



## **REVISED BY-LAWS**

### **BY-LAW 2025-1**

A by-law relating generally to the conduct of the affairs of

**CANADIAN PROFESSIONAL COUNSELLORS ASSOCIATION**

(the "Corporation")

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**BE IT ENACTED** as a by-law of the Corporation as follows:

## **SECTION 1**

### **GENERAL**

#### **1.1 Definitions**

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a) "Act" means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) "Articles" mean the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c) The "Board" means the Board of Directors of the Corporation, which is different from the "Executive Committee of the Board";
- d) "Board of Directors" means the National Canadian Professional Counsellors Association Board of Directors of the Corporation;
- e) "Code" means the current Canadian Professional Counsellors Association Code of Ethics, Standards of Practice, and By-Laws.
- f) "Director" means a member of the Board of Directors who represent, share responsibilities, and/or provide oversight over a delegated province and/or territory as designated by the Board of Directors
- g) "By-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- h) "Meeting of members" includes an annual meeting of members or a special meeting of members;
- i) "Ordinary resolution" means a resolution passed by a majority of not less than 50% plus one of the votes cast on that resolution;

- j) "Special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

## **1.2 Interpretation**

- a) In the interpretation of this By-Law, words in the singular include the plural and vice- versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.
- b) Other than as specified in 1.2(a) above, words and expressions defined in the Act have the same meanings when used in these By-Laws.

## **1.3 Corporate Seal**

- a) The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the Executive Director of the Corporation shall be the custodian of the corporate seal.
- b) The Corporation may have a digital version of the corporate seal to be used in the same manner as the traditional seal by the Executive Director.

## **1.4 Execution of Documents**

- a) Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

## **1.5 Financial Year End**

- a) The financial year end of the Corporation shall be determined by the board of directors.

## **1.6 Banking Arrangements**

- a) The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

## **1.7 Annual Financial Statements**

- a) The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, upon written request, obtain a paper or electronic copy free of charge at the registered office or by prepaid mail.

## **SECTION 2**

### **MEMBERSHIP CONDITIONS: MATTERS REQUIRING SPECIAL RESOLUTION**

## **2.1 Application for Membership**

- a) All applications for all memberships must include:
  - i) A completed national membership application or upgrade request form, signed by the applicant;
  - ii) Proof of the applicant's education;
    - (1) Proof may be submitted as an official transcript, sealed, and sent to the Canadian Professional Counsellors Association Registrar, or a copy of the applicant's diploma/degree/certificate;
    - (2) In the case of a student applicant, proof of enrollment in an appropriate educational program;
  - iii) Criminal Records Check with Vulnerable Sector Check no less than 6 months old;
  - iv) Two letters of reference indicating the applicant's suitability for clinical practice;

- (1) At least one letter is encouraged to be from the applicant's practicum supervisor or site supervisor who is familiar with the applicant's clinical work.
- v) Signed attestations that the applicant will abide by the Code.
- b) The Registrar and/or Executive Committee may, at their discretion, deny or reject an application for membership.
- c) The Corporation has the authority to decline a member's renewal application at their discretion, particularly in regards to unfavorable results of a criminal record or vulnerable sector check, and/or when there is a need to protect the public.

## **2.2 Educational Requirements**

- i) The entry-level core competencies included in Schedule "1" form the framework of competence and are required course content.
- ii) The instructors in the educational program must have a minimum of a master's degree in Counselling or related field or recognized equivalent in a mental health discipline with a minimum of 8 years of clinical practice.
- iii) The educational program meets or exceeds the requirements as defined by the Canadian Professional Counsellors Association Educational Standards document, which must include a supervised practicum or internship.

## **2.3 Classes of Membership**

- a) Subject to the articles, the Canadian Professional Counsellors Association has two classes of members - Voting members and Non-voting members.
  - i) Voting Members are individuals who hold a registered designation in good standing with the Corporation and are eligible to practice (e.g., RPC, MPCC, RMHC/RPTC, RQS).

- ii) Non-Voting Members are individuals who hold a current membership in good standing with the Corporation. The only non-voting membership with the Corporation are Student members who beyond the educational institution training program and practicum, are also prohibited or ineligible from engaging in practice.
- b) All members with registered designations shall be subject to annual renewal, in accordance with the policies of the Corporation.
- c) As set out in the articles, each member with a registered designation in good standing is entitled to receive notice of, attend, and vote at all meetings of members and each voting member shall be entitled to one vote per motion presented.

#### **2.4 Membership without Registered Designation**

- a) Student members do not hold a registered designation as they have not completed their educational requirements.
- b) Student members are not eligible to practice.
- c) The term of membership shall be annual, subject to annual renewal in accordance with the policies of the Corporation.
- d) As set out in the articles, each Student member is entitled to receive notice of, and to attend all meetings of members, however, they are not eligible to vote.
- e) Student membership is available to students who are currently enrolled in an accredited college or university provided the educational requirement of the program of study meets or exceeds the industry standards of a counsellor as defined by the Canadian Professional Counsellors Association Educational Standards document.
- f) Student members are required to submit:
  - a) Completed application with signed attestations that the applicant will abide by the Code;

- b) The counselling program must meet current Canadian Professional Counsellors Association standards for the number of counselling hours required of counselling psychology theory and training, a full supervised practicum in counselling, and learning under qualified supervision as a practicum.
- g) Upon completion of approved education, which includes supervised practicum as a program requirement and the successful completion of the Corporation's qualifying exam, a Student member is eligible to apply to upgrade their membership to a practicing registered designation.

## **2.5 Membership with Registered Designation**

- a) Subject to the articles, there shall be the following registered membership designations who are voting members of the Corporation:
  - (1) Registered Professional Counsellor
  - (2) Master Practitioner in Clinical Counselling
  - (3) Registered Qualified Supervisor
  - (4) Registered Mental Health Coach/ Registered Professional Therapeutic Coach
  - (5) Provisional Members

### **2.5.1 Provisional Members**

- (1) Provisional members are considered interns in the counselling field and are completing a supervised practice in order to meet the minimum criteria for RPC and MPCC, as well as the RMHC and RQS designation to be eligible to upgrade to a RPC and MPCC, as well as the RMHC and RQS designation. To obtain the RPC and MPCC, as well as the RMHC and RQS - Provisional designation, the applicant must;
  - (a) Submit a completed application with signed attestations that the applicant will abide by the Code;
  - (b) Possess a completed program of study that meets the industry standards, is from a provincially-certified education provider, and covers all of the Canadian Professional Counsellors Association's entry-level core competencies required for a registered designation, including a supervised practicum (see Schedule 2 - CPCA Expanded Core Competencies Document);



- (c) Successfully complete the qualifying exam;
- (d) Show proof of professional liability insurance;
- (e) Not have any unresolved complaints with any licensing body;
- (f) Not have a suspended or revoked license or registered designation from any recognized professional association or regulatory body due to a founded complaint;
- (g) Not have had a suspended or revoked license or registered designation from any recognized professional association or regulatory body due to a founded complaint;
- (h) Submit a signed contract with an approved qualified Supervisor for candidacy/internship;
- (i) Agree to submit regular reports, as required, pertaining to their clinical hours and clinical supervision in fulfillment of their candidacy.
- (ii) Provisional members are eligible to practice and to vote.

## **2.5.2 Registered Professional Counsellor (“RPC”)**

- (1) The RPC designation shall only be available to individuals who have been accepted for the RPC designation by the Corporation as per the criteria set out in the “CPCA Requirements for Designation” document. To obtain the Registered Professional Counsellor designation, the applicant must:
  - (a) Complete an application or upgrade form with signed attestations that they will abide by the Code;
  - (b) Demonstrate successful completion of approved education program;
  - (c) Successfully complete the qualifying exam;
  - (d) Provide two letters of recommendation from qualified mental health professionals with personal knowledge of the applicant’s clinical skills;
  - (e) Not have any unresolved complaints with any licensing body;

- (f) Not have a suspended or revoked license or registered designation from any recognized professional association or regulatory body due to a founded complaint;
- (g) Not have had a suspended or revoked license or registered designation from any recognized professional association or regulatory body due to a founded complaint;
- (h) Submit a Criminal Records Check with Vulnerable Sector Check (not more than 6 months old);
- (i) Have completed a minimum number of supervised counselling practice hours under clinical supervision by a Qualified Clinical Supervisor, including a combination of clinical supervision, direct client contact, and professional practice hours;
- (j) Submit proof of professional liability insurance;
- (k) Registered Professional Counsellor (RPC) members are eligible to practice and vote.

### **2.5.3 Master Practitioner in Clinical Counselling (“MPCC”)**

- (1) The MPCC designation shall only be available to individuals who have been accepted for the MPCC designation by the Corporation as per the criteria set out in the “CPCA Requirements for Designation” document.
- (2) To obtain the MPCC designation, the applicant must:
  - (a) Submit a completed application or upgrade form with signed attestations that they will abide by the Code; (b) Demonstrate successful completion of the approved education program;
  - (b) Successfully complete the qualifying exam;
  - (c) Submit a documentation audit that has been reviewed with your supervisor;
  - (d) Have completed a minimum number of counselling practice hours, including a combination of clinical supervision, direct client contact, and professional practice hours;
  - (e) Not have any unresolved complaints with any licensing body;

- (f) Not have a suspended or revoked license or registered designation from any recognized professional association or regulatory body due to a founded complaint;
  - (h) Not have had a suspended or revoked license or registered designation from any recognized professional association or regulatory body due to a founded complaint;
  - (i) Submit a Criminal Records Check with Vulnerable Sector Check (not more than 6 months old);
  - (j) Submit two letters of recommendation from qualified mental health professionals with personal knowledge of the applicant's clinical skills;
  - (k) Submit proof of professional liability insurance.
- (3) Master Practitioner in Clinical Counselling (MPCC) members are eligible to practice and vote.

#### **2.5.4 Registered Qualified Supervisor (RQS")**

- (1) RQS is also known as a Registered Qualified Supervisor (RQS).
- (2) The RQS designation shall only be available to individuals who have been accepted for the RQS designation by the Corporation as per the criteria set out in the "CPCA Requirements for Designation" document.
- (3) The RQS designation shall only be available to individuals who have been accepted for the RQS designation by the Corporation as per the criteria set out in the "CPCA Requirements for Designation" document.
- (4) To obtain the RQS designation, the applicant must:
  - (a) Submit a completed application or upgrade form with signed attestations that they will abide by the Code;
  - (b) Demonstrate successful completion of approved education program;
  - (c) Demonstrate completion of a minimum number of hours of specific education in clinical supervision, including at least one 'Ethics in Supervision' course no older than three years;
  - (d) Submit a documentation audit that has been reviewed with your supervisor;

- (e) Have completed a minimum number of counselling practice hours, including a combination of clinical supervision, direct client contact, and professional practice hours;
  - (f) Not have any unresolved complaints with any licensing body;
  - (g) Not have a suspended or revoked license or registered designation from any recognized professional association or regulatory body due to a founded complaint;
  - (h) Not have had a suspended or revoked license or registered designation from any recognized professional association or regulatory body due to a founded complaint;
  - (i) Submit a Criminal Records Check with Vulnerable Sector Check (not more than 6 months old);
  - (j) In addition to the above hours, RQS applicants must show a minimum number of hours of documented supervision experience (e.g., practicum students, graduates, licensees, peers, etc.) providing approved qualified supervision;
  - (k) Submit three RQS Recommendation Forms of which one is from their approved qualified supervisor, substantiating professional recognition of clinical knowledge and practical skills;
  - (l) Submit proof of professional liability insurance.
- (5) The RQS is eligible to practice and vote.

#### **2.5.5 Registered Mental Health Coach/ Registered Professional Therapeutic Coach (RMHC/RPTC)**

- 1) The Registered Mental Health Coach/ Registered Professional Therapeutic Coach (RMHC/RPTC) designation shall only be available to individuals who have been accepted for the RMHC/RPTC designation by the Corporation as per the criteria set out in the “CPCA Requirements for Designation” document. To obtain the Registered Mental Health Coach/ Registered Professional Therapeutic Coach designation, the applicant must:

- (a) Complete an application or upgrade form with signed attestations that they will abide by the Code;
- (b) Demonstrate successful completion of approved education program;
- (c) Successfully complete the qualifying exam;
- (d) Provide two letters of recommendation from qualified mental health professionals with personal knowledge of the applicant's clinical skills
- (e) Not have any unresolved complaints with any licensing body;
- (f) Not have a suspended or revoked license or registered designation from any recognized professional association or regulatory body due to a founded complaint.
- (g) Not have had a suspended or revoked license or registered designation from any recognized professional association or regulatory body due to a founded complaint.
- (h) Submit a Criminal Records Check with Vulnerable Sector Check (not more than 6 months old);
- (i) Have completed a minimum number of supervised counselling practice hours under clinical supervision by a Qualified Clinical Supervisor, including a combination of clinical supervision, direct client contact, and professional practice hours.
- (j) Submit proof of professional liability insurance
- (k) Registered Mental Health Coach/ Registered Professional Therapeutic Coach (RMHC/RPTC) members are eligible to practice and vote.

### **SECTION 3**

#### **MEMBERSHIP STATUS**

##### **3.1 Membership in "Good Standing"**

- a) To maintain membership in “good standing” the following criteria must be adhered to:
  - i) The member must review, sign, and acknowledge their adherence to the Code; attesting to their adherence to these on an annual basis.
  - ii) The member shall submit a criminal record check with vulnerable sector check, which is no older than 6 months old, every five (5) years, or as requested.
  - iii) If a member has been found guilty of an offense in a court of law since the previous membership renewal, the member is obligated to inform the Corporation of the nature of the offense. The member’s renewal will be subject to review for continued eligibility.
  - iv) The member shall be up-to-date on all membership dues and association fees, as required.
  - v) The member shall confirm current liability insurance at all times. The member shall also include insurance terms of non-practice, up to and including a minimum of 2 years post-retirement of membership with the designation.

### **3.2 Membership not in Good Standing**

- a) To be a Member “Not in Good Standing”, the Member:
  - i) Has not maintained the above stated requirements for “good standing” status in Section 3.1;
  - ii) The member is not entitled to practice;
  - iii) The member is not entitled to receive notice of, attend, or vote at any meeting of members.

### **3.3 Member with “Non-Practicing Status**

- a) To be a Member with “Non-Practicing Status”, the Member:
  - i) Must hold their designation in “good standing”;

- ii) Has chosen not to practice up to a maximum of 2 membership renewal periods;
- iii) Is entitled to receive notice of, attend, and vote at any meeting of members.

### **3.4 Membership Dues**

- a) If membership renewal dues are not paid on or before December 31st of each year, the member will cease to be a member in good standing with the Corporation.
  - i) Requests for exceptions or extensions can be submitted in writing for approval.
  - ii) It is at the discretion of the Corporation to approve of any type of exception or extension.

### **3.5 Termination of Membership**

- a) A membership in the Corporation is terminated when:
  - i) The member dies;
  - ii) The member fails to maintain any qualifications for membership described in Section 3.1 of these By-Laws;
  - iii) The member resigns by delivering a written resignation to the chair of the board of the Corporation, in which case such resignation shall be effective on the date specified in the resignation;
  - iv) The member's membership expires;
  - v) The Corporation is liquidated or dissolved under the Act;
  - vi) The member's application contains any form of misrepresentation in the Membership Application process;
  - vii) The complaints and discipline process has made the determination;

- vi) The member is expelled in accordance with Section 9 or is otherwise terminated in accordance with the articles or by-laws.
- b) Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

## **SECTION 4**

### **MEETINGS OF MEMBERS**

#### **4.1 Notice of Meeting of Members**

- a) Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:
  - i) By mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
  - ii) By telephonic, electronic (email), or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- b) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

#### **4.2 Absentee Voting by Mail or Electronic Ballot**

- a) Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or electronic ballot if the Corporation has a system that:
  - (1) enables the votes to be gathered in a manner that permits their subsequent verification, and



(2) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

- b) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

#### **4.3 Persons Entitled to be Present**

- a) All members and the general public are entitled to be present at a meeting of members.
- b) The persons entitled to be present at a meeting of members include all members in good standing, the directors, the public accountant of the Corporation, and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting.
- c) The persons entitled to vote at a meeting of members include all members in good standing with the Corporation, with the exception of the non-voting Student Members.

#### **4.4 Chair of the Meeting**

- a) In the event that the Chair of the Board and the Vice-Chair of the Board are absent, the Directors of the Board, who are present and entitled to vote at the meeting shall choose a Board member to chair the meeting.

#### **4.5 Quorum for Meeting of the Members**

- a) A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 30 members entitled to vote at the meeting.
- b) If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.
- c) If a quorum is not made, the Board of Directors may set a second designated date for the meeting of members. If a quorum is still not made for the second designated meeting of the members, the Board of Directors and voting members present in the meeting may vote on any items requiring to be voted on.

#### **4.6 Votes to Govern**

- a) At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

### **SECTION 5 MEETINGS OF BOARD OF DIRECTORS**

#### **5.1 Calling of Meetings**

- a) Meetings of the board may be called by the chair of the board, the vice-chair of the board, or any two (2) directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator.
- b) If the Corporation has only one director, that director may call and hold a meeting.

#### **5.2 Notice of Meeting**

- a) Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.1 of this by-law to every director of the Corporation not less than 7 days before the time when the meeting is to be held.
- b) Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.
- c) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **5.3 Regular Meetings**

- a) The board may appoint a day or days in a month for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

### **5.4 Meeting by Electronic Means**

- a) In addition to the foregoing, any meeting of the directors may also be attended by, or held in its entirety by teleconference, internet meeting, web broadcast or audio conferencing by internet, or other means, so long as each attending director is able to hear the entire meeting and participate in voting.

### **5.5 Quorum for Board of Directors**

- a) A majority of directors in office, from time to time, but no less than 3 directors shall constitute a quorum for meetings of the board of directors. Any meeting of the national board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions by or under the by-laws of the corporation.

### **5.6 Votes to Govern**

- a) At all meetings of the board, questions shall be decided by a majority of the votes cast on the question.
- b) In case of an equality of votes, the chair of the meeting shall have a second or casting vote, in addition to an original vote.

### **5.7 Committees**

- a) The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. The Board of Directors may remove any committee member by resolution.

### **Standing Committees**

- b) There are 4 Standing Committees of the association that have autonomy in their decision making:
  - i) The Executive Committee
  - ii) The Complaints Committee
  - iii) The Discipline Committee
  - iv) The Finance Committee
- c) The Chair of the Board and all committee members are appointed by the Board of Directors.
- d) Public representatives can now be appointed to any standing committee. No more than 2 public representatives can be appointed to any standing committee. Public representatives do have membership or voting privileges.

### **Member Committees**

- e) Member committees are comprised of members, with the Executive Director appointed as an *ex officio* of all member committees.
- d) Each committee shall be responsible for appointing a person to act as chair said committee, who shall provide:
  - ii) Record minutes or summaries of meetings and provide a Quarterly Report to the Board of Directors;
  - iii) Annual report for the AGM.

## **SECTION 6**

### **BOARD OF DIRECTORS**

#### **6.1 Election and Term**

- i) Subject to the articles, the members shall elect the directors at the first meeting of members if the Board is unable to secure a director.

- ii) Members shall, by ordinary resolution at each annual general meeting (AGM) at which an election of directors is required, elect directors to hold office for a term expiring not later than the close of the third annual meeting of members following the AGM at which they were elected.
- iii) To be eligible to be a Board Director, a Director must be a member or a Public representative. Public representatives can be appointed to the board of directors. No more than 2 public representatives can be appointed to the Board of Directors. Public representatives do have membership or voting privileges.
- v) If directors are not elected at a meeting of members, the current directors continue in office until their successors are elected, or any interim director is ratified by the membership. The term of an elected board member may be extended at the discretion of the Board and/or president, subject to the director's prior performance in the same role.
- vi) The Board shall appoint an interim director if required in accordance with s. 6.4 (b).
- vii) At the end of the term, the interim director may be elected and ratified for a two- year term from the first meeting of the board following the AGM in which they were approved for a term expiring not later than the close of the third annual meeting of members following the annual general meeting (AGM) at which they were elected, in accordance with s. 6.4 (b).

## **6.2 Confidentiality**

- a) All directors shall be required to sign and adhere to a confidentiality agreement. The confidentiality agreement shall remain in effect indefinitely.

## **6.3 Removal or Termination of Directors**

- a) The office of a Director may be vacated or terminated, and/or a Director may be removed from office in accordance with the provisions of the Canada Not For Profit Act Section 130 (1) - Removal of Directors.

## **6.4 Vacancy Among The Directors**

- a) In accordance with s. 132 of the Canada Not For Profit Act a quorum of directors may appoint a director in order to fill a vacancy among the directors, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the articles or a failure to elect the number or minimum number of directors provided for in the articles

- b) When a vacancy is filled, the director appointed or elected to fill the vacancy holds the office for the unexpired term of his or her predecessor in accordance with subsection 132(6) of the Canada Not For Profit Act.

## **SECTION 7**

### **OFFICERS**

#### **7.1 Officers**

- a) The Officers form the Executive Committee of the Board.
- b) Officers can be appointed from elected directors or appointed from within or outside of the Association, at the discretion of the elected Board of Directors at the time.
- c) Unless otherwise specified by the board (which may modify, restrict or supplement such duties and powers, subject to the Act), the officers of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions.

#### **7.2 Chair of the Board**

- a) The Chair of the Board, if one is appointed, shall be a Member. The Chair of the Board shall be a Director.
- b) The Chair of the Board shall, when present, preside at all meetings of the Board of Directors and of the members.
- c) The Chair shall have such other duties and powers as the Board may specify.

#### **a.3 Vice-Chair of the Board**

- a) The Vice-Chair of the Board, if one is to be appointed, shall be a Member. The Vice-Chair of the Board shall be a Director.
- b) If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the members.

- c) The Vice-Chair shall have such other duties and powers as the Board may specify.

#### **7.4 President**

- a) The President, if one is to be appointed, shall be a Member.
- b) The President of the Board shall be a Director.
- c) The President will act as the Chair of the Board unless a separate Chair of the Board is appointed by the Board.
- c) The President shall lead the implementation of strategic plans and policies of the Corporation.
- d) The President shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation.
- e) The President is an ex-officio member of all committees, including all standing committees.

#### **7.5 Vice President**

- a) The Vice-President of the Board, if one is to be appointed, shall be a Member. The Vice-President of the Board shall be a Director.
- b) The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President.
- c) The Vice President shall, from time to time, perform such duties and powers as the Board may specify.

#### **7.6 Secretary**

- a) The Secretary shall be a director.
- b) The Secretary shall attend and be the secretary of all meetings of the Board, and meetings of the members.

- c) The Secretary shall enter or cause to be entered in the Corporation's records, minutes of all proceedings at such meetings;
- d) The Secretary is responsible for the maintenance of all books, papers, records, documents, and other instruments in relation to the Board of Directors.

## **7.7 Treasurer**

- a) The Treasurer, if one is to be appointed, shall be a director.
- b) The Treasurer shall have such powers and duties as the Board may specify and is responsible for the general financial oversight of the Corporation and for safeguarding the finances of the Corporation.
- c) The Treasurer will ensure that effective financial measures, controls, and procedures are put in place, and such procedures are appropriate for the Corporation. To this end, the Treasurer should report on the current financial position of the Corporation at each Board meeting, and this should be recorded in the minutes.

## **7.8 Past President**

- a) The Past President of the Board, if one is to be appointed, shall be a director of the Board.
- b) The Past President shall be responsible for:
  - i) Providing continuity during governance transitions by helping to ensure the appropriate succession of Directors;
  - ii) Support the President in their role;
  - iii) Provide continuity, consultation, and historical context to the President where deemed necessary by the Board of Directors;
  - iv) Participating actively in Board meetings, and/or any special meetings called by Board members or members at large.
  - v) Take on special assignments as required and/or requested by the President, Board, or Executive Director;



- c) The Past President shall be part of the recruitment and decision making process for new Board/Committee members and other areas as needed/requested.
- d) To provide continuity and support decisions made by the Board of Directors for the Corporation.

## **7.9 Additional Officers**

- a) If additional officers are appointed, they shall be directors of the Board.
- b) The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for and/or the Board or President requires of them. The Board may, from time to time and subject to the Act, vary, add to, or limit the powers and duties of any officer.

## **7.10 Vacancy in Office**

- a) In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Corporation.
- b) Unless so removed, an officer shall hold office until the earlier of:
  - i) the officer's successor being appointed,
  - ii) the officer's resignation,
  - iii) the officer ceasing to be a director (if a necessary qualification of appointment) or,
  - iv) the officer's death.
- c) If the office of any officer of the Corporation becomes vacant, the directors may, by resolution, appoint a person to fill such vacancy.

## **SECTION 8**

### **OFFICERS AND DIRECTORS INDEMNITY**

#### **8.1 Officers and Directors Indemnity**

- a) Subject to the limitations contained in the Act, including s. 151, but without limiting the right of the Corporation to indemnify any individual under the Act or otherwise to the full extent permitted by law, the Corporation shall indemnify each Director or Officer or former Director or Officer or another individual who acts or acted at the Corporation's request as a director or an officer or in a similar capacity of another entity (and each such Director's, Officer's or other individual's respective heirs, executors, administrators, or other legal personal representatives and his or her estate and effects), against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity, provided that the individual to be indemnified:
  - i) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the Corporation's request, in accordance with s. 151 (3) of the Act; and
  - ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful, in accordance with s. 151 (3) of the Act.
- b) The provisions of this section 8.1 shall be in addition to and not in substitution for or limitation of any rights, immunities and protections to which a person is otherwise entitled.

#### **8.2 Officers and Directors Liability Insurance**

- a) The Corporation may purchase and maintain insurance, in accordance with s. 151 (6) of the Act, for the benefit of an individual referred to in section 8.1 against any liability incurred by the individual:
  - i) in the individual's capacity as a director or an officer of the corporation; or

- ii) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

## **NOTICES**

### **8.3 Method of Giving Notices**

- c) Any notice to be given other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:
  - i) If delivered personally or to a person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
  - ii) If mailed to such person at such person's recorded address;
  - iii) If sent to such person by telephonic, electronic or other communication facility at such person's recorded address; or
  - iv) If provided in the form of an electronic document in accordance with Part 17 of the Act.

### **8.4 Omissions and Errors**

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

## SECTION 9

### COMPLAINTS AND DISCIPLINE PROCESS

#### 9.1 Complaints

- a) In this Part "complaint" means any complaint, report or allegation in writing and signed by the complainant regarding the conduct, actions, competence, character, fitness, health or ability of a member and a request referred to in subsection (b) and "member" includes former member, and any person whose name is or was entered in any register of the Association.
- b) In the absence of a complaint, if the Complaints Committee or the Board has reason to believe that the conduct or actions of a member may constitute professional misconduct incompetence, or incapacity, the Complaints Committee or the Board may request the Complaints Committee to investigate the member.
- c) Upon receiving a complaint the Complaints Committee shall investigate the matter raised by the complaint or in the request.
- d) The Board shall refer the complaint to the Complaints Committee if the complaint alleges that a member has demonstrated:
  - i) professional misconduct;
  - ii) conduct unbecoming a member including any conduct that might adversely affect the standing or good name of the profession or the Association;
  - iii) incompetence;
  - iv) conduct demonstrating that the member is unfit or incapable to practice;
  - v) any conduct in breach of the provisions of the Code;
  - vi) dishonesty;
  - vii) any behavior(s) rendering the member unfit or incapable of continuing to practice; or

viii) is suffering from any ailment or condition rendering the member unfit or incapable of continuing to practice;

- e) All complaints against a member received by the Association or the Board shall be delivered to the chairperson of the Complaints Committee and a copy of the same shall immediately be forwarded to the member.

## **9.2 Complaints Committee**

- a) The Board shall maintain a standing committee known as the Complaints Committee.
- b) The Complaints Committee shall be composed of one or more Association members, and may also include up to two Public Representatives.
- c) The Board shall appoint all of the members of the Complaints Committee, including the chairperson of the Committee.
- d) The Complaints Committee shall:
  - i) Maintain confidentiality;
  - ii) Consider and investigate all complaints in a timely manner;
  - iii) Refer the complaint and the Committee's findings to the Discipline Committee for a hearing, at its sole discretion where it considers appropriate; and
  - iv) Perform such other duties as may be assigned to it by the Board or the bylaws.
- e) The Complaints Committee shall consider all evidence before it.
- f) The Complaints Committee may engage such persons it considers necessary including an external investigator and/or legal counsel to assist it in the consideration and investigation of complaints and shall, subject to the by-laws and rules, determine its own rules of procedure.

- g) The Complaints Committee may, at any time following the receipt of a complaint, attempt to informally resolve a complaint where the complaint does not have sufficient evidence of unethical conduct.
- h) Any member against whom a complaint has been made shall be entitled to:
  - i) Prompt notice that a complaint has been received by the Complaints Committee or that the Board or the Complaints Committee has caused an investigation to be commenced by the Complaints Committee;
  - ii) A summary of the complaint and any documents that are necessary to respond to the complaint;
  - iii) The opportunity to submit witness names. The Complaint Committee may decide to interview these individuals at their sole discretion, keeping in mind that only witnesses who would be able to provide information on the allegations will be contacted;
  - iv) Bring a support person to the interview, as long as they are not a potential witness.
- i) Where the Complaints Committee has reasonable grounds to believe that a member who is the subject of an investigation is incapacitated, the Committee may require the member to submit to physical or mental examinations or both by one or more qualified professional and, subject to subsection (m), may make an order directing the Complaints Committee to suspend the member's membership until the member submits to the examinations.
- j) Where the Committee has reasonable grounds to believe that a member who is the subject of an investigation is incompetent, the Committee may require the member to submit to such examinations in order to determine whether the member has adequate skill and knowledge to practice counselling and, subject to subsection (m), may make an order directing the Complaints Committee to suspend the member's membership until the member submits to the examinations.
- k) No order shall be made by the Complaints Committee under subsection (i) or (j) with respect to a member unless the member has been given:
  - i) notice of the intention of the Complaints Committee to make the order, and
  - ii) 21 days to make written submissions to the Complaints Committee after receiving the notice.

- l) Any person who conducts an examination under this section shall prepare and sign an examination report containing his or her findings and the facts on which they are based and shall deliver the report to the Committee.
- m) The Complaints Committee shall forthwith deliver a copy of the examination report to the member who is the subject of the investigation.
- n) A report prepared and signed by a person referred to in subsection (l) is admissible as evidence at a hearing without proof of its making or of the person's signature if the party introducing the report gives the other party a copy of the report at least ten days before the hearing.
- o) The Complaints Committee, at any time after requiring a member to submit to examinations under this section, may refer the matter of the member's alleged incapacity or incompetence to the Discipline Committee.
- p) A member who fails to submit to an examination under subsection (i) or (j) commits an act of professional misconduct.
- q) After the completion of an investigation of a complaint and after considering the submission of the member and considering or making a reasonable attempt to consider all documents and information it considers relevant to the matter, the Complaints Committee may:
  - i) Direct that no further action be taken if, in the opinion of the Committee, the complaint is frivolous or vexatious, or there is insufficient evidence of professional misconduct, incompetence or incapacity;
  - ii) Refer allegations of professional misconduct, incompetence, or incapacity to the Discipline Committee;
  - iii) Caution the member; or
  - iv) Take such other action as it considers appropriate that is consistent with the Code.
- r) The Complaints Committee shall prepare a summary of its findings and its decision in writing and shall send a copy to the member and the complainant.
- s) Nothing in this section requires that examinations ordered under subsections (i) and (j) be carried out before the Complaints Committee acts under subsection (q).

### **9.3 Discipline Committee**

- a) The Board shall maintain a standing committee known as the Discipline Committee.
- b) The Discipline Committee shall be composed of Association members and may also include up to two Public Representatives.
- c) The Board shall appoint all of the members of the Discipline Committee and the chairperson of the Committee.
- d) The Discipline Committee shall conduct its proceedings in accordance with its own rules of procedure and may do all things and engage such persons including legal counsel it deems necessary to provide for the hearing and consideration of any complaint and in no case is the Discipline Committee bound to follow the technical rules of evidence or procedure applicable in judicial proceedings.
- e) Where the Complaints Committee refers a complaint to the Discipline Committee, the Discipline Committee may consider actions necessary to protect the public.
- f) Pending the results of proceedings of the investigation regarding the member, the Discipline Committee may make an interim order to:
  - i) impose specified conditions, limitations and restrictions upon the member's membership, or
  - ii) suspend the member's membership.
- g) The Discipline Committee shall not make an order under subsection (f) unless the member has been given:
  - i) Notice of the Discipline Committee's intention to make the order, and
  - ii) At least ten days to make representations to the Discipline Committee in respect of the matter after receiving the notice.
- h) Where the Discipline Committee takes action under subsection (f), the Discipline Committee shall notify the member of its decision and the reasons for the decision in writing.



- i) An order under subsection (f) continues in force until the matter is disposed of by the Discipline Committee.
- j) If an order is made under subsection (f) the Complaints Committee and the Discipline Committee shall act expeditiously in relation to the complaint.
- k) The Discipline Committee shall:
  - i) Facilitate an informal mediation to resolve a complaint where the Discipline Committee in its discretion considers it appropriate;
  - ii) If an informal resolution is not appropriate, at its discretion, conduct a hearing respecting the allegations of professional misconduct, incompetence or incapacity of a member that have been referred to it by the Complaints Committee; iii. Perform such other duties as may be assigned to it by the Board or the bylaws.
- l) The Discipline Committee has the authority to:
  - i) Where a hearing is conducted, consider the complaint, hear the evidence, ascertain the facts and make a decision with respect to the merits of each complaint;
  - ii) Require the member in respect of whom a complaint is made to submit to physical or mental health examinations by a qualified practitioner;
  - iii) If the member fails to submit to any such examination the Discipline Committee may, without further notice, suspend the member's membership;
  - iv) Require any member to produce records and documents in the member's possession or custody or under the member's control, and if the member fails to produce such records and documents the Discipline Committee may suspend the member's registration and membership until the member does so, unless the member is prohibited by law from producing such records and documents.
- m) After reviewing all of the evidence, the Discipline Committee may, as part of its decision with respect to the merits of any complaint:

- i) Order that the member's membership be suspended for a specific period of time during which the member's name shall be removed from the register;
- ii) Order that the member's membership be suspended for such time and pending the satisfaction and completion of such conditions as may be ordered by the Discipline Committee;
- iii) Order that the member's membership be revoked and the member's name be removed from the register;
- iv) Where a member's registration is revoked, specify a period of time before which the former member may not apply for reinstatement;
- v) Where a member's registration is revoked, impose an indefinite prohibition on the member's reinstatement;
- vi) Order that conditions or limitations be imposed on the member's membership and so inform the member's employer, if any;
- vii) Issue a reprimand;
- viii) Dismiss the complaint;
- ix) Impose a fine and that may be recovered by the Association by civil action for debt. For a first offense, the Discipline Committee has the authority to impose a fine not to exceed \$2,500. For a second offense, the fine must be set between \$2,500 and \$5,000. For a third offense, the fine must be set between \$5,000 and \$10,000.
- x) Order that the imposition of any penalty be suspended or postponed for such period of time and upon such terms and conditions as the Discipline Committee deems appropriate;
- xi) Order that the costs of any investigation, proceeding, hearing or appeal be paid by the member; or
- xii) Make such other orders as it deems just, including without limitation, an order combining two or more of the orders.

- n) Where the Discipline Committee makes an order under subsection (m), the Discipline Committee may, by order, do one or more of the following:
  - i) Direct the Association to give public notice of any order by the Discipline Committee that the Discipline Committee is not otherwise required to give under these bylaws; or
  - ii) Direct the Association to enter into the records of the Association the result of the proceeding before the Discipline Committee and to make the result available to the public.
- o) Notwithstanding any other provision in the by-laws, if at any time a member admits in writing any allegation in a complaint alleging a matter set out in subsection and the member waives in writing the right to any other or further hearing or proceedings pursuant to this Part, the Discipline Committee may agree to cancel all hearings or proceedings and may:
  - i) Agree to accept the member's resignation on such terms and conditions as the Discipline Committee may specify, or
  - ii) Make any order, finding, or decision.
- p) The Discipline Committee may make an order that the public, in whole or in part, be excluded from a hearing or any part of it if the Discipline Committee is satisfied that
  - i) financial or personal or other matters may be disclosed at the hearing of such a nature that the harm created by disclosure would outweigh the desirability of adhering to the principle that hearings be open to the public,
  - ii) a person involved in a criminal proceeding or in a civil suit or proceeding may be prejudiced, or
  - iii) the safety of a person may be jeopardized.
- q) Where it thinks fit, the Discipline Committee may make orders it considers necessary to prevent the public disclosure of matters disclosed at a hearing, including orders prohibiting publication or broadcasting of those matters.
- r) Where the Discipline Committee makes an order wholly or partly, because of the desirability of avoiding disclosure of matters in the interest of a person affected, the Discipline Committee

- i) shall allow the parties, the complainant and their legal and personal representatives to attend the hearing, and
- ii) may allow such other persons as the panel considers appropriate to attend the hearing.
- s) The testimony of witnesses shall be taken under oath or solemn affirmation which any member or counsel to the Discipline Committee is authorized to administer.
- t) No member of a Discipline Committee shall communicate outside the hearing, in relation to the subject matter of the hearing, with a party or the party's representative unless the other party has been given notice of the subject matter of the communication and an opportunity to be present during the communication.
- u) The burden of proof in all proceedings before the Discipline Committee shall be the balance of probabilities.
- v) In all proceedings before the Discipline Committee the member against whom a complaint has been made and the complainant
  - i) may make a written or oral submission to the Discipline Committee before the calling of evidence and after the completion of evidence;
  - ii) shall receive a notice to the member against whom the allegations have been made describing the subject matter of the hearing and advise the member that the Discipline Committee may proceed with the hearing in his or her absence;
  - iii) may be represented by legal counsel, at their expense,
  - iv) shall be entitled to a full right to examine, cross-examine and re-examine witnesses in accordance with the rules of procedure established by the Discipline Committee,
  - v) shall be entitled to at least thirty days' written notice of the date of the first hearing of the Discipline Committee, and
  - vi) shall be entitled to receive a copy of the decision, the reasons for the decision and the penalty imposed, if any, in writing.

- w) The Discipline Committee may at any time permit a notice of hearing of allegations against a member to be amended to correct errors or omissions of a minor or clerical nature if it is of the opinion that it is just and equitable to do so and it may make any order it considers necessary to prevent prejudice to the member.
- x) A member who sexually abuses a client commits an act of professional misconduct.
- y) Sexual abuse of a client by a member means
  - i) sexual intercourse or other forms of physical sexual relations between the member and the client, ii. touching, of a sexual nature, of the client by the member, or
  - ii) behaviour or remarks of a sexual nature by the member towards the client.
- z) For the purposes of subsection (y), "sexual nature" does not include touching, behaviour, or remarks of a clinical nature appropriate to the service provided.

## **SECTION 10 ENFORCEABILITY AND EFFECTIVE DATE**

### **10.1 Invalidity of any provisions of this By-Law**

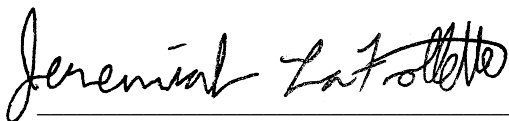
- a) The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

### **10.2 Effective Date**

- a) Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

**ADOPTED:** the 31<sup>st</sup> day of May, 2025.

**DATED** the 31<sup>st</sup> day of May, 2025.

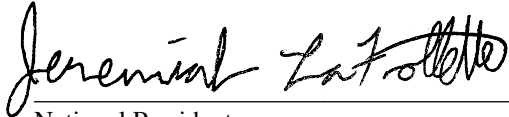


National President

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**CERTIFIED** to be By-Law 2025-1 of the Corporation, as enacted by the directors of the Corporation by resolution on the 31<sup>st</sup> day of May, 2025 and approved by the members of the Corporation, and as required, by Members of each class entitled to vote separately on the amendment as a class or group, by a Special Resolutions, on the 31<sup>st</sup> day of May, 2025.

**DATED** the 31<sup>st</sup> day of May, 2025.



National President