



International Association for Counselling  
Founded 1966

## CONSTITUTION & BYE-LAWS

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*(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, 2018, 2019, and 2024.)*

# **CONSTITUTION for the International Association for Counselling**

## **1. Name of the Association**

The name of the association is the International Association for Counselling (IAC or “The Association”), formerly International Round Table for the Advancement of Counselling (IRTAC).

## **2. Description of the Association**

The International Association for Counselling (IAC) is the world body for the counselling profession. Established in 1966, IAC is an International Non-Governmental Organization (INGO) with United Nations consultative status. IAC advances the development of counselling in order to improve people’s lives and well-being. Our association and members strive for human rights and the inclusive, sustainable development of our profession through the promotion of counselling, best practice, and international cooperation.

## **3. Vision and Mission Statements**

### **IAC Vision**

A world where counselling is available to all.

### **IAC Mission**

To develop the counselling profession worldwide through policy, education, practice, advocacy, and research initiatives.

### **Definition of Counselling**

Counselling is “a method of relating and responding to others with the aim of providing them with opportunities to explore, clarify, and work towards living in a more satisfactory and resourceful way” (Hoxter:1998).

Counselling is a professional, confidential and collaborative process that involves providing support, assistance and guidance in resolving personal problems, including emotional, behavioural, marital, relational, work/career, educational, rehabilitative, developmental, and transitional problems. Counsellors are trained to use individual and group approaches to help clients explore their thoughts, feelings, behaviours, and relationships in order to gain insight, and develop skills to make positive changes in their lives. Counselling aims to help bring about effective change and personal growth and aims to improve client's well-being and mental health. Counselling is primarily non-directive and non-advisory but can sometimes involve positive guidance by means of information and service. Counsellors employ various therapeutic techniques and approaches based on their training and theoretical orientation and tailor these to the specific client needs and goals.

#### 4. Core Values

- **Respect:** Support the dignity, value, social justice, and human rights of individuals and communities.
- **Integrity:** Embody honesty, accountability and ethical behaviour.
- **Excellence:** Demonstrate quality and professionalism in all of IAC's work.
- **Service:** Support our membership, the counselling community, and society.
- **Commitment:** Benefit humanity and improve people's lives.
- **Inclusion:** Foster an inclusive culture that values diverse perspectives, the power of common vision, and equity.
- **Leadership:** Promote counselling scholarship, advocacy, and practice through collaboration with national and international entities, including the United Nations.

## **BYE-LAWS for the International Association for Counselling**

### **SECTION 1. MEMBERSHIP**

#### **A. Membership of the International Association for Counselling (IAC)**

IAC has six membership categories:

1. **Individual:** Professional, Student, and Retired
2. **Group:** Association, Education Institute, and Counselling Centre/Service

#### **B. Classes of Membership**

##### **1. Individual Membership**

- a. **Professional:** Available to practising counsellors and counsellor educators recognised in their own country/region.
- b. **Retired:** Available to retired counsellors.
- c. **Student:** Available to all students of counselling, psychotherapy, counselling psychology, guidance, school counselling, and kindred professions.

##### **2. Group Membership**

- a. **Association/Organization:** Available to national and regional counselling associations and other counselling, psychotherapy, guidance, psychological, and allied mental health organisations.
- b. **Education Institute:** Available to universities, colleges, academies, and other educational institutions involved in counselling education.
- c. **Counselling Centre/Service:** Available to:  
group practices, university and college counselling centres, counselling agencies, and counselling helplines.

##### **3. Honorary Membership**

Honorary Life Members are appointed by the General Assembly (GA) on advice of the Executive Council (EC). Honorary Life Members receive a certificate and are exempt from further membership fees for life.

#### **C. Membership Fees and Process**

1. Membership fees are payable annually.
2. Members will receive a renewal notice before their membership anniversary.
3. Membership fees should be paid through the IAC website.
4. All members of IAC must subscribe to the *Universal Declaration of Ethical Principles of Professional Counsellors*.

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

1. The EC shall have the power to refuse membership status to, or withdraw membership status from, any individual or organisation who brings the organisation or its members into disrepute or as it sees fit.
2. A membership in IAC is terminated when:
  - a. The member dies, or the affiliated organization is dissolved.
  - b. The member fails to uphold qualifications for membership.
  - c. The term of membership expires.
  - d. The member may resign by providing written notice to the association.
  - e. A majority vote of the EC determines that reasonable evidence reflects conflict of interest, unethical, or illegal behaviour that detracts from the mission and values of IAC.

## **SECTION 2. ADMINISTRATION**

### **A. General Policies**

1. IAC is governed by a General Assembly (GA) and an Executive Council (EC) to render decisions.
2. The EC has the power to establish or dissolve IAC regions, committees, and working groups as it sees fit. The EC may also appoint people to and remove people from these bodies.
3. The working language of IAC shall be English.

### **B. IAC Regional Branches**

IAC's regional structure provides inclusivity and representation at a regional level.

1. IAC members (in all categories) are invited to participate in regional activity, in collaboration with regional leaders.
2. IAC's regionalized structure comprises (alphabetically): IAC-Africa, IAC Asia, IAC Caribbean, IAC Europe, IAC Latin America, IAC North America, IAC Middle East and IAC Oceania. The EC may from time to time add to, remove from, or change the configuration of regions depending on member proposals and geopolitical changes.
3. IAC Regional Branches adhere to IAC Regional Regulations.
4. The purpose of the IAC Regional Branches is to progress IAC's strategic regional aims, including:
  - a. Advocacy for the legal recognition of counselling
  - b. Advocacy for the counselling profession with regional and United Nations agencies
  - c. Agreement on region-wide counselling standards
  - d. Support for national associations
  - e. Assistance in the development of counselling in countries with this need
  - f. Development and implementation of region-specific education, research and practice programmes

5. Proposals for the establishment of regional branches are submitted to the EC for approval. The 'IAC Guide to Establishing an IAC Regional Branch' is available on the IAC website.

### **SECTION 3. THE GENERAL ASSEMBLY**

The General Assembly (GA) is the highest decision-making body of the Association, open to all members in good standing. It provides strategic direction, determines policies, and approves key decisions related to the organization.

#### **A. Sessions**

1. The GA shall meet at least once per year.
2. The GA can be conducted in person and/or online.
3. The GA either takes place during the IAC Conference, or the Executive Council (EC) may call a GA with at least two months' notice. Notice shall include date, format and venue.
4. Members may call for a GA on written demand, through a 30% petition of paid-up members.
5. The accidental omission to give notice or the non-receipt of a notice to any members does not invalidate proceedings at that meeting.

#### **B. Agenda and Working Documents**

1. The EC shall circulate the provisional agenda and meeting documents at least one month before the GA.
2. Each GA will be run according to parliamentary procedure, as adopted for IAC's needs.

#### **C. Voting**

1. Members in good standing for six months or more have voting rights.
2. Members with less than six months active membership may attend General Assemblies (GAs) but do not have voting rights.
3. Members may not vote by proxy.
4. The President and the CEO shall not be entitled to a vote at a GA. 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.
5. Decisions of the GA, including amendments to bye-laws, shall be adopted by a simple majority of the members present and voting.
6. The term *members present and voting* shall mean members casting an affirmative or negative vote and excludes abstentions.
7. Voting, except for elections, can be conducted by secret ballot, show of hands or using electronic means designated by the EC.
8. Associations may obtain affiliate membership for their members, but affiliate members do not have a vote unless they obtain full IAC professional membership.
9. Except where otherwise provided in the Statutes and Bye-Laws or when deemed otherwise by the GA, decisions of the GA become effective immediately upon approval.

10. Voting by organizational members will be commensurate with the number of members within the organization and the level of membership adopted:

#### **Association Member Voting**

<b>Member Numbers</b>	<b>Level 1 Membership</b>	<b>Level 2 Membership</b>	<b>Level 3 Membership</b>
<b>20-100</b>	1 vote	1 vote	2 votes
<b>101-1,000</b>	2 votes	3 votes	4 votes
<b>1,001-5,000</b>	3 votes	4 votes	5 votes
<b>5,001-10,000</b>	4 votes	6 votes	7 votes
<b>10,000 +</b>	5 votes	8 votes	9 votes

#### **Education Institute Member Voting**

<b>Level 1 Membership</b>	<b>Level 2 Membership</b>
2 votes	4 votes

#### **D. Admission of Observers**

The EC may invite observers from the United Nations or any of its specialised agencies, to attend specified sessions of the GA. In all other cases, the GA, on the recommendations of the EC, may admit observers at specified sessions.

#### **E. Quorum**

The GA shall require a quorum of a minimum of 25 members. If a quorum is not met, the meeting may proceed, but the GA must vote on any motion at a following meeting when a quorum is present.

### **SECTION 4. THE EXECUTIVE COUNCIL**

#### **A. Composition**

##### **1. The Officers Group:**

- President:** Leads the organization, overseeing strategic direction and representing the Association.
- Vice-President of Operations:** Oversees operations, ensuring alignment with strategic goals.
- Vice-President of Regional Development:** Manages regional engagement, support and outreach.
- Secretary:** Maintains official records and correspondence.
- Treasurer:** Manages financial reporting and funds.
- Chief Executive Officer (CEO) (non-voting):** Implements directives set by the EC and handles daily management.

##### **2. Directors:**

- Director of Fundraising and Membership:** Leads fundraising efforts and membership growth and management.

- b. **Director of Policy, Education and Partnerships:** Oversees standards, research, liaison with the United Nations, and educational initiatives.
- c. **Director of Communications:** Manages communication strategies, ensuring alignment with the organization's goals.

3. **Regional Directors**

Regional Directors lead IAC's aims in their respective regions, acting as liaisons and ensuring alignment with IAC's mission. They communicate regional needs, foster collaboration with national associations, and support the growth of IAC's impact.

These include:

- a. Regional Director – IAC Africa
  - b. Regional Director – IAC Asia-Pacific
  - c. Regional Director – IAC Caribbean
  - d. Regional Director – IAC Europe
  - e. Regional Director – IAC Latin America
  - f. Regional Director – IAC Middle East and Central Asia
  - g. Regional Director – IAC North America
  - h. Regional Director – IAC Oceania
4. **Immediate Past President (non-voting):** The Immediate Past President serves in an advisory role for one year at the beginning of the new President's first term. The Immediate Past President typically provides guidance and continuity to the incoming President, offers insights based on prior experience, and assists with transitional matters, ensuring a smooth handover of responsibilities.

**B. Roles and Responsibilities**

- 1. Commit to the vision, mission and values of IAC, managing its business in accordance with its Bye-Laws and statutes.
- 2. Develop strategic and operational plans, budgets, and programs, and lead in their development, implementation, management, and evaluation.
- 3. Report on the activities of IAC and the wider issues that affect its work.
- 4. Fulfill the responsibilities outlined in job descriptions to which members are elected or appointed.
- 5. Read, acknowledge, and adhere to the EC member handbook.

**C. Meetings**

- 1. The EC shall meet at least four times per year.
- 2. The decisions of the EC shall be by a simple majority, with the President holding a casting vote in case of a tie.
- 3. A special meeting may be called by at least half of the members.
- 4. Notice of meetings must be provided at least 14 days in advance.



5. All meetings shall follow parliamentary procedure.
6. A quorum for meetings shall be a majority of voting members (nine persons), with decisions made by majority vote.
7. EC members are required to attend at least two-thirds of the meetings per year. A review of unexcused absences may result in removal from their position.

#### **D. Officers Group**

The Officers Group shall:

1. Manage IAC business on behalf of the EC.
2. Schedule meetings and plan the agenda for EC meetings and the General Assembly (GA).
3. Authorize expenditures.
4. Ensure governance and oversight procedures are executed for the benefit of IAC.
5. Lead, monitor, and assist with the work of strategic committees of the Association.

#### **E. Elections and Appointments**

##### **1. Terms of Office**

- a. All EC members serve a term of three years, with a maximum of two consecutive terms in any one role.
- b. No individual shall serve more than five consecutive terms in total (normally 15 years) in any elected position on the Executive Council.
- c. After completing the maximum 15 years of service, a former EC member must have a service gap of at least one full term (three years) before being eligible for re-election to any elected position on the Executive Council. Members currently serving the EC who have exceeded term limits are eligible to serve one additional term, under the new constitution's rules, to ensure sustainable transition to new bye-laws as of the date of adoption of these rules.
- d. However, a former EC member may be invited to return sooner in an advisory or consultant (non-voting) role, either on the EC or on another subcommittee, regional subcommittee, or roundtable. Such a return is subject to the approval and discretion of the current EC.
- e. In the event that no suitable or available candidate is identified to fill a vacant officer or director role, the IAC EC shall take reasonable steps to ensure continuity and effective operation of the organization. This may include, but is not limited to, extending the term of the incumbent or appointing an interim office holder. Decisions made under this provision shall be guided by the best interests of the association.

## **2. Candidacy and Nominations**

- a. Candidates must submit a form outlining their qualifications, including any conflicts of interest.
- b. Nominations must be submitted at least 60 days before the election, seconded by another current member, and must be from members with current, paid-up fees.

## **3. Election Process**

- a. Elections shall be held every three years to elect council members to replace members who have completed their two terms of three years in a single role, who have decided not to run for re-election, or who have died, resigned, or received a vote of no confidence by the EC or GA. Council members who have occupied the same role for two terms may not contest that role again but may stand for other roles.
- b. Elections can be held online independent of GAs or at a GA meeting. Decisions regarding holding elections are at the discretion of the EC.
- c. Members in good standing for six months or more have voting rights in elections.
- d. Voting by secret ballot (online or by paper ballot) shall be mandatory when electing the members of the EC.
- e. Members must specify the role they are contesting as specified on the ballot.
- f. Each IAC World Region will have a member on the EC nominated by the Regional Branch. In the case that an IAC Regional Branch has not yet formed, the EC will have the duty to actively seek to appoint a member from that particular region.
- g. The EC shall appoint a chair for the elections committee. The chair shall be a member of the EC who is not running for elected office, or if no such member is available, an IAC member in good standing

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

A member of the EC may be removed from office by a two-thirds majority vote of the EC via a secret ballot.

## **5. Vacancies**

In the event of a vacancy on the EC, the candidate who received the next highest number of votes in the previous election for the vacant role shall fill the vacancy, taking into account regional representation requirements. If no such candidate exists, the EC may appoint an interim member until the next election cycle. Vacancies can arise due to resignation, removal, conflict of interest, or other circumstances.

## **F. Remuneration and Expenses**

1. EC members, with the exception of the CEO, shall serve without remuneration.
2. EC members may be entitled to reimbursement for reasonable expenses incurred carrying out their duties if approved in advance by the Officer Group and the Treasurer.
3. The CEO's role is remunerated, with compensation set by the EC.

#### **G. Conflicts of Interest**

1. Members of the Executive Council are subject to the IAC Conflict of Interest Policy.
2. Any member determined to have a conflict of interest may be restricted from running for election or serving on committees, as outlined in the IAC Conflict of Interest Policy.

#### **G. Consultants**

The EC may appoint consultants to assist with ongoing projects or provide general advice. The terms of engagement, including the duration of consultancy and the scope of their roles, will be outlined at the time of appointment, subject to EC approval.

#### **H. Subcommittees**

1. The EC may set up standing subcommittees and ad hoc committees as deemed necessary in order to fulfill the responsibilities of the Association.
2. The EC will appoint the Chair of each subcommittee.
3. These subcommittees will report to the EC.
4. The EC will review the need for each subcommittee periodically and may disband committees when their objectives are met.

### **SECTION 5. ROUNDTABLES OF THE ASSOCIATION**

#### **A. Roundtable Structure**

1. IAC shall establish and recognise groups of members sharing a specialist interest, known as Roundtables.
2. The Roundtables shall operate in line with IAC's strategy and mission and shall be subject to IAC Executive Council (EC) governance. The overarching aim of all Roundtables will be the advancement of counselling worldwide with particular reference to their specialist area or grouping.
3. The EC 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 EC.
4. The EC may amalgamate or dissolve such Roundtables and modify their remit from time to time.
5. Each Roundtable must meet a minimum of three times per year, with one of these meetings preferably at the General Assembly (GA).
6. A Roundtable shall not be an incorporated entity. The granting of Roundtable status shall be at the discretion of the EC.

## **B. Roundtable Governance**

1. 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.
2. A Vice-Chair, appointed by the EC, will support the Chair.
3. Should the position of Chair become vacant, the EC may appoint the Vice Chair or any other person as Chair.
4. The Chairs should produce an annual report of the work of their respective Roundtable as well as an annual plan of action for review by the EC during its meetings before a conference.
5. Roundtable officials are governed by the same bye-laws as EC members.
6. The following is a non-exhaustive list of IAC Roundtables:
  - Associations Roundtable
  - Counselling Practitioners Roundtable
  - Counsellor Educators and Supervisors Roundtable
  - Ethics Roundtable
  - International Research Roundtable
  - Indigenous Roundtable
  - Peace and Social Justice Roundtable
  - Projects Roundtable
  - School Counsellors Roundtable
  - Students and Early Career Counsellors Roundtable

## **SECTION 6. PARTNERSHIPS WITH ORGANIZATIONS**

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 (EC). All agreements must be reviewed at least every three years.

## **SECTION 7. FINANCIAL MANAGEMENT**

### **A. Fiduciary Responsibilities**

1. The Executive Council (EC) has fiduciary responsibilities to take steps to ensure that:
  - a. Funds are spent in accordance with bye-laws
  - b. Statutory obligations are fulfilled, such as annual auditing
  - c. Internal controls are in place to avoid the occurrence of fraudulent transactions within the organization.
2. Financial statements and information will be provided to EC members to assist them in fulfilling these responsibilities.

### **B. Financial Reports**

The following financial reports are submitted to the EC:

1. 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.
2. 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.
3. A short financial report is made by the Treasurer at each EC meeting and a full report is made in July and December.
4. Financial statements to report on actual results compared to the budget, including projected results to year-end (prepared by the Treasurer and the CEO).

### **C. The Fiscal Year**

IAC's fiscal year is 1 January to 31 December.

## **SECTION 8. AMENDMENTS TO BYE-LAWS**

Amendments to the bye-laws may be made at any IAC General Assembly (GA) provided that the following conditions are met:

1. The Executive Council (EC) must approve the proposed amendment additions or deletions by a simple majority vote.
2. Amendments to these Bye-Laws proposed by members outside the EC must be signed by at least 25 IAC members and submitted to the President at least two months before the GA.
3. Copies of the proposed changes shall be distributed to IAC members at least one month prior to the established voting date.
4. The proposed changes must be approved by a simple majority of IAC voting members.

## **SECTION 9. DISSOLUTION OF THE ASSOCIATION**

### **A. Dissolution Resolution**

The Association may be dissolved by a resolution passed by a two-thirds majority vote of its members at a meeting of the General Assembly (GA).

### **B. Distribution of Assets**

IAC will distribute its assets to other organizations with similar objectives. Members select these organizations by special resolution passed by simple majority.