GENERAL BYLAWS RELATING TO THE ACTIVITIES AND OPERATIONS OF THE NOVA SCOTIA COLLEGE OF COUNSELLING THERAPISTS

PART I

1. TITLE

1.1 These By-laws are made pursuant to Section 11 of the *Counselling Therapists Act* and may be cited as the "Bylaws of the Nova Scotia College of Counselling Therapists."

2. DEFINITIONS

2.1 In these Bylaws,

"Act" means the *Counselling Therapists Act*;

"AGM" means the Annual General Meeting of the Nova Scotia College of Counselling Therapists;

"Board" means the Board of Directors of the Nova Scotia College of Counselling Therapists;

"CCPA" means the Canadian Counselling and Psychotherapy Association;

"College" means the Nova Scotia College of Counselling Therapists;

"Registrant" means "member" which has the same meaning as in the *Counselling Therapists Act*;

"Officer of the College" means the Chair, Vice Chair, Past Chair, Secretary, or Treasurer of the College;

"Regulations" means the *Counselling Therapists Regulations*;

"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;

"Voting member" or "voting membership" means those persons in each of the following registration categories:

2.1.1 Active – Practicing

2.1.2 Active - Practicing with conditions or restrictions

2.1.3 Active - Practicing candidate or,

2.1.4 Affiliated – Retired

PART II

3. REGISTRANTS

3.1 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.

3.2 All registrants are entitled to participate in general meetings of the College.

3.3 All registrants designated as “voting members” in Section 2 of these By -laws have the right to vote at general meetings of the College.

3.4 All affiliate registrants of the College have such entitlements as set out in the *Regulations*.

3.5 All registrants are entitled to receive any publications of the College.

PART III

4. BOARD COMPOSITION

4.1 In addition to the Officers of the College, the Registrar, and the Public Representatives (*Act* Section 8(1)(c)), the Board shall include three (3) registrants at large.

4.1 All Officers of the College must be active-practicing registrants (*Act* Section 8(1)(a) and *Regulations* 9(c)).

4.2 The Executive Director/Registrar is an ex-officio and non- voting member of the Board

5. OFFICERS

5.1 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).

5.2 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.

6. BOARD CHAIR

6.1 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 Bylaws.

6.2 The Chair will preside at all meetings of the Board and of the College.

6.3 The Chair (or Vice Chair or Past Chair when acting Chair) shall vote only if the vote on a question is evenly divided.

6.4 The Chair shall perform duties assigned by the Board.

6.5 The Chair shall act as the official spokesperson for the College unless otherwise determined by the Board.

6.5.1 Notwithstanding Article 6.4, 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.

6.6 Other than the Chair or Vice-Chair, individual members of the Board are prohibited from independently and without Board authorization sending mass communication that concerns or impacts the business of the College to registrants, stakeholders and partners, or to the public.

7. VICE CHAIR

7.1 The Vice Chair shall assume the duties of the Chair in the latter's absence.

7.2 The Vice Chair shall provide oversight and direction on behalf of the Board for any reports, assessments required of the College.

7.3 The Vice Chair shall perform duties assigned by the Board.

8. PAST CHAIR

8.1 The Past Chair will preside at meetings of the Board in the absence of both the Chair and Vice-Chair.

8.2 The Past Chair shall perform duties assigned by the Board.

9. SECRETARY

9.1 The Secretary shall provide oversight of all official record keeping of the Board.

9.2 The Secretary shall lead the development of Board policy and procedures governing the keeping of records.

9.3 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.

9.4 The Secretary shall record or cause to be recorded, minutes of all meetings of the Board and of the College.

9.5 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.

9.6 The Secretary shall cause all members of the Board to receive notification of meetings along with all associated materials, as required by these Bylaws and the Terms of Reference of the Board.

9.7 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 Bylaws.

9.8 The Secretary shall perform duties assigned by the Board.

10. TREASURER

10.1 The Treasurer shall provide oversight of all financial matters conducted by the College.

10.2 The Treasurer shall lead the development of Board policy and procedures governing all financial matters of the College.

10.3 The Treasurer shall maintain or cause to be maintained all required financial records in a manner approved by the Board.

10.4 The Treasurer shall ensure the collection of fees and the payment of expenses as approved by the Board.

10.5 The Treasurer shall ensure that funds acquired by the College are deposited in a financial institution approved by the Board.

10.6 The Treasurer shall submit quarterly, yearly and ad hoc financial reports to the Board.

10.7 The Treasurer shall recommend annually to the Board, the appointment of an auditor.

10.8 The Treasurer shall submit an annual audited financial statement to the College at its AGM.

10.9 The Treasurer shall prepare and present the budget to the College at its AGM.

10.10 The Treasurer shall perform duties assigned by the Board.

11. BOARD EXECUTIVE

11.1 The Officers of the -College shall function as the Executive Committee of the Board.

11.2 The Executive Committee shall act on all matters delegated to it by the Board or that may require attention between Board meetings.

11.3 Notwithstanding Article 11.1 of these Bylaws, the Executive Committee shall not have the power to alter, repeal or suspend a policy of the Board or to amend a Bylaw.

PART IV

12. APPOINTMENT of REGISTRANT MEMBERS

12.1 Registrant members shall be appointed by the Board in accordance with the Appointment Rules approved by the Board.

12.2 Registrant members must hold a practicing or conditional license and be in good standing with the Regulator.

12.2 A Special Meeting of the Board shall be held in camera to select the required number of appointees.

13. APPOINTMENT OF BOARD OFFICERS

13.1 Registrant members shall be appointed by the Board in accordance with the Appointment Rules approved by the Board.

13.2 The Officers of the Board shall be elected by the Board in accordance with the Appointment Rules approved by the Board.

13.3 Officers must be appointed members of the Board

13.4 A Special Meeting of the Board shall be held in camera to select Officers of the Board

14. TERMS of OFFICE

14.1 Registrant members shall be appointed to a term of three (3) years.

14.1.1 Registrant members may serve no more than two (2) consecutive terms.

14.1.2 No registrant member may be appointed to the Board less than five (5) years following the completion of their last term as member.

14.1.3 A registrant member who is elected Chair entering the final year of their term as member, remains eligible to serve a full term as Chair, including the option to be appointed to a second term.

14.2 The term of all Officers is 2 years

14.2.1 No person may be appointed in the same Officer role for more than two (2) consecutive terms.

14.2.2 No person may be appointed Chair less than five (5) years following the end of their last term as Chair.

14.2.3 No person may be appointed Vice Chair less than five (5) years following the end of their last term as Chair.

15. REMOVAL of REGISTRANT BOARD MEMBER

15.1 The Board may, by a two-thirds majority vote at any Board meeting or a special meeting called for the purpose, remove any registrant member before the expiration of

their term of office, where the Board believes it is consistent with the objects of the Regulator to do so.

15.2 Circumstances where the Board may believe it consistent with the objects of the Regulator to remove a registrant Board member or Officer includer, but are not limited to:

15.2.1 Absence without notice or cause deemed sufficient by the Board for three (3) consecutive Board meetings.

15.2.2 Acting contrary to the Board Code of Conduct.

15.2.3 A decision of the Board is final.

16. RECOMMENDATION for REMOVAL of a PUBLIC REPRESENTATIVE

16.1 The Board may, by a two-thirds majority vote at any Board meeting or a special meeting called for the purpose, recommend to Governor in Council, the removal of any public representative Board member before the expiration of their term of office, where the Board believes it is consistent with the objects of the Regulator to do so.

16.2 Both the motion for Board consideration and the recommendation by the Board to Governor in Council for removal must include written reasons.

16.3 Circumstances where the Board may believe it consistent with the objects of the Regulator to remove a registrant Board member or officer include, but are not limited to:

16.3.1 Absence without notice or cause deemed sufficient by the Board for three (3) consecutive Boar meetings.

16.3.2 Acting contrary to the Board Code of Conduct.

16.4 For greater clarity, a recommendation for removal is advisory to the Governor in Council and the Board has no independent authority to remove a public representative.

17. RESIGNATION of an OFFICER or BOARD MEMBER

17.1 Resignation from the Board by any member, or resignation of office by any officer, must be made in writing to the Chair.

17.1.1 In the case of resignation by the Chair, notice must be made in writing to the Vice-Chair.

17.2 The Chair, or in the case of the Chair's resignation, the Vice-Chair, may request, but not compel, an exit interview with the resigning member.

17.2.1 With agreement of the resigning member, the Chair may request the Executive Director/Registrar or any member of the Board be present at an exit interview.

18. REMUNERATION and EXPENSES

18.1 Members of the Board may be provided an honorarium in a form and amount determined by the Board pending annual budget approval.

18.2 Board members are entitled to reimbursement for actual expenses related to Board business as stipulated in Board policy and as approved by the Executive Director/Registrar.

19. OATHS of OFFICE

19.1 The oaths of office for each member of the Board shall be:

19.1.1 Board Code of Conduct

19.1.2 Board Confidentiality Agreement

19.1.3 Board Conflict of Interest Policy

19.1.4 Attestation of Commitment to the objects of the Regulator

19.1.5 Any such other oath of office approved by the Board

19.2 The oaths of office shall be executed by the signature of all newly appointed members of the Board

PART V

20. ANNUAL GENERAL MEETING

20.1 The College shall hold its Annual General Meeting during the third (3rd) fiscal quarter of each year, at a date, time and location determined by the Board.

20.2 Notice of the Annual General Meeting shall be sent to registrants no later than ninety (90) days prior to the meeting.

20.3 The Secretary shall cause to be issued to each registrant of the College, a full agenda, including all supporting documents and notice of motions, no later than seven (7) days before the scheduled AGM.

20.4 Registrants may vote on a motion from the floor that would request the Board to consider a matter where 2/3 of the voting registrants present approve voting on the motion.

20.5 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.

20.6 Voting registrants may vote at any meeting of the College in person or by means approved by the Board.

20.7 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.

20.8 Ten per cent (10%) of voting registrants will constitute a quorum for a meeting of the College.

20.9 The meeting Chair shall vote only when the vote on a question is evenly divided.

21. SPECIAL MEETINGS of the COLLEGE

21.1 A Special Meeting of the College may be called at the discretion of the Chair.

21.2 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.

21.2.1 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.

21.2.2 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.

21.2.3 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 VI

22. COMMITTEES of the COLLEGE

22.1 The following are the statutory committee of the College:

22.1.1 Registration Committee

22.1.2 Registration Appeal Committee

22.1.3 Complaints Committee

22.1.4 Professional Conduct Committee

22.1.5 Reinstatement Committee

22.2 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.

22.2.1 All committees and sub-committees of the College will operate under Terms of Reference approved by the Board.

22.2.2 All ad hoc committees or working groups of the College will operate under a term-limited mandate and guidelines approved by the Board.

22.2.3 Each committee will submit a written quarterly report to the Board or when requested by the Board.

22.2.4 Each committee Chair will report to the registrants of the College at the AGM.

22.2.5 All persons approved by the Board are eligible for appointment to discretionary committees.

22.2.6 The Board shall approve the appointment of all committee members including a Chair proposed by the committee from among its membership.

22.2.7 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 VII

23. FINANCES

23.1 The fiscal year of the College is April 1 to March 31.

23.2 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.

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

23.4 The Treasurer shall file a copy of the auditor's report with the Board within fifteen (15) days of receipt.

23.5 Annual registration fees shall be set as approved by the Board.

23.5.1 Registration fees are due on such a date as determined by the Board.

23.5.2 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.

23.6 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*, including any special levy the Board reasonably considers necessary for the promotion, protection, interest or welfare of the College.

PART VIII

24. ADMINISTRATIVE

24.1 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.

24.2 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.

24.3 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.

24.4 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 IX

25. CODE OF ETHICS and STANDARDS of PRACTICE

25.1 The College has adopted the Code of Ethics and the Standards of Practice of the Canadian Counselling and Psychotherapy Association.

25.2 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.

25.3 Where appropriate and practicable, substantive changes will first be provided to the full registrant body for comment.

26. REVIEW and AMENDMENT

26.1 These General Bylaws may be amended by resolution of the Board pursuant to Section 7.1 of the *Counselling Therapists Act*.

26.2 The Board will undertake a full review of the Bylaws on or about each fifth anniversary of their coming into effect.

26.2.1 Such a review will include a reasonable period for comment by registrants.

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