



BYLAWS

**RELATING GENERALLY TO THE
CONDUCT OF THE AFFAIRS OF THE**

CANADIAN ASSOCIATION OF SIGN LANGUAGE INTERPRETERS

**Ratified by members February 2, 2022
at the CASLI AGM 2021
And as filed with Industry Canada (Corporations Canada)**

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BE IT ENACTED as a bylaw of the Corporation as follows:

SECTION 1 - General

1.1 DEFINITIONS

In this bylaw and all other bylaws of the Corporation, unless the context otherwise requires:

- i) "**Act**" means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- ii) "**Articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- iii) "**Board**" means the Board of Directors of the Corporation and "director" means a member of the Board.
- iv) "**Bylaw**" means this bylaw and any other bylaw of the Corporation as amended and which are, from time to time, in force and effect.
- v) "**Meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members.
- vi) "**Ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.
- vii) "**Proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act.
- viii) "**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time.
- ix) "**Special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.2 INTERPRETATION

(1) In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these bylaws.

1.3 EXECUTION OF DOCUMENTS

(1) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any director or officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

1.4 FINANCIAL YEAR

(1) The financial year-end of the Corporation shall be March 31 in each year.

1.5 BORROWING POWERS

(1) When authorized by a special resolution, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a Special General Meeting of the members duly called for considering the bylaw, the directors of the Corporation may from time to time:

- i) Borrow money upon the credit of the Corporation;
- ii) Limit or increase the amount to be borrowed;
- iii) Issue debentures or other securities of the Corporation;
- iv) Pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient;
- v) Secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge.

1.6 ANNUAL FINANCIAL STATEMENTS

(1) The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send an electronic summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.



Section 2 – Membership Conditions, Termination and Transferability

2.1 MEMBERSHIP CONDITIONS

(1) Subject to the articles, there shall be three classes of members in the Corporation, namely, Class A members, Class B members and Class C members. The Board of Directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the Board by resolution.

The following conditions of membership shall apply:

i) Class A - Active Members

Active membership shall be available only to individuals whose application has been approved by the Board of Directors, who currently provide visual language interpreting services and who have paid such fees as may be set from time to time by the Board.

The Board of Directors shall approve new applications for Active membership from interpreters who are graduates of an CASLI-recognized interpreter education program at a post secondary institution or who meet the defined criteria for Deaf interpreters outlined in the CASLI Membership Policy.

Dual membership in both the Corporation and an Affiliate Chapter of the Corporation is mandatory for members living in provinces or territories with Affiliate Chapters. Eligible Active members who live in a province or territory in Canada where there is no Affiliate Chapter may become Active members under the terms of the In-Lieu-of-Affiliate-Chapter Membership Policy. The term of membership of an Active member shall be annual, subject to renewal in accordance with the policies of the Corporation.

As set out in the articles, each Active member is entitled to receive notice of, attend and vote at all meetings of members and such Active member shall be entitled to one (1) vote at such meetings.

ii) Class B - Student Members

Student membership shall be available to individuals currently enrolled in an CASLI- recognized interpreter education program and who have applied and have been accepted for Student membership in the Corporation and who have paid such fees as may be set from time to time by the Board.

Student membership shall also be available to Deaf individuals who enter into an agreement with the corporation to meet the criteria for Deaf interpreters within four years and who have paid such fees as may be set from time to time by the Board.

Dual Student membership in both the Corporation and an Affiliate Chapter of the Corporation is mandatory for individuals living in provinces or territories with Affiliate Chapters. Eligible Student members who live in a province or territory in Canada where there is no Affiliate Chapter may become Student members under the terms of the In-Lieu-of-Affiliate-Chapter



Membership Policy.

The term of membership of a Student member shall be annual, subject to renewal in accordance with the policies of the Corporation.

Student members shall be entitled to receive notice of and attend at meetings of members but, subject to the provisions of the Act (s.199 (2)), not entitled to vote.

iii) Class C - Affiliate Chapter Membership

Affiliate Chapter membership shall be available only to a signed language interpreting organization which submits a copy of its Constitution and bylaws demonstrating that it has similar aims and objectives and whose application has been accepted by the Board and have paid such membership fees as may be determined by the Board from time to time.

The term of membership of an Affiliate Chapter member shall be annual, subject to renewal in accordance with the policies of the Corporation.

Each Affiliate Chapter membership is entitled to receive notice of, attend and vote at all meetings of members and each such membership shall be entitled to three (3) votes at such meetings. Affiliate Chapter members shall designate one (1) Class A member to attend CASLI meetings to represent the Affiliate Chapter and vote on behalf of the Affiliate Chapter.

2.2 TERMINATION OF MEMBERSHIP

- (1) A membership in the Corporation is terminated when:
- i) The member dies or resigns;
 - ii) The member is expelled or their membership is otherwise terminated in accordance with the articles, bylaws or policies;
 - iii) The member's term of membership expires; or
 - iv) The Corporation is liquidated and dissolved under the Act.

2.3 EFFECT OF TERMINATION OF MEMBERSHIP

(1) Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist and will not be entitled to any pro-rated refund fees.

2.4 MEMBERSHIP TRANSFERABILITY

(1) A membership may only be transferred to the Corporation. Any member of any class is entitled to resign at any time, by notice in writing to the Secretary, but will not be entitled to a prorated refund of fees paid.

2.5 FAILURE TO RENEW MEMBERSHIP

(1) Where an Active member fails to pay their annual membership fee or otherwise fails to

renew their membership by the deadline of midnight on March 31 of a membership year,

- i) That member is deemed to be not in good standing as of that deadline, and
- ii) Any benefits or privileges of membership for that member are deemed to have lapsed at that deadline.

(2) For the purposes of the following bylaws:

- i) "Expired member" means a member who has failed to pay their annual membership fee or otherwise failed to renew their membership for more than two years past the deadline of midnight on March 31 of a membership year;
- ii) "Lapsed member" means a member who has failed to pay their annual membership fee or otherwise failed to renew their membership for less than two years past the deadline of midnight on March 31 of a membership year.

2.6 EFFECT OF A LAPSED MEMBERSHIP ON CES STATUS

(1) If at the time of the lapsing of a member's membership under bylaw 2.5 the member is also involved in the Association's Canadian Evaluation System (CES) at any stage, that member's further participation in the CES is suspended until that member has been reinstated pursuant to bylaw 2.7 or 2.8, as applicable.

(2) If at the time of the lapsing of a member's membership under bylaw 2.5, that member had obtained a Certificate of Interpretation, that COI is deemed to be automatically suspended until that member has been reinstated pursuant to bylaw 2.7 or 2.8, as applicable.

2.7 APPLYING TO REINSTATE MEMBERSHIP: LAPSED MEMBER

(1) A lapsed member who has been deemed not to be a member in good standing pursuant to bylaw 2.5 may, by no later than March 31 of the second year following the lapse of membership, apply to be reinstated as a member in good standing.

(2) In applying for reinstatement under this bylaw, the lapsed member seeking reinstatement must meet the following terms and conditions:

- i) The lapsed member must continue to meet the criteria to be an Active member as set out in bylaw 2.1(i);
- ii) The lapsed member must retroactively pay the Active member membership fee for the lapsed membership years, as set by the Board;
- iii) The lapsed member must pay a reinstatement of membership fee, as set by the Board;
- iv) If the lapsed member is applying for reinstatement 30 days before the start of the next membership year, the lapsed member must also pay the Active member membership fee for the coming membership year, as set by the Board.

(3) The Board may:

- i) Grant a reinstatement of membership to a lapsed member who meets the conditions set out in subsection (1) and (2); and
- ii) Allow a lapsed member to pay the fees prescribed in subsection (2) by installments and on such terms and conditions as the Board determines are reasonable in the circumstances.

(4) For clarity, a lapsed member who has been a member not in good standing for longer than two years following the lapse of membership must apply for membership under bylaw 2.8.

2.8 APPLYING TO REINSTATE MEMBERSHIP: EXPIRED MEMBER

(1) An expired member who has been deemed not to be a member in good standing pursuant to bylaw 2.5 for more than two years following their lapse of membership may apply to be reinstated as a member in good standing.

(2) In applying for reinstatement under this bylaw, the expired member seeking reinstatement must meet the following terms and conditions:

- i) The expired member must continue to meet the criteria to be an Active member as set out in bylaw 2.1(i), but may not apply under the grandfathering clause;
- ii) The expired member must retroactively pay the Active member membership fee for the lapsed membership years, as set by the Board;
- iii) The expired member must pay a reinstatement of membership fee, as set by the Board;
- iv) If the expired member is applying for reinstatement 30 days before the start of the next membership year, the expired member must also pay the Active member membership fee for the coming membership year, as set by the Board.

(3) The Board may:

- i) Grant a reinstatement of membership to an expired member who meets the conditions set out in subsection (1) and (2); and
- ii) Allow an expired member to pay the fees prescribed in subsection (2) by installments and on such terms and conditions as the Board determines are reasonable in the circumstances.

2.9 EFFECT OF REINSTATEMENT: LAPSED OR EXPIRED MEMBERS

(1) If the Board has reinstated a lapsed member to full Active membership pursuant to bylaw 2.7, that member is entitled to all the benefits and privileges of a Active member, including a return to their position within the CES, as may be applicable and as directed by the Board.

(2) If the Board has reinstated an expired member to full Active membership pursuant to bylaw 2.8, that member is entitled to all the benefits and privileges of a Active member, but must re-enter the CES at Phase One.

2.10 MEMBERSHIP LEAVE

(1) If the Board pursuant to the Membership Leave Policy has granted a member a leave of absence,

- i) The provisions of bylaws 2.5, 2.7 and 2.8 do not apply to that member during the granted leave; and
- ii) The Board may decide whether bylaw 2.6 applies to that member for the purposes of the CES.

Section 3 – Meetings of Members

3.1 NOTICE OF MEMBERS' MEETING

(1) Notice of the time and place of a meeting of members shall be given to each member entitled to attend at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

3.2 ABSENTEE VOTING AT MEMBERS' MEETINGS

(1) Notice of each meeting of members shall remind the members of their right to vote by proxy. Proxy submissions can be received by the CASLI office via mail, online form provided to members by the Corporation via the website or fax at least nine (9) days prior to the annual general meeting. Otherwise, proxy forms can be carried by the chosen proxy holder, submitted and registered for at the beginning of the annual general meeting.

3.3 QUORUM AT MEMBER MEETINGS

(1) A quorum at any meeting of the members shall consist of 25 percent of the votes eligible to be cast at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

3.4 MEMBERS' MEETING HELD ENTIRELY BY ELECTRONIC MEANS

(1) If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

Section 4 – Directors and Officers

4.1 NUMBER OF DIRECTORS

(1) The Board shall be comprised of Class A members and shall consist of no less than five (5) and no more than fourteen (14) directors.

4.2 NOTICE OF MEETING OF BOARD OF DIRECTORS

(1) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of directors of this bylaw to every director of the Corporation not less than 5 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

4.3 VOTES TO GOVERN AT MEETINGS OF THE BOARD OF DIRECTORS

(1) At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the question fails.

4.4 OFFICERS OF THE CORPORATION

(1) The Officers of the Corporation shall be the President, Past President, First Vice President, Second Vice President, Secretary, Treasurer, Evaluations Officer, with any other such officers determined by special resolution of the membership.

i) President

The President shall preside as Chair for all General and Special Meetings of the Corporation and of the Board of Directors. The Chair shall have the general management of the affairs of the Corporation. The Chair shall see that all orders and resolutions of the Board of Directors are carried into effect.

ii) Past President

The Past President supports and advises the President and performs the duties as shall from time to time be imposed upon him/her by the Board of Directors.

iii) First Vice President

The First Vice President shall, in the absence or inability of the President, perform the duties and exercise the powers of the President, and perform the duties as shall from time to time be imposed upon him/her by the Board of Directors.

iv) Second Vice President



The Second Vice President shall, in the absence or inability of the First Vice President, perform the duties and exercise the powers of the First Vice President, and perform the duties as shall from time to time be imposed upon him/her by the Board of Directors.

v) **Secretary**

The Secretary shall attend meetings of the Board of Directors and members and act as a clerk to ensure all votes and minutes of all proceedings are accurate and filed for record keeping purposes. The Secretary will ensure that notice of all meetings of the members and of the Board of Directors be given. The Secretary shall ensure the appropriate minutes are disseminated to each Board Member, Class A Member, Class B Member and Class C Member representative. The Secretary shall also perform such other duties as may from time to time be directed by the Board of Directors.

vi) **Treasurer**

The Treasurer shall ensure the custody of the funds and securities of the Corporation, including assets, liabilities, receipts and disbursements are kept appropriately and accurately. The Treasurer will ensure all transactions to and from the Corporations accounts are accompanied by all supporting documentation and will perform internal audits of financial processes. The Treasurer shall also perform such other duties as may from time to time be directed by the Board of Directors.

vii) **Evaluations Officer**

The Evaluations Officer shall oversee the Canadian Evaluation System and perform the duties as shall from time to time be imposed upon him/her by the Board of Directors.

All other directors of the Corporation shall perform the duties as imposed upon him/her by the Board of Directors.

4.5 VACANCY IN OFFICE

(1) The Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- i) The officer's successor being appointed;
- ii) The officer's resignation;
- iii) Such officer ceasing to be a director (if a necessary qualification of appointment); or
- iv) Such officer's death.

4.6 COMMITTEES

(1) The Board may establish one or more standing or ad hoc committees to perform specific tasks as required by the Board or the members.

(2) Each committee may have a coordinator who shall liaise with a director of the Board or other such personnel of the Association as may be required.

Section 5 - Notices

5.1 INVALIDITY OF ANY PROVISIONS OF THIS BYLAW

(1) The invalidity or unenforceability of any provision of this bylaw shall not affect the validity or enforceability of the remaining provisions of this bylaw.

5.2 OMISSIONS AND ERRORS

(1) The accidental omission to give any notice to any member, director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

5.3 BYLAWS AND EFFECTIVE DATE

(5) The Board of Directors may not make, amend or repeal any bylaws that regulate the activities or affairs of the Corporation without having the bylaw, amendment or repeal confirmed by the members by ordinary resolution. The bylaw, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed. This section does not apply to a bylaw that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.

Section 6 - Professional Conduct Review Process

The members will adhere to the PRCP policy