



alianco

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BY-LAW
OF THE ORGANIZATION

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1. Definitions

In this by-law:

“Act” means the *Canada Not-for-profit Organizations 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” include the original or restated Articles of Incorporation, Articles of Amendment, Articles of Amalgamation, Articles of Continuance, Articles of Reorganization, Articles of Arrangement, Articles of Dissolution or Articles of Revival, including any amendments;

“board” means the board of directors of the Organization;

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

“director” means a member of the board of the directors of the Organization;

“executive” means the committee composed of officers of the Organization;

“government” means the representatives of the federal or a provincial government;

“meeting of members” includes an annual meeting of members or a special meeting of members;

“member” means a member in good standing in any of the following categories: institutional members, business members and associate members;

“officer” means a person elected to the office of president, vice-president, secretary or treasurer;

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

“Organization” means *Alianco*;

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

“special meeting of members” includes a meeting of any class or categories of members of the Organization who are entitled to vote at an annual general meeting;

“special resolution” means a resolution passed by a majority of two-thirds (2/3) of the votes cast on that resolution;

“translation” means any multilingual language activity including translation, interpretation, the revision and proofreading of multilingual texts and multilingual terminological research.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in the definitions above, words and expressions defined in the Act have the same meanings when used in these by-laws.

3. Registered Office

The registered office of the Organization is located in the City of Campbellton, Restigouche County, in the Province of New Brunswick.

4. Members

Please note that you automatically agree to adhere to Alianco’s Code of Ethics when becoming a Member.

A. Becoming a member:

1. Associate Member: Certified Translators and Interpreters

This membership category is open to all certified translators and/or interpreters who take part in Alianco's activities, whether as freelancers or as employees of a firm, and benefit from the contracts awarded to Alianco, which it distributes to its Certified Associate members. Certified Associate membership is open to anyone who completes an application and meets all eligibility requirements set by resolution of the Board of Directors and if said Board of Directors grants that individual such status. Associate members have the right to speak and vote at members' meetings. Companies may designate more than one representative for the purpose of taking part in Alianco activities and meetings. However, only one company representative shall have the right to vote at activities and members' meetings.

2. Practitioner Member: Certified and Non-Certified Translators and Interpreters

This membership category is open to all certified and non-certified translators/interpreters who do not provide services to Alianco. Practitioner members have an interest in Alianco's activities and objectives and must also meet the membership eligibility requirements set by resolution of

the Board of Directors. Prospective Practitioner members must submit an application and must be granted Practitioner member status by the Board of Directors. Certified and non-certified Practitioner members are entitled to take part in all Alianco activities and have the right to speak and vote at members' meetings. Companies may designate more than one representative for the purpose of taking part in Alianco activities and meetings. However, only one company representative shall have the right to vote at activities and members' meetings.

3. **Corporate Member:** Chambers of Commerce, Software suppliers, Private companies and Banks

All businesses and corporations that have an interest in Alianco's objectives and activities and meet the eligibility requirements set by resolution of the Board of Directors may become Corporate members of Alianco. Corporate members are entitled to designate one natural person to act as their representative. They must also inform Alianco, in writing, of the name of the designated representative. The representative may attend members' meetings but is not entitled to vote. Corporate members may replace their designated representative at any time. Several representatives of the same organization may attend meetings and are entitled to speak, but do not hold voting rights.

4. **Community Member:** RDÉE, CBDC, Universities and Colleges

Any not-for-profit organization or association that has an interest in Alianco's activities and objectives and meets the eligibility requirements set by resolution of Alianco's Board of Directors may become a Community member. Community members are entitled to designate one physical person as a representative; Alianco must be informed, in writing, of the individual's name. The representative may attend members' meetings on behalf of the organization or association, but is not entitled to vote. Community members may replace their designated representative at any time. Several representatives of the same organization or association may attend meetings and are entitled to speak, but do not hold voting rights.

5. **Student Member:**

Student members must be registered in a degree program or post-Bachelor's degree certificate program in Translation or in a related field. They must also meet the eligibility requirements set by resolution of Alianco's Board of Directors. Student members may attend members' meetings but are not entitled to vote.

Please note: *Alianco members are not eligible to become a member of the Board of Directors, as per Bylaw Section 5. Board of Directors, point 5. A. ii. Composition.*

B. Rights of Members

- i. Associate Members and Practitioner Members are entitled to:
 - a. elect the directors;

- b. attend and vote at Annual General Meetings or Extraordinary General Meetings of the Corporation;
 - c. have one vote at such meetings.
- ii. Corporate, Community and Student Members shall have a consultative voice at Annual General Meetings or Extraordinary General Meetings of the Corporation.

C. Suspension and Resignation

- i. A member may be suspended or expelled by a vote of two-thirds (2/3) of the members present at an annual general meeting or a special meeting of members, for the reasons set out in D (ii) or for any reason deemed sufficient by Institutional Members and Business Members. A member who is suspended or expelled may be allowed to rejoin the Organization by a majority vote at an annual general meeting.
- ii. The board shall have authority to suspend or expel any member from the Organization for any one or more of the following grounds:
 - a. violating any provision of the articles, by-laws, or written policies of the Organization;
 - b. carrying out any conduct which may be detrimental to the Organization as determined by the board;
 - c. for any other reason that the board considers to be reasonable, having regard to the purpose of the Organization.
- iii. In the event that the board determines that a member should be expelled or suspended from membership in the Organization, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Organization. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.
- iv. A member may resign at any time by notifying the secretary; this resignation shall come into effect as soon as the secretary receives the notice.

D. Financial Participation of Members

- i. The financial participation of members shall take the form of annual membership dues, the amount of which shall be fixed by the board.
- ii. If a member fails to pay the entire amount of membership dues by the membership renewal date, the membership in the Organization of the member shall be cancelled and the member's rights shall be suspended until the membership dues have been paid in full.

E. Meetings of Members

i. Notice of Meetings

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

ii. Absentee Voting at a Meeting of Members

A member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Organization has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Organization without it being possible for the Organization to identify how each member voted.

A special resolution of the members is required to make any amendment to the by-laws of the Organization to change this manner of voting by members not in attendance at a meeting of members.

iii. Annual General Meeting of the Organization

- a. The Organization shall hold an annual general meeting on or before the 30th of September of each year at a place determined by the board.
- b. The secretary shall send a notice of the annual general meeting to each director and to each member of the Organization not less than ten days before the meeting.
- c. The agenda of the meeting shall include, among other items:
 1. Adoption of the Minutes of the Previous AGM;
 2. Business arising from the Minutes;
 3. President's Report;
 4. Executive Director's Report;
 5. Committee Reports;
 6. Financial Statements;
 7. Report of the Nominating Committee;
 8. Election of Directors;
 9. Appointment of an Auditor;
 10. Ratification of Decisions Made by the Board during the Previous year;
 11. Ratification of By-Law Amendments;
 12. New Business.
- d. A quorum for the annual general meeting of the Organization shall be ten members in good standing,
- e. If a quorum is not reached by the time the annual general meeting was set, the members may, after 15 minutes, decide to adjourn the meeting for a period of not more than one month without further notice than an announcement of the time and place of the meeting. If a quorum is reached at an annual general meeting, the meeting may be adjourned in the

same manner for a certain period determined by a motion which is voted upon and carried. Any item of business listed on the agenda for the original annual general meeting may be discussed at the rescheduled AGM.

iv. Special Meeting of Members

- a. The president may call a special meeting of members at any time, and shall call a special meeting of members on written requisition of at least 10 members.
- b. The secretary shall send written notice of a special meeting of members, not less than six days before the meeting is to be held, to each member at the most recent address shown in the registers of the Organization, or if no address appears in the registers, to the most plausible address of the member according to the person sending the notice. The written notice of this special meeting of members shall indicate the items to be discussed at the meeting. The requirement to send a notice of the meeting shall not apply if all members are present, or if all members who are absent have given written notification that they consent to the meeting being held in their absence. At this special meeting of members, any item of business may be discussed or voted upon in the same way as it would be at an annual general meeting.
- c. A quorum for a special meeting of members shall be ten members in good standing.
- d. If a quorum is not reached by the time the special meeting of members was set, the members may, after 15 minutes, decide to adjourn the meeting for a period of not more than one month without further notice than an announcement of the time and place of the meeting. If a quorum is reached at a special meeting of members, the meeting may be adjourned by the same method for a certain period determined by a motion which is voted upon and carried. Any item of business listed on the agenda for the original annual general meeting may be discussed at the rescheduled meeting.

F. Members Calling a General Meeting

- i. The board of directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of not less than ten (10) members. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

5. **Board of Directors**

A. Composition

- i. The property and business of the Organization shall be managed by a board of directors elected by the members at the annual general meeting. The members of the Board of Directors shall not be from the translation industry.
- ii. The board shall consist of eight directors who are not members of the Organization: four directors representing New Brunswick, two directors representing Nova Scotia, one director representing Prince Edward Island, and one director representing Newfoundland and Labrador.
- iii. The board of the Organization shall appoint a nominating committee to establish a list of candidates for positions on the board of directors or shall otherwise implement a process for doing so.

B. Term of Office

- i. Five of the first members of the board shall be elected for a term of two years, and three of the first members of the board shall be elected for a term of one year.
- ii. These terms may be renewed once for a two-year term.
- iii. After the expiration of the terms of the first directors, all directors shall be elected for a term of two years, renewable once.
- iv. If a director vacates a position on the board before the end of this term, the board of directors may appoint a director to fill the vacancy for the unexpired term of his or her predecessor.
- v. A director may be removed from the board at a special meeting of the board if the director has failed to attend three consecutive meetings without due cause, or for any other reason considered reasonable.

C. Committees

- i. The board may appoint any standing committees, ad hoc committees, or other committees it deems necessary.

D. Board Meetings: Place, Time, Notice and Voting

- i. The board shall determine the place, day, and hour of regular meetings of the board. The board shall hold at least two meetings per year. Notice of a board meeting shall be sent electronically to directors not less than 24 hours before the meeting or by mail not less than 14 days before the meeting. This notice is not required if all directors are in attendance in person or electronically. Decisions are made by the board through a majority vote of those present.

E. Quorum

- i. A quorum for a board meeting or an executive meeting shall be a simple majority of members.

6. Executive

A. Duties

- i. The executive carries out the tasks and duties delegated to it by the board of directors and manage the affairs of the Organization between board meetings. The executive is responsible for the direct supervision of the executive director.

B. Offices

- i. As soon as they have been elected, the directors elect, from among their members, a president, a vice-president, a secretary and a treasurer.

C. Term of Office

- i. The officers are elected for a term of one year.
- ii. An officer can be removed from office by a resolution of the board.

D. Vacancies

- i. If an officer vacates an office after the annual election of the executive, the board of directors shall elect an officer to fill the vacancy at the next regular board meeting. The officer elected shall fill the position for the unexpired term of his or her predecessor.

7. Chief Executive Officer

- i. The Board of Directors may hire a Chief Executive Officer (CEO) and delegate to the CEO the authority to manage and oversee the business of the Corporation, except for those matters and responsibilities that the Board shall reserve for itself.

8. Majority Votes at Meetings of the Members, of the Board and of the Executive

- i. Unless otherwise stipulated in the articles, by-law or the Act, decisions are made by a majority vote at all meetings of the members. In the case that a show of hands, a secret ballot or a vote by electronic means results in a tie vote, the meeting chair shall cast the deciding vote.

9. Participation in a Meeting of the Members or of the Board by Telephone or Other Communications Facilities

- i. If the Organization decides to establish telephone, electronic or other communication facilities, any person participating in a meeting and entitled to vote at that meeting may do, in accordance with the Act by telephone, electronic or another means of communication.

10. Holding Meetings of the Members, of the Board or of the Executive by Telephone or Other Communication Facilities

- i. If the directors or members of the Organization call a meeting of the members in accordance with the Act, these directors or members may, in accordance with the Act and its Regulations, decide that the meeting may be held by telephone, electronic or other communication facilities that permit all persons participating in the meeting to communicate adequately with each other during the meeting.

11. Execution of Documents

- i. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Organization may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.
- ii. Any person authorized to sign any document may affix the corporate seal (if any) to the document.
- iii. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Organization to be a true copy thereof.

12. Financial Year End

The financial year end of the Organization shall be the 31st of March in each year.

13. Annual Financial Statements

The Organization shall send to the members a copy of the annual financial statements and other documents required by the Act, or a copy of a publication of the Organization reproducing the information contained in the documents. Instead of sending the documents, the Organization may send a summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Organization is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.

14. Borrowing Powers

In accordance with the articles, the directors may

- i. borrow money on the credit of the Organization on such terms as it sees fit, by securing loans, advances, or overdrafts or by any other means;
- ii. issue or cause to be issued bonds, debentures or other securities of the Organization, providing no public offering of these securities is made;
- iii. pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board;
- iv. mortgage, hypothecate, pledge or otherwise create a security interest in all or any real or personal property of the Organization, owned or subsequently acquired;
- v. delegate in whole or in part any of the powers set out above to designated officers or directors of the Organization;
- vi. indemnify any officer, director or any other person who has incurred or is about to incur debt on behalf of the Organization and protect this person against any loss occurring as a result of an assignment to the Organization of any interest, hypothec or lien on a part or the whole of the Organization's real or personal property.

15. Banking Arrangements

The banking business of the Organization shall be transacted at such bank, credit union, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Organization and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

16. Auditor

An auditor to review and audit the financial statements of the Organization shall be appointed by a motion at the annual general meeting.

17. Indemnification of Directors and Officers

- i. Except in the event of dishonesty on his part, no director or officer of the Association shall be held responsible for any act, omission, negligence or default on his part or on the part of any other officer or director, for any loss or expense incurred by the Association as a result of a deficiency in the title of any asset acquired for the Association by order of the Board or the deficiency of any security in which the Association's funds have been invested, or for any damage or loss arising from the bankruptcy, insolvency or prejudicial act of any person to whom the funds, securities or assets of the Association are delivered, or for any loss arising from an error of judgment or omission on his part, or for any damage or loss that occurs in the execution of his duties as an officer or a director.
- ii. Every director and officer shall be indemnified and saved harmless, out of the funds of the Organization, from and against:
 - a. all costs, charges and expenses whatsoever which the director or officer of the Organization sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such director or officer of the Organization for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such director or officer in or about the execution of the duties of the office; and
 - b. all other costs, charges and expenses which such director or officer of the Organization sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by the wilful neglect or default of such director or officer of the Organization.

18. Dissolution

If the Organization is dissolved for any reason, its assets shall be distributed in accordance with the articles.

19. By-law and Effective Date

The board of directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Organization without having the by-law, amendment or repeal confirmed by the members by special resolution. The by-law, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed.

ADOPTED by the founding members of Alianco on the 14th day of August, 2013.