



SINEAD O'CALLAGHAN



Bylaws

APPROVED

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BYLAW 1 - INTERPRETATION

[1(1)] Definitions

(1) In addition to those in the Act, the following definitions apply to these bylaws:

“Act” or “Societies Act” means the *Societies Act* or any act that replaces that Act.

“Actual conflict of interest” means the existence of a private interest which may materially affect or influence a responsible person’s exercise of regulatory authority or fiduciary duty.

“Annual Report” means the report that must be filed with the Registrar of Companies of the Province of British Columbia within 30 days of the Annual General Meeting.

“Annual General Meeting” means the annual meeting of the Members of the Society that the Society is required to convene once each calendar year.

“Association” means the BC Association of Clinical Counsellors.

“Association Registrar” means the BCACC staff person responsible for the registration and management of Regulated/Licensed membership applications, qualifications and discipline systems of the Society.

“BCACC” means the BC Association of Clinical Counsellors.

“Board” means the BCACC’s Board of Directors as appointed and elected in accordance with these Bylaws.

“Board resolution” means a resolution that is passed at a Board meeting by a simple majority or a resolution that has been sent in writing to all the Directors and that is consented to in writing by all the Directors with voting rights (see ‘consent resolution’ below).

“Bylaws” means these bylaws and any changes approved by the Members by special resolution and registered on the Registrar’s system.

“Chief Executive Officer” means the most senior staff who reports directly to the Board of Directors and is accountable for the overall management of the BCACC.

“Code of Ethical Conduct” means the code to govern the professional behaviour and promote ethical conduct of Members, as approved by the Board.

“Conflict of Interest and Disclosure Statement” means the BCACC formal Conflict of Interest and Disclosure statement signed by all Directors and the Chief Executive Officer.

“Consent resolution” means a resolution that is sent in writing to all Directors and is consented to (approved in a vote) in writing, in counterpart, by all Directors.

“Constitution” means the Constitution and any changes approved by the Members by special resolution and filed with the Registrar.

“Counterpart” means one or more copies of a document that are signed and then considered as though they were one document.

“Court” means the Supreme Court of British Columbia.

"Director" means a Member who is elected or appointed to the position in accordance with these Bylaws.

"Diversity" means urban/rural communities, types of professional practice, genders, age, culture and other variables as necessary.

"Former Member" means someone who was a Member but has ceased to be a Member in accordance with these Bylaws.

"General Meeting" means a meeting of the Members of the Society. There are two types of general meetings: an Annual General Meetings and Special General Meetings.

"Inquiry Committee" means the committee established under section 5(11.1)(b);

"Mailing address" means the registered office mailing address as set out in the Society's statement of Directors and registered office.

"Member" means a person qualifying for membership in accordance with these Bylaws. Only a BCACC Regulated Member is a "member" for purposes of investigation, remedial action, reprimand, conduct review, or publication under these Bylaws."

"Member in good standing" means a Member who has complied with the obligations of membership as outlined in these Bylaws.

"Officer" means a director who is elected by the Board to be the President, Vice-President or Treasurer.

"Ordinary resolution" means a resolution that is passed in a general meeting by a simple majority of the votes cast in person or by any other means specified in these Bylaws at a General Meeting or consented to in writing by 2/3 of the Voting Members.

"Perceived conflict of interest" means a reasonably well-informed person would conclude that there is a substantial risk that a private interest may materially affect or influence a responsible person's exercise of regulatory authority or fiduciary duty.

"Potential conflict of interest" means the existence of a substantial risk that a private interest may materially affect or influence a responsible person's exercise of regulatory authority or fiduciary duty.

"President" means the person elected by the Directors to chair the Board of Directors.

"Public representative" means a person who is not a Member and has no close family or business relationship with a Member or Former Member.

"Quorum" means the minimum number of Members required to transact business at a general meeting, or the minimum number of Directors required to transact business at a board meeting.

"Register of Directors" means the list of the Directors including their names and contact information.

"Register of Members" means the list of BCACC members including their names and contact information.

"Registrar" means the Registrar of Companies of the Province of British Columbia.

"Registration Committee" means the committee established under section 5(11.1)(a);

“Regulatory body” means either a regulatory body that has been established pursuant to provincial or territorial legislation, or a voluntary professional association that regulates its members, pursuant to its bylaws, whether the body is in the province of BC or in another jurisdiction.

“Senior Manager(s)” means the person(s) engaged by the Board to manage the activities and internal affairs of the Society such as the Chief Executive Officer.

“Societies Regulations” means the regulations approved by Order in Council No. 673 with respect to the *BC Societies Act*, S.B.C. 2015 and all of the amendments thereof.

“Society” means the BC Association of Clinical Counsellors.

“Special business” means any business conducted at a special general meeting as outlined in the notice calling the meeting and any business conducted at an annual general meeting except ordinary business as outlined in these Bylaws.

“Special General Meeting” means a meeting of the Members of the Society that is called between annual general meetings to deal with urgent matters that require the Members’ approval.

“Special resolution” means a resolution that is passed at a general meeting by at least 2/3 of the votes cast by the Voting Members, whether cast in person or by any other means permitted in these bylaws; consented to in writing by all of the Voting Members; and cast in accordance with these Bylaws at General Meetings.

“Standards of Clinical Practice” means the standards to govern professional practice and promote proper clinical practice of Members, as approved by the Board.

“Statement of Directors and Registered Office” means the statement filed with the Registrar that sets out the Directors’ full names and addresses; and the Society’s delivery address and mailing address.

“Unresolved issue” means one or more of the following conditions exist in relation to an applicant who is or was a member of another regulatory body: (i) the applicant is or was the subject of a complaint investigation by that body which has not been resolved to the satisfaction of that body; (ii) the applicant is or was named in a citation issued by that body which remains active; (iii) the applicant is or was involved in a disciplinary proceeding administered by that body which has not been completed or resolved to the satisfaction of that body; or (iv) the other body advises the Registration Committee that the applicant is not a member in good standing with that body.

“Voting Members” means Members with a right to vote at a general meeting under these Bylaws.

[1(2)] Grammar

(2) In these bylaws:

- (a) if a word is used in the singular, where it makes sense, it also means the plural; and
- (b) the pronouns they/their/them refer to both cisgender and non-binary persons.

BYLAW 2 - MEMBERSHIP

[2(1)] Classes of Membership

(1) The following classes of membership are established:

- (a) BCACC Regulated Member;
- (b) Regulatory College Licensed Member;
- (c) Student Member;
- (d) Inactive Regulated/Licensed Member;
- (e) Associate Member;
- (f) Retired Member; and
- (g) Honourary Member.

[2(2)] Registration Committee

(2) The Registration Committee

- (h) must, with the assistance of the Office of the Association Registrar, evaluate the application and credentials of all applicants for the Regulated/Licensed and Associate membership classes in accordance with the registration requirements prescribed by these bylaws;
- (i) must make recommendations to the BCACC about applications for Regulated/Licensed membership, including renewal and reinstatement.
- (j) may delegate the evaluation of applications and credentials of all applicants for the Student, Retired and Honourary membership classes to the affected BCACC management staff. All evaluations are to be done in accordance with the registration requirements prescribed by these bylaws;

[2(3)] Qualifying for Membership

(3) The Registration Committee must evaluate or delegate the evaluation of each person applying for a class of membership with the Association to determine if the applicant

- (a) is at least 19 years of age; and
- (b) meets all class-specific eligibility criteria.

[2(4)] Class-specific eligibility criteria: Regulated/Licensed Member

(4) The eligibility criteria for the classes of Regulated and Licensed Members are as follows:

- (a) the applicant holds at least a master's degree;
- (b) the applicant's graduate degree must be in a field of study that is relevant to clinical counselling/psychotherapy as required by the BCACC;
- (c) the applicant's graduate degree must be from an institution acceptable to the BCACC;

- (d) the education program that granted the degree must provide graduates with a broad counselling base in core topic areas as defined by the BCACC;
- (e) the applicant's clinical training must:
 - (i) include the number of hours of clinical supervision, including the number of hours of direct and non-direct supervision of the applicant by a clinical supervisor, as specified by the BCACC;
 - (ii) involve clinical supervision by a supervisor of applicant-client interactions to a standard that is acceptable to the BCACC; and
 - (iii) have been conducted under the formal clinical supervision of a qualified professional who is acceptable to the Registration Committee;
- (f) the applicant must not have been convicted for an offence that the Registration Committee determines would make them unsuitable to be a Regulated/Licensed Member of the Association;
- (g) applicant must not have been found to have engaged in professional misconduct or conduct that the Registration Committee has determined would indicate that they are not a good citizen;
- (h) the applicant agrees to abide by the BCACC Code of Ethical Conduct and the Standards of Clinical Practice and the contract implicit in the bylaws;
- (i) the applicant is covered by individual professional liability insurance to a standard and level of coverage that is prescribed by the BCACC;
- (j) currently fit to practice, having regard to the person's
 - (iv) education, training, experience and other qualifications, and
 - (v) competence, capacity and other relevant factors, and
- (k) will practise in an ethical manner, having regard to the person's entire disciplinary record, character, past conduct and other relevant factors.

[2(5)] Substantially equivalent education and training

(5) Where an applicant under section 2(4) holds a graduate or other degree that does not meet the requirements under section 2(4)(a)-(e), the BCACC may grant membership where satisfied that the applicant:

- (a) holds a relevant graduate degree at either the master's or the doctoral level; or
- (b) has a combination of education, knowledge, skills and abilities which, in the opinion of the Registration Committee, are substantially equivalent to those required in all of the core topic areas and would be obtained through the requirements under section 2(4)(a)-(e); and
- (c) meet all other applicable eligibility criteria.

[2(6)] Current Registration with another Canadian regulatory body

(6) If an applicant to the BCACC is a member in good standing of another regulatory body when they apply for BCACC membership, the Registration Committee may deem the eligibility criteria met and recommend their registration as a Regulated/Licensed Member if

- (d) the applicant is currently a member in good standing of the other Canadian regulatory body;

- (e) the scope of practice for the profession in that Canadian jurisdiction is the same or substantially the same as the scope of practice for clinical counsellors/psychotherapists as defined by the BCACC;
- (f) the membership criteria set by that Canadian regulatory body are the same or substantially the same as the criteria set out in section 2(3) and section 2(4);
- (g) the applicant has provided all information required under section 2(9.1), and
- (h) the Registration Committee is satisfied that the applicant meets all requirements under section 2(3)(a)-(b).

[2(7)] Class-specific eligibility criteria: Other classes

(7.1) The eligibility criteria for the class of **Student Member** are as follows:

- (i) the applicant is registered in a master's graduate program in an institution and program approved by the BCACC; and
- (j) the applicant agrees to understand and uphold the BCACC Code of Ethical Conduct and the Standards of Clinical Practice and the contract implicit in these bylaws;
- (k) the applicant is covered by individual professional liability insurance when practicing clinical counselling/psychotherapy to a standard and level of coverage that is prescribed by the BCACC;
- (d) the applicant must not have been convicted for an offence that the BCACC determines would make them unsuitable to be a Student Member of the Association;
- (e) applicant must not have been found to have engaged in professional misconduct or conduct that the BCACC has determined would indicate that they are not a good citizen;

(7.2) The eligibility criteria for the class of **Inactive Regulated/Licensed Member** are as follows:

- (l) the applicant is a current BCACC Active Regulated/Licensed Member in Good Standing;
- (m) the applicant agrees to continue to abide by the BCACC Code of Ethical Conduct and the Standards of Clinical Practice and the contract implicit in these bylaws;
- (n) the applicant is covered by individual professional liability insurance to a standard and level of coverage that is prescribed by the BCACC;
- (d) the applicant must agree not to practice clinical counselling/psychotherapy for at least six months within Canada;

(7.3) The eligibility criteria for the class of **Retired Member** are as follows:

- (a) the applicant is a current BCACC Regulated/Licensed Member in Good Standing or a Former Member who was in Good Standing at the time they ceased to be a Member;
- (b) the applicant must agree to no longer practice clinical counselling/psychotherapy while holding the Retired class of membership.

(7.4) The eligibility criteria for the class of **Associate Member** are as follows and as the BCACC may establish from time to time by resolution:

- (b) the applicant has clinical counselling/psychotherapy related education at a minimum level as approved by the BCACC;

- (c) the applicant agrees to adhere to the BCACC Code of Ethical Conduct and the Standards of Clinical Practice and the contract implicit in these bylaws;
- (d) the applicant is covered by individual professional liability insurance to a standard and level of coverage that is prescribed by the BCACC;
- (d) the applicant must not have been convicted for an offence that the BCACC determines would make them unsuitable to be an Associate Member of the Association;
- (e) applicant must not have been found to have engaged in professional misconduct or conduct that the BCACC has determined would indicate that they are not a good citizen;

(7.6) The eligibility criteria for being conferred the class of **Honourary Member** are an outstanding contribution to the clinical counselling/psychotherapy profession or the BCACC, and/or as the BCACC may establish from time to time.

[2(8)] Applying for Membership

(8) The BCACC will establish the application process, subject to the following requirements:

- (e) Any person may make an application to the BCACC for membership.
- (f) Each applicant bears the burden of proving they meet the eligibility criteria for the class of membership they are seeking.
- (g) The applicant becomes a Member when the application is approved by the BCACC and the applicant has paid all required fees and annual dues.

[2(9.1)] Application for Regulated/Licensed Member

(9.1) An applicant for membership as a Regulated/Licensed Member must provide the Registration Committee with the following information:

- (a) a complete membership application in a form approved by the Registration Committee;
- (b) the applicable application fee in the amount specified by the BCACC;
- (c) an official, sealed transcript from their graduate program;
- (d) evidence in the form specified by the Registration Committee of a broad counselling education in the core topic areas as specified in section 2(4)(d) and clinical training as specified in section 2(4)(e);
- (e) a criminal record check report, current within the past six months, that may include additional information as required by the Registration Committee;
- (f) evidence of professional conduct or other evidence of good citizenship in a form specified by the Registration Committee;
- (g) evidence of individual professional liability insurance to a standard and level of coverage that is prescribed by the BCACC;
- (h) successful completion of a jurisprudence examination, and/or such other examinations, required by the BCACC;
- (i) evidence of English language proficiency as set by the BCACC; or

- (j) Evidence of current licensure with the BC regulatory college for Psychotherapist

[2(9.2)] Application for other classes of membership

(9.2) An applicant for membership in any of the following classes of membership must provide the Registration Committee, or the affected BCACC management staff as delegated by the Registration Committee, with the following information:

- (k) an applicant for membership as a **Student Member** must provide
 - (i) a complete student membership application in a form approved by the BCACC;
 - (ii) evidence of current registration as a graduate student in a post-secondary institution and program acceptable to the BCACC;
 - (iii) the applicable application fee in the amount specified by the BCACC; and
 - (iv) evidence of conduct, of intent to acquire liability insurance, and any other documentation or evidence that the Registration Committee may request;
- (l) A Regulated/Licensed Member who wants to become an **Inactive Member** must:
 - (i) submit and sign the application form for inactive registration;
 - (ii) pay the applicable fee for inactive registration;
 - (iii) agree in writing that, if registered as an Inactive Member, the applicant will not practice clinical counselling/psychotherapy in any manner/form for at least six months within Canada;
 - (iv) maintain professional liability insurance to a standard and level of coverage that is prescribed by the BCACC during the period of inactivity to cover events that may have occurred when the applicant was an active member;
 - (v) provide any additional information the Registration Committee may request;
 - (vi) after 2 years of being an Inactive Member reinstate either their Regulated/Licensed membership or cease their membership with the BCACC; and
 - (vii) have been an active Regulated/Licensed Member for at least 1 year before they can apply for the Inactive membership class.
- (m) An applicant for membership as a **Retired Member** must provide
 - (i) an application in a form approved by the Registration Committee; and
 - (ii) any other information that the Registration Committee may request;
 - (iii) agree in writing that, if granted membership as a Retired Member, the applicant will not practice clinical counselling/psychotherapy; and
 - (iv) the applicable application fee in the amount specified by the BCACC.
- (n) An applicant for membership as an **Associate Member** must provide
 - (i) an application in a form approved by the Registration Committee; and
 - (ii) any other documents or evidence that the Registration Committee may request;

- (iii) the applicable application fee in the amount specified by the BCACC; and
- (iv) a criminal record check report current within the past six months that may include additional information as required by the Registration Committee;

[2(9.3)] Conferral of Honourary Membership by the BCACC

(9.3) The BCACC may confer an Honourary Membership on a person who, in the opinion of the BCACC, meets all the eligibility criteria for that class of membership.

[2(10)] Registration Committee Decisions

(10) If a majority of the Registration Committee members determine an applicant meets the eligibility criteria outlined in these bylaws and is suitable for membership, the Registration Committee may:

- (o) recommend that the BCACC grant the applicant admission to the BCACC as a Member in the applicable category;
- (p) direct the BCACC to provisionally enter that person's name, address and qualification in the register of Members subject to the BCACC's decision under paragraph (a); and
- (q) instruct the affected BCACC management staff to inform the applicant, in writing, of the BCACC's decision.

[2(11)] Unresolved issue with another regulatory body

(11) The Registration Committee may not accept an application for registration from an applicant with an unresolved issue with another regulatory body until at least one of the following conditions has been met, depending on the nature of the unresolved issue:

- (r) the other regulatory body advises the Registration Committee that its complaint investigation or disciplinary proceeding concerning the applicant has been resolved to its satisfaction; and/or
- (s) the other regulatory body advises the Registration Committee that the applicant is in good standing with that body; and/or
- (t) the Committee is satisfied that, notwithstanding the applicant's status with the other regulatory body, they are now rehabilitated or have otherwise resolved the issues that were the subject of the other regulatory body's investigation, citation or disciplinary proceeding.

[2(12)] Investigation of Membership Applications

(12) At the request of the Registration Committee, the Inquiry Committee, or affected BCACC management staff may investigate an applicant for membership in the BCACC, about any matters relevant to their eligibility, including but not limited to the following matters:

- (a) a prior or current complaint against the applicant;
- (b) whether the applicant has been expelled from an educational program;
- (c) whether the applicant's entitlement to practice clinical counselling/psychotherapy has been cancelled or suspended or limited in this or any other jurisdiction at any time;
- (d) whether, at the time of the application an investigation, review or proceeding is taking place in this or any other jurisdiction which could result in the suspension, cancellation, or limitation of the applicant's entitlement to practice;

- (e) whether the applicant's conduct would constitute a breach of the BCACC Code of Ethical Conduct or Standards of Clinical Practice;
- (f) whether the applicant has been charged or convicted in Canada or elsewhere of a material offence which would constitute a breach of the BCACC Code of Ethical Conduct or Standards of Clinical Practice, or otherwise make the applicant unsuitable for membership; and
- (g) any other matter that is reasonably related to the applicant's suitability to become a Member of the BCACC.

Upon completion of its investigation, the Inquiry Committee or affected BCACC management staff must submit a report to the Registration Committee setting out its findings of fact and, if any, recommendations concerning the application.

[2(13)] Membership obligations (all except Honourary Members)

(13.1) BCACC Regulated Members must:

- (a) uphold the Constitution and comply with these bylaws;
- (b) uphold and comply with any BCACC Code of Ethical Conduct or Standards of Clinical Practice approved by the Board;
- (c) provide a criminal record check report current within the past six months that may include additional information as required by the Registration Committee;
- (d) pay any dues or fees established by the BCACC from time to time;
- (e) co-operate fully with the Association, the Board, any committees of the Board, the Association Registrar, or any person or body acting on behalf or under the direction of the BCACC;
- (f) reply promptly to communication from the Association;
- (g) attend or appear before the Board, committees, Association Registrar or any member of the regulatory staff when requested, summoned, or notified to do so; and
- (h) provide information as determined by the Association for annual renewal of membership.

(13.2) Regulatory College Licensed Members must:

- (a) uphold the Constitution and comply with these bylaws;
- (b) uphold and comply with any BCACC Code of Ethical Conduct approved by the Board;
- (c) provide confirmation of current licensure with the BC Regulatory College for Psychotherapists;
- (d) pay any dues or fees established by the BCACC from time to time;
- (e) co-operate fully with their Regulatory College and/or the BCACC or any person or body acting on behalf or under the direction of the BCACC;
- (f) reply promptly to communication from the Association;
- (g) provide information as determined by the Association for annual renewal of membership.

(13.3) Student Members must:

- (a) uphold the Constitution and comply with these bylaws;

- (b) adhere to the BCACC Code of Ethical Conduct or Standards of Clinical Practice approved by the Board;
- (c) pay any dues or fees established by the BCACC from time to time;
- (d) co-operate fully with the Association or any person or body acting on behalf or under the direction of the BCACC;
- (e) reply promptly to communication from the Association;
- (f) provide information as determined by the Association for annual renewal of membership; and
- (g) must not identify themselves as Registered Clinical Counsellors or Licensed Psychotherapists or use any abbreviations of those titles (i.e., RCC or R.C.C.)

(13.4) Associate Members must:

- (a) uphold the Constitution and comply with these bylaws;
- (b) adhere to the BCACC Code of Ethical Conduct or Standards of Clinical Practice approved by the Board;
- (c) provide a criminal record check report current within the past six months that may include additional information as required by the Registration Committee;;
- (d) pay any dues or fees established by the Board from time to time;
- (e) co-operate fully with the Association or any person or body acting on behalf or under the direction of the BCACC;
- (f) reply promptly to communication from the Association;
- (g) provide information as determined by the Association for annual renewal of membership; and
- (h) must not identify themselves as Registered Clinical Counsellors or Licensed Psychotherapists or use any abbreviations of those titles (i.e., RCC or R.C.C.).

(13.5) Inactive Members must:

- (a) uphold the Constitution and comply with these bylaws;
- (b) uphold and comply with any BCACC Code of Ethical Conduct or Standards of Clinical Practice approved by the Board;
- (c) pay any dues or fees established by the BCACC from time to time;
- (d) co-operate fully with the Association or any person or body acting on behalf or under the direction of the BCACC;
- (e) reply promptly to communication from the Association;
- (f) provide information as determined by the Association for annual renewal of membership;
- (g) must not identify themselves as Registered Clinical Counsellors or Licensed Psychotherapists or use any abbreviations of those titles (i.e., RCC or R.C.C.); and
- (h) must not practice clinical counselling/psychotherapy while holding an inactive membership with BCACC.

(13.6) Retired Members must:

- (a) uphold the Constitution and comply with these bylaws;
- (b) pay any dues or fees established by the BCACC from time to time;
- (c) co-operate fully with the Association or any person or body acting on behalf or under the direction of the BCACC;
- (d) reply promptly to communication from the Association;
- (e) provide information as determined by the Association for annual renewal of membership;
- (f) must not identify themselves as Registered Clinical Counsellors or Licensed Psychotherapists or use any abbreviations of those titles (i.e., RCC or R.C.C.); and
- (g) must not practice clinical counselling/psychotherapy while holding a retired membership with BCACC

(13.7) A Member who fails to comply with these obligations may be found guilty of unprofessional conduct.

[2(14)] Membership rights: voting

(14) Only Members in the following classes of membership may vote at annual and special general meetings:

- (a) BCACC Active Regulated Members;
- (b) Regulatory College Licensed Members;
- (c) Retired Members;

[2(15)] Membership rights: titles

(15) Only BCACC Active Regulated Members and Regulatory College Licensed Members may

- (a) represent themselves as a Regulated/Licensed Members;
- (b) display a certificate of registration as a Regulated/Licensed Member, as applicable; or
- (c) use the designation Registered Clinical Counsellor or its abbreviations, R.C.C. or RCC,
 - (i) to describe their work,
 - (ii) in association with as part of another title describing their work or studies, or
 - (iii) in association with a description of their work or studies.

[2(16.1)] Membership rights: BCACC Regulated Members

(16.1) A BCACC Active Regulated Member

- (a) may serve on the Board, on committees, and on advisory councils,
- (b) may attend regional meetings and educational opportunities, and
- (c) may join any association-wide communities of practice.

[2(16.2)] Membership rights: Student Members

(16.2) A Student Member

- (a) may attend regional meetings and educational opportunities,
- (b) may join appropriate association-wide communities of practice;
- (c) may serve on appropriate Association Committees or working groups.

[2(16.3)] Membership rights: Inactive Regulated Members

(16.3) An Inactive Member

- (a) may not engage in the practice of clinical counselling/psychotherapy within Canada, remunerated or otherwise;
- (b) may attend regional meetings and educational opportunities;
- (c) may not represent themselves as Regulated/Licensed Member of the BCACC and may not use the RCC designation or its abbreviations, R.C.C. or RCC.

[2(16.4)] Membership rights: Retired Members

(16.4) A Retired Member

- (a) may serve on appropriate Association Committees.
- (b) may not engage in the practice of clinical counselling/psychotherapy within Canada, remunerated or otherwise.
- (c) may attend regional meetings and educational opportunities.

[2(16.5)] Membership rights: Associate Members

(16.5) An Associate Member

- (a) may serve on appropriate Association Committees.
- (b) may attend regional meetings and educational opportunities.

[2(16.6)] Membership rights: Regulatory College Licensed members

(16.6) A Regulatory College Licensed Member

- (a) may serve on the Board, on committees, and on advisory councils,
- (b) may attend regional meetings and educational opportunities, and
- (c) may join any association-wide communities of practice.

[2(16.7)] Membership rights: Honourary members

(16.7) An Honourary Member

- (a) may have their membership fee waived by the BCACC;
- (b) may attend regional meetings and educational opportunities,

[2(17)] Membership dues

(17) The BCACC may, from time to time, set application fees, annual dues and interest payable on outstanding amounts; and vary the fees and annual dues based on the classes of members.

[2(18)] Duration of Membership

- (18) (a) The Board must, by resolution, prescribe the start and end of each membership year.
- (d) A Member's registration in a class of membership other than Honourary Member is valid until no later than the end of the last day of the membership year and may be renewed according to these bylaws.
- (e) Subject to resolution of the BCACC, a member's registration in the class of Honourary Member is valid, without need for renewal, until death or resignation.

[2(19)] Notice of deadline for membership renewal

(19) The BCACC must deliver to each Member, no later than one month prior to the end of the membership year,

- (a) notice of the process for annual membership renewal, and
- (b) notice of the consequences of late payment or non-payment of the annual membership fee.

[2(20)] Membership renewal

(20) A Member may apply to renew their registration in a class of membership other than Honourary Member by

- (c) submitting a complete membership renewal form;
- (d) attesting to their compliance with the bylaws, and with any limits or conditions that may have been imposed on their membership under these bylaws;
- (e) paying the prescribed annual membership dues prior to the end of the last day of the membership year, or paying the annual membership dues in advance in installments if the Board of Directors approves that arrangement; and
- (f) paying any other outstanding fee, debt or levy owed to the BCACC.

[2(21)] Renewal Certificates

(21) On receipt of the full annual membership dues, and any other payment, the BCACC must:

- (a) issue to the Member making payment a receipt; and
- (b) provide access, to each BCACC Active Regulated or Regulatory College Licensed Member, a certificate stating that the Member is, subject to compliance with the bylaws, entitled to practice as a clinical counsellor/psychotherapist in the Province of British Columbia as a Registered Clinical Counsellor of the BCACC.

[2(22)] Good standing

(22.1) A BCACC Regulated Member or Regulatory College Licensed Member is in good standing if that Member has:

- (c) paid in full the current annual membership fee on or before the due date set by the Board; and
- (d) paid any other subscription or debt due and owing by that Member to the BCACC on time; and

- (e) maintained current professional liability insurance to a standard and level of coverage that is prescribed by the BCACC; and
- (f) complied with or completed any terms or conditions that may have been imposed on that Member by the Inquiry Committee or a Conduct Review Panel under these Bylaws.

(22.2) A Member who fails to meet one or more of the conditions under paragraph 2)22.1 is not in good standing.

[2(23)] Ceasing to be a Member

(23) A person ceases to be a Member of the BCACC:

- (a) upon delivering a resignation in writing to the BCACC, or by mailing or delivering a resignation in writing to the official address of the BCACC;
- (b) upon their death;
- (c) during any period of membership suspension or upon having their membership revoked pursuant to these Bylaws;
- (d) on allowing professional liability insurance to lapse according to policy approved by the BCACC;
- (e) by failing to pay in full their annual membership fees within 60 days after the due date set by the BCACC;
- (f) on being a Member not in good standing for 60 days.

[2(24.1)] Reinstatement

(24.1) A Former BCACC Active/Inactive Regulated Member or Regulatory College Licensed Member who ceased to be a member pursuant to section 2(23) [Ceasing to be a Member] may be reinstated by the BCACC, on recommendation by the Registration Committee, if that Former Member:

- (a) meets the requirements of section 2(4);
- (b) completes the membership reinstatement form, and in that form:
 - (i) explains why the Former Member left the BCACC;
 - (ii) provides an accounting of that Former Member's professional activities from the date that Former Member ceased to be a member of the BCACC to the date of application for reinstatement;
 - (iii) explains why the Former Member wishes to be reinstated; and
 - (iv) attests that, during the period when the Former Member was not a Member of the BCACC, the Former Member did not act in a way that could constitute a breach of the BCACC Code of Ethical Conduct or any approved Standards of Clinical Practice as then applied;
- (c) provides a new criminal record check report current within the past six months that may include additional information as required by the Registration Committee;

- (d) provides at least one independent professional reference, acceptable to BCACC, who can attest to the Former Member's conduct and good character consistent with the Code of Ethical Conduct and standards during the period when the Former Member was not a member of the BCACC;
- (e) provides such additional documents or information, including but not limited to proof of specific professional development activity, the Registration Committee requires to satisfy itself that the applicant meets requirements under section 2(3)(a) and (b);
- (f) successfully completes BCACC's jurisprudence examination, and/or such other examinations, required by the BCACC; and
- (g) pays the applicable annual membership fee and the reinstatement fee.

[2(24.2)] Reinstatement in the Face of a Complaint Investigation

- (24.2) (a) This bylaw applies to every Former Member who ceased to be a member by resigning, or by failing to renew their membership, where that Former Member
- (i) was the subject of a complaint investigation by the Inquiry Committee and the matter was not resolved; or
 - (ii) had engaged in conduct that later became a complaint received by the Inquiry Committee and the matter was not resolved.
- (b) A former member described in paragraph (a) may only apply for reinstatement under section 2(24.1) if:
- (i) the Former Member agrees to participate in and completes the investigation of the unresolved complaint; and
 - (ii) the complaint is resolved to the satisfaction of the Inquiry Committee.

[2(24.3)] Reinstatement after Suspension

- (24.3) (a) This bylaw applies to every Former Member whose membership was suspended by an agreement or order under these Bylaws.
- (b) A Former Member described in paragraph (a) may only apply for reinstatement under section 2(24.1)
- (iii) after any suspension period set out in a disciplinary or conduct review decision has been met; or
 - (iv) if the period of time was not set out in the disciplinary or conduct review decision, after the expiration of two years from the date of suspension.

[2(24.4)] Reinstatement after Cancellation

- (24.4) (a) This bylaw applies to every Former Member whose membership was cancelled by an agreement or order under these Bylaws.
- (b) Where a Former Member described in paragraph (a) has applied for reinstatement under section 2(24.1), the Registration Committee must consider, among other factors, whether
- (i) the applicant poses a risk to clients or public health or safety; and

- (ii) the goals of deterrence and rehabilitation, including whether any remedial programs ordered by the Inquiry Committee or Conduct Review Panel have been met.

[2(25)] Register of Members

(25.1) The BCACC must, in accordance with these bylaws, establish or continue, and manage, a register known as the B.C. Association of Clinical Counsellors Register.

(25.2) The BCACC must enter in the register the name, address, and qualifications of every person entitled to be a Member, and any other information recommended by the Registration Committee;

(25.3) A Member who changes their name, address or qualifications must promptly inform the BCACC of those changes, and the BCACC must enter that change in the register.

(25.4) The BCACC may remove the name of a Member from the register who ceases to be a Member in accordance with section 2(23) [*Ceasing to be Member*], but will maintain the name of the Member in its Public Register for regulatory purposes.

(25.5) If a Member fails to renew their membership, the BCACC may notify the membership and/or after receipt of a written request from the public, of

- (a) the name of the Member who has failed to renew their membership; and
- (b) the effective date of that Member ceasing to be a BCACC Member.

(25.6) If a Member has resigned their membership, the BCACC may notify the membership and/or the public of:

- (a) the name of the Member who has resigned;
- (b) the facts leading up to the Member's resignation, including a summary of:
 - (i) any allegations set out in a citation that may have been issued against that Member under these Bylaws;
 - (ii) any disciplinary or conduct review orders that may have been issued against that Member under these Bylaws;
- (c) a summary of the Member's reasons for resigning, if known; and
- (d) the effective date of that Member's resignation.

(25.7) Where the BCACC receives an inquiry about the membership status of a person, the BCACC may disclose the following:

- (a) whether that person is a Member or a Former Member of the BCACC;
- (b) whether there was a complaint in process at the time of that Member's resignation;
- (c) whether a consent agreement has been established with that person under these Bylaws, and the details of the agreement that can be released in accordance with that agreement;
- (d) whether that person has been or was named in a citation issued under these Bylaws;
- (e) a summary of the allegations set out in that citation; and
- (f) a summary of the final disposition of that citation;

- (g) whether the Conduct Review Panel has issued an order relating to that person under these Bylaws and the details of that order.

(25.8) Except when the person affected consents, the BCACC must not release the names of complainants, clients, or their families or information which might otherwise enable a person inquiring about the status of a Member to establish the identity of a complainant, clients or their families.

BYLAW 2.1 – COMPLAINTS, INVESTIGATIONS, AND CONDUCT REVIEWS

[2.1(1)] Unprofessional conduct

(1) “Unprofessional conduct” includes:

- (a) failure to apply adequate skill and knowledge to the practice of clinical counselling/psychotherapy;
- (b) breach of the bylaws, BCACC Code of Ethical Conduct, Standards of Clinical Practice or any other rules or policies of the Association; or
- (c) obtaining membership by fraud or misrepresentation.

[2.1(2)] Jurisdiction over complaints

(2) The Board of Directors delegates the authority to direct all aspects of the complaint and inquiry process to the Association Registrar and to the Inquiry Committee.

[2.1(3)] Inquiry Committee

(3) The purpose of the Inquiry Committee is, subject to these Bylaws, to direct investigations and address complaints pursuant to the provisions of Bylaw 2.1.

[2.1(4)] Complaints

(4.1) A person who wishes to make a complaint against a Member must deliver the complaint in writing to the Association Registrar within five years of the incident giving rise to the complaint.

(4.2) In exceptional circumstances, the Association Registrar may accept a complaint made outside of the five-year limitation period, at their discretion.

(4.3) A complaint must include the following information:

- (a) the complainant’s name and contact information;
- (b) the name of the Member;
- (c) sufficient information about the nature of the complaint and dates when the events occurred to allow the Association Registrar or Inquiry Committee to make a preliminary assessment whether the alleged conduct, if proven, constitutes unprofessional conduct and/or breach of the BCACC Code of Ethical Conduct or Standards of Clinical Practice;
- (d) consent to provide a copy of the complaint to the Member named; and
- (e) consent for the Association Registrar to obtain the clinical records and any other documentation or information relating to the complaint.

(4.4) A complaint cannot be made anonymously.

(4.5) if the Association Registrar determines that the complaint does not contain the required information or consents, the Association Registrar will return the complaint, with an explanation of why the complaint was not accepted, and may include recommendations to assist the complainant with completing the complaint.

[2.1(5)] Complaint screening

(5.1) The Association Registrar may dismiss a complaint, without reference to the Inquiry Committee, if the Association Registrar determines

- (a) the individual complained about was not a Member at the time the issues giving rise to the complaint occurred;
- (b) the individual complained about was not a Member at the time of the complaint;
- (c) the complaint is vexatious, frivolous, made in bad faith, or otherwise an abuse of process;
- (d) the allegations, if admitted or proven, cannot reasonably constitute unprofessional conduct; or
- (e) the allegations are not within the jurisdiction of the Association.

(5.2) In the event of dismissing a complaint under section 2.1(5.1), the Association Registrar

- (a) must provide the Inquiry Committee with a summary of the complaint dismissed, and
- (b) may consider referral of the matter to other relevant professional associations and regulatory bodies.

[2.1(6)] Deemed complaints

- (6) (a) The Association Registrar or the Inquiry Committee may treat, as a complaint, information they may receive from any source that indicates a Member has engaged in unprofessional conduct.
- (b) If the complainant declines to provide a necessary consent, or withdraws a complaint, the Association Registrar and Inquiry Committee will not investigate or otherwise address the complaint unless satisfied of a serious and real risk of harm to the public.

[2.1(7)] Complaint processing

(7.1) The Association Registrar may delegate tasks related to the receipt, screening, investigation, dismissal and resolution of complaints, including appointing investigators to deal with complaints.

(7.2) On receipt of a complaint concerning a Director or a committee member, the Association Registrar shall notify the Chair of the Governance Committee or the President of the Association as appropriate.

(7.3) If the matter relates to any Member other than a BCACC Regulated Member, the Association Registrar will refer the complaint to the affected BCACC management staff or the Regulatory College, as appropriate, without reference to the Inquiry Committee. Only a BCACC Regulated Member is a “member” for purposes of investigation, remedial action, reprimand, conduct review, or publication under these Bylaws.”

[2.1(8)] Notifying member of a complaint

(8.1) Subject to subsection (8.5), the Association Registrar will deliver a copy, or where appropriate, a summary of the complaint in writing to the Member along with a request to respond within 30 days.

(8.2) At the Association Registrar’s discretion, an extension of time may be granted to the Member to respond to the complaint.

(8.3) If the Member does not respond within 30-days and an extension has not been granted, then the Association Registrar or the Inquiry Committee may proceed with its investigation in the absence of the Member’s response and may add the failure to respond as a new allegation to the investigation.

(8.4) Failure to renew a membership by a Member under investigation will not normally terminate or invalidate the complaint and conduct review process.

(8.5) The Association Registrar may delay notification of the Member under subsection (8.1) if and only to the extent the Association Registrar considers delayed notification necessary for the effective investigation of the complaint.

[2.1(9)] Investigating a complaint

(9) For the investigation process:

- (a) A certified investigator or a qualified external investigator may be appointed if deemed necessary;
- (b) Interviews of any persons including the complainant and Member may be conducted to obtain information;
- (c) Legal advice and/or the opinion of other advisors including experts may be sought;
- (d) the Association Registrar is deemed to be an investigator;
- (e) an investigator has the powers of the Inquiry Committee unless the Committee sets limits or conditions on the exercise of its powers by the investigator; and
- (f) on completion of an investigation, the investigator must promptly report in writing the results of that investigation, with or without recommendations, to the Association Registrar who will forward it to the Inquiry Committee.

[2.1(10)] Reviewing Investigator's Reports

(10.1) After considering the investigator's report, the Inquiry Committee may do one or more of the following:

- (a) take no further action if the Inquiry Committee is of the view that:
 - (i) the matter is trivial, frivolous, vexatious or made in bad faith;
 - (ii) the conduct or competence to which the matter relates is satisfactory;
 - (iii) the complaint is provisionally unsupported;
 - (iv) the complaint gives rise to an abuse of process;
 - (v) the matter concerns an issue outside of its jurisdiction; and
 - (vi) the substance of the matter will be, could be or has been dealt with in another proceeding;
- (b) request further information from the Association Registrar or investigator, including if appropriate, interviews with the complainant and/or Member;
- (c) request the Member take remedial actions including entering into a consent agreement;
- (d) issue a reprimand;
- (e) direct a conduct review; or
- (f) take any other action it considers appropriate and necessary to resolve the complaint.

(10.2) The Inquiry Committee will, in writing, notify the Member and complainant of the disposition of the investigation and any action taken by the Inquiry Committee.

[2.1(11)] Remedial Actions and Reprimands

[(11.1)] Remedial Action by Consent

(11.1) The Inquiry Committee may ask the Member to enter into a Consent Agreement outlining:

- (a) an undertaking, acceptance or consent by the Member to the remedial action proposed by the Inquiry Committee;
- (b) the process for the Member to be released from an undertaking, acceptance or consent; and
- (c) publication of the terms of the consent agreement, including the timing of such disclosure.

[(11.2)] Alternate Remedial Requests

(11.2) In relation to a matter under investigation, the Association Registrar or the Inquiry Committee may request the Member do one or more of the following within a timeframe determined by the Inquiry Committee:

- (a) undertake not to repeat the conduct to which the matter relates;
- (b) undertake to take educational courses specified by the Inquiry Committee;
- (c) accept a reprimand;
- (d) accept a limit or condition on the Member's practice, including supervision;
- (e) accept a suspension for a defined time;
- (f) agree to resignation of membership with or without publication; and/or
- (g) undertake or consent to any other action specified by the Inquiry Committee.

Negotiations towards a consent resolution will be voluntary, and the Member, Association Registrar or Inquiry Committee may formally withdraw from negotiations at any time by written notice.

If the negotiations towards a consent resolution fail, and the matter proceeds to a conduct review, the Member may not raise a defence of delay due to the negotiations.

[(11.3)] Monitoring compliance

(11.3) The Association Registrar will monitor a Member's compliance with the remedial action or consent agreement.

If the Association Registrar determines that the Member has not complied with the remedial action or consent agreement, the Association Registrar will report the matter to the Inquiry Committee, with or without recommendations.

[(11.4)] Non-Compliance

(11.4) If, after providing the Member with an opportunity to respond, the Inquiry Committee determines that the Member has not complied with the remedial action or consent agreement, the Committee may:

- (a) issue a reprimand;
- (b) direct a conduct review; and/or

(c) suspend the Member without further notice until the Member complies with the remedial action or consent agreement.

[(11.5)] ***Reprimands***

(11.5) At any time, the Inquiry Committee may issue a reprimand to the member containing the following:

- (a) a summary of the results of the investigation;
- (b) a description of the Inquiry Committee's attempts to resolve the complaint, if applicable; and
- (c) an explanation as to why the reprimand is being issued.

[(11.6)] ***Member response to reprimand***

(11.6) Within 15 days of receiving a reprimand, a Member may contest the reprimand by advising the Inquiry Committee in writing why the Member disagrees with the information or advice set out in the statement. In contesting a reprimand, the Member must:

- (a) provide grounds for contesting the reprimand;
- (b) provide any additional information or evidence to support the Member's position that the information or advice should be changed; and
- (c) if new information is presented, an explanation for why this was not available at the time of the Inquiry Committee's investigation;
- (d) If a Member does not contest a reprimand within 15 days of receipt, then:
 - (i) the information and advice set out in the reprimand is deemed to have been accepted by the Member as presented;
 - (ii) a copy of the reprimand will be placed in the Member's file and provided to the complainant; and
 - (iii) at the discretion of the Inquiry Committee the reprimand may be published to the membership and public notification may be posted to the website.

[(11.7)] ***Other Actions***

(11.7) ***Referral to a Conduct Review Panel***

(a) At any time after considering the information collected in an investigation, including after attempting to resolve the complaint through remedial action by consent or by consent agreement and prior to the issuance of a reprimand, the Inquiry Committee may refer the complaint to the Executive Committee which, after proper due diligence, may convene a Conduct Review Panel for conduct review hearing.

Conduct Review Panel

(b) A Conduct Review Panel will hold a hearing and adjudicate matters as directed by the Executive Committee.

Notice of Conduct Review

(c) The referral to the Executive Committee must include

- (i) a summary of the complaint and any information presented by the complainant and Member,
- (ii) an outline of the investigative process, and
- (iii) the basis for the decision to refer the complaint to a conduct review hearing by a Conduct Review Panel,

and may include recommendations for formal action, such as:

- (i) revocation of membership;
- (ii) suspension of membership and duration of the suspension;
- (iii) issuance of a reprimand;
- (iv) any other disposition such as remedial action, supervision, education, counselling; or
- (v) any combination of the above.

Notification of member

(d) The Member will be notified:

- (i) that the complaint will proceed to a conduct review hearing;
- (ii) of the Inquiry Committee's findings and recommendations;
- (iii) of the Member's right to appear and make submissions; and
- (iv) of the Member's right to legal counsel.

Member failure to respond

(e) If the Member does not respond to the notification and/or request to appear before the Conduct Review Panel within 30 days from receipt of the notification, no hearing will be held, and the Inquiry Committee's recommendations will become final.

[2.1(12)] Publication

[(12.1)] Recommendation for BCACC Regulated/Licensed Membership Revocation

(12.1) When an Inquiry Committee's recommendation for revocation of BCACC regulated or Regulatory College Licensed membership is adopted by the Board, the Association Registrar must publish a notice on the BCACC website and may also inform the membership. Notice must include:

- (a) the Member's full name, degree, professional address; and
- (b) a summary of the findings, including the specified breach of the BCACC Code of Ethical Conduct or Standards of Clinical Practice.

At the Inquiry Committee's discretion, notification of revocation of a BCACC membership may be provided to other relevant professional associations and regulatory bodies.

[(12.2)] Actions other than Membership Revocation

(12.2) Publication of actions other than revocation, including remedial action by consent and consent

agreements and reprimands, may be directed by the Inquiry Committee, within its sole discretion, in whatever manner and to whatever extent the Committee deems appropriate.

[(12.3)] *Forms of Publication*

(12.3) Publication may include notice to the membership, public publication posted on the BCACC website, media release, and notification of other relevant professional associations or regulatory bodies.

[(12.4)] *Member Resignation during Investigation*

(12.4) Where a Member resigns from membership during an investigation by the Inquiry Committee, the Inquiry Committee may direct that a public notification of the Member's resignation be posted on the BCACC's website.

If the Inquiry Committee directs public notification, the notification must include:

- (a) the Member's full name, registration number, professional address; and
- (b) that the Member resigned during the investigation.

At the Inquiry Committee's discretion, notification of revocation of a BCACC membership may be provided to other relevant professional associations and regulatory bodies.

[2.1(13)] *Conduct Review*

[(13.1)] *Conduct Review Hearing procedures*

(13.1) The Office of the Registrar may develop policies and rules, approved by the Board, for the conduct and hearing of matters before a Conduct Review Panel, including rules regarding:

- (a) notice to the Member;
- (b) location and timing of hearing (which may be conducted in person or virtually);
- (c) pre-hearing disclosure;
- (d) evidentiary matters; and
- (e) costs.

The Chair of the Conduct Review Panel must preside over the hearing and may obtain legal advice from legal counsel for the Conduct Review Panel on procedural matters.

[(13.2)] *Evidence*

(13.2) Court rules of evidence do not apply to a Conduct Review Hearing, and the Conduct Review Panel may consider any evidence it determines is relevant and reliable, as determined by the Chair of the Conduct Review Panel.

[(13.3)] *Member support*

(13.3) The Member under review has the right to:

- (a) be assisted by legal counsel;
- (b) present witnesses or evidence;
- (c) cross-examine witnesses;

(d) appear on the Member's own behalf; and

(e) make opening and closing statements.

[(13.4)] *Resignation or Non-Attendance*

(13.4) (a) If the Conduct Review Panel is satisfied that the Member under review was provided with notice of the referral for a professional conduct review and the date and location of the hearing, and the Member under review:

- (i) resigns;
- (ii) fails to renew their membership;
- (iii) does not attend a hearing; or
- (iv) leaves a conduct review hearing prior to its completion;

(b) The Panel may:

- (i) order the hearing to continue in the absence of the Member and, on completion of the hearing;
- (ii) act or make any order it could have made if the Member had continued to be a Member or had attended the hearing.

[(13.5)] *Scope of Inquiry*

(13.5) (a) The Conduct Review Panel is not limited to inquiry into only that conduct of the Member that is described in the referral report by the Inquiry Committee but may also inquire into other conduct of the Member that is related or similar to the allegations described.

(b) If the Conduct Review Panel proceeds with an inquiry of this nature, the Member may request an adjournment of the hearing, and that request may be granted if the Panel considers it necessary to do so in fairness to the Member.

[(13.6)] *Action by the Conduct Review Panel*

(13.6) (a) On completion of a hearing, the Conduct Review Panel may, by order, do one or more of the following:

- (i) dismiss the matter;
- (ii) reprimand the Member;
- (iii) impose limits or conditions on the practice of clinical counselling/psychotherapy by the Member, including practicing under supervision for a defined time;
- (iv) suspend membership of the Member for a defined time;
- (v) revoke the membership of the Member;
- (vi) fine the Member in an amount not to exceed \$25,000; and/or
- (vii) assess costs or part of the costs of the investigation of the Member's conduct and the conduct review hearing.

(b) An order of the Conduct Review Panel must be in writing and delivered to the Member and to the complainant, if any.

(c) Unless the Conduct Review Panel directs otherwise, the Association Registrar may disclose to any person upon request:

(i) an order of the Conduct Review Panel; or

(ii) any reasons the Panel may issue in relation to a conduct review hearing.

[(13.7)] *Compliance with Conduct Review Panel Orders*

(13.7) (a) The Association Registrar will monitor a Member's compliance with the Conduct Review Panel's orders.

(b) If the Association Registrar determines that the Member has not complied with the Panel's orders, with or without recommendations, or if the Inquiry Committee concludes that a Member has not complied with a Conduct Review Panel order, the Inquiry Committee may:

(i) direct that the Member be suspended until the Member complies with the order;

(ii) issue a reprimand; and/or

(iii) refer the non-compliance to the Executive Committee for further directions.

[2.1(14)] *Publication, Conduct Review Panel Decisions*

(14) (a) A Conduct Review Panel may direct publication of its decisions, a portion thereof, a summary, or sanctions, if any, within its sole discretion in whatever manner and to whatever extent the Conduct Review Panel and the BCACC deems appropriate.

(b) When a Member resigns from membership during an Inquiry Committee investigation and/or professional conduct review hearing, and a violation of the Code of Ethical Conduct and/or Standards of Clinical Practice is subsequently proven, any publication of findings and actions of the Conduct Review Panel may include the fact of the Member's resignation.

BYLAW 3 - MEETINGS OF MEMBERS

[3(1)] General meetings

(1) (a) There are two kinds of general meetings of the Members: the Annual General Meeting; and special general meetings.

(b) Every general meeting other than the annual general meeting, is a special general meeting.

[3(2)] Calling General Meetings

(2.1) The Board must, for each general meeting:

(a) select the date, time, and place within British Columbia for the meeting;

(b) provide notice of the general meeting to every Member, which the Board may send to their email address(es) on file, at least 28 days prior to the meeting, including

(i) the date, time and place of the meeting;

(ii) an agenda of the business to be transacted;

(iii) the text of any proposed special resolution;

(iv) if the meeting is to be held electronically, instructions for attending, participating and voting at the meeting; and

(c) post the notice on the BCACC website.

(2.2) The accidental omission to give notice of a general meeting to, or the non-receipt of a notice by, any of the Members entitled to receive a notice does not invalidate proceedings at that meeting.

(2.3) A Member:

(a) may waive their entitlement to be notified of a general meeting; and

(b) is deemed to have waived entitlement to notification if the Member is present at the meeting, unless the Member is there to object that the meeting is not lawfully called.

[3(3)] Conduct of General Meetings

[(3.1)] *Quorum for General Meetings*

(3.1) (a) Quorum for general meetings is 25 voting Members in good standing.

(b) Quorum includes those Voting Members who have voted electronically in advance of the meeting as permitted in section 3.8 Advance Voting.

(c) If there is no quorum:

(i) within 30 minutes from the time the meeting was set to start, the meeting:

(A) is terminated if it was requisitioned; or

(B) if it was called, stands adjourned until the same day in the next week, at the same time and in the same place; and

- (C) if within 30 minutes of the start time for the adjourned meeting the Voting Members will constitute quorum for that meeting;
- (ii) at any time during a general meeting:
 - (A) business in progress is suspended until quorum is again present; and
 - (B) after 15 minutes, the meeting is terminated if it was requisitioned; or
 - (C) after 15 minutes, the meeting stands adjourned if it was called until the same day in the next week, at the same time and in the same place.

[(3.2)] *Order of Business at General Meetings*

- (3.2) (a) The order of business is as follows:
- (i) the election of a chair if necessary;
 - (ii) determining that there is a quorum;
 - (iii) approval of the agenda; and
 - (iv) dealing with unfinished business from the previous general meeting;
- (b) All general meetings must conclude with:
- (i) dealing with special business included in the notice calling the meeting; and
 - (ii) adjourning the meeting.

[(3.3)] *Order of business at the Annual General Meeting*

- (3.3) If the meeting is the Annual General Meeting, the order of business continues with:
- (a) approval of the minutes of the last general meeting;
 - (b) considering the financial statements;
 - (c) considering the auditor's report, if any;
 - (d) receiving any other reports on Directors' activities and decisions since the previous annual general meeting;
 - (e) any Member proposals;
 - (f) electing and/or appointing Directors; and
 - (g) if required, appointing an auditor.

[(3.4)] *Chairing General Meetings*

- (3.4) (a) The President will preside over the general meetings.
- (b) If the President is unable to preside, the meeting will be chaired by:
- (i) the Vice-President;
 - (ii) a Director if the Vice-President is unable to preside; or

(iii) if none of these is available within 15 minutes of the time set for the meeting, or if the President and all the other Directors are unwilling to act as chair, the Voting Members present will elect a Member to be the chair.

[(3.5)] *Participating in General Meetings*

(3.5) (a) All Voting Members:

- (i) have the right to attend all general meetings; and
- (ii) may participate in the proceedings.

(b) All Voting Members may vote on all matters if the Voting Member is in good standing.

(c) Voting Members may participate in a general meeting:

- (i) in person;
- (ii) by telephone; or
- (iii) using any electronic communication medium as long as all meeting participants can communicate with each other.

[(3.6)] *Voting at General Meetings*

(3.6) (a) Each Voting Member:

- (i) has only one vote;
- (ii) may exercise that vote on every matter; and
- (iii) may only vote if they are in good standing.

(b) The Chair does not have a second or casting vote.

(c) If a vote is tied, the proposed resolution does not pass.

[(3.7)] *Voting methods*

(3.7) Subject to subsection 3.8, Voting Members may vote in the following ways:

- (a) by show of hands; or
- (b) by ballot,
 - (i) if the motion relates to an identifiable company or individual, or
 - (ii) if a majority of the Voting Members present vote in favour of a ballot, or
 - (iii) at the direction of the Chair.

Voting by proxy is not permitted.

[(3.8)] *Advance voting*

(3.8) Voting Members may choose to vote in advance of a general meeting using the electronic voting mechanism established by the Association. Voting Members must:

- (a) indicate their votes on some or all the motions being proposed;
- (b) submit their vote in writing; and

- (c) ensure that the Secretary or designated official receives their vote(s) at least 14 days in advance of the meeting.

[(3.9)] *Voting results*

- (3.9) (a) The President must announce the outcome of each vote.
- (b) The Vice-President will ensure that the motion and the results of the vote are recorded in the minutes of the meeting.

[(3.10)] *Adjourning General Meetings*

- (3.10) (a) The Chair:
 - (i) may adjourn a meeting; and
 - (ii) must adjourn a meeting if so-directed by a simple majority of the Voting Members present.
- (b) The business at an adjourned meeting is restricted to the unfinished business from the adjourned meeting.
- (c) Unless the meeting is adjourned for 30 days or more, the Board does not have to give notice of the:
 - (i) adjourned meeting; or
 - (ii) the business to be transacted at the adjourned meeting.

[3(4)] *Annual General Meetings*

[(4.1)] *Timing of AGM*

- (4.1) The Board must call an Annual General Meeting to be held no later than June 30th which is six months after the end of the financial year.

[(4.2)] *Ordinary Business*

- (4.2) Ordinary business at the Annual General Meeting is:
 - (a) adoption of rules of order;
 - (b) consideration of the financial statements;
 - (c) consideration of any reports from the Directors;
 - (d) business arising from any Directors' reports that does not require a special resolution;
 - (e) the report of the auditor, if any;
 - (f) election and appointment of Directors;
 - (g) if required, the appointment of an auditor.

[(4.3)] *Proposing items for annual general meetings*

- (4.3) (a) Members may propose items to be included in the agenda for the Annual General Meeting.
- (b) A proposal may be accompanied by one written statement in support of the proposal.
- (c) To be valid, the proposal must:

- (i) be submitted by a minimum of 2.5% of the Voting Members;
- (ii) include the names and signatures of the Members making the proposal;
- (iii) be accompanied by any special resolution required to be considered at the meeting;
- (iv) include a description of the proposal that does not exceed 500 words or, if a written statement accompanies the proposal, that statement and the proposal together must not exceed 500 words; and
- (v) not be substantially the same as a proposal considered at a general meeting in either of the two previous calendar years.

[3(5)] *Special General Meetings*

[(5.1)] *Called by the Board*

(5.1) The Board:

- (a) may call a general meeting at any time;
- (b) must provide notice of the meeting not less than 28 days or more than 60 days before the meeting;
- (c) must send the notice of the meeting to all Voting Members; and
- (d) may send the notice by email or other designated forms of communications.

The proceedings at the meeting are valid even if the Board accidentally omits to send the notice to a Voting Member or if the Member does not receive the notice.

[(5.2)] *Requisitioned by Members*

(5.2) Members may requisition a general meeting.

(a) The requisition:

- (i) must be submitted by at least 10% of the Voting Members;
- (ii) must show the names and signatures of the requisitionists;
- (iii) must state the business to be discussed in no more than 500 words, including any special resolution the requisitionists wish to have considered;
- (iv) may be made in a single record or may be several records in similar form;
- (v) must be delivered to the Society's registered address; and
- (vi) must be sent to each individual Director included on the Society's Register of Directors;

(b) the Board:

- (i) must call the meeting within 21 days of receiving the requisition or, if the board does not call the meeting within 21 days, the majority of the requisitionists may call the meeting;
- (ii) must hold the meeting within no more than 60 days after receiving the requisition;
- (iii) must send, with the notice of the meeting, the text of the business to be discussed as received from the requisitionists; and

- (iv) must conduct the meeting for the sole purpose stated in the requisition;
- (c) the Association will reimburse the requisitionists for actual costs reasonably incurred unless the Voting Members vote not to do so by an ordinary resolution at the meeting.

[(5.3)] ***Ordered by the Court***

- (5.3) (a) The Court may order that a general meeting be held:
- (i) at the request of a Voting Member or a Director; or
 - (ii) for any reason the court considers appropriate.
- (b) The Court:
- (i) may direct how the meeting will be called, held and conducted;
 - (ii) may specify the notice, date, time, location and manner; and
 - (iii) may order that the quorum be varied or dispensed with at the meeting.

BYLAW 4 – DIRECTORS

[4(1)] *Qualifications*

(1) An individual is not qualified to be a Director if the individual:

- (a) is under the age of 18;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs, unless a court, in Canada or elsewhere, subsequently finds otherwise;
- (c) is an undischarged bankrupt;
- (d) has been convicted in any jurisdiction of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless:
 - (i) the court orders otherwise;
 - (ii) five years have elapsed since the last to occur of:
 - (A) the end of the period set for suspension of the passing of sentence without a sentence having been passed;
 - (B) the imposition of a fine;
 - (C) the end of the term of imprisonment; and
 - (D) the end of the term of any probation; or
 - (iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act (Canada)* and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

(1.1) In addition, to be qualified to be a Director, an individual must:

- (a) agree in writing to uphold the BCACC Code of Conduct;
- (b) reside in the province of British Columbia or the Yukon territory;
- (c) agree in writing to serve on the Board; and
- (d) except for Directors appointed by the Board, be a Registered Clinical Counsellor, and a Member in Good Standing as defined in section 2(22) of these bylaws.

(1.2) A Director must resign immediately if at any point they cease to be qualified.

[4(2)] *Terms of Service*

[(2.1)] *Remuneration for being a Director*

(2.1) A Director may not be remunerated for being a Director.

[(2.2)] *Reimbursement for Expenses*

(2.2) A Director will be reimbursed for all approved expenses, as defined by the Expense Policy of the Association, while engaging in the affairs of the Association.

[4(3)] *Election or Appointment of Directors*

[(3.1)] *Nomination of Directors*

- (3.1) (a) Regulated/Licensed Members in good standing may nominate one candidate for a position on the Board;
- (b) Nominations must be:
- (i) made and seconded in writing;
 - (ii) submitted on the form approved by the Governance Committee;
 - (iii) signed by the Members making and seconding the nomination;
 - (iv) signed by the candidate being nominated;
 - (v) accompanied by a signed Qualified to Serve statement signed by the candidate; and
 - (vi) submitted to the chair of the Governance Committee a minimum of 49 days in advance of the Annual General Meeting.

[(3.2)] *Nomination Criteria and List of Approved Nominees*

- (3.2) (a) In determining which nominees will be put forward for election, the Governance Committee must consider the nominations submitted in accordance with section 4(3.1)(b) and any additional qualifications specified by the Board including:
- (i) the applicant's skills and experience, and how those skills and experience would meet the current needs of BCACC, and
 - (ii) the applicant's professional and ethical conduct, objectivity, and competence, having regard to the duties and responsibilities of directors.
- (b) Following its review of the applications for nomination, the Governance Committee must prepare a list of approved nominees for election to the Board.

[(3.3)] *Election of Directors*

- (3.3) (a) The Governance Committee must provide the list of approved nominees to the Board at least **42** days before the date set for the annual general meeting.
- (b) If the number of nominated candidates is greater than the number of positions to be elected at the close of nominations, the Governance Committee must conduct an election by electronic means in accordance with the bylaws.
- (c) each Voting Member in good standing will receive an electronic ballot **28** days prior to the Annual General Meeting; and
- (d) the ballot is to be returned at least **14** days prior to the Annual General Meeting.
- (e) If the number of nominated candidates equals the number of positions, the Governance Committee must declare the nominees to be acclaimed and promptly notify the Board.
- (f) Prior to the Annual General Meeting, and in accordance with section 4(3), Members entitled to vote may vote for between 9 and 12 Directors.

[(3.4)] *Appointment of Directors*

- (3.4) (a) The Board may, from time to time, appoint one or more public representatives to the Board, to represent interests and/or expertise not found within the elected Directors.
- (b) An appointed Director must meet all other qualifications for Directors.

[4(4)] *Terms of Office*

[(4.1)] *Directors*

- (4.1) (a) Elected directors may:
- (i) serve for a maximum of three consecutive terms of office;
 - (ii) serve for no more than nine consecutive years; and
 - (iii) stand for re-election or appointment following at least a one-year break in service after nine consecutive years of service.
- (b) Elected directors hold office for a term of three years.
- (c) A Director ceases to hold office upon:
- (i) expiration of their term of office;
 - (ii) delivering a written notice of resignation to the Association Registrar effective the date of the notice or, if no effective date is specified, on receipt of the notice by the Association Registrar;
 - (iii) loss of eligibility to be a Member of the Association;
 - (iv) deemed resignation in accordance with section 4(5.2);
 - (v) the Director no longer residing in the province of British Columbia or the Yukon;
 - (vi) death; or
 - (vii) removal from office in accordance with section 4(5).
- (d) Where the term of office of an elected Director is due to expire within six months, then subject to the director's maximum period of continuous service under section 4(4.1)(a)(i) and (ii), the Board may,
- (i) by consensus, or
 - (ii) in the absence of consensus, by majority of vote,
- renew the director's service for a further term of office, as if the director had been elected.

[(4.2)] *Officers*

- (4.2) (a) The Board elects the Officers:
- (i) from among the Directors who have served at least one year on the Board or have the requisite specialized expertise;
 - (ii) at the first meeting after the Annual General Meeting; and

(iii) to hold office for a three-year term.

(b) The Officers may serve more than one term as an officer during their term of office as a Director.

[4(5)] *Leave of Absence or Resignation*

[(5.1)] *Leave of Absence*

(5.1) (a) Requests for a leave of absence must be submitted in writing to the Board President and, in the case of a Director or Officer, under investigation, to the Chair of the Governance Committee.

(b) A Director is deemed to request a leave of absence in the event of a complaint against the Director upon the Association Registrar accepting a complaint about the Director which the Association Registrar cannot dismiss under section 2.1(5).

[(5.2)] *Deemed Resignation*

(5.2) The Director shall be deemed to have resigned from the Board if they fail to attend two consecutive full meetings during a calendar year. For any absence, the Director must provide, in writing, a reason to be deemed acceptable by the Board.

[(5.3)] *Resignation*

(5.3) A Director who intends to resign:

(a) must do so in writing; and

(b) must stipulate if the resignation is effective:

(viii) when the Association receives the resignation;

(ix) on a specified date; or

(x) on the occurrence of a specified event.

[(5.4)] *Vacant Director or Officer Positions*

(5.4) The position is considered vacant when the Director or Officer:

(a) resigns from the office in writing;

(b) resigns or is deemed to have resigned from the Board;

(c) requests a leave of absence in writing;

(d) ceases to be a Member of the Association;

(e) receives notice that the Association Registrar has accepted a complaint about the Director or Officer which the Association Registrar cannot dismiss under section 2.1(5), or in any event becomes the subject of a conduct review hearing;

(f) in the case of a Director, is removed from office by the membership or the Board;

(g) in the case of an Officer, is removed from office by the Board; or

(h) dies.

[(5.5)] *Filling a Vacant Director Position*

- (5.5) (a) At its discretion, the Board may make a temporary appointment to the vacant position if the leave is to be between six and 18 months.
- (b) For leave exceeding 18 months, the Board may:
- (i) call a special meeting of the Members to elect a new Director; or
 - (ii) appoint a Director until the end of the term of the original Director.

[(5.6)] *Filling a Vacant Officer Position*

(5.6) The Board may appoint another Director to fill the vacant office until:

- (a) the end of the term of the original Officer;
- (b) until any formal complaint is resolved and/or action recommended by the Inquiry Committee is completed; or
- (c) their successor is elected.

[4(6)] *Removal of Directors*

- (6) (a) The Board and Committee Code of Conduct, section 5(2.1), governs expectations regarding Member conduct when sitting on the Board.
- (b) The Directors may establish a process for removing a director, provided that:
- (i) both the Board and the Director in question are given the opportunity to resolve the issue, wherever possible, without having to go to the membership; and
 - (ii) these processes do not take away the option for the Director or the Board to take the issue to the membership if it cannot be resolved.
- (c) The Board may remove a Director from office by consensus of the remaining Directors.
- (d) The Voting Members may, by special resolution in accordance with the following processes, remove a Director from office for conduct which, in the Voting Members' sole discretion, is inimical to the interests of the Society, and in that event, the Voting Members may, by ordinary resolution, elect another Member to serve as Director for the balance of the term of the removed Director:
- (i) The Board must give the Director:
 - (A) not less than 14 calendar days' written notice of the time and place of the general meeting at which the vote is to be taken;
 - (B) the reason(s) for the proposed removal; and
 - (C) the opportunity to speak at the general meeting and/or provide a written submission before the Voting Members vote on the resolution;
 - (ii) the appellant may present a written statement (not to exceed 200 words) or may speak to the membership; but may not be present during the discussion or vote; and
 - (iii) the Voting Members will vote by secret ballot.

[4(7)] *Duties of Directors*

[(7.1)] *Duties of loyalty and care*

- (7.1) (a) The Directors must:
- (i) act honestly and in good faith with a view to the best interests of the Society;
 - (ii) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
 - (iii) act in accordance with the *BC Societies Act* and the regulations; and
 - (iv) subject to paragraphs (a) to (c), act in accordance with these bylaws;
- (b) without limiting the above, Directors must act with a view to the Society's purpose;
- (c) nothing in a contract or the bylaws of a society relieves a director from:
- (i) the duty to act in accordance with the *BC Societies Act* and the regulations; or
 - (ii) liability for any negligence, default, breach of duty or breach of trust.

[(7.2)] *Validity of Acts*

- (7.2) (a) A Director's act is not invalid merely because of a defect in how the Director was elected or appointed.
- (b) The Society acts are not invalid merely because there are fewer Directors than the required number.

[(7.3)] *Board member conflict of Interest*

- (7.3) (a) Each year, Directors must sign and abide by the BCACC Conflict of Interest and Disclosure Statement.
- (b) Directors are responsible for updating this statement should circumstances change throughout the year.
- (c) If a Director believes that they may have a potential, perceived or actual conflict of interest in relation to a matter before the Board, or the Board is satisfied that a Director may have such a conflict of interest, the Director must:
- (i) as soon as reasonably practicable disclose the general nature of the potential, perceived or actual conflict of interest to the other Directors, and
 - (ii) follow the directions issued by the Board.
- (d) When a Director discloses a potential, perceived or actual conflict of interest, the remaining Directors must:
- (i) make a record of the disclosure and provide a copy to the Chief Executive Officer to maintain with Association records, and
 - (ii) determine whether the Director should be disqualified from participating in any meeting, in whole or in part, in which the matter in which they have a conflict of interest will be addressed.

(e) The Board may take such measures as are necessary and appropriate to maintain the integrity of Association operations, which may include but are not limited to issuing directions to the disclosing Director to:

- (i) refrain from discussing, voting on, or taking any action with respect to any matter in which they may have a conflict of interest,
- (ii) removing themselves from portions of board meetings which are scheduled to address the matter on which they may have a conflict of interest, and
- (iii) refrain from attempting to exert any influence with respect to the matter on which they may have a conflict of interest.

(f) The Board shall not presume any conflict of interest for any Director based solely on the Director's Indigenous identity, race, colour, ancestry, place of origin, religion, marital status, family status, physical or mental disability, sex, sexual orientation, gender identity or expression, or age.

[4(8)] *Protection of Directors*

[(8.1)] *Limits on Liability*

(8.1) An action by a Member of the BCACC does not lie against the Board or its Members, employees, or contractors for proceedings taken or enforced or attempted:

- (a) under these bylaws;
- (b) the rules of the Board;
- (c) any policies and procedures approved by the Board; or
- (d) for anything done under these bylaws, the rules or the policies and procedures.

Unless it is proven that the proceedings were taken, or things were done in bad faith, or were done maliciously and without reasonable and probable cause.

[(8.2)] *Committee or panel members*

(8.2) No Committee or Panel member will be held liable individually or collectively for decisions and or actions taken in good faith on behalf of the Association, including, without limitation, in the discharge of their duties as Committee or Panel members.

[(8.3)] *Indemnification*

(8.3) The Association:

- (a) has indemnified the Directors against all penalties in respect of a legal proceeding or investigative action; and
- (b) pays expenses actually and reasonably incurred.

[(8.4)] *Insurance*

(8.4) The Association will purchase and maintain insurance to protect Directors and Officers against any liability that may be incurred by having been a Director acting in fulfillment of the role of that office.

BYLAW 5 - BOARD OF DIRECTORS

[5(1)] **Responsibility**

(1) The Board manages or oversees the management of the Society's activities and internal affairs and has the power to deal with all business of the Society between general meetings.

[5(2)] **Code of Conduct**

(2.1) The Board will approve a *Board and Committee Code of Conduct* that:

- (a) governs how every Director and committee member is to behave while they are sitting on the Board or a committee; and
- (b) explains how the Board will address possible breaches of the *Board and Committee Code of Conduct* by a Director or committee member.

(2.2) Every Director and committee member must:

- (a) follow and abide by the *Board and Committee Code of Conduct* approved by the Board; and
- (b) before taking office, agree in writing to uphold the *Board and Committee Code of Conduct*.

[5(3)] **Composition**

(3) The Board will be comprised of:

- (a) between 9 and 12 elected Directors; and
- (b) not more than two public directors appointed at the discretion of the Board.

[5(4)] **Board meetings**

(4.1) The Board may meet:

- (d) at any reasonable location in British Columbia;
- (e) on any notice provided all reasonable steps are taken to notify every Director;
- (f) approximately four times per year, over two days, with at least one in-person meeting per year unless prevented from doing so by a Provincial Health Mandate; and
- (g) by other electronic means, as long as all the Directors are able to communicate with each other.

(4.2) The Board may pass resolutions without a meeting if all Directors consent to the resolution in writing.

(4.3) The President, or in their absence, the Vice-President:

- (a) must call a meeting of the Board if requested to do so in writing by two members of the Board; and
- (b) will provide notice at least 24 hours in advance unless all the Directors agree to a shorter notice period.

(4.4) A simple majority of the elected Directors will constitute a quorum at any meeting of the Board.

(4.5) The Board makes decisions using a modified consensus model of decision-making.

- (4.6) The Board shall apply Bourinot's Rules of Order in situations when unanimity has not been achieved and immediate action is required.
- (4.7) The Chair will determine if there is a need to vote on an issue and therefore to invoke Bourinot's Rules of Order.
- (4.8) The President has one vote as a Director and does not have a casting vote.
- (4.9) In case of a tie vote, the motion is declared defeated.
- (4.10) A written resolution signed by all members of the Board is valid and binding and of the same effect as if the resolution has been duly passed at a meeting of the Board.
- (4.11) A Director who may be absent temporarily from B.C. may send or deliver a waiver of notice, in physical or electronic format, to the address of the BCACC, and may withdraw such waiver of notice at any time. While a waiver of notice is effective:
- (a) no notice of meeting of Directors will be sent to the Director; and
 - (b) where that Director has not been notified of a meeting of the Directors, any and all meetings of the Directors will be valid and effective if a quorum of the Directors is present.

[5(5)] **Duties**

[(5.1)] **President**

- (5.1) (a) The President will chair the Board and general meetings.
- (b) The President shall:
- (i) be a non-voting *ex-officio* member of all Board committees;
 - (ii) supervise the other officers in the function of their duties;
 - (iii) confirm that all orders and resolutions of the Board are carried into effect;
 - (iv) sign contracts and other documents requiring his/her signature, and in some instances the signature of the Treasurer, or Chief Executive Officer will be required in conjunction with the President's signature; and
 - (v) perform such other duties as may be determined by the Board from time to time.

[(5.2)] **Vice-President**

- (5.2) The Vice-President shall:
- (a) assist the President and shall assume all the powers and duties of the President when that person is absent;
 - (b) act as the Association Secretary, with the support of staff, ensuring that:
 - (i) minutes of the Board, the Executive Committee or a general meeting are taken and are filed in the offices of the Association; and
 - (ii) all records and documents of the Association are maintained according to relevant legislation and these bylaws;

(iii) perform such other duties as may be determined by the Board or President from time to time.

[(5.3)] *Treasurer*

(5.3) The Treasurer shall:

- (a) Oversee the keeping of the financial records, including books of account, necessary to comply with the *BC Societies Act*, other relevant legislation; and
- (b) render financial statements to the Directors, Members and others when required.

[5(6)] *Executive Committee*

(6.1) The Executive Committee is established, and consists of the President, Vice-President, and Treasurer.

(6.2) Subject to paragraph 5(6.4)(d), the Executive Committee may perform all duties and exercise all powers of the Board between regularly scheduled board meetings.

(6.3) Critical decisions made by the Executive Committee must be reported to the full Board promptly and other matters at the next regularly scheduled board meeting.

(6.4) The Board may establish or adopt rules, policies and procedures consistent with the Act and these Bylaws to

- (a) establish, alter, or set limits or conditions on the powers of the Executive Committee,
- (b) establish or provide guidance relating to the Executive Committee's processes,
- (c) establish or provide guidance relating to the roles and responsibilities of Executive Committee members, and
- (d) provide guidance to Executive Committee members and/or the public respecting any matter for which the Executive Committee may or must exercise powers or perform duties.

[5(7)] *Regions*

[(7.1)] *Establishment of geographic regions*

(7.1) The Board of Directors will approve the establishment and/or revision of geographic regions from time to time as necessary.

[(7.2)] *Appointment of Regional Representatives*

(7.2) The Board will appoint or delegate to the Chief Executive Officer the appointment of one representative per geographic region.

[(7.3)] *Qualification to serve as the Regional Representative*

(7.3) To serve as the Regional Representative for a region the Member must:

- (a) be a Member in good standing of the BCACC; and
- (b) be a Member from that region.

[5(8)] *Advisory Council*

(8.1) The Advisory Council provides membership input, feedback and advice to the Board of Directors and the Chief Executive Officer on issues relating to the Association.

(8.2) The roles and responsibilities of the Advisory Council and operating parameters are approved by the Board.

(8.3) The Advisory Council is comprised of the Board, the Chairs of each standing committee, and one representative appointed from each of the following health authority regions:

- (a) Island Health;
- (b) Fraser Health;
- (c) Northern Health;
- (d) Interior Health; and
- (e) Vancouver Coastal Health.

(8.4) The Board may add other stakeholders and rights holders to the Advisory Council as it sees fit.

[5(9)] Committees: Board

(9.1) The following standing committees are established, to be chaired by the specified person, and to consist of at least three directors, all appointed by, reporting to, and serving at the pleasure of the Board:

- (a) the Governance Committee, chaired by a Board member;
- (b) Finance and Audit Committee, chaired by the Treasurer, or if the Treasurer position is vacant, another Board member;
- (c) Human Resources Committee, chaired by a Board member;

(9.2) The Board may, respecting each committee established under subsection (9.1), establish or adopt rules, policies and procedures consistent with the Act and the Bylaws to

- (a) establish or provide guidance relating to the committee's processes,
- (b) establish or provide guidance relating to the roles and responsibilities of committee members, and
- (c) provide guidance to committee members and/or the public respecting any matter for which the committee may or must exercise powers or perform duties.

[5(10)] Committees: Association

(10.1) The following standing committees are established, to be chaired by the specified person, and to consist of at least 3 persons, all appointed by, reporting to, and serving at the pleasure of the Chief Executive Officer:

- (a) the Education Committee, chaired by a Member;
- (b) the Editorial Advisory Committee, chaired by a Member; and
- (c) the Practice Support Committee, chaired by a Member.
- (d) the Clinical Supervision Committee, chaired by a Member

(10.2) The Board or Chief Executive Officer may, respecting each committee established under subsection (10.1), establish or adopt rules, policies and procedures consistent with the Act and the Bylaws to

- (a) establish or provide guidance relating to the committee's processes,
- (b) establish or provide guidance relating to the roles and responsibilities of committee members, and

(c) provide guidance to committee members and/or the public respecting any matter for which the committee may or must exercise powers or perform duties.

(10.3) The Chair of each committee and/or the Chief Executive Officer and/or delegated BCACC Management staff can appoint committee members based on established criteria. Committee members must be members of the Association unless approved by the Board and cannot be Directors of the Board.

[5(11)] *Committees: Regulatory*

(11.1) The following standing committees are established, to be chaired by the specified person, and to consist of at least three Regulated/Licensed members, all appointed by, reporting to, and serving at the pleasure of the Chief Executive Officer:

- (a) Registration Committee, chaired by a Member;
- (b) Inquiry Committee, chaired by a Member;
- (c) Ethics and Standards Committee, chaired by a Member;
- (d) Quality Assurance Committee, chaired by a Member;

(11.2) The Board may, respecting each committee established under subsection (11.1), establish or adopt rules, policies and procedures consistent with the Act and the Bylaws to

- (a) establish or provide guidance relating to the committee's processes,
- (b) establish or provide guidance relating to the roles and responsibilities of committee members, and
- (c) provide guidance to committee members and/or the public respecting any matter for which the committee may or must exercise powers or perform duties.

(11.3) The Chair of each committee and/or the Chief Executive Officer can appoint committee members on the recommendation of BCACC staff based on established criteria. Committee members must be Active Regulated/Licensed members of the Association unless approved by the Board and cannot be Directors of the Board.

[5(12)] *Conduct Review Panels*

(12.1) The Executive Committee may establish one or more Conduct Review Panels, to be chaired by a person the Executive Committee specifies, and to consist of three persons, all appointed by the Executive Committee.

(12.2) The responsibility of a Conduct Review Panel is to hear and determine matters set for conduct review hearing.

(12.3) All members of a Conduct Review Panel form a quorum.

(12.4) The members of the Conduct Review Panel must be Regulated/Licensed members of the Association unless approved by the Board.

[5(13)] *Committees*

(13.1) The Board may delegate to a committee such of its powers as it may specify by resolution, subject to any terms, limits or conditions the Board considers necessary or appropriate in the circumstances.

(13.2) Subject to these Bylaws, a majority of the members of a committee constitute a quorum.

[5(14)] ***Committee members***

(14.1) A person appointed to chair a committee is a committee member.

(14.2) Any person or body authorized to appoint committee members under these Bylaws has discretion to appoint public representatives after approval by the Board.

(14.3) A committee member ceases to hold membership in a committee upon

- (a) expiration of any term set as part of their appointment;
- (b) delivering a written notice of resignation from the position of committee member to the Chief Executive Officer effective the date of the notice or, if no effective date is specified, on receipt of the notice by the Chief Executive Officer;
- (c) death;
- (d) their removal from the committee by their appointing Board or Chief Executive Officer, as applicable; or
- (e) the Association Registrar accepting a complaint about the committee member which the Association Registrar cannot dismiss under section 2.1(5).

(14.4) All committee members must abide by, and agree in writing to uphold, rules, policies and procedures established by the Board respecting their committee, including but not limited to the *Board and Committee Code of Conduct*.

[5(15)] ***Committee panels***

(15.1) The Registration Committee and the Inquiry Committee may meet in panels, with panel members and a chair appointed by the committee chair.

(15.2) A panel must consist of at least three members of the committee.

(15.3) One member of a panel may be a public representative.

(15.4) A member of a committee may be appointed concurrently to more than one panel of the committee.

(15.5) A panel may exercise any power, duty, or function of the committee, except the power to appoint a panel.

(15.6) If a panel consists of three members, all members of the panel constitute a quorum.

(15.7) If a panel consists of more than three members, a majority of the panel constitutes a quorum.

[5(16)] ***Committee member conflict of interest***

(16.1) If a committee member believes that they may have a potential, perceived or actual conflict of interest in relation to a matter before the committee, or the committee is satisfied that a committee member may have such a conflict of interest, the committee member must:

- (a) as soon as reasonably practicable disclose the general nature of the potential, perceived or actual conflict of interest to the other committee members, and
- (b) follow the directions issued by the Committee.

(16.2) When a committee member discloses a potential, perceived or actual conflict of interest, the remaining committee members must:

- (a) make a record of the disclosure and provide a copy to the Chief Executive Officer to maintain with Association records, and
- (b) determine whether the committee member should be disqualified from participating in any meeting, in whole or in part, in which the matter in which they have a conflict of interest will be addressed.

(16.3) The Committee may take such measures as are necessary and appropriate to maintain the integrity of Association operations, which may include but are not limited to issuing directions to the disclosing committee member to:

- (a) refrain from discussing, voting on, or taking any action with respect to any matter in which they may have a conflict of interest,
- (b) removing themselves from portions of meetings which are scheduled to address the matter on which they may have a conflict of interest, and
- (c) refrain from attempting to exert any influence with respect to the matter on which they may have a conflict of interest.

(16.4) The Committee shall not presume any conflict of interest for any committee member based solely on the committee member's Indigenous identity, race, colour, ancestry, place of origin, religion, marital status, family status, physical or mental disability, sex, sexual orientation, gender identity or expression, or age.

BYLAW 6 - SOCIETY ADMINISTRATION

[6(1)] *Senior Managers*

(1.1) The Board:

- (a) will employ the Senior Manager(s) to manage the Society's day-to-day operational activities and internal affairs;
- (b) must ensure that the Senior Manager(s) meet(s) the same qualifications as the Directors, sections 4(1)(a) to (d), both when the person(s) is/are hired and during the entire time of employment; and
- (c) will provide the Senior Manager(s) with the same protections as provided for the Directors under section 4(8).

(1.2) The Senior Manager(s):

- (a) must adhere to the same provisions as found in sections 4(1)(a) to (d) and 4(7.1); and
- (b) unless specified in the employment position description is not required to be a Regulated/Licensed Member.

[6(2)] *Society Records*

(2.1) The Society must keep the following records:

- (a) the certificate of incorporation;
- (b) certified copies from the Registrar of the following records:
 - (i) constitution of the society;
 - (ii) bylaws of the society;
 - (iii) statement of Directors; and
 - (iv) statement of the Society's registered office;
- (c) confirmation, other certificate or certified copy of a record, from the Registrar, other than in response to a request;
- (d) copy of orders related to the Society from:
 - (i) any court or tribunal, in Canada or elsewhere; or
 - (ii) a federal, provincial or municipal government body, agency or official;
- (e) the register of Directors with their contact information and the date each director began and ended their term of office;
- (f) written consent to act as a Director, and each written resignation;
- (g) copy of each written record regarding disclosures of interest by Directors and senior manager(s);
- (h) declarations of conflict of interest by Directors or senior manager(s);
- (i) register of Members, by classes of Members with contact information;

- (j) the minutes of each meeting of Members, including the text of each resolution passed at the meeting;
- (k) copy of each ordinary resolution or special resolution, not mentioned in sections (b) and (j) and each consent resolution and the consents to that resolution;
- (l) the financial statements; and
- (m) the auditor's reports.

(2.2) The Society must also keep:

- (a) The minutes of each meeting of Directors, including:
 - (i) a list of the Directors present; and
 - (ii) the text of each resolution passed at the meeting;
- (b) a copy of each consent resolution of Directors and a copy of each of the consents; and
- (c) accounting records for each of the Society's financial years, including a record of each transaction materially affecting the financial position of the Society.

[6(3)] *Disposal of Records*

(3) The Society is not required to keep a record if:

- (a) the record is no longer relevant to the activities or internal affairs of the Society; and
- (b) 10 years have passed since the record was created, or if the record has been altered, since the record was altered.

[6(4)] *Location of Records*

(4.1) The Society will keep non-electronic and electronic records at the Society's registered office.

(4.2) The Directors may approve other location(s) at which some or all of the records may be kept.

(4.3) If there are records that are not kept at the registered office, the Society must have a written notice at the registered office showing the location(s) and the records that are stored there.

[6(5)] *Maintenance of Records*

(5.1) The Society may keep records it is required to keep in any form that allows the records to be inspected and copied.

(5.2) The Society will take reasonable precautions in preparing and keeping the records to:

- (a) keep the records in a complete state;
- (b) avoid loss, destruction or damage to the records;
- (c) prevent tampering with the records; and
- (d) make access simple, reliable and prompt.

[6(6)] *Access to Records*

(6.1) Subject to the Act and these Bylaws, the Directors, Members and other authorized persons must be able to inspect the books and records at all reasonable times.

(6.2) Directors may, without charge, inspect any Society record listed in section 6(2.1).

(6.3) Members may, without charge, inspect:

- (a) the records listed in section 6(2.1);
- (b) the records listed in section 6(2.2);
- (c) Directors' and senior managers' disclosures of interest;
- (d) Board meeting minutes;
- (e) consent resolutions;
- (f) accounting records that affect the fiscal position; and
- (g) financial statements.

(6.4) A member of the public may request access to the BCACC's Register of Members. The request must be in writing and must state the purpose. The purpose must be "proper" as defined in the Societies Act.

[6(7)] *Process for Accessing Records*

(7.1) The Chief Executive Officer may set a reasonable period of notice before an inspection and set reasonable restrictions on the times for an inspection.

(7.2) Without limiting section 6(7.1), a Member seeking to inspect the Register of Members must:

- (a) apply for access in writing;
- (b) state the applicant's name; and
- (c) state that the information obtained will only be used to:
 - (i) requisition or call a general meeting;
 - (ii) seek support for a Member proposal; or
 - (iii) influence the voting of Members.

(7.3) Subject to the Act and these Bylaws, the Chief Executive Officer must

- (a) respond to requests for inspection within 14 days,
- (b) provide a Member with access to all documents they are entitled to inspect, without charge,
- (c) provide a Member with a copy of the constitution, bylaws and most recent financial statements without charge,
- (d) determine whether to charge a fee or fees and to set those fees in accordance with the *BC Societies Act Regulations*.

(7.4) The Board

- (a) may restrict access if it considers the release may be harmful to the Society or one or more Members;
- (b) will restrict access to the Register of Directors unless the information will be used solely for the Society's activities or internal affairs; and

(c) will provide access only if the information will be used for organizational purposes;

[6(8)] *Inspection of the Register of Members*

(8.1) The Board may, by resolution, restrict Members' rights to inspect the Register of Members if they determine that inspection would be harmful to the Society or to the interests of one or more of its Members.

(8.2) If the rights have been restricted, a Member may apply in writing to the Society to inspect the Register of Members. The application must:

- (a) include the applicant's name; and
- (b) confirm that the information will only be used to:
 - (i) requisition or call a general meeting;
 - (ii) submit a Member's proposal; or
 - (iii) influence the voting of Members;

(8.3) If the application is approved, the Member may inspect the register without charge.

(8.4) The Board may:

- (a) impose a reasonable period of notice; and
- (b) restrict the times during which the Member may inspect the Register of Members.

(8.5) Any Member who inspects the Register of Directors can only use the information in connection with matters related to the Society's activities or internal affairs.

[6(9)] *Inspection of the Register of Directors*

(9) The Register of Directors can only be used in connection with matters related to the Society's activities or internal affairs.

[6(10)] *Copies of Records*

(10.1) A person may request a copy of any document which they are entitled to access.

(10.2) The Chief Executive Officer

- (a) may charge a fee unless these bylaws say that the person may receive the copy free of charge;
- (b) will provide the copy if any required fee is paid; and
- (c) will send the copy no later than 14 days after the request is received and any required fee has been paid.

[6(11)] *Distribution of Records*

(11)

Sending Records

- (a) The Society will provide the records by:
 - (i) email, fax or mail if the recipient provides that information;
 - (ii) pick-up at the registered office;

- (iii) delivery, at cost to the recipient, to the address provided by recipient; or
- (iv) any other manner agreed to by the parties.

Delivery and Receipt of Records

- (b) A record is considered to have been received at the beginning of the:
 - (i) 3rd day after the record is delivered to the delivery address;
 - (ii) 5th day after the record is mailed; and
 - (iii) 3rd day after the record is emailed or faxed.

Records Served

- (c) The Society may be served a record if it is delivered to the registered office or to a Director.

BYLAW 7 – FINANCE

[7(1)] *Financial Year*

(1) The financial year is from January 1st to December 31st.

[7(2)] *Fees, Dues and Assessments*

(2.1) The dues for membership will be set by the BCACC from time to time. Membership dues are payable on the first day of the membership year each year.

(2.2) Members are liable for the payment of all fees and assessments within 30 days from the date of the levy.

[7(3)] *Investments*

(3) The Board may only invest according to the annually reviewed BCACC Investment Policy.

[7(4)] *Borrowing*

(4) (a) The Board may at their discretion:

(i) borrow money; and

(ii) issue bonds, debentures, notes or other evidences of debt obligations

(A) at any time;

(B) to any person; and

(C) for any consideration.

(b) The Voting Members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

[7(5)] *Financial Statements*

(5) The Board must present the following to the Members at each Annual General Meeting:

(a) financial statements for the period:

(i) beginning immediately after the end of the preceding financial year; and

(ii) ending not more than six months before the Annual General Meeting at which the financial statements are to be presented;

(b) the auditor's report, if any, on those financial statements.

[7(6)] *Audit of Accounts*

(6) The Voting Members must, at each Annual General Meeting:

(a) appoint an auditor to audit the Society's financial statements; and

(b) set the appointment to end:

(i) at the close of the next Annual General Meeting; or

(ii) when a successor is appointed.

[7(7)] *Corporate Seal*

(7.1) The BCACC shall have a common seal, to be affixed to all membership certificates and other documents as directed by the Board.

(7.2) The seal shall be:

(a) kept at the Association Head Office; and

(b) used only in conjunction with the signatures of the President.

Notwithstanding clause (b), the Board may designate the Association Registrar and the Chief Executive Officer to co-sign membership certificates and the Chief Executive Officer to sign other documents.

BYLAW 8 – DISSOLUTION

[8(1)] *Dissolution Authorization and Record Keeping*

(1) Before making an application for dissolution the Society must:

- (a) get Voting Member approval, by ordinary resolution, for the dissolution
- (b) appoint, by ordinary resolution, a record keeper as defined by the Societies Act.

[8(2)] *Distribution of Property before Dissolution or on Liquidation*

(2) Before dissolution, the Society:

- (a) must pay all its liabilities or make adequate provision for their payment;
- (b) may then distribute the remaining money or other property to the following recipients:
 - (i) a like-minded organization; and/or
 - (ii) to the membership by a pro-rated schedule approved by the Board;
- (c) must get Voting Member approval, by an ordinary resolution, for the distribution to any qualified recipient not stated above; and
- (d) may approve the distribution by Directors' resolution if passing an ordinary resolution is not possible.

[8(3)] *Affidavit of Dissolution*

(3) In the case of dissolution by request, the affidavit must:

- (a) Set out that the Society has no liabilities or has made adequate provision for the payment of all of the Society's liabilities in accordance with the *BC Societies Act*;
- (b) Set out that the remaining money or other property of the Society, if any, has been distributed in accordance with the *BC Societies Act*; and
- (c) Include copies of the two ordinary resolutions specified in section 8(1).

BYLAW 9 – AMENDMENT

[9(1)] *Amendments to the Constitution or these Bylaws*

(1) Amendments must be:

- (a) approved by a resolution of the Board; and
- (b) ratified by a special resolution approved by a 2/3 majority vote of the Voting Members present.

[9(2)] *Notice of Amendment*

(2) A notice of any proposed amendment to the constitution or these bylaws shall be given four weeks in advance of the Annual General Meeting.