its decisions.

### ***Legal counsel***

137. The Disciplinary Panel may consult with legal counsel for the Society before rendering a decision.

### ***Deliberation and Determination of the Disciplinary Panel***

138. (1) If the Disciplinary Panel is satisfied that the complaint against a member who is alleged to have

- (a) committed an act of professional misconduct,
- (b) defaulted in professional duty,
- (c) been incompetent in professional matters,
- (d) exhibited a lack of professional integrity or has otherwise behaved in a manner unbecoming to a member,
- (e) violated any provisions of the Bylaws or Code of Ethics,
- (f) been convicted of an indictable offence or other crime of moral turpitude under Canadian federal or provincial law in a matter related to the practice of, or qualifications for, professional activity and has not successfully appealed such conviction,

has been substantiated in whole or in part, it may, by order, do any one or more of the following:

(a) reprimand the member who is the subject of the complaint and place the latter under a period of probation;

(b) direct that the registration of the member who is the subject of the complaint be suspended for a stated period with or without conditions including completion of a specified course of studies or obtaining supervised practical experience;

(c) require the member who is the subject of the complaint to complete the training prescribed by the Disciplinary Panel at the times and in the manner specified in the order;

(d) expel the member who is the subject of the complaint from the Society and direct that the name of the said member be struck from the Society's Register.

(2) A member expelled under this Bylaw will not be reimbursed for membership dues paid by the said member to the Society.

### ***Panel decisions***

139. All decisions of the Disciplinary Panel are made by majority vote, and no mention may be made of dissenting votes.

140. The Disciplinary Panel shall report all of its decisions with reasons to the Board of Directors.

141. The Disciplinary Panel shall

(a) communicate in writing any orders it makes, together with reasons for making the order, to the member who is the subject of the complaint, and

(b) inform the complainant in writing of the nature of the order.

### ***Review***

142. (1) The member in respect of whom an order has been made under Bylaw 138 may, within thirty (30) days of the notification of the order, by written notice delivered to the Society, request the Board of Directors to review the decision.

(2) The notice shall set out the reasons for the request and describe the decision being appealed.

## ***Review proceedings***

143. (1) The Board of Directors sitting in review shall have a quorum of at least three Directors and meet within forty-five (45) days of receipt of a notice pursuant to Bylaw 142.

(2) The Board shall review the decision and the reasons for the decision in camera.

## ***Conflict of interest (review)***

144. Where a member of the Board of Directors may be subject to a conflict of interest or there exist reasonable grounds for apprehension of bias in relation to a particular complaint, that member shall not participate in the proceedings of the review.

## ***Directors' powers (review)***

145. The Board of Directors, in conducting a review under Bylaw 143, may

(a) amend, substitute or add to the particulars of the matter investigated,

(b) adjourn the proceedings or reserve the determination of the matters before it for a future meeting of the Board of Directors, or

(c) review all or any part of the evidence given before the Disciplinary Panel in the same manner and subject to the same rules and with the same powers as are provided with respect to hearings before the Disciplinary Panel.

146. The Disciplinary Panel and the member who is the subject of the complaint may make written or oral representations and be represented by an agent or counsel at the review.

147. The Board of Directors may

(a) draw inferences of fact and make any determination or finding that in its opinion ought to have been made by the Disciplinary Panel, or

(b) confirm, vary, or quash the finding or order of the Disciplinary Panel.

## ***Directors' decision***

148. The Board of Directors shall:

(a) Serve the member who is the subject of the complaint with a copy of its decision and of the reasons for that decision, and

(b) inform the complainant in writing of the nature of the decision.

### ***Informing others***

149. The Society membership, the Canadian Translators, Terminologists and Interpreters Council, and the Ordre des traducteurs, terminologues et interprètes agréés du Québec (OTTIAQ) shall be informed of members who have been stricken from the Register, and the sanction shall be recorded in the Register of the Society.

### ***Procedures***

150. The Ethics Committee may, from time to time, establish procedures not inconsistent with these Bylaws for the conduct of investigations and hearings, and the Board may similarly establish procedures for the conduct of appeals, under this Part.

**[end]**