

The Nova Scotia College of Counselling Therapists

**General By-Laws
Effective October 11, 2011**

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TITLE

1. These By-Laws are made pursuant to section 11 of the *Counselling Therapists Act* and may be cited as the By-Laws of the Nova Scotia College of Counselling Therapists.

DEFINITIONS

2. In these By-Laws,
 - (a) "Act" means the *Counselling Therapists Act*;
 - (b) "AGM" means Annual General Meeting of Nova Scotia College of Counselling Therapists;
 - (c) "Board" means the Board of the Nova Scotia College of Counselling Therapists;
 - (d) "CCPA" means the Canadian Counselling and Psychotherapy Association;
 - (e) "College" means the Nova Scotia College of Counselling Therapists;
 - (f) "complainant" means any person who files a formal complaint against a member;
 - (g) "member" has the same meaning as in the *Counselling Therapists Act*;
 - (h) "Regulations" means the Counselling Therapists Regulations;
 - (i) "special resolution" means a resolution of which advance notice has been sent out, to be voted on at a Special Meeting, which resolution must be passed by 3/4 of the members entitled to vote at such meeting;
 - (j) "Supervisor" has the same meaning as in the Counselling Therapists Regulations.
 - (k) "Voting member" or "voting membership" means those persons in a retired category of affiliation and those members who hold one of the following licences:
 - (i) Active-Practising;
 - (ii) Active-Practising with conditions or restrictions; or
 - (iii) Active-Practising candidate.

PART 1 - MEMBERSHIP

General duty of members

3. Every member of the College shall comply with these By-Laws and any Code of Ethics and Standards of Practice adopted by the College.

Rights of members

4. (1) All members are entitled to receive College publications and to participate in general meetings of the College.
- (2) Those individuals who have an affiliation with the College in the categories of retired, student, associate or honorary, have such entitlements as set out in the regulations.
- (3) Only those persons who are voting members in accordance with Section 2(k) have the right to vote at meetings of the College.

PART 2 - BOARD OF DIRECTORS

Composition of the Board of Directors

5. In addition to the Officers of the Association set out in Article 11, the Public Representatives required under Section 8(1)(c) of the Act, and the Registrar as an *ex officio* member, the Board shall include four (4) members at large, each of whom must be a voting member.

Election and term of office

6. (1) The Nominations Committee shall prepare a list of nominees for election, not less than forty-five (45) days prior to the date of the annual general meeting.
- (2) The list of nominees shall be sent by the Registrar to the voting membership not less than twenty-one (21) days prior to the date of the annual general meeting.
- (3) The list of nominees shall include nominees to fill vacancies for the positions of Secretary, Treasurer, Vice Chair and members at large, when such positions are open for election.
- (4) In addition to the nominees nominated by the Nominations Committee, other nominees may be nominated from the floor at the AGM by at least three voting members in good standing.

- (5) Voting shall take place secretly, either by ballot paper or in such other format as determined by the Board, and the format of the vote shall be communicated to the membership prior to the annual general meeting.
- (6) Voting shall take place at the annual general meeting, with the voting monitored by Scrutineers appointed by the Registrar. The Scrutineers shall count the ballots, and upon completion of the count, shall submit a written report to the Chair to be signed by the Registrar and the Scrutineers advising of the results of the election.
- (7) The person having the highest number of votes shall be elected, and in the case of a tie, a further election shall be held at the same annual general meeting after giving each candidate an opportunity to address the voting membership.
- (8) Subject to Articles 12 and 13, the Vice Chair shall be elected for a term of two (2) years, and upon completion of the term, shall succeed to the office of Chair.
- (9) The Chair shall hold office for a term of two (2) years, and upon completion of the term, shall succeed to the position of Past Chair.
- (10) A person who holds the office of Vice Chair, Chair or Past Chair shall not be eligible to be nominated for position of Vice Chair again until two (2) years have passed following completion of the term as Past Chair.
- (11) The Secretary, Treasurer, and four (4) members at large shall each be elected for a term of two years, and shall be eligible for further election for a maximum of three consecutive terms.
- (12) The public representatives shall be appointed for a term of two years and shall be eligible for reappointment for another two year term to a maximum of three consecutive terms.
- (13) Despite any of the foregoing provisions, for the year when the Act is proclaimed the following shall apply:
 - (a) an election shall be held for both the positions of Chair and Vice Chair, each of whom shall be elected for a term of two years;
 - (b) the person serving in the role of Chair immediately prior to the proclamation of the Act shall succeed to the position of Past Chair following the first election under this Act;
 - (c) the Secretary and the Treasurer elected at the first election following proclamation of this Act shall be elected for a period of one (1) year;

- (d) two (2) of the members at large elected during the election following proclamation of the Act shall be elected for a one (1) year term, and two (2) of the members at large shall be elected for a two (2) year term.
 - (e) one (1) of the public representatives appointed in the year the Act is proclaimed shall serve for a two (2) year term, and one (1) shall serve for a three (3) year term
- (14) Notwithstanding subsection (12) and subsection (13)(e) and in accordance with the Act, public representatives on the Board continue to hold office until their successors are appointed or until such time as they are re-appointed.

Vacancy on the Board

7. (1) With the exception of the Chair and the public representatives, the Board may at any time fill a vacancy on the Board with a different Board member, or appoint an additional member to the Board to fill the vacant position to complete the remainder of the term of the vacancy.
- (2) Where the office of Chair becomes vacant, it shall be filled in accordance with Article 12(5).

Removal of Board member

8. (1) If a member of the Board does not attend three consecutive meetings, without sufficient cause accepted by the Board, the member shall be removed from the Board and a vacancy shall be declared.
- (2) The Board may, by a 2/3 majority vote of the total Board membership, remove any Board member for reason other than non-attendance, before the expiration of the period of office and appoint another person in their stead. The person so appointed shall hold office during such time only as the member in whose place they are appointed would have held office had that member not been removed.

Remuneration and expenses

9. Members of the Board do not receive remuneration for their services but are entitled to reimbursement, to be submitted within 60 days of expenditure, for expenses actually incurred on Board business and which are approved by the Board.

Procedures of the Board

10. (1) The Board shall meet to conduct the business of the College, not less than four times a year.
- (2) The Secretary shall give notice of Board meetings to members of the Board at least six days in advance of the meeting, stating place and time.
- (3) The quorum shall be a simple majority of the Board.
- (4) The Chair or other person chairing the Board meeting shall vote only if the vote on a question is evenly divided.
- (5) All questions brought before the Board shall be decided by secret ballot if requested by at least three members of the Board, and shall otherwise be decided by oral vote.
- (6) The minutes of the Board meetings shall be submitted to all members of the Board prior to the next meeting.

PART 3 - OFFICERS

11. (1) The officers of the association are the Chair, the Vice Chair, the Past Chair, the Secretary and the Treasurer.
- (2) The officers shall perform the duties set out in the Act, the Regulations and these By-Laws as well as those duties that are designated by the Board.
- (3) Contracts, deeds, bills of exchange, and other instruments and documents may be executed on behalf of the College by any two (2) of the Chair, the Treasurer, the Registrar and one (1) other person designated by the Board as a signing officer, by resolution of the Board.

Chair

12. (1) The Chair shall ensure that the Board and the College conduct their affairs in accordance with the Act, the Regulations and the by-laws.
- (2) The Chair shall preside at all meetings of the Board and the Association.
- (3) The Chair shall take on such duties as assigned by the Board.
- (4) Unless otherwise agreed by the Board, the Chair shall act as the official spokesperson for the College.

- (5) If the office of the Chair becomes vacant prior to the expiration of the Chair's term, the Vice Chair will assume the position of the Chair for the duration of the term and the Board may appoint a new Vice Chair from the voting membership to serve in the office of Vice Chair until the next annual general meeting at which an election for Vice Chair shall be held. The Vice Chair who has succeeded to the vacant office of the Chair shall remain in office for the balance of the vacating Chair's term and, by resolution of the Board may remain as Chair for a subsequent term. In this event, the term of the newly elected Vice Chair may be extended to coincide with that of the Chair. If at the time the office of Chair becomes vacant the Vice Chair cannot assume the position of Chair, the Board shall appoint a Chair to serve the balance of the vacating Chair's term.

Vice Chair

13. (1) The Vice Chair shall assume the duties of the Chair in the absence or inability of the Chair to act for any reason.
- (2) If the office of the Vice Chair becomes vacant prior to the expiration of the Vice Chair's term, the Board shall determine whether to hold an election for the office of Vice Chair for the balance of the unexpired term, or to appoint a person to act as Vice Chair for the balance of unexpired term. In the event of an election to fill the balance of the unexpired term, then on completion of the term, such member shall succeed to the office of Chair. In the event of an appointment to the office of Vice Chair, the appointee shall only hold office for the balance of the unexpired term, at which time an election for the positions of Chair and Vice-Chair shall be held.
- (3) The Vice Chair shall take on such duties as are assigned by the Board.

Past Chair

14. The Past Chair shall serve as chair of the Nominations Committee and shall take on such duties as are assigned by the Board. In the event the Past Chair is required to fill the role of Past Chair for more than two (2) years and is unable to do so, the Board shall approach the next immediate Past Chair to fill the role for the duration of the term. In the event the Board is unable to find a former Past Chair willing to serve as Past Chair, the position shall remain vacant, and the Board shall appoint someone to serve as Chair of the Nominations Committee.

Secretary

15. (1) The Secretary is responsible for:
- (a) recording the minutes of all Board meetings and meetings of the College;
 - (b) maintaining official records for all minutes;

- (c) preparing and distributing copies of the minutes;
- (d) notifying members of the Board of meetings of the Board in accordance with these By-Laws;
- (e) notifying all members of meetings of the Association in accordance with these By-Laws;
- (f) preparing all correspondence as assigned by the Board;
- (g) maintaining a list of names, addresses and contact information for all members of the Board.

Treasurer

16. The Treasurer is responsible for:

- (a) maintaining books in the manner approved by the Board;
- (b) ensuring the collection of fees and the payment of expenses as approved by the Board;
- (c) ensuring the depositing of the funds of the College in a financial institution approved by the Board;
- (d) preparing and presenting the budget to the Board and the membership at the annual meeting;
- (e) submitting monthly financial reports to the Board and the annual audited financial statement to the College;
- (f) recommending to the Board the appointment of an auditor and filing a financial statement as required.

PART 4 – MEETINGS OF THE COLLEGE

Annual General Meeting

17. (1) The College shall hold its Annual General Meeting at such time as determined by the Board, notice of which shall be sent to the membership at least twenty-one (21) days prior to the meeting.

- (2) At least twenty-one (21) days prior to the meeting date, the members shall be issued copies of the agenda which must include all material to be voted on at the AGM, which the Board has in its possession at the time the notice of the meeting is issued.
- (3) The following matters shall be voted on at the AGM by the voting members:
 - (a) the matters named in subsection (2); and
 - (b) any motion brought forward by a member, when 2/3 of the voting members present approve of voting on the motion, and where the Board determines the motion is in order.

Special Meeting

18. (1) A Special Meeting of the College may be called by the Chair at any time considered by the Chair to be appropriate.
- (2) The Chair shall call a Special Meeting of the College upon request to the Secretary made by at least 25% of the membership of the College.
- (3) Notice of a Special Meeting including a draft agenda shall be sent at least fourteen (14) days prior to the meeting.
- (4) A special resolution must be passed by 3/4 of the voting members.
- (5) No other business shall be voted on other than the business set out in the notice of the meeting.

Notice of meeting

19. Any notice sent to the last known address of a member of the College by either electronic means or by regular postal service is deemed to be notice to that member of a meeting, and such notice is deemed to be issued on the date it was sent.

Quorum

20. Ten (10%) percent of the voting membership of the College constitutes a quorum for a meeting of the College.

Voting

21. (1) Voting members may vote at a Special Meeting or the AGM by either attending such a meeting, or by submitting a proxy vote where authorized by the Board.

- (2) Where authorized by the Board, a form allowing for a proxy vote shall be distributed to all eligible members at the time such members are notified of any Special Meeting or AGM of the College. Should a member wish to vote by proxy, such member shall complete the proxy form and forward it to the address indicated on the form in sufficient time to ensure that the proxy form is received at least one business day in advance of the meeting. Any proxy votes which are not received at least one business day in advance of the meeting shall not be counted.
- (3) All matters to be voted on at the AGM shall be decided by a majority of the votes of the voting members who are either present at the meeting or who have submitted their proxy votes where proxy voting is authorized by the Board.
- (4) Voting for the elected members of the Board shall take place by secret ballot as set out in Article 6(5). In addition, where a majority of voting members present at a meeting vote to cast votes by secret ballot, the voting shall be done by secret ballot. Apart from this, voting members who are present shall vote by show of hands. Proxy votes, where authorized by the Board, shall be counted and added to the show of hands, with the total result of the vote then read out to those present at the meeting.
- (5) The Chair or other person chairing the meeting shall only vote if the vote on a question is evenly divided.

PART 5 - COMMITTEES

Statutory committees

22. (1) The following are the statutory committees of the College:
 - (a) Registration Committee
 - (b) Registration Appeal Committee
 - (c) Complaints Committee
 - (d) Professional Conduct Committee
 - (e) Reinstatement Committee.
- (2) The statutory committees of the College shall carry out such duties and functions as set out in the Act and Regulations.

Other committees

23. The Board may establish other committees including:
- (a) Membership Committee;
 - (b) Public Relations Committee;
 - (c) Professional Development Committee;
 - (d) Legal Committee;
 - (e) Ethics Committee;
 - (f) Nominations Committee;
 - (g) Executive Committee;
 - (h) and such other committees as determined by the Board.

General rules for committees

24. (1) The Board shall appoint the members of each committee and shall appoint the Chair of each committee.
- (2) All voting members, and those persons who are in the student or associate categories of affiliation with the College, are eligible for appointment to a committee, unless indicated otherwise in the Act.
- (3) The Board may establish ad hoc committees or working groups as the need arises, and may appoint the individuals to serve on such committees or working groups.
- (4) The Chair or other person chairing the committee shall vote only if the votes on a question are evenly divided.
- (5) Members of Committees do not receive remuneration for their services but are entitled to reimbursement, to be submitted within 60 days of expenditure, for expenses actually incurred on Committee business for the College and which are approved by the Board.
- (6) Each Committee shall:
- (a) perform its duties subject to the direction of the Board;
 - (b) meet as frequently as is required to fulfill its terms of reference;

- (c) report to the Board on the business of the committee as appropriate;
- (d) report to the AGM of the College on the business of the committee; and
- (e) liaise with other committees as is appropriate.

Membership Committee

25. A Membership Committee, when established by the Board shall concern itself with:

- (a) recruitment of members to the College;
- (b) advising the Board of concerns raised by members.

Public Relations Committee

26. A Public Relations Committee, when established by the Board shall be responsible for:

- (a) publicizing to the general public the aims and purposes of the College, including preparation of news releases;
- (b) liaison with other professional Colleges; and
- (c) ensuring the website is a vehicle of accurate and up to date information for the general public and members.

Professional Development Committee

27. A Professional Development Committee, when established by the Board shall promote continuing education for Counselling Therapists by:

- (a) reviewing information about existing professional development opportunities and ensuring this information is passed on to members via the website;
- (b) organizing professional development opportunities to meet the needs of members.

Legal Committee

28. A Legal Committee, when established by the Board shall:

- (a) review the act and regulations and recommend amendments to the Board;
- (b) review By-laws and recommend amendments to the Board;

- (c) recommend to the Board retaining legal counsel as required and liaise with such counsel in consultation with the Board;
- (d) prepare and distribute proxy vote forms for the AGM.

Ethics Committee

29. An Ethics Committee, when established by the Board shall:

- (a) review the current ethical and practice standards of the College,
- (b) propose changes as required for approval by the Board, and
- (c) assist members in resolving ethical questions.

Nominations Committee

30. (1) There is established a Nominations Committee which shall:

- (a) solicit nominations of persons for elected positions to be filled at the AGM;
 - (b) submit a report to the Annual General Meeting containing nominations for those offices or positions on the Board for which elections are required;
 - (c) receive from any member, a nomination or nominations for any office or position on the Board provided that the nominee agrees in writing to the nomination, and the nomination is supported by the signed approval of at least three members in good standing of the College; and
 - (d) liaise with government respecting the appointment of public representatives.
- (2) The Past Chair shall serve as chair of the Nominations Committee. In a year when the Past Chair position is vacant, the Board will appoint another voting member to chair the committee.
- (3) All nominees must have consented to act if nominated and elected.
- (4) If more than one nomination is proposed for one or more positions of the College including the officers or members of the Board, an election shall be held in accordance with the voting procedures for meetings of the College as set out in Articles 6 and 21.

Executive Committee

31. (1) There shall be an Executive Committee composed of the officers of the College.
- (2) So long as they remain officers, the Executive Committee member shall hold office until their successors are elected or appointed.
- (3) In the event a vacancy exists at any time on the Executive Committee, the Board shall decide whether to fill a vacancy, and the manner in which such vacancy shall be filled.
- (4) The Executive Committee shall act on all matters delegated to it by the Board, or that may require attention between Board meetings.
- (5) Notwithstanding subsection (4) the Executive Committee shall not have the power to alter, repeal or suspend a rule of the Board or to amend a by-law.

Ad hoc Committees

32. (1) The Board may set up ad hoc committees as the need arises.
- (2) The Chairs of ad hoc committees shall be appointed by the Board and shall submit a report in writing to the Board to report on the business of their meetings, as requested by the Board.
- (3) The remaining ad hoc committee members shall be approved by the Board.

PART 6 – FINANCES***Receipts required***

33. All financial transactions of the College must be supported by bills or receipts.

Fiscal year

34. The fiscal year of the College is May 1 to April 30.

Annual financial statement

35. The Treasurer shall file a copy of the auditor's report with the Chair within fifteen days after receiving it.

Annual membership fees

36. (1) Annual membership fees are due on such date as determined by resolution of the Board.
- (2) The annual membership fee shall be as approved by the Board by resolution.
- (3) The Registrar shall strike the name of any member who has not paid the membership fee by the due date, and such person shall be required to pay a reactivation fee and to meet all such other requirements for membership as set out in the Act, the Regulations and these By-Laws prior to renewal of membership, as determined by the Registration Committee.

Other fees

37. The Board shall approve such other fees as are required to be paid by applicants for membership status, affiliate status or otherwise required under the Act or Regulations.

PART 7 – ADMINISTRATIVE*Robert's Rules adopted*

38. Subject to these By-Laws, Robert's Rules of Order, latest edition, shall govern procedure at all meetings of the membership, Board, or any committee or panel of the College.

Seal of the College

39. The seal of the College shall be in the custody of the Registrar and shall be prescribed by the Board and shall have the words "Nova Scotia College of Counselling Therapists" endorsed thereon, and may be affixed to any document upon resolution of the Board.
40. The head office of the College shall be maintained within the Province of Nova Scotia and located to reasonably carry on the business of the College.

PART 8 – CODE OF ETHICS AND STANDARDS OF PRACTICE*Procedure for adoption and modification of the Code of Ethics and Standards of Practice*

41. (1) The Code of Ethics and Standards of Practice adopted by the College at the time of proclamation of the Act, shall be the Code of Ethics and Standards of Practice of CCPA.
- (2) Subject to subsection (1), the Board of Directors may by resolution approve the adoption of a different Code of Ethics and/or Standards of Practice, or amendments to the Code of Ethics and/or Standards of Practice.

- (3) A member wishing to propose an addition or change to the Code of Ethics or Standards of Practice shall notify the Board in writing.
- (4) The Board shall make all reasonable efforts to consult with the membership prior to approving changes to the Code of Ethics and Standards of Practice.