



Founded 1966

# International Association for Counselling

## CONSTITUTION

### 1. Name of the Association

The name of the association is the International Association for Counselling (the "Association").

### 2. Vision and Mission Statement

**The International Association for Counselling (IAC)** is an International Non-Governmental Association (NGO) with United Nations consultative status. Since 1966, we have worked to advance the development of counselling through practice, education, research, and advocacy initiatives. IAC advances the development of counselling in order to improve people's lives and well-being.

IAC Vision: A world where counselling is available to all.

**Mission:** To serve as an international leader and catalyst for counsellors and counselling associations by advancing culturally relevant counselling practice, research and policy to promote well being, respect, social justice and peace worldwide.

Counselling changes lives for the better and reduces suffering. IAC's humanitarian movement advocates for more access to counselling worldwide. IAC lobbies and influences governments and international organisations to have counselling better recognised as a profession. IAC helps to establish counselling structures, (e.g. National Associations or Education Programmes) in countries where there is no counselling. IAC is working to advance the counselling profession worldwide and we invite you to join us in our mission.

### 3. Core Values

- **Respect:** For the dignity, value and human rights of individuals and communities.
- **Integrity:** Honesty, accountability and ethical behaviour.
- **Excellence:** Demonstrated by the quality and professionalism of IAC's work.
- **Service:** To our membership and wider society.
- **Commitment:** To benefit humanity and improve people's lives.
- **Collaboration:** An inclusive culture that values diverse perspectives, the power of common vision, and equality among peers.

## **BYE-LAWS**

### **International Association for Counselling**

Formerly International Round Table for the Advancement of Counselling (IRTAC)

*(incorporating the 1992 BYE-LAWS document of IRTAC with additions from General Assembly meetings of 2003 and 2004 and Motions passed at Executive Council meetings in 2003, 2004, 2005, 2016 and 2018.)*

## **SECTION 1. MEMBERSHIP**

1. Membership of the International Association for Counselling (IAC)  
Becoming a Member of IAC assists the development of counselling internationally. IAC does not verify practice qualifications and, in all cases, relies on the local/national/regional structures to do so. IAC has six membership categories: **Individual** (Professional, Student, General) and **Group** (Association, Education Institute and Counselling Service) membership.

### **2. Classes of Membership**

#### **(a) Individual** (Professional, Student/Retired, General)

**Professional:** A category available to practising counsellors and counsellor educators who are recognised as such in their own country/region.

**Student/Retired:** A category available to retired counsellors and all students of counselling, psychotherapy, counselling psychology, guidance, school counselling and kindred professions.

**General:** A category available to all those interested in the development of counselling, including counsellors, counselling students, affiliate and pre-accredited members of national associations, mental health professionals, educators, and people that use counselling skills in their work, such as, social workers and nurses.

#### **(b) Group** (Association, Education Institute, Counselling Services)

**Association:** A category available to national and regional counselling associations and other counselling, psychotherapy, guidance, psychological, and allied mental health organisations.

**Education Institute:** A category available to education organisations including Universities, Colleges, Academies and Education Institutes.

**Counselling Services:** A category available to:  
Group practices, university and college counselling services, counselling agencies (state and local), and counselling helplines.

#### **(c) Honorary Membership**

Honorary Life Members are appointed by the General Assembly on advice of Executive Council. Honorary Life Members are presented with a certificate

and are exempt from further dues or conference fees for the duration of their lives. Honorary Life Members shall include Presidents Emeriti.

### **3. Annual Membership Fees**

- Membership fees are payable every year.
- Notice of renewal shall be sent to each member by the Membership Secretary prior to the anniversary of the Member's initial membership.
- Membership fees should be paid through the IAC website or paid directly to the IAC Treasurer during IAC Conferences.
- People who are not yet members of IAC can ask for membership information or to have their names put on the IAC mailing list by contacting the Membership Secretary.
- All members of IAC must subscribe to the *Universal Declaration of Human Rights* as passed by the General Assembly of the United Nations. (<http://www.un.org/en/universal-declaration-human-rights/>)

### **4. Termination or Refusal of Membership**

The Executive Council shall have the power to refuse membership status to, or withdraw membership status from, any individual or organisation, who brings the organisation into disrepute or as it sees fit.

A membership in IAC is terminated when:

1. The Member dies, or the association, institute, or counselling service is dissolved.
2. The Member fails to uphold any qualifications for membership
3. The Member's term of membership expires
4. The member resigns by sending an email to the President or CEO of IAC, effective on the date specified in the resignation.
5. The Executive Council determines that there is reason enough with regard to the mandate or purpose of the association.
6. The Executive Council shall have the power to establish or dissolve committees and working groups as it sees fit or remove from office members and non-members to these bodies.

## **Section 2.**

### **Administration**

1. IAC shall have a General Assembly and an Executive Council. The Executive Council shall have the power to establish or dissolve committees and working groups as it sees fit and to appoint or remove from office, members and non-members to these bodies.
2. The working language of IAC shall be English

## **Section 3.**

### **The General Assembly**

## **1. Sessions**

- a) In pursuance of its aims, as laid down in Article 2 of its statutes, the General Assembly shall determine policies and give general direction on the work of The Association. It shall take decisions on proposals submitted to it by its Executive Council and on any urgent matter before it.
- b) The General Assembly shall elect, by secret ballot, The President, The President-Elect, The Secretary, The Treasurer and members of the Executive Council.
- c) The General Assembly shall adopt the report of its activities and those of the Executive Council and approve its audited accounts.
- d) The General Assembly shall meet in person at least once in two years. Normally this takes place during the IAC World Conference. However the Executive Council may call an assembly with three months' notice and provide the date and place of meeting. Members may call for a special Meeting of Members on written demand, through a 30% petition of paid up members.
- e) Three months' notice shall be given before each General Assembly and the notification shall contain information on the date and place of the meeting.
- f) The accidental omission to give notice or the non-receipt of a notice to any members does not invalidate proceedings at that meeting.

## **2. Agenda and Working Documents**

- a) The provisional agenda of the General Assembly shall be prepared by the Executive Council and submitted to members not later than one month before the GM. Working documents will be provided to members upon no less than one month before the meeting.
- b) Parliamentary procedure, a set of well proven rules designed to move business along in a meeting while maintaining order and controlling the communications process, is used at the General Assembly.

## **3. Voting Rights**

- a) Whilst persons can join IAC at any time, including through the website or at an IAC conference, each person needs to have been a member for six months to be entitled to one (1) vote. However, new members with no voting rights may attend General Assemblies.
- b) Members may not vote by proxy.
- c) The President and The CEO shall not be entitled to a vote at an AGM. For every motion submitted to a vote, the President shall declare that a resolution has been carried or lost and that shall be evidence of the fact. However the President will exercise a casting vote in case of a tie, or where a required two-thirds majority decision will be affected by their vote.

## **4. Elections**

- a) Elections shall be held every three years at the AGM to elect:
  - Council members to replace members who have terminated their two terms of three years in a single role. Council members who have occupied the same role for two terms may not contest that role again but may stand for other roles.
  - Council Members who have died, resigned or received a vote of no confidence by the Executive Council or Assembly, or have decided not to run for election.
- b) Elections shall be role specific. Members need to specify before what role they are seeking to contest. These details will be specified in the ballot sheet.
- c) In the case of regional representatives on the Executive Council representation of the World regions shall be guaranteed. If a vacancy still exists because no candidate from a particular region would have stood for election, the Executive Council will have the duty to actively seek to appoint a member from that particular region for a three-year term.
- d) If a member dies, is incapacitated or resigns from a position on the Executive Council, that position shall normally be taken by the person who would have garnered the second largest amount of votes in that role. Such a person will hold the office until the next election takes place. Should there be no such person or should the Council decide otherwise, the Executive Council shall have the power to appoint a person until such time as the next elections by the Assembly.

## **5. Admission of Observers**

- a) The Executive Council may invite observers from the United Nations (UN), or any of its specialised agencies, to be present at specified sessions of the General Assembly. In all other cases, the General Assembly, on the recommendations of the Executive Council, may admit observers at specified sessions.
- b) The meeting of the General Assembly, its committees and its subsidiary bodies shall be held in public unless the body decides otherwise.

## **6. Quorum**

- a) At the Plenary sessions of the General Assembly, twenty-five (25) members of IAC shall constitute a quorum. If there is no quorum, the General Assembly shall wait 30 minutes from the set time of the meeting to start the General Assembly.

## **7. Voting**

- a) Decisions of the General Assembly shall be taken by a simple majority of the members present and voting except in the case of voting for the Executive Council.
- b) Amendments to the Bye-Laws shall be adopted by a simple majority of the members present and voting.

- c) The term “*members present and voting*” shall mean members casting an affirmation and negative vote and excludes those abstaining from voting.
- d) Voting, except when a secret ballot is taken, shall be by show of hands.
- e) Voting by secret ballot shall be mandatory when electing The President, The President Elect, The Secretary, The Treasurer and other members of the Executive Council.
- f) Except where otherwise provided in the Statutes and Bye-Laws or when deemed otherwise by the assembly, decisions of the General Assembly become effective immediately upon approval.

## **Section 4. The Executive Council**

The Executive Council and the Officer Group hold themselves to the highest ethical scrutiny and are willing to give their service to IAC to the highest standards. Members should declare any multiple roles, conflicts of loyalty and conflicts of interest

### **A. Composition of the Executive Council and Officers Group**

- a) The Executive Council of IAC shall consist of The Officers namely: the President, the Immediate Past President, the President-Elect, the Secretary and the Treasurer in addition to the Members, namely The Regional Representatives and three General Members.
- b) A Membership Secretary shall be appointed by the Executive Council. The Membership Secretary shall report to the President, the Officer Group and the Executive Council.

### **B. Elections and Appointments of the Executive Council and Officers Group**

- a) The President of IAC shall be elected from amongst its members by the General Assembly by secret ballot and shall serve a term of three years extended by another three years if re-elected. The President is normally elected after serving for one term as President-Elect and normally serves for two terms of three years. The President should be a person with an established international reputation who embodies the values and ideals of the Association. The President shall be completely dedicated to IAC and shall not be president of any other counselling association or any other association that may create a conflict of interest or of loyalty with any other association.
- b) The Immediate Past President is the role of the President upon completion of their term as President and takes place automatically. The Immediate Past President retains their post until the termination of the incumbent President's term. The Immediate Past President then becomes Past President. Should the post of Immediate Past President become vacant through, resignation, death or inability to continue in the role, the post shall remain vacant until the incumbent President becomes Immediate Past President.
- c) The President-Elect of IAC shall be elected, from among its membership by the General Assembly by secret ballot and shall serve a term of three

- years. The President-Elect shall hold no other conflicting roles with their office. The President-Elect shall automatically become President at the end of the term as President-Elect. Should the President-Elect resign or not be in a position to continue, an election will need to take place at the first General Meeting available to elect a new President-Elect.
- d) The Secretary of IAC shall be elected from amongst its members by the General Assembly by secret ballot and shall serve a term of three years. The Secretary shall be eligible for immediate re-confirmation for an additional term of three years if re-elected by the Assembly. Upon completion of the term, the Secretary may be appointed as a consultant to the Executive Council for up to three years in an advisory capacity to the incoming Secretary.
  - e) The Treasurer of IAC shall be elected from amongst its members by the General Assembly by secret ballot and shall serve a term of three years. The Treasurer shall not be the treasurer of any other association. The Treasurer shall be eligible for re-election of a further term by the assembly upon completion of the term. The Treasurer may be appointed as a consultant to the Executive Council for a period of up to three years in an advisory capacity to the incoming Treasurer.
  - f) Members of the Executive Council shall be elected by secret ballot from amongst the members the General Assembly. These elected individuals shall hold office for a term of three years and be eligible for immediate re-election for one additional term. To ensure World Regions are represented at least eight (8) members are elected. This number may increase to reflect demographic changes'. In addition, there shall be three (3) other elected General Members on the Executive Council. These members are eligible for election for a second three-year term.
  - g) In the event of death or resignation of a member of the Executive Council, shall be determined by Executive Council. The Executive Council shall normally invite the person who received the next highest number of votes to join the Executive Council, taking into account the requirements for regional representation. They should hold office till the next election.
  - h) The Executive Council shall be empowered to appoint consultants to assist either with ongoing projects or with general advice to the Executive council or the General Assembly. Consultants shall be appointed for a three-year period with the option of re-appointment to an additional period of three years. The maximum number of consultants at any one time shall be ten. Consultants may range from President Emeritus, previous Secretaries and Treasurers and experts in specific subject areas.
  - i) The IAC may engage the services of a Chief Executive Officer (CEO) who will assume the duties of the general administration of the association.
  - j) The Past-President is a fully franchised member of the Executive Council.
  - k) The President, the President-Elect, the Immediate Past President, the Secretary and the Treasurer as well as the CEO shall make up the Officer Group.

## **C. Committees**

- a) The Executive Council may set up standing committees and ad hoc committees as deemed necessary in order to fulfill the responsibilities of the Association.
- b) Powers and duties of such committees shall be conferred upon them from time to time by the Executive Council by a resolution.
- c) Committees may formulate its own rules of procedure, subject to the direction of the Executive Council.
- d) The Chair of each committee shall be appointed by the Executive Council.
- e) Any members of the committees may be suspended from office by the Officers Group until such time as the Executive Council passes a resolution on the matter.

#### **D. Removal of Executive Council Members**

- a) Any member of the Executive Council may be removed from office by a resolution passed by a special meeting of the General Assembly.

#### **E. Remuneration of Executive Council Members**

- a) Elected Members of the Executive Council shall serve without remuneration.
- b) Officers shall be entitled to reimbursement for reasonable expenses incurred carrying out their duties if approved in advance by the Officer Group and the Treasurer.
- c) Officers shall be entitled to remuneration for special services and activities rendered on behalf of the Association provided that these services and activities have been approved by the Officer Group and have been acquired in a manner intended to avoid any conflict of interest by the Officer.

#### **F. Roles and Responsibilities of the Executive Council**

##### **1. Executive Council**

- a) Executive Council, acting under the authority of the General Assembly, shall be responsible for the execution of its programmes.
- b) The decisions of the Executive Council shall be by a simple majority with the President exercising a casting vote in the event of a tie.
- c) The mandate of the Executive Council is:
  - I. To be committed to the vision, mission and values of IAC , managing its business in accordance with its Bye-Laws, statues and Standing Orders
  - II. To provide strategic direction, including agreeing and monitoring strategic plans.
  - III. To agree operational plans and budgets
  - IV. To monitor progress and spending against plan and budget
  - V. To evaluate results, assessing outcomes and impact
  - VI. To review and/or amend the plan and budget as appropriate
  - VII. To keep informed of the activities of IAC and the wider issues that affect its work.



VIII. To ensure the work of the organisation is monitored and evaluated in accordance with its values, objectives and principles and remains relevant and valid.

## **2. Officer's Group**

- a) The mandate of the Officer's Group is to manage IAC business as it arises on behalf of the Executive Council requiring attention, investigation, analysis, decision or resolution.
- b) To schedule meetings and plan the agenda for the Executive Council meetings and the AGM.
- c) To authorize expenditure as required and determined by Standing Orders.

## **3. President**

- a) The President is the face and the voice of IAC. The President works continuously to develop The Association's mission and vision and implements policies and procedures that make possible for them to be reached.
- b) The President gives strategic and operational leadership to IAC; articulates the vision and mission statement; maintains its spirit and values whilst moving the organisation towards meeting its objectives.
- c) The President represents The Association and carries out negotiations at all official meetings with entities, NGO's, and national and international associations.
- d) The President is accountable to both the IAC Council and to the Assembly. The President continuously evaluates the effectiveness of The Association and all its arms including the Council and the Round Tables and oversees the successful running of IAC.

## **4. Immediate Past President**

- a) The Immediate Past President will be an IAC Officer and Council member and shall provide support and counsel to the Executive Council and President when it is solicited.
- b) The Immediate Past President will provide advice and leadership to the Executive Council regarding past practices.
- c) The President may also ask the Immediate Past President to act as their delegate and to perform the duties of the President in the absence of the President.

## **5. President-Elect**

- a) The President-Elect will join the Officer Group for three years and will devote time to learning, preparing and participating prior to becoming President.

- b) The President-Elect collaborates with the President to learn the role of the President, to become familiar with the strategies of The Association and its governance, and to develop and facilitate transition.
- c) The President-Elect assists and supports the President as needed.
- d) The President-Elect builds strong relationships

#### **6. Secretary**

- a) The Secretary is responsible to the President, Executive Council, and Annual General Meeting.
- b) The Secretary ensures meetings are effectively organised and minuted.
- c) The Secretary maintains effective records and administration.
- d) The Secretary upholds the legal requirements of governing documents, Statutes, Bye-Laws and Standing Orders.
- e) The Secretary maintains IAC archives.

#### **7. Treasurer**

- a) The Treasurer will maintain an overview of The Association's financial affairs, and work in close collaboration with the CEO.
- b) The Treasurer ensures the viability of The Association.
- c) The Treasurer maintains an overview of IAC's finances and the proper maintenance of financial records and procedures.
- d) The Treasurer keeps the Executive Council informed of the financial position in a timely manner.
- e) The Treasurer assists the Council in making informed financial decisions and identifies financial risk.

#### **8. Regional Member**

- a) The Regional Member represents IAC and its values in their Region.
- b) The Regional Member shall endeavour to work with national associations within that region and inform, sensitise, and advise the Executive Council on concerns and issues that pertain to that region.

#### **9. General Member**

- a) The General Member takes full part in the governance, activities and planning strategies of The Association as well as overseeing the work being done by the Officials of The Association.
- b) The General Member attends meetings of the Executive Council and the AGM.
- c) The General Member takes part in sub committees to focus in detail on a particular issue or function for the Executive Council including acting as the chair of a Round Table, committees and sub committees and helping with the planning, organizing, and implementation of The Association's conferences, projects and other activities.

#### **10. Membership Officer**

- a) The Membership Officer reports to the IAC Executive Council and the Assembly of the Association.
- b) The Membership Officer is responsible for all aspects of IAC member management including member liaison and the accurate recording and reporting of IAC membership numbers. This role also includes the administration of members' benefits (e.g. emailing notice of webinars), handling of queries and complaints, and timely member communication.

### **G. Past President**

Past President is a title held by former IAC presidents who are not Immediate Past Presidents. Together with other senior/retired members of the council they form the pool known as 'consultants' and who may attend the meetings of the Executive Council as non-voting members should the Council decide in this manner. They should also use their expertise to facilitate/ coordinate specific IAC ventures and activities including Round Tables and Executive Council committees. Past Presidents carry the title for life.

### **H. Chief Executive Officer**

The IAC Executive Council (EC) may appoint a Chief Executive Officer (CEO). The CEO shall manage the day-to-day responsibilities and functioning of the association, including, but not limited to, carrying out the Association's policies, supporting the work of the EC and committees, administration, membership management, and coordinating and promoting volunteer and committee activities in support of the Association's mission. The CEO shall attend all EC meetings, report on the progress of the Association, answer EC member's questions, and carry out the duties described in the job description. The CEO shall not vote on matters before the EC. The EC shall be authorized to remunerate the CEO, and any other personnel engaged, as they see fit. Personnel requirements shall be reviewed by the EC on an annual basis.

### **I. Travel and Subsistence for Executive Council Members**

The Executive Council shall have power to approve travel and subsistence expenses for designated IAC EC members, or other personnel, for the purposes of attending to IAC business. All travel and expense requests must be approved by the IAC Officers following submission of an application.

## **Section 5. Round Tables of the Association**

- a) The IAC shall establish and recognise groups of members sharing a specialist interest, known as RoundTables.
- b) The RoundTables shall operate in line with IAC's strategy and mission and shall be subject to IAC EC governance and scrutiny. The overarching aim of

all RoundTables will be the advancement of counselling worldwide with particular reference to their specialist area or grouping.

- c) The Executive Council has the power to create, merge or change RoundTables. The Officers Group will propose the Chairs and Vice Chairs of the RoundTables and the decision will be taken by the Executive Council.
- d) The IAC EC may amalgamate or dissolve such RoundTables and modify their remit from time to time.
- e) Each RoundTable must meet a minimum of three times per year (with at least one of those meetings being in-person).
- f) A Roundtable shall not be an incorporated entity. The granting of Roundtable status shall be at the absolute discretion of the IAC Executive Council.

### **Roundtable Governance**

- a) The Chairs of the RoundTables are appointed by the EC for a term of three years. A Chair may serve a second three-year term. The EC will have the right to terminate the appointment of a Chair.
- b) The Chair shall be helped by a Vice-Chair appointed by the EC.
- c) Should the position of Chair become vacant the EC may appoint the Vice Chair or any other respected person as Chair.
- d) The Chairs should produce an annual report of the work of their respective RoundTable as well as an annual plan of action for it to be reviewed by the EC during its meetings before a conference.
- e) The RoundTable officials are also governed by the same rules that the EC members are governed through these bye-laws.

The following is a non-exhaustive list of IAC RoundTables:

- Associations' RoundTable
- Counsellor Educators and Supervisors RoundTable
- Ethics RoundTable
- School Counsellors' RoundTable
- Students' and Early Career Counsellors RoundTable
- Practitioners' RoundTable
- Projects RoundTable
- International Research RoundTable
- Indigenous RoundTable
- Peace and Social Justice RoundTable

## **Section 6. Partnerships with Organizations**

- a) The Association may enter into joint ventures or partnerships with national or international bodies having similar objectives as the Association. Such a decision shall require the recommendation of the Officer's Group and must have support of the Executive Council.
- b) All agreements must be reviewed at least every three years.

## **Section 7. Financial Management**

- a) The EC has fiduciary responsibilities to take steps to ensure that funds are spent in accordance with bye-laws, that statutory obligations are fulfilled, such as annual auditing, and that internal controls are in place to avoid the occurrence of fraudulent transactions within the organization. A proper understanding of the financial statements and information provided to the EC members assists them in fulfilling these responsibilities.
- b) The following financial reports are submitted to the EC:
  - I. The budget for the coming year (based on the Treasurer's year-end estimates from the preceding year and other information) prepared and presented by the Treasurer annually in January.
  - II. The audited financial statements from the previous year (upon completion of the external auditor's work on IAC's financial statements) made available in March of each year.
  - III. A short financial statement is to be made at each EC and a full report is required at six and twelve month intervals (July and December).
  - IV. Internal in-year financial statements to report on actual results compared to the budget, often including projected results to year-end (prepared by the CEO).
- c) The fiscal year end of the Association shall be December 31.

## **Section 8. Amendments to Bye-Laws**

Amendments to the bye-laws may be made at any IAC Annual General Meeting provided that the following conditions are met:

- I. The Executive Committee must approve the proposed amendment additions or deletions by a simple majority vote;
- II. Draft amendments to these Bye-Laws, signed by not less than two Executive Council members, should be submitted to the President at least two months before the General Assembly
- III. Copies of the proposed changes shall be distributed to IAC members at least three days prior to the established voting date at the Annual General Meeting.
- IV. The proposed changes must be approved by a simple majority majority of the Voting Members in support of the proposed change.

## **Section 9. Dissolution of the Association**

- I. The Association may be dissolved by a resolution passed by a majority vote of all of its Members at a meeting of the General Assembly.
- II. It will distribute its assets to other organizations with objectives similar to those of the Association. Members select this organization by special resolution passed by simple majority.