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KATHLEEN ASSAF

BC ASSOCIATION of CLINICAL COUNSELLORS

Bylaws

October 23, 2026

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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 *BC 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 Association that the Association 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 operational and strategic management of regulatory matters including registration, complaints and investigation, discipline and all other regulatory systems, functions and representation. The Association Registrar reports to the Board and is the most senior staff in the regulatory division..

"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 corporate matters and the management of the non-regulatory functions of the BCACC.

"Code of Ethical Conduct" means the code to govern the professional behaviour and promote ethical conduct of Members.

"Conflict of Interest and Disclosure Statement" means the BCACC formal Conflict of Interest and Disclosure statement signed by all Directors, the Chief Executive Officer and the Association Registrar.

"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 Board of BCACC (the “Board”), or a public member who is appointed to the Board in accordance with the BCACC 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 Association.

“Good Character” means a person who practices ethically and acts lawfully with integrity, honesty, candour, accountability and judgement.

“Inquiry Committee” means the committee established under section 5(11.1)(a)**;**

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

“Member” means a person who has qualified for membership in accordance with these Bylaws.

“Member in good standing” means a Member who has complied with the obligations section 2(22.1) of 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; consented to in writing by all 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.

“Public register” means the register of Members holding professional designations granted by, or otherwise subject to the regulatory authority of the Association.

“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)(b) of these Bylaws.

"Regulatory body" means either a regulatory college 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.

"Regulatory College" means a body established under provincial or territorial legislation that has the authority to regulate a profession, including setting standards of practice, licensing or registering practitioners, and exercising disciplinary authority over its licensees/registrants.

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

"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 Association 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.

"Standards of Clinical Practice" means the standards to govern professional practice and promote proper clinical practice of Members.

"Statement of Directors and Registered Office" means the statement filed with the Registrar that sets out the Directors' full names and addresses, and the Association'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 disciplinary proceeding 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; (iv) the other body advises the Association that the applicant is not a member in good standing with that body; or (v) the applicant is the subject of an ongoing criminal proceeding.

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

[1(2)] **Grammar**

(2) In these bylaws:

(a) words in the singular include the plural and vice versa, as the context requires; and

(b) all references to persons are gender-neutral and include all genders.

BYLAW 2 - MEMBERSHIP

[2(1)] **Classes of Membership**

(1) The following classes of membership are established:

(a) BCACC-Regulated Member

(b) Student Member;

(c) Associate Member;

(d) Retired Member; and

(e) Honourary Member.

[2(2)] **Registration Committee**

(2) The Registration Committee

(a) must, with the assistance of the Office of the Association Registrar, evaluate the application and credentials of all applicants for the BCACC-Regulated Member membership in accordance with the registration requirements set out in these Bylaws;

(b) must make recommendations to the Association about applications for BCACC-Regulated Member membership, including renewal and reinstatement; and

(c) may delegate the evaluation of applications and credentials of all applicants for the Student, Associate, Retired and Honourary membership classes to the affected Association management staff.

[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: BCACC-Regulated Membership**

(4) The eligibility criteria for membership in the BCACC-Regulated class are as follows:

(a) the applicant must hold at least a graduate 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 Association;

(c) the applicant's graduate degree must be from an institution acceptable to the Association;

(d) the education program that granted the applicant's degree must provide graduates with a broad counselling base in core topic areas as defined by the Association;

(e) the applicant's clinical training must:

(i) include the number of hours of clinical supervision, including the number of hours of direct and indirect supervision of the applicant by a clinical supervisor, as specified by the Association;

(ii) involve clinical supervision by a supervisor of applicant-client interactions to a standard that is acceptable to the Association; 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 disclose any criminal convictions and must not have been convicted of an offence that, having regard to the nature of the offence and its relevance to the practice of clinical counselling, would reasonably raise concerns about the applicant's suitability to practise, including the safety of clients or the integrity of the profession, as determined by the Registration Committee. A criminal conviction does not automatically disqualify an applicant, and each application must be assessed on a case-by-case basis.

(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 of Good Character;

(h) the applicant agrees to abide by the BCACC Code of Ethical Conduct and the Standards of Clinical Practice and the contract implicit in these Bylaws;

(i) the applicant must be currently fit to practice, having regard to the person's

(i) education, training, experience and other qualifications; and

(ii) competence, capacity and other relevant factors.

(j) the applicant must practise in an ethical manner, having regard to the person's disciplinary record, character, past conduct and other relevant factors.

(k) the applicant must provide two references from supervisors or other practicing professionals, acceptable to the Registration Committee, attesting to their professionalism.

[2(5)] **Substantial Equivalence Eligibility for BCACC-Regulated Membership**

(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 Registration Committee may grant membership where satisfied that the applicant:

(a) holds a post-graduate diploma or a graduate degree at either the master's or the doctoral level; and

(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) of these Bylaws; and

(c) meet all other applicable eligibility criteria.

[2(6)] Applicants Registered or Licensed with Another Regulatory Body

(6) If an applicant is a member in good standing of a Canadian counselling/psychotherapy Regulatory College when they apply for membership with the Association, the Registration Committee may deem the eligibility criteria met and recommend their registration as a BCACC-Regulated Member if:

(a) the scope of practice for the profession governed by that Canadian counselling/psychotherapy Regulatory College is the same or substantially the same as the scope of practice for clinical counsellors/psychotherapists as defined by the Association;

(b) the membership criteria set by that Canadian counselling/psychotherapy Regulatory College are the same or substantially the same as the criteria set out in section 2(4) of these Bylaws;

(c) the applicant has provided proof of current registration or licensure with that Canadian counselling/psychotherapy Regulatory College; and

(d) the Registration Committee is satisfied that the applicant meets all requirements under section 2(3)(a)-(b) of these Bylaws.

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

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

(a) the applicant is currently enrolled in a graduate degree program in an accredited Canadian institution, or in a graduate program at a non-Canadian institution that is deemed equivalent to a Canadian master's degree, acceptable to the Association;

(b) the applicant must agree to adhere to the BCACC Code of Ethical Conduct and the contract implicit in these Bylaws;

(c) the applicant must not have been convicted for an offence that the Registration Committee determines would make them unsuitable to be a Student Member of the Association; and

(d) 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 of Good Character.

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

(a) the applicant is a current BCACC-Regulated Member in Good Standing or a Former Member who was in Good Standing at the time they ceased to be a Member of the Association;

(b) the applicant must agree to adhere to the BCACC Code of Ethical Conduct and the contract implicit in these Bylaws; and

(c) the applicant must agree to no longer practice clinical counselling, including clinical supervision as a Retired Member.

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

(a) the applicant has clinical counselling-related education at a minimum level as approved by the Association;

(b) the applicant must agree to adhere to the BCACC Code of Ethical Conduct and the contract implicit in these Bylaws;

(c) the applicant must not have been convicted for an offence that the Registration Committee determines would make them unsuitable to be an Associate Member of the Association;

(d) the 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 of Good Character; and

(e) the applicant must provide one reference from a supervisor or another practicing professional, acceptable to the Registration Committee, attesting to their professionalism.

(7.4) The eligibility criteria for the class of **Honourary Member** are as follows:

(a) the Registration Committee must be satisfied the applicant has made an outstanding contribution to the clinical counselling profession or to the Association;

(b) the applicant must not have been convicted of an offence that the Registration Committee determines would make them unsuitable to be an Honourary Member of the Association; and

(c) the 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 of Good Character.

[2(8)] **Applying for Membership**

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

(a) any person may make an application to the Association for membership;

(b) an applicant bears the burden of proving they meet the eligibility criteria for the class of membership they are applying for; and

(c) an applicant becomes a Member when the application is approved by the Registration Committee and the applicant has paid all required fees and annual dues.

[2(9.1)] **Application for Regulated Membership Classes and Change in Status**

(9.1) Membership as a BCACC-Regulated Member requires the following information and records:

(a) an applicant for membership as a **BCACC-Regulated Member** must provide:

(i) a complete membership application in a form approved by the Registration Committee;

(ii) the applicable application fee in the amount specified by the Association;

(iii) an official, sealed transcript from the educational institution in which they completed their undergraduate and graduate program, as applicable;

(iv) 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) of these Bylaws;

(v) a criminal record check that includes a vulnerable sector report current within the past twelve months from the date of application that may include additional information as required by the Registration Committee;

(vi) evidence of professional conduct or other evidence of good character in a form specified by the Registration Committee; and

(vii) evidence of English language proficiency as required by the Registration (Committee.

(viii) the applicant must provide two references from supervisors or other practicing professionals, acceptable to the Registration Committee, attesting to their professionalism.

(b) A BCACC-Regulated who applies to change their status to **non-practicing** must:

(i) have been a practicing BCACC-Regulated for at least one (1) year prior to applying for non-practicing status;

(ii) submit a signed change in status form;

(iii) pay the applicable fee for non-practicing status;

(iv) declare in writing that they do not intend to engage in the practice of clinical counselling, including clinical supervision, in Canada for a period of at least four (4) months, and acknowledge that they are not permitted to engage in such practice at any time while holding non-practicing status;

(v) maintain professional liability insurance to a standard and level of coverage that is prescribed by the Association during the period of holding non-practicing status to cover events that may have occurred when the applicant was a practicing member;

(vi) provide any additional information the Registration Committee may request; and

(vii) apply to reinstate practicing status, apply for an extension of their non-practicing status, or consent to cancellation of their non-practising status after two years of being a non-practicing member.

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

(9.2) Membership in the following classes requires the following information and records:

(a) an applicant for membership as a **Student Member** must provide:

(i) a complete student membership application in a form approved by the Registration Committee;

(ii) evidence of current registration or enrolment as a graduate student in a post-secondary institution and program acceptable to the Registration Committee;

(iii) any other documents or evidence that the Registration Committee may request; and

(iv) the applicable application fee in the amount specified by the Association.

(b) an applicant for membership as a **Retired Member** must provide:

(i) an application in a form approved by the Registration Committee;

(ii) any other information that the Registration Committee may request;

(iii) written confirmation not to practice clinical counselling, including clinical supervision while a Retired Member; and

(iv) the applicable application fee in the amount specified by the Association.

(c) an applicant for membership as an **Associate Member** must provide:

(i) an application in a form approved by the Registration Committee;

(ii) any other documents or evidence that the Registration Committee may request;

(iii) the applicable application fee in the amount specified by the Association;

(iv) evidence of education from a post-secondary institution at a minimum level acceptable to the Registration Committee; and

(v) a criminal record check report current within the past twelve months that may include additional information as required by the Registration Committee.

[2(9.3)] **Conferral of Honourary Membership**

(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 for the class of membership applied for as set out in these Bylaws, it may:

(a) recommend that the Association grant the applicant admission as a Member in the class of membership the applicant applied for;

(b) direct the Association to provisionally enter the applicant's name, business address and qualifications in the register of Members; and

(c) instruct the BCACC Office of the Registrar staff to inform the applicant, in writing, of their decision with reasons.

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

(11) The Registration Committee may not accept an application for membership 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:

(a) the other regulatory body advises the Registration Committee that its complaint investigation or disciplinary proceeding concerning the applicant has been resolved to its satisfaction;

(b) the other regulatory body advises the Registration Committee that the applicant is in good standing with that body; or

(c) the Registration Committee is satisfied that, notwithstanding the applicant's status with the other regulatory body, they have demonstrated sufficient evidence of rehabilitation or have otherwise resolved the issues that were the subject of the other regulatory body's investigation or disciplinary proceeding.

[2(12)] **Investigation of Membership Applications**

(12.1) The Registration Committee may direct BCACC staff to investigate an applicant for membership in the Association, about any matters relevant to their eligibility, including but not limited to:

(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 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 Association.

(12.2) Upon completion of its investigation, the BCACC staff must provide a report to the Registration Committee which summarize the information gathered and sets out any recommendations concerning the application.

[2(13)] **Membership obligations**

(13) (a) All members must comply with the BCACC Code of Ethical Conduct.

(b) BCACC-Regulated Members must comply with all BCACC Standards of Clinical Practice and are subject to BCACC complaints, investigation, and conduct review processes under these Bylaws.

(c) For greater certainty, a Member remains subject to these Bylaws regardless of their licensing/registration with another regulatory body.

(13.1) BCACC-Regulated Members must:

(a) uphold the Constitution and comply with these Bylaws;

(b) uphold and comply with the BCACC Code of Ethical Conduct and Standards of Clinical Practice;

(c) provide a criminal record check with a vulnerable sector report current within the past twelve months that may include additional information as required by the Registration Committee when applying for membership;

(d) promptly pay any dues or fees owing to the Association when due;

(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 Association;

(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 and records as determined by the Association for annual renewal of membership.

(13.2) BCACC-Regulated who hold non-practicing status must:

(a) uphold the Constitution and comply with these Bylaws;

(b) uphold and comply with the BCACC Code of Ethical Conduct, and in the case of BCACC-Regulated members uphold and comply with the Standards of Clinical Practice;

(c) promptly pay any dues or fees owing to the Association when due;

(d) co-operate fully with the Association or any person or body acting on behalf or under the direction of the Association;

(e) reply promptly to communication from the Association;

(f) provide information and records as determined by the Association for annual renewal of membership;

(g) identify themselves as Registered Clinical Counsellors with a "non-practicing" suffix; and

(h) not practice clinical counselling, including clinical supervision, while holding the status of non-practicing member with the Association.

(13.3) Student Members must:

(a) uphold the Constitution and comply with these Bylaws;

(b) uphold and comply with the BCACC Code of Ethical Conduct;

(c) promptly pay any dues or fees owing to the Association when due;

(d) co-operate fully with the Association or any person or body acting on behalf or under the direction of the Association;

(e) reply promptly to communication from the Association;

(f) provide information and records as determined by the Association for annual renewal of membership; and

(g) not identify themselves as Registered Clinical Counsellors or Registered/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) uphold and comply with the BCACC Code of Ethical Conduct;

(c) provide a criminal record check report current within the past twelve months that may include additional information as required by the Registration Committee when applying for membership;

(d) promptly pay any dues or fees owing to the Association when due;

(e) co-operate fully with the Association or any person or body acting on behalf or under the direction of the Association;

(f) reply promptly to communication from the Association;

(g) provide information and records as determined by the Association for annual renewal of membership; and

(h) not identify themselves as Registered Clinical Counsellors or Registered/Licensed Psychotherapists or use any abbreviations of those titles (i.e., RCC or R.C.C.).

(13.5) Retired Members must:

(a) uphold the Constitution and comply with these Bylaws;

(b) promptly pay any dues or fees owing to the Association when due;

(c) co-operate fully with the Association or any person or body acting on behalf or under the direction of the Association;

(d) reply promptly to communication from the Association;

(e) provide information and records as determined by the Association for annual renewal of membership;

(f) identify themselves as Registered Clinical Counsellors with a "retired" suffix; and

(g) not practice clinical counselling, including clinical supervision, while holding the class of "retired member" membership with the Association.

(13.6) If a member fails to comply with these obligations, the Association may take appropriate action under these Bylaws.

[2(14)] **Membership rights: voting**

(14.1) Subject to subsection 14.2, only Members in the following classes of membership are entitled to vote at annual general meetings and special general meetings:

(a) BCACC-Regulated Members.

(14.2) The Chair of the general or special general meeting will determine whether a matter falls within the exceptions set out in subsection 14.2.

(14.3) Nothing in this section applies to voting by the Board or committees of the Association.

[2(15)] **Membership rights: titles**

(15.1) Only Members authorized under these Bylaws may represent themselves as holding membership with the Association or use the professional designations granted by the Association in accordance with section 2.2 of these Bylaws.

(15.2) No person may represent themselves as holding membership with the Association or an Association professional designation unless authorized to do so under these Bylaws.

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

(16.1) A BCACC-Regulated Member (active or non-practicing) may:

(a) serve on the Board, committees, and advisory councils, and appropriate working groups;

(b) attend regional meetings and educational opportunities; and

(c) join any association-wide communities of practice.

[2(16.2)] **Membership rights: Student Members**

(16.2) A Student Member may:

(a) attend regional meetings and educational opportunities;

(b) join relevant association-wide communities of practice; and

(c) serve on committees or working groups approved for this membership class by the Board.

[2(16.3)] **Membership rights: Retired Members**

(16.3) A Retired Member may:

(a) serve on the Board, committees or working groups approved for this membership class by the Board, and advisory councils;

(b) not engage in the practice of clinical counselling, including clinical supervision within Canada, remunerated or otherwise;

(c) attend regional meetings and educational opportunities;

(d) identify themselves as Registered Clinical Counsellors with a "retired" suffix; and

(e) join any association-wide communities of practice.

[2(16.4)] **Membership rights: Associate Members**

(16.4) An Associate Member may:

(a) attend regional meetings and educational opportunities; and

(b) join relevant association-wide communities of practice based on their educational background and practice expertise.

[2(16.5)] **Membership rights: Honourary members**

(16.5) An Honourary Member:

(a) is not required to pay membership fees; and

(b) may attend regional meetings and educational opportunities.

[2(17)] **Membership dues**

(17) The Association 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, establish the commencement and termination date of each membership year.

(b) Membership in all classes other than Honourary Member is valid until no later than the end of the last day of the membership year and may be renewed in accordance with these Bylaws.

(c) Subject to resolution of the Board, membership in the class of Honourary Member remains valid, without need for renewal, until the member's death or resignation of their membership.

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

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

(a) the process for annual membership renewal, and

(b) 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 membership in any class, except the class of Honourary Member, by:

(a) submitting a complete membership renewal form;

(b) attesting to their compliance with these Bylaws, and with any limits or conditions that may have been imposed on their membership under these Bylaws;

(c) attesting that they have not been convicted of an offence or found to have engaged in professional misconduct or other conduct in the preceding year that would make them unsuitable to be a Member;

(d) 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 by installments if the Association approves that arrangement; and

(e) paying any other outstanding fee, debt or levy owed to the Association.

[2(21)] **Renewal Certificates**

(21) Upon compliance with section 2(20), including receipt of the full annual membership dues and any other fee, debt or levy owed, the Association must:

(a) issue a receipt to the Member; and

(b) provide access, to each BCACC-Regulated Member, a certificate stating that the Member is, subject to compliance with these Bylaws, entitled to practice as a clinical counsellor in the Province of British Columbia as an RCC credentialed by/who holds a membership with the BCACC.

[2(22)] **Good Standing**

(22.1) An Association Member is in good standing if that Member:

(a) has paid the current annual membership fee in full on or before the due date set by the Board;

(b) has paid any other subscription, fee, debt or levy due and owing to the Association;

(c) maintains current professional liability insurance (self-insured or via an employer) at all times at the level required by the Association, where such professional liability insurance is required for that class of membership or for that type of designation;

(d) has complied with any terms, conditions, restrictions or requirements imposed on the Member under these Bylaws, including those imposed by the Inquiry Committee or a Conduct Review Panel;

(e) is not subject to a suspension of membership or other sanction that results in the Member being declared not in good standing under these Bylaw; and

(f) has complied with the eligibility and renewal requirements under these Bylaws.

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

(22.3) A member who is not in good standing may not exercise membership rights or use Association professional designations.

[2(23)] **Ceasing to be a Member**

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

(a) upon delivering written notice of resignation to the Association, which takes effect on the date the notice is received by the Association or such later date specified in the notice;

(b) upon the death of the Member;

(c) upon termination or revocation of membership in accordance with these Bylaws;

(d) upon ceasing to remain in good standing for a continuous period of sixty (60) days; and

(e) upon cancellation of their membership in any disciplinary process under these Bylaws;

[2(24)] **Reinstatement**

(24.1) Subject to the terms of any order issued in a disciplinary process under these Bylaws or by a Regulatory College, a person who has ceased to be a Member under section 2(23) may apply for reinstatement in a class of membership for which they are eligible.

(24.2) The requirements for reinstatement may vary depending on the class of membership being sought.

(24.3) An applicant for reinstatement must:

(a) submit a completed reinstatement application in the form required by the Association;

(b) demonstrate that the applicant meets the eligibility requirements for the applicable class of membership;

(c) provide any information and records reasonably required by the Registration Committee to assess the application; and

(d) pay the applicable membership fee and reinstatement fee.

(24.4) Additional Reinstatement Requirements

The Registration Committee may require an applicant for reinstatement to provide additional information, records and/or assessments where necessary to determine the applicant's suitability, eligibility, competence, and/or good character which may include but are not limited to:

(a) professional references;
(b) proof of professional development or practice history;
(c) a criminal record check that includes a vulnerable sector report current within the past six months from the date of the application that may include additional information as required by the Registration Committee; and
(d) other examinations and assessments.

(24.5) Applications for Reinstatement from Former Members with a complaint and/or discipline history

Where an applicant for reinstatement

(a) was the subject of an unresolved complaint investigation at the time they ceased to be a Member; or
(b) had their membership suspended, restricted, or cancelled under these Bylaws,

the Registration Committee may require the applicant to:

(i) participate in and complete any outstanding complaint investigation and/or disciplinary process; and
(ii) complete any period of suspension and otherwise satisfy any conditions imposed by the Inquiry Committee or Conduct Review Panel

before being eligible for reinstatement.

(24.6) Decision on Reinstatement

The Registration Committee may:

(a) approve the application for reinstatement, with or without terms and conditions; or
(b) deny the application for reinstatement with reasons.

[2(25)] **Register of Members and Public Register**

Register of Members

(25.1) The BCACC must maintain a Register of Members in accordance with the Societies Act.

(25.2) The Register of Members must include the name and business contact information of each Member and any other information required under the Societies Act.

(25.3) Members must promptly notify the Association in writing of any change to their name or business contact information, and the Association must update the Register of Members to reflect the change in information.

(25.4) The Association must remove the name of a Member from the register when that person ceases to be a Member under section 2(23) of these Bylaws.

Public Register

(25.5) The Association may establish and maintain a public register of Members holding professional designations granted by, or otherwise subject to the regulatory authority, of the Association.

(25.6) The purpose of the public register is to:

(a) allow members of the public, insurers, and others to verify professional designations granted by the Association; and

(b) promote transparency and public protection in relation to BCACC-Regulated members.

(25.7) The public register may include information relating to:

(a) the Member's name;

(b) professional designations held by the Member;

(c) membership status;

(d) conditions, restrictions or suspensions imposed on the Member under these Bylaws; and

(e) disciplinary findings or orders made under these Bylaws.

Resignation During Investigation

(25.8) Where a BCACC-regulated Member resigns or ceases to be a Member while a complaint investigation or disciplinary process is in progress, the Association may disclose to the public:

(a) the name of the Former Member;

(b) the fact that the Member resigned or ceased to be a Member during an investigation or disciplinary process; and

(c) a summary of the allegations at issue in the investigation or disciplinary process, if the Association considers such disclosure appropriate in the public's interest.

Status Verification

(25.9) If the Association receives an inquiry from the public, it may disclose whether a person:

(a) is a current or Former Member of the Association;

(b) currently holds or formerly held a professional designation granted by the Association; and

(c) is currently or was formerly subject to disciplinary findings or orders made under these Bylaws and the details of those orders, in the case of BCACC-Regulated-Members.

Privacy Protection

(25.10) Except where required by law or with the consent of the person affected, the Association must not disclose personal information that would identify complainants, clients, or their families.

[2(26)] **Administrative Termination of Membership**

(26.1) The BCACC may terminate the membership of a Member other than a BCACC-Regulated Member where the Member:

(a) breaches the Code of Ethical Conduct;

(b) fails to comply with these Bylaws;

(c) engages in conduct that is detrimental to the integrity, reputation, or purposes of the Association;

(d) misrepresents their membership status or professional designation; or

(e) fails to pay their membership fee within the set deadline.

(26.2) Before terminating membership under this section, the BCACC must provide the Member with:

(a) written notice of the proposed termination and the reasons for it; and

(b) a reasonable opportunity to provide a written response.

(26.3) After considering the Member's response, the Board or Ethics and Standards committee, or other committee designated by the Board may:

(a) terminate the Member's membership;

(b) suspend the Member's membership;

(c) impose terms or conditions on the Member's membership; or

(d) take no further action.

(26.4) Nothing in this section limits or replaces the disciplinary processes applicable to BCACC-Regulated Members under these Bylaws.

BYLAW 2.1 – COMPLAINTS, INVESTIGATIONS, AND CONDUCT REVIEWS

The complaints, investigation and conduct review processes apply only to BCACC-Regulated Members.

Other Membership classes are not subject to regulatory oversight under these Bylaws, except for administrative action relating to breach of the Code of Ethical Conduct and the other terms stipulated in section [2(26)].

[2.1(1)] **Professional Misconduct and Serious Misconduct**

(1.1) "Professional misconduct" includes:

(a) failure to apply adequate skill and knowledge to the practice of clinical counselling;

(b) breach of these Bylaws, the BCACC Code of Ethical Conduct, the Standards of Clinical Practice, or any professional or regulatory rule or policy of the Association that is applicable to the Member and has been communicated or made reasonably available to Members; or

(c) obtaining membership with the Association by fraud or misrepresentation.

(1.2) "Serious Misconduct" includes:

(a) sexual abuse and/or sexual misconduct;

(b) neglect of a client;

(c) an act of physical, emotional and/or financial abuse;

(d) criminal conduct of a relevant offence;

(e) professional misconduct which undermines the reputation and integrity of the profession or Association; and

(f) any misconduct that would result in the imposition of limits, conditions, suspension or revocation of membership.

[2.1(2)] **Jurisdiction over complaints**

(2) The Board of Directors delegates the authority to direct all aspects of administrative support and guidance for the complaint and inquiry process to the Association Registrar or Deputy Registrar.

[2.1(3)] **Inquiry Committee**

(3) The purpose of the Inquiry Committee is, subject to these Bylaws, to adjudicate complaints pursuant to section 2.1 of these Bylaws.

[2.1(4)] **Complaints**

(4.1) A person who wishes to make a complaint against a BCACC-Regulated Member must deliver the complaint in writing to the Association within five (5) years of the incident giving rise to the complaint.

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

(4.3) A written complaint must include:

(a) the complainant's name and contact information;

(b) the name of the BCACC-Regulated Member;

(c) sufficient information about the date and circumstances of the alleged misconduct to enable the Association Registrar or Inquiry Committee to make a preliminary assessment whether the alleged conduct, if proven, constitutes professional misconduct and/or breach of the BCACC Code of Ethical Conduct or Standards of Clinical Practice;

(d) consent to provide a copy of the written complaint to the named BCACC-Regulated Member; and

(e) consent for the Association Registrar to obtain the clinical records and any other documentation or information relating to the complaint allegations from other sources if necessary.

(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 written complaint to the complainant with reasons explaining why it was not accepted and may provide recommendations to assist the complainant.

[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 BCACC-Regulated Member at the time of the alleged misconduct;

(b) the individual complained about was not a BCACC-Regulated 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 professional misconduct or serious misconduct; or

(e) the allegations are not within the jurisdiction of the Association.

(5.2) If the Association Registrar dismisses the 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.

(5.3) The Association Registrar may close complaints which are not deemed to be serious misconduct as defined in section [2.1(1.2)] of these Bylaws, by issuing a warning, advice or guidance and/or provide other relevant information to the Member or take any other action within its authority under these Bylaws that it considers reasonable, proportionate and appropriate having regard to the nature and seriousness of the matter.

[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 BCACC-Regulated Member has engaged in professional misconduct or serious misconduct.

(b) If the complainant declines to provide a necessary consent, or withdraws a complaint, the Association Registrar may choose to generate an own motion complaint if there may be 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 Board member, the Association Registrar shall notify the President of the Association. On receipt of a complaint concerning the President, the Association Registrar shall notify the Chair of the Governance Committee.

(7.3) On receipt of a complaint concerning an Association committee member, the Association Registrar shall notify the Chair of the affected committee and the President.

(7.4) 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 Ethics & Standards Committee, 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 BCACC-Regulated 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 BCACC-Regulated Member together with a request for the Member to respond to the complaint allegations within 30 days.

(8.2) The Association Registrar may extend the time granted to the BCACC-Regulated Member to respond to the complaint.

(8.3) If the BCACC-Regulated Member does not respond within 30 days or such extended period as determined by the Association Registrar, the Association Registrar or the Inquiry Committee may proceed with an investigation in the absence of the Member's response.

Where appropriate, the Association Registrar or the Inquiry Committee may consider the Member's failure to respond in determining whether the Member has failed to cooperate with the investigation and may address that issue in accordance with these Bylaws.

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

(8.5) The Association Registrar may delay providing notice of a complaint to a BCACC-Regulated Member under subsection (8.1) only where the Registrar reasonably determines that providing immediate notice may compromise the integrity of the investigation, including by creating a risk of destruction of evidence, interference with witnesses, or other material prejudice to the investigation.

Any delay under this subsection must be limited to the minimum period necessary to address the identified risk, and the Registrar must reassess the need for continued delay on an ongoing basis.

The Association Registrar must provide notice to the Member as soon as reasonably practicable once the risk no longer exists.

[2.1(9)] **Investigating a complaint**

(9) For the investigation process:

(a) a certified investigator or a qualified external investigator may be appointed to assist with the investigation;

(b) interviews of any persons, including the complainant and BCACC-Regulated Member, may be conducted;

(c) legal advice and/or the opinion of other advisors, including experts, may be sought; and

(d) the Association Registrar and Deputy Registrar are deemed to be investigators.

(10) An investigator appointed under these Bylaws may, for the purpose of conducting an investigation, exercise the powers of the Inquiry Committee to gather information and records, subject to any limits or conditions imposed by the Inquiry Committee.

(11) On completion of an investigation, the investigator must promptly report in writing the results of the investigation, with or without recommendations, to the Association Registrar.

The Association Registrar will review the report for completeness and procedural compliance, and may request clarification from the investigator where necessary, before promptly providing the report to the Inquiry Committee for its consideration.

[2.1(10)] **Reviewing material at conclusion of investigation**

(10.1) After considering the investigator's report and other relevant material, 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; or

(vi) the substance of the matter will be, could be or has been dealt with in another proceeding,

(b) request further information or clarification from the investigator or the Association Registrar, and may direct the investigator to undertake additional investigative steps, including obtaining further information or conducting interviews;

(c) request the BCACC-Regulated 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 within its authority under these Bylaws that it considers reasonable, proportionate and appropriate having regard to the nature and seriousness of the matter.

(10.2) The Inquiry Committee will, in writing, notify the BCACC-Regulated 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 BCACC-Regulated Member to enter into a Consent Agreement outlining:

(a) an undertaking, acceptance or consent by the BCACC-Regulated Member to the remedial action proposed by the Inquiry Committee;

(b) the process for the BCACC-Regulated Member to be released from an undertaking, acceptance or consent; and

(c) possible publication of the terms of the consent agreement, including the timing of such disclosure.

[(11.2)] ***Alternate Remedial Requests***

(11.2.1) In relation to a matter under investigation, the Association Registrar or the Inquiry Committee may request the BCACC-Regulated Member do one or more of the following on the terms determined by the Inquiry Committee:

(a) undertake not to repeat the conduct to which the matter relate;

(b) undertake to take educational courses specified by the Inquiry Committee;

(c) accept a reprimand;

(d) accept a limit or condition on the BCACC-Regulated Member's practice, including a requirement for 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.

(11.2.2) The BCACC-Regulated Member, Association Registrar or Inquiry Committee may formally withdraw from the voluntary negotiations for a consent resolution at any time by written notice.

(11.2.3) If negotiations toward a consent resolution are unsuccessful and the matter proceeds to a conduct review, the time spent in such negotiations must be taken into account in assessing any allegation of delay and will not, in itself, constitute unreasonable or prejudicial delay.

[(11.3)] ***Monitoring compliance***

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

If the Association Registrar determines that the BCACC-Regulated Member has not complied with the terms of 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) (a) If the Inquiry Committee has reason to believe that a BCACC-Regulated Member has failed to comply with the terms of a remedial action or consent agreement, the matter must be treated as a new complaint and may be investigated in accordance with these Bylaws.

(b) The BCACC-Regulated Member must be provided with notice of the alleged non-compliance and a reasonable opportunity to respond.

(c) Following investigation, the Inquiry Committee may determine whether the failure to comply constitutes professional misconduct and may take any action authorized under these Bylaws.

(d) Where appropriate, the Inquiry Committee may proceed on an expedited basis, having regard to the nature and seriousness of the alleged non-compliance.

(e) In determining the appropriate action, the Inquiry Committee may take into account the Member's prior conduct, including the terms of the remedial action or consent agreement.

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

(11.5) At any time, the Inquiry Committee may issue a reprimand to the BCACC-Regulated 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)] ***BCACC-Regulated Member response to reprimand***

(11.6) Within 15 days of receiving a reprimand, a BCACC-Regulated Member may contest the reprimand by providing a written response outlining the basis for their objection to the reprimand which:

(a) outlines the grounds for contesting the reprimand;

(b) provides any additional information or evidence to support the BCACC-Regulated 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;

If a BCACC-Regulated 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 BCACC-Regulated Member;

(ii) a copy of the reprimand will be placed in the BCACC-Regulated Member's file and provided to the complainant; and

(iii) at the discretion of the Inquiry Committee, the reprimand may be disclosed to the public in accordance with these Bylaws and applicable law, but will not be circulated to the membership generally.

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

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

(a) At any time after considering the information collected during 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.

(b) Upon receiving a referral under subsection (a), the Executive Committee may review the referral for the purpose of determining whether the matter should proceed to a conduct review hearing.

(c) In conducting its review, the Executive Committee must not conduct a new investigation but may consider whether the information provided supports proceeding to a conduct review hearing.

(d) Where the Executive Committee determines that the matter should proceed, it may convene a Conduct Review Panel in accordance with these Bylaws.

Conduct Review Panel

(e) A Conduct Review Panel will conduct hearings and adjudicate matters set out in the notice of hearing.

Referral for Conduct Review

(f) The referral to the Executive Committee must include:

(i) a summary of the complaint and any information presented by the complainant and BCACC-Regulated 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 to BCACC-Regulated member

(g) The Member will be notified in writing:

(i) at least 30 days in advance that the complaint will proceed to a conduct review hearing;

(ii) of the date, time, and location of the hearing;

(iii) of the allegations to be considered at the hearing, together with sufficient particulars of the facts relied upon;

(iv) of the Inquiry Committee's provisional findings and recommendations;

(v) of the Member's right to appear and make submissions; and

(vi) of the Member's right to legal counsel at their own cost.

BCACC-Regulated Member failure to respond

(h) If the BCACC-Regulated Member does not respond to the notification or does not attend the hearing, the Conduct Review Panel may proceed with the hearing in the absence of the Member and may make a determination based on the evidence before it, provided that the Member has been given proper notice of the hearing in accordance with these Bylaws.

[2.1(12)] **Publication**

[(12.1)] ***Recommendation for BCACC-Regulated Membership Revocation***

(12.1) When an Inquiry Committee's recommendation for revocation of BCACC-regulated membership is adopted by the Board, the Association Registrar must publish a notice on the Association website, which notice must include:

(a) the BCACC-Regulated 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) The Inquiry Committee may, in its sole discretion, direct the publication of actions taken by the Inquiry Committee, other than revocation, including remedial action by consent, consent agreements, and reprimands, in such manner and to such extent as it considers appropriate. This subsection applies only to actions taken by the Inquiry Committee and does not apply to any decision or order made by a Conduct Review Panel.

[(12.3)] ***Forms of Publication***

(12.3) Publication may include, but is not limited to, publication on the Association website, inclusion in the public register, and notification of other relevant professional associations or regulatory bodies, in a manner proportionate to the nature and seriousness of the matter.

[(12.4)] ***BCACC-Regulated Member Resignation during Investigation***

(12.4.1) Where a BCACC-Regulated Member ceases to be a Member during an investigation by the Inquiry Committee, including by resignation, non-renewal, or failure to pay membership fees, the Inquiry Committee may direct that a public notification be posted on the Association's website.

(12.4.2) Subsection (12.4.1) applies only where the BCACC-Regulated Member was aware, or reasonably ought to have been aware, of the investigation at the time their membership ceased.

(12.4.3) If the Inquiry Committee directs public notification, the notification must include:

(a) the BCACC-Regulated Member's full name and registration number.; and

(b) a statement that the BCACC-Regulated Member ceased to be a Member during an investigation.

(12.4.4) At the Inquiry Committee's discretion, notification under this section 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 Association 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) requirements for notice to the BCACC-Regulated 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 the panel may have the assistance of independent legal counsel on procedural and substantive 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.

[(13.3)] ***BCACC-Regulated Member support***

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

(a) be assisted by legal counsel at their cost or appear on their own behalf;

(b) present evidence;

(c) cross-examine the Association's witnesses; and

(d) make opening and closing statements.

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

(13.4) If the Conduct Review Panel is satisfied that the BCACC-Regulated 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 prior to or during the conduct review hearing;

(ii) fails to renew their membership during the conduct review hearing;

(iii) fails to attend the conduct review hearing; and/or

(iv) leaves a conduct review hearing without leave of the Conduct Review Panel prior to its completion;

the Panel may complete the hearing and, on completion of the hearing, make any decision and order it would have made if the BCACC-Regulated Member had attended the hearing.

[(13.5)] ***Scope of hearing***

(13.5) (a) The Conduct Review Panel must limit its inquiry to the allegations set out in the referral report of the Inquiry Committee and any notice of hearing provided to the BCACC-Regulated Member.

(b) The Conduct Review Panel may consider evidence that is relevant to those allegations, including conduct that is reasonably connected to the matters set out in the notice, provided that such evidence does not introduce new or separate allegations.

(c) If, during the hearing, information arises that may constitute a new or separate allegation of misconduct, the Panel must not proceed to determine that matter and may refer the information to the Inquiry Committee for further investigation in accordance with these Bylaws.

(d) The BCACC-Regulated Member must be provided with reasonable notice of the allegations to be addressed at the hearing and an opportunity to respond.

[(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 BCACC-Regulated Member;

(iii) impose limits or conditions on the practice of clinical counselling by the Member, including practicing under supervision for a specified time;

(iv) suspend membership of the BCACC-Regulated Member for a specified time;

(v) revoke the membership of the BCACC-Regulated Member and place conditions on eligibility for reinstatement;

(vi) require the Member to pay an administrative penalty not exceeding $25,000; and/or all or a portion of the reasonable costs of the investigation and hearing, having regard to the nature and seriousness of the conduct, proportionality and any other relevant circumstances.

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

(c) Subject to the discretion of the Conduct Review Panel, the Association Registrar may disclose to any person upon request in either redacted or unredacted form:

(i) a copy of the Conduct Review Panel's order; and/or

(ii) a copy of reasons issued by the Conduct Review Panel in relation to a conduct review hearing.

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

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

(b) Where the Association Registrar has reason to believe that a BCACC-Regulated Member has failed to comply with an order of the Conduct Review Panel, the matter must be referred to the Inquiry Committee for review.

(c) The Inquiry Committee may investigate the alleged non-compliance in accordance with these Bylaws and may determine whether the failure to comply constitutes professional misconduct.

(d) Where appropriate, the Inquiry Committee may proceed on an expedited basis, having regard to the nature and seriousness of the alleged non-compliance.

(e) Any determination or disposition arising from the alleged non-compliance must be made in accordance with the processes set out in these Bylaws.

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

(14) (a) A Conduct Review Panel may direct publication of its decision and order(s), in redacted or unredacted form, or a summary of the decision and order(s), in accordance with these Bylaws.

(b) Where a BCACC-Regulated Member ceases to be a Member during an Inquiry Committee investigation or a conduct review hearing, including by resignation, non-renewal, or failure to pay membership fees, the Conduct Review Panel may continue the proceeding and make findings, provided that the individual was aware, or reasonably ought to have been aware, of the investigation or hearing.

(c) Where findings are made under subsection (b), any publication of the decision and order(s) may include the fact that the individual ceased to be a Member during the investigation or hearing.

BYLAW 2.2 – PROFESSIONAL DESIGNATIONS

[2.2(1)] **Designations**

(1.1) The Association may authorize the use of the following professional designations:

(a) Registered Clinical Counsellor (RCC);

(b) Approved Clinical Supervisor (ACS).

(1.2) The RCC designation may be used by BCACC-Regulated Members in good standing who maintain professional liability insurance.

(1.3) The ACS designation may be used by BCACC-Regulated in good standing who:

(a) maintain professional liability insurance as required under these Bylaws;

(b) hold a master's or doctoral degree who meet additional eligibility requirements; and

(c) participate in mandatory Continuing Professional Development established by the Association.

[2.2(2)] **Loss of Right to Use BCACC Designations**

(2.1) A person must not use the Registered Clinical Counsellor or Approved Clinical Supervisor designations, or any abbreviation of those designations, unless authorized to do so in accordance with these Bylaws.

(2.2) A person loses the right to use a BCACC designation if:

(a) they cease to be a Member in good standing of the Association;

(b) their membership is suspended, revoked, or otherwise terminated under these Bylaws;

(c) they fail to maintain professional liability insurance where such insurance is required by the Association; or

(d) in the case of the Approved Clinical Supervisor designation, they fail to complete the mandatory Continuing Professional Development requirements established by the Association.

(2.3) The Association may restrict, suspend, or revoke a Member's right to use a BCACC designation in accordance with these Bylaws, including where:

(a) a disciplinary decision or order has been made under these Bylaws;

(b) the Member no longer meets the eligibility or professional requirements for the designation;

(c) the Member fails to comply with any conditions or requirements imposed by the Association in relation to the designation; or

(d) the Member's licence or registration has been revoked by a Canadian Regulatory college.

(2.4) Restriction, suspension, or revocation of a Member's right to use a BCACC designation does not, in itself, affect the Member's membership status, unless otherwise determined in accordance with these Bylaws.

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 of the general meeting on the Association 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 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 notice of the general meeting if the Member is present at the meeting, unless the Member is there to object that the meeting has not been 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 scheduled 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 (the “adjourned meeting”);

(C) subject to subsection (D), if a quorum is not present within 30 minutes of the start time for the adjourned meeting, the Voting Members then present will constitute quorum for the purpose of conducting the unfinished business of that meeting; and

(D) notwithstanding subsection (C), a resolution to alter the Constitution or Bylaws of the Association may not be considered or voted upon at an adjourned meeting unless the quorum required under subsection (a) is present.

(ii) at any time during a general meeting:

(A) business in progress is suspended until quorum is 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.

(d) Notwithstanding any other provision of these Bylaws, a resolution to alter the Constitution or Bylaws of the Association may only be considered and voted upon at a general meeting, including the continuation of an adjourned general meeting, if at least 25 Voting Members in good standing constitute quorum in accordance with subsection (a).

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

(3.2) (a) The order of business at a general meeting 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) addressing with unfinished business from the previous general meeting;

(b) All general meetings must conclude with:

(i) addressing any special business included in the notice of the general 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 the Vice-President and a Director are not available within 15 minutes of the time set for the meeting, or 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 Members:

(i) have the right to attend general meetings; and

(ii) may participate in general meetings.

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

(c) 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***

(3.7.1) Subject to subsection 3.8 of these Bylaws, 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.

(3.7.2) 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 and, in doing so, 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 must 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 general meeting; and

(ii) must adjourn a general meeting if directed to do so by a simple majority of the Voting Members present.

(b) The business at a meeting adjourned to a new date is restricted to the unfinished business from the previous meeting.

(c) Unless the meeting is adjourned for 30 days or more, the Board does not have to give notice of the:

(i) meeting adjourned to a new date; or

(ii) the business to be transacted at the meeting adjourned to the new date.

[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 of each calendar year, which is six months after the end of the financial year.

[(4.2)] ***Ordinary Business***

(4.2) Ordinary business at the Annual General Meeting includes:

(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; and

(g) if required, the appointment of an auditor.

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

(4.3) (a) Voting 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 the text of 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;

(v) not be substantially the same as a proposal considered at a general meeting in either of the two previous calendar years.

(d) Despite subsections (a) to (c), the Board may decline to include a proposal in the agenda if the Board determines, acting reasonably, that the proposal:

(i) is outside the purposes of the Association;

(ii) is not a matter that may be lawfully considered or acted upon by the Association or its Members;

(iii) is contrary to applicable law;

(iv) is otherwise not an appropriate subject matter for consideration at a general meeting; or

(v) is frivolous, vexatious, or made in bad faith.

(e) If the Board declines to include a proposal under subsection (d), the Board must notify the Members who submitted the proposal of the decision and provide reasons for that decision.

[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 and not 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 accidently 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.

(5.3) 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 Association's registered address; and

(vi) must be sent to each individual Director included on the Association's Register of Directors;

(5.4) Upon receipt of a requisition which complies with section (5.3), the Board must:

(i) 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) hold the meeting within no more than 60 days after receiving the requisition;

(iii) send, with the notice of the meeting, the text of the business to be discussed as received from the requisitionists; and

(iv) conduct the meeting for the sole purpose stated in the requisition.

(5.5) The Association may reimburse the requisitionists for actual costs reasonably incurred in preparing and submitting the requisition, provided that such costs are reasonable, properly documented, and do not exceed a maximum amount established by the Board. The Board may establish policies respecting eligible expenses and reimbursement limits.

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

(5.3) (a) A Voting Member, a Director, the Chief Executive Officer, or any other person the Court considers appropriate may apply to the Court for an order that a general meeting be held.

(b) On an application under subsection (a), the Court may order that a general meeting be held for any reason the Court considers appropriate.

(c) The Court may:

(i) direct how the meeting will be called, held, and conducted;

(ii) specify the notice, date, time, location, and manner of the meeting; and

(iii) 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 19;

(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 Voting Member, and a Member in Good Standing as defined in section 2(22) [*Good Standing*] 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) Voting 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;

(vi) be accompanied by information describing the candidate's qualifications, skills, and experience, in a form acceptable to the Governance Committee, which may include a curriculum vitae or resume; and

(vii) submitted to the Governance Committee a minimum of 49 days in advance of the Annual General Meeting.

(c) Nominations that do not comply with this section may be declared invalid by the Governance Committee.

[(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 the Association, 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 these Bylaws.

(c) Each Voting Member in good standing will receive an electronic ballot **28** days prior to the Annual General Meeting and the ballot must be returned at least **14** days prior to the Annual General Meeting.

(d) 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.

(e) Prior to the Annual General Meeting, and in accordance with section 4(3), voting Members 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 written notice of resignation to the Association which will take effect on the date the notice is received unless a later effective date is specified in the notice;

(iii) loss of eligibility to be a Member of the Association if they are an elected Director;

(iv) deemed resignation in accordance with section 4(5.2) of these Bylaws;

(v) ceasing to reside in the province of British Columbia or the Yukon Territory;

(vi) death; or

(vii) removal from office in accordance with section 4(6) of these Bylaws.

(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) of these Bylaws, the Board may:

(i) by consensus, or

(ii) in the absence of consensus, by majority of vote,

renew the Director's appointment 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.

(4.3) The elected Officers hold office for a three-year term and 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 the Association receives and accepts a complaint against the Director which is not dismissed under section 2.1(5) of these Bylaws.

[(5.2)] ***Deemed Resignation***

(5.2) (a) A Director shall be deemed to have resigned from the Board if they fail to attend two consecutive meetings during a calendar year.

(b) For any absence, the Director must provide written reasons which are acceptable to 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:

(i) when the Association receives the resignation;

(ii) on a specified date; or

(iii) on the occurrence of a specified event.

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

(5.4) A Director or Officer 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 if they are an elected Director;

(e) receives notice that the Association has accepted a complaint about the Director or Officer which the Association cannot dismiss under section 2.1(5) of these Bylaws, 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 Director position if the Director's leave of absence is to be between six and 18 months.

(b) If a Director's leave of absence exceeds 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 a vacant Officer position until:

(a) the end of the term of the original Officer;

(b) until any formal complaint is resolved and/or remedial or disciplinary action recommended or ordered in the Inquiry Committee or Conduct Review 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), 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 but must:

(i) give the Director:

(A) not less than 14 calendar days' written notice of the date of a Board meeting at which the vote is to be taken;

(B) the reason(s) for the proposed removal.

(ii) permit the Director to present a written statement (not to exceed 500 words) in advance of the Board meeting but may not permit the Director to be present during the discussion or vote; and

(iii) vote by secret ballot at the meeting.

(7)) The Voting Members may, by special resolution in accordance with these Bylaws, remove a Director from office for conduct which, in the Voting Members' sole discretion, is inimical to the interests of the Association and elect another Member by ordinary resolution to fill that position for the balance of the term of the removed Director.

(8) Where the Voting Members seek to remove a Director, 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;

(D) permit the Director to present a written statement (not to exceed 500 words) or speak to the membership but may not permit the Director to be present during the discussion or vote; and

(E) require the Voting Members to 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 in the best interests of the Association;

(ii) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;

(iii) act in accordance with the *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 Association's purpose.

(c) Nothing in a contract or these Bylaws relieves a Director from 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 acts of the Association are not invalid merely because there are fewer Directors than the required number at the time of the acts.

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

(7.3) (a) Each year, Directors must sign and comply with 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 President and Vice President, and

(ii) follow the directions issued by the President.

(d) When a Director discloses a potential, perceived or actual conflict of interest, the President 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, at which the matter in which they have a conflict of interest will be addressed.

(e) The President 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 Director who has a potential, perceived or actual conflict of interest 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) remove 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 President 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 Association does not lie against the Board or the Association Members, employees, or contractors for proceedings taken, enforced, or attempted to taken or enforced:

(a) under these Bylaws;

(b) under the rules of the Board;

(c) under 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 committee panel member will be held liable individually or collectively for decisions, actions or omission made in good faith on behalf of the Association, including, without limitation, in the discharge of their duties as committee or committee panel members.

[(8.3)] ***Indemnification***

(8.3) The Association:

(a) will indemnify the Directors against all penalties in respect of a legal proceeding or investigative action; and

(b) will pay expenses actually and reasonably incurred by the Directors in defending themselves in such proceedings.

[(8.4)] ***Insurance***

(8.4) The Association will maintain insurance to protect its Directors, Officers, the Chief Executive Officer, the Association Registrar and the Finance Director against liability incurred in the performance of their duties on behalf of the Association, to the extent permitted by law.

BYLAW 5 - BOARD OF DIRECTORS

[5(1)] **Responsibility**

(1) The Board is responsible for the governance and oversight of the activities and internal affairs of the Association and has the authority to manage, or supervise the management of, the business of the Association 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 comply with 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:

(a) at any reasonable location in British Columbia;

(b) provided all reasonable steps are taken to notify every Director in advance of the meeting;

(c) approximately four times per year with at least one in-person meeting per year unless prevented from doing so by a Provincial Health Mandate or for financial reasons; and

(d) by other electronic means, provided 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 President, and may withdraw such waiver of notice at any time.

(4.12) While a waiver of notice under subsection 4.11 is in effect:

(a) no notice of meeting of Directors will be sent to that 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 their signature, recognizing that the signature of the Treasurer, or Chief Executive Officer may also be required in some circumstances; 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 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 and general meetings are taken and filed in the offices of the Association;

(ii) all records and documents of the Association are maintained according to relevant legislation and these Bylaws; and

(iii) they 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 *Societies Act* and 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 consisting of the President, Vice-President, and Treasurer is established.

(6.2) Subject to section 5 (6.4) (d) of these Bylaws, 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 while other matters must be reported 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 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 or more representative(s) 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 Association; and

(b) be a Member from that geographic region.

[5(8)] **Advisory Council**

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

(8.2) The Board must approve the responsibilities and operating parameters of the Advisory Council.

(8.3) The Advisory Council is comprised of the Board, the Chairs of each standing committee, and representatives appointed from each of the following health authority regions. Only one representative from each region may attend the Advisory Council meetings:

(a) Island Health;

(b) Fraser Health;

(c) Northern Health;

(d) Interior Health; and

(e) Vancouver Coastal Health.

(8.4) The Board may, in its discretion, add other representatives to the Advisory Council.

[5(9)] **Committees: Board**

(9.1) The following Board standing committees, each consisting of at least three Directors who are appointed by and report to the Board, are established:

(a) the Governance Committee, chaired by a Board member;

(b) the Finance and Audit Committee, chaired by the Treasurer or, if the Treasurer position is vacant, another Board member; and

(c) the Human Resources Committee which must include the President and be chaired by a Board member.

(9.2) The chair of each standing committee appointed under subsection 9.1:

(a) shall be appointed by the Board for a term of three years;

(b) may serve more than one term as committee chair while remaining qualified to serve as a Director; and

(c) ceases to hold the position of committee chair if they cease to be a Director or if the Board appoints another Director as chair of the committee.

(9.3) In relation to each standing committee established under subsection 9.1, the Board may establish or adopt rules, policies and procedures consistent with the Act and the Bylaws to:

(a) establish or provide guidance relating to the standing committee's processes,

(b) establish or provide guidance relating to the roles and responsibilities of standing committee members, and

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

[5(10)] **Committees: Association**

(10.1) The following Association standing committees, each consisting of at least three persons appointed by and reporting to the Board, are established:

(a) the Education / Professional Development Committee, chaired by a Voting Member;

(b) the Editorial Advisory Committee, chaired by a Voting Member;

(c) the Clinical and Professional Practice Committee, chaired by a Voting Member;

(d) the Clinical Supervision Committee, chaired by a Voting Member; and

(e) the Ethics Committee, chaired by a Voting Member;

(10.2) In relation to each standing committee established under subsection 10.1, the Board may establish or adopt rules, policies and procedures consistent with the Act and these Bylaws to:

(a) establish or provide guidance relating to the standing committee's processes,

(b) establish or provide guidance relating to the roles and responsibilities of standing committee members, and

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

(10.3) The Chair of each standing committee or the Board may appoint committee members based on established criteria who are members of the Association unless otherwise approved by the Board.

(10.4) Members appointed to standing committees under subsection 10.1 must not be Directors of the Board.

[5(11)] **Committees: Regulatory**

(11.1) The following standing committees, consisting of at least three Voting Members who are appointed by the Chair of the committee or the Board , is established:

(a) Inquiry Committee, chaired by a Voting Member.

(b) the Registration Committee, chaired by a Voting Member.

(c) the Standards Committee, chaired by a Voting Member;

(11.2) In relation to the standing committees established under subsection (11.1), the Board or a designate may establish or adopt rules, policies and procedures consistent with the Act and the Bylaws to:

(a) establish or provide guidance relating to the standing committee's processes,

(b) establish or provide guidance relating to the roles and responsibilities of standing committee members,

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

(d) provide guidance to ensure alignment with the Association's current strategic plan.

(11.3) The Chair of the committee and/or the Board can appoint committee members on the recommendation of BCACC staff based on established criteria. Committee members must be Voting 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 in consultation with the Association Registrar may appoint Conduct Review Panels which consist of three persons to be chaired by a person specified 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 Voting members of the Association unless otherwise 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 must be a committee member.

(14.2) The Board may approve the appointment of public representatives to a committee.

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

(a) expiration of the term of their appointment;

(b) delivering a written notice of resignation to the Chief Executive Officer, or the Association Registrar and President effective the date of the notice or, if no effective date is specified, on receipt of the notice;

(c) death;

(d) their removal from the committee by the Board; or

(e) the receipt and acceptance by the Association Registrar of a complaint about the committee member which the Association Registrar cannot dismiss under section 2.1(5) of these Bylaws.

(14.4) All committee members must comply with and agree in writing to uphold the 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) All committees 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, with Board approval, 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 Chair of the committee and either the Association Registrar or the Chief Executive Officer, and

(b) follow the directions issued by the Chair of the committee.

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

(a) make a record of the disclosure and provide a copy to the Chief Executive Officer or Association Registrar 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 Chair of 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 committee member disclosing the potential, perceived or actual conflict of interest 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 Chair of 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.

(16.5) If the potential, perceived or actual conflict of interest relates to the Chair of the Committee, the Association Registrar or Chief Executive Officer will exercise the responsibility of the Chair as it relates to the above provisions.

(16.6) The President, in consultation with the Association Registrar and/or the Chief Executive Officer, have the final decision making authority as to whether there is a potential, perceived or actual conflict of interest.

BYLAW 6 - SOCIETY ADMINISTRATION

[6(1)] **Senior Managers**

(1.1) The Board:

(a) will employ the Senior Manager(s) to manage the Association'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) of these Bylaws at the time they are employed and during the course of their employment;

(c) will provide the Senior Manager(s) with the same protections as provided for the Directors under section 4(8) of these Bylaws.

(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) of these Bylaws; and

(b) unless specified in the employment position description, is not required to be a Voting Member of the Association.

[6(2)] **Society Records**

(2.1) The BCACC will collect, use, and disclose personal information in accordance with applicable privacy legislation, including the Personal Information Protection Act (British Columbia). Despite any other provision of these Bylaws, the BCACC may collect, use, and disclose personal information where reasonably necessary to administer membership, professional designations, and standards, and to protect the public, in accordance with applicable law.

(2.2) The Association must keep the following records:

(a) the Association's certificate of incorporation;

(b) certified copies from the Registrar of the following records:

(i) constitution of the Association;

(ii) bylaws of the Association;

(iii) statement of Directors; and

(iv) statement of the Association's registered office;

(c) confirmation, other certificate or certified copy of a record, from the Registrar, other than in response to a request;

(d) copies of orders related to the Association 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 which contains their business contact information and the date each Director began and ended their term(s) 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 business contact information;

(j) the minutes of each meeting of Members, including the text of each resolution passed at the meeting;

(k) copies of each ordinary resolution and special resolution, not referenced in subsections (b) and (j) and each consent resolution and the consents to that resolution;

(l) the financial statements; and

(m) the auditor's reports.

(2.3) The Association must also maintain:

(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 Association's financial years, including a record of each transaction materially affecting the financial position of the Association.

[6(3)] **Disposal of Records**

(3.1) The Association is not required to keep a general record if:

(a) the record is no longer relevant to the activities or internal affairs of the Association; and

(b) 7 years have passed since the record was created, or if the record has been altered, since the record was altered.

(3.2) The Association is required to keep its regulatory records as set below:

(a) disciplinary decisions and orders in perpetuity (permanent retention)

(b) complaints / investigations files for a minimum of 15 years

(c) Minor / screened-out complaints for a minimum of 5 years

[6(4)] **Location of Records**

(4.1) The Association will keep physical and/or electronic records at the Association'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) For records that are not kept at the registered office, the Association 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 Association may keep records it is required to keep in any form that allows the records to be inspected and copied.

(5.2) The Association 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 Association record under subsection 6.2.

(6.3) Members may, without charge, inspect:

(a) the records listed in section 6(2.2);

(b) the records listed in section 6(2.3);

(c) Directors' and senior managers' disclosures of interest;

(d) Board meeting minutes;

(e) consent resolutions;

(f) accounting records that affect the fiscal position of the Association; and

(g) financial statements.

(6.4) A member of the public may submit a written request to access the BCACC's Register of Members which sets out a proper purpose as defined in the Societies Act.

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

(7.1) The Chief Executive Officer and/or Association Registrar 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 Voting Member seeking to inspect the Register of Members must:

(a) apply for access in writing;

(b) state their 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 and/or Association Registrar 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 Association or one or more Members;

(b) will restrict access to the Register of Directors unless the information will be used solely for the Association'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 Association 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 Association to inspect the Register of Members, which 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 Association'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 Association'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 and/or Association Registrar:

(a) may charge a fee unless they are entitled to receive a copy without charge under these Bylaws;

(b) will provide the copy to the person once the 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 Association will provide the records by:

(i) email, fax or mail if the requester provides that information;

(ii) making them available to be picked up at the registered office;

(iii) delivering them at the requester's cost to the address provided by requestor; or

(iv) any other manner agreed to by the Association and the requester.

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 provided by the requester;

(ii) 5th day after the record is mailed to the address provided by the requester; and

(iii) 3rd day after the record is emailed or faxed to the address or number provided by the requester.

Records Served

(c) The Association may be served with a record by delivery to its registered office or to the President AND to the Chief Executive Officer.

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 Association from time to time and are payable on the first day of the membership year in each year.

(2.2) Members must pay all fees and assessments and any other amounts owing to the Association within 30 days from the date of they are due unless another date is specified in these Bylaws.

[7(3)] **Investments**

(3) The Board may only invest in accordance with the annually reviewed Association 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 any such 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; and

(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 Association'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 Association shall have a common seal, which may be affixed to documents as authorized by the Board.

(7.2) The corporate seal will be kept at the Association's head office.

(7.3) The corporate seal will be used only in conjunction with the signature of the President.

(7.4) In addition to the signature of the President required under section 7(7.3), the Board may require or authorize the signature of one or more additional Directors, officers, the Chief Executive Officer, or the Association Registrar on any document to which the corporate seal is affixed.

BYLAW 8 – DISSOLUTION

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

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

(a) obtain Voting Member approval, by ordinary resolution, for the dissolution; and

(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 Association:

(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) the then current BCACC-Regulated members by a pro-rated schedule approved by the Board;

(c) must obtain 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 supporting affidavit must:

(a) confirm the Association has no liabilities or has made adequate provision for the payment of all of the Association's liabilities in accordance with the *Societies Act*;

(b) confirm that the remaining money or other property of the Association, if any, has been distributed in accordance with the *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 to the Constitution and these Bylaws 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.