

Pursuant to Article 16 and 18 of the Law on Associations and Foundations ("Official Gazette of RM" no. 52/2010), the founders of the Citizens Association "Macedonian Translators Association", at its founding assembly of 08.12.2010, passed the

**BYLAWS
of the Citizens Association
"MACEDONIAN TRANSLATORS AND INTERPRETERS ASSOCIATION"**

NAME, OFFICE, DURATION, PURPOSES

Article 1
Features

The Citizens Association "Macedonian Translators Association" of Skopje is a professional, non-governmental, non-partisan and not-for-profit association established by free association of citizens for the purpose of carrying out projects and activities aiming to promote and further translation profession and professional growth of its members.

Article 2
Name and Office

- (1) The Citizens Association name in Macedonian is: "Здружение на преведувачи на Република Македонија". The Macedonian acronym of the Association is ЗПРМ (ZPRM).
- (2) The Association name in English is "Macedonian Translators Association". The English acronym of the Association is MATA.
- (3) The Macedonian Translators Association (hereinafter: Association) is an association of citizens organized and existing under the laws of the Republic of Macedonia.
- (4) The Association is organized and operates on the entire territory of the Republic of Macedonia. Its Bylaws allow establishment of branches and sectors.
- (5) The offices of the Association are on Ul. Skopska br.9-1/10 Centar, 1000 Skopje.

Article 3
Association Seal and Logos

- (1) The Association is a legal entity with all the rights, responsibilities and obligations applicable to it under the Constitution and laws of the Republic of Macedonia.

- (2) The Association has its logo. The logo is reserved for the use and benefit of the active members of the Association.
- (3) The Association shall adopt a special rule-book on the design and use of the Association logo.
- (4) The Association has its own seal and stamp.
- (5) The Association seal is round and contains the name of the Association and its logo.
- (6) The seal of the Association is rectangular and reads as follows:

Citizens Association "Macedonian Translators Association"
Number -----
-----/----- year
Skopje

Article 4
Legality (Legal Grounds)

- (1) As an association of citizens, the "Macedonian Translators Association" accomplishes its goals, activities and actions in keeping with the Constitution, the laws regulating this area and this Bylaws.
- (2) Political and religious organization within the framework of the Association is prohibited.

Article 5
Transparency of operation

- (1) The work of the Association shall be transparent.
- (2) To ensure transparency of operation, the members of the Association shall receive regular information on all the forms of Association activities including the status of its program activities implementation, as well as reports on the work and financial performance of the bodies of the Association, and other information. The media (newspapers, radio, television, social networks and other means of communications) shall also be used to provide information for Association members and the general public.
- (3) For the purposes of dissemination of information to members and the general public, the Association may publish magazines and other printed material, organize press conferences and issue press releases.

Article 6
Goals and Objectives

- (1) The Citizens Association "Macedonian Translators Association " is a not-for-profit association established for the purpose of achieving the following objectives:
 - promote the translator's profession;

- promote communication and dissemination of knowledge on the benefits from translators work;
- formulate and maintain standards of professional practice, ethics, and competence;
- stimulate and support translators ongoing education;
- be the medium for cooperation with experts in similar and related professions; and
- encourage professional and social relations among its members.
- These objectives shall be met through the following activities:
 - publication of periodicals, newsletters, reports, glossaries, dictionaries, reports, studies and other publications which can help accomplish the objectives of the Association;
 - development of analyzes, studies and projects conducive to improving translators' performance and status;
 - organization of periodic meetings;
 - support to accreditation and certification programs for translators who meet certain standards of competence;
 - organization of trainings for Association members and wider public, as well as seminars, conferences and workshops on topics related to the profession and the professional development needs of its members; participation in conferences, seminars, and other events organized by similar associations in the country and abroad;
 - establishment and maintenance of cooperation with professional organizations in related fields;
 - active cooperation with universities, foundations, government agencies and other organizations on issues related to education and continued education of translators;
 - other activities aimed at meeting the objectives of the Association and promoting the prosperity of the Association and its members.

MEMBERSHIP

Article 7

- (1) Any member of the translating profession who meets the membership requirements and assents to the Association's Bylaws, Program, Code of Professional and Ethical Conduct, Translation Standards, the Association's Recommendations regarding fees and all other rules and regulations of the Association, and wishes to join the Association of his/her free will, may become member of the Association.
- (2) Each applicant fills out a form - membership application to be submitted to the Association.
- (3) The Association is composed of the following categories of members: active, associate, institutions, companies, life and honorary members.
- (4) All members of the Association shall respect and abide by the Bylaws, Program, Code of Professional and Ethical Conduct, Translation Standards, Association's recommendations regarding fees and all other rules and regulations of the Association adopted at the founding meeting or at any other Association meeting, as well as by the good practices and usances of the translators' profession.

- (5) The association shall maintain a register of members which shall be updated with each change in the membership and shall be published on the Association website, as well as in other appropriate forms.

MEMBERSHIP REQUIREMENTS

Article 8

Active Members

- (1) Any person who:
- a. is professionally engaged in translation or in a closely related activity and
 - b. has achieved professional status as confirmed by peer evaluation, or whose membership application is supported by at least three active members, is eligible for active membership.
- (1) Active membership is in the name of the individual only and confers no corporate or institutional membership on the individual's company, institution, or employer.
- (2) Interpreters accredited by the European institutions or a reputable professional association of another country may submit active membership applications to the Association and do not need to meet requirement 1 (b).
- (3) Individuals meeting all qualifications for active membership, who are not citizens of the Republic of Macedonia, are eligible for active membership if supported by at least three active members of the Association.
- (4) If in the course of its work the Association introduces a translators' accreditation system as a membership condition, condition 1 (b) may be rephrased as "has successfully passed the accreditation test for at least one language pair"

Article 9

Other Members

- (1) **Associate Members - Translation Agencies:** Legal entities providing translation services shall be eligible for associate membership. Such membership shall be in the name of the translation agency, not in the name of any individual. Individuals associated with the translation agency-member of the Association may qualify as members of other classes in their own right. Each translation agency-member shall designate in writing a person to act as its representative for all purposes of Association membership and shall submit notification on such designation to the Association. The translation agency – member of the Association may at any time replace the person designated with another person. For the purposes of Association membership, the actions of the representative designated by the translation agency- member shall be deemed to be actions of the translation agency- member.

- (2) **Associate Members - Individuals:** Associate membership is open to candidates for active membership, other members of the translating profession interested in this membership category, people working in related and associated professions and friends of the profession from other professions.
- (3) **Students:** Any person who is a full-time or part-time student of translation and interpreting, foreign language or related course of studies, undergraduate or postgraduate, may apply for student membership. Student membership period can not be longer than four years.
- (4) **Institutional:** Institutional membership is open to any non-profit institution with an interest in translation profession. Membership shall be in the name of the institution, not in the name of an individual. Individuals associated with an institutional member may qualify as members in the other categories in their own right. Each institutional member shall designate in writing delivered to the Association a person who shall act as its representative for all purposes of Association membership. The institutional member of the Association may at any time replace such designated person with another person. For the purposes of Association membership, the actions of such designated representative performed in the name of the institutional member shall be deemed to be actions of the institutional member.
- (5) **Corporate:** Corporate membership is open to any business firm with an interest in the translation profession. Membership shall be in the name of the firm, not in the name of an individual. Individuals associated with a Corporate member may qualify as members in other membership categories in their own right. Each Corporate member shall designate in writing delivered to the Association a person who shall act as its representative for all purposes of Association membership. The Corporate member may at any time replace such designated person with another person. For the purposes of Association membership the actions of such designated representative performed in the name of the Corporate member shall be deemed to be actions of the corporate member.
- (6) **Life:** Life membership is available to any person who has reached sixty years of age and has been a member of the Association for at least twenty consecutive years.
- (7) **Honorary:** Honorary membership may be conferred upon individuals who have distinguished themselves in the translation profession by a vote of two-thirds of the Management Board. The total number of living honorary members shall not exceed fifteen at any one time, and not more than three may be elected in any one year. The Assembly may confer the title of "Honorary President" to every former president with special merits for the Association. Honorary presidents automatically become honorary members of the Association.
- (8) **Changes in status.** Any active member wishing to become an associate member shall address such request in writing to the Admittance and Linguistic Classification Committee. When an associate member meets the requirements for an active member and wants to change his/her status, such

member shall submit his/her request to the Admittance and Linguistic Classification Committee.

Article 10
Members Rights

- (1) **Active members** have the right to attend any of the Assembly meetings of the members of the Association, use all of its membership facilities and receive all of its regular publications free or at special membership rates. They also have the right to vote, to hold Association office and to serve on the Association committees, and - once the Association introduces accreditation system - to take accreditation tests.
- (2) **Associate Members - Translation Agencies** have all the rights of active members except the right to hold Association office and to serve on Association committees. Associate Members-translation agencies have the right to use the logo of the Association only in the following form: "Associate member of [logo or acronym]."
- (3) **Associate members** - individuals have all the rights of active members except the right to vote, to hold Association office, to serve on the Association Management Board and committees of the Association and to use the Association logo.
- (4) **Institutional and Corporate members** have all the rights of active members except the right to vote, to hold Association office, to serve on the Association committees, and to use the logo of the Association. Their rights shall be exercised through a person appointed by them to act as their representative for all purposes of Association membership. This appointment does not confer individual membership on the designated person
- (5) **Student members** pay reduced dues but enjoy all the rights associate members - individual association.
- (6) **Life members** pay reduced dues but enjoy all the rights of the membership category for which they are qualified.
- (7) **Honorary members** pay no dues, but enjoy all the rights of the membership category for which they are qualified.

Article 11
Annual dues

- (1) The annual dues for all categories of membership shall be determined by the Management Board.
- (2) Dues shall be paid annually in advance by December 31 of the preceding year. Membership is considered lapsed when dues are two months in arrears. All rights and privileges are forfeited during the period of the lapse. Upon payment of the full annual dues, a lapsed membership shall be reinstated with all pertinent rights, except for the member's right to vote in the process of

election of Association representatives and members of the Management Board, if the reinstated member is one with a voting right.

- (3) Membership shall be terminated when dues are more than twelve months in arrears. Individuals and organizations whose membership has been terminated because of nonpayment of dues must file new applications in order to restore their membership. When a period of three or more years has elapsed since the applicant was an Active member of the Association, the Association may require either support from three active members or passage of a (or another) accreditation test.

Article 12

Application for Membership

- (1) To apply for membership, the candidate shall submit to the Association an application for membership, accompanied by the current year's annual dues, and a signed statement that he/she shall abide by this Bylaws, Programme, Professional and Ethical Code, Translation standards, Association's recommendations on fees, and all other rules and regulations as well as other rules of the profession.
- (2) The Admittance and Linguistic Classification Committee shall review the application and estimate whether the applicant meets the requirements for the requested category of membership in accordance with the policies and procedures set forth by the Management Board. The candidate shall receive written notification of approval or rejection of his/her application, or recommendation for the membership category for which the candidate qualifies.
- (3) An applicant who believes that membership in the category for which application was made was unjustly denied may appeal such decision in writing to the Management Board in accordance with procedures adopted by the Board for that purpose. The decision of the Board shall be final.

Disciplinary procedures

Article 13

- (1) Disciplinary actions, including censure, suspension, or expulsion from membership, may be taken in any of the following cases:
 - a. Conviction of a felony or other crime under the laws of the Republic of Macedonia in a matter related to the practice of, or qualifications for, professional activity;
 - b. Gross negligence or willful misconduct in the performance of professional services, or other unethical or unprofessional conduct based on demonstrable and serious violations of the MATA Code of Professional Conduct; or

- c. Fraud or misrepresentation in the application for or maintenance of MATA membership, professional certification, or other professional recognition or credential.
- (2) All disciplinary actions shall be taken pursuant to procedures adopted for that purpose by the Management Board. These procedures may be amended by a two-thirds vote of the Management Board.

*Article 14
Withdrawal*

- (1) Any member who wishes to withdraw from the Association shall notify in writing the Association or the committee appointed for that purpose. Membership shall cease when the member will receive written confirmation from the Association.
- (2) All members withdrawing still remain bound to fulfill its obligations to the Association.
- (3) Withdrawal shall not prevent disciplinary procedures as a result of a previous event.

*Article 15
Termination of membership*

- (1) Membership shall cease when dues are twelve months in arrears.
- (2) Individuals and organizations whose membership has been terminated because of failure to pay dues must submit new membership application to restore the status of members.
- (3) When a period of three or more years has elapsed since the applicant was an Active member of the Association, the Association may require membership reinstatement recommendation by at least three active members of the Association, or a (or another) certification examination if such a test is conducted by the Association.
- (4) Following proper reinstatement of the member status, the member shall be re-entered in the members list and shall have all the rights pertaining to the respective membership category.
- (5) Membership termination may also be resorted to as a disciplinary action.

*Article 16
Expulsion from membership*

- (1) Members may lose their membership on the following grounds:
 - a. following a decision based on disciplinary action;
 - b. member's failure to comply with the conditions laid down in Article 8 (membership requirements);

- c. dues twelve months in arrears. In this case members automatically lose their membership in the Association, without right of appeal.
- (2) The Association Management Board shall take a decision to expel a member upon a proposal of the competent Commission only after the member has been given the opportunity to present his case orally or in writing.
- (3) Expelled members may appeal the expulsion decision with the Management Board within 90 days of the receipt of the written notification. The appeal shall suspend the expulsion. Member's rights shall be suspended and her/his membership shall be in suspension until the final decision of the Board is passed.
- (4) Members expelled in a disciplinary action are not exempt from compliance with the rules of the Association, in particular payment of the outstanding dues. Following membership termination all member's rights, especially the right to vote and the right to participate in any of the bodies of the Association, shall be forfeited.
- (5) Expelled elected representatives of the Association shall be automatically dismissed and replaced in accordance with the selection procedure laid down in this Bylaws.
- (6) Expelled members shall be deleted from the Association members list.
- (7) Members expelled for disciplinary reasons shall not be entitled to apply for membership for five years from the date on which the expulsion has come in force. Once their lapsed membership has been duly reinstated, the reinstated member shall be re-entered in the members list.

BODIES OF THE ASSOCIATION

Article 17

Bodies of the Association

- (1) The bodies of the Association are:
 1. Assembly
 2. Management Board
 3. President
 4. Vice President
 5. Secretary
- (2) The association may have standing and *ad hoc* committees, as needed.

Article 18

Assembly

- (1) The Assembly is the highest body of the Association.
- (2) The Assembly shall consist of all members of the Association.

- (3) The right to vote shall be conferred on the active members as well as on the associated members - translation agencies. Members belonging to the categories without voting rights shall be entitled to attend, speak and submit proposals.
- (4) The Assembly shall meet as necessary, but at least once a year.
- (5) The Management Board shall notify the members at least one month prior to the annual meeting and shall provide them with information on the preliminary draft agenda.
- (6) The manner of calling Association Assembly meetings shall be determined in the Assembly Rules of Procedure.
- (7) The members of the Assembly may take part and participate in the adopting of resolutions at Assembly meetings organized as meetings by means of conference telephone or other audio and visual/online communication equipment allowing for all persons participating in such meeting to hear and communicate with each other.
- (8) The Assembly may adopt resolutions without a meeting if a consent on a decision to be made without a meeting has been given by more than half of the total number of members with voting right.
- (9) Actions taken without a meeting shall be duly recorded in minutes prepared by the President of the Association or a person authorized by the President of the Association. Actions taken in this manner shall enter into force on the date on which the voting members of the Assembly shall give their consent. Consent may be given by members' personal signatures on the draft decision or by signature sent by fax or by electronic means.

Article 19
Powers of the Assembly

The Assembly is vested with the following powers and duties:

- Adopts the Articles of Association, Rules of Procedure, Code of Ethics and Professional Conduct, Translation Standards, Rules for admission and linguistic classification, Recommendations relating to fees, Charter of employed translators, Work Programme and other acts and amendments thereto;
- Adopts the annual report and the financial report on its work and publishes them on the website of the Association;
- Adopts decisions, conclusions and recommendations on the regulation and resolution of issues of concern to the Association;
- Appoints and dismisses the President, Vice President, Secretary and members of the Management Board of the Association;
- Decides on the establishment and closing of branches and other forms of organization of the Association;
- Decides on association with and disassociation from other associations and membership in leagues and international organizations;

- Decides on the termination of the Association by a two-thirds majority vote of all members of the Association with the right to vote;
- Decides on the status changes of the Association;
- Decides on the establishment of companies;
- Elects honorary presidents and bestows honorary membership;
- Performs other tasks arising from the Bylaws and laws.

Article 20

Extraordinary Assembly Meeting

- (1) Extraordinary Assembly Meeting shall be called by the President of the Association or its Management Board, or at the request of at least one third of the voting members submitted in writing to the President or to the Management Board of the Association, along with the proposed agenda.
- (2) The following powers are vested in the Extraordinary Assembly:
 - a. Adopts the Statute, Rules of Procedure, Code of Professional Ethics, Standards Translation, Rules for admission and linguistic classification, Charging Recommendations, Charter translators employed, Program of activities and other acts and amendments thereto;
 - b. Dismisses elected officials;
 - c. Conducts other urgent matters.
- (3) An Extraordinary Assembly Meeting shall be held no later than 30 days from the date on which the request for such a meeting has been filed.
- (4) If the Chairperson of the Assembly fails to call a meeting within thirty (30) days from the date of the request to call an Extraordinary Assembly Meeting, the meeting shall be called by the Management Board or the initiators.
- (5) The manner of calling the meetings of the Association Assembly shall be determined in the Assembly Rules of Procedure.

Article 21

Election inspectors

The Management Board may assign one or more inspectors to be present at the regular and extraordinary meetings of the Assembly. The inspectors shall ascertain which voting members are present at the meeting, whether there is a quorum present, the validity of the representatives, following which they shall receive the votes, ballots and consents, hear and ascertain all disputes and issues regarding voting right, count and record all votes, ballots or consents, and announce the results.

Article 22
Quorum

The Assembly work is valid, i.e. it has the quorum needed for it to work and make decisions, if more than half of the total number of voting members are present.

Article 23
Proxies

- (1) Voting members may authorize another active member or members to represent them and act on their behalf as proxies at the Assembly meetings.
- (2) The authorization must be in writing and signed by the member giving it.
- (3) The authorization may be withdrawn at any time, except in cases provided by law.

Article 24
Vote

- (1) Voting members shall have one vote each. All other members shall have the right to speak at the meetings without the right to vote.
- (2) The Assembly shall adopt resolutions by a majority vote of the members present.
- (3) The Assembly shall adopt resolutions by public vote, unless a majority of the voting members present decide to vote by secret ballot.

Article 25
Validity of decisions

- (1) Except for the adoption of the agenda and minutes of the previous Assembly meeting, the Assembly cannot make a valid decision unless at least half of the voting members are present or represented.
- (2) When there is no quorum present, the voting shall be postponed. When there is no quorum for the vote which has already been delayed once due to lack of quorum, the Management Board shall reconvene the Assembly within 45 days. The decisions passed at the reconvened meeting of the Assembly shall be valid regardless of the number of voting members present or represented.

MANAGEMENT BOARD

Article 26
Members, election, term

- (1) The Association has a Management Board consisting of members with equal rights, obligations and responsibilities with respect to the Association work and development, as prescribed in this Bylaws.
- (2) The members of the Association Management Board shall be elected by the Assembly. The procedure for the election of Management Board members is specified in the Assembly Rules of Procedure
- (3) The Management Board of the Association consists of seven (7) members, three (3) executive and four (4) non-executive members. Executive members of the Management Board are: the President, the Vice President and the Secretary of the Association.
- (4) The President of the Management Board is also the President of the Association, and Assembly Chairperson.
- (5) Two non-executive members of the Management Board shall serve three (3) year terms, and the two other non-executive members two (2) year terms. Non-executive members may be elected to the Management Board in two consecutive terms that must be followed by a break of at least two years before they may be elected again as members of the Management Board.
- (6) If the number of the Management Board members falls below seven between two elections, the existing members of the Management Board shall elect, by a majority vote, a new member from among the members of the Association.
- (7) The newly elected member shall hold office during the unexpired term of the member he/she has succeeded and such term of office shall be verified at the first meeting of the Assembly following the election of the new member.
- (8) If the number of Management Board members falls below five between two elections, the President of the Management Board shall convene Assembly meeting for the purpose of electing new members of the Management Board.
- (9) Former Presidents of the Association shall have the right to be elected as non-executive members of the Management Board.

Article 27
Duties of the Management Board

(1) The Management Board shall:

- Manage the Association property;
- Regulate and manage the Association activities, determine and change the policies of the Association: implement statutory and program objectives of the Association, as well as the policies, conclusions and decisions agreed by the Assembly; propose changes and amendments to the Bylaws and make other decisions to be adopted by the Assembly; pass internal regulations, approve agreements and sign contracts; prepare materials for Assembly meetings; make decisions on establishment of permanent and temporary bodies and direct their work; make decisions for procurements exceeding 3000 EUR in MKD equivalent at the National Bank exchange rate;

- Appoint signatories to the account of the Association;
 - Decide on membership applications or appoint a Commission for that purpose;
 - Make decisions on awards, certificates and awards;
 - On behalf of the Association determine and implement measures the Management Board deems necessary or desirable in the promotion of the Association policy of work and objectives;
 - Perform other tasks.
- (2) The non-executive members of the Management Board are in charge of monitoring and reviewing the work of the executive members and this authority cannot be transferred to the executive members of the Management Board.
- (3) The Management Board is answerable for its work to the Association Assembly.

Article 28
Meetings and quorum

- (1) The Management Board holds meetings as needed, but at least once in three months.
- (2) The Management Board meetings are convened by its President.
- (3) A proposal for convening a meeting may also be filed by at least one half of the members of the Management Board, or by one third of the members with the right to vote in the Assembly.
- (4) The proposal for convening a Management Board meeting shall be submitted to the President of the Management Board.
- (5) The meetings of the Management Board shall be convened by invitation in writing sent by mail, electronically or otherwise at least seven (7) days prior to the day of the meeting. The invitation shall give the meeting date, time, place and agenda.
- (6) Members of the Management Board may attend and participate in the decision making at meetings by means of conference calls or other audio visual / online communication allowing all present at the meeting to hear and communicate with each other. Participation in a meeting in this manner shall constitute presence in person of the members of the Management Board at such meeting.
- (7) The Management Board meeting shall be considered valid, or constituting a quorum, if at least five of its members are present.
- (8) Each member of the Management Board has the right to one vote. Voting by proxy is not allowed.
- (9) When the Management Board vote is tied, the President shall have the casting vote.

- (10) The decisions of the Management Board shall be valid when adopted by a majority of members present.
- (11) Between meetings, the Management Board may make decisions by unanimous written consent. The President of the Management Board, or a person authorized by him/her, shall prepare and sign minutes recording all the decisions made in this way.
- (12) Decisions made in this manner shall enter into force on the date when all members of the Management Board shall give their consent, except in cases where the decision fixes another moment of its entry into force.
- (13) Consent may be given by hand written personal signature, or by electronic signature sent by fax or by electronic means.
- (14) Minutes shall be taken of every meeting of the Management Board, and such minutes shall be published on the website of the Association or otherwise submitted to the members of the Association. The minutes shall be signed by all members present at the meeting of the Management Board.

*Article 29
Extraordinary Meetings*

- (1) An extraordinary meeting of the Management Board may be called by the President of the Management Board, upon written request by more than half of the Management Board members.
- (2) The notification on the holding of the extraordinary meeting shall be submitted to all Management Board members at least fifteen days prior to the extraordinary meeting. As an exception, in cases of extreme urgency the Management Board may decide not to comply with this requirement.
- (3) Management Board decisions made at an extraordinary meeting shall be deemed valid when a quorum of at least five members has been constituted.
- (4) Members of the Management Board may attend and participate in the decision making at meetings by means of conference calls or other audio visual / online communication allowing all present at the meeting to hear and communicate with each other. Participation in a meeting in this manner shall constitute presence in person of the members of the Management Board at such meeting.
- (5) Taking minutes of the extraordinary meetings of the Management Board is compulsory and such minutes shall be submitted to the members of the Association. The minutes shall be signed by all members present at the extraordinary meeting of the Management Board.

*Article 30
Removal of Management Board member*

- (1) Any member of the Management Board may be removed from office on the Management Board, provided that at least two thirds of the total number of members with the right to vote, do vote for such a removal at any regular or extraordinary meeting of the Assembly.
- (2) A proposal for the removal from office of a member of the Management Board may only be submitted to the Assembly following a two-thirds vote of all the members of the Management Board, or by submitting a petition to the President of the Management Board signed by at least one third of the Association members with the right to vote.

PRESIDENT, VICE-PRESIDENT, SECRETARY

Article 31

Power of attorney

- (1) The Association is represented and advocated by its President, and failing that by its Vice President. Their term of office shall be three (3) years or until new president and vice president are elected.
- (2) Members of the Association who have already held the office of president and vice president may be elected to the same office after an interval of one three-year term of office.
- (3) By the nature of their offices, the President, Vice President and Secretary are executive members of the Management Board.
- (4) If the office of the President, Vice President and Secretary become vacant before the regular meeting for the election of new candidates for these offices, these offices shall be temporarily filled by vote of the Management Board from among the active members pending the next regular meeting of the Assembly at which time these offices shall be filled as provided by this Bylaws.

Article 32

Duties of the President

- (1) The President shall be the principal executive body of the Association.
- (2) The President of the Association shall be elected by the Assembly by a majority vote of the total number of voting members, for a three (3) year term of office, with the right to be re-elected once.
- (3) The procedure for the election of the President shall be determined in the Rules of Procedure of the Assembly.
- (4) The President of the Association shall be the President of the Management Board and Chairperson of the Assembly and shall preside over all meetings and sessions of the Association, the Management Board and the Assembly and shall be a member ex officio without the right to vote on all committees, with the exception of the committee or the body formed to nominate representatives and members of the Management Board, unless otherwise provided by this Bylaws.

- (5) The President shall sign payment orders and guarantees for the withdrawal of funds from the Association bank account of amounts not exceeding 3,000 EUR in MKD equivalent.
- (6) The President shall be responsible for the implementation of the policies and guidelines adopted or approved by the Management Board, as well as for the following duties:
 - To call Assembly and Management Board meetings;
 - To propose and implement program of activities for the period for which he/she is elected;
 - To represent the Association in national, regional and international organizations and other institutions the Association is a member of;
 - To perform other duties entrusted to him/her by the Assembly and the Management Board, or arising under this Bylaws or established by law.
- (7) The President of the Association shall answer for his/her work to the Assembly.

*Article 33
Termination of the office of President*

The office of the President may be terminated:

- Upon his / her request;
- Upon the expiration of the term for which he/she has been elected;
- If due to inactivity, negligent exercise and performance of the rights, obligations and duties vested in the President or activities against the goals and objectives of the Association, the Assembly removes the President from office before the end of the term, provided a majority of the voting members of the Assembly have voted for such termination of the office.

*Article 34
Duties of the Association Vice-President*

- (1) The Vice-President shall exercise all the rights and perform all tasks and duties of the President during the absence or incapacity of the President, or at the discretion of the Management Board. The Vice President shall perform also all the other duties assigned to him/her by the Management Board.
- (2) The Vice President shall be a member ex officio without the right to vote on all committees with the exception of the committee or body for nomination of Association representatives and members of the Management Board.
- (3) The Vice President shall automatically become a candidate for president at the end of his/her term.

- (4) The Vice President of the Association shall be elected by the Assembly by a majority vote of the members with voting rights for a term of office of three (3) years, with the right to a maximum of two consecutive terms.
- (5) The procedure for the election of Vice-President shall be specified in the Assembly Rules of Procedure.
- (6) The office of the vice president of the Association may be terminated under the same conditions prescribed for the President of the Association in Article 33.

Article 35
Duties of the Secretary of the Association

- (1) The Secretary of the Association shall be elected by the Assembly, by a majority vote of the total number of voting members present, for a term of office of three (3) years, with the right to a maximum of two consecutive terms which must be followed by a three year intermission.
- (2) The procedure for the election of the Secretary shall be specified in the Rules of Procedure of the Assembly.
- (3) The Secretary shall perform administrative-professional, logistical and other similar duties in the interest of the Association.
- (4) The Secretary of the Association shall have the following duties, rights and obligations:
 - Represent the association at various events;
 - Together with the President and Vice President prepare Assembly and Management Board meetings;
 - Take minutes of Assembly and Management Board meetings;
 - See to the implementation of the financial plan and program of activities;
 - See to the timely implementation of the decisions and conclusions adopted by the Assembly and the Management Board;
 - See to the timely performance of administrative and technical tasks, as well as to equipment, supplies and performance of the financial liabilities of the Association;
 - Keep all cash funds and is responsible for them, unless there is a specifically designated person for this matter in accordance with Article 32, paragraph 1;
 - Maintain and keep a record of the payment of dues;
 - Maintain a register of members;
 - See to the proper application of the legal regulations concerning the activities conducted by the Association;
 - Perform other duties as assigned by the President and the Management Board.

- (5) The office of the Secretary of the Association shall be terminated under the same conditions as those prescribed for the President of the Association in Article 33.
- (6) The secretary shall answer for the performance of his/her work to the Assembly.

Article 36
Doing financial business

- (1) The association may hire a freelancer - accountant to conduct the financial affairs and maintain financial records, or hire an expert or assign the duty to an Association member with the appropriate qualifications.
- (2) The financial records of the Association shall be the property of the Association and subject to the legally prescribed audits.
- (3) The Secretary of the Association shall organize the administrative and technical tasks related to the financial operations and records of the Association.

COMMITTEES
Article 37

- (1) Unless otherwise provided by this Bylaws, all committee chairpersons shall be appointed by the President of the Association. These appointments must be approved by the Management Board. Members of all committees shall be appointed in the same manner.
- (2) Committee chairpersons and members may only be active members of the Association. Any vacated place on the committees may be filled by temporary appointment by the President of the Association.

Article 38
Permanent and Other Committees and Goals

- (1) The Association may have the following standing committees that will carry out the powers of the Management Board, when the Management Board deems it necessary:
 - Finance and Audit Committee,
 - Ethics Committee,
 - Admission and linguistic classification committee and
 - Nomination Committee.

- (2) Participation on any of these committees does not absolve the members of the Management Board, collectively or individually, from any responsibility assigned to them under this Bylaws or by law.
- (3) The Management Board shall regulate with a special act the objectives and the work of each standing committee.

Article 39

Admission and Linguistic Classification Committee

- (1) **Composition:** Admission and Linguistic Classification Committee shall preferably consist of members representing each of the languages represented in the Association. The number of members may not exceed five (5).
 - (2) **Functions:** The Committee shall have the following functions:
 - Put into practice the Rulebook for admission and linguistic classification and submit proposals to the Assembly for changes therein;
 - Review requests for admission and changes in linguistic classification. The Committee shall decide on the admission requirements and authorize the publication of the relevant lists of members. The Committee may grant certain exemptions as justified by specific circumstances;
 - Review complaints. The Committee shall decide on the appropriateness and, following examination, the justifiability of the complaints.
 - Delete from the appropriate list the members and candidates who have violated the rules of the Association;
5. Decide on requests for change of membership status under Article 9 of this Bylaws.

ADMINISTRATIVE MATTERS

Article 40

Compensation

- (1) The President, Vice President, members of the Management Board and the members of the committees of the Association or its departments and branches shall not receive a salary or other compensation for their work.
- (2) As an exemption, the Management Board may determine remuneration for the work done by editors of the publications of the Association and its sectors and branches.
- (3) Duly authorized expenses referred to in paragraph 2 incurred on behalf of the Association shall be reimbursed to the person referred in paragraph (1) on the basis of a decision passed by the Management Board.
- (4) As an exemption, all of the above persons and all other members of MATA who organize and run special projects related to the promotion of the profession, and are financed by donors or other organizations, or by MATA, shall be entitled

to remuneration for the time and effort invested. The amount of remuneration shall be considered part of the cost of any such project.

Publications and public statements

Article 41

Publications

The Association may publish and distribute to its members and to the public only materials approved by the Management Board.

Article 42

Public statements

The Association shall not assume responsibility for statements and opinions contained in the publications of the Association or in the papers and discussions presented at the meetings of the Association, its sectors and branches, and shall not be responsible for the statements of any member, representative, or staff, except for statements made by the persons authorized by the Management Board. All responsibility shall be borne by those who write or express their opinions and views.

Branches

Article 43

Objectives

Branches of the Association represent a forum for communication and meeting of translators in a particular geographic area. A branch shall organize meetings for further cooperation on the exchange of information among its members, provide information and serve the needs of its members locally. It shall also serve as a means of communication between the Association and local members, and shall support and promote the policies and objectives of the Association.

Article 44

Establishment

The Management Board shall determine the conditions for the establishment and operation of branches by a separate document.

SECTORS

Article 45

- (1) Members who have common professional interests may form sectors. Sectors serve as a means of communication between the members and the Management Board, providing information and services to its members in their narrow specific fields of interest, organize meetings for better cooperation and mutual exchange of information and support and promote the policy and objectives of the Association.
- (2) All sectors shall prepare rules of procedure, which must be in full compliance with the Bylaws and the rules and regulations of the Association, and submit them to the Management Board.
- (3) Each sector shall propose a representative who must be approved by the Management Board. The representative shall be the link between the sector concerned and the Management Board and shall represent the sector before third parties.

Article 46

Establishment

The Management Board shall determine the conditions for the establishment and operation of the sectors in a separate document.

COOPERATION AND ASSOCIATION OF THE ASSOCIATION

Article 47

The Association may network and associate in alliances or other forms of linkage and association with other associations and foundations, for the purposes of furthering its work and activities, for the benefit of its members, in accordance with its policies and objectives, and in accordance with the laws the Republic of Macedonia.

PROCEDURE FOR AMENDMENTS TO THE BYLAWS

Article 48

- (1) This Bylaws may be altered, amended or repealed only by a two-thirds vote of all members of the Association with the right to vote at any regular or special meeting convened for that purpose. The full text of the proposed amendments shall be submitted to each member in writing, prior to the meeting.
- (2) Amendments may be proposed by the Management Board or the proposal may be made by petition signed by one third of the total number of members entitled to vote in the Assembly. The petition with the proposal shall be submitted in writing to the Management Board which shall present it to the membership.

Financial year

Article 49

Financial year coincides with the calendar year.

Finances

Article 50

The Association has the following sources of funding: annual membership fees, donations and grants, funds from the Budget of the Republic of Macedonia and the local government units and the budget of the City of Skopje, as well as other forms and sources of funding.

DISSOLUTION OF THE ASSOCIATION

Article 51

- (1) A decision to dissolve the Association may only be made on the extraordinary meeting convened solely for that purpose at least 30 days prior to such meeting, at which at least three quarters of the voting members shall be present and represented.
- (2) If this quorum is not reached at the first meeting, a second meeting shall be convened within 30 days. The decision of the Assembly shall then be valid regardless of the number of members present or represented.
- (3) The decision to dissolve the Association requires a two-thirds majority of members present.

LIQUIDATION OF PROPERTY

Article 52

The decision on the purpose of the remaining assets of the Association shall be made by the founders.