

**COLLEGE OF LICENSED COUNSELLING
THERAPISTS OF NEW BRUNSWICK**

BY-LAWS

Effective October 17, 2020

BY-LAWS
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COLLEGE OF LICENSED COUNSELLING THERAPISTS OF NEW BRUNSWICK

BY-LAWS

DEFINITIONS

In these by-laws and in any rules made by the Board unless the context otherwise requires:

“Act” means the Licensed Counselling Therapy Act;

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

“College” means the College of Licensed Counselling Therapists of New Brunswick amalgamated and continued under the Act;

“director” means, subject to sections 58 and 59 of the Act, a voting member on the Board which includes the President, President-Elect, Past President, Secretary-Treasurer, directors appointed under subsection 4(3) of the Act and directors elected at large;

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

“licensed counselling therapist” means a person whose name is entered in the register kept under paragraph 10(1)(a) of the Act and who has received a licence under the Act;

“member” means a licensed counselling therapist and any person whose name is entered in the register or in a roster established and maintained pursuant to the Act, the by-laws and rules;

“officer” means a member who holds the office of President, President-Elect, Past President, Secretary-Treasurer, Registrar, and if appointed by the Board, Executive Director;

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

“professional misconduct” includes the acts or omissions specified in the Act or in the by-laws;

“register” means the register kept pursuant to paragraph 10(1)(a) of the Act;

“Registrar” means the person holding the office of Registrar under subsection 9(1) of the Act;

“registration” means the entry of the name of a person in a register;

“rosters” means the rosters kept pursuant to paragraph 10(1)(e) of the Act;

“rule” means a rule made by the Board pursuant to section 6 of the Act;

“temporary register” means the register kept pursuant to paragraph 10(1)(b) of the Act;

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

Any words used in these by-laws or in the rules which are defined in the Act shall have the meaning set out in the Act.

BY-LAW NO. 1

HEAD OFFICE AND FISCAL YEAR

- 1.01** The head office of the College shall be at such place as may be determined by the Board from time to time by rule. All notifications, notices, correspondence and any other directions shall be made to the College or the Board at the head office.
- 1.02** The fiscal year of the College shall terminate on April 30th each year, which date may be changed from time to time by resolution of the Board.

BY-LAW NO. 2

SEAL

- 2.01** The corporate seal of the College shall be in such form as the Board may approve from time to time.

BY-LAW NO. 3

OFFICERS

- 3.01** The officers of the College shall be the President, President-Elect, Past President, Secretary-Treasurer, Registrar, and if appointed by the Board under section 4.07 of the by-laws an Executive Director.
- 3.02** The President-Elect and the Secretary-Treasurer shall be elected every two (2) years, at the annual meeting of the College.
- 3.03** The Registrar shall be appointed by the Board, shall be a licensed counselling therapist, shall not be a member of the Board, shall be bilingual and shall hold office during the pleasure of the Board.
- 3.04** The Past President shall serve as an officer during the period in which his or her successor remains in office.
- 3.05** If any vacancy in any of the offices of the College shall occur for any reason, the Board shall fill such vacancy and such person shall hold office until his or her successor is elected or appointed.
- 3.06** Upon termination of office, all officers of the College shall promptly surrender all books, seals, monies, and other property of the College to his or her successor or to any officer of the College, no later than thirty (30) days after his or her term of office has expired.

BY-LAW NO. 4
DUTIES OF OFFICERS

4.01 President

The President shall,

- (a) be the Chief Executive Officer of the College,
- (b) preside at all meetings of the College and Board,
- (c) supervise the affairs of the College,
- (d) prepare the agendas of general and Board meetings,
- (e) establish dates of meetings,
- (f) answer correspondence of the College when required,
- (g) act as a signing officer,
- (h) be an ex officio member of all committees,
- (i) have a second casting vote in the event of a tie at any meeting at which he or she presides, and
- (j) perform such other duties as may be delegated to him or her under the by-laws or rules, or by the Board for the efficient management of the College.

4.02 President-Elect

The President-Elect shall,

- (a) assume the duties of the President in his or her absence or inability to act,
- (b) act as a signing officer,
- (c) be an ex officio member of all committees,
- (d) assume the office and carry out the duties of the President upon the expiry of the term of office of his or her predecessor as President, and
- (e) perform such other duties as may be delegated to him or her under the by-laws or rules, or by the Board for the efficient management of the College.

4.03 Secretary-Treasurer

The Secretary-Treasurer shall,

- (a) arrange for the maintenance of all records of the College,
- (b) arrange for the taking and maintaining of minutes of all general and Board meetings,
- (c) collect and disburse the funds of the College with the approval of the Board,
- (d) present a report and the Annual Financial Statements at the annual meeting,
- (e) prepare and administer the College Budget,
- (f) act as a signing officer, and
- (g) perform such other duties as may be delegated to him or her under the by-laws or rules, or by the Board for the efficient management of the College.

4.04 Past President

The Past President shall,

- (a) serve as a consultant and advisor to the Board,
- (b) act as a signing officer, and
- (c) perform such other duties as may be delegated to him or her by the President, under the by-laws or rules, or the Board for the efficient management of the College.

4.05 Registrar

The Registrar shall,

- (a) issue a licence to registered members and a certificate or written notification of membership to all other members upon admission to membership and from time to time and in such form or forms as the Board may approve by resolution, to such persons who have met the requirements of the Act, by-laws and rules and have paid all required fees,
- (b) issue annually a renewal of licence and certificate of membership in such form or forms as the Board may approve by resolution, to such persons who have met the requirements of the Act, by-laws and rules and have paid all required fees,
- (c) accurately keep or cause to be kept all registers and rosters of the College and shall record or cause to be recorded all information required to be kept in such registers and rosters,
- (d) perform all duties and exercise all powers assigned to the Registrar in the Act, by-laws and rules, and perform such other duties and exercise such other powers as may be directed from time to time by the Board,

- (e) act as a signing officer, and
- (f) deliver to his or her successor in office all books, papers and other property of the College and Board.

4.06 All licences, certificates of registration and membership and all renewals of licences, registration or membership, in such forms as the Board may approve, shall be and remain the property of the College and shall be returned to the College immediately upon demand by the Registrar.

4.07 The Board may appoint an Executive Director who shall not be a member of the Board to carry out such duties as the Board may direct from time to time for the efficient management of the College and to be responsible for the business affairs of the College not otherwise committed to the Board or the officers. The Registrar shall carry out all the duties of the Executive Director until such time as a person is appointed to a separate Executive Director position by the Board.

BY-LAW NO. 5

PAYMENT OF EXPENSES OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS

5.01 The reasonable out-of-pocket expenses of officers, directors and persons acting on committees of the College, incurred while carrying out duties and business on behalf of the College, shall be paid by the College subject to such rules as may be prescribed by the Board from time to time.

5.02 The Board may by resolution approve the payment of a per diem allowance to the members of the Complaints, Fitness to Practise and Discipline Committees who are not members of the College.

5.03 The Board may by resolution approve the payment of an allowance for wage maintenance for directors and members of the Complaints, Discipline and Fitness to Practise Committees if wages are lost by such persons in order to attend to their duties on behalf of the College.

BY-LAW NO. 6

MEETINGS

6.01 Annual

The annual meeting of the College shall be held each year on such date and at such place as the Board may determine.

6.02 Special

Special meetings of the College shall be convened by order of the President or on written demand signed by forty (40) percent of the registered members at such time and place as may be determined by the President and in no case later than ninety (90) days following receipt of such written demand by the President.

6.03 Board

- (a) Meetings of the Board shall be held at least four (4) times yearly at any time or place determined by the President.
- (b) Additional meetings of the Board shall be determined by the President, and shall be held on the written request of four directors, at a time and place determined by the President, and in no case later than thirty (30) days following receipt of such written request by the President.
- (c) The Registrar of the College shall be permitted to attend meetings of the Board as an observer.

6.04 Notice of Annual, General and Special Meetings of the College

- (a) Notice of annual, general or special meetings of the College shall be mailed, forwarded by facsimile or electronic transmission, or delivered to each member of the College at his or her last known address, or electronic or facsimile address, at least thirty (30) days before the holding of the meeting and the notice shall designate the time and place of such meeting.
- (b) In the case of a special meeting of the College, such notice shall specify the nature of the proposed business to be transacted and no other business shall be transacted at such meeting or any adjournment thereof.

6.05 Notice of Board Meetings

- (a) Notice of the time and place of Board meetings shall be given to each Board Member, by the same methods as notice of annual, general or special meetings is given, not less than ten (10) days before the date of such meeting.
- (b) Notwithstanding the foregoing, a meeting of the Board may be held at any time or place without formal notice if all Board of Directors are present or have waived notice of the meeting.
- (c) Notwithstanding the foregoing, a meeting of the Board shall be held each year following the annual meeting.

6.06 Quorum – College, Board, Committees

The Quorum for meetings shall be in the case of,

- (a) the College – ten (10) percent of the registered members,
- (b) the Board – a majority of the directors, provided that at least two (2) of the President, Past President, President-Elect and Secretary-Treasurer shall be present, and

- (c) Committees – unless otherwise provided, a majority of the members of the Committee.

6.07 Voting

- (a) Unless otherwise provided by the Act, by-laws or rules, voting on any question at any meeting of the College, the Board or any committee shall be determined by the majority of votes cast on such question.
- (b) Subject to paragraph 6.07(c), voting at all meetings of the College shall be by show of hands unless twenty (20) active registered members present in person request a secret ballot in which case the President shall appoint three (3) scrutineers for the purpose of taking the secret ballot.
- (c) Voting for the election of officers shall be by secret ballot in accordance with the provisions of section 6.09 and such rules which may be made by the Board.
- (d) Voting rights at members meetings shall be one vote per registered member.
- (e) A member may, by means of a written proxy in a form of proxy approved by the Board, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy, whether relating to specific or non-specific business items. A proxy holder must be a registered member of the College. No one member will be allowed to carry more than five proxy votes. All proxies must be originals and be received by the College at least twenty-four (24) hours before the meeting specified in the proxy.
- (f) In the event of a tie vote, the President shall have a second casting vote.

6.08 Procedure

- (a) Subject to the by-laws and rules, the procedure at meetings of the College and the Board shall be governed by the latest edition of Robert's Rules of Order.
- (b) If within an hour of the time appointed for the annual or a general or special meeting of the College a quorum is not present, the President shall, in the case of an annual meeting, call another meeting for such time and place and subject to such notice requirements as he or she shall determine and, in the case of a special or general meeting, the meeting shall be dissolved.
- (c) At any meeting at the discretion of the President the rules of order may be suspended to facilitate discussion.

6.09 Elections

- (a) Only registered members shall be eligible to stand for office or to vote at a meeting of members.

- (b) The election of the President-Elect and the Secretary-Treasurer every two (2) years shall be held at the annual meeting of the College by a secret ballot of registered members present in person or represented by proxy issued in accordance with the by-laws and rules. A majority vote of the ballots cast by registered members shall be sufficient to elect.
- (c) Each nominee shall consent, either verbally or in writing, to the President to allow his or her name to stand on a ballot.
- (d) The President will announce the election results.

BY-LAW NO. 7

EXECUTION OF DOCUMENTS AND ACCOUNTING

- 7.01** Contracts, documents or other instruments in writing requiring execution by the College may be signed by any two (2) of the President, President-Elect, Registrar, Past President and Secretary-Treasurer, or by any one of the foregoing and another director, and the corporate seal may be affixed thereto, and all contracts, documents and instruments in writing so signed shall be binding upon the College without further authorization or formality. The Board shall have power from time to time by resolution to appoint any officer or officers on behalf of the College either to sign contracts, documents, cheques and instruments in writing generally or to sign specific contracts, documents, cheques or instruments in writing.
- 7.02** Cheques, e-transfers and other financial instruments may be signed by such officers, directors and employees of the College as may be determined by resolution of the Board from time to time.
- 7.03** The accountant of the College shall be appointed annually by the Board and shall be a Chartered Professional Accountant.
- 7.04** The Board shall cause to be kept proper records and accounts of all transactions of the College.
- 7.05** A copy of the Annual Financial Statements, approved by the Board and prepared by the College's accountant, shall be available to each member at the annual meeting.

BY-LAW NO. 8

FEEES

- 8.01** The Board may from time to time determine all fees, dues and assessments for all matters including annual and other fees for all categories of membership, initial admission, licence or registration fees, late filing fees, unauthorized practice fees, examination fees and administrative fees of any kind payable by any category of membership or person by an ordinary resolution of the Board.
- 8.02** All annual fees for the next membership year are due on May 1st in each year and the Registrar shall send an overdue notice to any member failing to pay his or her fees by that date.

- 8.03** On or before the 1st day of April in each year the Registrar shall send, by mail, facsimile or electronic communication or otherwise, to each person liable to pay an annual fee, a notice with respect to such fees.
- 8.04** If the membership, licence or registration fees and a completed renewal application in such form as may be prescribed by the rules are not received by May 1st in any year, the Registrar shall not consider any renewal application until such time as the applicant has paid such late filing fees as may be set by the Board from time to time.
- 8.05** If a member has not filed the required renewal application together with the applicable annual fee by May 1st in any year:
- (a) the name of the member shall be struck from the applicable register or roster,
 - (b) in the case of registered or temporary members the Registrar shall forthwith send a notice to the member's employer, if known, that the member is no longer entitled to practise as a licensed counselling therapist or to hold himself or herself out as such, and
 - (c) the member shall enjoy none of the rights and privileges of a member,

until the conditions of section 8.04, subsections 14.09(b) and (c) and any other requirements for readmission set out in the rules have been met.

BY-LAW NO. 9

BOARD

- 9.01**
- (a) Subject to sections 58 and 59 of the Act, the Board shall be composed of:
 - (i) the President;
 - (ii) the President-Elect;
 - (iii) the Past President;
 - (iv) the Secretary-Treasurer;
 - (v) one director who shall not be a member of the College, appointed by the Board in accordance with the provisions of the Act; and
 - (vi) three (3) directors at large elected at an annual meeting.
 - (b) The term of office for the director mentioned in subparagraph 9.01(a)(v) shall be two (2) years with a maximum of two (2) additional terms, provided that if the term of office of a director appointed by the Board is due to expire and a successor has not yet been appointed, the Board may by resolution extend the term of the incumbent director for a period of up to one (1) year until a successor is appointed.

- (c) The term of office for the directors mentioned in 9.01(a)(vi) shall be two (2) years and the Board by resolution may establish staggered terms for such directors.
- (d) The method of nominating directors and officers and the method of holding and conducting elections of directors and officers shall be as set out in the rules from time to time, and in the absence of such rules, in accordance with the latest edition of Robert's Rules of Order.

9.02 Subject to subsection 9.01(b) and section 9.04, the term of office of all members of the Board shall commence and be effective immediately following the meeting at which he or she is elected.

9.03 The office of director shall become vacant:

- (a) if the director ceases to reside in New Brunswick;
- (b) if the director becomes bankrupt under the provisions of the *Bankruptcy and Insolvency Act*;
- (c) if an order is made declaring the director to be mentally incompetent or incapable of managing his or her affairs;
- (d) if a director is convicted of a criminal offence by indictment;
- (e) upon receipt by the Secretary-Treasurer of the written resignation of the director effective on the date specified in the resignation; or
- (f) upon removal of a director under subsection 9.04(c) or section 9.07.

9.04

- (a) If any vacancy on the Board occurs, the Board may fill such vacancy.
- (b) Any person appointed to fill a vacancy shall hold office until his or her successor is elected and commences his or her term of office.
- (c) If any director fails to attend three (3) consecutive meetings of the Board without valid cause after being duly advised of the holding of such meetings, the Board may declare his or her position to be vacant and may appoint another person to fill the vacancy so created.

9.05

- (a) Pursuant to section 6 of the Act, the Board may by resolution make, amend or repeal rules regulating any aspect, subject or matter of the business and affairs of the College and the practice of licensed counselling therapy as may be governed by by-law, including such subjects or matters described in paragraphs 5(1)(a) to (t) inclusive of the Act and any such rule shall be valid, binding and effective from the date of the resolution of the Board until amended or repealed by an ordinary resolution at an annual meeting or at a special meeting of the College called for the purpose of considering the same.

- (b) No motion for the repeal or amendment of a rule at the instance of a member pursuant to the Act shall be considered at an annual, special or other meeting of the College unless a Notice of Motion in writing signed by the proponent of the motion and setting out the exact wording of the proposed motion has been given to the College not later than ninety (90) days prior to the date of the meeting at which the motion is to be considered. Such Notice of Motion shall be forwarded to the members by the College at least twenty-five (25) days prior to the meeting at which it is to be considered.

9.06 The Board and any committee of the Board or the College may conduct meetings by telephone or other communication facilities provided that a notice of meeting by telephone or other communication facilities has been given not less than three (3) days before the date of such meeting or such notice has been waived. The minutes of any action, decision, order or determination taken or made by a meeting held by telephone or other communication facilities shall be made part of the minutes of the Board or committee, as the case may be.

9.07 Any director may be removed either with or without cause at any meeting of the Board by a resolution passed by a two thirds of the votes cast in respect of such removal resolution, provided that such director has been given ten (10) days notice of his or her pending removal and has been given the opportunity to address the Board at the meeting at which the removal resolution is to be considered. At the same meeting another qualified person may be appointed in the place of the director who has been removed. The person so elected shall hold office during such time only as the director in whose place he or she was elected would have held the office if he or she had not been removed.

9.08 Every director, committee member, agent or officer of the College and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the College, from and against;

- (a) all costs, charges and expenses whatsoever which such director, committee member, agent or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, for or in respect of any act, deed, matters or things whatsoever made, done or permitted by him or her, in or about the execution of the duties of his or her office; and
- (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

BY-LAW NO. 10

COMMITTEES

10.01 The College shall maintain the following standing committees:

- (a) Complaints,
- (b) Discipline,

- (c) Fitness to Practise,
- (d) Registration Committee,
- (e) Translation Committee.

- 10.02** The Chairpersons of the Complaints, Discipline and Fitness to Practise Committees and the members thereof shall be appointed by the Board in accordance with the provisions of the Act and by-laws with respect to each such committee. The Chairpersons and members of all other committees shall be appointed by the Board.
- 10.03** The Board shall establish, maintain and appoint such other committees as it from time to time deems necessary or expedient.
- 10.04** Unless otherwise expressly provided, the Board may fill any vacancy on any committee and any person appointed to fill such a vacancy shall hold office until his or her successor is appointed.
- 10.05** Except as otherwise expressly provided, the Board may from time to time appoint an additional member or members to any committee.
- 10.06** The Board may make rules respecting the duties, conduct and proceedings of committees.

BY-LAW NO. 11

COMPLAINTS

Complaints Committee

- 11.01** The Complaints Committee shall be composed of a minimum of three (3) registered members and at least one (1) person who is not a member of the College appointed by the Board to represent the public. None of the members of the Committee shall be a director or a member of the Discipline Committee or the Fitness to Practise Committee.
- 11.02**
- (a) The Board shall appoint the members of the Complaints Committee including the Chairperson and Vice-Chairperson for terms of three (3) years and may establish staggered terms.
 - (b) The registered members of the Complaints Committee shall have at least two (2) years work experience in his or her respective field.
 - (c) In the event of a vacancy for any reason, or an inability of a committee member to participate at any time, the Board shall fill such vacancy forthwith for an ad hoc term or for a new three (3) year term as the case may be.
- 11.03** If the Registrar has not dismissed the complaint under subsection 34(3) of the Act, upon receiving a complaint, the Chairperson of the Complaints Committee shall:
- (a) appoint a panel of three (3) members of the Committee to consider and investigate the complaint. Each panel shall consist of the Chairperson or the

Vice-Chairperson, one (1) registered member and one (1) person who is not a member of the College.

- (b) cause the Registrar or a person designated by the Registrar to:
 - (i) notify the member in writing that a complaint has been received by the Committee and that an investigation is being conducted;
 - (ii) forward a copy of the complaint to the member against whom the complaint is made and request that the member state his or her language preference;
 - (iii) notify the member's employer, if known, that a complaint has been lodged against the member;
 - (iv) cause such preliminary investigation by the Registrar or a registered member named by the Chairperson, request and obtain such information as he or she considers necessary for the purposes of the Committee and prepare and forward to the Committee and the member against whom the complaint is made such documents that are to be provided to the Committee;
 - (v) upon completion of the foregoing, call a meeting of the Complaints Committee and notify the member of the date of the first meeting of the Complaints Committee in accordance with the provisions of subsection 34(15)(c) of the Act; and
 - (vi) provide the member with copies of all reports, documents and evidence presented to the Committee in writing, other than privileged documents.

11.04 After the Complaints Committee has made a determination under subsection 34(25) of the Act, the Committee shall forward to the Board, the member against whom the complaint has been made, the complainant and the member's employer a summary of its findings and decision, signed by the members of the Committee concurring therein.

11.05 If the Complaints Committee has under subsection 34(25) of the Act referred a complaint to the Discipline Committee or Fitness to Practise Committee in respect of allegations of professional misconduct, incompetence or incapacity, it shall submit all evidence and documents received by it together with the summary described in section 11.04 to the Discipline Committee or Fitness to Practise Committee as the case may be.

BY-LAW NO. 12

DISCIPLINE AND FITNESS TO PRACTISE

Discipline and Fitness to Practise Committees

12.01 The Discipline Committee and the Fitness to Practise Committee (hereinafter referred to as a "Committee") shall each be composed of:

- (a) at least three (3) registered members;
- (b) at least one (1) person who is not a member of the College;

and none of whom shall be a member of the Board.

- 12.02**
- (a) The Board shall appoint the members of the Committee, including the Chairperson and the Vice-Chairperson, for terms of three (3) years provided that two (2) members of the first Committee may be appointed for initial terms of two (2) years and the Board may establish staggered terms.
 - (b) In the event of any vacancy for any reason on the Committee, the Board shall fill such vacancy forthwith for the unexpired term of the vacated member.
 - (c) Each of the registered members who are members of the Committee shall have at least two (2) years work experience in their respective fields.

12.03 Upon receiving a complaint from the Complaints Committee, the Chairperson of the Committee shall:

- (a) appoint a panel of three (3) members of the Committee to consider the complaint. Each panel shall consist of the Chairperson or the Vice-Chairperson, a committee member mentioned in 12.01(b) and one (1) other member of the Committee;
- (b) cause the Registrar to:
 - (i) notify the member in writing that a complaint has been received by the Committee and the member's rights under 38(1) of the Act;
 - (ii) forward a copy of the complaint and all other material received from the Complaints Committee to the member and request the member to state his or her language preference;
 - (iii) request and obtain from any person such information, documents, evidence and things as he or she considers necessary for the purposes of the Committee and prepare and deliver to the Committee such information, documents, evidence and things;
 - (iv) upon completion of such preliminary matters deemed necessary by the Registrar, set a date for the first hearing of the Committee; and
 - (v) provide the member with fourteen (14) days written notice of the said hearing date in accordance with the provisions of paragraph 38(1)(g) of the Act.

12.04 When the Committee has made a determination, decision or order pursuant to subsection 36(13) of the Act, the Committee shall forward to the Board, the member against whom the complaint was made, the complainant and the member's employer a copy of the decision, the reasons for the decision and the penalty imposed, if any, and a statement of the rights of the parties to

appeal the decision to the Court.

12.05 Each panel of the Committee shall constitute a quorum and shall act for, carry out and exercise all the duties and powers of the Committee.

- 12.06**
- (a) Both the complainant and the member against whom a complaint is made have the right to be represented at any hearing by legal counsel, at their own expense.
 - (b) The Committee shall ensure the oral evidence presented at the hearing is recorded and the provisions of subsection 38(1) of the Act are complied with.
 - (c) It is the duty of the member against whom a complaint is made to appear at all hearings, but in the event of non-attendance, the Committee upon proof of mailing or service of notice of such hearing, may proceed in the same way as though the member were in attendance.

12.07 When the Committee has made a determination, decision or order pursuant to subsection 36(13) of the Act, or a decision respecting an application under subsection 12.08 hereof, the Committee shall notify any persons, including the public generally, as required by the Act and as it deems expedient or necessary, of its determination, decision or order in such manner and form as it deems expedient.

12.08 Applications for Reinstatement or Alteration of Sanctions

- (a) A panel of the Committee shall consider all applications for reinstatement of registration, membership or right to practise after revocation or suspension and all applications for removal or alteration of conditions, restrictions or limitations imposed on a member's licence, registration, membership or right to practise (hereinafter collectively referred to as "sanctions") and shall make such investigations and conduct such hearings it deems necessary for the consideration of such applications.
- (b) A panel of the Committee appointed to consider an application under 12.08(a) shall be appointed in the manner set out in subsection 12.03(a) with such modifications as are necessary to ensure no member of the panel appointed to consider the application has participated in the previous decision which is the subject of the application under 12.08(a).
- (c) The Committee shall determine its own rules of procedure with respect to applications under 12.08(a).

- 12.09**
- (a) The Committee shall not consider any application made under 12.08 unless:
 - (i) the application is in writing and is signed by the applicant;
 - (ii) the application sets out the grounds of the application, the remedy or order sought and the remedial measures taken by the applicant;

- (iii) the applicant has paid all fees determined by the Board by resolution from time to time; and
 - (iv) the applicant has complied with any requirements set out in the rules with respect to such applications.
- (b) The Committee may:
- (i) dismiss an application made under section 12.08 or may make such decision, order or determination as it deems appropriate;
 - (ii) specify a period of time before which the member may not apply again under 12.08, and where the Committee does not specify a time, no application under 12.08 may be made within twelve (12) months from the date on which sanctions were imposed or within twelve (12) months from the date of the determination of any previous application under 12.08(a).
- (c) When the Committee has made a decision, order or determination with respect to an application under section 12.08 it shall forward to the Board, the applicant and such other persons as the Committee deems appropriate, a copy of its decision, order or determination signed by the members of the Committee concurring therein.

BY-LAW NO. 13

PROFESSIONAL ETHICS AND STANDARDS OF PRACTICE

- 13.01** The Code of Ethics of the Canadian Counselling and Psychotherapy Association is hereby adopted as the Code of Ethics of the College, is incorporated herein by reference as by-laws and hereafter is referred to as the College's Code of Ethics.
- 13.02** In the case of conflict between the Code of Ethics and the other provisions of the by-laws, the other provisions of the by-laws shall have precedence.
- 13.03** No member shall act or practise or permit anything to be done on his or her behalf contrary to the Code of Ethics.
- 13.04** When any member
- (a) fails to do anything required by the Code of Ethics;
 - (b) does anything or permit anything to be done which is not permitted by the Code of Ethics; or
 - (c) breaches any provision of the Code of Ethics; or any combination thereof;

the Registrar may upon becoming aware of such conduct complete, sign and deliver a complaint with respect to the member to the Complaints Committee.

13.05 The latest edition of the Standards of Practice of the Canadian Counselling and Psychotherapy Association are hereby adopted as guidelines for the conduct of members for the practice of counselling therapy.

BY-LAW NO. 14

REGISTRATION AND MEMBERSHIP

14.01 Categories of Membership

There shall be the following six (6) categories of membership in the College:

- (a) registered members,
- (b) temporary registered members,
- (c) inactive members,
- (d) honorary members,
- (e) student members,
- (f) associate members.

14.02 Registered Members

- (a) Registered members shall be those persons whose names are entered in the register, who complied with the requirements of the by-laws and rules, have paid all required fees and have provided such information and filed such completed forms as required by the Board from time to time;
- (b) Registered members shall be entitled, subject to the by-laws and rules:
 - (i) to receive notice of, attend and participate in meetings of the College and to receive copies of any regular bulletins or publications issued by the College;
 - (ii) upon election or appointment, to hold office and to nominate persons to hold office in the College;
 - (iii) upon election or appointment, serve on committees of the College;
 - (iv) to the right to vote, and
 - (v) to full membership rights;
- (c) Registered membership shall be renewed annually in accordance with the by-laws and the rules and applicants for renewal of registration shall file with the Registrar a completed renewal application in such form as the Board may approve from

time to time and provide such additional information as the Registrar may reasonably require.

- (d) All new applicants for registered membership shall provide all information as set out in the rules and required in such forms, as are approved by the Board from time to time, and shall comply with such requirements as may be prescribed and shall:
 - (i) submit proof of graduation from an approved counselling education program or an equivalent program, as approved by the Board;
 - (ii) submit a completed application for registration in the form approved by the Board;
 - (iii) submit proof of successful completion of the examinations and such other requirements as may be set out in the rules; and
 - (iv) pay all required application, registration and admission fees.
- (e) Inactive members must complete a re-entry training program, or submit proof of compliance with the standards of the College's continuing competency program, as set forth in the rules, upon application for registration.
- (f) All applicants for registration or renewal of registration shall provide proof of compliance with the rules respecting the maintenance of professional liability insurance.

14.03 Temporary Members

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

14.04 Inactive Members

- (a) Inactive members shall be those persons who are former members or are persons eligible for membership in the College, whose names are entered in the inactive

members roster, who have complied with the requirements, limitations and conditions set out in the by-laws and rules, and have paid all required fees.

- (b) Inactive members shall be entitled;
 - (i) to receive notice of and attend meetings of the College and to receive copies of any regular bulletins or publications issued by the College; and
 - (ii) to serve, upon appointment, on committees of the College in accordance with the by-laws and rules.
- (c) Inactive members shall have no voting or other rights at meetings of the College except as otherwise provided herein and shall not be eligible for nomination to any office of the College.
- (d) Inactive membership shall be renewed annually in accordance with the by-laws and the rules.
- (e) Inactive members must participate in and complete the continuing competency program requirements and such other conditions as are set out in the rules, including such knowledge and skills review as may be prescribed, in order to be eligible to obtain active registered membership.

14.05 Honorary Members

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

14.06 Student Members

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

- (d) Student Members who are completing an approved counselling education program may use the title “Student Member” and the abbreviation “STU” (*ÉTUD.*), or such other titles or designations as may be set out in the rules from time to time, as part of the student’s participation in the program but not otherwise.

14.07 Associate Members

- (a) Associate Members shall be those persons other than active, student, temporary, inactive, honorary, or retired members, who support the aims of the College and wish to participate in the promotion of the profession, whose application for Associate Membership has been approved by the Board and has paid all prescribed fees. [October 17, 2020]
- (b) Associate Members shall be entitled to the rights of inactive members.

14.08 Registration Qualifications

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

14.09 Resignation and Readmission

- (a) A member may resign in good standing by a resignation submitted in writing to the College provided that all indebtedness of the member to the College has been paid in full. A member whose resignation is received by June 1st in any year shall not be liable for the annual fees or late filing fees with respect to amounts due in respect of that year.
- (b) A former member who has resigned and who is not indebted to the College may apply for readmission to membership in accordance with the rules provided that a former member who applies for readmission within twelve (12) months of

resignation shall pay all fees, including late filing fees, that would have been due for the preceding year if the member had not resigned.

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

14.10 Designations

Under subsection 13(1) of the Act, the following titles, designations and initials may be used by registered members and those persons whose names are entered in the temporary register:

- (a) licensed counselling therapist (*conseiller thérapeute agréé, conseillère thérapeute agréée*);
- (b) registered counselling therapist (*conseiller thérapeute immatriculé, conseillère thérapeute immatriculée*);
- (c) LCT (*CTA*);
- (d) licensed career counsellor (*conseiller en orientation agréé, conseillère en orientation agréée*), if qualified as a career counsellor in accordance with the rules or as determined by the Registration Committee;
- (e) LCC (*COA*), if qualified as a career counsellor in accordance with the rules or as determined by the Registration Committee;
- (f) STU (*ÉTUD.*), if a student member of the College.

BY-LAW NO. 15

PROFESSIONAL CORPORATIONS

Professional Corporations Register

- 15.01** (a) The Registrar shall maintain a professional corporations register containing the following information:
 - (i) the name of each professional corporation that is or was at any time permitted to carry on the practice of counselling therapy under the Act, by-laws and rules;
 - (ii) the registration number given by the Registrar to each such professional corporation;
 - (iii) a note of the status of each professional corporation including a reference to any conditions, limitations and restrictions that may apply to that professional corporation;

- (iv) the date of issuance and the expiry date of the licence issued to each professional corporation;
 - (v) the mailing address and address for service in New Brunswick of the professional corporation;
 - (vi) such further particulars as may be directed by the Board from time to time.
- (b) The Registrar shall maintain in such convenient form as the Board may approve all the information regarding each applicant for entry in the professional corporations register and every professional corporation licensed to carry on the practice of counselling therapy that is submitted in compliance with the Act, the rules or these by-laws.
- (c) For the purposes of the Act, the records maintained by the Registrar, pursuant to paragraph 15.01(a) above, with the exception of the information relating to corporations no longer entitled to carry on the practice of counselling therapy, shall be deemed to be the professional corporations register.

Application for Registration

- 15.02**
- (a) Any corporation wishing to be entered on the professional corporations register shall submit:
 - (i) a completed application in Form A together with the documents referred to in Form A; and
 - (ii) the required registration fee.
 - (b) The Registrar shall enter the applicant corporation in the professional corporations register if satisfied that the requirements of the Act, the rules and the by-laws have been met or notify the applicant corporation as to what pre-requisites have not been met.
 - (c) Upon registration, the Registrar shall issue to the professional corporation a licence under the Act in such form as the Board may approve by resolution.
 - (d) Subject to subsection (g), no application for entry in the professional corporations register or for a renewal licence shall be accepted if any of the shares of the applicant corporation are legally or beneficially owned by a person other than,
 - (i) a member of the College,
 - (ii) a member of the immediate family of a member of the College, which means a spouse, child or parent of a member,
 - (iii) a trust, all of the beneficiaries of which are persons described in (i) or (ii) above, or

- (iv) a body corporate, all of the issued shares of which are legally or beneficially owned by persons described in (i), (ii) or (iii) above.
- (e) All of the directors of the professional corporation shall be members.
- (f) All persons who practise as licensed counselling therapists by, through or in the name of the professional corporation shall be registered members.
- (g) The Board may permit the shares of the professional corporation to be vested in:
 - (i) an executor, administrator, the estate of a shareholder, for the limited purposes of permitting the executor or administrator to discharge his or her duties in relation to the administration of the estate; or
 - (ii) a trustee in bankruptcy, for the limited purpose of permitting the trustee to discharge his or her duties as trustee in bankruptcy of a shareholder or the professional corporation;provided the Act and the other provisions of the by-laws are complied with.
- (h) No person or corporation shall carry on, purport to carry on or advertise the carrying on the practice of licensed counselling therapy by, through or in the name of a corporation or professional corporation unless registered as a professional corporation under the Act and by-laws.
- (i) Registration in the professional corporations register is mandatory for all professional corporations practising licensed counselling therapy.

Information Returns and Renewal of Licence

- 15.03**
- (a) Every professional corporation shall provide the Registrar with a duplicate of all forms filed regarding the corporation:
 - (i) under the *Business Corporations Act* or under the *Partnerships and Business Names Registration Act* of New Brunswick; and
 - (ii) if incorporated in a jurisdiction other than New Brunswick, under the applicable corporate filing legislation in the other jurisdiction;within ten 10 days of such filing.
 - (b) On or before the 1st day of April in each year, the Registrar shall send to each professional corporation a notice in Form B respecting renewal of its licence.
 - (c) Every professional corporation that wishes to have its licence renewed shall furnish to the Registrar on or before May 1st in the year a completed Renewal Application in Form C together with the required renewal fee.

- (d) The Registrar shall issue to the professional corporation a renewal licence if the corporation has duly complied with paragraph 15.03(c) and if the Registrar is satisfied that the requirements of the Act, the rules and the by-laws have been met.
- (e) The Registrar shall note in the professional corporations register the new expiry date for renewal licences that have been issued pursuant to paragraph 15.03(d).
- (f) The Registrar shall promptly notify any corporation upon expiry of its licence of the fact that it is no longer entered in the professional corporations register and no longer entitled to carry on the practice of licensed counselling therapy.
- (g) Each professional corporation shall forthwith notify the Registrar in writing of the occurrence of any of the following events:
 - (i) a change in the legal or beneficial ownership of shares;
 - (ii) a change in the voting rights of any shares;
 - (iii) the existence of any agreement affecting the voting rights of any shareholder; and
 - (iv) the death of a shareholder, director, officer or employee who was a member.
- (h) Whether or not a professional corporation has sent to the Registrar the duplicate forms referred to in paragraph 15.03(a), the professional corporation shall notify the Registrar of any changes in the information provided in its application (Form A) or its last Renewal Application (Form C) within ten (10) days of such changes.

Member Representing Corporation

- 15.04**
- (a) Each professional corporation shall appoint a member as its representative to whom all communications regarding the professional corporation may be sent or given and service on such member by the College or the Registrar shall be deemed good service on the professional corporation, its directors, officers and shareholders.
 - (b) The appointment of a member pursuant to paragraph (a) and the replacement of such representative by a new one shall be in Form D and shall be sent to the Registrar within ten (10) days of the appointment.

Corporate Name

- 15.05**
- (a) The name of a professional corporation shall contain such words and comply with the requirements for professional corporation names set out in the rules.

- (b) Except as provided in paragraph 15.05(c), a professional corporation shall carry on the practice of counselling therapy under its corporate name.
- (c) A professional corporation may carry on the practice of counselling therapy under a name which does not contain its full corporate name, provided that the other name complies with the requirements of the rules respecting non-corporate practice names and that the full corporate name of the professional corporation is shown on the letterhead and invoices issued by the professional corporation.

Fees

- 15.06** Every professional corporation shall be primarily liable for payment of the annual fees in respect of its licence and the annual fees fixed in respect of each member of the College who practises as a licensed counselling therapist on behalf of the professional corporation but only if such fee is paid by the professional corporation on his or her behalf is the member relieved from his or her obligation to pay the fee.
- 15.07** Upon revocation of the licence of a professional corporation pursuant to subsection 20(8) of the Act, the Registrar shall forthwith notify the corporation and each member practising on behalf of the corporation of the revocation by prepaid mail.

FORM A

Application for Registration as a Professional Corporation

1. Name of applicant corporation:
2. Jurisdiction of incorporation:
3. Address of registered office:
4. Name of member appointed to represent the corporation:
5. The following documents are annexed hereto:
 - (a) a copy of all letters patent, corporate articles, charter documents and any extra-provincial licence;
 - (b) a copy of all forms filed under the *Partnerships and Business Names Registration Act*;
 - (c) a Certificate of Status issued by the N.B. Corporation's branch;
 - (d) a completed Form D;
 - (e) a list of the names, addresses and telephone numbers of all shareholders, officers and directors of the corporation and a statement of the number and classes of shares owned by each, and where the beneficial owner is different from the registered owner, (such as where there is a trust or other corporation) full details of such arrangements and the ownership of shares;
 - (f) a copy of any agreement affecting voting rights; and
 - (g) a list of the names and addresses of members who will be practising counselling therapy on behalf of the corporation;
6. The pre-requisites for registration set forth in the by-laws and in section 19 of the Act have all been satisfied.
7. **[Such other information and particulars as may be specified by the Board by resolution from time to time.]**
8. The undersigned member representative of the above-named corporation hereby certifies that the foregoing information and particulars contained in this application are true, correct and complete.

DATED the ____ day of _____, 20__.

_____ Professional Corporation

_____ c.s.

President

_____ Member Representative

Instructions for completion of Form A

1. Complete sections 1, 2, 3 and 4.
2. Attach the documents listed in section 5, including completed Form D.
3. Date, sign and seal the Form.
4. [Deliver or mail] the Form with all attachments and the required fee to the Registrar.

FORM B

Renewal Notice to Professional Corporations

TO: _____
(Member Representative)

DATE: _____, 20__

(Name of Professional Corporation) (the “Corporation”)

TAKE NOTICE that the licence of the Corporation expires on [_____ 1st, 20__.] A completed Renewal Application, Form C (a copy of which is attached) and the required renewal fee must be received by the Registrar on or before the expiry date and, if not received by that date, a late filing fee is payable before the application will be considered. If a renewal licence is not issued by [_____ 1st] in any year the name of the Corporation will be removed from the professional corporations register and it will be prohibited from carrying on the practice of licensed counselling therapy.

Registrar

FORM C
Professional Corporations Licence Renewal Application

1. Name of applicant professional corporation: _____
College Licence Number: _____

**ONLY COMPLETE APPLICABLE SECTIONS 2 TO 6 IF ANY OF THESE
ITEMS HAVE CHANGED SINCE THE LAST APPLICATION:**

| | |
|--------------------------|---|
| 2. | Government Corporation Number: _____ |
| 3. | Jurisdiction of incorporation: _____ |
| 4. | Address of registered office: _____ |
| 5. | Name of member appointed to represent the corporation: _____ |
| 6. | The following documents are annexed hereto: |
| <input type="checkbox"/> | A copy of all supplementary letters patent, corporate articles or charter documents <u>issued since the last Application</u> ; |
| <input type="checkbox"/> | A copy of all forms filed under the <i>Partnerships and Business Names Registration Act</i> <u>since the last Application</u> ; |
| <input type="checkbox"/> | A list of the names, addresses and telephone numbers of all shareholders, officers and directors of the corporation <u>if changed since last Application</u> ; and |
| <input type="checkbox"/> | Any agreement affecting voting rights <u>not previously filed</u> . |

7. Below is a list of the names and addresses of members who will be practising counselling therapy on behalf of the professional corporation this year:

8. The pre-requisites for registration set forth in the by-laws and in section 19 of the *Act* have all been satisfied.
9. The undersigned member representative of the above-named professional corporation hereby certifies that the foregoing information and particulars contained in this application are true, correct and complete.

DATED the _____ day of _____, 20____.

(Print Name of Professional Corporation)

Signature - Member Representative

(Print Name)

Instructions for completion of Form C

1. Complete sections 1 and 7.
2. Complete applicable sections 2, 3, 4, 5 and 6, **if changed since last Application**.
3. Attach the documents listed in section 6, **if changed since last Application**.
4. Date and sign the Form.
5. [Deliver or mail the Form] with all necessary attachments and the required fee payable to the College to the Registrar.

FORM D

Appointment of Member as Representative of Corporation

TO: The Registrar
College of Licensed Counselling Therapists of New Brunswick

The undersigned corporation hereby appoints _____, who is a member in good standing of the College as agent, attorney and representative of the corporation for all purposes connected with the Licensed Counselling Therapy Act, and the by-laws and rules of the College including the signing, certifying and delivering of any and all documents, forms, applications, reports, returns, documents and instruments on behalf of the corporation.

This appointment shall continue in force until a replacement representative is appointed and a new form of appointment is delivered to the Registrar.

DATED the ___ day of _____, 20__.

by _____ c.s.
President

BY-LAW NO. 16

COMMUNICATION - LANGUAGE

16.01 The Province of New Brunswick officially recognizes the equal status of English and French. Given the College also recognizes the right of all members to be able to speak and be heard in their own language:

- (a) all required written documentation will be available to the membership in both official languages; and
- (b) all membership meetings of the College shall be conducted in a bilingual format.

BY-LAW NO. 17

EDITORIAL CHANGES

17.01 Whenever amendments are made to the by-laws or rules, consequential editorial and numbering changes may be made to the by-laws or rules by the Board, as required.

**LIST OF REVISIONS
TO THE BY-LAWS OF THE
COLLEGE OF LICENSED COUNSELLING THERAPISTS OF NEW BRUNSWICK**

Initial Date of Publication: June 1, 2017

| Date of Revision | Numbers of revised sections |
|-------------------------|------------------------------------|
| October 17, 2020 | 14.07(a) |
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