

BY-LAWS OF The International Association of Counseling Hypnotherapists

Part 1. Interpretation

1.
 - [a] In these by-laws, unless the context otherwise requires:
 - [b] "Directors" means the directors of the Society for the time being.
 - [c] "Executive" means the Executive Members of the Society for the time being.
 - [d] "Societies Act" means the Societies Act of the Province of British Columbia, from time to time in force, and all amendments to it.
 - [e] "Registered address" of a member means his/her address as recorded in the Register of Members.
 - [f] Policy/Policies means those rules and regulations of the Society which govern the daily internal working of the Society, and which are not contradictory to the By-Laws of the Society.
 - [g] Working office means that of the President, Vice President, Secretary, Treasurer, or if they be one and the same person Secretary/Treasurer, the Examiner, and any other position which, from time to time, may be designated under this classification.
 - [h] The definitions in the Societies Act on the date these by-laws come into effect apply to these By-Laws.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person.

Part 2 - Membership

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these By-Laws, and have not ceased to be members, as well as the following classification of members:
 - [a] **Counseling Hypnotherapist**
A member in good standing who demonstrates a proven proficiency in the art and science of hypnotherapy, including history, principles, ethics, and counseling, in a clinical setting; and who must, in addition, meet all current criteria as set out by the Examining Committee.
 - [b] **Resident Hypnotherapist.**
A member in good standing who has studied and achieved a basic proficiency in the art and science of hypnotherapy, through study and practice, and who must in addition, meet all current criteria as set out by the Examining Committee.
 - [c] **Student.**

A non-voting member who, in good standing, has expressed an interest in the art and science of hypnotherapy, and who is currently studying to be a Counseling Hypnotherapist.

[d] Professional Associate.

A member in good standing of the medical, dental or psychological professions who use hypnosis in their practice or has an interest in the science of hypnosis and hypnotherapy. All such professionals shall be welcomed for their input, but shall not be a Director or have voting privileges in the Society.

4. A person may apply to the Directors for membership in the Society and on acceptance by the Society, or in the case of an appeal to the Directors and on their acceptance, shall be a member.
5. Every member shall uphold the constitution and comply with the by-laws and policies that are set by the Society.
6. The amount of the first Annual Membership dues shall be determined by the Directors and thereafter the Annual Membership dues shall be determined at the Annual General Meeting of the Society.
7. A person shall cease to be a member of the Society:
 - [a] By delivering his/her resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or
 - [b] On his/her death or in case of a corporation on dissolution, or
 - [c] On being expelled, or
 - [d] On having been a member not in good standing for twelve consecutive months.
8. [a] A member may be expelled by a special resolution of the members passed at a general meeting.
 - [b] The notice of a special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - [c] The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at a meeting of the Director's prior to a general meeting before the special resolution is put to a vote.
 - [d] When a vote is taken dealing with a special resolution for expulsion, the vote shall be by secret ballot.
9. All members are in good standing except a member who has failed to pay his/her current annual membership fee or any other subscription or debt due and owing by him to the Society and he/she is not in good standing so long as the debt remains unpaid.

Part 3 - Meetings of Members

10. General meetings of the Society shall be held at such time and place, in accordance with the Societies Act, as the Directors decide.
11. Every General Meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
12. [a] The Directors may, whenever they think fit, convene an Extraordinary General Meeting.

[b] 'The Directors shall, upon the signed request of ten percent of the members, convene an Extraordinary General Meeting for a specific purpose'.
13. [a] Notice of a General Meeting shall specify the place, the day and the hour of such meeting, and in the case of special business, the general nature of that business.

[b] The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the members entitled to receive notice, does not invalidate proceedings at that meeting.
14. The President and/or three Directors, may, whenever they think fit, convene a Directors Meeting.
15. The first Annual General Meeting of the Society shall be held not more than fifteen months after the date of incorporation and thereafter an Annual General Meeting shall be held at least once in every calendar year and not more than fifteen months after holding of the last preceding Annual General Meeting.

Part 4 - Proceedings at General Meeting

16. Special Business is:
 - [a] All business at an extraordinary general meeting, except,
 - [i] The adoption of rules of order.
 - [ii] The consideration of the financial statements.
 - [iii] The report of the Directors.
 - [iv] The report of the auditor, if any.
 - [v] The election of Directors.
 - [vi] The appointment of the auditor, if required, can be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
17. [a] No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

[b] If at any time during a general meeting there cease to be a quorum

present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

- [c] A quorum is three (3) directors in good standing present or such greater number as the members may determine at a general meeting.
18. If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.
 19. Subject to By-Law 20, the President of the Society, the Vice-President, or in the absence of both, one of the other Directors present shall preside as Chairman of a general meeting.
 20. If at a general meeting:
 - [a] There is no President, Vice-President, or other Director present within fifteen (15) minutes after the time appointed for holding the meeting, or
 - [b] the President and all the other Directors present are unwilling to act a Chairperson, the members present shall choose one of their number to be Chairperson.
 21. [a] A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - [b] Where a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - [c] Except as provided in this By-Law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
 22. No resolution proposed at a meeting need be seconded.
 23. [a] The Chairperson of a meeting may move or propose a resolution, but shall not cast a vote, except in accordance with By-Law 23.b.
 - [b] In case of an equality of votes the Chairperson may cast a deciding vote.
 24. [a] A member in good standing, present at a meeting of members is entitled to one vote, except Student Associate and Professional Associate Members.
 - [b] Only Directors shall have voting privileges at a Directors meeting.
 - [c] Voting by Directors at a Director's meeting is by a show of hands or, when offsite, by conference call.

Part 5 - Directors and Officers

25. [1] The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these By-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of:
- [a] All laws affecting the Society,
 - [b] these By-Laws, and
 - [c] policies not being inconsistent with these By-Laws, which are made from time to time by the Society in either Directors or General Meeting.
- [2] No rule, made by the Society in a general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.
26. [a] The President, Vice-President, Secretary, Treasurer, or if the office be combined, the Secretary/Treasurer, the Chairperson of the Ethics Committee, and one or more other persons, as elected by the members, shall be the Directors of the Society. The number of Directors shall not exceed eleven (11).
27. [a] The Directors shall retire from office at the end of each Annual General Meeting, at which time their newly elected successors shall take office.
- [b] The Officers and Directors elected at the Annual Meeting, immediately prior to these By-Laws coming into force, shall remain in office until the Annual Meeting of the year 2005, at which time they shall retire from office in accordance with By-Law 28.a.
- [c] Separate elections shall be held for each office and/or Directorships to be filled.
- [e] If no successor is elected the person previously elected or appointed continues to hold office.
28. The Voting procedure for the Election of Directors will be as follows:
- [a] A registrar will be contracted by the Directors to oversee the electoral process. He/she will not be a member of the Society or have any direct affiliation with the society.
 - [b] The Registrar shall assign each voting member a case sensitive specific combination of seven letters and numbers. This unique Identification Code will only be known to the Registrar.
 - [c] The Registrar will deliver the Identification code to the voting member by phone or electronic mail.

- [d] Once the member has received their unique Identification Code, the voting member can cast their ballot by submitting their Identification code with their vote. This can be done by phone, electronic mail directly to the Registrar.
 - [e] Upon the Registrar receiving the members vote, he/she will validate and record the secret vote for later submission to the Directors.
 - [f] The Directors will notify membership of an election a minimum of 21 days prior to the election.
 - [g] Voting will begin on the 22nd day and conclude 72 hours later Pacific Standard Time.
 - [h] Once the deadline has passed, the Registrar will tally the results and submit them to the Directors of the Society, who will then disperse the information to the members within 72 hours Pacific Standard time.
 - [i] All long distance costs incurred when a member votes by phone will be incurred by the member and not the Society.
 - [j] If extraordinary circumstances occur at times other than at a yearly election and where a vote by the membership is deemed necessary, the above procedures will apply.
29. [a] The Directors may at any time and from time to time appoint a member as a Director to fill a vacancy in the Directors; such appointees shall be a Director until the next scheduled Annual Meeting, at which time they may stand for election.
30. [a] If a Director resigns his/her office or otherwise ceases to hold office, the remaining Directors may appoint a member, in accordance with By-Law 20.a, to take the place of the former Director.
- [b] No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
31. The members may, by special resolution, remove a Director before the expiration of his/her term of office.
32. [a] A Director, who holds a working office, shall be remunerated commensurate with the time he/she spends working in a specific office, and shall be reimbursed for all expenses necessarily and reasonably incurred by him/her while engaged in the affairs of the Society. Remuneration shall be by agreement between the Director and the Society, with the Director presenting an itemized statement of account to the Society for payment.
- [b] A Director, unless remuneration is fixed by the Society Policies, shall disclose all

contracts and monies gained by him/her as the result of him/her being a member of the Society. All disclosures shall be made prior to the signing of any contracts, monies gained by the Director, or work done by the Director for which he/she will charge a fee. The Society may disallow the Director any gain that is not in accordance with Part 5. article 31 a.

Part 6 - Proceedings of Directors

33. [a] The Directors shall meet together onsite, by conference call and at such places and times as they think fit to conduct the business of the Society, adjourn, and otherwise regulate their meetings and proceedings, as they see fit.
- [b] The Directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed, the quorum shall be a majority of the Directors then in office.
- [c] The President shall be Chairman of all meetings of the Directors; but if at any meeting the President is not present within thirty (30) minutes after the time appointed for holding the meeting, the Vice-President shall act as Chairperson, but if neither is present the Directors present shall choose one of their members to be Chairperson at that meeting.
- [d] A Director may at any time, and the Secretary, on the request of a Director, convene a meeting of the Directors.
34. [a] The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors and/or Members as they think fit.
- [b] A committee so formed, in the exercise of the powers so delegated, shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in the exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
35. A committee shall elect a Chairperson of meetings; but if no Chairperson is elected, or if at any meeting the Chairperson is not present within thirty (30) minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their number to be Chairperson of the meeting.
36. The members of a committee may meet and adjourn as they deem proper.
37. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an Annual or other General Meeting of members, or for a meeting of the Directors at which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly-elected or appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Directors is present.
38. [a] Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.
- [b] The Chairperson shall not have a vote, except as proscribed in By-Law 38.c.
- [c] In case of an equality of votes the Chairperson may cast a deciding vote.

39. No resolution proposed at a meeting of Directors or committee of Directors need be seconded, and the Chair Person of the meeting may move or propose, and speak to a resolution.
40. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of directors.

Part 7 - Duties of Officers

41. [a] The President shall preside at all meetings of the Society and of the Directors, except at committee meetings.
- [b] The President shall an ex-officio member of all committees.
- [c] The President is the Chief Executive Officer of the Society and shall supervise the other Officers in the execution of their duties.
42. The Vice-President shall carry out the duties of the President during his absence.
43. The Secretary shall:
- [a] Conduct the correspondence of the Society.
- [b] Issue notices of meetings of the Society and Directors.
- [c] Keep minutes of all meetings of the Society and Directors.
- [d] Have custody of all records and documents of the Society except those required to be kept by the Treasurer.
- [e] Have custody of the common seal of the Society, and
- [f] maintain the register of members.
44. The Treasurer shall
- [a] Keep such financial records, including books of account, as are necessary to comply with the Societies Act, and
- [b] render financial statements to the Directors, members and others when required.
45. [a] The offices of the Secretary and Treasurer may be held by one person who all be known as the Secretary/Treasurer.
- [b] If the office's of Secretary and Treasurer be held by one person, that person shall perform all the requirements of By-Laws 44 and 45.
46. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at that meeting.
47. The Directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

48. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no person(s) is prescribed, in the presence of the President and Secretary or President and Secretary/Treasurer.

Part 9 - Branch Societies

49. The Society may establish and maintain one or more branch societies with the powers, not exceeding the powers of the society, that the society confers.

Part 10 - Borrowing

50. In order to carry out the purposes of the Society the Directors may, on behalf of and in the name of the Society, raise secure and secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.
51. No debenture shall be issued without sanction of a special resolution.
52. The members may, by special resolution, restrict the borrowing powers of the Directors but a restriction so imposed expires at the next Annual General Meeting.

Part 11 - Auditor

53. This part applies only where the Society is required or has resolved to have an auditor.
54. At each Annual General Meeting, the Society shall appoint an auditor to hold office until he/she is re-elected or his/her successor is elected at the next Annual General Meeting.
55. An auditor may be removed by ordinary resolution.
56. An auditor shall be informed forthwith, in writing, of his/her appointment or removal.
57. No Director and no employee of the Society shall be auditor.

Part 12 - By-Laws

58. A notice shall be given to a member, either by mail, fax or electronic mail, at his/her registered address fourteen (14) days prior to a meeting taking place.
59. A notice sent by mail, fax or electronic mail shall be deemed to have been given on the second day following that on which the notice was sent or given to the member.
60. [1] Notice of a general meeting shall be sent to:
- [a] Every member shown on the register of members on the day notice is given, and
- [b] No other person is entitled to receive a notice of general meetings.

Part 13 - By-Laws

61. On being admitted to membership, a member is entitled to and the Society shall provide him/her, without charge, a copy of the constitution, By-Laws and policies of the Society.
62. These By-Laws shall not be altered or added to except by special resolution.
63. The Society may establish, and maintain as the Association sees fit, one or more Branch Associations or Chapters, with such powers not to exceed the powers of the original Association.
64. The By-Laws and Policies of any Branch or Chapter of the Society shall be those of the Society as a whole.

Dated at the District of Vancouver, Province of British Columbia, this 6th. Day of May 2004.