

# General Bylaws

<b>Approved</b> October 11, 2011	<b>Authority</b> Board of Directors
<b>Revised</b> September 2016 February 2021	<b>Supporting Legislation/Regulation</b> <ul style="list-style-type: none"> <li>• <i>CTA 7; 9 and 11</i></li> <li>• <i>NSCCT Regulations</i></li> </ul>

## 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 the Nova Scotia College of Counselling Therapists;
  - (c) “Board” means the Board of Directors 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) "registrant" = “member" which has the same meaning as in the *Counselling Therapists Act*;
  - (g) “Officer of the College” means the Chair, Vice Chair, Past Chair, Secretary, or Treasurer of the College;

- (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 registrants entitled to vote at such meeting;
- (j) "Voting member" or "voting membership" means those persons in each of the following registration categories:
  - (i) Active - Practicing;
  - (ii) Active - Practicing with conditions or restrictions;
  - (iii) Active - Practicing candidate; or,
  - (iv) Affiliated - Retired

#### **Part 1 – Registrants**

- 3. Every registrant of the College shall comply with these By-laws, the *Act, Regulations, Policies and Procedures*, and any code of ethics or standards of practice adopted by the College.
- 4.
  - (1) All registrants are entitled to participate in general meetings of the College.
  - (2) All registrants designated as "voting members" in Section 2(j) of these By-laws have the right to vote at general meetings of the College.
  - (3) All affiliate registrants of the College have such entitlements as set out in the *Regulations*.
  - (4) All registrants are entitled to receive any publications of the College.

#### **Part 2 – Board of Directors**

- 5. In addition to the Officers of the College, the Registrar, and the Public Representatives (*Act* Section 8(1)(c)), the Board shall include four (4) registrants at large.
  - (1) All Officers of the College must be active-practicing registrants (*Act* Section 8(1)(a) and *Regulations* 9(c)).

- (2) All Members-at-Large must be voting registrants.
  - (3) The Executive Director/Registrar is an ex-officio and non-voting member of the Board.
- 6.
- (1) The Past Chair will provide oversight of the nominations process and work with the Secretary in the conducting of elections.
  - (2) Not less than 75 days prior to the Annual General meeting the College, the Executive Director/Registrar shall inform the body of registrants of all vacancies on the Board open for election.
  - (3) Not less than forty-five (45) days prior to the Annual General meeting, the Board shall create or cause to be created, a list of nominees for election to the Board where vacancies exist.
  - (4) The Board shall ensure that: i) all nominees are eligible to hold the positions for which they have been nominated; ii) all nominators are eligible to nominate; and, (iii) all nominees have three (3) nominators; (iv) all nominees have consented to have their name stand for election.
  - (5) The Secretary shall cause the full list of eligible nominees to be sent to all voting registrants not less than twenty-one (21) days prior to the AGM.
  - (6) Voting shall take place by electronic ballot or in such other manner determined by the Board and communicated to registrants prior to the AGM.
    - (a) Electronic balloting will take place no later than seven (7) days prior to the AGM.
  - (7) Current Board members intending to stand for election or reelection, must submit their resignation at least 15 days prior to the date set under Article 6(2) of these Bylaws for notification of registrants of vacant Board positions.
    - (a) The resignation must be submitted in writing to the Chair;
    - (b) The resignation must be dated to take effect on the day following the the AGM.
  - (8) Voting will be monitored by scrutineers appointed by the Secretary. After counting the ballots, the scrutineers will advise the Chair and Secretary of the results of the elections in writing.
  - (9) Voting for the positions of Chair, Vice Chair, Secretary and Treasurer will be by ranked-choice-ballot; or in cases where there are less than three (3) candidates for any position; a single choice vote will take place.
  - (10) The Chair will serve a two (2) year term with no option for a second term.

- (11) Immediately following completion of their term, the out-going Chair will serve a two (2) year term as Past Chair.
- (12) The Vice Chair will serve a two (2) year term and may stand for re-election by the registrants for a second term at the AGM.
- (13) The Secretary and Treasurer will serve two (2) year terms and are eligible for reelection for one (1) additional term.
- (14) The four (4) Board members-at-large will serve two (2) year terms and are eligible for reelection for one (1) additional term.
- (15) Public representatives to the Board will be appointed by Governor in Council, for a two (2) year term and continue in their role until: (i) their successor is appointed; or, (ii) they are re-appointed.
- (16) With the exclusion of Governor in Council appointed public representatives, the Board may at anytime where a vacancy arises, appoint a replacement *pro tem* until such time as election can be held at the next AGM.
- (17) Notwithstanding Articles 6(9)(10)(11)(12)(13), the Board, at its discretion, may alter the term of service of any Officer or Member-at-Large as required to maintain reasonable staggering.
- (18) Any member of the Board who, without reasonable notice and excuse, is absent from three (3) consecutive meetings of the Board shall be removed from the Board and a vacancy shall be declared.
  - (a) While the Board acknowledges that it does not have jurisdiction to apply 6(18) to Government Appointed Representatives, the Board will use the criteria established in 6(18) to trigger advising the government of recurrent truancy.
- (19) The Board may, with a 2/3-majority vote, remove a member of the Board for cause, and appoint a replacement *pro tem* until such time as election can be held at the next AGM.
- (20) Members of the Board serve without direct remuneration but are entitled to reimbursement of the actual cost of Board-approved expenses when properly submitted according to Board policy.

### **Part 3 – Officers of the College**

- 7. (1) The Officers of the College are the Chair, Vice Chair, Past Chair, the Secretary and the Treasurer, each of whom must hold active-practicing licensure as a Register Counselling Therapist (RCT).

- (2) The Officers of the College shall perform duties set out in the *Act, Regulations* and these *By-laws* together with those duties designated by the Board.

**Board Chair**

8. (1) The Chair of the Board will lead, enable and support the work of the College in the fulfillment of its mandate as required or permitted by the *Act, Regulations* or these *By-laws*.
- (2) The Chair will preside at all meetings of the Board and of the College.
- (3) The Chair (or Vice Chair or Past Chair when acting Chair) shall vote only if the vote on a question is evenly divided.
- (4) The Chair shall perform duties assigned by the Board.
- (5) The Chair shall act as the official spokesperson for the College unless otherwise determined by the Board.
  - (a) Notwithstanding Article 8(5), the Chair may delegate authority to speak for the College, to the Registrar or to any member of the Board or its Committees, for a defined period, or in respect to a prescribed item;
  - (b) With the exception of the Executive Director/Registrar when operating within the scope of their duties, Members of the Board are prohibited from sending unauthorized mass communication that concerns or impacts the business of the College to registrants, stakeholders and partners, or to the public.

**Vice Chair**

9. (1) The Vice Chair shall assume the duties of the Chair in the latter's absence.
- (2) The Vice Chair shall provide oversight and direction on behalf of the Board for any reports, assessments required of the College.
- (3) The Vice Chair shall perform duties assigned by the Board.

**Past Chair**

10. (1) The Past Chair shall provide oversight of the nominations process and work with the Secretary in the conducting of elections.
- (2) The Past Chair will preside at meetings of the Board in the absence of both the Chair and Vice Chair

- (3) The Past Chair shall perform duties assigned by the Board.

**Secretary**

11. (1) The Secretary shall provide oversight of all official record keeping of the Board and College.
- (2) The Secretary shall lead the development of Board policy and procedures governing the keeping of records the College.
- (3) The Secretary shall cause to be kept, an updated list of the names, mailing addresses and contact information for all members of the Board and its committees, sub-committees, *ad hoc* committees and working groups.
- (4) The Secretary shall record or cause to be recorded, minutes of all meetings of the Board and of the College.
- (5) The Secretary shall publish or cause to be published on the College website, the minutes of all meetings of the Board and of the College.
- (6) The Secretary shall cause all members of the Board to receive notification of meetings along with all associated materials, as required by these By-laws and the Terms of Reference of the Board.
- (7) The Secretary shall cause all registrants of the College to receive notification of the AGM or a Special Meeting of the College along with all associated materials, as required by these By-laws.
- (8) The Secretary shall cause the full list of eligible nominees to be sent to all voting registrants not less than twenty-one (21) days prior to the AGM.
- (9) The Secretary shall perform duties assigned by the Board.

**Treasurer**

12. (1) The Treasurer shall provide oversight of all financial matters conducted by the College.
- (2) The Treasurer shall lead the development of Board policy and procedures governing all financial matters of the College.
- (3) The Treasurer shall maintain or cause to be maintained all required financial records in a manner approved by the Board.
- (4) The Treasurer shall ensure the collection of fees and the payment of expenses as approved by the Board.

- (5) The Treasurer shall ensure that funds acquired by the College are deposited in a financial institution approved by the Board.
- (6) The Treasurer shall submit quarterly, yearly and *ad hoc* financial reports to the Board.
  - (a) The Treasurer, may, at their discretion and with reasonable notice, obtain from the Administrative Coordinator, any financial reports or documents necessary to the performance of their duties.
- (7) The Treasurer shall recommend annually to the Board, the appointment of an auditor.
- (8) The Treasurer shall submit an annual audited financial statement to the College at its AGM.
- (9) The Treasurer shall prepare and present the budget to the College at its AGM.
- (10) The Treasurer shall perform duties assigned by the Board.

***Executive of the College***

- 13. (1) The Officers of the College shall function as the Executive Committee of the Board.
- (2) The Executive Committee shall act on all matters delegated to it by the Board or that may require attention between Board meetings.
- (3) Notwithstanding Article 13(2) of these By-laws, the Executive Committee shall not have the power to alter, repeal or suspend a policy of the Board or to amend a By-law.

**Part 4 – Meetings of the College**

***Annual General Meeting***

- 14. (1) The College shall hold its Annual General Meeting during the third (3<sup>rd</sup>) fiscal quarter of each year, at a date, time and location determined by the Board.
  - (a) Notice of the Annual General Meeting shall be sent to registrants no later than ninety (90) days prior to the meeting.
  - (b) No later than twenty-one (21) days before a scheduled AGM, the Secretary shall cause to be issued to each registrant of the College, a full agenda, including all supporting documents and notice of motions.

- (c) In addition to motions included on the agenda, registrants may vote on any motion from the floor where 2/3 of the voting registrants present approve of voting on the motion.
- (2) Any notice sent by regular postal service to the last known mailing address of a registrant of the College or electronically to the registrant's email is deemed to be sufficient notice to that registrant of a meeting of the College and such notice is deemed to have issued on the date sent.
- (3) Voting registrants may vote at any meeting of the College in person or by means approved by the Board.
- (4) With the exception of Board elections, matters to be decided at the AGM will be decided by a simple majority (50% plus 1) of the voting registrants present by show of hands, or by means approved by the Board.
- (5) Voting for the positions of Chair, Vice Chair, Secretary and Treasurer will be by secret ranked-choice-ballot (*Bylaws* 6(8)).
- (6) Ten per cent (10%) of voting registrants will constitute a quorum for a meeting of the College.
- (7) With the exception of Board elections, the meeting Chair shall vote only when the vote on a question is evenly divided.

### ***Special Meetings***

- 15. (1) A Special Meeting of the College may be called at the discretion of the Chair.
- (2) A Special Meeting of the College shall be called upon formal request to the Secretary affixed with the signatures of twenty-five per cent (25%) of the registrants of the College.
  - (a) Notice of a Special Meeting, including a draft agenda, shall be distributed to all registrants no later than fourteen (14) days prior to the meeting
  - (b) A Special Resolution must be passed by seventy-five per cent (75%) of the voting registrants present at a Special Meeting of the College, or by fifty per cent (50%) if the vote is conducted electronically
  - (c) No business other than the Special Resolution(s) indicated in the notice of meeting, shall be voted on at a Special Meeting of the College.



## Part 5 – Committees of the College

16. (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

### ***Ancillary Committees***

17. (1) The Board may establish non-statutory standing committees, sub-committees, *ad hoc* committees or working groups, as it deems necessary or beneficial to the function of the College.
  - (2) All committees and sub-committees of the College will operate under Terms of Reference approved by the Board.
  - (3) All *ad hoc* committees or working groups of the College will operate under a term-limited mandate and guidelines approved by the Board.
  - (4) Each committee will submit a written quarterly report to the Board or when requested by the Board.
  - (5) Each committee Chair will report to the registrants of the College at the AGM.
  - (6) All persons approved by the Board are eligible for appointment to discretionary committees.
  - (7) The Board shall approve the appointment of all committee members including a Chair proposed by the committee from among its membership.
  - (8) Members of College committees serve without direct remuneration but are entitled to reimbursement of the actual cost of Board-approved expenses when properly submitted according to Board policy.

## Part 6 – Finances

18. The fiscal year of the College is April 1 to March 31.
19. Contracts, deeds, bills of exchange, and other instruments and documents may be executed on behalf of the College by any Officer of the College plus the Registrar.

20. All financial transactions of the College must be supported by appropriate bills or receipts.
21. The Treasurer shall file a copy of the auditor's report with the Board within fifteen (15) days of receipt.
22. Annual registration fees shall be set as approved by the Board.
  - (1) Registration fees are due on such a date as determined by the Board;
  - (2) The Registrar will strike from the register the name of any registrant who has not paid their registration fee by the due date. The overdue registration fee, together with a reactivation fee will be paid, and all other registration requirements met, prior to renewal of registration.
23. The Board shall approve such other fees as required to be paid by applicants for registration status, affiliate status or otherwise required under the *Act* or *Regulations*.

#### **Part 7 – Administrative**

24. Subject to the *Act*, *Roberts Rules of Order* (latest available edition) will provide procedural guidance when required at all meetings of the registrants, the Board and its committees or panels.
25. 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.
26. The head office of the College shall be maintained within the Province of Nova Scotia and located to reasonably allow the business of the College.
27. The Board may, at its discretion, and within the financial capacity of the College, employ any permanent, temporary, or contract staff or services appropriate to the administrative or operational function of the College.

#### **Part 8 -- Code of Ethics and Standards of Practice**

28. (1) The College has adopted the *Code of Ethics* and the *Standards of Practice* of the Canadian Counselling and Psychotherapy Association.

- (2) The Board may approve amendments to the existing *Code of Ethics* or *Standards of Practice*, or the adoption of a different code of ethics or standards of practice.
  - (a) Where appropriate and practicable, substantive changes will first be provided to the full registrant body for comment.

### **Part 9 – Review and Amendment**

- 29. These General Bylaws may be amended by resolution of the Board pursuant to Section 9 (a-j) of the *Counselling Therapists*.
  - (1) The Board will undertake a full review of the Bylaws on or about each fifth anniversary of their coming into effect.
    - (a) Such a review will include a reasonable period for comment by registrants.

**Approved by Board of Directors:** [February 27, 2021]  
Forthcoming Review: [February 2026]