

**BY-LAWS OF THE ASSOCIATION OF TRANSLATORS, TERMINOLOGISTS
AND INTERPRETERS OF MANITOBA**

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BY-LAWS OF THE ASSOCIATION OF TRANSLATORS, TERMINOLOGISTS AND INTERPRETERS OF MANITOBA

(Updated at the 2022 Annual General Meeting of October 25, 2022.)

PREAMBLE

The Association of Translators, Terminologists and Interpreters of Manitoba Inc. (ATIM) is a non-profit organization incorporated under The Corporations Act of Manitoba on June 3, 1980.

The purpose of the Association is to promote quality translation, terminology and interpretation in Manitoba and to educate the general public about the professions of translator, terminologist and interpreter.

INTERPRETATION

Definitions

1(1) The following definitions shall apply to these by-laws:

“Association” means the Association of Translators, Terminologists and Interpreters of Manitoba Inc. (« Association »);

“Board” means the board of directors of the Association (« Conseil »);

“certified member” has the same meaning as in subsection 8(2) (« membre agréé »);

“Code of Ethics” means the code of ethics of the Association as set out in the Schedule to these by-laws (« Code de déontologie »);

“CTTIC” means the Canadian Translators, Terminologists and Interpreters Council (« CTTIC »);

“director” means a Board member elected in accordance with section 26 (« administrateur »);

“honorary member” has the same meaning as in subsection 8(3) (« membre d’honneur »);

“member” means a certified member or honorary member (« membre »).

Interpretation

1(2) For the purposes of these by-laws, words in one gender shall include all genders, and words in the singular include the plural and vice versa.

Electronic communications

2 Unless otherwise specified, written communications shall be deemed to include communications sent by means of electronic mail.

ASSOCIATION OF TRANSLATORS, TERMINOLOGISTS AND INTERPRETERS OF MANITOBA

Official names

3 The official name of the Association is “Association of Translators, Terminologists and Interpreters of Manitoba Inc.” in English and “Association des traducteurs, terminologues et interprètes du Manitoba inc.” in French. The acronym “ATIM” may also be used unofficially in either language.

Official languages

4 The official languages of the Association are English and French, and communications intended for all members shall be produced in both languages.

Contact information

5 The Board shall ensure that the contact information of the Association, including its mailing address and e-mail address, are posted on the Association’s website and shall convey to members within a reasonable time any changes made to this information.

Purpose

6 The purpose of the Association is to:

- (a) protect the public interest;
- (b) provide a collective voice for its members;
- (c) promote the professional development of its members;
- (d) ensure that its members exercise the profession in accordance with the Code of Ethics;
- (e) publicize the role performed by certified translators, terminologists and interpreters;
- (f) maintain amicable and professional relations with similar organizations across Canada and internationally.

Fiscal year and membership year

7 The fiscal year and the membership year of the Association begin on September 1 of each year and end on August 31 of the following calendar year.

MEMBERSHIP

Membership categories

8(1) The Association has two (2) membership categories: certified members and honorary members.

Certified members

8(2) Persons certified in accordance with section 15 are certified members. Founding members of the Association are *de facto* certified members.

Honorary members

8(3) The title of honorary member may be conferred by the Board upon certified members who have rendered outstanding service to their profession or to the Association. The Board may, on reasonable grounds, withdraw this title at any time. Honorary members are not required to pay any fees or dues and enjoy full membership rights.

Protected use of “certified”

9 Only members in good standing shall have the right to refer to themselves as certified translators, terminologists or interpreters of the Association and to use the Association’s name, acronym or logo in association with their names.

Responsibilities of members

10 Members are required to comply with these by-laws and the Code of Ethics.

Associates

11(1) An Associate category is established for persons who are not certified. Admission criteria for this category are set by the Board. For greater certainty, Associates are not members.

Protected use of “member”

11(2) An Associate must not purport to be a member.

Responsibilities of Associates

11(3) Associates are required to comply with these by-laws and the Code of Ethics.

EXPULSION, REMOVAL, RESIGNATION AND REINSTATEMENT

Expulsion

12(1) The Board may, by resolution, expel a member on any of the following grounds:

- (a) serious breach of the Code of Ethics;
- (b) professional misconduct that could tarnish the image of the profession;
- (c) acting in a manner that tarnishes the image of the Association or its members.

An expelled member is not eligible for reimbursement of any fees or dues paid and may not reapply for certification.

Review

12(2) An expelled member shall have one year from the date of expulsion to apply for a review of the decision to the Board, which shall then, in an appropriate manner and without delay, form an independent and impartial committee for this purpose. Decisions of the independent committee shall be final and may not be appealed.

Removal for non-payment

12(3) Except as otherwise decided by the Board, failure to pay dues by the deadline provided in subsection 19(2) shall result in removal from the register.

Resignation

12(4) Members seeking to resign from the Association shall notify the Board in writing of their intention. Their membership shall end upon receipt of their resignation by the Board and no fees or dues paid shall be reimbursed.

Reinstatement

12(5) Persons who cease to be members upon resignation from the Association or failure to renew their membership shall have one year within which to apply to the Board for reinstatement. They shall then pay any fees or dues owing as the Board deems appropriate and fulfil any other conditions that the Board may impose prior to being reinstated. After expiration of the one-year period, these persons may become certified only by meeting the conditions for certification set out in section 15.

Application to Associates

12(6) This section applies to Associates, with the necessary adaptations.

CERTIFICATION**Purpose of certification and certification requirements****Purpose**

13 The purpose of certification is to attest to a candidate's suitability to exercise the profession of translator, terminologist or interpreter.

Supervision by director of certification

14 All certification procedures described in section 15 are conducted under the supervision of the director of certification.

Certification requirements

15(1) Persons may become certified by meeting any one of the following requirements:

- (a) passing the standard certification examination of the CTTIC administered by the Association;
- (b) fulfilling the Association's requirements for certification by portfolio;
- (c) being a certified member in good standing (or equivalent status) of a professional association or corporation of translators, terminologists or interpreters recognized by the CTTIC and submitting a written application for admission to the Association subject to approval from the Board.

Certification examinations

15(2) For the purposes of paragraph (1)(a), the translation examination shall be administered at least once a year on the date and at the time and place determined by the Board in consultation with the CTTIC. The terminology and interpretation examinations shall be offered at the Board's discretion in consultation with the CTTIC.

Registration

15(3) Persons wishing to register for the certification examination must meet the pre-selection criteria established by the Board and submit a written application to the director of certification accompanied by such documents as the Board may require.

Examination fee

15(4) Persons admitted to the certification examination shall pay by the prescribed deadline the fee established by the Board.

Certification by portfolio

15(5) The process of certification by portfolio offered by the Association is intended for experienced translators, terminologists and interpreters. The Association shall establish the process in this regard.

Review

15(6) Any candidate who fails the certification examination may apply to the CTTIC for a review of the result within the time frame and under the conditions set by the CTTIC. In cases of unsuccessful certification by portfolio, the application for review may be submitted to the Board within three months of the date on which the result was announced to the candidate.

Certification languages

16 Either English or French must be the source or target language for the purpose of certification by portfolio or for the standard examination leading to certification.

Certificate

17 The director of certification shall deliver to newly certified members a certificate bearing the signatures of the president and the secretary. This certificate shall remain the property of the Association and be returned to it upon expulsion, removal or resignation.

Fees and dues

Fees and dues

18(1) The annual dues and other fees of the Association are fixed by resolution for the following membership year at each annual general meeting of members. The Board is responsible, however, for setting or amending the fees payable in relation to the reinstatement and certification processes.

Due date

18(2) Annual dues are payable on the first day of the applicable membership year using one of the methods prescribed by the Board.

Reduced annual dues for senior members

18(3) The annual dues payable by certified members who have reached 65 years of age at the start of the fiscal year are set at 60% of the regular annual dues.

Associate dues

18(4) The annual dues payable by Associates is set at 80% of the annual dues fixed under subsection (1) for certified members.

Notice

19(1) On or before July 15 of each year, the Association shall distribute a notice to members indicating the amount of membership dues for the coming year.

Follow-up notice and removal

19(2) Follow-up notice shall be sent to all members who have not paid their annual dues by October 1 of a membership year. Notice of removal shall be sent by registered mail to any members who have failed to pay their dues by November 1. Finally, members who have failed to pay their dues by November 15 shall be struck immediately from the register.

Application to Associates

19(3) This section applies to Associates, with the necessary adaptations. However, notice of removal under subsection (2) shall be sent to Associates by regular mail.

Registered mail fees

20 Members who pay their annual dues after October 31 shall be responsible for reimbursing the Association for any registered mail fees for follow-up notices regardless of whether the members received the notices in question.

BOARD OF DIRECTORS

Role and composition

Role

21(1) The Board is responsible for ensuring compliance with these by-laws and with the Code of Ethics, administering the CTTIC standard examination and the process of certification by portfolio, and managing the affairs of the Association, including before all general meetings of the Association.

Composition

21(2) The Board shall consist of a minimum of five executive members: president, vice-president, secretary, treasurer and director of certification. It may have up to three additional directors-at-large who must also be members.

Register of members

21(3) The Board shall maintain a register containing the following information concerning each member:

- (a) name, mailing address and e-mail address;
- (b) certificate number;
- (c) certification languages;
- (d) any other relevant information.

Meetings

21(4) The Board shall meet as often as it deems appropriate and provide at least 24 hours' notice of meetings. The quorum shall be three directors, including at least two executive members, and

decisions shall be made by simple majority.

Minutes

21(5) Minutes of Board meetings shall be kept.

Limitation applicable to service on certain other boards

21(6) Directors cannot serve on the board of another organization affiliated with CTTIC or on the board of the Ordre des traducteurs, terminologues et interprètes agréés du Québec (OTTIAQ).

Limitation applicable to non-residents

21(7) Members who reside outside of Manitoba can be elected to the Board only as members at large.

Directors

President

22(1) The president is the spokesperson of the Association. He chairs annual general meetings, special general meetings and Board meetings. He oversees the conduct of the Association's affairs and implementation of its decisions. He does not have a casting vote.

Past president

22(2) The past president is invited to Board meetings but does not have voting rights.

Vice-president

22(3) The vice-president assists the president and acts on his behalf in his absence.

Secretary

22(4) The secretary has custody of the registers, other documents and official seal of the Association. He calls annual general meetings, special general meetings and Board meetings. He draws up meeting agendas and keeps the minutes.

Treasurer

22(5) The treasurer has custody of the funds of the Association and deposits and allocates monies as directed by the Board. He maintains the accounts and draws up the financial statements of the Association.

Signature of documents binding the Association

22(6) Cheques, contracts and other documents binding the Association shall be signed by two persons, i.e. the treasurer and the president or the vice-president, or any other member the Board may designate in this regard.

Director of certification

22(7) The director of certification oversees the process of member certification.

Term

22(8) Directors shall remain in office until the following election and may not hold the same position for more than three consecutive terms.

Vacancies

22(9) The Board may fill vacancies in its ranks by appointing a member to complete the term.

GENERAL MEETINGS**Types of meetings**

23(1) The Association may hold annual general meetings or special general meetings. Unless the Board decides otherwise, only members and Associates in good standing may attend meetings.

Quorum for meetings

23(2) The quorum for a general meeting shall be 25% of all members residing in Manitoba. If a quorum is not present within 30 minutes following the scheduled meeting time, then the meeting shall be dissolved and reconvened in seven days. The quorum of this reconvened meeting shall consist of the members in attendance.

Majority

23(3) Resolutions shall be adopted by majority vote among the members in attendance at the general meeting.

Minutes

23(4) Minutes of all general meetings shall be kept.

Special general meetings**Notification**

24(1) The Board must call, within 21 days, a special general meeting upon request supported by at least one-third of the members. It may also do so for any other reason that it deems appropriate.

Distribution of documents

24(2) The secretary shall distribute the following documents to members and Associates at least 15 days before the date of the meeting:

- (a) notice of the meeting indicating the meeting date, time and place;
- (b) the meeting agenda;
- (c) where possible, the text of any resolution to be put to a vote.

Restricted agenda

24(3) The agenda for a special general meeting shall be restricted to the matters for which the meeting was called.

Annual general meeting**Annual general meeting**

25(1) The Association shall hold an annual general meeting in Winnipeg no later than October 31 of each year. The date, time and place of this meeting shall be determined by the Board.

Purpose

25(2) At the annual general meeting, the membership shall:

- (a) hear the report of the president;
- (b) hear the report of the director of certification;
- (c) receive the financial statements for the previous fiscal year;
- (d) set the annual dues for the next fiscal year;
- (e) elect directors in accordance with the provisions of section 26;
- (f) vote on any resolutions to amend these by-laws;
- (g) make any other decisions that it deems appropriate, including any decisions contrary to this section.

Agenda

25(3) The Board shall set the agenda of the annual general meeting, which may nonetheless be amended by resolution of the membership present at the meeting.

Notification and documents

25(4) The secretary shall call the annual general meeting upon request from the Board. The secretary shall distribute the following documents to members and Associates at least 30 days before the scheduled date of the meeting:

- (a) notice of the meeting indicating the meeting date, time and place;
- (b) the meeting agenda;
- (c) where possible, the text of all resolutions to be put to a vote;
- (d) a call for nominations for election to the Board including information on the nomination procedure and the deadline for nominations.

Election of directors**Nomination**

26(1) Members seeking to offer for election to the Board shall submit to the secretary a nomination form seconded by another member and indicating the desired position at least 15 days before the annual general meeting. Members may offer for only one position but may second the nomination of more than one other member.

Distribution of list of candidates

26(2) The secretary shall distribute to members the list of candidates for election to the Board at least seven days before the annual general meeting.

Election procedure

26(3) Directors shall be elected from among the members appearing on the list of candidates by simple majority by secret ballot.

Absence of candidates

26(4) If no members have offered for a particular position, or if a sole candidate fails to be acclaimed by the members pursuant to subsection (6), then any member in attendance at the general meeting may offer for that position, including members who have already offered for other positions. Positions remaining unfilled shall be filled by the newly elected Board in accordance with subsection 22(9).

Voting order

26(5) Directors shall be elected in the following order: president, vice-president, secretary, treasurer, director of certification, directors-at-large.

Sole candidate – acclamation subject to approval from general meeting

26(6) If a sole member offers for a particular position, then that member shall be deemed elected by acclamation subject to approval from the general meeting by secret ballot.

Election of directors-at-large

26(7) In the event of multiple candidates for the position of director-at-large, the members shall mark on their ballots the names of the candidates they support. The most popular candidates receiving support from the majority of the electors shall be elected up to a total of three directors-at-large.

**AMENDMENT OF BY-LAWS, MANNER OF DELIBERATIONS
AND EFFECTIVE DATE****Amendment of by-laws**

27 These by-laws may be amended or repealed by resolution of the membership at a general meeting.

Manner of deliberations

28 The deliberations of general meetings and Board meetings shall be governed by the Code Morin or Robert's Rules of Order.

Effective date

29 These by-laws come into force upon their approval.

SCHEDULE

Code of Ethics

DIVISION I

DUTIES TOWARDS THE PUBLIC

1. A member shall support every measure likely to improve the quality and availability of professional services in the field in which he practises.
2. A member shall help foster public understanding of the nature and objectives of the services he offers.

DIVISION II

DUTIES TOWARDS CLIENTS

Subdivision 1

General

3. Before providing a professional service, a member shall take into account the limitations of his abilities, his knowledge and the means at his disposal. Specifically, he shall not undertake work for which he is not sufficiently qualified with respect to knowledge of the languages, the subject matter, or both.
4. A member shall refrain from practising in a state or in conditions liable to compromise the quality of his services.
5. A member shall at all times acknowledge a client's right to consult another colleague, a member of another professional corporation or any other competent person.
6. A member shall endeavour to establish a relationship of mutual trust with his client.
7. A member shall execute his mandate in compliance with professional standards and practice.

Subdivision 2

Integrity

8. A member shall not make any misleading statements with respect to his level of competence or with respect to the effectiveness of his services or of those generally provided by members of the profession.
9. A member shall promptly inform the client of any errors that are committed in the execution of his mandate and that are liable to be detrimental to the client.
10. A member shall refrain from performing acts that are unnecessary or disproportionate to the needs of the client.

11. A member shall take reasonable care with property entrusted to him by a client and may not lend such property or use it for purposes other than those for which it was entrusted to him.

Subdivision 3

Availability and diligence

12. In the practice of his profession a member shall display reasonable availability and diligence.

13. A member shall provide a client with all the explanations necessary to the understanding and appreciation of the services rendered.

14. A member may not unilaterally terminate a mandate unless he has sound and reasonable grounds for doing so.

15. A member who unilaterally terminates a mandate shall take all necessary measures to avoid causing serious, foreseeable injury to his client.

Subdivision 4

Professional liability

16. A member shall assume full responsibility for all professional services that he renders.

17. In the practice of his profession, a member shall fully commit his personal civil liability. He is thus prohibited from inserting in a contract for professional services a clause that directly or indirectly excludes all or part of such liability.

Subdivision 5

Independence and impartiality

18. A member shall display objectivity and impartiality when persons other than his clients ask him for information.

Subdivision 6

Remuneration

19. A member shall promptly inform a client of the scope, terms and conditions of the mandate conferred on him, and shall obtain the client's agreement with respect to such scope, terms and conditions.

20. A member shall inform the client of the approximate anticipated cost of his services, except where it may be reasonably assumed that the client has already been so informed.

21. A member shall charge fair and reasonable fees for his professional services.

22. Fees are fair and reasonable if they are warranted in the circumstances and are proportionate to the services rendered. In particular, a member shall take the following factors into account when determining his fees:

1. his experience;
2. the time required to execute the mandate;
3. the complexity of the mandate;
4. the scope of the mandate;
5. the liability assumed;
6. the need to perform unusual services or services requiring exceptional competence or speed.

23. A member may not charge interest on outstanding accounts without first duly notifying his client. A member shall charge a reasonable rate of interest.

Subdivision 7

Professional secrecy

24. A member shall respect the secrecy of all confidential information obtained in the practice of his profession.

25. A member may be released from professional secrecy only with the client's authorization or when so ordered by law.

26. A member shall not have indiscreet conversations about a client or the services rendered to a client.

27. A member shall not make use of confidential information to the detriment of a client or with a view of obtaining, directly or indirectly, a benefit for himself or for another person.

28. A member shall ensure that his staff and Associates do not divulge confidential information received in the performance of their duties.

Subdivision 8

Accessibility of records

29. A member shall respect the client's right to take cognizance of the documents concerning him that are kept in any record created with respect to him and to obtain copies of those documents.

DIVISION III

DUTIES TOWARDS THE PROFESSION

30. A member may not claim to possess specific qualities or skills, particularly in respect of his level of competence or effectiveness of his services, unless he can substantiate such claim.
31. A member shall not advertise in ways that tend to discredit the profession, other members, or both.