

  
**T.K. SPARKS**



# Bylaws

**Approved by Special Resolution**

**May 29, 2023**

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## 1 INTERPRETATION

### 1) Definitions

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

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

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

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

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

**“BCACC”** means the British Columbia Association of Clinical Counsellors.

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

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

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

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

**“Conflict of Interest and Disclosure Statement”** means the BCACC formal Conflict of Interest and Disclosure statement signed by all Directors and the senior manager.

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

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

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

**“Court”** means the Supreme Court of British Columbia.

**“Director”** means a member who is elected or appointed to the position in accordance with these Bylaws.

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

**“Former member”** means someone who was a member but has ceased to be a member in accordance with these Bylaws.

**“General Meeting”** means a meeting of the members of the Society. There are two types of general meetings: an Annual General Meetings and Special General Meetings.

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

**"Member"** means a person qualifying for membership in accordance with these Bylaws.

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

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

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

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

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

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

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

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

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

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

**"Society"** means the British Columbia Association of Clinical Counsellors (BCACC).

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

**"Special General Meeting"** means a meeting of the members of the Society that is called between annual general meetings to deal with urgent matters that require the members' approval.

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

**"Standards of Clinical Practice"** means the standards to govern professional practice and promote proper clinical practice of members, as approved by the Board.

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

**"Unresolved issue"** means one or more of the following conditions exist in relation to an applicant who is or was a member of another regulatory body: (i) the applicant is or was the subject of a complaint investigation by that body which has not been resolved to the satisfaction of that body; (ii) the applicant is or was named in a citation issued by that body which remains active;

(iii) the applicant is or was involved in a disciplinary proceeding administered by that body which has not been completed or resolved to the satisfaction of that body; or (iv) the other body advises the Registration Committee that the applicant is not a member in good standing with that body.

**"Voting members"** means Individual Registered Voting Members who have the right to vote in accordance with these Bylaws.

## 2) Grammar

If a word is used in the singular, where it makes sense, it also means the plural.

The pronouns they/their/them refer to both cisgender and non-binary persons.

## 2 MEMBERSHIP

### 1) Classes of Membership

There are two classes of members:

- a) Registered Individual Voting Member
- b) Individual Non-Voting Member

- (i) Student;
- (ii) Inactive;
- (iii) Honourary;
- (iv) Associate; and
- (v) Elder.

### 2) Registration Committee

The Registration Committee will consist of at least three persons appointed by the Board.

The Registration Committee and/or the Office of the Association Registrar will evaluate the application and credentials of all applicants for membership in the Association in accordance with the registration requirements prescribed by these bylaws.

### 3) Qualifying for Membership

a) A person seeking admission to the Association must be evaluated according to the following general criteria:

- (i) be at least 19 years of age;
- (ii) academic qualifications;
- (iii) counselling education and training; and
- (iv) professional conduct.

#### b) Registered Individual Voting Member

An applicant who meets each of the following criteria is entitled to be registered as a registered member:

- (i) the applicant holds at least a master's degree;
- (ii) the applicant's graduate degree must be in a field of study that is prescribed by the Board;
- (iii) the applicant's graduate degree must be from an institution that is acceptable to the Board;
- (iv) the education program that granted the degree must provide graduates with a broad counselling base in core areas of practice as defined by the Board;
- (v) the applicant's clinical training must:
  - include the number of hours of clinical supervision, including the number of hours of direct observation of the applicant by a supervisor, as specified by the Board;
  - involve direct supervision by a supervisor of applicant-client interactions to a standard that is acceptable to the Board; and
  - have been conducted under the formal supervision of a qualified professional who is acceptable to the Registration Committee;
- (i) the applicant must not have been convicted for an offence that the Committee determines would make them unsuitable to be a registered member of the Association;

applicant must not have been found to have engaged in professional misconduct or conduct that the Committee has determined would indicate that they are not a good citizen;

the applicant agrees to abide by the BCACC Code of Ethical Conduct and the Standards of Clinical Practice and the contract implicit in the bylaws; and

the applicant is covered by individual professional liability insurance to a standard and level of coverage that is prescribed by the Board.

(c) Substantial equivalencies for other graduate degrees

An applicant who holds a graduate degree that does not meet the requirements established in the criteria to be a Registered Individual Voting Member, section 2 3) (b) (i) to (v) of these bylaws, may be granted full registration by the Registration Committee where the applicant can prove to the Committee's satisfaction that they:

- (i) hold a graduate degree at either the master's or the doctoral level;
- (ii) have a combination of knowledge, skills and abilities which, in the opinion of the Committee, are substantially equivalent to those that would be obtained through the requirements of a Registered Individual Voting Member of these bylaws; and
- (iii) are otherwise qualified to be a member under section 2 2) of these bylaws and has provided the information required outlined in section 2 3) (c) of the bylaws.

(d) Individual Non-Voting Member

(i) Student members

Student members are applicants who meet each of the following criteria:

- the applicant is registered in a master's level graduate program in an institution approved by the BCACC;
- the applicant agrees to abide by the BCACC Code of Ethical Conduct and the Standards of Clinical Practice and the contract implicit in these bylaws;

(ii) Honourary members

Honourary members are individuals who have made an outstanding contribution to the clinical counselling profession or the BCACC, and who meet all other criteria set by the Board.

(iii) Inactive members

Inactive members are registered members who have applied for and received inactive status.

(iv) Associate members

The Board may, by resolution, establish the criteria for admission of persons as associate members of the BCACC.

(v) Elder members

The Board may, by resolution, establish the criteria for admission of persons as elder members of the BCACC.



#### 4) Applying for Membership

Any person may apply to the Board for membership. The Board will establish the application process.

The applicant becomes a member when the application is approved by the Board and the applicant has paid all required annual dues.

The onus is on the applicant to satisfy the Registration Committee that the applicant has met the criteria for registration prescribed by these bylaws.

##### (a) Registered Individual Voting Members

An applicant for membership as a registered individual voting member must provide the Registration Committee with the following information:

- (i) a complete membership application in a form approved by the Committee;
- (ii) the applicable application fee in the amount specified by the Board;
- (iii) an official, sealed transcript from their graduate program;
- (iv) evidence in the form specified by the Committee of a broad counselling education in the core areas as specified in these bylaws in section 2 3) (b) (iv) and clinical training as specified in section 2 3) (b) (v);
- (v) a criminal record check report current within the past six months;
- (vi) evidence of professional conduct or other evidence of good citizenship in a form specified by the Committee; and
- (vii) evidence of intent to acquire individual professional liability insurance in a form specified by the Committee.

##### (b) Individual Non-Voting Members

###### (i) Student member

An applicant for membership as a student member must provide the Registration Committee with the following information:

- a complete student membership application in a form approved by the Committee;
- evidence of registration as a graduate student in a post-secondary institution and program approved by the BCACC;
- the applicable application fee in the amount specified by the Board; and
- any other materials, evidence of conduct and intent to acquire liability insurance as periodically determined by the Registration Committee.

###### (ii) Honourary member

The Board may, by resolution, confer honorary membership on a person who, in the opinion of the Board, qualifies for this membership classification.

###### (iii) Inactive member

A registered member who wants to become an inactive member must:

- submit and sign the application form for inactive registration;
- pay the applicable fee for inactive registration;

- agree in writing that, if registered as an inactive member, the applicant will not practice clinical counselling for at least six months within Canada;
- maintain professional liability insurance during the period of inactivity to cover events that may have occurred when the applicant was an active member; and
- provide any additional information the Registration Committee may request.

## 5) Review and Investigation of Membership Applications

### (a) Registration Committee Decisions

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

- recommen d that the Board grant applicant admission to the BCACC as a member in the applicable category;
- direct the Association Registrar to enter that person’s name, address and qualification in the register; and
- instruct the Association Registrar to inform the applicant, in writing, of the Committee’s decision.

### (b) Current Registration with Another Regulatory Body

If an applicant to the BCACC is a member in good standing of another regulatory body when they apply for BCACC membership, the Registration Committee may grant registration as a registered member to that applicant in accordance with this bylaw if:

- ❖ the applicant is currently a member in good standing of the other regulatory body;
- ❖ the scope of practice for that other profession is the same or substantially the same as the scope of practice for clinical counsellors as defined by the Board;
- ❖ the membership criteria set by that regulatory body are the same or substantially the same as the criteria set out in sections 2 3) Qualifying for Membership and 2 3) (b) Registered Individual Members; and
- ❖ the applicant has met the remaining requirements set out in section 2 3) (b) (vi) and has provided the information required by bylaw 2 4) (a) Information Required.

#### (i) Registration Committee must confirm

Before accepting an application from an applicant who is a member of another regulatory body, the Registration Committee must confirm that each of the conditions noted in section 2 5) (b) Current Registration with Another Regulatory Body have been met.

#### (ii) Unresolved issue with another regulatory body

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

- the other body advises the Committee that its complaint investigation or disciplinary proceeding concerning the applicant has been resolved to its satisfaction;
- the other body advises the Committee that the applicant is in good standing with that body; and/or
- the Committee is satisfied that, notwithstanding the applicant’s status with the other body, they are now rehabilitated or have otherwise resolved the issues that were the subject of the other body’s investigation, citation or disciplinary proceeding.

(c) Registration Committee Request

At the request of the Registration Committee, the Inquiry Committee may investigate an applicant for membership in the BCACC.

(d) Scope of Inquiry Committee Investigations

The matters the Inquiry Committee may investigate under this section include but are not limited to:

- (i) a prior or current complaint against the applicant;
- (ii) whether the applicant has been expelled from an educational program;
- (iii) whether the applicant's entitlement to practice clinical counselling has been cancelled or suspended or limited in this or any other jurisdiction at any time;
- (iv) whether, at the time of the application an investigation, review or proceeding is taking place in this or any other jurisdiction which could result in the suspension, cancellation, or limitation of the applicant's entitlement to practice;
- (v) whether the applicant's conduct would constitute a breach of the BCACC Code of Ethical Conduct or Standards of Clinical Practice;
- (vi) whether the applicant has been convicted in Canada or elsewhere of a material offence which would constitute a breach of the BCACC Code of Ethical Conduct or Standards of Clinical Practice, or otherwise make the applicant unsuitable for membership; and
- (vii) any other matter that is reasonably related to the applicant's suitability to become a member of the BCACC.

(e) Report Required

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

6) Rights and Obligations of Membership

(a) Membership Obligations

Members must:

- (i) uphold the Constitution and comply with these bylaws;
- (ii) uphold and comply with any BCACC Code of Ethical Conduct or Standards of Clinical Practice approved by the Board;
- (iii) provide a recent Criminal Record Check;
- (iv) pay any dues or fees established by the Board from time to time;
- (v) co-operate fully with the Association, the Board, any committees of the Board, the Association Registrar, or any person or body acting on behalf or under the direction of the Board, committee, or Association Registrar;
- (vi) reply promptly to communication from the Association;
- (vii) attend or appear before the Board, committees, Association Registrar or any member of the regulatory staff when requested, summoned, or notified to do so; and
- (viii) provide information as determined by the Association for annual renewal of membership.

A member who fails to comply with section 6 (a) may be found guilty of unprofessional conduct as outlined in section 2 8) (b) Unprofessional Conduct.

(b) Membership Rights

(i) Registered individual voting members

Registered Individual Voting Members qualified and admitted through the processes in these bylaws, may:

- represent themselves as a registered member;
- display a certificate of registration as a registered member;
- use the designation Registered Clinical Counsellor or its abbreviations, R.C.C. or RCC;
- attend regional meetings and educational opportunities;
- serve on the Board, committees and advisory councils;
- join any association-wide communities of practice; and
- vote at annual and special general meetings.

(ii) Student members

Student members qualified and admitted through the processes in these bylaws, may:

- attend regional meetings and educational opportunities;
- join any association-wide communities of practice; and
- serve as non-voting members on committees and advisory councils;

Student members must **NOT**:

- represent themselves as a registered member;
- display a certificate of registration as a registered member; or
- use the designation Registered Clinical Counsellor or its abbreviations, R.C.C. or RCC.

(iii) Honourary non-voting members

Honourary members have their membership fee waived.

Honourary members must **NOT**:

- represent themselves as a registered member;
- display a certificate of registration as a registered member; or(c) use the designation Registered Clinical Counsellor or its abbreviations, R.C.C. or RCC.

(iv) Inactive members

Inactive members qualified and admitted through the processes in these bylaws, may attend regional meetings and educational opportunities.

Inactive members must **NOT**:

- represent themselves as a registered member of the Association;
- display a certificate of registration as a registered member;
- engage in the practice of clinical counselling within Canada, whether or not they are remunerated; or
- use the designation Registered Clinical Counsellor or its abbreviations, R.C.C. or RCC.

(c) Membership Dues

The Board may, from time to time set entry fees, annual dues and interest payable on outstanding amounts; and vary the fees and annual dues based on the classes of members.

7) Duration of Membership

(a) Honourary Membership

A person who has been granted honorary membership does not have to apply to renew that grant of registration. An honorary membership automatically expires on the death or resignation of that honorary member.

(b) All Other Membership Classifications

A member's registration in a class of membership identified in section 2.1 Classes of Membership of these bylaws is valid until no later than the end of the membership year as prescribed by the Board and may be renewed according to these bylaws.

(i) Notice of the annual membership renewal will:

- be delivered to each member no later than one month prior to the end of the membership year as prescribed by the Board; and
- describe the consequences of late payment or non-payment of the annual membership fee.

(c) Membership Renewal

A member registered in a class of membership, other than honorary membership, must apply every year to renew and maintain their membership in that class by:

(i) submitting a membership renewal form;

(ii) attesting that they are in compliance with these bylaws or with any limits or conditions that may have been imposed on that membership under these bylaws;

(iii) paying the prescribed annual membership dues on or before the first day of the membership year as prescribed by the Board;

(iv) paying the annual membership dues in advance in installments if the Board of Directors approves that arrangement; and

(v) paying any other outstanding fee, debt or levy owed to the BCACC.

(d) Issuing a Renewal Certificate

On receipt of the annual membership dues, and any other payment, the Association Registrar must:

i) issue to the member making payment a receipt; and

(ii) provide access to a certificate stating that the member is, subject to compliance with the bylaws, entitled to practice as a clinical counsellor in the Province of British Columbia as a member of the BCACC.

(e) Member in Good Standing

A member is a member in good standing if that member has:

(i) paid the current annual membership fee on or before the due date set by the Board;

(ii) paid any other subscription or debt due and owing by that member to the BCACC on time;

(iii) maintained current professional liability insurance; and

(iv) complied with or completed any terms or conditions that may have been imposed on that member by the Inquiry Committee or the Conduct Review Committee under as outlined in sections 2 8) Complaints and 2 11) Professional Conduct Review.

(f) Member Not in Good Standing

Members who fail to meet the conditions in section 2 7) (e) Member in Good Standing, are 'not in good standing'.

(g) Ceasing to be a Member

A person ceases to be a member of the BCACC:

(i) by delivering a resignation in writing to the Board of Directors of the BCACC or by mailing or delivering it to the official address of the BCACC;

(ii) on their death;

(iii) on being suspended or having their membership revoked as outlined in sections 2 8) Complaints through 2 11) Professional Conduct Review of these bylaws;

(iv) on allowing professional liability insurance to lapse according to policy approved by the Board;

(v) by failing to pay their annual membership fees within 60 days after the due date set by the Board;

(vi) on being a member not in good standing for 60 days.

(h) Reinstatement

A former member who ceased to be a member pursuant to section 2 7) (g) Ceasing to be a Member may be reinstated if that former member:

(i) meets the requirements of section 2 3) (b) Registered Individual Voting Members;

(ii) completes the membership reinstatement form, and in that form:

- explains why the former member left the BCACC;
- provides an accounting of that former member's professional activities from the date that former member ceased to be a member of the BCACC to the date of application for reinstatement;
- explains why the former member wishes to be reinstated; and
- attests that, during the period when the former member was not a member of the BCACC, the former member did not act in a way that could constitute a breach of the BCACC Code of Ethical Conduct or any approved Standards of Clinical Practice as then applied;
- provides a new criminal record check;
- provides at least one independent reference attesting to the former member's conduct and good character consistent with the Code of Ethical Conduct and standards during the period when the former member was not a member of the BCACC; and
- pays the applicable annual membership fee and the reinstatement fee.

(i) Reinstatement in the Face of a Complaint Investigation

(i) Former member

This bylaw applies to former members who ceased to be members pursuant to bylaw section 2 7) (g) (i) or (v) or who resigned or failed to renew their membership and, at the time that the former member resigned or failed to renew, that former member:

- was the subject of a complaint investigation by the Inquiry Committee under section 2 8) Complaints and the subject complaint was not resolved; and
- had engaged in conduct that later became a complaint received by the Inquiry Committee under 2 8) Complaints and the subject complaint was not resolved.

(ii) Application to the Registration Committee

In addition to complying with section 2 7) (h) Reinstatement of these bylaws, a former member who ceased to be a member for one of the reasons set out in section 2 7) (i) (i) Former Member may apply to the Registration Committee for reinstatement only if:

- that former member agrees to participate in and completes the investigation of the unresolved complaint; and
- the complaint is resolved to the satisfaction of the Inquiry Committee.

(j) Reinstatement after Suspension

In addition to complying with section 2 7) (h) Reinstatement of these bylaws, a former member whose membership was suspended by an agreement or order under section 2 11) Professional Conduct Review may apply to the Registration Committee for reinstatement:

(i) after the period of time of the suspension as set out in the disciplinary or conduct review decision or as applied by an Appeal Panel; or

(ii) if the period of time was not set out in the disciplinary or conduct review or appeal decision, after the expiration of two years from the date of suspension.

(k) Reinstatement after Cancellation

When considering an application for reinstatement under this bylaw, the Registration Committee must consider whether:

(i) the applicant poses a risk to clients or public health or safety; and

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

(l) Register of Members

There must be a register known as the B.C. Association of Clinical Counsellors Register.

(i) Entering and removing member data

- The Association Registrar must enter in the register the name, address, and qualifications of every person entitled to be a member, and any other information recommended by the Committee;
- The Association Registrar must remove the name of a member from the register who ceases to be a member in accordance with section 2 7) (g) Ceasing to be Member; and

- a member who changes their name, address or qualifications must promptly inform the Association Registrar of those changes, and the Association Registrar must enter that change in the register.

(ii) Notification of membership status

If a member fails to renew their membership in the Association as required by section 2 7) (c) Membership Renewal, the Association Registrar may, in the form of a notification, advise the membership and the public of:

- the name of the member who has failed to renew their membership; and
- the effective date of that member's loss of membership;

If a member has resigned their membership in the Association, the Association Registrar may, in the form of a notification, advise the membership and the public of:

- the name of the member who has resigned;
- the facts leading up to the member's resignation, including a summary of:
  - allegations set out in a citation that may have been issued against that member according to section 2 9) (e) Reprimands;
  - disciplinary or conduct review orders that may have been issued against that member according to section 2 11) (e) Action by the Conduct Review Panel;
- a summary of the member's reasons for resigning, if known; and
- the effective date of that member's resignation.

(iii) Disclosure of membership status on request

Where an inquiry about the membership status of a person is received by the Board or the Association Registrar, the Association Registrar must disclose the following:

- whether that person is a member or a former member of the BCACC;
- whether there was a complaint in process at the time of that member's resignation;
- whether a consent agreement has been established with that person under sections 2 9) (a) Remedial Action by Consent and Consent Agreement and 2 9) (b) Alternate Remedial Requests and the details of the agreement that can be released in accordance with that agreement;
- whether that person has been or was named in a citation issued under sections 2 9) (e) Reprimands or 2 11) (e) Action by the Conduct Review Panel;
- a summary of the allegations set out in that citation; and
- a summary of the final disposition of that citation;
- whether the Conduct Review Panel has issued an order relating to that person under section 2 11) (e) Action by the Conduct Review Panel and the details of that order.

Except when the person affected consents, the Association Registrar must not release the names of complainants, clients, or their families or information which might otherwise enable a person inquiring about the status of a member to establish the identity of a complainant, clients or their families.

8) Complaints

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



(a) Inquiry Committee

The Inquiry Committee will consist of at least three persons appointed by the Board and may include one public representative.

(b) Unprofessional Conduct

“Unprofessional conduct” includes:

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

(c) Complaints

(i) Filing a complaint

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

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

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

(ii) Screening complaints

Complaints are screened by the Association Registrar to determine:

- if the individual being complained about is a member or was a member at the time the issues giving rise to the complaint occurred;
- if the allegations are within the jurisdiction of the Association;
- if the allegations, if proven, could constitute unprofessional conduct; or
- if the matter is vexatious, frivolous, made in bad faith or otherwise an abuse of process.
- if the matter relates to a student member, the Association Registrar will refer the complaint to the student member’s supervisor.
- if the Association Registrar declines to investigate a complaint under this section, they may consider referral of the matter to another regulator or authority.

(iii) Content of complaints

- A complaint must include the following information:
  - the complainant’s name and contact information;
  - the name of the member;
  - sufficient information about the nature of the complaint and dates when the events occurred to allow the Association Registrar or Inquiry Committee to make a preliminary assessment whether the alleged conduct, if proven, constitutes unprofessional conduct and/or breach of the BCACC Code of Ethical Conduct or Standards of Clinical Practice;
  - consent to provide a copy of the complaint to the member named; and

- consent for the Association Registrar to obtain the clinical records and any other documentation or information relating to the complaint;
- a complaint cannot be made anonymously;
- if the complainant declines consent or the complaint is withdrawn, the Association Registrar or Inquiry Committee may proceed on its own initiative if the information provided indicates that a member has engaged in unprofessional conduct or breached the BCACC Code of Ethical Conduct or Standards of Clinical Practice;
- if the Association Registrar determines that the complaint does not contain the required information, the Association Registrar will return the complaint, with an explanation of why the complaint was not accepted, and may include recommendations to assist the complainant with completing the complaint;
- information received from any source that indicates a member has engaged in unprofessional conduct or breached the BCACC Code of Ethical Conduct or Standards of Clinical Practice may be treated as a complaint by the Association Registrar or Inquiry Committee; and
- the Association Registrar will provide the Inquiry Committee with a summary of all cases declined.

(d) Notifying Member of a Complaint

(i) The Association Registrar will deliver a copy, or where appropriate, a summary of the complaint in writing to the member along with a request to respond within 30 days;

(ii) at the Association Registrar's discretion, an extension of time may be granted to the member to respond to the complaint;

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

(iv) failure to renew a membership by a member under investigation will not normally terminate or invalidate the complaint and conduct review process.

Despite subsection (i), if the Association Registrar considers it necessary for the effective investigation of the complaint, the Association Registrar may delay notification of the member.

(v) Investigating a complaint

For the investigation process:

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

#### (vi) Reviewing Investigator's Reports

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

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

#### (vii) Notifying the Parties of Investigation Results

The Inquiry Committee will, in writing, notify the member and complainant of the disposition of the investigation and any action taken by the Committee.

### 9) Remedial Actions and Reprimands

#### (a) Remedial Action by Consent

The Inquiry Committee may ask the member to enter into a Consent Agreement outlining:

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

#### (b) Alternate Remedial Requests

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

- (i) undertake not to repeat the conduct to which the matter relates;
- (ii) undertake to take educational courses specified by the Inquiry Committee;
- (iii) accept a reprimand;
- (iv) accept a limit or condition on the member's practice, including supervision;
- (v) accept a suspension for a defined period of time;
- (vi) agree to resignation of membership with or without publication; and/or
- (vii) undertake or consent to any other action specified by the Inquiry Committee.

Negotiations towards a consent resolution will be voluntary, and the member, Association Registrar or Inquiry Committee may formally withdraw from negotiations at any time. The formal withdrawal must be communicated in writing to the Association Registrar, Inquiry Committee or member.

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

(c) Monitoring compliance

The Association Registrar will monitor a member's compliance with the remedial action or consent agreement.

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

(d) Non-Compliance

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

- (i) issue a reprimand;
- (ii) direct a conduct review; and/or
- (iii) suspend the member without further notice until the member complies with the remedial action or consent agreement.

(e) Reprimands

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

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

Member response to reprimand

- (iv) Within 15 days of receiving a reprimand, a member may contest the statement by advising the Inquiry Committee in writing why the member disagrees with the information or advice set out in the statement.

(v) In contesting a reprimand, the member must:

- provide grounds for contesting the statement;
- provide any additional information or evidence to support the member's position that the information or advice should be changed; and
- if new information is presented, an explanation for why this was not available at the time of the Inquiry Committee's investigation;

(vi) If a member does not contest a reprimand within 15 days of receipt, then:

- the information and advice set out in the reprimand is deemed to have been accepted by the member as presented;

- a copy of the reprimand will be placed in the member's file and provided to the complainant; and
- at the discretion of the Inquiry Committee the reprimand may be published to the membership and public notification may be posted to the website.

(f) Other Actions

(i) Referral to the Conduct Review Committee

At any time after considering the information collected in an investigation, including:

- after attempting to resolve the complaint through remedial action by consent or by consent agreement and prior to the issuance of a reprimand; and
- the Inquiry Committee may refer the complaint to the Conduct Review Committee for a professional conduct hearing.

(ii) Conduct Review Committee

The Conduct Review Committee will consist of at least three persons appointed by the Board and may include one public representative.

The Conduct Review Committee will conduct hearings and adjudicate matters referred to it by the Inquiry Committee.

(iii) Notice of Conduct Review

The referral to the Conduct Review Committee will include the following:

- a summary of the complaint and any information presented by the complainant and member;
- an outline of the investigative process; and the basis for the decision to refer to the Conduct Review Committee;

The referral may also include recommendations for formal action, such as:

- revocation of membership;
- suspension of membership and duration of the suspension;
- issuance of a reprimand;
- any other disposition such as remedial action, supervision, education, counselling; or
- any combination of the above.

(iv) Notification of member

The member will be notified of the Inquiry Committee's findings and recommendations and informed of the right to appear and make submissions before the Conduct Review Committee.

(v) Member failure to respond

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

10) Publication

(a) Recommendation for Membership Termination

When an Inquiry Committee's recommendation for termination of membership becomes final, this action will be published to the membership and public notification will be posted to the website.

Notification will include:

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

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

(b) Actions other than Membership Termination

Publication of actions other than termination, including remedial action by consent and consent agreements and reprimands, may be directed by the Inquiry Committee, within its sole discretion, in whatever manner and to whatever extent the Committee deems appropriate.

(c) Forms of Publication

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

(d) Member Resignation during Investigation

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

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

- (i) the member's full name, registration number, professional address; and
- (ii) that the member resigned during the investigation.

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

11) Professional Conduct Review

(a) Referral to the Conduct Review Committee

Upon receipt of a referral by the Inquiry Committee for a professional conduct review, the Conduct Review Committee will:

- (i) inform the member that the complaint will proceed to a professional conduct hearing, including the right to legal counsel; and
- (ii) appoint members of the Conduct Review Panel to hear or review the complaint.

(b) Conduct Review Panel

The Conduct Review Panel will consist of at least three persons recommended by the Conduct Review Committee and appointed by the Board and may include one public representative.

The Conduct Review Panel will conduct hearings and adjudicate matters referred to it by the Conduct Review Committee.

(i) Professional conduct hearing

The Conduct Review Committee may develop policies and rules, approved by the Board, for the conduct and hearing of matters before the Committee, including rules regarding:

- notice to the member;
- location and timing of hearing;
- pre-hearing disclosure;
- evidentiary matters; and
- costs.

The Chair of the Conduct Review Panel will preside over the hearing and ensure that the hearing procedures are followed. The Chair may have access to legal counsel for advice on procedural matters.

(ii) Member support

The member under review has the right to:

- be assisted by legal counsel;
- present witnesses or evidence;
- cross-examine witnesses;
- appear on the member's own behalf; and
- make opening and closing statements.

Evidence which is relevant and reliable, as determined by the Chair of the Panel, will be admissible. The formal rules of evidence will not apply.

(c) Resignation or Non-Attendance

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

- resigns;
- fails to renew their membership;
- does not attend a hearing; or
- leaves a conduct review hearing prior to its completion;

(ii) the Panel may:

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

(d) Scope of Inquiry

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

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

(e) Action by the Conduct Review Panel

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

- dismiss the matter;
- reprimand the member;
- impose limits or conditions on the practice of clinical counselling by the member, including practicing under supervision for a defined period of time;
- suspend membership of the member for a defined period of time;
- revoke the membership of the member;
- fine the member in an amount not to exceed \$25,000; and/or
- assess costs or part of the costs of the investigation of the member's conduct and the conduct review hearing;

(ii) An order of the Conduct Review Panel must be in writing and delivered to the member and to the complainant, if any; and

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

- an order of the Conduct Review Panel; or
- any reasons the Panel may issue in relation to a conduct review hearing.

The Board will not reconsider the underlying facts of the case or any additional information, documents or evidence not before the Conduct Review Panel.

(f) Compliance with Conduct Review Panel Orders

The Association Registrar will monitor a member's compliance with the Conduct Review Panel's orders.

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

- (i) direct that the member be suspended until the member complies with the order;
- (ii) issue a reprimand; and/or
- (iii) refer the non-compliance to the Conduct Review Committee for further directions.

12) Publication, Conduct Review Panel Decisions

When the decision of the Conduct Review Panel becomes final, the Conduct Review Committee may direct publication of the decision, a portion thereof, a summary, or sanctions, if any, within its sole discretion in whatever manner and to whatever extent the Committee deems appropriate.

When a member resigns from membership during an Inquiry Committee investigation and/or



conduct review hearing, and a violation of the Code of Ethical Conduct and/or Standards of Clinical Practice is subsequently proven, any publication of findings and actions of the Conduct Review Committee may include the fact of the member's resignation.

### 3 MEETINGS OF MEMBERS

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

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

#### 1) Calling General Meetings

##### (a) Notice of General Meetings

###### (i) The Board must:

- give 28 days' notice in advance of the meeting;
- select a place within British Columbia for the meeting;
- state the time and place of meeting in the notice;
- attach the agenda of the business to be transacted in the notice;
- enclose the text of any proposed special resolution;
- if the meeting is to be held electronically, include instructions for attending, participating and voting at the meeting; and
- post the notice on the Society's website; and

(ii) the Board may send the notice to the members' email addresses on file.

##### (b) Accidental Omission of Notice

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

##### (c) Waiving Notice

A member:

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

(ii) is deemed to have waived entitlement to notification if the member:

- is present at the meeting; unless
- the member is there to object that the meeting is not lawfully called.

#### 2) Conduct of General Meetings

##### (a) Quorum for General Meetings

Quorum for general meetings is 25 voting members in good standing.

Quorum includes those members who have voted electronically in advance of the meeting as permitted in section 3.2.5.2 Advance Voting.

If there is no quorum:

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

- is terminated if it was requisitioned; or

- if it was called, stands adjourned until the same day in the next week, at the same time and in the same place; and
- if within 30 minutes of the start time for the adjourned meeting the voting Members will constitute quorum for that meeting;

(ii) at any time during a general meeting:

- business in progress is suspended until quorum is again present; and
- after 15 minutes, the meeting is terminated if it was requisitioned; or
- after 15 minutes, the meeting stands adjourned if it was called until the same day in the next week, at the same time and in the same place.

(b) Order of Business at General Meetings

(i) General order of business

- The order of business is:
  - the election of a chair if necessary;
  - determining that there is a quorum;
  - approval of the agenda; and
  - dealing with unfinished business from the previous general meeting;
- all general meetings conclude with:
  - dealing with special business included in the notice calling the meeting; and
  - adjourning the meeting.

(ii) Order of business at the Annual General Meeting

If the meeting is the Annual General Meeting, the order of business continues with:

- approval of the minutes of the last general meeting;
- considering the financial statements;
- considering the auditor's report, if any;
- receiving any other reports on Directors' activities and decisions since the previous annual general meeting;
- any member proposals;
- electing and/or appointing Directors; and
- if required, appointing an auditor.

(c) Chairing General Meetings

The President will preside over the general meetings.

If the President is unable to preside, the meeting will be chaired by:

(i) the Vice-President;

(ii) a Director if the Vice-President is unable to preside; or

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

(d) Participating in General Meetings

(i) All Members:

- have the right to attend all general meetings; and
- may participate in the proceedings;

(ii) all Registered Individual Voting Members may vote on all matters if the member is in good standing; and

(iii) members may participate in a general meeting:

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

(e) Voting at General Meetings

Each Registered Individual Voting Member:

(i) has only one vote;

(ii) may exercise that vote on every matter; and

(iii) may only vote if they are in good standing.

The Chair does not have a second or casting vote.

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

(vi) Voting methods

Members vote by:

- show of hands;
- ballot:
- if the motion is with respect to an identifiable company or individual;
- before or after a vote conducted as in (a) above, if the members present at the meeting vote by simple majority in favour of a ballot; or
- at the direction of the Chair;
- voting by proxy is not permitted;
- in advance of the meeting if they have submitted their vote to the designated official at least 14 days in advance of the meeting; or
- mail, fax, email or other electronic means.

(v) Advance voting

Members may choose to vote in advance of a general meeting using the electronic voting mechanism established by the Association.

Members:

- must indicate their votes on some or all the motions being proposed;
- must submit their vote in writing; and
- ensure that the Secretary or designated official receives their vote(s) at least 14 days in advance of the meeting.

(vi) Voting results

The President must announce the outcome of each vote.

The Vice-President will ensure that the motion and the results of the vote are recorded in the minutes of the meeting.

(f) Adjourning General Meetings

(i) The Chair:

- may adjourn a meeting; and
- must adjourn a meeting if so-directed by a simple majority of the voting members present.

(ii) The business at an adjourned meeting is restricted to the unfinished business from the adjourned meeting.

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

- adjourned meeting; or
- the business to be transacted at the adjourned meeting.

3) Annual General Meetings

The Board must call an Annual General Meeting to be held no later than June 30<sup>th</sup> which is six months after the end of the financial year.

(a) Ordinary Business

Ordinary business at the Annual General Meeting is:

- (i) adoption of rules of order;
- (ii) consideration of the financial statements;
- (iii) consideration of any reports from the Directors;
- (iv) business arising from any Directors' reports that does not require a special resolution;
- (v) the report of the auditor, if any;
- (vi) election and appointment of Directors;
- (vii) if required, the appointment of an auditor.

(b) Proposing items for annual general meetings

Members may propose items to be included in the agenda for the Annual General Meeting.

A proposal may be accompanied by one written statement in support of the proposal.

To be valid, the proposal must:

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

4) Special General Meetings

(a) Called by the Board

The Board:

- (i) may call a general meeting at any time;
- (ii) must provide notice of the meeting not less than 28 days or more than 60 days before the meeting;
- (iii) must send the notice of the meeting to all voting members; and
- (iv) may send the notice by email or other designated forms of communications.

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

(b) Requisitioned by Members

(i) Members may requisition a general meeting. The requisition:

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

(ii) the Board:

- must call the meeting within 21 days of receiving the requisition or, if the board does not call the meeting within 21 days, the majority of the requisitionists may call the meeting;
- must hold the meeting within no more than 60 days after receiving the requisition;
- must send, with the notice of the meeting, the text of the business to be discussed as received from the requisitionists; and
- must conduct the meeting for the sole purpose stated in the requisition;

(iii) the Society will reimburse the requisitionists for actual costs reasonably incurred unless the members vote not to do so by an ordinary resolution at the meeting.

(c) Ordered by the Court

(i) The Court may order that a general meeting be held:

- at the request of a voting member or a Director; or
- for any reason the court considers appropriate.

(ii) the Court:

- will direct how the meeting will be called, held and conducted;
- will specify the notice, date, time, location and manner; and
- may order that the quorum be varied or dispensed with at the meeting.

## 4 DIRECTORS

### 1) Qualifications

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

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

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

- (a) agree in writing to uphold the BCACC Code of Conduct;
- (b) reside in the province of British Columbia;
- (c) agree in writing to serve on the Board; and
- (d) except for Directors appointed by the Board, be a Registered Clinical Counsellor, and a Member in Good Standing as defined in section 2.7 (e) of these bylaws.

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

## 2) Terms of Service

### (a) Remuneration for being a Director

A Director may not be remunerated for being a Director.

### (b) Reimbursement for Expenses

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

## 3) Election or Appointment of Directors

Prior to the Annual General Meeting, and in accordance with the section 4.3 (c) Election of Directors, Association members qualified to vote, may vote for between nine and 12 Directors.

### (a) Nomination of Directors

(i) Registered Individual Voting Members in good standing may nominate one candidate for a position on the Board;

(ii) Nominations will be:

- made and seconded in writing;
- submitted on the form approved by the Nominations Committee;

- signed by the members making and seconding the nomination;
- signed by the candidate being nominated;
- accompanied by a signed Qualified to Serve statement signed by the candidate; and
- submitted to the chair of the Nominations Committee a minimum of 49 days in advance of the Annual General Meeting.

(b) Nomination Criteria and List of Approved Nominees

In determining which nominees will be put forward for election, the Nomination Committee must consider the nominations submitted in accordance with section 4.3 (a) (ii) and any additional qualifications specified by the Board including:

- (i) the applicant's skills and experience, and how those skills and experience would meet the current needs of BCACC, and
- (ii) the applicant's professional and ethical conduct, objectivity, and competence, having regard to the duties and responsibilities of directors.

Following its review of the applications for nomination, the Nomination Committee must prepare a list of approved nominees for election to the Board.

(c) Election of Directors

- (i) The Nomination Committee must provide the list of approved nominees to the Board at least **42** days before the date set for the annual general meeting.
- (ii) If the number of nominated candidates is greater than the number of positions to be elected at the close of nominations, the Nominations Committee must conduct an election by electronic means in accordance with the bylaws.
- (iii) each member in good standing will receive an electronic ballot **28** days prior to the Annual General Meeting; and
- (iv) the ballot is to be returned at least **14** days prior to the Annual General Meeting.
- (v) If the number of nominated candidates equals the number of positions, the Nominations Committee must declare the nominees to be acclaimed and promptly notify the Board.

(d) Appointment of Directors

- (i) The Board may, from time to time, appoint one non-RCC to the Board, to represent interests and/or expertise not found within the elected Directors.
- (ii) The appointed non-RCC Director must meet all other qualifications for Directors.

4) Terms of Office

(a) Directors

- (i) Directors may:
  - be elected for a maximum of three consecutive terms of office;
  - serve for no more than nine consecutive years; and
  - stand for re-election or appointment following at least a one-year break in service;
- (ii) directors hold office:
  - for three years;

- until the term of office expires;
- until the director resigns in writing;
- is no longer eligible to be a member of the Association;
- is deemed to have resigned in accordance with section 4 5) (b) Deemed Resignation;
- no longer resides in the province of British Columbia;
- dies; or
- is removed from office in accordance with provision 4 6) Removal of Directors.

(b) Officers

The Board elects the Officers:

- (i) from among the Directors who have served at least one year on the Board or have the requisite specialized expertise;
- (ii) at the first meeting after the Annual General Meeting; and
- (iii) to hold office for a three-year term.

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

5) Leave of Absence or Resignation

(a) Leave of Absence

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

(b) Deemed Resignation

The Director is deemed to have resigned from the Board if they do not attend one meeting per year without a reason acceptable to the Board.

(c) Resignation

A Director who intends to resign:

- (i) must do so in writing; and
- (ii) must stipulate if the resignation is effective:
  - when the Society receives the resignation;
  - on a specified date; or
  - on the occurrence of a specified event.

(d) Vacant Director or Officer Positions

The position is considered vacant when the Director or Officer:

- (i) resigns from the office in writing;
- (ii) resigns or is deemed to have resigned from the Board;
- (iii) requests a leave of absence in writing;
- (iv) ceases to be a member of the Society;
- (v) receives a notice that they are the subject of a formal professional complaint and/or review;
- (vi) in the case of a Director, is removed from office by the membership;



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

(viii) dies.

(e) Filling a Vacant Director Position

At its discretion, the Board may make a temporary appointment to the vacant position if the leave is to be between six and 18 months.

For leave exceeding 18 months, the Board may:

(i) call a special meeting of the members to elect a new Director; or

(ii) appoint a Director until the end of the term of the original Director.

(f) Filling a Vacant Officer Position

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

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

(ii) until any formal complaint is resolved and/or action recommended by the Inquiry Committee is completed; or

(iii) their successor is elected.

6) Removal of Directors

The Board and Committee Code of Conduct, section 5 1) (a) (i), governs expectations regarding member conduct when sitting on the Board.

a) The Directors may establish a process for removing a director, provided that:

(i) both the Board and the Director in question are given the opportunity to resolve the issue, wherever possible, without having to go to the membership; and

(ii) these processes do not take away the option for the Director or the Board to take the issue to the membership if it cannot be resolved.

(b) Voting Members Remove a Director

(i) The members can remove a Director from office by special resolution:

- for conduct which, in the members' sole discretion, is inimical to the interests of the Society; and
- may, by ordinary resolution, elect another member to serve as Director for the balance of the term of the removed Director;

(ii) The Board must give the Director:

- not less than 14 calendar days' written notice of the time and place of the general meeting at which the vote is to be taken;
- the reason(s) for the proposed removal; and
- the opportunity to speak at the general meeting and/or provide a written submission before the Members vote on the resolution;

(iii) the appellant may present a written statement (not to exceed 200 words) or may speak to the membership; but may not be present during the discussion or vote; and

(iv) the Members will vote by secret ballot.

## 7) Duty of Directors

### (a) Fiduciary Duties

(i) The Directors must:

- act honestly and in good faith with a view to the best interests of the Society;
- exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- act in accordance with the *BC Societies Act* and the regulations; and
- subject to paragraphs (a) to (c), act in accordance with these bylaws;

(ii) without limiting the above, Directors must act with a view to the Society's purpose;

(iii) nothing in a contract or the bylaws of a society relieves a director from:

- the duty to act in accordance with the *BC Societies Act* and the regulations; or
- liability for any negligence, default, breach of duty or breach of trust.

### (b) Validity of Acts

A Director's act is not invalid merely because of a defect in how the Director was elected or appointed.

The Society acts are not invalid merely because there are fewer Directors than the required number.

### (c) Conflict of Interest

Each year, Directors must sign and abide by the BCACC Conflict of Interest and Disclosure Statement.

Directors are responsible for updating this statement should circumstances change throughout the year.

## 8) Protection of Directors

### (a) Limits on Liability

An action by a member of the BCACC does not lie against the Board or its members, employees, or contractors for proceedings taken or enforced or attempted:

(i) under these bylaws;

(ii) the rules of the Board;

(iii) any policies and procedures approved by the Board; or

(iv) for anything done under these bylaws, the rules or the policies and procedures.

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

### (b) Committee or panel members

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

### (c) Indemnification

The Society:

(i) has indemnified the Directors against all penalties in respect of a legal proceeding or investigative action; and

(ii) pays expenses actually and reasonably incurred.

(d) Insurance

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

## 5 BOARD OF DIRECTORS

### 1) Responsibility

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

(a) Code of Conduct

(i) The Board will approve a Code of Conduct that:

- governs how Directors, chairpersons and members of Association committees are to behave while they are sitting on the board or a committee; and
- explains how the Board will address allegations that a Director, committee chairperson or committee member may be in breach of the Code of Conduct;

(ii) every Director, committee chairperson and member must:

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

### 2) Composition

The Board will be comprised of:

- (a) between 9 and 12 elected Directors; and
- (b) not more than one appointed non-RCC director.

### 3) Meetings

(a) The Board may meet:

- (i) at any location, they think reasonable;
- (ii) on any notice provided all reasonable steps are taken to notify every Director;
- (iii) approximately four times per year with at least one in-person meeting per year unless prevented from doing so by a Provincial Health Mandate; and
- (iv) by other electronic means as long as all the Directors are able to communicate with each other.

(b) the Board may pass resolutions without a meeting if all Directors consent to the resolution in writing; and

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

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

(d) Quorum

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

(e) Decision-Making

The BCACC makes decisions using a modified consensus model of decision-making.

Bourinot's Rules of Order are used in situations when unanimity has not been achieved and immediate action is required.

The Chair will determine if there is a need to vote on an issue and therefore to invoke Bourinot's Rules of Order.

The Governance Manual contains the BCACC Modified Consensus Flow Chart.

(f) Voting

The President has one vote as a Director and does not have a casting vote.

In case of a tie vote, the motion is declared defeated.

(g) Consent resolution

A written resolution signed by all members of the Board is valid and binding and of the same effect as if the resolution has been duly passed at a meeting of the Board.

(h) Temporary Absence of a Director

A Director who may be absent temporarily from B.C. may send or deliver a waiver of notice to the address of the BCACC.

The waiver of notice may be sent as a letter or an electronic written format and may be withdrawn at any time by the Director.

Until the waiver is withdrawn:

(i) no notice of meeting of Directors will be sent to the Director; and

(ii) where that Director has not been notified of a meeting of the Directors, any and all meetings of the Directors will be valid and effective if a quorum of the Directors is present.

4) Duties

(a) President

The President will chair the Board and general meetings.

The President shall:

(i) be a non-voting *ex-officio* member of all committees;

(ii) supervise the other officers in the function of their duties;

(iii) confirm that all orders and resolutions of the Board are carried into effect;

(iv) sign contracts and other documents requiring his/her signature, and in some instances the signature of the Treasurer, or Chief Executive Officer will be required in conjunction with the President's signature; and

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

(b) Vice-President

The Vice-President shall:

(i) assist the President and shall assume all the powers and duties of the President when that person is absent;

(ii) act as the Association Secretary, with the support of staff, ensuring that:

- minutes of the Board, the Executive Committee or a general meeting are taken and are filed in the offices of the Association; and
- all records and documents of the Association are maintained according to relevant legislation and these bylaws;

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

(c) Treasurer

The Treasurer shall:

(i) Oversee the keeping of the financial records, including books of account, necessary to comply with the *BC Societies Act*, other relevant legislation; and

(ii) render financial statements to the Directors, members and others when required.

5) Committees

The Board may delegate some, but not all, of their powers to committees consisting of Directors and appointed members, as they see fit.

All committee chairpersons and members must abide by and agree in writing to uphold the Committee Code of Conduct section 5 1) (a) (i) Board and Committee Code of Conduct.

### **Committee Structure**

(a) Executive Committee

Should it so choose, the Board may include an Executive Committee.

The Executive Committee will be comprised of the President, Vice-President, and Treasurer.

The Executive Committee may make decisions, on behalf of the Board, between regularly scheduled board meetings. Decisions taken by the Executive Committee will be confirmed at the next regularly scheduled board meeting.

(b) Governance Committees

The following governance standing committees are led by chairpersons who are appointed by the Board and who report directly to the Board:

- (i) Governance: chaired by an appointed Board Member;
- (ii) Nominations: chaired by an appointed Board member;
- (iii) Finance and Audit: chaired by the Treasurer; and
- (iv) Human Resources: chaired by an appointed Board Member.

If the Treasurer position is vacant, an alternate Chair will be appointed by the Board.

(c) Association Committees

The following Association standing committees and any Ad Hoc Committees or Task Force report to and are accountable to the Board. They are led by Chairpersons who are appointed by the Board based on the recommendations of the Chief Executive Officer and the BCACC management team:

- (i) Registration Committee: Chaired by a member
- (ii) Inquiry Committee: Chaired by a member
- (iii) Ethics and Standards Committee: Chaired by a member
- (iv) Quality Assurance Committee: Chaired by a member
- (v) Provincial Education Committee: Chaired by a member
- (vi) Editorial Advisory Committee: Chaired by a member
- (vii) Practice Support Committee: Chaired by a member
- (viii) Clinical Supervision Committee: Chaired by a member
- (ix) Conduct Review Committee: Chaired by a Director
- (x) Conduct Review Panel: Chaired by a Director

#### 6) Regions

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

##### (a) Appointment of Regional Representatives

The Board will appoint one representative per geographic region.

##### (b) Qualification to serve as the Regional Representative

To serve as the Regional Representative for a region the member must:

- (i) be a member in good standing of the BCACC; and
- (ii) be a member from that region;

#### 7) Advisory Council

The Advisory Council provides membership input, feedback and advice to the Board of Directors and the CEO on issues relating to the Association.

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

##### (a) Composition of the Advisory Council

The Advisory Council is comprised of the Board chair, the chairs of each standing committee, and one representative appointed by the Board from each of the following health authority regions:

- (i) Island Health;
- (ii) Fraser Health;
- (iii) Northern Health;
- (iv) Interior Health; and
- (v) Vancouver Coastal Health.

## 6 SOCIETY ADMINISTRATION

### 1) Senior Manager(s)

The Board:

(a) will employ the senior manager(s) to manage the Society's day-to-day operational activities and internal affairs;

(b) must ensure that the senior manager(s) meet(s) the same qualifications as the Directors, section 4 1) Qualifications (a) through (d), both when the person(s) is/are hired and during the entire time of employment; and

(c) will provide the senior manager(s) with the same protections as provided for the Directors under section 4 8) Protection of Directors.

The senior manager(s):

(a) must adhere to the same provisions as found in sections 4 1) Qualifications (a) through (d), 4 7) (a) Fiduciary Duties, and 4 8) (a) Protection of Directors of these bylaws;

(b) unless specified in the employment position description is not required to be a Registered Clinical Counsellor.

### 2) Society Records

(a) The Society must keep the following records:

(i) the certificate of incorporation;

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

- constitution of the society;
- bylaws of the society;
- statement of Directors; and
- statement of the Society's registered office;

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

(iv) copy of orders related to the Society from:

- any court or tribunal, in Canada or elsewhere; or
- a federal, provincial or municipal government body, agency or official;

(v) the register of Directors with their contact information and the date each director began and ended their term of office;

(vi) written consent to act as a Director, and each written resignation;

(vii) copy of each written record regarding disclosures of interest by Directors and senior manager(s);

(viii) declarations of conflict of interest by Directors or senior manager(s);

(ix) register of members, by classes of members with contact information;

(x) the minutes of each meeting of members, including the text of each resolution passed at the meeting;

(xi) copy of each ordinary resolution or special resolution, not mentioned in sections (b) and (j) and each consent resolution and the consents to that resolution;

(xii) the financial statements; and

(xiii) the auditor's reports.

(b) The Society must also keep:

(i) The minutes of each meeting of Directors, including:

- a list of the Directors present; and
- the text of each resolution passed at the meeting;

(ii) a copy of each consent resolution of Directors and a copy of each of the consents; and

(iii) accounting records for each of the Society's financial years, including a record of each transaction materially affecting the financial position of the Society.

### 3) Disposal of Records

The Society is not required to keep a record if:

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

(b) 10 years have passed since the record was created, or if the record has been altered, since the record was altered.

### 4) Location of Records

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

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

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

### 5) Maintenance of Records

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

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

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

### 6) Inspection of Records

The Directors, members and other authorized persons must be able to inspect the books and records at all reasonable times.

(a) Directors

Directors may, without charge, inspect any Society record in section 6. 2) Records to be Kept.

(b) Members



Members may, without charge, inspect:

- (i) the records listed in section 6.2) (a)
- (ii) the records listed in 6.2) (b) (i) and (ii)
- (iii) Directors' and senior managers' disclosures of interest;
- (iv) Board meeting minutes;
- (v) consent resolutions;
- (vi) accounting records that affect the fiscal position; and
- (vii) financial statements.

(c) Public

The public may access the List of Registered Members as posted on the BCACC website. No further access is permitted.

## 7) Access to Records

The Society may set a reasonable period of notice and reasonable restrictions on the times for the inspection.

(a) Access by Members

Members who want to inspect the Register of Members must:

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

The Society:

- (i) will provide members access to all documents that they are entitled to see;
- (ii) may impose a reasonable period of notice;
- (iii) may place reasonable restrictions on the times during which the member may inspect the documents; and
- (iv) will do so without charge.

(b) Provisions, Restrictions, Denial of Access

The Board:

- (i) may restrict access if it considers the release may be harmful to the Society or one or more members;
- (ii) will restrict access to the Register of Directors unless the information will be used solely for the Society's activities or internal affairs; and
- (iii) will provide access only if the information will be used for organizational purposes;

The Society will:

- (i) respond to requests for inspection within 14 days;
- (ii) provide a member with a copy of the constitution, bylaws and most recent financial statements without charge; and
- (iii) determine whether to charge a fee or fees and to set those fees in accordance with the *BC Societies Act Regulations*.

#### 8) Inspection of the Register of Members

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

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

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

(b) if the application is approved, the member may inspect the register without charge; and

(c) the Board may:

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

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

#### 9) Inspection of the Register of Directors

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

#### 10) Copies of Records

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

The Society:

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

#### 11) Distribution of Records

(a) Sending Records

The Society will provide the records by:

- (i) email, fax or mail if the recipient provides that information;
- (ii) pick-up at the registered office;
- (iii) delivery, at cost to the recipient, to the address provided by recipient; or
- (iv) any other manner agreed to by the parties.

(b) Delivery and Receipt of Records

A record is considered to have been received at the beginning of the:

- (i) 3<sup>rd</sup> day after the record is delivered to the delivery address;
- (ii) 5<sup>th</sup> day after the record is mailed; and
- (iii) 3<sup>rd</sup> day after the record is emailed or faxed.

(c) Records Served

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

## 7 FINANCE

1) Financial Year

The financial year is from January 1<sup>st</sup> to December 31<sup>st</sup>.

2) Fees, Dues and Assessments

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

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

3) Investments

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

4) Borrowing

a) Board may Borrow

The Board may at their discretion:

- (i) borrow money; and
- (ii) issue bonds, debentures, notes or other evidences of debt obligations
  - at any time;
  - to any person; and
  - for any consideration.

b) Special Resolution

No debenture shall be issued without the sanction of a special resolution approved by a 2/3 majority vote of the members attending a meeting of the Board.

c) Members May Restrict Borrowing

The members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next Annual General Meeting.

5) Financial Statements

The Board must present the following to the members at each Annual General Meeting:

(a) financial statements for the period:

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

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

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

#### 6) Audit of Accounts

The members must, at each Annual General Meeting:

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

(b) set the appointment to end:

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

(ii) when a successor is appointed.

#### 7) Corporate Seal

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

The seal shall be:

(a) kept at the Society Head Office; and

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

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

### 8 DISSOLUTION

#### 1) Dissolution Authorization and Record Keeping

Before making an application for dissolution the Society must:

(a) get member approval, by ordinary resolution, for the dissolution

(b) appoint, by ordinary resolution, a record keeper as defined by the Societies Act

#### 2) Distribution of Property before Dissolution or on Liquidation

Before dissolution, the Society:

(a) must pay all its liabilities or make adequate provision for their payment;

(b) may then distribute the remaining money or other property to the following recipients:

(i) a like-minded organization; and/or

(ii) to the membership by a pro-rated schedule approved by the Board;

(c) must get member approval, by an ordinary resolution, for the distribution to any qualified recipient not stated above; and

(d) may approve the distribution by Directors' resolution if passing an ordinary resolution is not possible.

#### 3) Affidavit of Dissolution

In the case of dissolution by request, the affidavit must:

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

## 9 AMENDMENT

### 1) Amendments to the Constitution or these Bylaws

Amendments must be:

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

### 2) Notice of Amendment

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