

**Draft of the Minutes of the Annual General Meeting of the
Association of Translators and Interpreters of Ontario**

April 27, 2019

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<https://tinyurl.com/ATIO2019AGM>

1. Call to order

ATIO President Denis Couillard called the assembly to order.

2. Verification of quorum

Gérard Lévesque, independent chair of the meeting, remarked on his role and his hopes for the meeting to keep on track, to follow the Rules of Order, to get through the Agenda. The quorum (62 certified members in the room) was confirmed. Certified members are entitled to carry proxies. Their number must not exceed the number of members in the room. They will be distributed to members based on the order they were received. Therefore, up to 62 proxies will be distributed.

3. Adoption of the Agenda

Gerald Yang moved to adopt the agenda as presented. Barbara Duffus seconded.
CARRIED

4. Presentation of the Minutes of the 2018 Annual General Meeting

Caroline Napier moved to approve the minutes of the 2018 AGM. Yasmeen Tyyebi seconded.
CARRIED

5. Returning Officer's Report, Part I

Gerald Yang, Returning Officer, reported that seven positions are open. Six were uncontested:

- President (1 candidate, Denis Couillard)
- Treasurer (1 candidate, Pasquale Capo)
- Secretary (1 candidate, Nathalie Tan)
- Director, Conference Interpreters (1 candidate, Caroline Napier)
- Director, Terminologists (1 candidate, Marco Fiola)
- Director, Salaried Translators (1 candidate, Mark Jessop)

Two candidates ran for the position of Director, Community Interpreters:

- Pency Tsai, Certified Community Interpreter ZH-EN
- Major Nagra, Certified Translator, PA>EN

Since the positions of President, Treasurer, Secretary, as well as those of Director, Conference Interpreters; Director, Terminologists; and Director, Salaried Translators, were all uncontested and therefore the candidates were acclaimed.

The candidates each gave a brief presentation. Pency Tsai, C. Com. Int. was unable to attend, but Bing Qi, C. Tran., C. Crt. Int. presented on her behalf.

Once the process was explained by the Returning Officer, a vote by secret ballot was held for the position of Director, Community Interpreters.

6. President's Report

ATIO's President, Denis Couillard, presented his report.

Summary of the report:

After insisting on the importance of having quorum, Mr. Couillard thanked participants for being there. He informed members that there will be a proposal to change the quorum later. He thanked staff members, on behalf of all those in attendance, for their hard work. Mr. Couillard also thanked Board members for their excellent work in a difficult year. The ATIO Board of Directors is required to have three face-to-face meetings; those took place in Toronto while several others were held by phone. The CTTIC Council met in Winnipeg in November 2018 and the idea of allowing candidates for certification to use computers for certification exams was discussed as it has been for many years. The president stated that things seem to be moving forward in that regard.

He also reported that ATIO held meetings with OCCI (Ontario Council on Community Interpreting) to better understand each other and to work together. Through attending the Translation Games, Mr. Couillard says he gained insight into what future translators think, and why they may not readily think about joining a professional association such as ATIO. Their energy is amazing, and they need to be encouraged to join. He also met with the Government of Ontario and worked at developing closer connections.

Mr. Couillard added that since most insurance companies require a medical prior to agreeing to insure individuals, in the end, it becomes financially prohibitive to enter into an agreement with an insurance company to provide group insurance to our members. What members could find individually on the market would be more or less the same cost compared to a group premium.

Mr. Couillard went on to explain that ATIO has worked on improving communication with our members with our weekly emails, usually sent out Friday afternoons. Further, the website has been improved. Several issues remain, including preapproved forms and issues with the seal. ATIO needs to look at the Association's by-laws and see how far we can go to continue to protect the rights of our members.

He also learned that he needs to be better at delegating. Our profession, and by the same token our association, is aging and we need to look at ways to renew ourselves. We need to do a better job at tapping into the enthusiasm of our Ontario students and ATIO candidates. Major stakeholders, such as the Translation Bureau, are considering the introduction of neural

machine translation (NMT) as a tool. Our respective professions are changing, and we need to learn to change as well.

Mr. Couillard also stressed the difficulty ATIO has in recruiting crucial committee members.

The main concern this year was the deficit. He indicated that the Board of Directors, along with the staff members involved, worked towards turning things around.

7. (7 & 8) Secretary-Treasurer's Report

ATIO's Treasurer, Pasquale Capo presented his report. See the audited financial statements provided as part of the annual general meeting (AGM) materials.

Summary of report:

Mr. Capo began with saying that the previous year was fiscally challenging. Our results were not what we had expected, and you will find all the details in the report. Highlights were summarized as such: Lower than anticipated revenues from the Ministry of the Attorney General (MAG), legal fees for by-laws review, and a case with Able Translation ATIO had to defend, for a total of approximately \$35,000. However, those were necessary.

For the coming year, he continued with explaining that ATIO needs to take a few corrective actions that were already identified for the new Board members to implement. As a Board, we have approved an increase of dues, exam fees and application fees. This increase was long overdue. Normally, ATIO would be able to count on a reserve fund, but the fees have not been increased since 2012. We have introduced several upgrades to the organization, and those things are great improvements, but they come with a cost. Mr. Capo suggested to the Board of Directors that all discretionary expenses need to be evaluated before being incurred; for example, before legal counsel is hired, council should provide an estimate of the cost. Also, for the coming year, and until we reach a break-even point, ATIO needs to operate in a climate of extreme austerity, even more than last year.

He highlighted that this coming year is ATIO's centennial and that we must reach this milestone operating in the black. We will then look forward to the next century for ATIO with great confidence.

Mr. Couillard interjected to explain the reasons behind the deficit. The legal fees were engaged by a prior Board of Directors, but ATIO needed to move ahead with those. Also, the remote aspect of the AGM last year was costly: in fact, with only eight remote participants, it would have cost less to fly them individually to Toronto. There is also a Ministry of the Attorney General shortfall: we lost money on the venture. The possibility for holiday dinners for the members will need to be revisited.

Questions were raised by attendees as follows:

Question (name not captured): Two (2) budget items appear unusual to me. Why does ATIO have a contract with the Ministry of the Attorney General (MAG), and why are we paying legal fees for someone or something?

Response: Mr. Couillard explained that legal fees happen with associations, for example, when someone is using their title incorrectly, and we need to defend our members. Our mandate is to protect the professional title. Also, when we made changes to our by-laws, we had them reviewed by a lawyer to make sure we were in compliance.

Philippe Ramsay, Executive Director, explained that, in the case of the Ministry of the Attorney General (MAG), there was an agreement between CTIC and MAG to perform the marking of exams for court interpreters. The contract between CTIC and MAG was given to ATIO by CTIC. We mark those exams. We have a fee schedule. In 2018 there were internal issues in the unit that managed these exams. There was a lag in the number of exams we received for marking (with no revenue coming in), but our administrative expenses continued in order to maintain the administrative functions. In the first four (4) months of 2019, our revenue exceeded the whole of 2018 due to a change in the MAG team in the Fall of 2018. Things are looking better now. It is a 5-year contract that started in 2017. We just started year three (3) of the contract. Markers are certified members from across the country, not necessarily from ATIO.

Question: Madhavi Chandrasekaran, C. Tran. asks, in terms of legal costs, was the result worth the effort?

Response: Mr. Couillard stated that it was worthwhile. We tried to have the fees spread over a few years, but that was not possible, so ATIO decided to pay them in full.

Follow-up question, same member: Is it possible to enter a deal with MAG with a retainer?

Response: Mr. Couillard explained that we had to invest in training staff, and there were changes in MAG. We learned that there were risks with this business venture and we are working on new ways to generate revenue.

Question (name not captured): You state that you had raised the dues, and I was looking at the on-dossier application fees for 2019. It is almost double 2018. Can you comment on that?

Response: *This question was tabled to be discussed later during the meeting, during the budget agenda item (see number 11).*

Question: Martin Boyd, C. Tran. asked about the case involving Able Translation mentioned by the President and Treasurer. Could you elaborate? Was Able Translation suing ATIO?

Response: Mr. Ramsay clarified that there were several members who were impacted by that case, and ATIO got involved to make sure things were pursued appropriately. We needed legal advice to be safe. ATIO was not alone: there were personal legal actions taken by individuals, both members and non-members, and the outcome was positive.

9. Auditor's Report

ATIO's Treasurer, Pasquale Capo, presents the Auditor's Report.

Pasquale Capo moved to approve the Auditor's Report, prepared by Boyer and Boyer.
Muhammad Shafique seconded.
CARRIED

10. Appointment of the Auditor for the current year

Pasquale Capo moved that *Boyer & Boyer* be appointed as the auditors for 2019. Martin Boyd seconded.
CARRIED

11. Presentation of the Budget

Mr. Capo presented the proposed budget for 2019. The board of directors proposes a balanced budget.

In response to an earlier question about why the on-dossier fees had been doubled, Mr. Ramsay explains that, in 2017 and 2018, the on-dossier certification process was under a moratorium; it was being reviewed and reopened last September. This explains why the amount is higher in 2019.

Question: Joan Rinker, C. Tran., C. Crt. Int. asks in the interest of transparency to know if we are bringing \$346,000 in membership. What is the cost of the auditor? How many salaried positions are there at ATIO? How much are they being paid?

Response: Mr. Couillard explained that there is a set amount for compensation, adding that it would be inappropriate to go into details. A maximum amount is granted annually for compensation, and the distribution is at the discretion of the Executive Director, based on performance. Mr. Ramsay explained that ATIO's membership is just under 1,300 and we administered just under 200 certification exams in 2018. We do not have the statistics for entrance and practice examination fees. There are also currently five (5) employees, the equivalent of 4.2 FTE (full-time equivalent). We have increased by one employee over 2017.

Mr. Ramsay shared that he is very proud of his team. Regarding the auditors, last year the fee was \$8,200, and this year it will be likely just under \$10,000. He added that this is a rather modest fee for auditing.

Question (name not captured): You say that we are paying less than some for our auditing fees. Have you checked to see if other companies would charge us less?

Response: Mr. Ramsay assured attendees that a survey of potential auditors has been performed to determine the best price/service available.

Question (name not captured): Since, in Canada, many documents must be translated by certified translators, is there any financial support available for ATIO from the Government of Canada?

Response: Mr. Ramsay responded that he is not aware of any such funding possibility. He reminded those gathered that ATIO is a professional association, and that the Government is

not involved in the management of the Association (with the exception of *The ATIO Act (1989)* that is a provincial legislative instrument). ATIO is self-regulated.

A lively discussion on the topic of senior dues occurred. Various points of view were expressed.

Pasquale Capo moved to accept the proposed budget. Muhammad Shafique seconded.
CARRIED

12. Proposed Membership Dues increase

The Board-approved proposed fee increases were presented, and the floor was opened for questions.

The following represents the discussion held prior to carrying the motion:

Increase this year as per the table, and an annual increase rounded up to the next half-dollar.

Category	Dues since 2012	As of 01-May-2019
Student	\$ -	\$ -
Candidate for certification	\$ 304.00	\$ 340.00
Candidate for certification – Affiliate	\$ 152.00	\$ 170.00
Certified	\$ 335.00	\$ 395.00
Certified – Retired	\$ 55.00	\$ 75.00
Certified – Senior	\$ 167.50	\$ -
Certified – Special Circumstance	\$ 110.00	\$ 197.50
Certified – Affiliate	\$ 167.50	\$ 197.50

Mr. Ramsay clarified the increase this year, as per the table, and for the following years, is an increase that follows the cost of living index rounded up to the half dollar. For example, if the cost of living for 2019 is 2.2%, the ATIO dues would be automatically increased by 2.5%. We are looking for an increase this year and for subsequent years matching the cost of living rounding it up to the nearest half dollar: If it is 2.7% it would be 3%.

Mr. Couillard reminded those in attendance that the motion was already voted on (and passed) a few years ago, perhaps 2012. The problem is that the motion has been misplaced and cannot be located.

Question (name not captured): stated they are a member of both ATIO and OTTIAQ and asked if there is a point by which ATIO can put a stop to the annual increase? OTTIAQ offers a lot of professional development opportunities. So, there should be more justification to continue to support ATIO.

Mr. Couillard explained that we will be working on better cooperation for professional development.

Pasquale Capo moved to adopt the proposed membership dues increase which includes an automatic annual fee increase corresponding to the cost of living rounded up to the next half dollar. Muhammad Shafique seconded.

CARRIED

13. Proposed amendments to the By-laws

Proposed amendments to the bylaws were included in the meeting package which had been provided via the ATIO website, prior to the meeting itself.

A discussion occurred among attendees. Enquiries were made as to the Act that governs ATIO and if there are regulations governing changes to the ATIO by-laws. Answer provided by the Board of Directors: This issue is governed by the By-laws.

Mr. Couillard talked about the proposed changes to the quorum, and the requirement to limit proxies to the number of attendees. Also, in the absence of a quorum of 25 certified members present, we are proposing to have an electronic vote.

Denis Couillard moves to accept the amendments to the by-laws. Caroline Napier seconded.

CARRIED

14. Report of the Returning Officer, Part II

Gerald Yang announced the voting results and presented the 2019-2020 Board of Directors.

Pency Tsai 102 votes

Major Nagra 22 votes

The new Director, Community Interpreters is Pency Tsai.

The remaining positions were acclaimed.

Gerald Yang moved to destroy the ballots following the election. Catherine Poezevara seconded.

CARRIED

15. Standing Committees Reports

Caroline Napier, Director, Conference Interpreters, reported on the on-dossier certification process on behalf of the Recognition and Certification Committee.

Mr. Couillard discussed the need to secure volunteers to create several committees, including the Discipline Committee.

Question: Joan Shnier, C. Tran., commented that she participated in the Discipline Committee a few of years ago, and one of the things that was found was that, because they were not lawyers going up against lawyers, they did not understand the procedures. It was exceedingly difficult

for the committee. A consulting company was hired to offer possible training to the committee. Has anything happened following that?

Response: Mr. Ramsay explained that there was some attention put into this. The committee went dormant, and that ATIO is in the process of reviving it as well as the training associated with it. That will be talked about at the Board level, but there are some considerations being taken to introduce a Complaints Committee and a Discipline Committee, each with their separate tasks. It will be brought forward later.

16. Other business properly brought before the meeting

An informal discussion occurred regarding inappropriate use of the professional title of a certified translator and misuse of certified translators' stamps. Additionally, Mr. Couillard stated that ATIO should seriously consider the creation of electronic stamps that could be changed annually. Mr. Lévesque suggested bringing the case to the Attorney General since someone is misrepresenting themselves as a legislatively recognized member of a self-regulated association.

17. Adjournment of the meeting

Gerald Yang moved to adjourn the meeting. Joanie Demers seconded.
CARRIED

The meeting is adjourned at 16:38.