

WESTCOAST ASSOCIATION OF VISUAL LANGUAGE INTERPRETERS

CONSTITUTION & BYLAWS

CONSTITUTION

Office consolidation effective date: June 20, 2016¹

Name

1. The name of the Society is the “Westcoast Association of Visual Language Interpreters”.

Purposes

2. The purposes of the Association are to provide a Provincial organization:
- a. To be responsible for promoting the standardization of the quality of service provided by Visual Language Interpreters;
 - b. To encourage the development of programs designed to facilitate the education and training of qualified Visual Language Interpreters at the Provincial level;
 - c. To promote guidelines defining the standards and functions of Visual Language Interpreters;
 - d. To promote professional development of Visual Language Interpreters through providing opportunities for participation in workshops, professional meetings, interaction with colleagues and reading of current literature in the field;
 - e. To promote the discussion and solution of all issues related to Visual Language Interpreting;
 - f. To advocate for excellence in interpreting and ethical standards;
 - g. To foster mutual understanding and rapport between the Deaf community and professional interpreters;
 - h. To promote awareness and understanding of interpreters and the services they provide;
 - i. To recruit qualified persons to the profession of visual language interpreting;
 - j. To receive and resolve complaints against Members and to act on those complaints in the public interest.

¹ An amendment to section 2 of the Constitution was approved by the membership on April 18, 2016, but it was not filed and certified by the Registrar of Companies until June 20th, which is, pursuant to the *Society Act*, the effective date of that change, and – therefore – also for this office consolidation.

WESTCOAST ASSOCIATION OF VISUAL LANGUAGE INTERPRETERS

BYLAWS

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Part 1 — Interpretation

Definitions

1. (1) In these bylaws, unless the context otherwise requires:

“**Act**” means the *Society Act* of British Columbia from time to time in force and all amendments to it;

“**Active Member**” means a Member who is registered in one or more of the classes of membership designated in bylaw 7(a), (b) or (c);

“**Association**” or “**WAVLI**” means the Society registered under the *Act* and granted the name Westcoast Association of Visual Language Interpreters;

“**Board**” means the board of the Association composed of directors elected or appointed pursuant to these Bylaws;

“**CASLI**” means the Canadian Association of Sign Language Interpreters;

“**Code**” means the *Code of Ethics and Guidelines for Professional Conduct* as approved by the Board pursuant to bylaw 50(2);

“**directors**” means the directors of the Association for the time being who collectively constitute the Board;

“**eligible votes**” includes any votes given by proxies an Active Member may hold pursuant to bylaw 30, unless a bylaw expressly excludes proxies from that vote, and includes eligible voters;

“**Former Bylaws**” means the previous bylaws of the Association that were repealed and replaced by these Bylaws;

“**general meeting**” means either an annual general meeting of the membership held pursuant to bylaw 23 or a special general meeting of the membership held pursuant to bylaw 24;

“**Member**” means a person who has been accepted for membership in the Association pursuant to bylaw 9(2) and remains in good standing pursuant to bylaw 16;

“**registered address**” of a member means the Member's address as recorded in the register of members;

“**Student Member**” means a Member who is registered in the class of membership designated in bylaw 7(d).

(2) The definitions in the *Act* on the date these bylaws become effective apply to these bylaws.

Equivalency

2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 — Foundational Principles

Purpose of Gain

3. The Association is to carry on its operations without pecuniary gain to its Members and any profits or other accretions to the Association are to be used in promoting its constitutional purposes.

Dissolution

4. In the event of dissolution or winding up of the Association, all its remaining assets after payment of its liabilities shall be distributed to one or more organizations having cognate or similar constitutional purposes.

Affiliation

5. The Association shall maintain, upon acceptance, chapter membership in the CASLI.

Part 3 — Membership

Transition

6. (1) The Members of the Association are the applicants for incorporation of the Association, and those persons who subsequently become Members, in accordance with the Bylaws and, in either case, have not ceased to be members.

(2) A Person who was registered as a Member in one of the classes of membership set out in bylaw 3.1.1 of the Former Bylaws is deemed to be a Member in the applicable class as set out in bylaw 7.

Classes of Membership

7. The following are the classes of membership in the Association:

- (a) American Sign Language – English Interpreter (ASL-English Interpreter);
- (b) Deaf Interpreter;
- (c) Langue des signes québécoise – French Interpreter (LSQ-French Interpreter);
- (d) Associate Member; and
- (e) Student Member.

Membership fees

8. (1) The Board may set by resolution the membership fees or dues, and the dates when such fees or dues must be paid.

(2) Once set, the Board must inform the membership of the amount and due date, and do so during the Annual General Meeting or by some other appropriate means.

Membership Committee

9. (1) There shall be a Membership Committee to consist of at least three persons and the chair to be appointed by the Board.

- (2) The Membership Committee shall do the following:
- (a) evaluate the application and the credentials of an applicant for membership in the Association in accordance with the membership requirements prescribed by these Bylaws;
 - (b) if an applicant meets the prescribed membership requirements, grant that applicant membership in the applicable class as set out in bylaw 7, and so notify that applicant.

Membership requirements for ASL-English Interpreter

10. (1) A person is entitled to be registered as an ASL-English Interpreter if that person
- (a) meets the requirements of subsection (2),
 - (b) maintains a residence in British Columbia,
 - (c) completes the membership application form as approved by the Board,
 - (d) pays the membership fee for an ASL-English Interpreter as set by the Board under bylaw 8, and
 - (e) that person's application for membership has been approved by the Membership Committee.
- (2) To be registered as an ASL-English Interpreter, an applicant must meet the following experience and educational requirements:
- (a) the applicant is an interpreter currently providing visual language interpreting services to the public, as prescribed by subsection (3);
 - (b) the applicant has graduated from an acceptable visual language interpreter education program listed in subsection (4).
- (3) For the purposes of clause (2)(a), a person is deemed to be currently providing visual language interpreting services to the public if that person can provide documentation in a form acceptable to the Membership Committee of recent work experience as an ASL-English Interpreter.
- (4) For the purposes of clause (2)(b), the following are the acceptable visual language interpreter education programs:
- (a) British Columbia: Douglas College, Coquitlam, BC (Diploma in Sign Language Interpretation);
 - (b) Alberta: Lakeland College, Edmonton, AB (Diploma in Sign Language Interpretation);
 - (c) Manitoba: Red River College/University of Manitoba, Winnipeg, MB (Diploma in ASL-English Interpretation);
 - (d) Ontario: George Brown College, Toronto, ON (Diploma in ASL/English Interpretation or Bachelor in Interpretation (ASL-English));
 - (e) Nova Scotia: Nova Scotia Community College, Dartmouth, NS (Diploma in ASL/English Interpretation).
- (5) Notwithstanding subsection (4), a graduate from an educational program other than one listed in that subsection may be granted registration if, after evaluating that program, the Board determines that the other educational program provides for substantially the same level and type of education in visual language interpretation as provided by the programs listed in subsection (4).

Membership requirements for Deaf Interpreter or LSQ-French Interpreter

11. A person is entitled to be registered as either a Deaf Interpreter or as an LSQ-French Interpreter if that person
- (a) is, at the time of application, involved in the provision of visual language interpreting services as a Deaf Interpreter or LSQ-French Interpreter,
 - (b) maintains a residence in British Columbia
 - (c) completes the prescribed application form, approved by the Board,
 - (d) pays the membership fee for a Deaf Interpreter or LSQ-French Interpreter, prescribed by the Board under bylaw 8, and
 - (e) that person's application for membership has been approved by the Membership Committee.

Membership requirements for Student Members

12. A person is entitled to be registered as a Student Member if that person
- (a) currently meets one of the following:
 - i) enrolled in an interpreter education program listed in bylaw 10(4)
 - ii) engaged in training in accordance with the Canadian Association of Sign Language Interpreter's Alternative Pathways to Deaf Interpreter membership
 - (b) maintains a residence in British Columbia,
 - (c) completes the prescribed application form, approved by the Board,
 - (d) pays the membership fee for a Student Member, prescribed by the Board under bylaw 8, and
 - (e) that person's application for membership has been approved by the Membership Committee.

Membership Requirement for Associate Members

12.1 A person is entitled to be registered as an Associate Member if that person meets the requirements for membership set out in section 10, 11, or 12, above, and does not maintain a residence in British Columbia.

Automatic loss of membership

13. A Member is deemed to no longer be a Member if one of the following circumstances occurs:
- (a) when that Member withdraws membership in the Association by
 - (i) delivering to the Association a written resignation, or
 - (ii) submitting a copy of the same to the Secretary of the Association;
 - (b) when that Member dies;
 - (c) when that Member fails to pay a membership fee by the due date, as prescribed by the Board pursuant to bylaw 8.

Expulsion resolution

14. (1) A Member who violates either the Constitution or the Bylaws may be expelled from WAVLI by a special resolution approved by the Active Members attending a general meeting.
- (2) The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
- (3) The Member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- (4) Proxies may not be used for an expulsion vote conducted under subsection (1).
- (5) A Member who is disciplined for a breach of the Code which results in a suspension or termination of membership pursuant to an order made under Part 10 [*standards, complaints and discipline*] may not also be expelled pursuant to this bylaw.

Effect of loss, expulsion, suspension or termination of membership

15. A Member who has lost membership in the Association pursuant to bylaw 13, has been expelled pursuant to bylaw 14, or has been suspended or terminated pursuant to an order made under Part 10, must not do any of the following:
- (a) represent herself or himself as a Member;
 - (b) display a Certificate of Interpretation or claim to be a Member;
 - (c) use any occupation title granted to the Association pursuant to Part 10 of the *Society Act*.

Member in good standing

16. A Member is in good standing, except for a Member who meets one of the following conditions:
- (a) who has lost membership pursuant to bylaw 13, has been expelled pursuant to bylaw 14, or has been suspended or terminated pursuant to an order made under Part 10, or
 - (b) who has failed to pay the current annual membership fee, or any other subscription or debt due and owing by the member to the society by the due date, and the member is not in good standing so long as the debt remains unpaid.

Part 4 - Duties and Rights of Members

General duties for Active Members

17. An Active Member must meet the following requirements:
- (a) uphold the Association's Constitution;
 - (b) comply with the Association's Bylaws;
 - (c) comply with Association's *Code of Ethics and Guidelines for Professional Conduct*;
 - (d) pay dues on time for that Member's class of membership;
 - (e) notify the Membership Committee of any change in name or contact information, when such a change occurs or as required in the annual

- membership renewal form;
- (f) stay current with the business of the Association;
- (g) pursue professional development as prescribed by the Code.

General rights for Active Members

18. (1) An Active Member is entitled to the following general rights:
- (a) to cast a single vote at a general meeting of the Association;
 - (b) to run for office;
 - (c) to attend an Association-sponsored workshop for the price of that workshop as may be set for that class of membership;
 - (d) to receive the Association's newsletter
- (2) An Associate Member is not entitled to vote at a general meeting of the Association or to run for office.

Use of titles by an ASL-English Interpreter

19. (1) Only an Active Member in good standing who has been registered as an ASL-English Interpreter is entitled to use one or more of the occupational titles "Registered Sign Language Interpreter", or "Registered ASL-English Interpreter", or "Registered Visual Language Interpreter", as granted to the Association under Part 10 of the Society Act.
- (2) Subject to use of title rules and/or restrictions in jurisdictions outside of British Columbia, an Associate member in good standing who has been registered as an ASL-English Interpreter is entitled to use one or more of the occupational titles "Registered Sign Language Interpreter", or "Registered ASL-English Interpreter", or "Registered Visual Language Interpreter", as granted to the Association under part 10 of the Societies Act.

General duties for Student Members

20. A Student Member must meet the following requirements:
- (a) uphold the Association's Constitution;
 - (b) comply with the Association's Bylaws;
 - (c) apply the Association's *Code of Ethics and Guidelines for Professional Conduct*;
 - (d) pay dues on time for that Member's class of membership;
 - (e) notify the Membership Committee of any change in name or contact information, when such a change occurs or as required in the annual membership renewal form;
 - (f) stay current with the business of the Association.

General rights for Student Members

21. (1) A Student Member is entitled to the following general rights:
- (a) to attend an Association-sponsored workshop for the price of that workshop as may be set for that student members;

- (b) to receive the Association’s newsletter.
- (2) For clarity, a Student Member is not entitled to
 - (a) a vote at a general meeting of the Association, or
 - (b) run for office.

Part 5 — Meetings of Members

Definitions

22. For the purposes of this Part:

“**annual general meeting**” means the general meeting of the Active Members held every year pursuant to bylaw 23;

“**special meeting**” means any general meeting of the Active Members, other than the annual general meeting, that is conveyed pursuant to bylaw 24;

“**special business**” means

- (a) all business at special meeting, except the adoption of rules of order, and
- (b) all business conducted at an annual general meeting, except the

following:

- (i) the adoption of rules of order;
- (ii) the consideration of the financial statements;
- (iii) the report of the directors;
- (iv) the report of the auditor, if any;
- (v) the election of directors;
- (vi) the appointment of the auditor, if required;
- (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

Holding annual general meetings

23. The annual general meeting of the society must be held

- (a) at least once every year, but not more than 15 months after the holding of the last preceding annual general meeting, and
- (b) at the time and place, in accordance with the Act, as the Board may decide.

Convening special meetings

24. (1) The Board may, when the directors think fit, convene a special meeting at the time and place as they may decide.

(2) Notwithstanding subsection (1), the Board must convene a special meeting,

- (a) when it receives a request for a special meeting signed or supported by at least 10 percent of the Active Members, and
- (b) at a time and place as specified in the request, or as soon as possible thereafter.

Notices of general meetings

25. (1) Notice of a general meeting must

- (a) specify the place, day and hour of the meeting, and, in case of special business, the general nature of the business to be conducted at that meeting;
- (b) be issued to each Active Member at least twenty-one (21) days prior to the meeting, either in print or by electronic means.

(2) The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by, any member entitled to receive notice does not invalidate proceedings at that meeting.

(3) If a notice of a general meeting was issued less than twenty-one (21) days prior to the meeting, the Active Members attending that meeting may waive that minimum notice period and subsequently ratify, approve and confirm any or all proceedings taken at that meeting.

(4) For purposes of sending notice to Active Members for any general meeting or otherwise, the mailing address, electronic mail address and other contact information for Members shall be the information most recently recorded by the Membership Committee.

Quorum at general meetings

26. (1) A quorum for any general meeting is 25% of the Active Members in good standing fourteen (14) days prior to the meeting.

(2) Active Members in good standing who have given another Member their proxy to be used at the meeting are to be included in the calculation of quorum in subsection (1), up to the maximum number of proxies that an Active Member may hold pursuant to bylaw 30(2).

(3) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.

(4) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

(5) If within 30 minutes from the time set for the start of a general meeting a quorum is not present, then

- (a) if the meeting was a special meeting convened at the request of members under bylaw 24(2), that special meeting must stand adjourned to such a future date, time and place as the Board may later determine, or
- (b) if the meeting was not a special meeting convened under bylaw 24(2), the members present (and by proxy) are deemed to constitute a quorum for the purposes of that meeting.

Chairing general meetings

27. (1) Subject to subsection (2), the president, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.

(2) If at a general meeting

- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
- (b) the president and all the other directors present are unwilling to act as the chair, the Active Members present must choose one of their number to be the chair.

Adjourning general meetings

28. (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (2) When a general meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
- (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

Voting at general meetings

29. (1) An Active Member in good standing fourteen (14) days prior to a general meeting and present at the meeting in person or by proxy is entitled to one vote.
- (2) Voting at a general meeting is by show of hands or by proxy in accordance with bylaw 30.

Proxy voting

30. (1) Only Active Members may carry a proxy vote on behalf of other Active Members.
- (2) When voting at a general meeting, an Active Member may exercise no more than five (5) proxies on behalf of other Active Members.
- (3) Written or electronic proxies must be in the form and format as approved by the Board.

Resolutions

31. (1) For the purposes of this bylaw, a “**resolution**” includes a motion called on any question.
- (2) A resolution proposed at a general meeting need not be seconded.
- (3) An Active Member or the chair of a general meeting may move or propose a resolution.

Majority

32. Except where the Act or these Bylaws require approval by a special resolution, every resolution or motion called on any question must pass by a simple majority of 50 percent (50%) plus one of the eligible votes.

Part 6 — Directors and Officers of the Board

Composition of the Board

33. (1) There shall be a Board of Directors composed of the following voting officer

positions:

- (a) the President,
- (b) the Vice President,
- (c) the Secretary,
- (d) the Treasurer, and
- (e) one or more Members-at-Large.

(2) The number of elected and voting directors must be five (5) or a greater number as may be determined from time to time at a general meeting.

Ex officio members of the Board

34. (1) For the purposes of this bylaw, “**ex officio member of the Board**” means a person who was not elected under bylaw 35 or appointed under bylaw 41 as a director to the Board.

(2) An ex officio member of the Board

- (a) may attend a Board meeting,
- (b) may speak to any issues at the Board meeting,
- (c) may table a resolution for consideration by the Board, but
- (d) may not vote at a Board meeting.

(3) The following are ex officio members of the Board:

- (a) the Past President;
- (b) the chair of a standing committee appointed by the Board under bylaw 60(b) and who is not otherwise a director.

Election of the Board

35. (1) A separate election must be held for each officer position to be filled as listed in bylaw 33(1).

(2) An election may be by acclamation, otherwise it must be by ballot at an annual general meeting.

(3) If a successor is not elected, the person previously elected or appointed continues to hold office.

Criteria for election or appointment to the Board

36. Only an Active Member in good standing may be nominated, stand for election, or be appointed to the Board.

Terms of office

37. (1) The terms of office for the Board are as follows:

- (a) the President, Vice-President, Secretary, Treasurer and Member-at-Large shall have a term of office of two years, and must retire from office at the annual general meeting in an [odd] numbered year when their successors are elected;
- (b) the Past-President has a term of one year, but that term may be extended for an additional year by resolution of the Board.

(2) With the exception of the Past-President, an officer may be elected to office for an unlimited number of times.

Transition

38. (1) If these Bylaws come into effect during the term of office of an officer who was elected under the Former Bylaws, that term of office for that officer continues and is deemed to end at the annual general meeting to be held in 2017.

(2) Notwithstanding the deemed term of an officer who was elected under the Former Bylaws, that director may seek re-election pursuant to bylaw 35.

Ceasing to be a director

39. (1) A director automatically ceases to be a director and member of the Board in any of the following circumstances:

- (a) on resignation from office by delivering a letter of resignation to the Secretary;
- (b) on death of that director;
- (c) if the director is found to be of unsound mind;
- (d) if the director declares bankruptcy, become a bankrupt or fails to make payment to creditors;
- (e) if the director ceases to reside in the province;
- (f) if the director fails to attend three (3) consecutive Board meetings without approval or consent from the rest of the directors.

(2) Section (1)(f) does not apply to the Past-President.

Removal of a director

40. (1) The Active Members may, by special resolution, remove a director, before the expiration of that director's term of office, and may elect a successor to complete the term of office.

(2) A director whose membership has been suspended or terminated pursuant to Part 10 [*standards, complaints and discipline*] is deemed to no longer be a director.

Vacancies on the Board

41. (1) The directors may at any time and from time to time appoint an Active Member as a director to fill a vacancy in the directors on the Board.

(2) If a director resigns from office or otherwise ceases to hold office, the remaining directors must appoint an Active Member to take the place of the former director.

(3) A director so appointed holds office only until the conclusion of the next annual general meeting of the Association, but is eligible for re-election at the meeting.

(4) An act or proceeding of the directors is not invalid merely because there was less than the prescribed number of directors in office.

Remuneration and reimbursement

42. A director must not be remunerated for being or acting as a director but a director

must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

Part 7 — Proceedings of the Board

Meetings of the Board

43. (1) The directors may meet as the Board at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
(2) Notwithstanding subsection (1), the Board must hold at least one meeting every year.
(3) A director may at any time request, and the secretary, on the request of a director, must, convene a meeting of the Board.

Chair of Board meetings

44. The President is the chair of all meetings of the Board, but
- (a) if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, and
 - (b) if neither is present, the directors present may choose one of their number to be the chair at that meeting.

Notice of meetings

- 45(1) For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
(2) A director who may be absent temporarily from British Columbia may notify the President or Secretary by letter, facsimile, email or any other form that the director is waiving the right to receive a notice of a meeting, and may at any time withdraw that waiver.
(3) Until a waiver notice sent in accordance with subsection (2) is withdrawn,
- (a) a notice of meeting of directors is not required to be sent to that director, and
 - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.

Quorum for Board meetings

46. The quorum for a meeting of the Board is a majority of the directors then in office.

Voting at Board meetings

47. (1) Where there is quorum at a meeting of the Board or any committee of the Board, all resolutions or questions arising at such a meeting must be decided by a majority of votes.

(2) In the case of a tie vote, the chair does not have a second or casting vote and the resolution is deemed not to have passed.

Resolutions at Board meetings

48. (1) A resolution proposed at a meeting of directors or committee of directors need not be seconded.

(2) The chair of a meeting may move or propose a resolution.

Written resolutions

(49) A resolution to be considered outside a regular Board meeting that is in writing, signed by all the directors and placed with the minutes of the Board's next meeting, is as valid and effective as if regularly passed at a regular meeting of directors.

Part 8 — Powers and Duties of the Directors

Powers of the directors

50. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to

- (a) all laws affecting the society,
- (b) these bylaws, and
- (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.

(2) Without limiting the generality of subsection (1), the Board may by resolution do the following:

- (a) approve the *Code of Ethics and Guidelines for Professional Conduct*, or any amendments to the Code;
- (b) approve any standards of practice to guide the membership, or any amendments to such standards;
- (c) approve any policies and procedures to help administer these Bylaws, or any amendment to such policies and procedures.

(3) A rule, made by the membership in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.

Agents, contractors and employees

51. (1) The Board may by resolution do the following:

- (a) appoint or hire such agents, contractors or employees as it deems necessary from time to time;
- (b) set the terms and conditions of their contracts or employment, including remuneration;

- (c) prescribe the scope of the agent's, contractor's or employee's authority and duties.

General duties of directors

52. Every director shall:

- (a) act honestly, in good faith and in the best interest of the Association and the membership;
- (b) exercise the care, diligence and skill of a reasonably prudent person in exercising powers and performing functions as a director;
- (c) report to the Board any matter, thing or legal proceedings in which
 - (i) that director has been named as a defendant, and
 - (ii) may constitute a conflict of interest in relation to the purposes of the Association or otherwise.

Duties of the president

53. The president has the following duties:

- (a) to preside at all meetings of the membership and the Board;
- (b) general management of the affairs of the Association;
- (c) to supervise the other officers in the execution of their duties;
- (d) to work with the Professional Standards Committee to protect the public interest and uphold the professional and ethical standards as described in Part 10;
- (e) to oversee long-range planning and goals of the Association;
- (f) responsible for public relations and to speak on behalf of the Association.

Duties of the vice-president

54. The vice-president has the following duties:

- (a) to carry out the duties of the president during the president's absence or disability;
- (b) to carry out such other duties as may be so directed by the Board.

Duties of the past president

55. The past president has the following duties:

- (a) to advise the Board on matters of governance;
- (b) to ensure a smooth transition from one Board to another;
- (c) to carry out such other duties as may be so directed by the Board.

Duties of the secretary

56. (1) The secretary has the following duties:

- (a) to keep minutes of all meetings of the membership and the Board, and distribute those minutes as required under these Bylaws;
- (b) to issue notices of meetings of the membership or the Board;

- (c) to have custody of all records and documents of the society, except those required to be kept by the treasurer;
 - (d) to conduct the correspondence of the Association;
 - (e) to maintain the register of members.
- (2) In the absence of the secretary from a meeting, the directors must appoint another person to act as the recording secretary for that meeting.

Duties of the treasurer

57. The treasurer has the following duties:

- (a) to have custody of the funds and securities of the Association;
- (b) to keep the financial records, including books of account, necessary to comply with the Act;
- (c) to deposit all monies, securities and other valuable effects in the name and to the credit of the Association in an accredited financial institution approved by the Board;
- (d) to prepare such budget or cash flow statements as may be required by the Association, and to render financial statements to the directors, members and others when required
- (e) to collect and deposit membership fees, if applicable.

Duties of a member-at-large

58. A member-at-large has the following duties:

- (a) to assist in the governance and administration of the Association as may be required;
- (b) carries out such other duties as may be so directed by the Board.

Part 9 - Committees

Types of committees

59. (1) The following are the standing committees of the Association:

- (a) Membership Committee;
- (b) Professional Standards Committee.

(2) All other committees are operational committees.

Appointment of committees, etc.

60. The Board may by resolution

- (a) establish any operational committee as it may determine is necessary to carry out the purposes and goals of the Association;
- (b) appoint the chair and members of a standing committee or operational committee, and set the terms of the chair's office, as may be necessary;
- (c) delegate any, but not all, of the director's powers to a standing or operational

committees as it may determine is necessary.

Powers and reporting of a committee

61. (1) An operational committee established under bylaw 60 (a) to exercise powers so delegated must
- (a) conform to any rules imposed on it by the Board, and
 - (b) report through its chair every act or thing done in exercise of those powers to the earliest meeting of the Board held after the act or thing has been done.
- (2) A standing committee established under these Bylaws must undertake the powers and duties assigned to that committee as imposed on it by these Bylaws.
- (3) The chair of a standing committee must report to the Board on such terms and conditions as the Board may establish for such reporting.

Chair of committee

62. If at a meeting the chair of the committee is not present within 30 minutes after the time appointed for holding the meeting, the remaining members of the committee present may choose one of their number to be the chair for that meeting.

Committee meetings

63. The members of a committee may meet and adjourn as they consider proper.

Part 10 - Standards, Complaints and Discipline

Definitions

64. In addition to the definitions set out in bylaw 1, throughout this Part:
- (a) “**Committee**” means the Professional Standards Committee appointed by the Board pursuant to bylaw 65 to investigate and resolve a complaint filed under bylaw 68;
 - (b) “**complaint**” means a communication that documents a Complainant’s concerns about the conduct of a Member that meets the requirements of bylaw 68(2);
 - (c) “**Complainant**” means a person who has filed a complaint against a Member under bylaw 68;
 - (d) “**Discipline Panel**” means a panel of Members appointed by the Committee pursuant to bylaw 83 to adjudicate an allegation against a Member as set out in the citation issued pursuant to bylaw 80;
 - (e) “**mediation**” means any process a Complainant or a Member, or both, may agree to participate in that provides a way to resolve a complaint other than holding a disciplinary hearing, and which includes mediation, arbitration or a restorative justice process as described in Division B [*mediation*];

- (f) “**facilitated agreement**” means a written agreement between the parties that is reached through an alternative dispute resolution process;
- (g) “**mediator**” means a person who has been appointed by the Committee to be a mediator and facilitator during a mediation;
- (h) “**Member**” means an Active Member of the Association;
- (i) “**Respondent Member**” means a Member who has been named in a citation issued pursuant to bylaw 80;
- (j) “**Subject Member**” means a Member who has been named in a complaint filed under bylaw 68;
- (k) “**third party**” means any person who is not a Complainant, a Member, a Person with a Concern, nor a member of the Board, Inquiry Committee or Discipline Panel.

Composition of the Committee

- 65. (1) There shall be a Professional Standards Committee composed of at least three persons appointed by the Board.
- (2) The chair of the Committee shall
 - (a) be appointed by the Board in accordance with bylaw 60, and
 - (b) oversee the complaint investigation and disciplinary procedures outlined in this Part.
- (3) One member of this Committee shall serve as a resource to Members regarding ethical standards, professional guidelines and expectations, as well as procedures dealing with complaints and discipline outlined herein.
- (4) One member of this Committee shall be responsible for educating the public and responding to public inquiries regarding ethical and professional guidelines in place to protect the public interest.

Mandate of the Committee

- 66. (1) The Committee shall oversee standards, complaints and disciplinary action with regard to the professional and ethical conduct of Members in accordance with this Part.
- (2) Without limiting the generality of the foregoing, the Committee will undertake the following:
 - (a) review the *Code of Ethics and Guidelines for Professional Conduct*, and propose changes to the Code for Board and subsequent membership approval;
 - (b) prepare policies and procedures for approval by the Board that are necessary for the Committee to administer the provisions of this Part;
 - (c) educate the public about ethical standards, professional guidelines and expectations, and about procedures dealing with complaints and discipline outlined in this Part;
 - (d) appoint investigators internal or external to the Committee to collect information regarding a complaint;
 - (e) maintain a roster of Members who can be called upon to sit as members of mediation, review or disciplinary panels.
 - (f) investigate and attempt to resolve complaints against Members regarding a

- Member's unethical or unprofessional conduct;
- (g) appoint a Discipline Panel to hold a disciplinary hearing into a Member's conduct when a complaint cannot be resolved.

Confidentiality and record retention

67. (1) Except as otherwise directed or permitted in this or any other bylaw, the Committee, a Discipline Panel or the Board must not disclose to a third party any documents or information

- (a) obtained during an investigation of a complaint,
- (b) concerning a resolution of a complaint or an attempt to resolve a complaint, or
- (c) provided to the Discipline Panel during a discipline hearing, unless the person about whom that information relates or the appropriate committee, as the case may be, consents to such a disclosure.

(2) The Association shall keep

- (a) all records of an investigation of the Committee,
- (b) all evidence presented to a disciplinary panel during a hearing, and
- (c) all decisions of the Discipline Panel

for a period of not less than seven years, but if the circumstances warrant and after consulting with legal counsel, the Association may keep these records for a longer period of time that counsel may advise.

Division A – Complaints and Investigations

Complaints against a Member

68. (1) A person may file a complaint against a Member with the chair of the Committee.

(2) To constitute a complaint against a Member, the information in the complaint filed under subsection (1) must meet the following requirements:

- (a) be in writing or a video in American Sign Language;
- (b) disclose the name and contact information of the person who is making the complaint;
- (c) name the person(s) who were affected by the Member's alleged improper conduct and give their contact information, if the person affected was not the Complainant;
- (d) name a Member who is alleged to have acted improperly, or provide such information that would then allow the Member to be identified;
- (e) describe the Member's conduct such that, if proven, it would constitute a breach of the Code or might otherwise constitute professional misconduct;
- (f) concern matters that are within the Association's jurisdiction;
- (g) indicate whether the concern has already been addressed or is currently being addressed in another legal forum, or could or should be addressed in another legal forum.

(3) On receipt of a complaint, the Committee will

- (a) assess the complaint to ensure it meets the requirements of subsection (2),

- (b) investigate any matters raised by the complaint, and
 - (c) seek to resolve the complaint in a timely fashion.
- (4) In the absence of a complaint filed under subsection (1), the Committee may on its own motion investigate a Member regarding any of the following matters:
- (a) a contravention or failure to comply with the Constitution and Bylaws of the Association;
 - (b) a contravention or failure to comply with the *Code of Ethics and Guidelines for Professional Conduct*;
 - (c) any type of professional misconduct;
 - (d) a question about the Member's competence to work as a visual language interpreter;
 - (e) any physical or mental ailment, an emotional disturbance or an addiction to alcohol or drugs that impairs the Member's ability to work as a visual language interpreter.
- (5) A complaint must be filed under subsection (1) or an investigation must be initiated under subsection (3) within three years of the alleged incident or behaviour of concern.

Complaint Investigations

69. (1) The Committee may request the Complainant and the Subject Member to provide the Committee with any information regarding the matter under investigation, and to do so within a specified period of time.
- (2) After considering the complaint and any related information, the Committee may take one of the following actions:
- (a) dismiss the complaint and take no further action if the Committee determines that
 - (i) the matter is trivial, frivolous, vexatious or made in bad faith, or
 - (ii) the Member's conduct or competence to which the matter relates is satisfactory;
 - (b) refer the parties involved to mediation in an attempt to resolve the dispute pursuant to Division B [*resolution of complaints*];
 - (c) issue a citation and appoint a disciplinary panel pursuant to bylaws 80 and 82, respectively;
 - (d) take action necessary to protect the public during the investigation of a Member or pending a hearing of the Disciplinary Panel if there is evidence of public risk as prescribed in bylaw 79.

Member notification of a complaint

70. (1) Within a reasonable period of time after receiving a complaint that meets the requirements of bylaw 68(2), the Committee must inform the Subject Member
- (a) that a formal complaint about the complaint has been received, and
 - (b) such details about that complaint as the Committee determines are useful or necessary to disclose at that time.

(2) A Member who has been informed of a complaint under subsection (1) must be given a reasonable period of time to respond to the issues raised therein.

Member cooperation

71. (1) A Member must cooperate with the Association during an investigation or resolution of a complaint, and must attend and participate in a disciplinary hearing if one is initiated.

(2) Without limiting the generality of subsection (1), a Subject Member must

(a) cooperate with the Committee;

(b) not withhold information from the Committee;

(c) not hinder or obstruct the Committee or any investigator appointed by the Committee.

(3) If a Member resigns during an investigative, resolution or disciplinary process, those processes may continue and a final decision may be made without the further or direct participation of the (former) member.

Failure to cooperate

72. (1) If a Subject Member fails to comply with a requirement of bylaw 71, the Committee may, subject to subsection (2),

(a) suspend that Member's membership in the Association until such time as the Member cooperates with the Committee or responds to the Committee's request, or

(b) add the Member's failure as an allegation in a citation issued under bylaw 80.

(2) Before acting under subsection (1)(a), the Committee must notify the Subject Member that

(a) the Member's registration may be suspended because of a failure to comply with a requirement of bylaw 71, and

(b) the member has 30 days from the receipt of the notification to provide the committee with an explanation for that member's failure to comply with a requirement of bylaw 71.

(3) A Subject Member who has been notified pursuant to subsection (2) has the burden to explain to the satisfaction of Committee why he or she should not be suspended pursuant to subsection (1)(a), and the member's explanation must be reasonable and acceptable to the Committee.

(4) If a Subject Member has been suspended pursuant to subsection (1)(a), that Member's membership in the Association may not renew unless the Committee otherwise approves that member's renewal.

(5) For clarity, a show cause proceeding under this bylaw is separate and distinct from a disciplinary hearing initiated by a citation issued under bylaw 80.

Division B – Resolution of Complaints

Committee's remedial action by consent and consent agreements

73. (1) The Committee may request the Subject Member to do one or more of the following:

- (a) undertake not to repeat the conduct to which the matter relates;
 - (b) undertake to take educational courses specified by the Committee;
 - (c) accept a reprimand;
 - (d) accept a limit or condition on the member's practice, including a suspension for a defined period of time;
 - (e) accept a suspension or cancellation of the member's membership with the Association;
 - (f) undertake or consent to any other action specified by the Committee.
- (2) If the Committee believes a Subject Member's undertaking, acceptance or consent should be documented, it may ask the member to enter into a consent agreement.
- (3) A consent agreement must
- (a) be in writing and be signed by the Subject Member and the chair of the Committee;
 - (b) include an undertaking, acceptance or consent given by the Subject Member under subsection (1),
 - (c) specify the length of time that an undertaking, acceptance or consent is binding on the Subject Member,
 - (d) specify the procedure that the Subject Member may follow to be released from an undertaking, acceptance or consent, and
 - (e) specify which terms of the consent agreement may be disclosed to the public, and the timing of such disclosure.
- (4) If the Subject Member accepts a proposal from the committee received under subsection (1)
- (a) the Inquiry Committee must, within 30 days of that acceptance, enter into a written consent agreement with the Member that is consistent with the proposal, and
 - (b) on completion of the consent agreement, the chair of the Committee must cancel any issued citation and the hearing, if one has been scheduled.
- (5) If the Subject Member rejects a proposal offered under subsection (1),
- (a) a hearing of the citation must proceed as though the proposal had not been made, and
 - (b) the Disciplinary Panel must not consider the member's admissions or consents, if any, in determining the matter or in making an order under bylaw 94.

Subject Member's proposal and consent agreement

74. (1) A Subject Member may give the Committee a written proposal at any time before the commencement of a hearing under bylaw 84 that
- (a) admits to the nature of the complaint or other matter that is to be the subject of the hearing,
 - (b) consents to the making of an order described in bylaw 73(1) as set out in the proposal,
 - (c) agrees to indemnify the Association for cost of an investigation in an amount

- not to exceed \$5,000.00, and
- (d) if the member gives the proposal to the Committee less than 7 days before the hearing is scheduled to commence, consents to also indemnify the Association for the cost of preparing for the hearing in an amount not to exceed \$5,000.00.
- (2) The Committee may accept or reject a proposal received under subsection (1) based on its investigation of the complaint to that point in time.
- (3) If the Committee accepts a proposal from the Subject Member received under subsection (1),
- (a) the Committee must, within 30 days, enter into a written consent agreement with the member that is consistent with the proposal, and
 - (b) on completion of the consent agreement, the chair of the Committee must cancel any issued citation and the hearing, if one has been scheduled.
- (4) If the Inquiry Committee rejects a proposal received under subsection (1),
- (a) a hearing of the citation must proceed as though the proposal had not been made, and
 - (b) the Disciplinary Panel must not consider the member's admissions or consents in determining the matter or in making an order under bylaw 94.
- (5) If the discipline hearing has commenced under bylaw 84 before the Subject Member has given the Committee a written proposal under subsection (1)
- (a) the member may give to the Committee a written proposal
 - (i) described in clauses (1)(a) to (c), and
 - (ii) which also consents to indemnify the Association for preparing and conducting the hearing in an amount not to exceed the actual costs of preparing for and conducting the hearing, and
 - (b) the Inquiry Committee may accept or reject the proposal in its discretion.
- (6) If the Inquiry Committee accepts a proposal under subsection (5),
- (a) the Inquiry Committee must, within 30 days, enter into a written consent agreement with the member that is consistent with the proposal, and
 - (b) on completion of the consent agreement, the Discipline Panel must cancel the hearing.
- (7) If the Committee rejects a proposal received under subsection (5),
- (a) a hearing of the citation must proceed as though the proposal had not been made, and
 - (b) the Discipline Panel must not consider the member's admission or consent in determining the matter or in making an order under bylaw 94.

Mediation

75. (1) The Committee may recommend that a complaint be resolved by mediation involving the Complainant and the Subject Member if
- (a) the Committee believes it is in the public interest to so try to resolve the complaint by mediation, and
 - (b) both the Complainant and the Subject Member agree to the proposed mediation.

(2) The Committee may recommend that a complaint be resolved by mediation involving the Committee and the Subject Member, but without the involvement of the Complainant, if

- (a) the Committee believes it is in the public interest to try to resolve the complaint by mediation without the Complainant, and
- (b) both the Committee and the Subject Member agree to the proposed mediation in the absence of the Complainant.

(3) The Inquiry Committee may recommend that a complaint be resolved by mediation involving the Complainant, the Subject Member and the Committee if

- (a) the Committee believes it is in the public interest to so try to resolve the complaint by mediation involving all three parties, and
- (b) the Complainant, Subject Member and the Committee each agree to the proposed mediation.

Mediation requirements

76. (1) Following acceptance by the parties of a recommendation to mediate under bylaw 75, the Committee shall appoint at its cost a mediator who is acceptable to the parties.

(2) The appointed mediator shall conduct the mediation in accordance with the terms of a written agreement to participate in mediation.

(3) The written agreement to participate in mediation must

- (a) contain a confidentiality provision that is acceptable to the Committee, and
- (b) be executed by the parties participating in the mediation.

Mediated agreements

77. (1) Where an agreement between the parties has been reached through mediation,

- (a) the terms of the resulting agreement must be set out in a mediated agreement that is approved and signed by the parties,
- (b) the mediated agreement must contain monitoring and enforcement provisions that are acceptable to the Committee, and
- (c) the mediator must submit the original of the signed facilitated agreement to the chair of the Committee.

(2) Where an agreement is reached through mediation, the Committee shall

- (a) report the resolution of the matter to the Board, and
- (b) retain a copy of the mediated agreement on file.

(3) Where an agreement is not reached through mediation,

- (a) the mediator must refer the matter back to the Committee with or without recommendations, and

- (b) on receipt of that referral, the Committee may then take such actions as are permitted under this Part.

Monitoring of and compliance with agreements

78. (1) The Committee shall monitor a Subject Member's compliance with
- (a) an undertaking or consent the Member agreed to pursuant to bylaw 73 or 74, or
 - (b) a mediated agreement the Member entered into pursuant to bylaw 77.
- (2) If the Committee concludes that a Subject Member has not complied with an undertaking, consent or mediated agreement, the committee may
- (a) direct that a citation be issued against the Subject Member pursuant to bylaw 80,
 - (b) direct that the Subject Member be suspended without further notice to the member and until such time as the member complies with the undertaking, consent or mediated agreement, or
 - (c) take such other action as is permitted under this Part.

Extraordinary action to protect the public

79. (1) If the Committee has evidence that prompt action is necessary to protect the public during the investigation of a Member or pending a disciplinary hearing, it may set limits, impose terms or conditions or issue a suspension.
- (2) If the Committee acts to protect the public under this bylaw, it shall notify the Member in writing of its decision, of the reasons for the decision and of the Member's right to appeal that decision to the Board.
- (3) A decision under this Bylaw is not effective until
- (a) the Member is notified under subsection (2), or
 - (b) three days after the notice is sent by registered mail to the Member at the last address for the Member recorded in the register of the Association,
- whichever occurs first.
- (4) If the Committee determines that action taken under this Bylaw is no longer necessary to protect the public, it shall cancel the limits, conditions or suspension and shall notify the Member in writing of this as soon as possible.
- (5) A Member against whom action has been taken under this Bylaw may appeal the decision to the Board.

Division C – Citations and Discipline Hearings

Citation for a disciplinary hearing

80. (1) Where as a result of its investigation, the Committee determines it is necessary to do so, it may issue a citation that
- (a) names the affected member as the Respondent Member,
 - (b) describes the nature of the complaint or other matter that is to be the subject of the hearing, including the particulars of any evidence in support of that subject matter,
 - (c) specifies the date, time and place of the hearing, if known, and
 - (d) advises the Respondent Member that the Discipline Panel is entitled to proceed with the hearing in that Member's absence.
- (2) The chair of the Committee shall have a citation either delivered to the Respondent Member by personal service or sent by registered mail to the Respondent Member at the last known address for that person not fewer than 30 days before the date of the

hearing.

(3) Where the subject matter of a citation is a complaint, the chair of the Committee shall notify the Complainant in writing of the date, time and place of the hearing not fewer than 14 days before the date of the hearing.

(4) The Committee may direct that a citation that has been issued be subsequently cancelled if the Committee determines that a hearing by the Discipline Panel is not required, and – once the citation has been cancelled – the chair of the Committee shall notify the Respondent Member and the Complainant, if any, of the cancellation.

(5) Prior to the hearing the Committee may or during a hearing the Panel may do the following:

(a) join one or more complaints or other matters which are to be the subject of a discipline hearing in one citation as appropriate in the circumstances;

(b) sever one or more complaints or other matters which are to be the subject of a discipline hearing as appropriate in the circumstances;

(c) amend a citation issued under this bylaw.

(6) Where a citation is amended under clause (5)(c) prior to a discipline hearing, the amended citation shall be delivered to the Respondent Member by personal service or sent by regular mail to the Respondent Member at the last known address for the person not fewer than 30 days before the date of the hearing, unless the Respondent Member consents to a shorter notice period.

(7) Where a citation is amended under clause (5)(c) prior to a discipline hearing and the amended citation changes the date, time or place of the hearing, the chair of the Committee shall notify the Complainant of the amendment not fewer than 14 days before the date of the hearing, unless the Respondent Member consents to a shorter notice period.

Notice of Hearing

81. (1) If a citation issued under bylaw 80 does not specify the date, time or location of the disciplinary hearing, the chair of the Committee may issue a separate notice of hearing to the Respondent Member after the date when that citation was issued, but at least 30 days before the hearing date, unless the Respondent Member consents to a shorter notice period.

(2) If the date, time or location of the disciplinary hearing changes from the information that was set out in either a citation or a notice of hearing, the chair of the Committee must issue a notice of hearing containing that change at least 30 days before the date, time or location, unless the Respondent Member consents to a shorter notice period.

Appointment of a Discipline Panel

82. (1) After a citation has been issued pursuant to bylaw 80, the Chair of the Committee must promptly

(a) appoint a Disciplinary Panel consisting of at least three Members, and

(b) designate one member to be the chair of that Panel.

(2) Once appointed pursuant to this bylaw, the Disciplinary Panel

(a) must hear and adjudicate any matter set down for a hearing by citation, and

(b) may exercise all of the powers and duties assigned to the Committee.

- (3) No person may sit on the Disciplinary Panel if that person:
- (a) was or is a member of the Committee;
 - (b) is named in the complaint or may be a witness during a hearing;
 - (c) has any prior involvement in the complaint or any attempted mediation of the complaint;
 - (d) is a member of the Board.

Public notification of a disciplinary hearing

83. (1) If the chair of the Committee issues a citation or notice of hearing pursuant to bylaw 80 or 81, the chair must, subject to subsection (2), post at the Association website a notice of disciplinary hearing setting out the following information:

- (a) the name of the Respondent Member;
- (b) a summary description of the general nature of the complaint or other matter that is to be the subject of the discipline hearing;
- (c) the date, time and place for the discipline hearing.

(2) The chair of the Committee may refuse to post a notice of disciplinary hearing if the Committee determines that

- (a) there are reasons for confidentiality respecting financial, personal or other matters that may be disclosed at the hearing that outweigh the public interest in having an open hearing,
- (b) an open hearing may result in prejudice to a person involved in a criminal or civil proceeding, or
- (c) an open hearing may jeopardize the safety of a person.

(3) The accidental omission or failure to post a notice of disciplinary hearing at the Association's website in accordance with this bylaw does not invalidate the proceedings at that hearing.

(4) The chair of the Committee shall post the notice of disciplinary hearing at the Association's website not fewer than 14 days before the date of the hearing, but may post the notice in a shorter period of time if circumstances so warrant and the Inquiry Committee so directs.

(5) A decision of the Committee under this bylaw is final and conclusive, and is not open to question or review in any court, and proceedings by or before the Committee shall not be restrained by injunction, prohibition or other process or proceeding in any court or be removable by certiorari or otherwise in any court.

Disciplinary Panel hearings

84. (1) The Disciplinary Panel shall hear and determine a matter which has been set for hearing by a citation issued pursuant to bylaw 80.

(2) The Respondent Member, an investigator, any member of the Committee, or any other person authorized by the Disciplinary Panel may appear as parties and with counsel at a hearing of the Disciplinary Panel.

(3) A hearing of the Disciplinary Panel shall be in public unless:

- (a) the Complainant or the Respondent Member requests the Discipline Panel to close and hold the hearing in private, and

- (b) the Disciplinary Panel is satisfied that a closed hearing would be appropriate in the circumstances.
- (4) At a hearing of the Disciplinary Panel:
 - (a) testimony of witnesses shall be taken on oath, which may be administered by any member of the Disciplinary Panel, and
 - (b) there shall be a full right to cross-examine witnesses and call evidence in defense and reply.
- (5) Where the Respondent Member does not attend, the Disciplinary Panel may:
 - (a) proceed with the hearing in the Respondent Member's absence on proof of receipt of the citation by the Respondent Member, and
 - (b) without further notice to the Respondent Member, take any action that it is authorized to take under these procedures.
- (6) The Disciplinary Panel
 - (a) may order a person to attend a hearing to give evidence and to produce records in the possession of or under the control of that person, and
 - (b) must provide notice by registered mail or by personal service to a person who is required to attend a hearing./
- (7) All disciplinary hearings shall be recorded and any person may obtain, at her or his expense, a transcript of any part of the hearing which she or he was entitled to attend.
- (8) If American Sign Language is used, that testimony shall be recorded on video and held as part of the official record.
- (9) Where the Disciplinary Panel considers the action necessary to protect the public between the time a hearing is commenced and the time it makes a determination under this bylaw, the Disciplinary Panel may set limits or conditions on the practice of visual language interpretation by the Member.

Appointment of legal counsel

- 85. (1) The Discipline Panel may appoint at its expense legal counsel to advise the Panel prior to, during and after the discipline hearing.
- (2) The inquiry committee may appoint at its expense legal counsel to prosecute the citation at a discipline hearing.
- (3) A Respondent Member may appoint at that member's expense legal counsel to represent and advise the member prior to, during and after the discipline hearing, but the Respondent Member must attend the hearing in person.
- (4) A complainant may be represented by legal counsel, at the complainant's cost, but only when the complainant is giving evidence at a discipline hearing.

Witness attendance and cross-examination

- 86. (1) Notwithstanding that bylaw 84(2) allows a person authorized by the Panel to appear as a party at a discipline hearing and to be represented by legal counsel, only
 - (a) the Respondent Member or a member of the Panel, or
 - (b) legal counsel who represents the Respondent Member, the inquiry committee or the Panel
 may request that a witness attend a hearing or cross-examine a witness.
- (2) For clarity, a complainant's legal counsel may only cross-examine the

complainant as a witness at a disciplinary hearing.

Procedure at a hearing

87. (1) The members of the Discipline Panel will be neutral, impartial, and follow transparent procedures.
- (2) The Discipline Panel is not bound by the strict rules of procedure as would apply in a court of law, but has the authority to
- (a) govern its own proceedings,
 - (b) order an adjournment thereof, and
 - (c) make such other decisions or orders as it considers necessary for the expeditious and fair conduct of a hearing as are consistent with this Part and the discipline policies and procedures.
- (3) Prior to or at the hearing, the Discipline Panel may make decisions on all procedural matters concerning the discipline hearing, including but not limited to the following:
- (a) claims of procedural deficiencies in the hearing;
 - (b) requests for severance of allegations in the citation;
 - (c) the holding of a Preliminary Hearing to resolve a claim of bias or conflict of interest;
 - (d) challenges to the Discipline Panel's jurisdiction to hearing all or part of the allegations set out in the citation;
 - (e) requests for delay of the hearing;
 - (f) requests for a closed hearing or part of a hearing under bylaw 84(3);
 - (g) requests for an adjournment or postponement of a hearing.
- (4) Before rendering a decision on a procedural issue listed in the subsection (3), the Discipline Panel may give the inquiry committee and Respondent Member an opportunity to address the issue in question, and – at its sole discretion – the Panel may receive written submissions, hold a separate hearing, or do both.

Evidence at a hearing

88. (1) The Discipline Panel is not bound by the strict rules of evidence, but shall be entitled to act upon such evidence as it considers relevant, sufficient and credible.
- (2) The Discipline Panel may do any of the following:
- (a) receive oral evidence by oath or affirmation;
 - (b) receive exhibits presented by the inquiry committee, Respondent Member or witness;
 - (c) rule on an objection to the evidence that is raised by the Respondent Member or the inquiry committee;
 - (d) proceed with the hearing upon the basis of a statement of facts agreed to in writing by or on behalf of the inquiry committee and the Respondent Member.
- (3) Prior to or at a disciplinary hearing, the Discipline Panel may make decisions on any

question of evidence, including but not limited to the following:

- (a) requests for particulars denied by the inquiry committee;
- (b) demands for disclosure of information denied by the Respondent Member or the inquiry committee.

(4) Before rendering a decision concerning a question of evidence, the Discipline Panel may give the inquiry committee or Respondent Member an opportunity to address the issue in question, and – at its sole discretion – may also receive written submissions, hold a separate hearing, or do both.

Disclosure to Respondent Member prior to disciplinary hearing

89. (1) While a complaint is being investigated by the Committee prior to issuing a citation under bylaw 80, all information obtained during the investigation shall be kept confidential within the Committee.

(2) At the time a citation is issued pursuant to bylaw 80 or at least 30 days before a disciplinary hearing is scheduled, the Chair of the Committee shall disclose to the Respondent Member all information in its possession relating in any way to the allegations set out in the citation, whether it be inculpatory or exculpatory of the conduct of the Member.

(3) The information to be disclosed by the Chair includes, but is not limited to the following:

- (a) the particulars known regarding the Member's conduct;
- (b) proposed exhibits;
- (c) a list of witnesses expected to be called;
- (d) copies of witness statements;
- (e) the investigator's notes;
- (f) the originating complaint.

(4) This bylaw does not require information be disclosed that is protected by a recognized form of privilege.

(5) If privileged information is not disclosed in accordance with this bylaw, the Chair of the Committee shall at the time a citation is issued or at least 30 days before the scheduled hearing advise the Respondent Member of the general nature of the information that is not being disclosed and the reason why.

Disclosure by Respondent Member prior to disciplinary hearing

90. (1) At least 30 days before a hearing is scheduled to begin, the Respondent Member must disclose to the chair of the Committee all information the member intends to present to the Discipline Panel during a hearing.

(2) The information to be disclosed pursuant to subsection (1) includes but is not limited to the following:

- (a) any exhibits the Respondent Member may present;
- (b) a list of witnesses the Member may call, including any expert witnesses;
- (c) copies of witness statements of those witnesses who may be called,

- including any expert reports;
- (d) any other information, document or evidence the Member may want to present.

Failure to disclose

91. If either the Committee or Respondent Member fails to act in accordance with bylaw 89 or 90, respectively, the Discipline Panel may, on application of a party to any of the following:

- (a) refuse to accept the document or report;
- (b) refuse to receive testimony from a witness;
- (c) refuse to receive or consider the evidence;
- (d) grant an adjournment of the hearing to allow for consideration of the document, report, witness statement or other evidence;
- (e) make any other direction or order that the Panel considers appropriate in the circumstances.

Respondent member resigns, fails to re or does not attend a hearing

92. (1) For the purposes of this bylaw, “**absent respondent**” means a Respondent Member who has

- (a) resigned membership in the Association,
- (b) failed to renew membership in the Association,
- (c) failed to attend a discipline hearing, or
- (d) left a discipline hearing before it is completed.

(2) If the Discipline Panel is satisfied that an absent respondent has been

- (a) served with the citation or notice of discipline hearing,
- (b) provided with an opportunity to be heard, and
- (c) informed the hearing may continue in the absence of that Member,

the Panel may order the hearing to continue in the absence of the absent respondent and, on completion of the hearing, the panel may act or make any order it could have made if the absent respondent had continued to be a Member or had attended the hearing.

(3) For clarity, the fact that a Respondent Member

- (a) resigns or failed to renew membership in the Association, and, therefore, ceases to be a member under bylaw 13, or
- (b) fails to attend or leaves a hearing,

does not automatically mean that the Discipline Panel no longer has the jurisdiction to continue the hearing into that absent respondent’s conduct, and the Panel may take such actions or make such decisions as it would otherwise be able to take or make under this

Division.

Scope of inquiry

93. (1) The Discipline Panel is not limited to inquiry into only that conduct of the Respondent Member that is described in the citation, but may also inquire into other conduct of the member that is related or similar to the allegations described in the citation.
- (2) If the Discipline Panel proceeds under subsection (1), the Respondent Member may request an adjournment of the hearing, and that request may be granted if the committee considers it is necessary to do so in fairness to the member.

Action by the Disciplinary Panel

94. (1) On completion of a disciplinary hearing, the Disciplinary Panel may take one or more of the following actions:
- (a) dismiss the matter;
 - (b) reprimand the Respondent Member;
 - (c) impose limits or conditions on the Respondent Member, including practicing under supervision for a defined period of time, additional education, etc.;
 - (d) suspend the Respondent Member's membership for a specified period of time;
 - (e) recommend the suspension of the Respondent Member's Certification of Interpretation for a specified period of time;
 - (f) fine the Respondent Member an amount not to exceed \$25,000;
 - (g) expel the Respondent Member as a member of the Association,
 - (h) recommend to the Association of Visual Language Interpreters of Canada that it terminate or withdraw the Respondent Member's Certification of Interpretation;
 - (i) assess costs or part of the costs of the investigation into the Respondent Member's conduct and of the hearing of the citation.
- (2) An order of the Disciplinary Panel shall be in writing and shall be delivered to the Respondent Member and to the Complainant, if any.
- (3) In determining the penalty to be imposed on a Member after making a determination on the facts, the Disciplinary Panel may consider previous relevant disciplinary decisions regarding the Member by the Association.

Division D – Appeals and Related Issues

Appeal of Disciplinary Panel order or decision to the Board

95. (1) Within 60 days of the date of an order or decision, person aggrieved or adversely affected by an order or decision of the Disciplinary Panel under bylaw 94 may appeal the order or decision to the Board.
- (2) An appeal initiated under this Bylaw shall be served on all parties who were involved in a hearing leading to the discipline order decision being appealed and, if the matter

relates to a complaint, on the Complainant.

(3) On request by a party to an appeal and on payment by the party of any disbursements and expenses in connection with the request, the Chair of the Disciplinary Panel shall provide the party with copies of part or all, as requested, of the record of the proceeding before the Disciplinary Panel.

(4) An appeal initiated under this Bylaw shall result in:

- (a) a hearing if there is no transcript or video of the proceedings in which the decision being appealed was made, or
- (b) a read and review of the transcript or video and proceedings if there is a transcript or video, unless the Board is satisfied that a hearing or the admission of evidence is necessary in the interests of justice.

Publication and notification of a decision

96. (1) Where disciplinary proceedings result in a limitation on the Respondent Member's practice, or the suspension or expulsion of the Respondent Member, after the expiry of the 60-day limitation period in bylaw 95 or after the completion of any appeal, the Board may advise every Member of the Association of the following:

- (a) the name of the Respondent Member,
- (b) the facts of the case,
- (c) the reasons for the Panel's decision, and
- (d) the nature of the limitation, the duration of the suspension or the expulsion, and the date it is in effect.

(2) Where disciplinary proceedings result in a limitation on the Respondent Member's practice, or the suspension or expulsion of the Respondent Member, the Board may notify:

- (a) any associations or boards responsible for the regulation of the profession in all Canadian and US jurisdictions;
- (b) the institution where the Member is employed or primary agencies/institutions through which the Member provides contract work;
- (c) other regulatory bodies of which the Member is associated.

Retention of records

97. The Committee shall keep records of the discipline hearing and decision of the Discipline Panel for a period of not less than seven years, but, if the circumstances warrant and after consulting with legal counsel, may keep these records for a longer period of time.

Part 11 — Administration

Borrowing

98. (1) In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the

manner they decide, and, in particular but without limiting that power, enter into a loan agreement.

(2) A loan agreement must not be issued without the authorization of a special resolution of the Membership.

(3) For clarity, borrowing of monies must be authorized by a special resolution of the Membership.

(4) Notwithstanding these provisions, the Members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

Books and Records

99. (1) The books and records of the Association required by the Act or Bylaws, or by any applicable statute or law, must be regularly and properly kept.

(2) All other documents of the Association not specifically provided for in the Bylaws shall be kept at the office of the Secretary, if any, or otherwise as the Board shall determine by resolution.

(3) Except as otherwise authorized in the Bylaws, copying or duplication of books or records must be with the permission of the Board.

Minutes of Meetings

100. (1) The minutes from meetings of the Board shall be

(a) available to the Members for inspection, on request and at no cost, and

(b) automatically distributed to members of the Board.

(2) The minutes of a General or Special Meeting of the Association shall be distributed either in print or by electronic means to all Members.

Approval of Contracts, etc.

101. Any contract, document or instrument in writing requiring the approval of the Association must be

(a) approved by the Board,

(b) signed by any two (2) Officers as appointed by the Board, and

all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality.

Fiscal Year

102. Unless otherwise ordered by the Board, the fiscal year-end of the Association shall be March 31.

Indemnity

103. Every Officer and that officer's heirs, executors, administrators, successors and assigns, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against all cost, charges and expenses whatsoever that the officer sustains or incurs as a result of any action, suit or proceeding that is brought, commenced or prosecuted against that officer, or for or in any

respect of any act, deed, matter or thing done, made or permitted by that officer in or about the execution of the duties of the officer's Office; except such costs, charges and expenses as are occasioned by the officer's own willful neglect, default, or act of bad faith, subject to the Act.

Administrative complaints or concerns

104. (1) If a Member has a complaint or concern about the policy, procedures, and administration of the Association that Member may submit that complaint or concern to the secretary, in writing or recorded video in ASL.

(2) On receipt of an administrative complaint or concern, the secretary must deliver a copy of the complaint to

(a) the responsible person or committee for their consideration and response, and

(b) the Board for their information.

(3) The responsible person or committee must provide the Board with a copy of any response provided to the Member who has submitted the complaint or concern.

Notices to Members

105. (1) A notice may be given to a Member, either personally or by mail at the Member's registered address.

(2) A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.

Notice of a general meeting

106. (1) Notice of a general meeting must be given to

(a) every member shown on the register of members on the day notice is given, and

(b) the auditor, if one has been appointed.

(2) No other person is entitled to receive a notice of a general meeting.

Rules of Order

107. Subject to these Bylaws and any meeting policies and procedures approved by the Board, the latest edition of *Robert's Rules of Order* shall govern procedure at all meetings of the membership, the Board or any committee or panel of the Association.

Copy of Constitution and Bylaws

108. (1) On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.

(2) Posting a copy of the constitution and bylaws at the society's website is deemed to

meet the requirements of subsection (1).

Bylaw amendments

109. These bylaws must not be altered or added to except by special resolution approved by eligible voters.