

BY-LAW NO. 3

A by-law relating generally to the conduct of the affairs of

CANADIAN PROFESSIONAL COUNSELLORS ASSOCIATION

(the "Corporation")

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BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 - GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "board" means the National CPCA board of directors of the Corporation and "director" means a member of the board;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- e. "meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;
- f. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- g. "proposal" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;
- h. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and
- i. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.04 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.05 Financial Year End

The financial year end of the Corporation shall be determined by the board of directors.

1.06 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct or authorize.

1.07 Annual Financial Statements

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a paper copy free of charge at the registered office or by prepaid mail.

SECTION 2 - MEMBERSHIP – MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

Subject to the articles, there shall be five classes of members in the Corporation, as follows:

1. Voting RPC as a Full Registered Member Designation
2. Voting RPC-C as a Candidate Member Designation
3. Voting MPCC as a Master Practitioner Designation
4. Voting MPCC-S as a Qualified Clinical Supervisor Designation
5. Non-voting Student Member Designation

The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in

such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:

Full Registered Member Designation – RPC (Registered Professional Counsellor)

- a. Full Member Designation voting membership shall be available only to individuals who have applied and have been accepted for Full Member Designation voting membership in the Corporation as per the following criteria:

Full Member:

1. Completion of education from an accredited college or university, which fulfills the program requirements listed under Student Membership.
 2. Documented proof of completion of 250 hours Direct Client Contact, 150 hours Clinical Supervision (of which 24 must be one-to-one), and 200 hours Professional Practice Currency, two letters of recommendation from mental health professionals with personal knowledge of the applicant's clinical skills.
 3. Completion of the National Application, including signed agreement to the CPCA Code of Ethics.
 4. Submission of an original Criminal Records Check, including Vulnerable Sector clearance from the RCMP or other legitimate organization completed within six months of the CPCA application date.
 5. Satisfactory completion of the Qualifying Examination or has been granted reciprocity due to a verified licensed/registered/certification process by another accredited professional counselling association.
 6. Proof of liability insurance.
- b. The term of membership of a Full Member Designation voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
 - c. As set out in the articles, each Full Member Designation voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Full Member Designation Class voting member shall be entitled to one (1) vote at such meeting.

Candidate Designation Members – RPC-C (Registered Professional Counsellor – Candidate)

- a. Candidate Member Designation voting membership shall be available only to individuals who have applied and have been accepted for Candidate Member Designation voting membership in the Corporation as per the following criteria:
 1. Completion of a minimum 450 hours of education which includes 90 hours of practicum/skills training/internship through an accredited training program, college, or university.
 2. Completion of the National Application, including signed agreement to the CPCA Code of Ethics.
 3. Submission of an original Criminal Records Check, including Vulnerable Sector clearance from the RCMP or other legitimate organization completed within six months of the CPCA application date.
 4. Satisfactory completion of the Qualifying Examination or has been granted reciprocity due to a verified licensed/registered/certification process by another accredited professional counselling association.
 5. Proof of liability insurance
 6. Contract for Supervision signed with qualified clinical supervisor.
- b. The term of membership of a Candidate Member Designation voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. As set out in the articles, each Candidate Member Designation voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Candidate Member Designation Class voting member shall be entitled to one (1) vote at such meeting.

Master Practitioner Designation Members

- a. Master Practitioner Designation voting membership shall be available only to individuals who have applied and have been accepted for Master Practitioner Designation voting membership in the Corporation as per the following criteria:

Master Practitioner in Clinical Counselling – MPCC

1. Five years of active clinical practice within the past 8 years; no founded complaints; 750 hours Direct Client Contact; 250 hours Clinical Supervision (of which 24 must be one-to-one); 250 hours Professional

- Practice Currency; two letters of recommendation from mental health professionals with personal knowledge of applicant's clinical skills.
2. Successful application to upgrade from Full (RPC) membership or completed National application to the Office of the Registrar including signed acceptance of the CPCA Code of Ethics.
 3. Submission of current (within past 10 months) Criminal Record Check with Vulnerable Sector clearance completed by RCMP or other legitimate organization.
 4. Completion of Qualifying Exam (new applicants only) unless waived by reciprocity.
 5. Proof of liability insurance.
- b. The term of membership of a Master Practitioner Designation voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. As set out in the articles, each Master Practitioner Designation voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Master Practitioner Designation Class voting member shall be entitled to one (1) vote at such meetings.

**Qualified Clinical Supervisor Designation Members (QCS) – MPCC-S
Endorsement Members**

- a. Qualified Clinical Supervisors are Master's level members and have met the additional educational and experiential requirements as a supervisor and are granted certification as a Qualified Clinical Supervisor. This certification may be used on its own (QCS) **but is dependent on holding the MPCC designation** and is thus normally written, MPCC-S.
1. Eight years active practice in the past ten years as a mental health clinician; including 1500 hours Direct Client Contact, 100 hours documented supervision experience (practicum students, graduates, licensees, peers); 30 hours additional education specifically related to the practice of supervision, including at least on 'Ethics in Supervision; course no older than three years; three letters of recommendation substantiating professional recognition of clinical knowledge and practical skills.
 2. Successful application to upgrade or completed National Supervisor Application, including signed acceptance of CPCA Code of Ethics.
 3. Completion of Qualifying Exam (new applicants only) unless waived by reciprocity.
 4. Submission of original Criminal Record Check including Vulnerable Sector Check completed through RCMP or other legitimate organization within the past 10 months.

- b. The term of membership of a Qualified Clinical Supervisor Designation voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. As set out in the articles, each Qualified Clinical Supervisor Designation voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Qualified Clinical Supervisor Class voting member shall be entitled to one (1) vote at such meetings.

Student Designation Members

- a. Student Designation non-voting and non-practicing membership shall be available only to individuals enrolled in an accredited training/college/university, which program meets the following minimum requirements:
 - 1. Must currently be enrolled in a program which provides at least 450 hours of counselling psychology theory, which includes a minimum 90 hours of practicum/skills/internship.

The following entry-level Core Competencies form the framework of competence and are required course content:

- ❖ Counselling Foundations:
 - Human Development, Culture and Diversity, Theoretical Framework, Evidence-Based Practice
 - Psychopathology, Abnormal Psychology, Knowledge of DSM 5, ICD
- ❖ Counselling Interventions:
 - Clinical Assessment, Crisis Intervention, Conflict Resolution
- ❖ Counselling Processes:
 - Clinical Orientation, Assessment and Closure
- ❖ Counselling Skills and Techniques:
 - Therapeutic Communication, Relationship and Process
- ❖ Ethics and Ethical Practice:
 - Legal and Regulatory Practice, Scope of Practice, Ethical Practice and Decision Making
 - Ethical Communication
- ❖ Reflective Practice:
 - Self-Care and Personal Safety, Awareness of Self
 - Supervision and Clinical Governance
- ❖ Professional Practice:
 - Records and other Business
 - Collegial Relationships – Consultation and Collaboration
- ❖ Professional Communication:
 - Clinical Documentation, Referrals, Third Party Reports

- Media/Social Media
 - 2. Practicum requirements: 90 hours of counselling experience under qualified supervision.
 - 3. Instructors' Qualifications: Minimum Master's degree or equivalent in a mental health discipline and a minimum 8 years of clinical practice.
- b. The term of membership of a Student Member Designation non-voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
- c. As set out in the articles, each Student Member Class Designation nonvoting member is entitled to receive notice of, and to attend all meetings of members.

2.02 Notice of Meeting of Members

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

2.03 Absentee Voting by Mail or Electronic Ballot

Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or electronic ballot if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

SECTION 3 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE

3.01 Membership Dues

Members shall be notified in writing of the membership dues payable by them and, if any are not paid by December 31st of each year, the members in default shall automatically cease to be members in good standing of the Corporation.

3.02 Termination of Membership

A membership in the Corporation is terminated when:

- a. the member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
- b. a member fails to maintain any qualifications for membership described in Section 2.01 of these by-laws;
- c. the member resigns by delivering a written resignation to the chair of the board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- d. the member is expelled in accordance with Section 3.03 below or is otherwise terminated in accordance with the articles or by-laws;
- e. the member's term of membership expires; or
- f. the Corporation is liquidated or dissolved under the Act.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

3.03 Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the Articles, By-Laws, written policies of the Corporation, or Code of Ethics and Standards of Practices;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. on having been a member “not in good standing” of the Corporation or “not in good standing” of another counselling association or Corporation for twelve (12) consecutive months;

- d. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

SECTION 4 - MEETINGS OF MEMBERS

4.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. CPCA Student Class non-voting members are entitled to be present at meetings. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

4.02 Chair of the Meeting

In the event that the chair of the board and the vice-chair of the board are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

4.03 Quorum

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 30 members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

4.04 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

SECTION 5 – DIRECTORS

5.01 Election and Term

Subject to the articles, the members will elect the directors at the first meeting of members and at each succeeding annual meeting at which an election of directors is required, and the directors shall be elected to hold office for a term expiring not later than the close of the third annual meeting of members following the AGM at which they were elected.

5.02 Removal or Termination of Directors

The office of a Director may be vacated or terminated, and/or a Director may be removed from office in accordance with the provisions of PART 9 the *Canada Not For Profit Act*.

5.03 – Vacancy Among The Directors

In accordance with s. 132 of the *Canada Not For Profit Act* a quorum of directors may appoint in order to fill a vacancy among the directors, except a vacancy resulting from an increase in the number or the minimum or maximum number of directors provided for in the articles or a failure to elect the number or minimum number of directors provided for in the articles

When a vacancy is filled, the director appointed or elected to fill the vacancy holds the office for the unexpired term of his or her predecessor in accordance with subsection 132(6) of the *Canada Not For Profit Act*.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 Calling of Meetings

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time; provided that, for the first organization meeting following incorporation, such meeting may be called by any director or incorporator

If the Corporation has only one director, that director may call and constitute a meeting.

6.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in Section 8.01 of this by-law to every director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

6.03 Regular Meetings

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

6.04 Meeting by Electronic Means

In addition to the foregoing, any meeting of the directors may also be attended by, or held in its entirety by teleconference, internet meeting, web broadcast or audio conferencing by internet, or other means, so long as each attending director is able to hear the entire meeting and participate in voting.

6.05 Quorum

A majority of directors in office, from time to time, but no less than 3 directors shall constitute a quorum for meetings of the board of directors. Any meeting of the national board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the corporation.

6.06 Votes to Govern

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.07 Committees

The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board of directors.

SECTION 7 – OFFICERS

7.01 Description of Offices

Unless otherwise specified by the board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:

- a. **Chair of the Board** - The chair of the board, if one is to be appointed, shall be a Director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- b. **Vice-Chair of the Board** - The vice-chair of the board, if one is to be appointed, shall be a Director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c. **President** – The president shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- d. **Vice President** – The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed by the Board of Directors

- e. **Secretary** – If appointed, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

- f. **Treasurer** - The Treasurer, working closely with the Board, is responsible for the general financial oversight of the Association and to safeguard the finances of the Association.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

7.02 Vacancy in Office

In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

7.03 Executive Director

The Board of Directors may appoint and engage by contract an Executive Director for the Corporation. The general duties of the Executive Director are:

- a. The Executive Director is responsible for the daily operations of the Corporation and has the authority to make decisions on all issues that are not assigned to others by legislation, the bylaws of the Corporation and decisions of the Board of Directors. Daily operations do not extend to unusual or major arrangements. The Executive Director may make such arrangements only in accordance with a special authorization from the

Board of Directors of the Corporation, unless it is impossible to await a decision from the Board without significantly inconveniencing the Corporation. In such instances the Board shall be advised about the arrangement without delay. The Executive Director is responsible for ensuring that operations are conducted in accordance with the governing legislation, the bylaws and the decisions of the Board of Directors of the Corporation.

- b. The Executive Director shall see to it that the Corporation's books are entered in accordance with laws and customs and that the handling of the Corporation's assets is performed in a secure manner.
- c. At every meeting of the Board of Directors of the Corporation the Executive Director shall give an account of the main aspects of the operations of the Corporation and the manner in which the decisions and policies of the Board of Directors have been implemented. The Board of Directors may request special reports on operations if it deems it necessary.
- d. The Executive Director is the spokesperson of the Corporation on all operational and business issues.

7.04 Registrar

The Board of Directors may appoint and engage by contract a Registrar for the Corporation. The general duties of the Registrar are:

- a. This position reports directly to the Executive Director and/or the Executive Committee of the Board.
- b. The Registrar is responsible for overseeing the academic requirements and competence as part of managing the regulatory processes of the organization. Other key duties include oversight of the member services that support regulatory maintenance of member submissions and files.
- c. The Registrar, at the request of the Board, may be a participant in the policy development process with respect to regulatory matters and has the opportunity to review and provide meaningful input into regulatory policy development discussions.

SECTION 8 – NOTICES

8.01 Method of Giving Notices

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served), other than notice of a meeting of members or a meeting of the board of directors, pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- d. if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Invalidity of any provisions of this by-law

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

8.03 Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 9 – COMPLAINTS PROCESS

The CPCA maintains two Standing Committees to provide an ethical process of reviewing all complaints in writing.

Administration Channel

The Executive Director and/or Registrar (or delegated representative which may include the function of either) is the administrative channel through which the Complaints and Discipline Committees correspond and carry out their respective functions.

The Executive Director and/or Registrar do not make decisions or determinations involving professional standards matters but advise on required and appropriate procedures and coordinate the hearing process from receipt of a complaint to its final determination. This coordination involves communicating with all of the persons involved in a disciplinary matter, rendering necessary assistance to the parties, providing required forms, and sending and receiving all correspondence and notices. In addition, hearing arrangements and record retention are usually their responsibility.

Review of Complaint

At the first stage, the Complaints Committee is charged with the preliminary evaluation and assessment of whether a complaint should be dismissed because it is not within the jurisdiction of the CPCA, or whether it merits further action.

The Complaints Committee may also conduct an investigation into a complaint.

The Complaints Committee does not hold formal hearings. The Committee may request the Respondent to appear before it. The purpose might be to obtain the Respondent's explanation with respect to the complaint or to facilitate resolution of the complaint.

The Complaints Committee job is to determine if a complaint should be referred to the Discipline Committee for formal adjudication.

If the Complaints Committee refers a matter to the Discipline Committee, the Complaints Committee does not make any final determination with respect to the validity of a complaint, or whether an ethics violation has occurred.

Referral to the Discipline Committee

The Complaints Committee does not have to refer the whole of the complaint to the Discipline Committee. It may be that the complaint falls into two or more parts, some of which should be dismissed

If it has jurisdiction, the Complaints Committee's function is to determine whether a complaint could be construed as a Code violation or other type of unethical conduct if the complaint is taken as true on its face. In other words, is the complaint properly identifiable and supportable as an allegation of unethical conduct or incompetence? Is there sufficient information for the Discipline Committee to consider in determining whether there is unethical conduct or incompetence?

Discipline Committee

Where the matter is referred to the Discipline Committee for a hearing, the Chairperson of the Complaints Committee or the Executive Director shall appoint a person to act as prosecutor on behalf of the Association in presenting the case.

The parties to the hearing are the Association and the Respondent. The person who brought the complaint is not a party to the hearing, but may be a witness.

On referral of a matter by the Complaints Committee, the Discipline Committee has the jurisdiction to conduct a hearing to determine if the Respondent is guilty of conduct as set out in the complaint and to if guilty, to discipline the Respondent.

The Discipline Committee is familiar with the principles of due process and ensures that it is followed in hearings. In addition to ensuring due process in any disciplinary matter, the Discipline Committee serves the important function of disciplining and educating offenders.

The Discipline Committees will hold a hearing, with Notice, and allow the parties to be heard, present evidence and call witnesses.

The Discipline Committee will issue a Decision following the Hearing.

9.01 Complaints Committee

9.01(1) In this Part "complaint" means any complaint, report or allegation in writing and signed by the complainant regarding the conduct, actions, competence, character, fitness, health or ability of a member and a request referred to in subsection (2) and "member" includes former member, and any person whose name is or was entered in any register of the CPCA.

9.01(2) In the absence of a complaint, if the Complaints Committee or the Board has reason to believe that the conduct or actions of a member may constitute professional misconduct, incompetence or incapacity, the Complaints Committee or the Board may request the Complaints Committee to investigate the member.

9.02(1) Upon receiving a complaint the Complaints Committee shall investigate the matter raised by the complaint or in the request.

9.03(1) The Board shall cause an investigation to be carried out by the Complaints Committee of every complaint received, if the complaint in substance alleges that a member

(a) has been guilty of

- (i) professional misconduct;
- (ii) conduct unbecoming a member including any conduct that might adversely affect the standing or good name of the profession or the CPCA;
- (iii) incompetence;
- (iv) conduct demonstrating that the member is unfit or incapable to practice;
- (v) any conduct in breach of the provisions of the Act, by-laws or rules;
- (vi) dishonesty; or
- (vii) any habit rendering the member unfit or incapable of continuing to practice;

(b) is suffering from any ailment or condition rendering the member unfit or incapable of continuing to practice;

9.03(2) All complaints against a member received by the CPCA or the Board shall be delivered forthwith to the chairperson of the Complaints Committee and a copy of the same shall immediately be forwarded to the member once the mandatory forms, as stated in the Standards of Practice, have been signed by the complainant and received by the CPCA.

9.03(3) The Board shall maintain a standing committee known as the Complaints Committee.

9.03(4) The Complaints Committee shall be composed of one or more CPCA members.

9.03(5) The Board shall appoint all of the members of the Complaints Committee, including the chairperson of the Committee.

9.03(6) The Complaints Committee shall

(a) consider and investigate all complaints delivered to it, and

(b) perform such other duties as may be assigned to it by the Board or the bylaws.

9.03(7) The Complaints Committee shall consider all evidence and in this section the term "evidence" includes but is not necessarily limited to documents, information and oral submissions which may be presented to the Committee.

9.03(8) The Complaints Committee may engage such persons it considers necessary including legal counsel to assist it in the consideration and investigation of complaints and shall, subject to the by-laws and rules, determine its own rules of procedure.

9.03(9) The Complaints Committee may, at any time following the receipt of a complaint, attempt to informally resolve a complaint.

9.03(10) Any member against whom a complaint has been made shall be entitled to

(a) prompt notice that a complaint has been received by the Complaints Committee or that the Board or the Complaints Committee has caused an investigation to be commenced by the Complaints Committee and a copy of the complaint;

(b) copies of all reports, documents and evidence presented to the Complaints Committee in writing concerning the complaint, other than privileged documents; and

(c) at least fourteen days' notice of the first meeting of the Complaints Committee called to consider the complaint, which notice shall be accompanied by copies of all reports, documents and evidence in writing concerning the complaint, other than privileged documents, then in the possession of the Committee, and the opportunity after such notice to submit to the Complaints Committee in writing any explanation, evidence, documents or representation the member may wish to make concerning the complaint or investigation.

9.03(11) Where the Complaints Committee has reasonable grounds to believe that a member who is the subject of an investigation is incapacitated, the

Committee may require the member to submit to physical or mental examinations or both by one or more qualified persons selected by the Committee and, subject to subsection (13), may make an order directing the Complaints Committee to suspend the member's membership until the member submits to the examinations.

9.03(12) Where the Committee has reasonable grounds to believe that a member who is the subject of an investigation is incompetent, the Committee may require the member to submit to such examinations as the Committee may require in order to determine whether the member has adequate skill and knowledge to practise counselling and, subject to subsection (16), may make an order directing the Complaints Committee to suspend the member's membership until the member submits to the examinations.

9.03(13) No order shall be made by the Complaints Committee under subsection (11) or (12) with respect to a member unless the member has been given

(a) notice of the intention of the Complaints Committee to make the order, and

(b) at least ten days to make written submissions to the Complaints Committee after receiving the notice.

9.03(14) Any person who conducts an examination under this section shall prepare and sign an examination report containing his or her findings and the facts on which they are based and shall deliver the report to the Committee.

9.03(15) The Complaints Committee shall forthwith deliver a copy of the examination report to the member who is the subject of the investigation.

9.03(16) A report prepared and signed by a person referred to in subsection (14) is admissible as evidence at a hearing without proof of its making or of the person's signature if the party introducing the report gives the other party a copy of the report at least ten days before the hearing

9.03(17) The Complaints Committee, at any time after requiring a member to submit to examinations under this section, may refer the matter of the member's alleged incapacity or incompetence to the Discipline Committee.

9.03(18) A member who fails to submit to an examination under subsection (11) or (12) commits an act of professional misconduct.

9.03(19) After the completion of an investigation of a complaint and after considering the submission of the member and considering or making a reasonable attempt to consider all documents and information it considers relevant to the matter, the Complaints Committee may

- (a) direct that no further action be taken if, in the opinion of the Committee, the complaint is frivolous or vexatious or there is insufficient evidence of professional misconduct, incompetence or incapacity,
- (b) refer allegations of professional misconduct, incompetence or incapacity, to the Discipline Committee,
- (c) caution the member, or
- (d) take such other action as it considers appropriate in the circumstances that is not inconsistent with the Act or the by-laws.

9.03(20) The Complaints Committee shall prepare a summary of its findings and its decision in writing and shall send a copy to the member and the complainant, if any, by registered or certified mail, or by courier.

9.03(21) Nothing in this section requires that examinations ordered under subsections (11) and (12) be carried out before the Complaints Committee acts under subsection (19)

9.04 Discipline Committee

9.04(1) Where the Complaints Committee refers a complaint to the Discipline Committee where the Discipline Committee considers the action necessary to protect the public pending the conduct and completion of proceedings before the Discipline Committee in respect of a member, the Discipline Committee may, subject to subsection (2), make an interim order

- (a) impose specified conditions, limitations and restrictions upon the member's membership, or
- (b) suspend the member's membership.

9.04(2) No order shall be made by the Discipline Committee under subsection (1) unless the member has been given

- (a) notice of the Discipline Committee's intention to make the order, and
- (b) at least ten days to make representations to the Discipline Committee in respect of the matter after receiving the notice.

9.04(3) Where the Discipline Committee takes action under subsection (1), the Discipline Committee shall notify the member of its decision and the reasons for the decision in writing.

9.04(4) An order under subsection (1) continues in force until the matter is disposed of by the Discipline Committee.

9.04(5) If an order is made under subsection (1) by the Discipline Committee in relation to a complaint referred to the Discipline Committee, the Complaints Committee and the Discipline Committee shall act expeditiously in relation to the complaint.

9.05(1) The Board shall maintain a standing committee known as the Discipline Committee.

9.05(2) The Discipline Committee shall be composed of at least 3 CPCA members.

9.05(3) The Board shall appoint all of the members of the Discipline Committee and the chairperson of the Committee.

9.05(4) The Discipline Committee shall conduct its proceedings in accordance with its own rules of procedure and may do all things and engage such persons including legal counsel it deems necessary to provide for the hearing and consideration of any complaint and in no case is the Discipline Committee bound to follow the technical rules of evidence or procedure applicable in judicial proceedings.

9.05(5) The Discipline Committee shall

(a) hold a hearing respecting the allegations of professional misconduct, incompetence or incapacity of a member that have been referred to it by the Complaints Committee;

(b) commence a hearing not later than sixty days after the date on which the last member of the Discipline panel is appointed, unless the parties otherwise agree;

(c) where the Discipline Committee, in its discretion considers it appropriate, attempt to informally mediate and resolve a complaint; and

(d) perform such other duties as may be assigned to it by the Board or the bylaws.

9.05(6) The Discipline Committee shall

(a) where a hearing is conducted, consider the complaint, hear the evidence, ascertain the facts and make a decision with respect to the merits of each complaint as to whether the member is guilty of a matter described in paragraph

9.03(1)(a) or is suffering from an ailment or condition described in paragraph 9.03(1)(b), in such manner as it deems fit;

(b) if the Discipline Committee in its absolute discretion at any time after the receipt of a complaint considers it necessary or advisable, require the member in respect of whom a complaint is made to submit to physical or mental health examinations by such qualified person or persons as the Discipline Committee may designate and if the member fails to submit to any such examination the Discipline Committee may without further notice suspend the member's membership until the member does so;

(c) if the Discipline Committee in its absolute discretion at any time after the receipt of a complaint considers it necessary or advisable, require the member in respect of whom a complaint is made to undergo such clinical or other examinations as the Discipline Committee may designate in order to determine whether the member has adequate skill and knowledge to practise counselling therapy and if the member fails to undergo any such examination the Discipline Committee may without further notice suspend the member's registration and membership until the member does so; and

(d) if the Discipline Committee in its absolute discretion at any time after the receipt of a complaint considers it necessary or advisable, require any member to produce records and documents in the member's possession or custody or under the member's control or in the possession or custody or control of any corporation of which the member is a director, officer or shareholder, and if the member fails to produce such records and documents the Discipline Committee may suspend the member's registration and membership until the member does so, unless the member is prohibited by law from producing such records and documents.

9.05(7) After reviewing all of the evidence presented to it the Discipline Committee may as part of its decision with respect to the merits of any complaint

(a) order that the member's membership be suspended for a specific period of time during which the member's name shall be removed from the register in which the member's name may be entered;

(b) order that the member's membership be suspended for such time and pending the satisfaction and completion of such conditions as may be ordered by the Discipline Committee;

(c) order that the member's membership be revoked and the member's name be removed from the register, in which the member's name may be entered;

(d) where a member's registration is revoked, specify a period of time before which the former member may not apply for reinstatement;

- (e) order that conditions or limitations be imposed on the member's membership and so inform the member's employer, if any;
- (f) issue a reprimand;
- (g) dismiss the complaint;
- (h) impose such fine as the Discipline Committee considers appropriate, not exceeding \$10,000 to be paid by the member to the CPCA for the use of the CPCA and such fine may be recovered by the CPCA by civil action for debt;
- (i) order that the imposition of any penalty be suspended or postponed for such period of time and upon such terms and conditions as the Discipline Committee deems appropriate;
- (j) order that the costs of any investigation, proceeding, hearing or appeal be paid by the member; or
- (k) make such other order as it deems just, including without limitation, an order combining two or more of the orders set out in paragraphs (a) to (k).

9.05(8) Where the Discipline Committee makes an order under subsection (7), the Discipline Committee may, by order, do one or more of the following:

- (a) direct the CPCA to give public notice of any order by the Discipline Committee that the Discipline Committee is not otherwise required to give under these by-laws; or
- (b) direct the CPCA to enter into the records of the CPCA the result of the proceeding before the Discipline Committee and to make the result available to the public.

9.05(9) Notwithstanding any other provision in the by-laws, if at any time a member admits in writing any allegation in a complaint alleging a matter set out in subsection 3(1), and the member waives in writing the right to any other or further hearing or proceedings pursuant to this Part, the Discipline Committee may agree to cancel all hearings or proceedings and may

- (a) agree to accept the member's resignation on such terms and conditions as the Discipline Committee may specify, or (b) make any order, finding or decision.

9.05(10) The Discipline Committee may make an order that the public, in whole or in part, be excluded from a hearing or any part of it if the Discipline Committee is satisfied that

- (a) financial or personal or other matters may be disclosed at the hearing of such a nature that the harm created by disclosure would outweigh the desirability of adhering to the principle that hearings be open to the public,
- (b) a person involved in a criminal proceeding or in a civil suit or proceeding may be prejudiced, or
- (c) the safety of a person may be jeopardized.

9.05(11) Where it thinks fit, the Discipline Committee may make orders it considers necessary to prevent the public disclosure of matters disclosed at a hearing, including orders prohibiting publication or broadcasting of those matters.

9.05(12) Where the Discipline Committee makes an order wholly or partly, because of the desirability of avoiding disclosure of matters in the interest of a person affected, the Discipline Committee

- (a) shall allow the parties, the complainant and their legal and personal representatives to attend the hearing, and
- (b) may allow such other persons as the panel considers appropriate to attend the hearing.

9.06(1) The testimony of witnesses shall be taken under oath or solemn affirmation which any member or counsel to the Discipline Committee is authorized to administer.

9.06(2) No member of a Discipline Committee shall communicate outside the hearing, in relation to the subject matter of the hearing, with a party or the party's representative unless the other party has been given notice of the subject matter of the communication and an opportunity to be present during the communication.

9.06(3) The burden of proof in all proceedings before the Discipline Committee shall be the balance of probabilities.

9.07(1) In all proceedings before the Discipline Committee the member against whom a complaint has been made and the complainant

- (a) may make a written or oral submission to the Discipline Committee before the calling of evidence and after the completion of evidence;
- (b) shall receive a notice to the member against whom the allegations have been made describing the subject matter of the hearing and advise the member that the Discipline Committee may proceed with the hearing in his or her absence;

- (c) may be represented by legal counsel, at their expense,
- (d) shall be entitled to a full right to examine, cross-examine and re-examine witnesses in accordance with the rules of procedure established by the Discipline Committee,
- (e) shall be entitled to receive copies of all documents presented to the Discipline Committee in connection with the complaint unless such documents are privileged by law,
- (f) shall be entitled to at least thirty days' written notice of the date of the first hearing of the Discipline Committee, and
- (g) shall be entitled to receive a copy of the decision, the reasons for the decision and the penalty imposed, if any, in writing.

9.07(2) The Discipline Committee may at any time permit a notice of hearing of allegations against a member to be amended to correct errors or omissions of a minor or clerical nature if it is of the opinion that it is just and equitable to do so and it may make any order it considers necessary to prevent prejudice to the member.

9.08(1) A member who sexually abuses a client commits an act of professional misconduct.

9.08(2) Sexual abuse of a client by a member means

- (a) sexual intercourse or other forms of physical sexual relations between the member and the client,
- (b) touching, of a sexual nature, of the client by the member, or
- (c) behaviour or remarks of a sexual nature by the member towards the client.

9.08(3) For the purposes of subsection (2), "sexual nature" does not include touching, behaviour or remarks of a clinical nature appropriate to the service provided.

SECTION 10 - DISPUTE RESOLUTION

10.01 Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be

resolved in accordance with mediation and/or arbitration as provided in Section 10.02 of this by-law.

10.02 Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties, then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy may be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators from within the CPCA whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.

SECTION 11 - EFFECTIVE DATE

11.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 3 of the Corporation, as enacted by the directors of the Corporation by resolution on the 22nd day of May, 2018 and confirmed by the members of the Corporation by special resolution on the 31st day of May, 2018.

DATED the 31st day of October, 2018.

Rosemary Fromson, National President