

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

Proposed amended and restated version

For approval at the Annual General Meeting of September 23, 2026

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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 apply to these by-laws:

“associate member” has the same meaning as in subsection 7(4) (« membre associé »);

“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 7(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 or appointed in accordance with section 27 (« administrateur »);

“fiscal year” means the period beginning on September 1 of one year and ending on August 31 of the following year (« exercice »);

“honorary member” has the same meaning as in subsection 7(3) (« membre d’honneur »);

“language combination” means the source and target languages in which a translator, terminologist or interpreter works, including the direction of translation or interpretation (« combinaison linguistique »);

“member” means a certified, honorary, associate or supporting member (« membre »);

“supporting member” has the same meaning as in subsection 7(5) (« membre de soutien »).

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.

MEMBERSHIP

Membership categories

- 7(1)** The Association has four membership categories: certified members, honorary members, associate members and supporting members.

Certified members

- 7(2)** Persons certified in accordance with section 14 are certified members. Founding members of the Association are de facto certified members.

Honorary members

- 7(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.

Associate members

- 7(4)** Persons admitted in accordance with section 17 are associate members. Associate members may attend annual and special general meetings but may vote only in the election of the associate director-at-large.

Supporting members

- 7(5)** Persons admitted in accordance with section 18 are supporting members. Supporting members may attend annual and special general meetings but may not vote. They may stand for election as general directors-at-large.

Protected use of “certified”

- 8** Only translators, terminologists and interpreters who are certified members in good standing of the Association are entitled to use the designation “certified” in connection with ATIM.

Use of the Association’s name by associate and supporting members

- 9** Associate and supporting members may refer to their affiliation with the Association, including by using its name, acronym or logo, only if they clearly identify their applicable membership category.

Responsibilities of members

- 10(1)** All members are required to comply with these by-laws and with any rules adopted by the Board that apply to their membership category.
- 10(2)** Certified, honorary and associate members are also required to comply with the Code of Ethics.

SUSPENSION, EXPULSION, RESIGNATION AND REINSTATEMENT

Suspension or expulsion

- 11(1)** The Board may, by resolution, suspend or expel any member for:

- (a) a serious breach of these by-laws or of rules applicable to the member’s membership category;
- (b) misuse of the Association’s name, acronym or logo; or
- (c) conduct that seriously harms the Association or its members.

The Board may also suspend or expel a certified, honorary or associate member for a serious breach of the Code of Ethics or for professional misconduct that could tarnish the image of the profession.

An expelled member is not entitled to a refund of any fees or dues paid and is not eligible to reapply for membership.

Review

- 11(2)** An expelled member has one year from the date of expulsion to apply to the Board for a review of the decision. The Board shall then, in an appropriate manner and without delay, form an independent and impartial committee for that purpose. The decision of the independent committee is final.

Deemed resignation

- 11(3)** A member who fails to pay annual dues by the deadline provided in subsection 20(2) is deemed to have resigned from the Association.

Voluntary resignation

- 11(4)** A member who wishes to resign shall notify the Board in writing. Membership ends when the Board receives the notice, and no fees or dues paid are reimbursed.

Reinstatement

- 11(5)** A person who has voluntarily resigned or is deemed to have resigned has one year to apply to the Board for reinstatement in the same membership category. If the application is approved, the person must pay any outstanding dues and meet any other conditions set by the Board. After the one-year period, the person must apply under the admission requirements applicable to the membership category sought. This subsection does not apply to a person who has been expelled.

CERTIFICATION

Purpose

- 12** The purpose of certification is to attest to a candidate's suitability to practise the profession of translator, terminologist or interpreter.

Supervision by director of certification

- 13** All certification procedures described in section 14 are conducted under the supervision of the director of certification.

Certification requirements

- 14(1)** A person may become certified by meeting any one of the following requirements:
- (a) as a certified, honorary or associate member, passing CTTIC's standardized certification examination;
 - (b) as a certified, honorary or associate member, fulfilling the Association's requirements for certification by portfolio described in subsection (3); or
 - (c) being in good standing as the holder of certification or equivalent professional status granted by another professional association or regulatory body recognized by the Board and applying in writing for admission as a certified member, subject to Board approval.

Certification examinations

- 14(2)** A certified, honorary or associate member wishing to register for CTTIC's standardized certification examination must:
- (a) meet the pre-selection criteria established by the Board;
 - (b) submit a written application to the director of certification, accompanied by any documents required by the Board; and
 - (c) pay the fee established by the Board by the prescribed deadline.

Certification by portfolio

- 14(3)** The Association's certification-by-portfolio process is intended for experienced translators, terminologists and interpreters. A certified, honorary or associate member wishing to have a portfolio evaluated must:
- (a) meet the pre-selection criteria established by the Board;
 - (b) submit a written application to the director of certification, accompanied by any documents required by the Board; and
 - (c) pay the fee established by the Board by the prescribed deadline.

The Board shall establish the terms and conditions of the process.

Appeal of an unsuccessful examination or portfolio result

- 14(4)** A candidate who wishes to appeal an unsuccessful examination or portfolio result shall submit the appeal to the director of certification within the applicable time limit. The director shall administer or refer the appeal in accordance with the applicable CTTIC or ATIM process.

Availability of profession and language combinations

- 15** Certification and associate membership are available only in profession and language combinations for which the Association can provide access to an applicable CTTIC examination or an ATIM certification-by-portfolio process.

Certificate

- 16** The director of certification shall deliver to each newly certified member a certificate bearing the signatures of the president and secretary. An ATIM certificate ceases to be valid when its holder ceases to be a certified member.

ASSOCIATE MEMBERSHIP

Eligibility

- 17(1)** To apply for associate membership in a profession and language combination, an individual must:

- (a) be a Canadian citizen or permanent resident;
- (b) have professional experience that the Board considers sufficient; and
- (c) be actively pursuing certification in the same profession and language combination.

An application should normally be made through the professional association in the applicant's province of residence. The Association may accept an application from a person residing outside Manitoba in exceptional circumstances.

Admission test

- 17(2)** The Association shall administer an admission test to assess an applicant's understanding of the Code of Ethics and basic knowledge of the intended profession in the relevant language combination.

Admission and initial period

- 17(3)** The director of certification may admit an applicant whose admission test results demonstrate reasonable potential to achieve certification in the intended profession and language combination. The director may refer an unusual or uncertain application to the Board. Associate membership is granted for an initial period of up to five years and is limited to one profession and one language combination at a time.

Expiry, reapplication and further continuation

- 17(4)** An associate member who does not obtain certification during the initial period may not reapply for associate membership for two years after that period expires. After the waiting period, the person may reapply for one additional associate-membership period of up to two years.
- 17(5)** A person who does not obtain certification during the additional two-year period may continue as an associate member only with the approval of the Board, on the terms and for the period determined by the Board.

SUPPORTING MEMBERSHIP

Eligibility and admission

- 18(1)** An individual who supports the purposes of the Association and is not applying for or pursuing certification in a profession represented by the Association may apply to become a supporting member. Admission is subject to Board approval.

Rights and status

- 18(2)** Supporting members may attend annual and special general meetings but may not vote. They may stand for election as general directors-at-large. The Board may determine their eligibility to serve on committees, receive publications, access member services and exercise other privileges, subject to these by-laws.

Professional status

- 18(3)** Supporting membership does not confer a professional designation, certified status or any representation of competence in translation, terminology or interpretation.

FEES AND DUES

Fees and dues

19(1) The annual dues applicable to certified members are fixed by resolution at each annual general meeting for the following fiscal year. The Board shall set the annual dues applicable to supporting members and all other fees, including fees relating to admission, reinstatement and certification.

Associate member dues

19(2) The annual dues applicable to associate members are 80% of the annual dues applicable to certified members.

Reduced annual dues for senior members

19(3) Certified and associate members who have reached 65 years of age at the start of the fiscal year shall pay 60% of the regular annual dues applicable to their membership category.

Due date

19(4) Annual dues are payable on the first day of the applicable fiscal year using a method prescribed by the Board.

Dues for new membership or change in membership category

19(5) When a person becomes a member, or when an associate member becomes a certified member, partway through a fiscal year, any dues already paid shall be credited and the balance shall be prorated according to the number of full months remaining in the fiscal year.

Notice of annual dues

20(1) On or before July 15 of each year, the Association shall distribute a notice to all dues-paying members indicating the annual dues applicable to them for the coming fiscal year.

Follow-up notice and deemed resignation

20(2) A follow-up notice shall be sent to each dues-paying member who has not paid annual dues by October 1. The notice shall state that a member who has not paid by November 1 will be deemed to have resigned and immediately removed from the register in accordance with subsection 11(3).

BOARD OF DIRECTORS

Role

21(1) The Board is responsible for ensuring compliance with these by-laws and the Code of Ethics, providing access to CTTIC's standardized certification examination, administering the certification-by-portfolio process and the associate- and supporting-membership processes, managing the affairs of the Association and organizing all general meetings.

Composition

21(2) The Board consists of:

- (a) an executive committee comprising a president, vice-president, secretary, treasurer and director of certification elected from among certified or honorary members;
- (b) up to two general directors-at-large elected from among certified, honorary or supporting members; and
- (c) up to one associate director-at-large elected from among associate members.

Meetings

21(3) The Board shall meet as often as it considers appropriate and shall provide at least 24 hours' notice of meetings. Quorum is three directors, including at least two executive committee members. Decisions are made by a simple majority of the directors entitled to vote on the matter.

Minutes

21(4) Minutes of Board meetings shall be kept.

Limitation applicable to service on certain other boards

21(5) 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(6) Members who reside outside Manitoba may be elected to the Board only as directors-at-large.

Voting rights of the associate director-at-large

21(7) The associate director-at-large may participate in discussion on all matters but may vote only on matters that the Board determines directly affect associate members.

Executive committee voting privilege

21(8) The executive committee may, for valid reasons, reserve to its members the exclusive right to vote on a specific matter.

Register of members

22 The Board shall maintain a register containing:

- (a) for every member, the member's name, mailing address, email address and membership category;
- (b) for certified and honorary members, the certification profession, certificate number and certification language combination or combinations;
- (c) for associate members, the profession and language combination for which they were admitted, the date of initial admission and the expiry date of the applicable associate-membership period;
- (d) for supporting members, the date of admission; and
- (e) any other relevant information.

Directors**President**

23(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

23(2) The past president is invited to Board meetings but does not have voting rights.

Vice-president

23(3) The vice-president assists the president and acts on his behalf in his absence.

Secretary

23(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

23(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.

Director of certification

23(6) The director of certification oversees member certification, the admission of associate members and the examination and portfolio appeal processes, and performs the other functions assigned under sections 14 and 17.

Banking operations

23(7) The Association's banking operations shall be carried out by the treasurer or another person appointed by the executive committee. Transactions of \$5,000 or more require prior authorization from the executive committee. Cheques must be signed by two persons authorized by the Board.

Term

23(8) Directors remain in office until the following election and may not hold the same position for more than three consecutive terms.

GENERAL MEETINGS**Types of meetings**

24(1) The Association may hold annual general meetings or special general meetings. Unless the Board decides otherwise, only members in good standing may attend.

Quorum for meetings

24(2) The quorum for a general meeting is 15% of the members entitled to vote on general business, with at least half of the required quorum consisting of members entitled to vote who reside in Manitoba. Any fraction resulting from either calculation is rounded up to the next whole number. If quorum is not present within 30 minutes after the scheduled meeting time, the meeting shall be dissolved and reconvened seven days later. At the reconvened meeting, the members entitled to vote on general business who are present constitute quorum.

Majority

24(3) A resolution is adopted by a majority of the members entitled to vote on the matter who are present at the general meeting.

Minutes

24(4) Minutes of all general meetings shall be kept.

Annual general meeting

25(1) The Association shall hold an annual general meeting no later than October 31 of each year. The meeting may be held in person in Winnipeg, remotely or in a hybrid format. The Board shall determine the date, time and format of the meeting and its location, if applicable.

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 applicable to certified members for the following fiscal year;
- (e) elect directors in accordance with section 27;
- (f) vote on resolutions to amend these by-laws; and
- (g) make any other decisions it considers appropriate, including 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 members entitled to vote on general business who are present at the meeting.

Notification and documents

25(4) At the Board's request, the secretary shall call the annual general meeting and distribute the following documents to all members at least 30 days before the scheduled meeting date:

- (a) notice stating the date, time and format of the meeting, its location, if any, and remote-participation details, if applicable;
- (b) the meeting agenda;
- (c) where possible, the text of every resolution to be put to a vote; and
- (d) a call for Board nominations stating the nomination procedure and deadline.

Special general meetings**Notification**

26(1) The Board shall call a special general meeting within 21 days after receiving a request supported by at least one-third of the members entitled to vote on general business. The Board may also call a special general meeting for any other reason it considers appropriate.

Distribution of documents

26(2) The secretary shall distribute the following documents to all members at least 15 days before the special general meeting:

- (a) notice stating the date, time and format of the meeting, its location, if any, and remote-participation details, if applicable;
- (b) the meeting agenda; and
- (c) the text of every resolution received that is to be put to a vote.

Restricted agenda

26(3) The agenda for a special general meeting is restricted to the matters for which the meeting was called.

Election of directors

Nomination

27(1) A member seeking election to the Board shall submit to the secretary, at least 15 days before the annual general meeting, a nomination form stating the position sought and seconded by a member entitled to vote in the election for that position. A member may stand for only one position but may second more than one candidate in an election in which that member is entitled to vote.

Distribution of list of candidates

27(2) The secretary shall distribute the list of Board candidates to all members at least seven days before the annual general meeting.

Election procedure

27(3) Directors shall be elected from among the candidates on the list. All elections and approvals under this section shall be conducted by secret ballot using a method appropriate to the meeting format that preserves the secrecy of each vote. Except as provided in subsection (7), a candidate is elected or approved by simple majority.

Absence of candidates

27(4) If no eligible member is a candidate for a position, or if a candidate is not approved under subsection (6), any eligible member present at the general meeting may stand for that position, including a member who was a candidate for another position. Any position that remains vacant may be filled under subsection (8).

Voting order

27(5) Directors shall be elected in the following order: president, vice-president, secretary, treasurer, director of certification, general directors-at-large and associate director-at-large.

Acclamation subject to approval

27(6) If the number of eligible candidates for a position or category of positions does not exceed the number of positions available, each candidate is elected by acclamation if the members entitled to vote in that election approve the acclamation in accordance with subsection (3).

Election of directors-at-large

27(7) Directors-at-large shall be elected as follows:

- (a) if there are more candidates for general director-at-large than available positions, the members entitled to vote on general business may vote for up to the number of positions available, and the candidates receiving the highest numbers of votes are elected, up to that number; and
- (b) the associate director-at-large is elected by associate members. If there is more than one candidate, the candidate receiving the highest number of votes is elected.

Co-option in the event of a vacancy

27(8) The Board may fill a vacancy by co-option. An executive vacancy must be filled by a certified or honorary member, a general director-at-large vacancy by a certified, honorary or supporting member, and an associate director-at-large vacancy by an associate member. A co-opted member is deemed to have been elected.

AMENDMENT OF BY-LAWS, MANNER OF DELIBERATIONS AND EFFECTIVE DATE

Amendment of by-laws

28 These by-laws may be amended or repealed by resolution at a general meeting.

Manner of deliberations

29 The deliberations of general meetings and Board meetings are governed by the Code Morin or Robert's Rules of Order.

Effective date

30 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:

his experience;

the time required to execute the mandate;

the complexity of the mandate;

the scope of the mandate;

the liability assumed;

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.