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**Extract from the minutes of an Extraordinary General Meeting
of the United Kingdom Council for Psychotherapy
held from 10 to 4 on 4th November
at the Franklin-Wilkins Building,
Kings College, Stamford Street, London SE1 9NN**

6. Special resolutions from the Governing Board to adopt new Articles and to obtain a mandate to change the Byelaws

An amendment was suggested to the first resolution and accepted by the proposer and seconder.

The following resolution was put to the meeting:

"That the regulations set forth in the printed document produced to this meeting, *The Articles of Association of the United Kingdom Council for Psychotherapy* and for the purpose of identification marked with an "A", be approved and adopted as the Articles of Association of the company, in substitution for, and to the exclusions of, all existing thereof."

Proposed by Mary MacCallum Sullivan

Seconded by Christine Lister-Ford

58 in favour

0 against

3 abstentions

The following resolution was put to the meeting:

"That the Extraordinary General Meeting authorises the Governing Board to make the necessary changes to the Byelaws to ensure that they are concomitant with the new Articles."

Proposed by Mary MacCallum Sullivan

Seconded by Christine Lister-Ford

54 in favour

0 against

1 abstentions

The Chair recorded thanks to the Constitutional Working Group for their work.

I certify that this is a correct record.

Signed

Lisa Wake

Lisa Wake

Chair of UKCP

Chair of the UKCP EGM 4th November 2006



Company number: 3258939

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

THE UNITED KINGDOM COUNCIL FOR PSYCHOTHERAPY

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

THE UNITED KINGDOM COUNCIL FOR PSYCHOTHERAPY

1. The Company's name is "The United Kingdom Council for Psychotherapy" (and hereinafter it is called "the Charity")
2. The Charity's registered office is to be situated in England.
3. The Charity's objects ("the Objects") are:-
 - (1) to promote the art and science of psychotherapy for the public benefit;
 - (2) to promote research and education in psychotherapy and to disseminate the results of any such research; and
 - (3) to promote (or assist in the promotion, preservation and protection of public health by encouraging) high standards of training and practice in psychotherapy and the wider provision of psychotherapy for the public.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
 - (1) to promote for the benefit of the public the relief of mental illness or disorder through the development of the profession of Psychotherapy;
 - (2) to create and maintain for the benefit of the general public a register of properly qualified psychotherapists and psychotherapeutic counsellors;
 - (3) to encourage the exchange and understanding of the different theories and practices within psychotherapy;
 - (4) to represent the organisations whose members engage in psychotherapy to other professions, institutions and to the Government;
 - (5) to publish guidelines for ethics and codes of practice, and to establish complaints procedures for the practice of psychotherapy for the protection of the general public;
 - (6) to make available to other professions, to the general public and to the Government knowledge and understanding of the theory and practice of psychotherapy, including the diversity of approaches and their applications and
 - (7) to disseminate information through publications, meetings, newsletter, and conferences on the nature of psychotherapy and its application;
 - (8) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to

operate bank accounts in the name of the Charity;

- (9) to raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
- (10) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
- (11) subject to clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the Trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents;
- (12) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- (13) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
- (14) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
- (15) to do all such other lawful things as are necessary for the achievement of the Objects

5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity, except with the prior written consent of the Charity Commission, provided that nothing in this document shall prevent any payment in good faith by the Charity:-

- (1) of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
- (2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a Trustee;

- (3) of interest on money lent by any member of the Charity or a Trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Trustees;
 - (4) of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - (5) of reasonable and proper rent for premises demised or let by any member of the Charity or a Trustee;
 - (6) to any Trustee of reasonable out-of-pocket expenses.
6. The liability of the members is limited.
7. Every Member of the Charity undertakes to contribute such amount as may be required (not exceeding £1.00) to the Charity's assets if it should be wound up while an organisation is a Member or within one year after an organisation ceases to be a Member, for payment of the Charity's debts and liabilities contracted before an organisation ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the Members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association

Signatures, Names and Addresses of Subscribers

Dated:

Witnesses to the above Signatures:

Name:

Address:

Occupation:

A

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE UNITED KINGDOM COUNCIL FOR PSYCHOTHERAPY

Interpretation

1. In these Articles:

“the Charity” means the company intended to be regulated by these Articles;

“the Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

“address” means a postal address or, for the purposes of electronic communication, a fax number, an email address or a text message number in each case registered with the Charity;

“the Articles” means the Articles of Association of the Charity;

“the Board of Trustees” means the Trustees and others (being Directors of the Charity) admitted to membership of the Board of Trustees by these Articles;

“The Byelaws” means the Byelaws of the Charity made under Article 59;

“clear days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“the Company Secretary” shall also be the Honorary Secretary;

“Directors” means the Directors of the Charity;

“Delegate” means an individual who is appointed by a Member to represent it;

“executed” includes any mode of execution;

“the Honorary Secretary” shall also be the Company Secretary;

“the Memorandum” means the Memorandum of Association of the Charity;

“Member” means an organisation which is a Member of the Charity as defined by these Articles and/or the Membership Rules;

"the Membership Rules" means the rules governing membership of the Charity made under Article 59;

"Office" means the registered office of the Charity;

"Psychotherapist" and "Psychotherapy" include "Psychotherapeutic Counsellor" and "Psychotherapeutic Counselling";

"Representative" means an individual representing one part within the Charity to another;

"the Seal" means the common seal of the Charity if it has one;

"Secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

"the Trustees" means those directors of the Charity appointed as trustees of the assets of the Charity (and "Trustee" has a corresponding meaning);

"the United Kingdom" means Great Britain and Northern Ireland;

and words importing one gender shall include both genders

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

2. (1) The subscribers to the Memorandum and such organisations as are admitted to membership in accordance with the Membership Rules shall be Members of the Charity. No organisation shall be admitted as a Member of the Charity unless the application for membership is approved by the Board of Trustees and the organisation is elected at a general meeting by a majority of 75% of the votes cast.
- (2) Unless the Board of Trustees or the Charity in general meeting shall make other provision under Article 59, the Board of Trustees may in its absolute discretion permit any Member of the Charity to withdraw, provided that after such withdrawal the number of Members is not less than two.
- (3) The Trustees must keep a register of the names and addresses of the Members.
- (4) An organisation shall cease to be a Member of the Charity:
 - (i) at the expiration of three months from the receipt at the Office of any notice in writing addressed to the Charity and signifying the intention to withdraw as a member; or
 - (ii) if the Charity shall resolve by a 75% majority of the votes cast at a General Meeting that the organisation cease to be a Member at the expiration of one month from the service on such Member of a notice in writing of such resolution signed by the Secretary or of the rejection of any appeal submitted by such Member within 21 days from the posting

of such notice; or

- (iii) at the discretion of the Charity upon the failure to pay the designated subscription within three months of the due date.

The Board of Trustees

- 3. (1) With the exception of the office of Treasurer, no person shall be an officer or sit on the Board of Trustees unless he is a Delegate of an organisation that is itself a Full member, Special Member or Institutional Member.

(2) The Board of Trustees will consist of the following categories of member:-

- (i) (a) the officers of the Charity who shall be the Chair, the Honorary Secretary, the Treasurer, two Vice Chairs, the Ethics Officer and the Equal Opportunities and Diversity Officer, elected by the Charity as a whole at a General Meeting on the basis of one vote per Member and by a simple majority of the votes cast; officers shall take up office at the end of the Annual General Meeting.

(b) Ex-officio; the Chair of the Registration Board elected annually by the Registration Board except that of the first Chairman of the Registration Board having been appointed by the United Kingdom Standing Conference for Psychotherapy is an officer;

(c) such other officers as shall from time to time be appointed by the Charity as a whole at its Annual General Meeting

- (ii) Section Representatives:

Each Section (as defined in the Membership Rules) shall appoint one Representative;

- (iii) Special Members:

Each Special Member shall appoint one Representative

- (iv) Institutional Members:

Institutional Members shall have no more than 2 Representatives, elected by the Charity as a whole at its Annual General Meeting on the basis of one vote per Member and by a simple majority of votes cast. If there is only one Institutional Member then only one such Representative shall be elected. In no case shall both Representatives be Delegates of the same Institutional Member.

- (v) Ordinary Representatives

Up to four Delegates elected by the Charity as a whole at its Annual General Meeting on the basis of one vote per Member and by a simple Majority of the votes cast;

- (vi) Office holders, who are neither Trustees of the Charity, nor Directors of the Company

The Chairs of the Registration Board and Standards Board and the Chief Executive have the right to attend meetings of the Board of Trustees, and to participate, but not to vote.

- (vii) A delegate who is elected to the Board of Trustees may hold this position for up to one year when such Delegate must be put up for re-election, and no more than six years consecutively unless elected as an officer. He may nevertheless offer himself for re-election after an interval of one year from ceasing to hold such position.
 - (viii) An officer may hold office for no more than three years without re-election and for no more than four years consecutively in respect of any position or combination of positions. He may nevertheless offer himself for re-election after an interval of one year from ceasing to occupy such office.
 - (ix) Nominations for all officers of the Council, made in writing and properly seconded, should be circulated to all Member Organisations, along with a statement from the nominated member, at least three months before an election is held. If no nominations have been received by the due date, nominations may be taken from the floor at a General Meeting.
- (3) *The duties of the Board of Trustees shall be set out in the Byelaws.*

The Registration Board

4. The composition and duties of the Registration Board shall be set out in the Byelaws.

Standards Board

5. The composition and duties of the Standards Board shall be set out in the Byelaws.

Notice of general meetings

6. (1) The Charity shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Trustees and shall specify the meeting as such in the notices calling it provided that each Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and so long as the Charity holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- (2) All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings
- (3) The Board of Trustees may whenever it thinks fit and shall on a requisition made in writing by ten Members or one Section convene an Extraordinary General Meeting, if the Secretary does not within 16 weeks from the date of deposit of the requisition proceed to call an Extraordinary General Meeting, the requisitionists or a majority in number of the requisitionists may themselves convene a meeting.

(4) Twenty-one clear days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen clear days notice in writing at the least of every other General Meeting specifying the place, the date and time of the meeting, and in the case of special business the general nature of that business, shall be given to such persons (including the Auditors) as are under the Act entitled to receive such notice from the Charity.

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

Proceedings at general meetings

8. (1) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special; with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board of Trustees and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.

(2) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. The presence of more than one third of the Members who are entitled to vote shall constitute a quorum.

9. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board of Trustees may determine.
10. The Chairman, if any, of the Board of Trustees or in his absence some other Trustee nominated by the Board of Trustees shall preside as chairman of the meeting, but if neither the chairman nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Board of Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act, he shall be chairman.
11. If no Trustee is willing to act as chairman, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the delegates present and entitled to vote shall choose one of their number to be chairman.
12. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is

duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- (1) by the Chairman of the Meeting; or
 - (2) by at least two Delegates having the right to vote at the meeting, the two Delegates not being Delegates of the same Member; or
 - (3) by a Delegate or Delegates representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
 15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
 16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Delegates) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
 17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
 18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
 19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of Members

20. (1) Every Member shall have the right to attend meetings of the Charity, but only Full, Special and Institutional Members shall be entitled to vote.

(2) All Members shall be entitled to send two delegates to General Meetings. When a Section has only one Member, it shall be entitled to appoint up to six delegates. When a Section has only two members, they shall each be entitled to appoint up to three delegates. Any such Member unable to be present at a

meeting may arrange with another Member to represent it and shall notify the same in writing to the Secretary no later than 48 hours before the said meeting provided also that the Member appointed as proxy shall signify its agreement at the start of the meeting.

21. Subject to Article 20, every Member shall have one vote.
22. Delegates of Members shall not be entitled to vote at any general meeting unless all monies then payable by the Member to the Charity have been paid.
23. No objections shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
24. A vote given or poll demanded by a Delegate shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
25. Any Member may by resolution of its Board of Trustees or other governing body authorise such persons as it thinks fit to act as its Delegate at any meeting of the Charity, and the persons so authorised shall be entitled to exercise the same powers on behalf of the Member which they represent as they could exercise in their own right as an individual.

Trustees

26. A Trustee must be a natural person aged 18 years or older.
27. The number of Trustees shall not be less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
28. The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Future Trustees shall be appointed as provided in the Articles.
29. A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.

Power of the Board of Trustees

30. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Board of Trustees which may exercise all the power of the Charity. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Board of Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given

to the Board of Trustees by the Articles and a meeting of the Board of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

31. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Board of Trustees shall have the following powers, namely:
- (1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;
 - (2) to enter into contracts on behalf of the Charity.

Disqualification and removal of Trustees

32. A Trustee or other member of the Board of Trustees shall cease to hold office if he
- (1) ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
 - (2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - (3) resigns his office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
 - (4) is absent without the permission of the Board of Trustees from all their meetings held within a period of six months and the Board of Trustees resolve that his office be vacated.

Trustees' Expenses

33. The Members of the Board of Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board of Trustees or committees of the Board of Trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise, except with the prior written consent of the Charity Commission, be paid no remuneration.

Trustees' appointments

34. Except to the extent permitted by Clause 5 of the Memorandum, no Trustee or other member of the Board of Trustees shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party.

Proceedings of the Board of Trustees

35. Subject to the provisions of the Articles, the Board of Trustees may regulate its proceedings as it thinks fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Board of Trustees. It shall not be necessary to give notice of a meeting to a Trustee or other member of the Board of Trustees who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
36. The quorum for the transaction of the business of the Board of Trustees shall be more than one third of their number.
37. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote
38. The Board of Trustees may act notwithstanding any vacancies in its number, but, if the number is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
39. The Chairman of the Charity will take the chair at all meetings of the Board of Trustees provided that if the Chairman of the Charity is unable to preside or is not present within ten minutes after the time appointed for the meeting, the Board of Trustees present may appoint one of their number to be Chairman of the meeting.
40. The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by these Articles or delegated to him by the Trustees.
41. The Board of Trustees may appoint one or more committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Trustees would be more conveniently undertaken or carried out by such a committee: provided that all committees and subcommittees shall be chaired by a member of the parent committee or board. All the acts and proceedings of any such committee shall be fully and promptly reported to the Board of Trustees.
42. All acts done by a meeting of Board of Trustees, or of a committee of the Board of Trustees and Delegates, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of a Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
43. A resolution in writing, signed by all the members of the Board of Trustees entitled to receive notice of a meeting of the Board of Trustees or of a committee of the Board of Trustees, shall be as valid and effective as if it had been passed at a meeting of the Board of Trustees or (as the case may be) a committee of the Board of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more members of the Board of Trustees.
44. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Board of Trustees and shall indicate the name of the

Charity. All cheques and orders for the payment of money exceeding £1000 from such account shall be signed by at least two Trustees.

Secretary

45. Subject to the provisions of the Act, the Secretary shall be the Honorary Secretary of the United Kingdom Council for Psychotherapy duly elected at a general meeting of delegates.

Minutes

46. The Board of Trustees shall cause proper minutes to be made of all appointments of offices to the Board of Trustees, of all appointments of Trustees and of the proceedings of all meetings of the Charity and of the Board of Trustees and of the committees of the Charity, and all business transacted at such meetings including the names of the Trustees and Delegates present, the decisions made and, where appropriate, the reasons for the decisions. Any such minutes of the meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the fact therein stated.

The Seal

47. The Seal shall only be used by the authority of the Board of Trustees or of a committee of Trustees authorised by the Board of Trustees. The Board of Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee.

Accounts

48. (1) The Board of Trustees shall cause proper books of account to be kept with respect to:
- (i) all sums of money received and expended by the Charity and the matters in respect of which such receipts and expenditure take place;
 - (ii) all sales and purchases of goods by the Charity;
 - (iii) the assets and liabilities of the Charity.
- (2) Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the affairs of the Charity and to explain its transaction.
- (3) The books of account shall be kept at the office, or at such other place or places as the Board of Trustees shall think fit, and shall always be open to the inspection of the Trustees and other members of the Board of Trustees.
- (4) The Board of Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Charity or any of them shall be open to the inspection of individuals not being Trustees or otherwise members of the Board of Trustees and no individual (not being a Trustee or otherwise members of the Board of Trustees) shall have any right of inspecting any account or book

or document of the Charity except as conferred by statute or authorised by the Trustees or by the Charity in General Meetings.

(5) At the Annual General Meeting in every year the Board of Trustees shall lay before the Members a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Charity) made up to a date not more than eighteen months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Trustees and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting, be sent to the Auditors and to all such other persons entitled to receive notice of General Meetings in the manner in which notices are directed to be read. The Auditors report shall be open to inspection and be laid before the meeting as required by the Act.

Audit

49. (1) Once at least in every year the accounts of the Charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- (2) Auditors shall be appointed and their duties regulated in accordance with the Act, the Trustees being treated as the Directors mentioned in the Act.

Annual report

50. The Trustees and other members of the Board of Trustees (if any) shall comply with the obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return

51. The Trustees and other members of the Board of Trustees (if any) shall comply with the obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices

52. Any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic communications.
53. The Charity may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at its registered address or by leaving it at that address, or by giving it using electronic communication to the member's address.
54. A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

55. The Delegates of a Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
56. Proof that an envelope containing a notice was properly addressed, prepaid and posted, shall be conclusive evidence that notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.
57. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

Indemnity

58. Subject to the provisions of the Act every Trustee or other officer or member of the Board of Trustees (including co-opted members) or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

59. (1) The Charity may from time to time by 75% majority in General Meeting make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and in particular but without prejudice to the foregoing for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
 - (i) the conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - (ii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (iii) the procedure at general meetings and meetings of the Board of Trustees and committees of the Board of Trustees in so far as such procedure is not regulated by the Articles;
 - (iv) disciplinary procedures and ethical guidelines for Members
 - (v) generally, all such matters as are commonly the subject matter of company rules
- (2) The Charity in general meeting shall have the power to alter, add to or repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of Members of the Charity all such rules or bye laws, which shall be binding on all Members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything

contained in, the Memorandum or the Articles.

Signatures, Names and Addresses of Subscribers

Dated:

Witness to the above Signatures:

Name:

Address:

Occupation:

Company number: 3258939

THE COMPANIES ACTS 1985 and 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
MEMORANDUM OF ASSOCIATION OF
THE UNITED KINGDOM COUNCIL FOR PSYCHOTHERAPY



THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

THE UNITED KINGDOM COUNCIL FOR PSYCHOTHERAPY

1. The Company's name is "The United Kingdom Council for Psychotherapy" (and hereinafter it is called "the Charity")
2. The Charity's registered office is to be situated in England.
3. The Charity's objects ("the Objects") are:-
 - (1) to promote the art and science of psychotherapy for the public benefit;
 - (2) to promote research and education in psychotherapy and to disseminate the results of any such research; and
 - (3) to promote (or assist in the promotion, preservation and protection of public health by encouraging) high standards of training and practice in psychotherapy and the wider provision of psychotherapy for the public.
4. In furtherance of the Objects but not otherwise the Charity may exercise the following powers:
 - (1) to promote for the benefit of the public the relief of mental illness or disorder through the development of the profession of Psychotherapy;
 - (2) to create and maintain for the benefit of the general public a register of properly qualified psychotherapists and psychotherapeutic counsellors;
 - (3) to encourage the exchange and understanding of the different theories and practices within psychotherapy;
 - (4) to represent the organisations whose members engage in psychotherapy to other professions, institutions and to the Government;
 - (5) to publish guidelines for ethics and codes of practice, and to establish complaints procedures for the practice of psychotherapy for the protection of the general public;
 - (6) to make available to other professions, to the general public and to the Government knowledge and understanding of the theory and practice of psychotherapy, including the diversity of approaches and their applications and
 - (7) to disseminate information through publications, meetings, newsletter, and conferences on the nature of psychotherapy and its application;
 - (8) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to

operate bank accounts in the name of the Charity;

- (9) to raise funds and to invite and receive contributions provided that in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - (10) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - (11) subject to clause 5 below to employ such staff, who shall not be directors of the Charity (hereinafter referred to as "the Trustees"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependents;
 - (12) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - (13) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - (14) to pay out of the funds of the Charity the costs, charges and expenses of and incidental to the formation and registration of the Charity;
 - (15) to do all such other lawful things as are necessary for the achievement of the Objects
5. The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity, and no Trustee shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity, except with the prior written consent of the Charity Commission, provided that nothing in this document shall prevent any payment in good faith by the Charity:-
- (1) of the usual professional charges for business done by any Trustee who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf: provided that at no time shall a majority of the Trustees benefit under this provision and that a Trustee shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - (2) of reasonable and proper remuneration for any services rendered to the Charity by any member, officer or servant of the Charity who is not a Trustee;

- (3) of interest on money lent by any member of the Charity or a Trustee at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Trustees;
 - (4) of fees, remuneration or other benefit in money or money's worth to any company of which a Trustee may also be a member holding not more than 1/100th part of the issued capital of that company;
 - (5) of reasonable and proper rent for premises demised or let by any member of the Charity or a Trustee;
 - (6) to any Trustee of reasonable out-of-pocket expenses.
6. The liability of the members is limited.
7. Every Member of the Charity undertakes to contribute such amount as may be required (not exceeding £1.00) to the Charity's assets if it should be wound up while an organisation is a Member or within one year after an organisation ceases to be a Member, for payment of the Charity's debts and liabilities contracted before an organisation ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If the Charity is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the Members of the Charity, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Charity by Clause 5 above, chosen by the Members of the Charity at or before the time of dissolution and if that cannot be done then to some other charitable object.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association

Signatures, Names and Addresses of Subscribers

Dated:

Witnesses to the above Signatures:

Name:

Address:

Occupation:

A

THE COMPANIES ACTS 1985 and 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE UNITED KINGDOM COUNCIL FOR PSYCHOTHERAPY

Interpretation

1. In these Articles:

"the Charity" means the company intended to be regulated by these Articles;

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;

"address" means a postal address or, for the purposes of electronic communication, a fax number, an email address or a text message number in each case registered with the Charity;

"the Articles" means the Articles of Association of the Charity;

"the Board of Trustees" means the Trustees and others (being Directors of the Charity) admitted to membership of the Board of Trustees by these Articles;

"The Byelaws" means the Byelaws of the Charity made under Article 59;

"clear days" in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"the Company Secretary" shall also be the Honorary Secretary;

"Directors" means the Directors of the Charity;

"Delegate" means an individual who is appointed by a Member to represent it;

"executed" includes any mode of execution;

"the Honorary Secretary" shall also be the Company Secretary;

"the Memorandum" means the Memorandum of Association of the Charity;

"Member" means an organisation which is a Member of the Charity as defined by these Articles and/or the Membership Rules;

“the Membership Rules” means the rules governing membership of the Charity made under Article 59;

“Office” means the registered office of the Charity;

“Psychotherapist” and “Psychotherapy” include “Psychotherapeutic Counsellor” and “Psychotherapeutic Counselling”;

“Representative” means an individual representing one part within the Charity to another;

“the Seal” means the common seal of the Charity if it has one;

“Secretary” means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;

“the Trustees” means those directors of the Charity appointed as trustees of the assets of the Charity (and “Trustee” has a corresponding meaning);

“the United Kingdom” means Great Britain and Northern Ireland;

and words importing one gender shall include both genders

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act.

Members

2. (1) The subscribers to the Memorandum and such organisations as are admitted to membership in accordance with the Membership Rules shall be Members of the Charity. No organisation shall be admitted as a Member of the Charity unless the application for membership is approved by the Board of Trustees and the organisation is elected at a general meeting by a majority of 75% of the votes cast.
- (2) Unless the Board of Trustees or the Charity in general meeting shall make other provision under Article 59, the Board of Trustees may in its absolute discretion permit any Member of the Charity to withdraw, provided that after such withdrawal the number of Members is not less than two.
- (3) The Trustees must keep a register of the names and addresses of the Members.
- (4) An organisation shall cease to be a Member of the Charity:
 - (i) at the expiration of three months from the receipt at the Office of any notice in writing addressed to the Charity and signifying the intention to withdraw as a member; or
 - (ii) if the Charity shall resolve by a 75% majority of the votes cast at a General Meeting that the organisation cease to be a Member at the expiration of one month from the service on such Member of a notice in writing of such resolution signed by the Secretary or of the rejection of any appeal submitted by such Member within 21 days from the posting

of such notice; or

- (iii) at the discretion of the Charity upon the failure to pay the designated subscription within three months of the due date.

The Board of Trustees

- 3. (1) With the exception of the office of Treasurer, no person shall be an officer or sit on the Board of Trustees unless he is a Delegate of an organisation that is itself a Full member, Special Member or Institutional Member.

(2) The Board of Trustees will consist of the following categories of member:-

- (i) (a) the officers of the Charity who shall be the Chair, the Honorary Secretary, the Treasurer, two Vice Chairs, the Ethics Officer and the Diversity and Equal Opportunities Officer, elected by the Charity as a whole at a General Meeting on the basis of one vote per Member and by a simple majority of the votes cast; officers shall take up office at the end of the Annual General Meeting.

(b) Ex-officio; the Chair of the Registration Board elected annually by the Registration Board except that of the first Chairman of the Registration Board having been appointed by the United Kingdom Standing Conference for Psychotherapy is an officer;

(c) such other officers as shall from time to time be appointed by the Charity as a whole at its Annual General Meeting

- (ii) Section Representatives:

Each Section (as defined in the Membership Rules) shall appoint one Representative;

- (iii) Special Members:

Each Special Member shall appoint one Representative

- (iv) Institutional Members:

Institutional Members shall have no more than 2 Representatives, elected by the Charity as a whole at its Annual General Meeting on the basis of one vote per Member and by a simple majority of votes cast. If there is only one Institutional Member then only one such Representative shall be elected. In no case shall both Representatives be Delegates of the same Institutional Member.

- (v) Ordinary Representatives

Up to four Delegates elected by the Charity as a whole at its Annual General Meeting on the basis of one vote per Member and by a simple Majority of the votes cast;

- (vi) Office holders, who are neither Trustees of the Charity, nor Directors of the Company

The Chairs of the Registration Board and Standards Board and the Chief Executive have the right to attend meetings of the Board of Trustees, and to participate, but not to vote.

- (vii) A delegate who is elected to the Board of Trustees may hold this position for up to one year when such Delegate must be put up for re-election, and no more than six years consecutively unless elected as an officer. He may nevertheless offer himself for re-election after an interval of one year from ceasing to hold such position.
 - (viii) An officer may hold office for no more than three years without re-election and for no more than four years consecutively in respect of any position or combination of positions. He may nevertheless offer himself for re-election after an interval of one year from ceasing to occupy such office.
 - (ix) Nominations for all officers of the Council, made in writing and properly seconded, should be circulated to all Member Organisations, along with a statement from the nominated member, at least three months before an election is held. If no nominations have been received by the due date, nominations may be taken from the floor at a General Meeting.
- (3) The duties of the Board of Trustees shall be set out in the Byelaws.

The Registration Board

4. The composition and duties of the Registration Board shall be set out in the Byelaws.

Standards Board

5. The composition and duties of the Standards Board shall be set out in the Byelaws.

Notice of general meetings

6. (1) The Charity shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board of Trustees and shall specify the meeting as such in the notices calling it provided that each Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and so long as the Charity holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- (2) All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings
- (3) The Board of Trustees may whenever it thinks fit and shall on a requisition made in writing by ten Members or one Section convene an Extraordinary General Meeting, if the Secretary does not within 16 weeks from the date of deposit of the requisition proceed to call an Extraordinary General Meeting, the requisitionists or a majority in number of the requisitionists may themselves convene a meeting.

- (4) Twenty-one clear days notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen clear days notice in writing at the least of every other General Meeting specifying the place, the date and time of the meeting, and in the case of special business the general nature of that business, shall be given to such persons (including the Auditors) as are under the Act entitled to receive such notice from the Charity.
7. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at general meetings

8. (1) All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special; with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board of Trustees and of the Auditors, and the appointment of, and the fixing of the remuneration of, the Auditors.
- (2) No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. The presence of more than one third of the Members who are entitled to vote shall constitute a quorum.
9. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Board of Trustees may determine.
10. The Chairman, if any, of the Board of Trustees or in his absence some other Trustee nominated by the Board of Trustees shall preside as chairman of the meeting, but if neither the chairman nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Board of Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act, he shall be chairman.
11. If no Trustee is willing to act as chairman, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the delegates present and entitled to vote shall choose one of their number to be chairman.
12. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
13. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is

duly demanded. Subject to the provisions of the Act, a poll may be demanded:

- (1) by the Chairman of the Meeting; or
 - (2) by at least two Delegates having the right to vote at the meeting, the two Delegates not being Delegates of the same Member; or
 - (3) by a Delegate or Delegates representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 14. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
 - 15. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
 - 16. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Delegates) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
 - 17. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
 - 18. A poll demanded on the election of a chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
 - 19. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of Members

- 20. (1) Every Member shall have the right to attend meetings of the Charity, but only Full, Special and Institutional Members shall be entitled to vote.
- (2) All Members shall be entitled to send two delegates to General Meetings. When a Section has only one Member, it shall be entitled to appoint up to six delegates. When a Section has only two members, they shall each be entitled to appoint up to three delegates. Any such Member unable to be present at a

meeting may arrange with another Member to represent it and shall notify the same in writing to the Secretary no later than 48 hours before the said meeting provided also that the Member appointed as proxy shall signify its agreement at the start of the meeting.

21. Subject to Article 20, every Member shall have one vote.
22. Delegates of Members shall not be entitled to vote at any general meeting unless all monies then payable by the Member to the Charity have been paid.
23. No objections shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
24. A vote given or poll demanded by a Delegate shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
25. Any Member may by resolution of its Board of Trustees or other governing body authorise such persons as it thinks fit to act as its Delegate at any meeting of the Charity, and the persons so authorised shall be entitled to exercise the same powers on behalf of the Member which they represent as they could exercise in their own right as an individual.

Trustees

26. A Trustee must be a natural person aged 18 years or older.
27. The number of Trustees shall not be less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
28. The first Trustees shall be those persons named in the statement delivered pursuant to section 10(2) of the Act, who shall be deemed to have been appointed under the Articles. Future Trustees shall be appointed as provided in the Articles.
29. A Trustee may not appoint an alternate or anyone to act on his or her behalf at meetings of the Trustees.

Power of the Board of Trustees

30. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Board of Trustees which may exercise all the power of the Charity. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Board of Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given

to the Board of Trustees by the Articles and a meeting of the Board of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

31. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Board of Trustees shall have the following powers, namely:

(1) to expend the funds of the Charity in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Charity such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the objects of the Charity;

(2) to enter into contracts on behalf of the Charity.

Disqualification and removal of Trustees

32. A Trustee or other member of the Board of Trustees shall cease to hold office if he

(1) ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

(2) becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

(3) resigns his office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or

(4) is absent without the permission of the Board of Trustees from all their meetings held within a period of six months and the Board of Trustees resolve that his office be vacated.

Trustees' Expenses

33. The Members of the Board of Trustees may be paid all reasonable travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Board of Trustees or committees of the Board of Trustees or general meetings or otherwise in connection with the discharge of their duties, but shall otherwise, except with the prior written consent of the Charity Commission, be paid no remuneration.

Trustees' appointments

34. Except to the extent permitted by Clause 5 of the Memorandum, no Trustee or other member of the Board of Trustees shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party.

Proceedings of the Board of Trustees

35. Subject to the provisions of the Articles, the Board of Trustees may regulate its proceedings as it thinks fit. A Trustee may, and the Secretary at the request of a Trustee shall, call a meeting of the Board of Trustees. It shall not be necessary to give notice of a meeting to a Trustee or other member of the Board of Trustees who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a second or casting vote.
36. The quorum for the transaction of the business of the Board of Trustees shall be more than one third of their number.
37. A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote
38. The Board of Trustees may act notwithstanding any vacancies in its number, but, if the number is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
39. The Chairman of the Charity will take the chair at all meetings of the Board of Trustees provided that if the Chairman of the Charity is unable to preside or is not present within ten minutes after the time appointed for the meeting, the Board of Trustees present may appoint one of their number to be Chairman of the meeting.
40. The person appointed to chair meetings of the Trustees shall have no functions or powers except those conferred by these Articles or delegated to him by the Trustees.
41. The Board of Trustees may appoint one or more committees for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Board of Trustees would be more conveniently undertaken or carried out by such a committee: provided that all committees and subcommittees shall be chaired by a member of the parent committee or board. All the acts and proceedings of any such committee shall be fully and promptly reported to the Board of Trustees.
42. All acts done by a meeting of Board of Trustees, or of a committee of the Board of Trustees and Delegates, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of a Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
43. A resolution in writing, signed by all the members of the Board of Trustees entitled to receive notice of a meeting of the Board of Trustees or of a committee of the Board of Trustees, shall be as valid and effective as if it had been passed at a meeting of the Board of Trustees or (as the case may be) a committee of the Board of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more members of the Board of Trustees.
44. Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Board of Trustees and shall indicate the name of the

Charity. All cheques and orders for the payment of money exceeding £1000 from such account shall be signed by at least two Trustees.

Secretary

45. Subject to the provisions of the Act, the Secretary shall be the Honorary Secretary of the United Kingdom Council for Psychotherapy duly elected at a general meeting of delegates.

Minutes

46. The Board of Trustees shall cause proper minutes to be made of all appointments of offices to the Board of Trustees, of all appointments of Trustees and of the proceedings of all meetings of the Charity and of the Board of Trustees and of the committees of the Charity, and all business transacted at such meetings including the names of the Trustees and Delegates present, the decisions made and, where appropriate, the reasons for the decisions. Any such minutes of the meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without further proof of the fact therein stated.

The Seal

47. The Seal shall only be used by the authority of the Board of Trustees or of a committee of Trustees authorised by the Board of Trustees. The Board of Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee.

Accounts

48. (1) The Board of Trustees shall cause proper books of account to be kept with respect to:
- (i) all sums of money received and expended by the Charity and the matters in respect of which such receipts and expenditure take place;
 - (ii) all sales and purchases of goods by the Charity;
 - (iii) the assets and liabilities of the Charity.
- (2) Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the affairs of the Charity and to explain its transaction.
- (3) The books of account shall be kept at the office, or at such other place or places as the Board of Trustees shall think fit, and shall always be open to the inspection of the Trustees and other members of the Board of Trustees.
- (4) The Board of Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Charity or any of them shall be open to the inspection of individuals not being Trustees or otherwise members of the Board of Trustees and no individual (not being a Trustee or otherwise members of the Board of Trustees) shall have any right of inspecting any account or book

or document of the Charity except as conferred by statute or authorised by the Trustees or by the Charity in General Meetings.

(5) At the Annual General Meeting in every year the Board of Trustees shall lay before the Members a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Charity) made up to a date not more than eighteen months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board of Trustees and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the meeting, be sent to the Auditors and to all such other persons entitled to receive notice of General Meetings in the manner in which notices are directed to be read. The Auditors report shall be open to inspection and be laid before the meeting as required by the Act.

Audit

49. (1) Once at least in every year the accounts of the Charity shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.

(2) Auditors shall be appointed and their duties regulated in accordance with the Act, the Trustees being treated as the Directors mentioned in the Act.

Annual report

50. The Trustees and other members of the Board of Trustees (if any) shall comply with the obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Annual Return

51. The Trustees and other members of the Board of Trustees (if any) shall comply with the obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

Notices

52. Any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using electronic communications.
53. The Charity may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at its registered address or by leaving it at that address, or by giving it using electronic communication to the member's address.
54. A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

55. The Delegates of a Member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
56. Proof that an envelope containing a notice was properly addressed, prepaid and posted, shall be conclusive evidence that notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of an electronic communication, 48 hours after it was sent.
57. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

Indemnity

58. Subject to the provisions of the Act every Trustee or other officer or member of the Board of Trustees (including co-opted members) or auditor of the Charity shall be indemnified out of the assets of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules

59. (1) The Charity may from time to time by 75% majority in General Meeting make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Charity and in particular but without prejudice to the foregoing for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
 - (i) the conduct of Members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - (ii) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (iii) the procedure at general meetings and meetings of the Board of Trustees and committees of the Board of Trustees in so far as such procedure is not regulated by the Articles;
 - (iv) disciplinary procedures and ethical guidelines for Members
 - (v) generally, all such matters as are commonly the subject matter of company rules
- (2) The Charity in general meeting shall have the power to alter, add to or repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of Members of the Charity all such rules or bye laws, which shall be binding on all Members of the Charity. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

Signatures, Names and Addresses of Subscribers

Dated:

Witness to the above Signatures:

Name:

Address:

Occupation: