

COLLEGE OF LICENSED COUNSELLING THERAPISTS OF NEW BRUNSWICK

BY-LAWS

Adopted by the Board on September 16, 2026

Confirmed by the Members on [date]

PART 1

INTERPRETATION AND APPLICATION

1.01 Definitions

“Act” means the Licensed Counselling Therapy Act;

“Board” means the Board of directors of the College;

“Chair” means the President acting as Chair of the Board;

“College” means the College of Licensed Counselling Therapists of New Brunswick;

“Director” means a voting member of the Board;

“Executive Director” means the person holding the office of Executive Director under subsection 9(2) of the Act;

“Good standing” means that a member has met all requirements of the Act, these by-laws, and applicable regulatory rules and policies, including payment of required fees and compliance with any applicable licence, registration, or membership requirements for continued registration, and that the member’s rights as a member of the College are not under suspension, either as a consequence of disciplinary proceedings or otherwise;

“Member” means a licensed counselling therapist and any person whose name is entered in the register, temporary register, specialists register, or any of the rosters established and maintained pursuant to the Act, these by-laws, and the rules, and includes for the purposes of applying the provisions of the Act, professional corporations and such persons who are permitted by the Act, these by-laws, or the rules to carry on the practice of a licensed counselling therapist or such aspects thereof as may be prescribed;

“Governance Officer” means a Director who holds the office of President, Vice-President, Secretary, or Treasurer, and includes any other officer position established by the Board under these by-laws. For greater certainty, the Registrar and Executive Director are statutory or administrative officers of the College but are not officers of the Board unless expressly appointed as such in accordance with the Act and these by-laws;

“Ordinary Resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

“Policy” means a written instrument approved by the Board within the authority of the Act and these by-laws;

“Prescribed” means prescribed by the by-laws or the rules made under the Act by the Board;

“President” means the Director elected or appointed by the Board to serve as President of the College and Chair of the Board;

“Public Director” means a Director appointed by the Board to represent the public and who is not a member of the College;

“Registrar” means the Registrar of the College appointed under subsection 9(1) of the Act;

“Rules” means a rule made by the Board under section 6 of the Act;

“Special Resolution” means a resolution passed by the minimum threshold of votes required by a particular by-law that is not an ordinary resolution.

“Vice-Chair” means the Vice-President acting as Vice-Chair of the Board;

“Vice-President” means the Director elected or appointed by the Board to serve as Vice-President of the College and Vice-Chair of the Board.

1.02 Act Prevails

These by-laws shall be interpreted in a manner consistent with the Act. If there is any conflict between the Act and these by-laws, the Act prevails.

1.03 Defined Terms in the Act

Any words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine and neuter genders and vice versa wherever the context so requires.

Words and expressions defined in the Act have the same meaning in these by-laws unless otherwise defined or required by the context.

1.04 Interpretation

These by-laws shall be interpreted in a manner that advances the College’s public interest mandate and supports safe, competent, ethical, and accountable counselling therapy practice in New Brunswick.

PART 2

HEAD OFFICE, FISCAL YEAR AND SEAL

2.01 Head Office

The head office of the College shall be located in New Brunswick at such place as the Board may determine by ordinary resolution.

2.02 Other Offices

The Board may establish other offices or service locations as it considers necessary or appropriate.

2.03 Fiscal Year

The fiscal year of the College shall be as determined by the Board.

2.04 Corporate Seal

The College may have a corporate seal in a form approved by the Board. The absence of the corporate seal on any document does not affect the validity of the document if the document has otherwise been properly authorized.

PART 3

MEMBERS AND MEETINGS OF MEMBERS

3.01 Categories of Membership and Registration

The College may establish and maintain categories of membership, classes of registration, registers, rosters, licences, specialist designations, and professional corporation registrations authorized by the Act, these by-laws, and the rules.

The categories may include registered members, temporary registered members, inactive members, honorary members, student members, associate members, specialist members, and professional corporations.

The rights, privileges, obligations, conditions, limitations, restrictions, renewal requirements, and practice permissions applicable to each category shall be established by the Act, these by-laws, or the rules.

3.02 Voting Members

Only members whose names are entered in the register and who are in good standing may vote at meetings of members, nominate Directors, stand for election as Directors, or exercise such other voting-member rights as are established under the Act, these by-laws, or the rules.

3.03 Non-Voting Categories

Inactive members, temporary registered members, honorary members, student members, associate members, specialist members unless otherwise authorized, professional corporations, and any other non-practising or limited categories established by these by-laws, the rules or policy are not entitled to vote unless expressly authorized by the Act, these by-laws, or the rules.

Professional corporations are members only for the purposes provided in the Act, these by-laws, and the rules, and are not entitled to vote, hold office, nominate Directors, or serve on committees.

Inactive Members

- a) Inactive members shall be those persons who are former members or are persons eligible for membership in the College, whose names are entered in the inactive members roster, who have complied with the requirements for registration as an inactive member set out in the by-laws and rules, and have paid all required fees.
- b) Inactive members shall be entitled:

- a. to receive notice of and attend meetings of the College and to receive copies of any regular bulletins or publications issued by the College; and
- b. to serve, upon appointment, on committees of the College in accordance with the by-laws and the rules.
- c) Inactive members shall not be eligible for nomination to any office of the College.
- d) Inactive membership shall be renewed annually in accordance with the by-laws and the rules.
- e) Inactive members must participate in and complete the continuing competency program requirements and such other conditions as are set out in the rules, including such knowledge and skills review as may be prescribed, in order to be eligible to obtain active registered membership.

Temporary Members

- a) Temporary members shall be those persons whose names are entered in the temporary register, who have complied with the requirements for registration set out in the by-laws and the rules and have paid all required fees.
- b) The practice of temporary members shall be subject to such requirements, conditions and limitations as are set out in the rules.
- c) With respect to rights in the College, other than the right to practise as set out in the Act, by-laws and rules, and the right to use such designations as are set out in the rules, temporary members shall be entitled to the rights of inactive members.
- d) Registration in the temporary register shall be issued and renewed at such intervals and subject to such conditions, limitations and restrictions as may be set out in the rules.

Honorary Members

- a) Honorary members shall be those persons whose names are entered in the roster of honorary members pursuant to a special resolution passed by a two-third majority vote at an annual or special meeting.
- b) Honorary membership may be awarded to persons who have made outstanding contributions to the College or the practice of counselling therapy.
- c) Honorary members shall be entitled to the rights of inactive members.

Student Members

- a) Student Members shall be those persons who are enrolled in a counselling education program approved by the Board, whose names are entered in the student members roster, who have complied with the requirements for registration as a student member set out in the by-laws and rules, and have paid all required fees.

- b) Student Members who are completing an approved counselling education program may carry out such tasks and functions as are necessary for the completion of such program, under the supervision and direction of a registered member, subject to the requirements, conditions, restrictions and limitations set out in the rules.
- c) Student Members shall be entitled to the rights of inactive members.

Associate Members

- a) Associate Members shall be those persons other than active, student, temporary, inactive, honorary, or retired members, who support the aims of the College and wish to participate in the promotion of the profession, whose application for Associate Membership has been approved by the Board and has paid all prescribed fees.
- b) Associate Members shall be entitled to the rights of inactive members.

Specialist Members

- a) Specialist Members shall be those persons who have completed specialty courses leading to qualification as a specialist in an area of counselling therapy as approved by the Board and who meet the qualifications for registration as a specialist established by the rules, whose names are entered in the specialist members roster, who have complied with the requirements for registration as a specialist member set out in the by-laws and rules, and have paid all required fees.
- b) Specialist Members shall be entitled to the rights of inactive members.

3.04 Annual Meeting

An annual meeting of members shall be held each year at a date, time, and place determined by the Board. A meeting may be held in person, virtually, or by a hybrid format.

3.05 Business at Annual Meeting

The business of the annual meeting may include:

- a) receiving the annual financial statements;
- b) appointing or receiving confirmation of the public accountant or auditor, where required;
- c) electing Directors, where applicable;
- d) considering by-laws or amendments submitted to the members in accordance with subsections 5(3) and (5) of the Act;
- e) considering member proposals properly brought before the meeting in accordance with subsections 5(7) to (9) of the Act; and
- f) any other business properly brought before the meeting.

3.06 Special Meetings of Members

A special meeting of members may be called by the Board.

3.07 Member-Requisitioned Meetings

A special meeting of members may be convened upon the Board's receipt of a written demand signed by at least forty percent (40%) of the registered members. The meeting shall be held at a time and place determined by the Board, but in no case later than ninety (90) days after the Board receives the written demand.

3.08 Notice of Meetings

Notice of an annual or special meeting of members shall be provided to members no less than thirty days before the meeting. Notice may be provided by mail, electronic transmission, posting through a secure member portal, or delivered to each member of the College at their last known address, or electronic or facsimile address or other method approved by the Board.

3.09 Content of Notice

Notice of a meeting shall state the date, time, place or electronic access instructions, and the general nature of the business to be considered. In the case of a special meeting, no business shall be conducted at the meeting, or any adjournment thereof, other than the business stated in the notice.

3.10 Quorum of Members

Quorum for a meeting of members shall be ten percent of voting members or twenty voting members, whichever is less.

3.11 Chair of Meetings of Members

Either the President or in their absence, the Vice-President shall chair meetings of members.

3.12 Voting at Meetings of Members

Unless the Act, these by-laws, or the rules require otherwise, questions at a meeting of members shall be decided by ordinary resolution. Voting rights at members meetings shall be one vote per registered member.

3.13 Methods of Voting

Voting may occur by show of hands, ballot, electronic vote, secure online platform, mail-in ballot, proxy, or another method approved by the Board.

3.14 Proxy Voting

A voting member may appoint another voting member as proxyholder for a specific meeting in a form approved by the Board. No member may hold more than five proxies. All proxies must be originals and be received by the College at least twenty-four (24) hours before the meeting specified in the proxy.

3.15 Member By-Law Proposals

A voting member may submit a written proposal to make, amend, or repeal a by-law. The proposal shall be sent to the Board at least sixty (60) days before the date of the next annual meeting.

Upon receiving a properly submitted proposal, the Board shall place the proposal before the members in accordance with the Act.

3.16 Member Motions to Amend or Repeal Rules

A member-initiated motion to amend or repeal a rule shall not be considered at an annual, special, or general meeting of the College unless the voting member has first provided written notice of the motion to the College.

The notice must be signed by the member proposing the motion, set out the exact wording of the proposed motion, and be received by the College at least ninety (90) days before the meeting at which the motion is to be considered.

The College shall circulate the notice of motion to the members at least thirty (30) days before the meeting.

Nothing in this section limits the authority of the Board to make, amend, or repeal rules in accordance with the Act.

3.17 Rules of Procedure

- a) Meetings of members shall be conducted in accordance with a procedure approved by the Board. Where no procedure has been approved, the chair of the meeting may rely on Kerr and King's *Procedures for Meetings and Organizations*, adapted as necessary for the college.
- b) If within an hour of the time appointed for the annual or a general or special meeting of the College a quorum is not present, the President or Chair of the meeting shall, in the case of an annual meeting, call another meeting for such time and place and subject to such notice requirements as they shall determine and, in the case of a special or general meeting, the meeting shall be dissolved.
- c) At any meeting at the discretion of the President or Chair of the meeting the rules of order may be suspended to facilitate discussion.

3.18 Elections

Only voting members in good standing are eligible to vote in the election of Directors.

A member is eligible to stand for election as a Director only if the member meets the eligibility requirements set out in these by-laws, the rules, and any Board-approved nominations and elections policy.

The Governance and Nominations Committee shall oversee the nominations process for elected Director positions.

At least thirty (30) days before the annual meeting of members, the Governance and Nominations Committee shall provide a slate of eligible nominees for election by the voting members. The slate shall be circulated to voting members with the notice of the annual meeting or by another method approved by the Board.

Directors shall be elected by ordinary resolution of the voting members at the annual meeting or by another voting method approved by the Board.

Where the number of eligible nominees is equal to the number of vacant elected Director positions, the nominees may be declared elected by acclamation. Where the number of eligible nominees exceeds the number of vacant elected Director positions, an election shall be held.

PART 4

BOARD OF DIRECTORS

4.01 Role of the Board

The Board is responsible for the administration of the Act and has authority to control, govern and manage the business and affairs of the College and all aspects of the practice of counselling therapy. The Board governs the College and the practice of counselling therapy in the public interest.

The Board acts through ordinary resolutions, approved minutes, by-laws, regulatory rules, policies, terms of reference, and other formal decisions. No individual Director, including the President or Vice-President, has authority to direct staff, bind the College, make operational decisions, interfere with statutory decision-making, or speak on behalf of the Board unless authorized by the Act, these by-laws, the rules, a Board policy, a Board ordinary resolution, or delegated authority. The Board is responsible for:

- a) strategic direction;
- b) public protection oversight;
- c) regulatory policy;
- d) governance policy;
- e) fiduciary stewardship;
- f) risk oversight;
- g) accountability for the administration of the Act;
- h) oversight of the Registrar and Executive Director;
- i) oversight of committees and delegated authorities;
- j) ensuring appropriate reporting to members, the public, and the Minister; and
- k) maintaining public confidence in the regulation of counselling therapy.

4.02 Delegation of the Board

Subject to section 5(11) of the Act, the Board may delegate duties, powers, and responsibilities to officers, committees, panels, employees, agents, the Registrar, or the Executive Director, except the power to make, amend, or repeal by-laws.

A delegation may be made by by-law, the rules, policy, terms of reference, ordinary resolution, contract, or another written instrument approved or authorized by the Board.

The Board remains responsible for oversight of delegated authority and may establish reporting, documentation, performance, risk, and review requirements for any delegation.

4.03 Composition of the Board

The Board shall consist of not fewer than three and not more than eleven directors, composed as follows:

- a) the President, serving as Chair;
- b) the Vice-President, serving as Vice-Chair;
- c) the Secretary;
- d) the Treasurer;
- e) up to five directors elected at large by voting members;
- f) one public director appointed by the Board where the total number of directors does not exceed eight; and
- g) where the total number of directors exceeds eight, a second public director appointed by the Board.

4.04 Public Directors

A person is eligible to serve as a Public Director if the person:

- a) is not a member of the College;
- b) is at least nineteen years of age;
- c) has the legal capacity to manage their own affairs;
- d) is not an employee, contractor, consultant, investigator, prosecutor, independent legal counsel, auditor, or paid service provider of the College;
- e) is not the Registrar or Executive Director;
- f) is not an undischarged bankrupt;
- g) has not been convicted of an offence that, in the opinion of the Board or the body responsible for nominations, is incompatible with service as a Director or would reasonably undermine public confidence in the College;
- h) is not eligible for registration as a member of the College;
- i) resides in New Brunswick; and
- j) meets any additional eligibility requirements established by these by-laws, the rules, or Board policy.

4.05 Eligibility of Elected Directors

A member is eligible to stand for election as a Director if the member:

- a) is at least nineteen years of age;
- b) has the legal capacity to manage their own affairs;
- c) is in good standing with the College;
- d) holds a current registration or licence status that permits eligibility for election under the Act, these by-laws, and the rules;
- e) is not an employee, contractor, consultant, investigator, prosecutor, independent legal counsel, auditor, or paid service provider of the College;
- f) is not the Registrar or Executive Director;
- g) is not an undischarged bankrupt;

- h) has not been convicted of an offence that, in the opinion of the Board or the body responsible for nominations, is incompatible with service as a Director or would reasonably undermine public confidence in the College;
- i) is not subject to a suspension, revocation, condition, limitation, restriction, disciplinary order, fitness to practise order, or other regulatory restriction that would impair the member's ability to serve as a Director or would reasonably undermine public confidence in the College;
- j) is not currently serving on the Complaints Committee, Discipline Committee, or Fitness to Practise Committee;
- k) has disclosed any actual, potential, or perceived conflict of interest that could affect the member's ability to act in the best interests of the College and the public interest;
- l) has provided written consent to serve as a Director if elected;
- m) resides in New Brunswick; and
- n) meets any additional eligibility requirements established by these by-laws, the rules, or Board policy.

4.06 Continuing Eligibility

A Director must continue to meet the eligibility requirements for office throughout the Director's term. A Director shall promptly notify the President, the Governance and Nominations Committee, or another person designated by Board policy if the Director ceases to meet, or may reasonably appear to cease to meet, any eligibility requirement. The Board may require a Director to provide updated declarations, disclosures, or confirmations of eligibility at any time.

It shall be a requirement that a Director be present at a minimum of 50% of the Board meetings per calendar year.

4.07 Determination of Eligibility

Eligibility to stand for election or continue serving as a Director shall be determined by the Governance and Nominations Committee in accordance with these by-laws, the rules, and any Board-approved nominations and elections policy.

4.08 Effect of Ineligibility After Election

The office of director becomes vacant if the director:

- a) resigns;
- b) dies;
- c) ceases to meet the eligibility requirements for office;
- d) is determined by the Board to have ceased to be eligible under these by-laws;
- e) is removed in accordance with these by-laws;
- f) is absent from three consecutive Board meetings without reasonable cause accepted by the Board;
- g) becomes incapable of carrying out the duties of a Director;
- h) becomes an undischarged bankrupt;
- i) is convicted of an offence that, in the opinion of the Board, is incompatible with continuing as a Director or would reasonably undermine public confidence in the College;

- j) becomes an employee, contractor, consultant, investigator, prosecutor, independent legal counsel, auditor, or paid service provider of the College;
- k) becomes the Registrar or Executive Director; or
- l) is otherwise disqualified by law.

If a Director ceases to meet the eligibility requirements after election, the Board may remove the Director from their position and declare the office vacant. Before making such a determination, the Board shall provide the Director with notice of the concern and a reasonable opportunity to make submissions, unless urgent public protection, legal, or governance circumstances require immediate interim action. The Board may establish interim measures while eligibility is being reviewed, including temporary recusal from meetings, committees, confidential materials, or specific matters.

Where a vacancy occurs among the directors, the Board may appoint a qualified person to fill the vacancy. A director appointed to fill a vacancy shall hold office for the unexpired portion of the term of the director being replaced, after which the position shall be filled in accordance with the regular election or appointment process.

4.09 Fiduciary and Corporate Duties

A Director shall act honestly, in good faith, and in the best interests of the College, having regard to the College's statutory public protection mandate. A Director shall exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. A Director shall not use the position of Director for personal benefit, professional advantage, private interest, or the benefit of another person or organization, except where such benefit is incidental to the proper exercise of the Director's duties.

A Director shall comply with all applicable duties arising under the Act, these by-laws, the regulatory rules, Board policies, and applicable corporate-law principles.

4.10 Term of Office

Directors shall serve for a term of two years unless otherwise provided by these by-laws, the rules, or the ordinary resolution appointing or electing the director.

4.11 Term Limits

No director may serve more than six consecutive years unless the Board determines that an extension of up to one year is necessary for continuity, succession, or the orderly transition of governance responsibilities. A director who has reached the maximum period of consecutive service shall be ineligible to serve as a director for at least four years, after which the individual may again be eligible for election or appointment.

4.12 Staggered Terms

The Board may establish staggered terms for Directors through a Board-approved transition or succession plan, provided that no Director's term exceeds the maximum term permitted by these by-laws.

4.13 Commencement of Term

A director's term begins immediately after the meeting at which the director is elected or appointed.

4.14 Resignation

A director may resign by written notice to the College. The resignation is effective on the date stated in the notice or, if no date is stated, on the date received by the College.

4.15 Removal of Director

A Director may be removed with or without cause from office by a special resolution passed by at least two-thirds of the votes cast by Directors at a meeting of the Board called for that purpose. The Director shall receive at least ten (10) days' notice of the proposed removal and shall be given an opportunity to address the Board before the vote is taken.

Where a Director is removed, the vacancy may be filled at the same meeting and in accordance with these by-laws.

4.16 Board Meetings

The Board shall meet at least four times each fiscal year. Additional meetings may be called by the President, the Board, or any four directors. Upon the written request of at least four directors, the President shall call a special meeting of the Board to be held no later than thirty (30) days after receiving the request.

4.17 Notice of Board Meetings

Notice of a Board meeting shall be provided at least seven days before the meeting unless all directors waive notice or urgent circumstances require shorter notice. Notwithstanding the foregoing, a meeting of the Board shall be held immediately following the annual meeting.

4.18 Quorum of the Board

Quorum for a Board meeting shall be a majority of directors then in office, provided that at least two governance officers is present.

4.19 Voting at Board Meetings

Each director has one vote. Unless otherwise required, decisions of the Board shall be made by ordinary resolution. In the case of a tie, the motion is defeated.

4.20 Meetings by Electronic Means

The Board and any committee may meet in person, virtually, by telephone, by videoconference, or through other communication technology that permits participants to communicate adequately with one another.

4.21 Written Ordinary Resolutions

A written ordinary resolution, rule, policy, terms of reference, report, recommendation, decision, finding, or order of the Board, a committee, or a panel is valid if signed in accordance with the Act

and any applicable rule, policy, or terms of reference. Counterpart signatures may be accepted unless prohibited by the Act or by Board policy.

4.22 Remuneration

Directors shall receive no remuneration of any kind, directly or indirectly, including but not limited to salary, wages, fees, commissions, or other amounts for services rendered to the College in their capacity as a Director with exception for reimbursements as noted in section 6.08.

PART 5 OFFICERS

5.01 Governance Officers

The governance officers of the Board shall be:

- a) President, serving as Chair;
- b) Vice-President, serving as Vice-Chair;
- c) Secretary; and
- d) Treasurer.

The College shall also have a Registrar and may have an Executive Director in accordance with the Act and these by-laws. The Registrar and Executive Director serve as statutory officers with the Executive Director, if appointed, the senior administrative officer of the College.

5.02 Election of Governance Officers

The President, Vice-President, Secretary, and Treasurer shall be elected by the Board from among the Directors at the Board meeting immediately following the annual meeting.

5.03 Term of Governance Officers

Governance officers shall serve for a term of one year and may be re-elected, provided they continue to meet the requirements for office.

A Director may hold the offices of Secretary and Treasurer at the same time if approved by the Board.

No governance officer may hold the same office for more than two consecutive years unless the Board determines that an extension is necessary for continuity or transition.

5.04 President

The President shall serve as Chair of the Board, preside at meetings of the Board and members unless another chair is appointed, support the effective functioning of the Board, act as the primary governance liaison with the Executive Director, represent the Board where authorized, act as a signing officer where authorized, and perform such other governance duties as are assigned by the Board.

5.05 Vice-President

The Vice-President shall serve as Vice-Chair of the Board, act in place of the President when the President is absent, unable, unwilling, or conflicted, act as a signing officer where authorized, and perform such other governance duties as are assigned by the Board.

5.06 Secretary

The Secretary shall provide governance oversight of notices, minutes, and official governance records of the College and shall perform such other governance duties as are assigned by the Board.

5.07 Treasurer

The Treasurer shall provide governance oversight of financial stewardship of the College and shall perform such other governance duties as are assigned by the Board.

5.08 Registrar

The Registrar shall perform the duties assigned to the Registrar under the Act, these by-laws, the rules, and Board-approved policies. The Registrar is accountable to the Board for statutory registration and regulatory functions, subject to any lawful delegation, policy, or employment arrangement approved by the Board. The Registrar shall exercise statutory decision-making independently and in accordance with procedural fairness. The Board shall not interfere with an individual statutory decision of the Registrar except through a lawful review, appeal, policy, regulatory rule, or other process authorized by the Act, the by-laws or the rules.

5.09 Executive Director

The Board may appoint an Executive Director to manage the business and administrative affairs of the College. They are accountable to the Board and shall act within the authority delegated by the Board. The duties, authority, performance expectations, and reporting requirements of the Executive Director shall be established by the Board through the rules, contract, position description, policy, ordinary resolution, or other written delegation.

5.10 Combined Registrar and Executive Director Role

The offices of Registrar and Executive Director may be held by the same person where permitted by the Act and approved by the Board. Where the roles are held by one person, the Board shall ensure that statutory regulatory functions remain appropriately distinguished from administrative management functions.

PART 6

FINANCE, PROPERTY, SIGNING AUTHORITY, AND INDEMNIFICATION

6.01 Financial Stewardship

The Board shall ensure that the College's financial affairs are managed prudently, transparently, and in support of its public protection mandate.

6.02 Budget

The Board shall approve an annual operating budget.

6.03 Financial Records

The College shall maintain proper financial records and internal controls in accordance with the Act, these by-laws, the rules, applicable law and Board policy.

6.04 Public Accountant or Auditor

The Board shall appoint a public accountant or auditor annually, unless otherwise determined by the Board and permitted by law.

6.05 Financial Statements

Annual financial statements shall be presented to the Board by the Treasurer and made available to members at the annual meeting.

6.06 Banking

The Board may approve the College's banking arrangements and may delegate banking administration to officers, employees, or agents.

6.07 Signing Authority

Contracts, documents, cheques, electronic payments, and other instruments may be signed or authorized by persons designated by the rules, Board ordinary resolution, or policy.

6.08 Expenses

Directors, committee members, officers, employees, contractors, agents, and public representatives may be reimbursed for reasonable expenses as approved by the rules or Board policy and are not considered remuneration for the purposes of by-law 4.22.

6.09 Indemnification

The College shall indemnify each Director, officer, committee member, panel member, employee, agent, investigator, inspector, assessor, legal counsel, contractor, and other person acting on behalf of the College, to the fullest extent permitted by law, against costs, charges, expenses, liabilities, negligence, and amounts reasonably incurred in relation to their duties or functions for the College.

Indemnification shall not apply where the costs, charges, expenses, liabilities, or amounts arise from wilful misconduct, bad faith, fraud, dishonesty, or other conduct for which indemnification is prohibited by law.

The Board may authorize the purchase and maintenance of insurance for the benefit of persons covered by this section.

PART 7

RECORDS, PRIVACY, ACCESS AND COMMUNICATIONS

7.01 Records

The College shall maintain records required by the Act, these by-laws, the rules, and applicable law. Records shall be created, used, disclosed, retained, and protected in accordance with the Act, these by-laws, the rules, applicable law, and College policy.

7.02 Public Register

The registers shall be open to inspection by any person at the office of the Registrar at all reasonable times during regular business hours free of charge; but any officer or employee of the College may refuse such access to the registers if there is reasonable cause to believe that the person is seeking access merely for commercial purposes.

7.03 Privacy and Confidentiality

The College shall maintain policies and safeguards respecting privacy, confidentiality, records management, information security, and access to information.

7.04 Human Rights and Official Languages Acts

The College shall comply with applicable obligations under the Human Rights Act and the Official Languages Act when exercising its powers and providing services under the Act, these by-laws, and the rules.

7.05 Communications

Notices and communications may be delivered by mail, courier, email, electronic portal, website posting, or any other method approved by the Board, unless the Act requires otherwise.

7.06 Deemed Receipt

A notice sent by electronic means to the last known email address shall be deemed received on the next business day after transmission unless evidence shows otherwise. A notice sent by ordinary mail shall be deemed received seven (7) days after the date the notice or document is deposited in the mail, unless evidence shows otherwise.

PART 8

COMMITTEES

8.01 Committees Generally

The Board may establish committees necessary to carry out the business, governance, regulatory, and administrative work of the College.

8.02 Standing Committees

The College shall maintain the following standing committees:

- a) Executive Committee;
- b) Complaints Committee;
- c) Discipline Committee;
- d) Fitness to Practise Committee;
- e) Registration Committee;

- f) Governance and Nominations Committee;
- g) Finance, Audit and Risk Committee; and
- h) such other committees as the Board may establish.

8.03 Terms of Reference

Each standing committee shall have Board-approved terms of reference setting out its mandate, authority, composition, quorum, reporting relationship, term of appointment, and any limits on delegated authority. Terms of reference shall not replace any committee requirement that the Act requires to be established by by-law.

8.04 Statutory Committees

The Complaints Committee, Discipline Committee, and Fitness to Practise Committee, shall exercise the authority assigned to them by the Act, these by-laws, the rules, and their terms of reference.

8.05 Independence of Statutory Decision-Making

The Board shall respect the independence of statutory committees and panels when they are exercising their responsibilities and duties under the Act, by-laws, or rules.

8.06 Committee Composition

Unless otherwise required by the Act, these by-laws, or the rules, the Board may appoint Directors, members, public representatives, non-Directors, and external subject-matter advisors to committees. The exception to this is the Executive Committee where only directors may be appointed.

The Complaints Committee shall be composed of licensed counselling therapists and at least one public representative who is not a member of the College.

The Discipline Committee shall be composed of licensed counselling therapists and at least one public representative who is not a member of the College.

The Fitness to Practise Committee shall be composed of licensed counselling therapists and at least one public representative who is not a member of the College.

8.07 Public Representation

The Board shall ensure appropriate public representation on statutory committees and on other committees where public confidence, independence, transparency, or public protection would be strengthened by such representation.

8.08 Ineligibility for Certain Committees

No Director may serve on the Complaints Committee, Discipline Committee, or Fitness to Practise Committee.

No member of the Complaints Committee may serve on the Discipline Committee or Fitness to Practise Committee.

A member of the Discipline Committee may also serve on the Fitness to Practise Committee where permitted by the Act, these by-laws, the rules, or the applicable terms of reference.

8.09 Committee Chairs

The Board shall appoint the chair and, where appropriate, vice-chair of each standing committee. The chair and vice-chair of each of the Complaints Committee, Discipline Committee, and Fitness to Practise Committee shall be a licensed counselling therapist.

8.10 Committee Panels

The Complaints Committee, Discipline Committee, Fitness to Practise Committee, and any other committee authorized by the Act, these by-laws, or the rules may sit in panels. A panel has the authority of the committee for the matter assigned to it, subject to any limits established by the Act, these by-laws, the rules, or the committee's terms of reference.

8.11 Committee Records

Each committee shall maintain records of its proceedings, decisions, recommendations, and reports in accordance with the rules, College policy and applicable legal requirements.

8.12 Committee Reporting

Committees shall report to the Board as required by their terms of reference, except that statutory committees shall not disclose confidential investigative, adjudicative, health, personal, privileged, or regulatory information except as authorized or required by law.

8.13 Ad Hoc Committees

The Board may establish ad hoc committees, task groups, advisory groups, or working groups for specific purposes. Their mandate shall expire when the assigned work is completed or when dissolved by the Board.

8.14 Removal of Committee Members

The Board may remove a committee member before the end of a term with or without cause, where it adversely affects the effective functioning, independence, fairness, public confidence, or integrity of the committee.

8.15 Committee Meeting Quorum

Unless otherwise required by the Act, these by-laws, or the rules, quorum for a committee or panel is a majority of the members appointed to the committee or panel. Quorum for the Complaints Committee, Discipline Committee, and Fitness to Practise Committee shall include at least one licensed counselling therapist and, where reasonably possible, one public representative. A committee's terms of reference may establish additional quorum requirements that are not inconsistent with the Act, these by-laws, or the rules.

PART 9

CONFLICT OF INTEREST, CONFIDENTIALITY AND CONDUCT

9.01 Duty to Act in the Public Interest

Directors, committee members, officers, employees, contractors, agents, and representatives of the College shall act in a manner consistent with the College's public protection mandate.

9.02 Conflict of Interest

Directors, committee members, officers, employees, contractors, and agents shall avoid, disclose, and manage actual, potential, or perceived conflicts of interest in accordance with the Act, these by-laws, the rules, and Board policy.

9.03 Confidentiality

Directors, committee members, officers, employees, contractors, and agents shall maintain the confidentiality of information obtained through their role with the College, except where disclosure is authorized or required by law.

9.04 Protection of Regulatory Information

Information obtained through registration, licensing, renewal, complaints, investigations, discipline, fitness to practise, incapacity processes, professional corporation regulation, inspections, audits, reviews, supervision, committee work, panel work, or statutory decision-making shall be collected, used, disclosed, retained, and protected in accordance with the Act, these by-laws, the rules, applicable privacy law, procedural fairness, and the public interest.

9.05 Code of Conduct

The Board shall establish a code of conduct applicable to directors, committee members, officers, and others acting on behalf of the College.

9.06 Breach

A breach of conflict of interest, confidentiality, conduct, or public-interest obligations may result in action appropriate to the person's role, including removal from office, termination of appointment, termination of contract, employment action, recusal, restriction of access to confidential information, referral to a regulatory process where applicable, or other action authorized by law, these by-laws, the rules, or policy.

PART 10

REGISTRATION, LICENSING AND MEMBERSHIP

10.01 Registration and Licensing Framework

The College shall maintain a registration and licensing framework in accordance with the Act, these by-laws, and the rules. All licences, certificates of registration and membership and all renewals of licences, registration or membership, in such forms as the Board may approve, shall be and remain the property of the College and shall be returned to the College immediately upon demand by the Registrar.

10.02 Registration Qualifications

- a) The Registrar shall not issue a licence or certificate of registration, or a renewal of a licence or certificate of registration, to any member or professional corporation offering counselling therapy services unless the applicant files proof, in a form satisfactory to the Registrar, that the applicant has professional liability insurance of a minimum of \$2,000,000 per occurrence.
- b) It shall be the duty of every member or holder of a licence required to submit proof of professional liability insurance to maintain such insurance and to immediately notify the Registrar if the said insurance coverage of the member or holder expires or is cancelled and upon receipt of such notification the Registrar shall forthwith suspend that person's certificate or licence until adequate proof of professional liability insurance is provided.
- c) Persons who are applicants for registration from other jurisdictions shall be considered for registration in accordance with the requirements, terms and conditions set out in the rules.

10.03 Designations

The Board may establish by rule the titles, initials, abbreviations, and designations that may be used by members, temporary registered members, student members, specialist members, and professional corporations, including any titles, initials, abbreviations, or designations authorized or restricted by the Act.

No person or professional corporation shall use a title, initials, abbreviation, designation, description, or representation implying entitlement to practise licensed counselling therapy except as authorized by the Act, these by-laws, and the rules.

10.04 Registration Review

An applicant who is refused registration, licensing, renewal, reinstatement, entry in a register or roster, specialist registration, or professional corporation registration by the Registrar may, by written notice, appeal that decision to the Registration Committee in the manner and within the timelines established by rule.

The Registration Committee may confirm, vary, substitute, or refer the decision back to the Registrar.

10.05 Annual Renewal

A licence shall be renewed annually or at such other interval as may be established by rule. Renewal requirements, deadlines, forms, declarations, information, fees, proof of insurance, continuing competence requirements, and consequences of late or incomplete renewal shall be established by rule or policy.

10.6 Fees

The Board may establish fees, dues, assessments, penalties, administrative charges, late fees, reinstatement fees, application fees, examination fees, review fees, and other fees by ordinary resolution, rule, or policy. The Board may establish the timing, manner of payment, notice requirements, late-payment consequences, and reinstatement requirements established by rule or policy.

10.7 Professional Liability Insurance

A member who engages in the practice of counselling therapy shall maintain professional liability insurance in an amount not less than \$2,000,000 per occurrence.

10.8 Proof and Maintenance of Insurance

Requirements respecting proof of professional liability insurance shall be established by rule.

10.9 Continuing Competence

The Board may establish a continuing competence or continuing professional development program by rule. Compliance with such a program may be a condition of registration, licensing, renewal, reinstatement, or return to practice.

10.10 Resignation and Readmission

A member may resign in good standing by a resignation submitted in writing to the Registrar provided that all indebtedness of the member to the College has been paid in full. A member whose resignation is received in accordance with the provisions of the rules in any year shall not be liable for the annual fees or late filing fees with respect to amounts due in respect of that year.

A former member who has resigned and who is not indebted to the College may apply for readmission to membership in accordance with the rules provided that a former member who applies for readmission within twelve (12) months of resignation shall pay all fees, including late filing fees, that would have been due for the preceding year if the member had not resigned.

All applicants for readmission shall be required to complete a re-entry training program, or meet the requirements of the College's continuing competency program, or equivalent programs as assessed by the Board and as set out in the rules from time to time.

PART 11

REGULATORY RULES AND POLICIES

11.01 Regulatory Policies

The Board may approve policies to guide the interpretation, administration, and implementation of the Act, by-laws, and rules. Policies shall not contradict the Act, by-laws, or rules.

11.02 Public Access

The College shall make its by-laws and rules available for public inspection in accordance with the Act and may publish them on the College's website.

11.03 Review of Regulatory Instruments

The Board shall review by-laws, regulatory rules, governance policies, terms of reference, administrative policies, and standard operating procedures on a periodic cycle approved by the Board.

The review cycle shall consider legislative change, legal risk, operational experience, regulatory trends, public protection, member clarity, procedural fairness, administrative effectiveness, and any other matters the Board considers appropriate.

PART 12

PROFESSIONAL CONDUCT, COMPLAINTS, DISCIPLINE AND FITNESS TO PRACTISE

12.01 Professional Misconduct

Professional misconduct includes the conduct described in section 1 of the Act and any additional acts or omissions defined by the by-laws or the rules.

12.02 Standards of Practice and Ethics

The Board may establish standards of practice, standards of professional ethics and conduct, codes, guidelines, and advisories by by-law, rule, or policy.

12.03 Duty to Comply

Members shall comply with the Act, the by-laws, regulatory rules, standards of practice, standards of professional ethics and conduct, and applicable policies.

12.04 Complaints Process

Complaints, reports, investigations, referrals, hearings, decisions, appeals, publication, and record-keeping shall be governed by the Act, the by-laws, the rules, and applicable procedural policies.

12.05 Complaints Committee

The Complaints Committee shall consider and investigate all complaints delivered to it, exercise the authority assigned to it under the Act, these by-laws, the rules, its terms of reference, and applicable principles of procedural fairness.

12.06 Discipline Committee

The Discipline Committee shall hold a hearing respecting the allegations against a member that have been referred to it by the Complaints Committee, exercise the authority assigned to it under the Act, these by-laws, the rules, its terms of reference, and applicable principles of procedural fairness.

12.07 Fitness to Practise Committee

The Fitness to Practise Committee shall hold a hearing respecting the allegations against a member that have been referred to it by the Complaints Committee, exercise the authority assigned to it under the Act, these by-laws, the rules, its terms of reference, and applicable principles of procedural fairness.

12.08 Procedural Fairness

Committees and panels exercising statutory decision-making authority shall act fairly, impartially, and in accordance with the Act, these by-laws, the rules, and applicable principles of administrative law.

12.09 Conflict and Recusal

A committee or panel member shall disclose any actual, potential, or perceived conflict of interest and shall recuse themselves where required by law, these by-laws, the rules, policy, or the decision of the committee or panel chair.

12.10 Legal Counsel

The College, Board, committees, panels, Registrar, and Executive Director may obtain legal advice as required. Separate independent legal counsel may be retained where necessary to preserve fairness, independence, or adjudicative integrity.

12.11 Sexual Abuse Prevention

The College shall maintain rules, policies, and procedures respecting the prevention, reporting, investigation, referral, recording, and disclosure of sexual abuse in accordance with the requirements of the Act. Such rules, policies, and procedures shall address confidentiality, consent requirements respecting the identity of a client, good-faith reporting, public protection, trauma-informed administration, and the relationship between sexual abuse matters and the complaints, discipline, and fitness to practise processes.

12.12 Public Notice of Regulatory Status

The Board, a statutory committee, or the Registrar may authorize or give public notice of a suspension, revocation, reinstatement, condition, limitation, restriction, finding, order, or other regulatory outcome where permitted or required by the Act, these by-laws, or the rules.

The content, timing, method, and duration of public notice shall be governed by the Act, these by-laws, the rules, and applicable College policy.

12.13 Regulatory Outcome Records

The Registrar shall record and disclose complaints, discipline, fitness to practise, incapacity, suspension, revocation, reinstatement, condition, limitation, restriction, appeal, and other regulatory information in accordance with the Act, these by-laws, the rules, and applicable College policy.

PART 13

PROFESSIONAL CORPORATIONS

13.01 Professional Corporations Register

Professional corporations shall be regulated in accordance with the Act, these by-laws, and the rules. A professional corporation whose name is entered in the professional corporations register is subject to the Act, these by-laws, and the rules with all necessary modifications, but is not entitled to vote at a meeting of the College. The Registrar shall maintain a professional corporations register in accordance with the Act, these by-laws, and the rules.

13.02 Application for Registration

A corporation seeking registration as a professional corporation shall submit the application, documents, declarations, and fees required by the Registrar and in the manner required by the rules.

13.03 Conditions of Registration

A professional corporation shall meet the requirements of the Act, these by-laws, and the rules, including requirements respecting ownership, directors, voting rights, practice by members, corporate name, filings, reporting, and renewal.

13.04 Share Ownership

The legal and beneficial ownership of a majority of the issued shares of a professional corporation shall be vested in one or more members, as required by the Act. The ownership of any remaining shares shall be limited to persons or entities authorized by these by-laws or the rules.

13.05 Permitted Ownership of Remaining Shares

Subject to the Act, the remaining shares of a professional corporation may be legally and beneficially owned by the persons or entities prescribed by these by-laws or the rules:

- a) a member;
- b) a spouse, child, or parent of a member;
- c) a trust, all beneficiaries of which are persons described in paragraphs (a) or (b);
- d) a corporation, all issued shares of which are legally and beneficially owned by persons described in paragraphs (a), (b), or (c);
- e) an estate trustee, executor, administrator, or estate of a shareholder, for the limited purpose of estate administration; or
- f) a trustee in bankruptcy, for the limited purpose of administering the bankruptcy of a shareholder or the professional corporation.

13.06 Directors of Professional Corporations

All directors of a professional corporation shall be members unless otherwise authorized by the Act or the rules.

13.07 Practice Through Professional Corporation

A professional corporation may practise counselling therapy only through members authorized to practise under the Act.

13.08 Corporate Name

The name, business name, or trade name of a professional corporation or partnership involving a professional corporation shall comply with the Act, these by-laws, the rules, and any direction of the Registrar.

13.09 Information Returns

A professional corporation shall file with the Registrar all information, annual returns, renewal documents, corporate filings, ownership information, shareholder information, and other reports required by the Act, these by-laws, the rules, or the Registrar.

13.10 Notice of Change

A professional corporation shall notify the Registrar of changes to information required under the Act, these by-laws, or the rules in the manner and within the timelines established by rule.

13.11 Member Representative

Each professional corporation shall appoint a member representative for communications with the College. Service on the member representative shall be deemed service on the professional corporation.

13.12 Renewal

A professional corporation shall renew its registration and licence annually or at such other time as may be prescribed by rule.

13.13 Revocation or Refusal to Renew

The Registrar may revoke or refuse to renew a professional corporation's registration or licence where the corporation no longer meets the requirements of the Act, these by-laws, or the rules.

PART 14

TRANSITION

14.01 Repeal, Continuity and Legal Effect

Upon coming into force, these by-laws repeal and replace all previous by-laws of the College.

Despite the repeal of the previous by-laws, all registrations, licences, professional corporation registrations, applications, complaints, investigations, proceedings, orders, conditions, limitations, restrictions, appointments, delegations, policies, rules and administrative decisions in effect immediately before these by-laws come into force continue according to their terms until amended, replaced, expired, revoked or otherwise dealt with under the Act, these by-laws or the rules.

No act done, right acquired, decision made, proceeding commenced, appointment made, delegation granted, licence issued, registration entered, fee assessed, condition imposed or notice given before these by-laws come into force is invalid solely because of the repeal of the previous by-laws or the transition to these by-laws.

14.02 Existing Directors and Officers

Directors and officers holding office when these by-laws come into force continue in office until the expiry of their terms, resignation, removal or replacement, or as otherwise provided in a Board-approved transition plan consistent with the Act and these by-laws.

14.03 Existing Committees

Committees existing when these by-laws come into force continue until reconstituted, replaced or dissolved in accordance with the Act, these by-laws or a Board-approved transition plan.

14.04 Transition Plan and Instruments

The Board may approve a transition plan and any related transitional instruments necessary to implement these by-laws and preserve the orderly operation of the College.

A transition plan may address changes to officer roles, committee structures, terms of reference, rules, policies, elections, forms, registers, administrative procedures and other matters necessary to give effect to these by-laws, provided that all transitional arrangements are consistent with the Act, these by-laws and the rules.

14.05 Interim Continuity and No Procedural Gap

Where these by-laws remove, simplify or replace a procedural, administrative, regulatory or operational requirement contained in the previous by-laws and a replacement requirement or procedure has not yet been established, the corresponding requirement, procedure, form, practice or process in effect immediately before these by-laws came into force may continue to be used on an interim basis to the extent necessary to maintain lawful authority, public protection, procedural fairness, regulatory continuity and the effective administration of the College.

No application, registration, licence, renewal, reinstatement, complaint, investigation, discipline or fitness to practise matter, professional corporation matter, committee proceeding, election, meeting, fee, public register entry, notice, form, certificate, order, condition, limitation, restriction, delegation or administrative act shall fail solely because procedural detail previously contained in the by-laws has not yet been replaced.

In such circumstances, the Board, Registrar, Executive Director, committee, panel or other authorized decision-maker may continue to apply the previous procedure, or an appropriately adapted procedure, provided that it is consistent with the Act, these by-laws, the rules, procedural fairness and the public interest.