



**ALBERTA**

**COURT**

**INTERPRETERS**

**ASSOCIATION**

**BYLAWS**

# ALBERTA COURT INTERPRETERS ASSOCIATION

## BYLAWS

ACIA's Bylaws are amended at the Society's Annual General Meeting subject to membership approval. Any changes need to be updated with the Registrar of Corporations of Alberta and published on ACIA's website. The following incorporates the current Bylaws resulting from the consolidation of modifications to our original Bylaws approved at the respective AGMs.

*This is an office consolidation of the Bylaws that came into force in 2004, incorporating previous amendments that came into force on May 7, 2016 and the latest amendments discussed at the AGM on February 8, 2025.*

### PART 1 - PREAMBLE

- 1.1 The Society, hereinafter referred to as "ACIA," shall be known as the Alberta Court Interpreters Association. ACIA shall possess all powers of a corporation formed under the Societies Act of Alberta R.S.A. 1980, including perpetual existence, the ability to sue and to be sued, the creation and use of a common seal or stamp, the acquisition and the pledging of property and credit, and the establishment and maintenance of its offices.
- 1.2 The liability of the Members is limited, and neither the Members, the Board of Directors or the Executive Council shall be held personally responsible for the debts or obligations of ACIA except where such debts or obligations have arisen out of breach of trust, by deliberate fraud, or misrepresentation.
- 1.3 ACIA shall exist solely for the purpose of promotion of its objects and not for profit or financial gain accruing to any person.
- 1.4 ACIA shall not endorse any political party or candidate.
- 1.5 In addition to all other matters in this section, the Bylaws may make provision for
  - a) The frequency and manner of general elections;
  - b) The manner of filling vacancies; and
  - c) The appointment and regulation of officials to conduct the elections and the procedures to ensure fairness and impartiality in each election.
- 1.6 The Board of Directors and Executive Council shall be chosen from the signatories hereto and shall hold office until their successors are elected or appointed in accordance with the Bylaws of ACIA.

### PART 2 - DEFINITIONS

In these Bylaws unless otherwise provided, the following terms shall have the following meanings:

- 2.1 "Society" means Alberta Court Interpreters Association (ACIA), incorporated herein.
- 2.2 "Member" means any interpreter who subscribes to the principles, aims, and objectives of ACIA and has complied with her or his membership requirements.
  - a) "Full Member" means a person who
    - i) Is a Canadian Citizen, a Permanent Resident (PR) or a holder of a valid work permit;

- ii) An interpreter or a person active in a profession related to that of the interpreter, who has applied to ACIA for membership;
    - iii) Has satisfied the admission requirements; and
    - iv) Has paid the annual membership fees.
  - b) “Honorary Member” means a person who
    - i) Has been a Full Member and has contributed to the success and development of the Association; or
    - ii) Has retired as a full member of ACIA and is no longer active as a court interpreter;
    - iii) Is nominated by a Full Member, recommended for membership by the Board of Directors and approved by a majority of the membership at large at a General Meeting of ACIA.
- 2.3 “Board of Directors” means the elected and/or appointed Directors of ACIA.
- 2.4 “Director” means an individual elected or appointed to the Board of Directors of ACIA.
- 2.5 “Executive Council” means the governing body of ACIA appointed pursuant to the Bylaws of ACIA.
- 2.6 “Membership Committee” means the committee responsible, subject to these Bylaws, for monitoring the implementation of membership requirements.
- 2.7 “Disciplinary Committee” means the committee responsible, subject to these Bylaws, for the handling of any complaints arising from perceived breaches of ACIA’s Bylaws and Code of Ethics and Professional Conduct.
- 2.8 “Disciplinary Panel” means the panel responsible, subject to these Bylaws, for the handling of any complaints regarding perceived breaches of ACIA’s Bylaws and Code of Ethics and Professional Conduct arising from appeals to decisions rendered by the Disciplinary Committee.
- 2.9 “General Resolution” means a resolution passed by a majority vote of the persons present personally and entitled to vote at a duly called and constituted meeting.
- 2.10 “Special Resolution” means a resolution passed by a vote of not less than seventy-five percent (75%) of those present personally and entitled to vote at a fully constituted meeting of which not less than twenty-one (21) days notice has been given specifying the intention to propose the resolution.
- 2.11 “Voting” means Members shall have the right to vote at any meeting of ACIA. Such votes must be made in person, or by proxy.
- 2.12 “Registered address” of a Member means her or his address as recorded in the Register of Members.
- 2.13 “Societies Act” means the Societies Act of the Province of Alberta as amended from time to time.
- 2.14 The definitions in the Societies Act on the date these Bylaws become effective apply to these Bylaws.

### **PART 3 - MEMBERSHIP**

The members of ACIA are the applicants who have joined it pursuant to these Bylaws and who have not ceased to be its members.

3.1 The following are the classes of membership in ACIA:

- a) Full Member;
- b) Honorary Member.

- 3.2 Membership in ACIA shall be open to all interpreters in Alberta who have attained the age of eighteen (18) or over, subscribe to the principles, objects and Bylaws of ACIA, and have paid any required membership fees. Subject to qualifications and work requirements, membership in ACIA is available in the four categories described in Bylaw 3.1. A person may apply to the Directors for membership in ACIA and, pursuant to the criteria set out in the definitions included in Part 2 above, shall on acceptance be designated in one of the classes of membership listed in Bylaw 3.1.
- 3.3 All Full Members in good standing are eligible to stand for election and to vote in an election called by ACIA in keeping with its Bylaws.
- 3.4 Every Member shall uphold the Constitution and comply with the Bylaws and failure to comply with the Bylaws may result in expulsion from ACIA.
- 3.5 The amount of the annual membership fees shall be determined at the annual general meeting of ACIA.
- 3.6 A person shall cease to be a Member of ACIA
- a) By submitting written notice of her or his resignation to a member of the Executive Council or other authorized official or by declaring that Member's resignation before the Members at a session of ACIA. Withdrawal will be effective immediately upon receipt by the Board of such notice;
  - b) On her or his death;
  - c) On failing to be a Member in good standing for 12 consecutive months;
  - d) On failing to follow admission procedures as established by the Membership Committee; or
  - e) On being expelled.
- 3.7 A Member may be expelled, suspended, put on probation or receive a warning in accordance with the specifications of the corresponding Bylaws in Part 21.
- 3.8 The membership fees set by the Board of Directors may be approved, increased or decreased by a Special Resolution passed by a vote of not less than seventy-five percent (75%) of Full Members present personally and entitled to vote at an Annual General Meeting or at a General Meeting.
- 3.9 The Secretary shall keep a register of its Members in accordance with the Societies Act of Alberta as amended from time to time.
- 3.10 For Members to be in good standing, they must:
- a) Be up to date with their current annual membership fees and with any other subscription or debt payments due and owing by them to ACIA; and
  - b) Satisfy all the continuing education requirements approved by the Directors of ACIA.
- 3.11 **Attending the Annual General Meeting (AGM) and all ACIA events is strongly encouraged.**

#### **PART 4 - THE BOARD OF DIRECTORS**

- 4.1 ACIA's Board of Directors shall consist of a President, a Vice President, an Immediate Past President, a Secretary, a Treasurer, and two "Members at Large."
- 4.2 The President of the Board of Directors shall be styled the "President," the Vice President of the Board of Directors shall be styled the "Vice President," the Immediate Past President of the Board of Directors shall be styled the "Immediate Past President," the Secretary of the Board of Directors shall be styled the "Secretary," and the Treasurer of the Board of Directors shall be styled the "Treasurer", and the Members at Large shall be styled as "Members at Large". The Board of Directors as a whole shall be styled the "Board."

- 4.3 If any Director resigns her or his office, the Board may declare her or his office vacant.
- 4.4 If any Director absents herself or himself from more than three (3) Board meetings during the operational year, the Board may declare her or his office vacant.
- 4.5 **The Board may from time to time appoint Directors and advisors as deemed necessary to carry out the objects of ACIA.**
- 4.6 Any Director on declaration for any political office (municipal, provincial, or federal) must resign her or his position with ACIA.
- 4.7 Directors are not paid. Reasonable expenses from directors shall be compensated.

#### **PART 5 - THE EXECUTIVE COUNCIL**

- 5.1 ACIA shall be governed by an Executive Council comprising no more than three Full Members, including the President of the Board of Directors, who shall be ex-officio a member, and up to six additional members who may not necessarily belong to the Society and who are initially appointed by the Board of Directors.
- 5.2 The Executive Council shall consist of one Chairperson, a Deputy Chairperson, an Executive Council Secretary and up to six additional members.
- 5.3 The Chairperson of the Executive Council shall be styled the "Chair," the Deputy Chairperson of the Executive Council shall be styled the "Deputy Chair," the Executive Council's Secretary shall be styled the "Executive Council's Secretary," and the Chair, the Deputy Chair, the Executive Council's Secretary together with the remaining members appointed to the Executive Council shall be styled the "Executive Council."
- 5.4 Any members from the Executive Council may resign from the Executive Council by giving written notice of the resignation to the Chair or other authorized official, and such resignation in the case of Full Members shall not have an effect on their membership in ACIA.
- 5.5 Once it is constituted, vacancies to the Executive Council shall be filled by appointment by the Chair in consultation with the Board of Directors.

#### **PART 6 - THE MEMBERSHIP COMMITTEE**

- 6.1 The Membership Committee shall consist of three members of the Board of Directors, appointed by the Board
- 6.2 Two (2) members shall constitute a quorum of the Membership Committee.
- 6.3 In case of a tie vote, whoever presides shall have the casting vote.

#### **PART 7 - THE DISCIPLINARY COMMITTEE**

- 7.1 The Disciplinary Committee shall consist of three Full Members in good standing appointed by the Board of Directors from within the membership at large.
- 7.2 Except as stipulated in Bylaw 7.9, the members of the Disciplinary Committee shall not be members of the Board of Directors or the Executive Council.
- 7.3 The Disciplinary Committee shall choose from among their number a Presiding Member, who shall be styled the "Presiding Member," and a Secretary, who shall be styled the "Disciplinary Committee Secretary." The Presiding Member together with the Disciplinary Committee Secretary and the remaining Full Member comprising the Disciplinary Committee shall be styled the "Disciplinary Committee."

- 7.4 When present, the Presiding Member shall preside at all meetings of the Disciplinary Committee. In her or his absence, the Full Member not acting as the Disciplinary Committee Secretary shall preside at any such meetings.
- 7.5 Two (2) members shall constitute a quorum of the Disciplinary Committee.
- 7.6 In case of a tie vote, whoever presides shall have the casting vote.
- 7.7 Where members of the Disciplinary Committee addressing a particular complaint may be subject to a conflict of interest, be unavailable or consider that there may be reasonable grounds for apprehension or bias, the said members shall recuse themselves and not participate in the proceedings related to the complaint.
- 7.8 Members of the Disciplinary Committee may resign from it by giving written notice of the resignation to the Board of Directors, and such resignation shall not have an effect on their membership in ACIA.
- 7.9 Where the recusations or resignations under Bylaws 7.7 and 7.8 render a quorum impossible, the Board of Directors shall appoint replacement members whose mandate shall terminate at the conclusion of the issue in question.
- 7.10 Other vacancies to the Disciplinary Committee shall be filled by appointment from within the membership at large by the Board of Directors.
- 7.11 Members of the Disciplinary Committee shall not disclose or use confidential information, to which they become privy as members of the said Committee, save for the performance of their duties as members of the said Committee.

#### **PART 8 - THE DISCIPLINARY PANEL**

- 8.1 The Disciplinary Panel shall consist of three Full Members appointed by the Board of Directors from within the membership at large.
- 8.2 Except as stipulated in Bylaws 8.9 and 8.10, the members of the Disciplinary Panel shall not be members of the Board of Directors or the Executive Council.
- 8.3 The Disciplinary Panel shall choose from among their number a Chair, who shall be styled the "Disciplinary Panel Chair," and a Secretary, who shall be styled the "Disciplinary Panel Secretary." The Disciplinary Panel Chair together with the Disciplinary Panel Secretary and the remaining member comprising the Disciplinary Panel shall be styled the "Disciplinary Panel."
- 8.4 When present, the Disciplinary Panel Chair shall preside at all meetings of the Disciplinary Panel. In her or his absence, the Full Member not acting as the Disciplinary Panel Secretary shall preside at any such meetings.
- 8.5 Two (2) members shall constitute a quorum of the Disciplinary Panel.
- 8.6 In case of a tie vote, whoever presides shall have the casting vote.
- 8.7 Where members of the Disciplinary Panel addressing a particular complaint may be subject to a conflict of interest, be unavailable or consider that there may be reasonable grounds for apprehension or bias, the said members shall recuse themselves and not participate in the proceedings related to the complaint.
- 8.8 Members of the Disciplinary Panel may resign from it by giving written notice of the resignation to the Board of Directors, and such resignation shall not have an effect on their membership in ACIA.

- 8.9 Where the recusations or resignations under Bylaws 8.7 and 8.8 render a quorum impossible, the Board of Directors shall appoint replacement members whose mandate shall terminate at the conclusion of the issue in question.
- 8.10 Other vacancies to the Disciplinary Panel shall be filled by appointment from within the membership at large by the Board of Directors.
- 8.11 Members of the Disciplinary Panel shall not disclose or use confidential information, to which they become privy as members of the said Panel, save for the performance of their duties as members of the said Panel.

## **PART 9 - ROLES AND RESPONSIBILITIES OF THE BOARD OF DIRECTORS**

### **9.1 The President**

- a) Shall serve for a three-year term;
- b) When present, shall preside at all meetings of ACIA and of the Board of Directors. In her or his absence, the Vice President shall preside at any such meetings. In the absence of both, a chairperson may be elected at the meeting to preside;
- c) Shall provide agendas for all the meetings of the Board of Directors as well as for the Annual General, General or Special Meetings of ACIA;
- d) Shall be ex-officio a member of the Executive Council and the official spokesperson for ACIA, speaking at the direction and on behalf of the Board of Directors;
- e) Shall be the signing authority for all correspondence, and shall coordinate the overall functioning of the Board;
- f) Has permission to use ACIA's seal or stamp; and
- g) Shall, with the Secretary, sign all approved resolutions and amended minutes of ACIA.

### **9.2 The Vice President**

- a) Shall serve for a three-year term;
- b) Shall carry out the duties of the President during the President's absence.

### **9.3 The Immediate Past President**

- a) Shall act as Director at large of the Board of Directors.

### **9.4 The Secretary**

- a) Shall serve for a three-year term. Shall attend all meetings of the Board of Directors, as well as the Annual General, General and Special Meetings, to keep accurate minutes and be responsible for their circulation;
- b) Shall, with the President, sign all approved resolutions and amended minutes of the Society;
- c) Shall have charge of and be permitted to use ACIA's seal or stamp, which, whenever used, shall be authenticated by the signature of the Secretary and the President, or, in the case of the death or inability of either to act, by the Vice President. The Secretary has permission to use the Society's seal or stamp;
- d) Shall preside the Membership Committee;
- e) If absent, her or his duties shall be discharged by such officer as may be appointed by the Board;
- f) Shall have charge of the correspondence of ACIA and be under the direction of the President and the Board;
- g) Shall have charge of all records and documents of ACIA save those required to be kept by the Treasurer; and
- h) Shall also keep a record of all the members of the Society and their addresses, send all notices of the various meetings as required, and collect and receive the various dues levied

by the Society. Such monies shall be promptly handed over to the Treasurer for deposit in a Bank, Trust Company, Credit Union or Treasury Branch as required.

#### 9.5 The Treasurer

- a) Shall serve for a three-year term. Shall ensure that all monies paid to ACIA are recorded, deposited in whatever Bank, Trust Company, Credit Union or Treasury Branch the Board may order, and accounted for;
- b) Shall render financial statements and present a full detailed account of ACIA's receipts and disbursements to the Board whenever requested;
- c) Shall present to the Annual General Meeting a statement duly audited, as hereafter set forth, of the financial position of ACIA and submit copies of same to the Secretary for the records of ACIA; and
- d) Shall perform any other duties as the Board may direct.

#### 9.6 The Board of Directors

- a) Shall have, subject to these Bylaws, full control over, and management of the business and affairs of ACIA;
- b) Shall institute an Executive Council comprising no more than three Full Members, including the President of the Board of Directors, who shall be ex-officio a member, and up to four additional members who may not necessarily belong to the Society and who are initially appointed by the Board of Directors;
- c) Shall institute a Membership Committee appointed by the Board of Directors to consist of three Full Members from within the membership at large, presided by its Secretary;
- d) Shall institute a Disciplinary Committee appointed by the Board of Directors to consist of three Full Members from within the membership at large;
- e) Shall institute a Disciplinary Panel appointed by the Board of Directors to consist of three Full Members from within the membership at large;
- f) Members at Large shall serve for the term of the Board of Directors.

### PART 10 - ROLES AND RESPONSIBILITIES OF THE EXECUTIVE COUNCIL

#### 10.1 The Chair

- a) When present, shall preside at all meetings of the Executive Council. In her or his absence, the Deputy Chair shall preside at any such meetings. In the absence of both, one of the other members of the Executive Council may be elected at the meeting to preside;
- b) Shall provide agendas for all the meetings of the Executive Council;
- c) Shall be the official spokesperson on behalf of the Executive Council;
- d) Shall be the signing authority for all correspondence pertaining to the Executive Council, and shall coordinate the overall functioning of the Executive Council; and
- e) Shall perform any duties as directed by the Board of Directors.

#### 10.2 The Deputy Chair

- a) Shall carry out the duties of the Chair during the Chair's absence.

#### 10.3 The Executive Council's Secretary

- a) Shall attend all meetings of the Executive Council to keep accurate minutes and be responsible for their circulation.

#### 10.4 The Executive Council



- a) Shall act for the Board of Directors and make decisions on matters which have been specifically delegated by the Board to the Executive Council, including the administration of established policies and programs, as well as make recommendations to the Board with respect to matters of policy and operations, subject to the direction and instructions of the Members.

## **PART 11 - ROLES AND RESPONSIBILITIES OF THE DISCIPLINARY COMMITTEE**

### **11.1 The Presiding Member**

- a) When present, shall preside at all meetings of the Disciplinary Committee. In her or his absence, the Full Member not acting as the Disciplinary Committee Secretary shall preside at any such meetings.

### **11.2 The Disciplinary Committee Secretary**

- a) When present, shall assume all secretarial responsibilities of the Disciplinary Committee.

### **11.3 The Disciplinary Committee**

- a) Shall have, subject to these Bylaws, full control of the handling of any complaints regarding perceived breaches of ACIA's Bylaws and Code of Ethics and Professional Conduct;
- b) Tasked by the Board of Directors with, whenever possible, resolving concerns between parties directly through open communication, shall address in that spirit any complaints;
- c) Shall be responsible for the investigation of any perceived breaches of the Bylaws and the Code of Ethics and Professional Conduct subject to the direction and instructions of the Board of Directors. It shall conduct interviews and submit its findings to the Board. Based on the recommendations of the Disciplinary Committee, and depending on the nature and seriousness of the infractions, Members being investigated shall either be exonerated, receive a warning, be put on probation, be suspended or face expulsion. Or, if the decision of the Disciplinary Committee is appealed with cause, the Board of Directors may refer the matter for final disposition to the Special Disciplinary Panel.

## **PART 12 - ROLES AND RESPONSIBILITIES OF THE DISCIPLINARY PANEL**

### **12.1 The Disciplinary Panel Chair**

- a) When present, shall preside at all meetings of the Disciplinary Panel. In her or his absence, the Full Member not acting as the Disciplinary Panel Secretary shall preside at any such meetings.

### **12.2 The Disciplinary Panel Secretary**

- a) When present, shall assume all secretarial responsibilities of the Disciplinary Panel.

### **12.3 The Disciplinary Panel**

- a) Shall have, subject to these Bylaws, full control of the handling of any complaints regarding perceived breaches of ACIA's Bylaws and Code of Ethics and Professional Conduct arising from appeals to decisions rendered by the Disciplinary Committee;
- b) Tasked by the Board of Directors with, whenever possible, resolving concerns between parties directly through open communication, shall address in that spirit any complaints;
- c) Shall be responsible for investigating appeals arising from complaints regarding alleged breaches of the Bylaws and the Code of Ethics and Professional Conduct subject to the

direction and instructions of the Board of Directors. It shall conduct interviews and submit its findings to the Board. Based on the final dispositions of the Disciplinary Panel, and depending on the nature and seriousness of the infractions, Members being investigated shall either be exonerated, receive a warning, be put on probation, be suspended or face expulsion.

#### **PART 13- MEETINGS OF THE BOARD OF DIRECTORS**

- 13.1 Meetings of the Board shall be held periodically every quarter as often as ACIA's business shall require.
- 13.2 A meeting of the Board may be called at any time by the President and shall be called by him or her upon receipt of a written request by two (2) or more Directors stating the business to be brought before the meeting.
- 13.3 Meetings of the Board shall require giving each member of the Board no less than seven (7) days notice by electronic mail to the member's email address, personally, by mail to the member at the member's registered address or by any other method of communication approved at an AGM. All members of the Board shall be duly notified of and may attend the meeting.
- 13.4 At any meeting of the Board, the President, and in his absence the Vice President, shall act as chair of the meeting. Otherwise the election of any Director to act as chair shall be the first order of business.
- 13.5 Four (4) Directors shall constitute a quorum.
- 13.6 The minutes of all such meetings shall be distributed to all the Directors.

#### **PART 14 - MEETINGS OF THE EXECUTIVE COUNCIL**

- 14.1 Meetings of the **Executive** Council shall be called by the Chair or at the request of any two (2) members of the **Executive** Council.
- 14.2 Meetings of the **Executive** Council shall be held as often as ACIA's business shall require.
- 14.3 A quorum shall consist of a majority of the Executive Council.
- 14.4 Meetings of the Executive Council shall require giving each member of the Executive Council no less than seven (7) days notice by electronic mail to the member's email address, personally, by mail to the member at the member's registered address or by any other method of communication approved at an AGM. All members of the Executive Council shall be duly notified of and may attend the meeting.
- 14.5 The minutes of all such meetings shall be distributed to the Executive Council and to all the Directors.

#### **PART 15 - MEETINGS OF THE MEMBERSHIP COMMITTEE**

- 15.1 Meetings of the Membership Committee shall be called by the Secretary or at the request of any two (2) members of the Membership Committee.
- 15.2 Meetings of the Membership Committee shall be held as often as ACIA's business shall require.
- 15.3 A quorum shall consist of a majority of the Membership Committee.
- 15.4 Meetings of the Membership Committee shall require giving each member of the Membership Committee no less than seven (7) days notice by electronic mail to the member's email address, personally, by mail to the member at the member's registered address or by any

other method of communication approved at an AGM. All members of the Membership Committee shall be duly notified of and may attend the meeting.

- 15.5 The minutes of all such meetings shall be distributed to the Membership Committee and to the Board of Directors.

#### **PART 16 - MEETINGS OF THE DISCIPLINARY COMMITTEE**

- 16.1 Meetings of the Disciplinary Committee shall be called by the Presiding Member or at the request of any two (2) members of the Disciplinary Committee.
- 16.2 Meetings of the Disciplinary Committee shall be held as often as ACIA's business shall require.
- 16.3 A quorum shall consist of a majority of the Disciplinary Committee.
- 16.4 Meetings of the Disciplinary Committee shall require giving each member of the Disciplinary Committee no less than seven (7) days notice by electronic mail to the member's email address, personally, by mail to the member at the member's registered address or by any other method of communication approved at an AGM. All members of the Disciplinary Committee shall be duly notified of and may attend the meeting.
- 16.5 The minutes of all such meetings shall be distributed to the Disciplinary Committee and to the Board of Directors.

#### **PART 17 - MEETINGS OF THE DISCIPLINARY PANEL**

- 17.1 Meetings of the Disciplinary Panel shall be called by the Disciplinary Panel Chair or at the request of any two (2) members of the Disciplinary Panel.
- 17.2 Meetings of the Disciplinary Panel shall be held as often as ACIA's business shall require.
- 17.3 A quorum shall consist of a majority of the Disciplinary Panel.
- 17.4 Meetings of the Disciplinary Panel shall require giving each member of the Disciplinary Panel no less than seven (7) days notice by electronic mail to the member's email address, personally, by mail to the member at the member's registered address or by any other method of communication approved at an AGM. All members of the Disciplinary Panel shall be duly notified of and may attend the meeting.
- 17.5 The minutes of all such meetings shall be distributed to the Disciplinary Panel and to the Board of Directors.

#### **PART 18 - GENERAL MEETINGS**

- 18.1 The Society shall hold an Annual General Meeting on or before March first (1<sup>st</sup>), notice of which shall be given to each Member in good standing whose name appears on the Register of Members by it by electronic mail to the Member's email address, personally, by mail to the Member at the Member's registered address or by any other method of communication approved at an AGM, no less than twenty-one (21) days prior to the date of such meeting. Said notice shall also be posted on ACIA's website. The business at the Annual General Meeting shall be conducted as set forth in the Bylaws and shall be the administration of ACIA's business, including
- a) The accounts of the Society prepared in accordance with the Bylaws;
  - b) The creation, amendments or repeal of the Bylaws or other regulations of ACIA;
  - c) The election of the President and Board of Directors;
  - d) Any other business the Members deem appropriate for the administration and management of ACIA.

The officers and Directors so elected shall form a Board and shall serve until their successors are elected and installed. Any vacancy occurring during the year shall be filled at the next meeting, provided it is so stated in the notice calling such meeting. Any Full Member in good standing shall be eligible to any office in the Society.

- 18.2 Twenty-five percent (25%) of Full Members in good standing shall constitute a quorum at any meeting.
- 18.3 General Meetings of the society may be called at any time by the Secretary upon the instructions of the President of the Board, notice of which shall be given to each Member in good standing whose name appears on the Register of Members by electronic mail to the Member's email address, personally, by mail to the Member at the Member's registered address or by any other method of communication approved at an AGM, no less than twenty-one (21) days prior to the date of such meeting. Said notice shall also be posted on ACIA's website.
- 18.4 A Special Meeting shall be called by the President or Secretary upon receipt by him or her of a petition signed by one-third of the Full Members in good standing, setting forth the reasons for calling such meeting, notice of which shall be given to each Member in good standing whose name appears on the Register of Members by electronic mail to the Member's email address, personally, by mail to the Member at the Member's registered address or by any other method of communication approved at an AGM, no less than eight (8) days prior to the date of the said meeting. Said notice shall also be posted on ACIA's website.
- 18.5 A notice sent by any of the methods described above is deemed to have been given on the second day following the day on which the notice is posted on the website.
- 18.6 Every Full Member in good standing has the right to vote and stand for election to any office in the Association.

## **PART 19 - FINANCIAL AND OTHER MANAGEMENT MATTERS**

- 19.1 ACIA's fiscal year shall end on December 31<sup>st</sup>.
- 19.2 The audited financial statements, including detailed expense reports covering the period ending December 31<sup>st</sup> shall be presented at the following Annual General Meeting and made available to the Full Members present.
- 19.3 The books, accounts and records of the Secretary and Treasurer shall be audited at least once a year by a certified external accountant or by two Members of ACIA.
- 19.4 Books and records of ACIA may be inspected by Members of the Society at the registered office of the Society, during office hours, upon notice and appointment.
- 19.5 Complete and proper audited financial statements for the previous year shall be submitted by the Treasurer at the Annual General Meeting.
- 19.6 For the purpose of carrying out its objects, ACIA may, under the direction on the Executive Council, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable and transferable instruments.
- 19.7 For the purpose of carrying out its objects, ACIA may, under the direction on the Executive Council, acquire, manage, use, dispose of, buy, sell, lease, exchange, mortgage, convert, trade or otherwise deal with ACIA's property.
- 19.8 Every negotiable instrument shall be signed by the Treasurer and any one of the President, Vice President, or Secretary. In the absence of the Treasurer the negotiable instrument shall be signed by the President, in his stead.

- 19.9 All moneys are to be retained in an institution that provides deposit insurance.
- 19.10 To raise money for the promotion of its objects by whatever lawful means ACIA finds expedient and to invest, re-invest or otherwise manage the Society's assets in a manner which the Executive Council deems most appropriate for the best interest of ACIA.

## **PART 20 - DISCIPLINE**

- 20.1 Members shall adhere to and abide by ACIA's Bylaws and Code of Ethics and Professional Conduct, and shall be answerable to ACIA for any breach thereof.
- 20.2 The Board of Directors shall direct any complaints involving the violation of ACIA's Bylaws and Code of Ethics and Professional Conduct to ACIA's Disciplinary Committee for its consideration. No Member or Director shall be penalized for a valid complaint without being notified about the complaint and given an opportunity to show cause at a convened meeting why she or he ought not to be penalized and for that purpose representation by counsel shall be permitted. Notice shall be given to the Member or Director by electronic mail to their email addresses, personally, by mail to the Member or Director at their registered addresses or by any other method of communication approved at an AGM, no less than twenty-one (21) calendar days and no more than twenty-eight (28) calendar days prior to the date of the said meeting.
- 20.3 The Board of Directors shall consider the findings and recommendations submitted by the Disciplinary Committee and the Special Disciplinary Panel regarding complaints involving the violation of ACIA's Bylaws and Code of Ethics and Professional Conduct. The Board shall then determine, depending on the nature and seriousness of the infractions, whether Members being investigated shall either be exonerated, receive a warning, be put on probation, be suspended or face expulsion.
- 20.4 Any person may submit a complaint, which must be in writing, against a Member alleging a breach of the Bylaws and/or and the Code of Ethics and Professional Conduct. The said complaint must be delivered to the Secretary of ACIA, together with any relevant documentation, no later than ninety (90) calendar days after the date on which the complainant became aware of the occurrence that is the source of the complaint.
- 20.5 The Secretary of ACIA shall refer any complaint filed in accordance with Bylaw 21.4 to the Presiding Member of the Disciplinary Committee within ten (10) calendar days of receipt.
- 20.6 The Disciplinary Committee shall then determine the validity of the complaint, decide its merits and seek ways of resolving it in a spirit of mutual respect and a commitment to comprehensively examine the full extent of the grievances.
- 20.7 If the Disciplinary Committee determines that the complaint does not merit investigation be it for being outside the jurisdiction of ACIA, for not being valid or serious enough to merit further action, or for failing to allege facts that, if proven, would constitute a violation of ACIA's Bylaws and/or Code of Ethics and Professional Conduct, it shall so advise, in writing, the person who filed the complaint and the Member against whom the complaint was filed, together with the reasons for the decision. The Board of Directors shall also be notified of this outcome and no further proceedings shall be taken by the Disciplinary Committee in regard to the complaint unless otherwise instructed by the Board.
- 20.8 If the Disciplinary Committee determines that the complaint merits investigation, the Disciplinary Committee Secretary shall notify the subject of the complaint, in writing, and by registered mail, of the receipt of the complaint, and, if warranted, may request a written response to the complaint within fourteen (14) calendar days of receipt of the above-mentioned letter.
- 20.9 The Disciplinary Committee may also request in writing that the complainant or any witnesses attend a meeting, testify under oath or in any other manner, and produce any exhibits to be used as evidence, and that the Member against whom the complaint is laid be questioned under

oath or in any other manner and produce any relevant information that may help with the investigation. This request shall be sent not less than twenty-one (21) calendar days and no more than twenty-eight (28) calendar days before the meeting to the Member who is the subject of the complaint and the complainant, by electronic mail to their email addresses, personally, by mail to them at their registered addresses or by any other method of communication approved at an AGM, together with a notice stating the time, date and place of the meeting.

20.10 The Disciplinary Committee may, at any time, strive to resolve the complaint through mediation or other informal means.

20.11 If a formal meeting still needs to be convened to address the complaint, the Disciplinary Committee must be satisfied that the complaint is substantiated in whole or in part in order to determine whether the Member ought to receive a warning, be put on probation, be suspended or face expulsion.

20.12 The Disciplinary Committee shall then report all of its decisions with reasons in writing to the Member who is the subject of the complaint, the complainant and the Board of Directors.

20.13 If no further action is taken by the complainant or the Member who was the subject of the complaint within thirty (30) calendar days of the ruling of the Disciplinary Committee, its decisions shall be binding upon the parties involved in the complaint.

20.14 If the complaint or part of the complaint is dismissed, the complainant or the Member who was the subject of the complaint may, within thirty (30) calendar days, apply to the Chair of the Board of Directors for a review of the Disciplinary Committee's decision.

20.15 The review is to be conducted by a member of the Board of Directors designated by the Chair and is to be based only on information which was before the Disciplinary Committee.

20.16 If the member of the Board of Directors conducting the review determines that the complaint or part of the complaint has merit and should not have been dismissed, the Board of Directors shall set up a Disciplinary Panel composed of three Full Members who are neither members of the Board of Directors or the Disciplinary Committee and order the said Full Members to hold a new meeting and act as final arbiters.

20.17 If a meeting is to be held pursuant to Bylaw 21.16, the Disciplinary Panel shall, not less than twenty-one (21) calendar days and no more than twenty-eight (28) calendar days before the meeting, send to the Member who is the subject of the complaint and the complainant by electronic mail to their email addresses, personally, by mail to them at their registered addresses or by any other method of communication approved at an AGM, a notice stating the time, date and place of the meeting together with copies of the complaint and supporting documentation, which may be used as evidence at the meeting. This shall be accompanied by 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 meeting, with or without counsel or an agent, and give oral evidence, make written representations or produce any documentation relevant to the complaint, as well as to call, examine and cross-examine witnesses, including expert witnesses. It should also be indicated that if he or she were not to attend the meeting, the Disciplinary Panel may proceed in her or his absence and the Member will not be entitled to further notice in the proceedings.

20.18 If the Disciplinary Panel is satisfied that the complaint is substantiated in whole or in part, it may determine that the Member ought to receive a warning, be put on probation, be suspended or face expulsion.

20.19 The Disciplinary Panel shall then report all of its decisions with reasons in writing to the Member who is the subject of the complaint, the complainant and the Board of Directors, and these decisions shall be binding upon the parties involved in the complaint.

20.20 The Board of Directors may by Special Resolution expel a Member or a Director whose conduct is determined by the Directors to be improper, unbecoming, or detrimental to the interests of ACIA, who wilfully commits a breach of the Bylaws and is found in breach of the Bylaws by the Disciplinary Committee or the Disciplinary Panel.

20.21 Members who are expelled shall be stricken from the Register, and the sanction shall be recorded in the Register of the Society and communicated to ACIA's membership.

## **PART 21 - DISPUTE RESOLUTIONS**

21.1 Disputes arising out of the affairs of the Society and between Members of the Society, or between a Director or officer of the Society shall be decided by discussion/consultation, mediation, and failing that, arbitration, which shall be under the Arbitration Act of Alberta.

21.2 Notice and time of each meeting shall be given to each Director by electronic mail to the Director's email address, personally, by mail to the Director at the Director's registered address or by any other method of communication approved at an AGM no less than fourteen (14) calendar days prior to the date of the meeting.

21.3 In the event that any person makes any claims against ACIA with respect to a Member's work for any damages, costs and expenses, the Member responsible will fully indemnify and hold harmless the Society from such claims and all associated legal costs.

## **PART 22 - ESTABLISHMENT AND AMENDMENTS OF ACIA'S BYLAWS**

22.1 ACIA's Full Members may provide for the alteration, rescinding, addition and establishment of the ACIA's Bylaws, rules, standing orders, procedures and regulations at any meeting of the Society, by Special Resolution, where all the Full Members have been given notice of the business, place and time of the meeting by electronic mail to the Member's email address, personally, by mail to the Member at the Member's registered address or by any other method of communication approved at an AGM, no less twenty-one (21) days prior to the meeting.

22.2 The Special Resolution must be passed by a vote of not less than seventy-five percent (75%) of Full Members present personally and entitled to vote at a fully constituted Annual General Meeting or General Meeting.

## **PART 23 - DISSOLUTION OF ACIA**

23.1 ACIA may dissolve its corporate existence by passing a Members' Special Resolution to wind up the Society's affairs with a minimum three-fourths majority of the membership at a Forum of the Society.

23.2 In the event of dissolution, ACIA's property shall be distributed to any registered charitable organization, foundation or other similar body in Alberta having objects which enhance the quality of service for court interpreters.