



# BYLAWS

APPROVED 2021-07-30

# 1. TABLE OF CONTENTS

---

1	Introduction.....	1
1.1	Definitions.....	1
1.2	Interpretation.....	1
1.3	Severability and Precedence.....	1
1.4	Head Office .....	1
1.5	Seal.....	2
1.6	Fiscal Year.....	2
1.7	Execution of Contracts .....	2
2	Council .....	2
2.1	Introduction .....	2
2.2	Duties of Council .....	2
2.3	Composition .....	2
2.5	Revocation of a Council Member.....	3
2.6	Code of Ethics and Standards of Practice .....	3
2.7	Code of Conduct.....	3
2.8	Conflict of Interest .....	4
2.9	Declaration of Conflict of Interest .....	4
2.10	Other Conflict of Interest Conditions.....	5
2.11	Conflict of Interest Outcomes.....	5
3	Nominations of Registrants for Appointment to Council.....	5
3.1	Eligibility for Appointment to Council.....	5
3.2	Election of Nominees for Appointment .....	6
3.3	Insufficient Number of Candidates .....	6
3.4	Vacancies During Term .....	6
4	Council Officers .....	7
4.1	Council officers will be elected by registrants at the annual general meeting (AGM). .....	7
4.2	Chair .....	7
4.3	Vice Chair .....	7
4.4	Secretary .....	8
4.5	Treasurer.....	8
4.6	Staff and Other Officers .....	8
4.7	Signing Authority.....	8

5	Staff Appointments.....	8
5.1	Registrar .....	8
5.2.	Investigator .....	8
5.3.	Practice Auditor .....	9
5.4	Financial Review and Audit .....	9
5.5	Solicitor .....	9
6	Committees .....	9
6.1	Committees of the Council .....	9
6.2	Revocation of Committee members.....	10
7	ANNUAL GENERAL MEETING (AGM).....	10
7.1	Time and Place of AGM.....	10
7.2	Notice of AGM.....	10
7.3	Order of Business for AGM .....	11
7.4	Quorum for AGM .....	11
7.5	Voting at the AGM .....	11
7.6	Minutes of the AGM .....	11
7.7	Observers at the AGM.....	12
8	Regular Council Meetings.....	12
8.1	Time and Place of Regular Council Meetings.....	12
8.2	Notice of Regular Council Meetings.....	12
8.3	Order of Business .....	12
8.4	Quorum and Attendance .....	12
8.5	Voting at Council Meetings.....	12
8.6	Minutes of Council Meetings.....	12
8.7	Observers at Regular Council Meetings.....	13
9	SPECIAL MEETINGS.....	13
9.1	Time and Place of Special Meetings.....	13
9.2	Notice of Special Meetings .....	13
9.3	Order of Business for Special Meetings .....	14
10	RULES OF ORDER and GIVING NOTICE.....	14
10.1	Rules of Order .....	14
10.2	Giving Notice .....	14
11	ALLOWANCES.....	14
11.1	Remuneration .....	14
12	Fees and Deadlines.....	15
12.1	Fees .....	15

12.3	Special Registration.....	15
12.4	Verification Fee .....	15
12.5	Late Fee .....	15
12.6	Application for Reinstatement.....	16
12.7	Jurisprudence Examination Fee .....	16
12.8	Collection of Fees .....	16
12.9	All fees shall be set out in the Fee Schedule policy adopted by the Council. ....	16
13	Care of Funds .....	16
13.1	Budget .....	16
13.2	Banking.....	16
13.3	Investments.....	16
13.4	Insurance.....	16
13.5	Bylaws .....	17

# 1 INTRODUCTION

---

## 1.1 Definitions

- 1.1.1 In these bylaws, words defined in the *Act* shall have the meaning as defined therein unless the context requires otherwise.
- a) “*Act*” means the *Regulated Health Professions Act* of Prince Edward Island;
  - b) “College” means the College of Counselling Therapy of Prince Edward Island (CCTPEI);
  - c) “Council” means the Council of the College appointed by the Lieutenant Governor in Council;
  - d) “Councillor” means a member of the Council
  - e) “counselling therapist” or “CT” means a registrant of the Council
  - f) “good standing” means the registrant’s registration with the College is not suspended or cancelled or otherwise restricted or limited under the *Act* or Regulations;
  - g) “nominee” means a registrant nominated to serve as a Councillor pursuant to these bylaws but who has not yet been elected by the College;
  - h) “register” means the register of counselling therapists kept by the registrar;
  - i) “registrant” means a counselling therapist who is registered in the register of the College of Counselling Therapy of Prince Edward Island (CCTPEI);
  - j) “registrar” means the registrar appointed by the Council.
  - k) “Regulations” mean the College of Counselling Therapy Regulations created pursuant to the *Regulated Health Professions Act*, as amended from time to time.

## 1.2 Interpretation

- 1.2.1 In the interpretation of these bylaws, unless the context otherwise requires, terms and expressions defined in the *Act* shall have that meaning as defined therein. Words in the singular include the plural and vice-versa, “they” includes all genders, including those who do not identify with a gender, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

## 1.3 Severability and Precedence

- 1.3.1 The invalidity or unenforceability of any provision of these bylaws shall not affect the validity or enforceability of the remaining provisions of these bylaws. If any of the provisions contained in the bylaws are inconsistent with those contained in the *Act*, the provisions contained in the *Act* shall prevail.

## 1.4 Head Office

- 1.4.1 The head office of the College shall be located in Prince Edward Island at an address designated by Council.

## 1.5 Seal

1.5.1 The seal of the College shall be in the custody of the registrar who shall affix it to all documents for which it is required.

## 1.6 Fiscal Year

1.6.1 The fiscal year of the College shall commence on the first (1) day of April and shall end on the thirty-first (31) day of March of the following year.

## 1.7 Execution of Contracts

1.7.1 Deeds, transfers, assignments, contracts, obligations and other non-financial instruments, in writing, requiring execution by the College shall be signed by the registrar and one other signing officer.

1.7.2 Subject to section 1.7.1, the Council may, from time to time, direct the manner in which and the person by whom a particular document or type of document shall be executed.

1.7.3 Persons authorized to sign documents on behalf of the College, may affix the College seal to the document. The Council Chair may certify a copy of any instrument, resolution, bylaw or other document of the College to be a true copy thereof.

## **2 COUNCIL**

---

### 2.1 Introduction

2.1.1 Each member, officer, staff member, and committee member must act honestly, in good faith and in the best interest of the College and in a manner that serves and protects the public interest.

### 2.2 Duties of Council

2.2.1 Council shall carry out the objectives of the College.

2.2.2 Each Council member is required to participate as an executive member or on a committee.

### 2.3 Composition

2.3.1 Council shall consist of:

a) Four (4) registrants elected from and by registrants from the general register as provided by these bylaws, and,

b) Two (2) public representatives appointed by the Lieutenant Governor in Council; and,

c) A registrar (nonvoting).

### 2.4 Term of Office

2.4.1 The term of office for all members of Council shall be in accordance with the *Act* and shall not exceed three (3) years. A member of Council may serve more than one (1) term of office but shall not serve for more than six (6) consecutive years. The term shall commence from the date of election by the College.

2.4.2 Nominees shall not be eligible to propose, amend or vote on motions nor will they be permitted to propose agenda items. They may participate in discussions that do not contravene these bylaws or Council policies.

## 2.5 Revocation of a Council Member

2.5.1 Council may remove a member of Council elected by the College, and may submit a request to the Lieutenant Governor in Council for the revocation of the appointment of a public representative of Council, where such member:

- a) fails to attend three (3) consecutive meetings of the Council without, in the opinion of the majority of the Council, a reasonable excuse;
- b) is convicted of an offence that, in the opinion of the majority of Council, renders the registrant unsuitable to continue to hold office as a registrant;
- c) commits an act, other than one referred to in clause (b), that, in the unanimous opinion of the Council undermines the ability of the member to act credibly as a Council member;
- d) is, in the opinion of the majority of the Council, unlikely to be able to fulfill the member's duties on the Council due to physical or mental incapacity;
- f) where the member is a registrant no longer in good standing or registered with the College; or,
- g) where a member submits a letter of resignation.

2.5.2 During a Special Meeting, the removal of a member or staff may be initiated by a majority vote of the Council.

## 2.6 Code of Ethics and Standards of Practice

2.6.1 In all its deliberations, Council shall be guided by the principle that the protection of the public shall be of prime consideration; and that the College of Counselling Therapy of Prince Edward Island Code of Ethics and Standards of Practice, as adopted by Council and in accordance with the *Act*, shall be at all times abided by registrants and enforced by Council.

## 2.7 Code of Conduct

2.7.1 Each Councillor, officer, staff member, or committee member is required to read, sign and abide by the Code of Conduct Policy and sign a declaration of understanding adopted by Council.

2.7.2 A Councillor shall take the oath of office, as follows:

1. *I, \_\_\_[name]\_, of \_\_\_[location of residence]\_\_\_, in the Province of Prince Edward Island, do solemnly affirm that I will faithfully, truly and to the best of my judgment, skill, knowledge and ability execute and perform the duties required as a Councillor of the College of Counselling Therapy of Prince Edward Island that properly relates to my duties as a Councillor. I further solemnly affirm that I will not communicate or allow to be communicated to any person not entitled thereto any and all information related to the Council, nor will I, without due authority, allow such person to inspect or have access to any books or documents belonging to or in the possession of the Council and in relation to the operations of the Council, who is not otherwise authorized by law.*

2. The oath of office shall be signed, confirmed and retained by the registrar with the other books and records of the Council.

## 2.8 Conflict of Interest

2.8.1 Each Councillor, officer, staff member, or committee member is required to read and abide by the Conflict of Interest Policy and sign a declaration of understanding adopted by Council.

2.8.2 A conflict of interest occurs when a reasonable perception exists that the ability of a Councillor to exercise the official duties of the Council has been affected by the private interest of a Councillor, officer, staff member, or committee member.

2.8.3 A conflict of interest can also be a breach of an obligation to the Council that has the effect or intention of advancing one's own interest or the interest of others in a way that is detrimental to the interests, potentially harmful to the integrity or fundamental mission, of the College.

2.8.4 Each Councillor, officer, staff member, or committee member shall avoid conflict of interest, including appearances of conflict of interest.

## 2.9 Declaration of Conflict of Interest

2.9.1 A Councillor, officer, staff member, or committee member who has, directly or indirectly, any interest in a proposed contract or transaction to which the Council is to be a party, shall declare their interest in the proposed contract or transaction at the meeting at which the proposed contract or transaction is first considered, and shall not take part in any discussions in relation to the subject matter prior to a review and determination by Council of the existence or perception of any conflict of interest.

2.9.2 A Councillor, officer, staff member or committee member may recuse themselves from any discussion and decision making undertaken by Council if the Councillor so decides that a conflict of interest or reasonable perception of a conflict of interest exists.

2.9.3 Any individual, who has reason to believe that a Councillor, officer, staff or committee member has a conflict of interest or a reasonable perception of a conflict of interest, shall be given an opportunity to state their concerns prior to, or during a meeting.



## 2.10 Other Conflict of Interest Conditions

- 2.10.1 A Councillor, officer, staff member, or committee member shall not solicit or accept a monetary honorarium for giving a presentation or participating in a conference as a representative of the College unless approved by Council. Mementos of nominal value may be accepted.
- 2.10.2 Where the Council has adopted an official position on a matter, a Councillor, officer, staff member, or committee member shall not engage in oral or written advocacy against the position in any public forum, including, but not limited to, legislative committees and news media aimed at the public and social media, without the prior approval of Council.
- 2.10.3 Councillors, officers, staff members, and committee members are required to preserve confidentiality with respect to all information coming to their knowledge in the course of their duties unless Council determines otherwise.

## 2.11 Conflict of Interest Outcomes

- 2.11.1 The validity of the declaration of a conflict of interest shall be determined by Council, with the following options available to the group:
  - a) The member shall abstain from all discussion and voting on the declared issue;
  - b) The member shall be excused from that portion of the meeting;
  - c) The item should be removed from the meeting agenda if it is determined to be inappropriate;
  - d) The member shall not participate in the discussion or vote on the declared issue but may be asked for information by the Council if that member has info that may be relevant to the discussion thereby enabling the Council in making an informed decision;
  - e) The Council determines the conflict of interest is not valid and proceeds with the meeting with the member in attendance.
- 2.11.2 Where the Council determines that a Councillor, or person acting on behalf of the Council in any capacity, has failed to declare a conflict of interest that is materially detrimental to the interests or potentially harmful to the integrity or fundamental mission of the College, the Council may:
  - a) Request an apology;
  - b) Submit a request to the Lieutenant Governor in Council for the immediate revocation of the Councillor in question from Council;
  - c) Take any other available measures at law or under these bylaws.

## **3 NOMINATIONS OF REGISTRANTS FOR APPOINTMENT TO COUNCIL**

---

### 3.1 Eligibility for Appointment to Council

- 3.1.1 Only registrants in good standing from the general registrar shall be eligible to nominate. Vote, or be elected.
- 3.1.2 In compliance with the *Act*, registrants are not eligible for appointment to Council as

public representatives.

### 3.2 Election of Nominees for Appointment

- 3.2.1 Nomination of a candidate for consideration as a Council member requires the written consent of the nominee and the signatures of at least one (1) other registrant of the College who is in good standing.
- 3.2.2 To be valid, a nomination must be in writing on the nomination form provided by the College and must be received by the registrar no later than the date fixed by the Council for receiving nominations.
- 3.2.3 At least 60 days before the date fixed by the Council for receiving nominations, the registrar shall publish or send a notice to each registrant of the College eligible to nominate candidates:
  - 3.2.3.1 advising of the nomination date;
  - 3.2.3.2 seeking nominations;
  - 3.2.3.3 advising of the last date for receiving nominations; and
  - 3.2.3.4 including the nomination form.
- 3.2.4 A nominee for appointment to the Council may, at any time prior to election by the College, give notice in writing to the registrar of the nominee's wish to withdraw their name. The withdrawal becomes effective upon receipt of the notice.
- 3.2.5 Where the number of candidates nominated equals the number of Council members required, that candidate or those candidates' names shall be elected to Council by acclamation.

### 3.3 Insufficient Number of Candidates

- 3.3.1 If the call for nominations does not produce enough eligible nominees to fill the vacancies on Council, registrants of the College shall be so advised, and invited to resubmit nominations.
- 3.3.2 If the number of candidates nominated remains less than the number of Council members required, a nominations committee shall be appointed by Council, and shall nominate from amongst the eligible registrants a sufficient number of consenting candidates so that the total nominations will be at least equal to the vacancies but not greater than twice the number of vacancies.

### 3.4 Vacancies During Term

- 3.4.1 If a mid-term vacancy in Council occurs through death, incapacity, resignation, or otherwise, a new Councillor shall be nominated pursuant to the process set out in section 3.2 herein, and the Councillor elected by the College shall hold office during the unexpired term of the vacancy.
- 3.4.2 Notwithstanding section 3.4.1, in the event that a Council vacancy results in a loss of

quorum for Council, Council may appoint an eligible registrant to the vacant position.

- 3.4.3 Where the mid-term vacancy is a public representative Council member appointed by the Lieutenant Governor in Council, the Lieutenant Governor in Council shall be notified so a replacement can be appointed to hold office for the balance of the unexpired term of the vacancy.

## **4 COUNCIL OFFICERS**

---

- 4.1 Council officers will be elected by registrants at the annual general meeting (AGM).
- 4.1.1 Council officers will consist of the chair, vice chair, secretary, and treasurer, and shall be responsible for the performance of such duties and exercising of such powers as are set out in these bylaws and in the Executive Officers' Duties and Responsibilities Policy.
- 4.1.2 Council may combine officer positions, from time to time.
- 4.1.3 Council officers may be removed for misconduct or dereliction of duties by a two thirds (2/3) majority vote of Council.
- 4.2 Chair
- 4.2.1 The chair shall act upon any matter delegated to the chair by the council that requires attention between meetings of the Council.
- 4.2.2 The term of office of the chair shall be one (1) year. The chair shall not serve more than three (3) consecutive one-year (1) terms.
- 4.2.3 The chair, if present, shall preside and chair at all meetings of the Council.
- 4.2.4 The chair shall be responsible for the performance of such duties and exercising of such powers as are set out in these bylaws and in the Executive Officers' Duties and Responsibilities policy adopted by the Council, and as may from time to time be assigned by the Council.
- 4.2.5 In the event of a vacancy of the chair position occurring through incapacity, resignation, death or otherwise, the Council shall elect a chair by majority vote. When elected, the new chair will remain in office for the unexpired portion of the vacant term and may be eligible for re-election.
- 4.3 Vice Chair
- 4.3.1 In the event of a vacancy of the chair position occurring through incapacity, resignation, death or otherwise, the Council shall elect a chair by majority vote. When elected, the new chair will remain in office for the unexpired portion of the vacant term and may be eligible for re-election.
- 4.3.2 The vice chair duties are set out in the Executive Officers' Duties and Responsibilities Policy.

- 4.4 Secretary
  - 4.4.1 The secretary duties are set out in the Executive Officers' Duties and Responsibilities Policy.
- 4.5 Treasurer
  - 4.5.1 The treasurer duties are set out in the Executive Officers' Duties and Responsibilities Policy.
- 4.6 Staff and Other Officers
  - 4.6.1 The Council may appoint such other officers and staff as deemed necessary for the proper administration of the Council and College, the terms of office and remuneration shall be at the Council's discretion.
- 4.7 Signing Authority
  - 4.7.1 The signing officers of the College shall be the Chair, one member as appointed by the Signing Authority Council, and the registrar.
  - 4.7.2 Signing authority for financial matters including cheques, bills of exchange and investments shall be any two (2) signing officers.

## **5 STAFF APPOINTMENTS**

---

- 5.1 Registrar
  - 5.1.1. The registrar shall be appointed as required under the *Act* and is accountable to Council.
  - 5.1.2. In addition to the duties required by the *Act*, the registrar shall conduct, or cause to be conducted, the correspondence of the College and Council; shall attend all regular meetings and special meetings.
  - 5.1.3. In addition to the duties required by the *Act*, the registrar is responsible for planning and implementing the programs of the College in accordance with policies and objectives approved by Council, overseeing the financial affairs and any operations staffing, managing any office of the College and any additional duties as determined by Council.
  - 5.1.4. The registrar's responsibilities and remuneration shall be reviewed by the Council annually.
  - 5.1.5. If Council determines the registrar needs immediate replacement, Council may appoint an interim registrar from the Councillors or any other staff until the registrar returns or a replacement has been appointed.
- 5.2. Investigator
  - 5.2.1 Upon the request of the registrar, Council shall appoint an investigation committee. Council shall consider and appoint by majority vote, one or more persons as an

investigator or investigators for purposes of the *Act*.

- 5.2.1. An investigation committee may refer a complaint to an investigator. The duty of an investigator is to exercise the powers and perform the duties as requested by an investigation committee.
- 5.2.2. Council may create additional policies and procedures pertaining to investigators.
- 5.3. Practice Auditor
  - 5.3.1 At the request of an investigator, investigation committee, or Council under its own initiative, a practice auditor may be appointed by Council by majority vote.
  - 5.3.2 Council may create policies and procedures pertaining to practice auditors and audit processes.
- 5.4 Financial Review and Audit
  - 5.4.1 A financial reviewer and/or auditor shall be appointed by the Council.
  - 5.4.2 Council shall appoint either an auditor or financial reviewer to perform an annual financial review with a full audit performed every five (5) years.
  - 5.4.3 The financial reviewer and/or auditor, after receiving the financial records of the College, shall prepare a report and statement of financial position of the College in accordance with generally accepted accounting principles and auditing standards and deliver it to the Council within the period set out in procedures established by the Council.
- 5.5 Solicitor
  - 5.5.1 The Council may appoint a solicitor to advise the College and/or College committees.

## **6 COMMITTEES**

---

### 6.1 Committees of the Council

- 6.1.1 Subject to the limitations on delegation set out in the *Act*, Council may establish any committee it determines necessary for the execution of the College's responsibilities.
- 6.1.2 In accordance with the *Act*, Council shall approve the terms of reference and composition of all standing committees. The standing committees of the Council are: a) executive committee; b) investigation committee; c) registration committee and d) hearing committee.
- 6.1.3 The Council may appoint committee members and shall prescribe, in accordance with the *Act* and in policy, the terms of reference for any such committee including the composition, powers and duties of the committee.
- 6.1.4 The Council may dissolve any committee by resolution at any time, except for those committees required pursuant to the *Act*.

- 6.1.5 Committee members shall be either a registrant in good standing with the College, a member of Council or a member of the public as appointed by Council.
- 6.1.6 In accordance with the *Act*, and unless otherwise stated in these bylaws, the Council shall appoint the chair of each committee from members or College staff.
- 6.1.7 Quorum for a committee shall be a majority of the committee registrants and where required by the *Act* shall include at least one public representative or a member of the public who has not practiced any health profession.
- 6.1.8 Committee meetings shall follow the same form and format of Council meetings set out herein.
- 6.1.9 Unless otherwise stated in these bylaws, decisions of any committee shall be by majority vote of those members of the committee present at a duly constituted meeting.
- 6.2 Revocation of Committee members
  - 6.2.1 Council may revoke the appointment of a committee member where the person:
    - a) fails to attend three (3) consecutive meetings without, in the opinion of Council, a reasonable excuse;
    - b) is convicted of an offence that, in the opinion of Council, renders the member unsuitable to continue to hold office as a committee member;
    - c) commits an act, other than one referred to in clause (b), that in the unanimous opinion of Council, undermines the ability of the member to act credibly as a committee member
    - d) is, in the opinion of the majority of the Council, unlikely to be able to fulfill the committee member's duties due to physical or mental incapacity.
    - e) where a member submits a letter of resignation.

## **7 ANNUAL GENERAL MEETING (AGM)**

---

- 7.1 Time and Place of AGM
  - 7.1.1 Council shall hold an AGM in each year at such time and place and format as determined by the Council so long as the AGM occurs no longer than 14 months and no less than 10 months from the previous AGM.
  - 7.1.2 The AGM may be held either in person, by conference call, video conferencing or other methods that permit registrants of the Council to be identified and to participate in the meeting.
- 7.2 Notice of AGM
  - 7.2.1 Notice shall be given to all registrants of the exact time and place of the AGM and shall be given in writing or other electronic means and in accordance with the bylaws, at least

thirty (30) days in advance of the meeting.

7.2.2 The minutes of the previous AGM shall accompany the notice to registrants.

### 7.3 Order of Business for AGM

7.3.1 The order of business of the AGM unless the Chair otherwise directs, shall be:

- a) review of the previous year's annual general meeting minutes;
- b) annual report of the chair;
- c) annual report of the registrar;
- d) annual reports of committees;
- e) presentation of audited financial statements or financial review;
- f) retention of insurance;
- g) new business;
- h) appointment of financial reviewer and/or auditor;
- i) registrant consultation items;
- j) election of members to Council
- k) election of Councillors to executive committee

### 7.4 Quorum for AGM

7.4.1 A quorum for the AGM shall be a minimum of five (5) registrants entitled to vote, and at least one (1) public representative from the Council.

7.4.2 If a quorum is present at the opening of the AGM, the meeting may proceed even if a quorum is not present throughout the meeting.

### 7.5 Voting at the AGM

7.5.1 Motions presented at the AGM shall be decided by a majority vote of those present who are eligible to vote.

7.5.2 Each registrant in the general registry (including the chair) shall be entitled to one (1) vote. For greater clarity, if a councillor is also a registrant that individual shall be entitled to one (1) vote only.

7.5.3 If there is a tie vote at an AGM, the chair may break the tie by casting a second (2<sup>nd</sup>) vote.

7.5.4 In the event of a tie vote where the chair chooses not to break the tie, the motion is lost.

### 7.6 Minutes of the AGM

7.6.1 The registrar shall ensure that the minutes of the AGM are recorded and distributed to registrants no later than fourteen (14) days following the AGM.

7.6.2 The meeting may be recorded electronically for reference by the Council. Electronic recording of any such meetings may be retained by the Council for a minimum of one (1) year to a maximum of eighteen (18) months.

7.6.3 The previous year's AGM minutes shall be approved by those present at a duly constituted AGM. The minutes, as approved, shall be signed by the chair (or designate) and the registrar.

#### 7.7 Observers at the AGM

7.7.1 Observers are permitted at the AGM at the discretion of the chair. Observers must advise the registrar at least two (2) business days before the scheduled AGM if they wish to attend as observers.

7.7.2 Observers are not permitted to propose, amend or vote on motions. Observers are in attendance at the pleasure of the chair and may be required to leave at any time.

## **8 REGULAR COUNCIL MEETINGS**

---

### 8.1 Time and Place of Regular Council Meetings

8.1.1 The Council shall hold at least three (3) regular meetings during the year, or more often as required, at such times and places as shall be determined by the Chair or, in the absence of a Chair, by majority vote of Council.

### 8.2 Notice of Regular Council Meetings

8.2.1 Notice of the exact time, place and format shall be given to each member at least fourteen (14) days in advance of the regular Council meeting.

### 8.3 Order of Business

8.3.1 A meeting of the Council may be held either in person, by conference call, video conferencing or other methods that permit registrants of the Council to be identified and to participate in the meeting.

### 8.4 Quorum and Attendance

8.4.1 In accordance with the *Act*, a majority of the members of the Council, at least one of whom must be a public representative, constitutes a quorum.

8.4.2 The registrar shall ensure an attendance record of all members of the Council is kept and that the record is reviewed by Council once each year for if a councilor has been absent for three (3) consecutive meetings.

### 8.5 Voting at Council Meetings

8.5.1 Motions shall be decided by a majority of the members in attendance. Each member shall be entitled to one vote.

8.5.2 If there is a tie vote, the chair may cast an additional, deciding vote.

8.5.3 In the event of a tie vote where the chair chooses not to break the tie, the motion is lost.

### 8.6 Minutes of Council Meetings

8.6.1 The meeting recorder shall record the minutes of the Council meeting and ensure



distribution of the minutes to members of Council no later than fourteen (14) days following the meeting.

- 8.6.2 Previous meeting minutes shall be approved by the Council. The minutes, as approved, shall be retained by the registrar, and shall be signed by the Chair and the registrar.
- 8.6.3 Upon application in writing and with the approval of a majority of members, any person may view the minutes of a regular Council meeting at a time and place as arranged by the registrar.

## 8.7 Observers at Regular Council Meetings

- 8.7.1 Registrants and invited guests may attend Council meetings as observers. Observers are asked to advise the registrar at least two (2) business days before a regularly scheduled Council meeting if they wish to attend as observers, or if they would like to make a presentation to Council.
- 8.7.2 Observer privileges will be granted upon majority vote of Council and shall also be withdrawn in the same manner.
- 8.7.3 Observers of Council meetings may be required to sign a statement of non-disclosure, declaration of conflict of interest, or declaration of code of conduct.
- 8.7.4 Observers are not permitted to propose, amend or vote on motions. However, they may participate in discussion, if approved by Council, and where participation does not contravene these bylaws or any Council policies.

## **9 SPECIAL MEETINGS**

---

### 9.1 Time and Place of Special Meetings

- 9.1.1 Special meetings of Council shall be held at the call of the Chair or by a requisition signed by two (2) members of Council.
- 9.1.2 Special meetings of the registrants shall be held at the call of the Council or by a requisition signed by five (5) registrants in good standing.

### 9.2 Notice of Special Meetings

- 9.2.1 No fewer than five (5) days' notice shall be given for a special meeting of Council unless all members of the Council attend the meeting and waive the five days' notice. The notice shall specify the time and location of the special meeting and the business to be brought forward.
- 9.2.2 No fewer than thirty (30) days' notice shall be given for a special meeting of the members. The notice shall specify the time and location of the special meeting and the business to be brought forward.

### 9.3 Order of Business for Special Meetings

- 9.3.1 No business shall be dealt with except that for which the meeting was called.
- 9.3.2 Unless otherwise directed by the Chair, the procedure for special meetings will follow the bylaws set forth under regular council meetings.

## **10 RULES OF ORDER AND GIVING NOTICE**

---

### 10.1 Rules of Order

- 10.1.1 Proceedings at meetings of the College and the Council shall be guided by the rules set down in "Robert's Rules of Order Newly Revised – 11th edition" in all cases not specifically provided for in the *Act* or in these bylaws.

### 10.2 Giving Notice

- 10.2.1 Any notice (including any communication or document) to be given (which includes sent, delivered or served), pursuant to the *Act*, the bylaws or otherwise to a registrant, officer or to the public accountant shall be sufficiently given:
  - a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the College, or in the case of notice to a registrant, to the latest address as shown in the last notice sent by the College; or
  - b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
  - c) if sent to such person by email, or other communication facility at such person's recorded address for that purpose.
- 10.2.2 A notice so delivered shall be deemed to have been given:
  - a) five (5) business days after being deposited in a post office or public letter box for delivery by regular mail; or
  - b) immediately when faxed or e-mailed.

## **11 ALLOWANCES**

---

### 11.1 Remuneration

- 11.1.1 Councillors, officers, and committee members may be paid remuneration in accordance with the Remuneration policy, adopted by Council.
- 11.1.2 Unless otherwise stated in these bylaws, no Councillor – including the chair, or committee member shall directly or indirectly receive any profit from occupying said position; provided that:
  - a) the Councillor, officer, or committee member may be reimbursed for reasonable expenses they incur in the performance of their duties; and

- b) the Councillor, officer, or committee member may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the College, provided that the amount of any such remuneration or reimbursement is:
- i) considered reasonable by the Council;
  - ii) approved by the Council for payment by resolution passed before such payment is made; and
  - iii) in compliance with the College-conflict of interest policy.

## **12 FEES AND DEADLINES**

---

### 12.1 Fees

- 12.1.1 Council shall establish and collect fees that are payable by registrants to apply for, obtain, renew, transfer or reinstate a certificate of registration, including penalties for late payment, and fees that are payable to take an examination.
- 12.1.2 Council shall establish and collect all other fees payable under the *Act* where permitted or required.
- 12.1.3 The fees set out in Article 12.9 are payable to apply for, obtain, renew, transfer, or reinstate a certificate of registration, including penalties for late payment, and fees that are payable to take an examination, and shall be collected by the College.

### 12.2 Schedule of General Registration Fees and Deadlines

- 12.2.1 The registration year is November 1 to October 31 and an annual registration fee is payable by each registrant
- 12.2.2 The annual registration fee for the registration year for which a person first becomes a registrant must be paid immediately prior to the issuance of that certificate of registration.
- 12.2.3 The annual renewal fee must be paid by October 15 to ensure registration renewal is processed and in place prior to the beginning of the registration year.

### 12.3 Special Registration

- 12.3.1 A special class registration entitles the registrant to work for thirty (30) consecutive days.
- 12.3.2 No more than three (3) special class registrations may be issued in any registration year per registrant.

### 12.4 Verification Fee

- 12.4.1 A fee for verification of current or past registration in Prince Edward Island is required to be paid at the time of the request.

### 12.5 Late Fee

- 12.5.1 A registration renewal received between October 15 and October 31 of the registration year, must be accompanied by a late fee payment.

## 12.6 Application for Reinstatement

12.6.1 In accordance with the *Regulations*, an application for renewal may only be made by a registrant until October 31 in any registration year. Thereafter an application for reinstatement is only available during the ensuing three (3) years following the date of the lapse in registration.

## 12.7 Jurisprudence Examination Fee

12.7.1 An applicant shall pay the fee set out in Article 12.9 for each attempt of the jurisprudence examination which is a requirement for a certificate of general registration.

## 12.8 Collection of Fees

12.8.1 Subject to Article 12.8.2, all forms and fees related to the annual registration renewal must be received by the College registrar no later than October 15 of each year.

12.8.2 All forms and fees related to the annual registration renewal not received by October 15 of each year shall be subject to the penalty noted in Article 12.5.

12.8.3 Any registrant with unpaid fees or penalties not received in full by the College prior to November 1 of each year will not be eligible for registration, and must apply for reinstatement.

12.8.4 All fees shall be paid by electronic transfer.

12.9 All fees shall be set out in the Fee Schedule policy adopted by the Council.

## **13 CARE OF FUNDS**

---

### 13.1 Budget

13.1.1 The registrar shall prepare an estimate of the budget for the upcoming year with the assistance of the Chair.

13.1.2 The budget for the upcoming year shall be presented by the registrar and adopted by the Council each year prior to the fiscal year end

### 13.2 Banking

13.2.1 Council, or its staff, shall ensure that all money received on behalf of the College is deposited in the name of the College in a bank or other deposit gathering institution that is a registrant of the Canadian Deposit Insurance Corporation or in a credit union established in such a way as to guarantee the deposits.

### 13.3 Investments

13.3.1 Council shall ensure that when funds of the College are invested, they are held secure through means set out in policies and procedures approved by Council.

### 13.4 Insurance

13.4.1 Council shall ensure that the College maintains security arrangements and insurance

coverage against loss of funds that the College may sustain resulting from employee dishonesty, destruction, disappearance, wrongful abstraction or forgery.

13.4.2 Council shall ensure that the College maintains insurance coverage for office contents, and liability and errors or omissions insurance for councillors.

### 13.5 Bylaws

13.5.1 New bylaws or changes in the bylaws are voted on in the AGM or a special meeting of registrants. New bylaws or changes required a vote of two thirds (2/3) majority.

13.5.2 Bylaws shall be available to the public in a public forum as determined by the Council.