# BY-LAW NO. 1

**CANADIAN ASSOCIATION OF LEGAL TRANSLATORS/ASSOCIATION CANADIENNE DES JURISTES-TRADUCTEURS (CALT/ACJT)**

**(the “Corporation”)**

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THE FOLLOWING PROVISIONS CONSTITUTE BY-LAW NO. 1 RESPECTING THE OPERATION OF THE CANADIAN ASSOCIATION OF LEGAL TRANSLATORS/ASSOCIATION CANADIENNE DES JURISTES-TRADUCTEURS:

# SECTION 1 – GENERAL

* 1. **- Definitions**

Unless the context otherwise requires, the following definitions apply to this by‑law and to all of the Corporation’s other by-laws:

“Act” means the *Canada Not-for-profit Corporations Act,* S.C. 2009, c. 23, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

“Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.

“Board” means the board of directors of the Corporation, and “Director” means a member of the Board.

“By-law” means this by-law and any other by-laws of the Corporation, as amended, and which are, from time to time, in force and effect.

“Corporation” means the Canadian Association of Legal Translators/Association canadienne des juristes-traducteurs (CALT/ACJT).

“Honorary Member” means any member appointed at the discretion of the Board.

“Meeting of Members” includes an annual meeting of members or a Special Meeting of Members.

“Member” means a person who meets all the membership conditions and pays the annual membership dues set by the Board.

“Ordinary Resolution” means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution.

“Proposal” means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 (Right to submit and discuss) of the Act.

“Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.

“Special Meeting of Members” includes a special meeting of all Members entitled to vote at an annual meeting of members.

“Special Resolution” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

# - Execution of documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any officer or Director of the Corporation. In addition, the Board may direct the manner in which a particular document or type of document must be executed and designate the signatory or signatories. Any signing officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

# - Financial year-end

The financial year-end of the Canadian Association of Legal Translators/Association canadienne des juristes-traducteurs will be April 30 in each year.

# - Banking arrangements

The banking business of the Corporation will be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada as the Board may designate by resolution. The banking business or any part of it will be transacted by an officer or officers of the Corporation and/or other persons, as the Board may by resolution direct or authorize.

# - Borrowing powers

Any borrowing contemplated by the Board is subject to the prior approval of the Members of the Corporation at an annual or special meeting, but the resolution or By-law passed by the Board will be confirmed by Ordinary Resolution.

The borrowing powers under the Act may be delegated only to officers or Directors of the Corporation, to the extent and in the manner provided in the resolution or By-law passed by the Board.

# 1.06 - Annual financial statements

Any Member may, on request and at no charge, consult the annual financial statements and other documents referred to in subsection 172(1) of the Act at the registered office of the Corporation and receive a copy at the registered office or by mail.

The accountant appointed by the Corporation at its annual meeting reviews the compilation of all of its accounting records without any other audit being necessary.

# SECTION 2 – MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

* 1. **- Membership conditions**

The Corporation has three classes of Members: “jurist-translators”, “legal translators” and “Honorary Members”. Membership conditions for the first two classes are as follows:

* + 1. Jurist-translator:

holds an undergraduate degree in law and works in legal translation.

* + 1. Legal translator, as the case may be:
1. holds an undergraduate degree in translation and works in legal translation; or
2. holds an undergraduate degree in another field and has acquired two years of full-time experience in legal translation.

The Board may, after review, admit Members who have a different profile.

Any Member in good standing of one of these two classes is entitled to participate in all activities and receive notice of, attend and vote at meetings.

* + 1. Honorary Members

Members appointed by resolution of the Board as an Honorary Member owing to their exceptional contribution to the objectives of the Corporation through their work or donations.

Honorary Members do not have to pay dues. They can participate in the activities of the Corporation, but they do not have the right to vote, and they are not eligible to be Directors.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a Special Resolution of the Members is required to amend this provision of the By-law if such amendment affects the rights and/or conditions set out in paragraphs 197(1)(*e*), (*h*), (*l*) or (*m*).

# - Membership dues

The Board sets, by resolution, the annual membership dues of the Corporation and determines when they must be paid. Membership dues are not refundable in the event that a Member is removed or suspended or resigns.

# - Loss of membership

Membership in the Corporation is terminated when:

1. the Member dies;
2. the Member fails to maintain any qualifications for membership described in the section on membership conditions of this By-law;
3. the Member resigns by delivering a written resignation to the Chair of the Board of the Corporation, in which case such resignation is effective on the date specified in the resignation;
4. the Member is expelled in accordance with the discipline of members section or is otherwise terminated, in particular, for failure to pay membership dues in accordance with the Articles or By-laws;
5. the Corporation is liquidated or dissolved under the Act.

Upon loss of membership, the Member’s rights automatically cease to exist.

# - Disciplinary measures against Members

The Board has the authority to suspend or expel any Member of the Corporation for one or more of the following reasons:

1. violating any provision of the Articles, By-laws or written policies of the Corporation;
2. carrying out any conduct which may be detrimental to the Corporation, as determined by the Board;
3. for any other reason that the Board considers to be reasonable, having regard to the purpose of the Corporation.

The Board follows the procedure established by it for this purpose. A Member that the Board determines should be suspended or expelled from membership will be given ten working days’ written notice of the place, date and time of the meeting at which the resolution to suspend or expel the Member will be voted on. The Member may then submit orally or in writing their reasons for opposing the resolution. In this case, the written submissions are read aloud at the meeting by the chair of the meeting.

The Board reviews the Member’s submissions to reach a final decision, of which the Member is informed within 10 working days of the meeting. The Board’s decision is final and binding, without any further right of appeal.

# - Transferring membership

A membership may be transferred only to the Corporation. Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a Special Resolution of the Members is required to make any amendments to add, change or delete this section of the By-law.

# SECTION 3 – MEETINGS OF MEMBERS

**3.01 - Place of meetings**

Meetings may be held at any place determined by the Directors or, if all of the Members entitled to vote at such meeting so agree, at any other place, including outside Canada.

# - Calling a Meeting of Members

Notice of the date, time and place of a Meeting of Members must be given to each Member entitled to vote at the meeting by telephonic, electronic or other communication facility during a period of 21 to 35 days before the day on which the meeting is to be held. If a Member requests that the notice be given by non-electronic means, the notice will be sent by mail or courier or delivered in person, as the Corporation considers appropriate.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a Special Resolution of the Members is required to make any amendments to the By-laws of the Corporation to change the manner of giving notice to Members entitled to vote at a Meeting of Members.

# - Members calling a Meeting of Members

The Board must call a Special Meeting of Members in accordance with section 167 of the Act on receipt of a written requisition of Members carrying not less than 5% of the voting rights. If the Directors do not call a meeting within 21 days of receiving the requisition, any Member who signed the requisition may call the meeting.

# - Persons entitled to attend a meeting

Any non-member who has been invited by the Board can attend a Meeting of Members. However, only Members entitled to vote at a meeting in accordance with the provisions of the Act, Articles and By-laws are authorized to do so.

# - Meeting chair

In the event that the Chair and the Vice-Chair of the Board are absent, the Members who are present and entitled to vote will choose one of their number to chair the meeting. If the entire Board is absent, they will choose one of the Members present.

# - Quorum

The quorum is present if 5% of the Corporation’s Members attend the meeting. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

# - Absentee voting

Pursuant to subsection 171(1) (Absentee voting) of the Act, the Members entitled to vote at a Meeting of Members can do so by telephonic, electronic or other communication facility, provided the Corporation has a system that allows participants to communicate adequately with each other and which, in the event of a vote, allows the Corporation to collect votes so that they can be checked later and provided that it is impossible to identify the voter.

Pursuant to subsection 197(1) (Fundamental Changes) of the Act, a Special Resolution of the Members is required to make any amendments to the By-laws of the Corporation to change the method of voting by Members entitled to vote who are not in attendance at a Meeting of Members.

# - Casting vote

Unless the Act and the Regulations made thereunder require a Special Resolution, decisions are made by a majority of the votes cast at a Meeting of Members. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote will have a second or casting vote.

* 1. **- Participation by electronic means at meetings**

If the Corporation chooses to make available a telephonic, electronic or other communication facility allowing all participants to communicate adequately with each other at a Meeting of Members, any person entitled to attend may participate in the meeting by one of the means provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting.

# 3.10 - Meeting of Members held entirely by electronic means

If the Directors or Members of the Corporation call a Meeting of Members pursuant to the Act, the Directors or Members, as the case may be, may elect to hold the meeting entirely by means of a telephonic, electronic or other communication facility, provided that all participants can communicate adequately with each other during the meeting and that, in the event of a vote, the procedures established by the Board for collecting and counting the votes and reporting the results are followed and ensure the secrecy and certainty of the vote.

# SECTION 4 – DIRECTORS

* 1. **- Election and number of Directors**

At least every two years, the Members in good standing decide by Ordinary Resolution on the number of Directors to be elected and elect them at the annual meeting. If the number of candidates corresponds to the number of vacancies on the Board, the election will be by acclamation. If there are more candidates than vacancies, voting must be by ballot at the request of any Member present.

# - Nominations

Subject to the Regulations under the Act, Proposals nominating directors for election may be made by Members at the annual meeting or at any other meeting called for the purpose of considering Director nominations if signed by not less than 5% of Members entitled to vote at the meeting.

The Member who submitted the Proposal must pay the cost of including the Proposal and any statement in the notice of meeting at which the Proposal will be presented.

# - Term of office of Directors

The term of office of Directors is set by By-law or by resolution; it must not exceed two calendar years, but it is renewable. Directors take office at the close of the meeting at which they are elected or appointed and hold office until the annual meeting at which their term of office expires or until their successor is elected or appointed.

# - Vacancy

Except as a result of an increase in the number of Directors or failure to elect the minimum number of Directors, when a vacancy occurs on the Board, the remaining Directors may fill the vacancy by resolution, but the Director so appointed will hold office only for the unexpired portion of the term of their predecessor. In the interim, and as long as there is a quorum, the remaining Directors can validly perform the duties of the Board.

* 1. **- Remuneration and indemnification**

Directors are not remunerated for their services as Directors to the Corporation. However, they can be remunerated for any service provided in another capacity.

They may receive indemnification for any expenses incurred in carrying out their duties.

* 1. **- Eligibility**

Only Members in good standing of the Corporation are eligible for election to the Board. Any Director who ceases to be a Member must thereupon be removed as a Director. Retiring Directors are eligible for re-election.

# SECTION 5 – BOARD MEETINGS

* 1. **- Calling of Board meetings**

Meetings are called by the Secretary or the Chair, either at the Chair’s direction or at the written request of two Directors. Meetings must be held at the registered office or at any other place designated by the Chair or the Board.

# - Notice to Directors

Notice of the date, time and place of a meeting of the Board must be given to each Director of the Corporation no less than five working days before the meeting by any telephonic, electronic or other communication facility. No such notice will be necessary if all of the Directors are present and none objects to the holding of the meeting or if the absent Directors have waived notice of or otherwise approved of the holding of such meeting. Notice of an adjourned meeting is not required if the date, time and place of the adjourned meeting are announced at the original meeting. Except as otherwise provided in the By-laws, the notice of a meeting of the Board need not state the purpose or agenda of the meeting, but it must state any matter referred to in subsection 138(2) (Limits on authority) of the Act to be dealt with at the meeting.

# - Casting vote of the chair

At all meetings of the Board, any matter must be decided by a majority of the votes cast on the matter. In case of an equality of votes, the chair of the meeting will have a second or casting vote.

# - Board committees

The Board may delegate such powers to a committee or advisory body as it deems necessary or appropriate. Subject to the By-laws or instructions of the Board, such committee may establish its own rules of procedure. Any committee member may be removed by resolution of the Board.

# SECTION 6 – OFFICERS

* 1. **- Appointment of officers**

The officers of the Corporation are the Chair, Vice-Chair, Secretary and Treasurer, as well as any other person whose title and duties are specified by the Board.

They are appointed from among the Directors at the first meeting following the annual meeting and thereafter as circumstances require.

A person may hold more than one office.

# - Description of offices

* + 1. Chair – The Chair of the Board is the chief executive officer of the Corporation. The Chair is responsible for implementing the Corporation’s policies and, subject to the authority vested in the Board, the Chair has general supervision of the Corporation’s business.
		2. Vice-Chair – If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, when present, presides at all meetings of the Board and all Meetings of Members. The Vice-Chair has such other duties and powers as the Board may specify.
		3. Secretary – The Secretary attends all meetings of the Board and Meetings of Members. The Secretary enters or causes to be entered in the Corporation’s minute book the minutes of all proceedings at such meetings. The Secretary gives, or causes to be given, as and when instructed, notices to Members, Directors and members of committees. The Secretary is the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
		4. Treasurer – The Treasurer has such powers and duties as the Board may specify.

Subject to the Act, the Board may modify, increase or limit the duties and powers of any officer.

# - Officer vacancies

When an office becomes vacant because of death or resignation, or for any other reason, the Board may, by resolution, elect or appoint a competent person to fill such vacancy. The new officer holds office only for the unexpired portion of the term of their predecessor.

* 1. **- Remuneration and indemnification**

Officers are not remunerated for their services as officers to the Corporation. However, they can be remunerated for any service provided in another capacity.

They may receive indemnification for any expenses incurred in carrying out their duties.

* 1. **- Eligibility**

Only Members in good standing of the Corporation are eligible to be officers. Any officer who ceases to be a Member must thereupon be removed from office.

# SECTION 7 – VALIDITY OF DECISIONS

* 1. **- Omissions and errors**

The accidental omission to give any notice to any Member, Director, officer, member of a committee of the Board or the accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

# - Invalidity of provisions of this By-law

The invalidity or unenforceability of any provision of this By-law will not affect the validity or enforceability of the remaining provisions of this By-law or any decision made pursuant to this By-law.

# SECTION 8 – BY-LAWS

Subject to the Articles, the Board may, by resolution, make, amend or repeal any By‑laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal will be effective from the date of the resolution of Directors until the next Meeting of Members where it may be confirmed, rejected or amended by the Members by Ordinary Resolution. Thereafter, the By-law remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

A decision of the Directors to make, amend or repeal any By-laws will, however, cease to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

This section does not apply to a By-law that requires a Special Resolution of the Members according to subsection 197(1) (Fundamental Changes) of the Act because such By-law amendments or repeals are only effective when confirmed by Members.

# SECTION 9 – EFFECTIVE DATE

CERTIFIED to be By-law No. 1 of the Corporation, as enacted by the Board by resolution on September 10, 2014, and confirmed, as amended, by the Members of the Corporation by Special Resolution on September 11, 2014.

Sophie-Louise Ouimet, Treasurer