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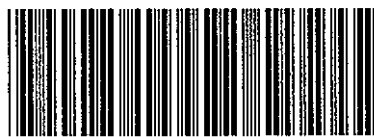
**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

Company No. 3610301

The Registrar of Companies for England and Wales hereby certifies that
THE FOUNDATION FOR PSYCHOTHERAPY AND COUNSELLING

is this day incorporated under the Companies Act 1985 as a private
company and that the company is limited.

Given at Companies House, Cardiff, the 5th August 1998



R. C. Edwards
R. C. EDWARDS

N036103011

For the Registrar of Companies



C O M P A N I E S H O U S E

HC007B



COMPANIES HOUSE

Please complete in typescript,
or in bold black capitals.

12

Declaration on application for registration

Company Name in full



F012001J

THE FOUNDATION FOR PSYCHOTHERAPY
AND COUNSELLING

I, PETER MAXWELL BALL
of 14 RAYMOND ROAD, LONDON SW19 4AP

† Please delete as appropriate.

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985]† and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

P. Ball

Declared at

34 FRANCIS GROVE, London S.W 19 4DT

the

14th

day of

July

One thousand nine hundred and ninety

Eight.

● Please print name.

before me ●

C. P. MURRAY.

Signed

C. Murray

Date

14. 7. 98

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

MURRAY + Co.

Tel 0181 288 4893.

DX number 300120 DX exchange WIMBORNE CENTRAL

When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh



30(5)(a)

Please complete in typescript, or in bold black capitals.

Declaration on application for registration of a company exempt from the requirement to use the word "limited" or "cyfyngedig"

INTERCHANGE LEGAL ADVISORY SERVICE, INTERCHANGE STUDIOS
DALBY STREET
LONDON NW5 3NQ
TEL 0171 284 0503
FAX 0171 813 7493

Company Name **full**

F030A01T

THE FOUNDATION FOR PSYCHOTHERAPY
AND COUNSELLING
VALERIE ROACH
22 ASHWORTH RD, LONDON, W9 1JY

† Please delete as appropriate.

a [Solicitor engaged in the formation of the company] [person named as director or secretary of the company in the statement delivered under section 10 of the Companies Act 1985]† do solemnly and sincerely declare that the company complies with the requirements of section 30(3) of the Companies Act 1985.

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835.

Declarant's signature

V. Roach

Declared at 243 ELGIN AVE LONDON W9
the 17TH day of OCTOBER
One thousand nine hundred and ninety SIX

Ⓢ Please print name.

before me Ⓢ L. GASHON

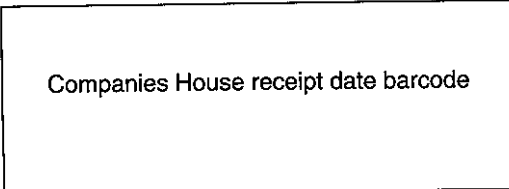
Signed

L. Gashon SOLICITOR Date 17/10/96

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address, telephone number and, if available, a DX number and Exchange of the person Companies House should contact if there is any query.

INTERCHANGE LEGAL ADVISORY SERVICE
DALBY STREET
LONDON NW5 3NQ
DX number TEL 0171-284 0530 FAX 0171 482 5292
DX exchange



When you have completed and signed the form please send it to the Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh



COMPANIES HOUSE

10

Please complete in typescript,
or in bold black capitals.

First directors and secretary and intended situation of
registered office

Notes on completion appear on final page

Company Name



F010001H

INTERCHANGE LEGAL ADVISORY
SERVICE, INTERCHANGE STUDIOS
DALBY STREET
LONDON NW5 3NQ
TEL: 0171 284 0530
FAX: 0171 813 7493

THE FOUNDATION FOR PSYCHOTHERAPY
AND COUNSELLING

Proposed Registered Office

607. THE CHANDLERY

(PO Box numbers only, are not acceptable)

50. WESTMINSTER BRIDGE ROAD

Post town

LONDON

County / Region

Postcode

SE1 7QY

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address.



Agent's Name

Address

INTERCHANGE LEGAL ADVISORY SERVICE

LONDON NW5 3NQ

TEL 0171-284 0530 FAX 0171 482 5292

Post town

County / Region

Postcode

Number of continuation sheets attached

5

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

INTERCHANGE LEGAL ADVISORY SERVICE

DALBY STREET

LONDON NW5 3NQ

TEL 0171-284 0530 FAX 0171 482 5292

DX number

DX exchange

Companies House receipt date barcode

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh

Company Secretary (see notes 1-5)

Company name	THE INSTITUTE of PSYCHOTHERAPY & COUNSELLING		
NAME	*Style / Title	MR	*Honours etc
* Voluntary details	Forename(s)	TREVOR DAWSON	
	Surname	DAWSON	
	Previous forename(s)		
	Previous surname(s)		
Address	23 MAPLEDENE		
Usual residential address	KEMNAL ROAD		
For a corporation, give the registered or principal office address.	Post town	CHISLEHURST	
	County / Region	KENT	Postcode
			BR7 6LX
	Country	ENGLAND	
	I consent to act as secretary of the company named on page 1		
	Consent signature	Trevor Dawson	Date
			17. 10. '96

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	MRS	*Honours etc
	Forename(s)	VALERIE	
	Surname	ROACH	
	Previous forename(s)	—	
	Previous surname(s)	—	
Address	22. ASHWORTH ROAD. MAIDA VALE		
Usual residential address	LONDON		
For a corporation, give the registered or principal office address.	Post town		
	County / Region		Postcode
			W9 1JY
	Country	ENGLAND	
	Day	Month	Year
	30	05	56
Date of birth	Nationality	BRITISH	
Business occupation	PSYCHODYNAMIC COUNSELLOR		
Other directorships	WESTMINSTER PLAY ASSOCIATION		
	I consent to act as director of the company named on page 1		
	Consent signature	V. Roach	Date
			18. October '96

Directors (continued) (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address

Usual residential address

For a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1

Consent signature

Date

This section must be signed by

Either

an agent on behalf of all subscribers

Signed

Date

17. 10. 96

Or the subscribers

Signed

INTERCHANGE LEGAL ADVISORY SERVICE
DALBY STREET

Date

(i.e those who signed as members on the memorandum of association).

Signed

LONDON NW5 1PZ
TEL 0171-284 0530 FAX 0171 482 9292

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Notes

1. Show for an individual the full forename(s) NOT INITIALS and surname together with any previous forename(s) or surname(s).

If the director or secretary is a corporation or Scottish firm - show the corporate or firm name on the surname line.

Give previous forename(s) or surname(s) except that:

- for a married woman, the name by which she was known before marriage need not be given,
- names not used since the age of 18 or for at least 20 years need not be given.

A peer, or an individual known by a title, may state the title instead of or in addition to the forename(s) and surname and need not give the name by which that person was known before he or she adopted the title or succeeded to it.

Address:

Give the usual residential address.

In the case of a corporation or Scottish firm give the registered or principal office.

Subscribers:

The form must be signed personally either by the subscriber(s) or by a person or persons authorised to sign on behalf of the subscriber(s).

2. Directors known by another description:

- A director includes any person who occupies that position even if called by a different name, for example, governor, member of council.

3. Directors details:

- Show for each individual director the director's date of birth, business occupation and nationality.

The date of birth must be given for every individual director.

4. Other directorships:

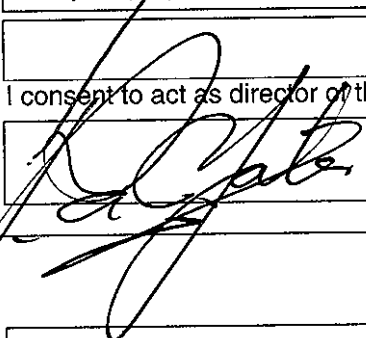
- Give the name of every company of which the person concerned is a director or has been a director at any time in the past 5 years. You may exclude a company which either **is** or at **all times during the past 5 years**, when the person was a director, **was**:

- dormant,
- a parent company which wholly owned the company making the return,
- a wholly owned subsidiary of the company making the return, or
- another wholly owned subsidiary of the same parent company.

If there is insufficient space on the form for other directorships you may use a separate sheet of paper, which should include the company's number and the full name of the director.

5. Use Form 10 continuation sheets or photocopies of page 2 to provide details of joint secretaries or additional directors and include the company's number.

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MR YATES		*Honours etc	
* Voluntary details	Forename(s)	Tony			
	Surname	YATES			
	Previous forename(s)				
	Previous surname(s)				
Address	7 Queensdown Rd				
Usual residential address					
For a corporation, give the registered or principal office address.	Post town	London E5 8NN			
	County / Region		Postcode		
	Country				
	Day	Month	Year	Nationality	
Date of birth	9	2	36	Australian	
Business occupation	psychotherapist				
Other directorships	NONE				
I consent to act as director of the company named on page 1					
Consent signature				Date	12/10/96

This section must be signed by
Either

an agent on behalf
of all subscribers

Signed

Date

Or the subscribers

Signed

Date

(i.e those who signed
as members on the
memorandum of
association).

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text" value="MRS"/>		*Honours etc	<input type="text"/>
* Voluntary details	Forename(s)	<input type="text" value="CHRISTINE"/>			
	Surname	<input type="text" value="CLARK"/>			
	Previous forename(s)	<input type="text"/>			
	Previous surname(s)	<input type="text"/>			
Address	<input type="text" value="28 PEMBURY ROAD"/>				
Usual residential address	<input type="text"/>				
For a corporation, give the registered or principal office address.	Post town	<input type="text" value="TONBRIDGE"/>			
	County / Region	<input type="text" value="KENT"/>	Postcode	<input type="text" value="TN9 2HX"/>	
	Country	<input type="text" value="UK"/>			
	Date of birth	<input type="text" value="21"/>	<input type="text" value="12"/>	<input type="text" value="41"/>	Nationality <input type="text" value="BRITISH"/>
	Business occupation	<input type="text" value="GROUP PSYCHOTHERAPIST"/>			
	Other directorships	<input type="text" value="NONE"/>			
	<input type="text"/>				
	I consent to act as director of the company named on page 1				
	Consent signature	<input type="text" value="ccclark"/>		Date	<input type="text" value="12/10/96"/>

This section must be signed by

Either

**an agent on behalf
of all subscribers**

Signed

Date

Or the subscribers

***(i.e those who signed
as members on the
memorandum of
association).***

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Directors (continued) (see notes 1-5)

NAME	*Style / Title	<input type="text" value="Mr."/>	*Honours etc	<input type="text"/>
* Voluntary details	Forename(s)	<input type="text" value="PETER"/>		
	Surname	<input type="text" value="BALL"/>		
	Previous forename(s)	<input type="text" value="/"/>		
	Previous surname(s)	<input type="text" value="/"/>		
Address	<input type="text" value="14 RAYMOND ROAD"/>			
Usual residential address	<input type="text"/>			
For a corporation, give the registered or principal office address.	Post town	<input type="text" value="LONDON"/>		
	County / Region	<input type="text"/>	Postcode	<input type="text" value="SW19 4AP"/>
	Country	<input type="text"/>		
	Date of birth	<input type="text" value="09"/> <input type="text" value="09"/> <input type="text" value="1934"/>	Nationality	<input type="text" value="BRITISH"/>
	Business occupation	<input type="text" value="RETIRED"/>		
	Other directorships	<input type="text" value="NONE"/>		
	<input type="text"/>			
	I consent to act as director of the company named on page 1			
	Consent signature	<input type="text" value="P. Ball"/>	Date	<input type="text" value="11-10-96"/>

This section must be signed by			
Either			
an agent on behalf of all subscribers	Signed	<input type="text"/>	Date <input type="text"/>
Or the subscribers	Signed	<input type="text"/>	Date <input type="text"/>
(i.e those who signed as members on the memorandum of association).	Signed	<input type="text"/>	Date <input type="text"/>
	Signed	<input type="text"/>	Date <input type="text"/>
	Signed	<input type="text"/>	Date <input type="text"/>
	Signed	<input type="text"/>	Date <input type="text"/>
	Signed	<input type="text"/>	Date <input type="text"/>

Directors (continued) (see notes 1-5)

NAME	*Style / Title	Mr.		*Honours etc	
* Voluntary details	Forename(s)	BRIAN LAWRENCE			
	Surname	MAUNDER			
	Previous forename(s)	/			
	Previous surname(s)	/			
Address	BADGERS' DAK				
Usual residential address For a corporation, give the registered or principal office address.	12 CHINBROOK ROAD				
	Post town	GROVE PARK			
	County / Region	LONDON	Postcode	SE12 9TH	
	Country	ENGLAND			
		Day	Month	Year	
	Date of birth	14	05	37	Nationality ENGLISH
	Business occupation	PSYCHOTHERAPIST			
	Other directorships	NONE			
	I consent to act as director of the company named on page 1				
	Consent signature	B.L. Maunier		Date	12 / 10 / 96

This section must be signed by**Either****an agent on behalf
of all subscribers****Signed****Date****Or the subscribers****Signed****Date****(i.e those who signed
as members on the
memorandum of
association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

Directors (continued) (see notes 1-5)

NAME	*Style / Title	MRS		*Honours etc	
* Voluntary details	Forename(s)	CHARMIAN SOYCE			
	Surname	SKINNER			
	Previous forename(s)	/			
	Previous surname(s)	MAY			
Address	6 RUSTON MEWS				
Usual residential address					
For a corporation, give the registered or principal office address.	Post town	LONDON			
	County / Region		Postcode	W11 1RB	
	Country				
	Date of birth	Day	Month	Year	Nationality
		02	03	40	ENGLISH
	Business occupation	PSYCHOTHERAPIST			
	Other directorships	NONE			
		NONE			
	I consent to act as director of the company named on page 1				
	Consent signature	Chedwin Skins		Date	12 th OCTOBER 1996

This section must be signed by**Either****an agent on behalf
of all subscribers****Signed****Date****Or the subscribers****(i.e those who signed
as members on the
memorandum of
association).****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date****Signed****Date**

THE COMPANIES ACTS 1985 & 1989
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of
The Foundation For
PSYCHOTHERAPY AND COUNSELLING

1. The name of the Company (hereinafter called "the Company") is The
Institute of Psychotherapy and Counselling.

The registered office of the Company shall be situate in England and
Wales.

The objects for which the Company is established are:-

(a) to advance and encourage knowledge and skills, to inform others in related
fields in respect of counselling, individual psychotherapy and group
psychotherapy and to encourage the interchange of information and opinion

(b) to educate and assist the general public as to the use and value of
counselling, individual psychotherapy and group psychotherapy and to foster
the practice of counselling and psychotherapy within the community

(c) to promote education and undertake training for those involved in
psychotherapy and counselling and to establish and maintain acceptable
standards of professional conduct and accountability

(d) to contribute to the development of counselling, individual psychotherapy
and group psychotherapy by creating opportunities for the sharing of ideas and
experiences

4. The Company shall have the following powers exercisable in furtherance
of its said objects but not further or otherwise, namely:

(a) to represent and promote the professional interests of those involved in
counselling and psychotherapy, their views on matters of professional practice
and on issues relating to mental health

(b) to establish and maintain a register of members amongst whom are those
registered and accredited by the Company as competent to practise as
professional counsellors and/or individual psychotherapists and/or group
psychotherapists

(c) to monitor, review and decide upon the requirements for professional
membership

(d) to provide contexts in which psychotherapists and counsellors may find
support in the exercise of the profession of psychotherapy and counselling

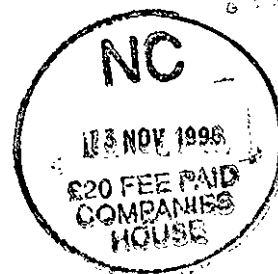
(e) to undertake or sponsor research and to promulgate the useful results
thereof

(f) to coordinate and work with other individuals, agencies or bodies having
similar aims and encourage the provision and development of appropriate
support and educational services

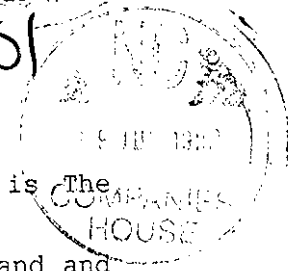
(g) to provide support for trainees and those newly qualified in terms of
continuing education, information and (in cases of financial need) bursaries
and loans

(h) to present, promote, organise, provide, manage and produce, productions,
films, broadcasts, concerts, musical pieces, entertainments, exhibitions,
tutorials, seminars, courses and workshops, whether on any premises of the

INTERCHANGE LEGAL ADVISORY
SERVICES, INTERCHANGE STUDIOS
DALBY STREET
LONDON NW5 3NQ
TEL: 0171 813 7498
FAX: 0171 813 7498



3610301



Company or elsewhere.

(i) to procure to be written, printed, published and issued gratuitously or otherwise such papers, books, pamphlets or other documents as shall further the above objects and to draw up such educational and professional regulations and examination syllabi as may be considered necessary from time to time.

(j) 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 Company.

(k) to employ staff and/or agents and professional advisors or consultants, and to make provision for the proper remuneration of any such persons including power to make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their widows widowers and other dependants.

(l) subject to such consents as may be required by law to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Company may think necessary for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary for the work of the Company.

(m) subject to such consents as may be required by law to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Company as may be thought necessary for the promotion of its objects.

(n) to undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be necessary for its objects.

(o) subject to such consents as may be required by law to borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit PROVIDED ALWAYS that the Company shall undertake no permanent trading activities in raising funds to achieve its charitable objects.

(p) to invest the monies of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(q) to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects.

(r) to receive loans at interest or otherwise from, and to lend money and give credit to, any person or company as may be necessary or convenient for the work of the Company and to take security for such loans or credit.

(s) to establish, operate and maintain or to cooperate with others in establishing, operating and maintaining at such places as may be deemed appropriate by the Company any dining and refreshment rooms, stalls and facilities for the supply thereof of food, drink and refreshments in furtherance of the objects PROVIDED THAT such food, drink or refreshments shall only be available to persons participating in the activities of the Company.

(t) to establish local branches

(u) to insure and arrange insurance cover for and to indemnify its officers servants voluntary workers and members from and against all such risks as the company may from time to time think fit.

(v) to do all such other lawful things as shall further any or all of the above objects.

PROVIDED THAT:

(1) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such a manner as allowed by law, having regard to such trusts.

(2) In case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the directors of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such directors have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the High Court of Justice or the Charity Commissioners over such directors, but they shall as regards to any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

5. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Company and no director shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

PROVIDED THAT nothing herein shall prevent the payment, in good faith by the Company:

(A) of reasonable and proper remuneration for any services rendered to the Company to any member, officer or servant of the Company who is not a director;

(B) of the usual professional charges for business done by any director who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Company to act in a professional capacity on its behalf: provided that at no time shall a majority of the directors benefit under this provision and that a director shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;

(C) of interest on money lent by any member of the Company or of a director at a rate per annum not exceeding 2% less than the base lending rate of a clearing bank to be selected by the directors;

(D) of reasonable and proper rent for premises demised or let by any member of the Company or by a director;

(E) of fees remuneration or other benefit in money or money's worth to a company of which a director may be a member holding not more than one hundredth part of the issued capital of such company;

(F) of reasonable and proper out-of-pocket expenses to any director;

(G) of the payment of any premium in respect of any insurance or indemnity to cover the liability of the directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the company PROVIDED THAT any such insurance or indemnity shall not extend to any claim arising from any act or omission which the directors (or any of them) knew or ought reasonably to have known was a breach of trust or which was committed by the directors (or any of them) in reckless disregard of whether it was a breach of duty or breach of trust.

6. No additions, alterations, or amendments to or in the provisions of the Memorandum or Articles of Association for the time being in force which may require the consent of the Charity Commissioners of England and Wales shall be made unless the same shall have been previously submitted to and approved by the Charity Commissioners for England and Wales.

7. The liability of the members is limited.

8. Every member of the Company undertakes to contribute such amount as may be required (not exceeding £10) to the assets of the Company, if it should be wound up while he or she is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Company contracted before he or she 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.

9. If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charity or charities the governing instrument of which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Clause 4 hereof such charity or charities to be determined by the members of the Company at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some other charitable object subject to the prior approval of the Charity Commissioners for England and Wales.

WE, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum:

NAME

ADDRESS

SIGNATURE

VALERIE ROACH

22. ASHWORTH ROAD
LONDON W9 1JY

V. Roach

MIRIAM STONE 39 Parliament Hill
NW 3 2TA

Miriam Stone

CHRISTINE CLARK

28 PEMBURY ROAD
TONBRIDGE, KENT TN9 2HX

C. Clark

Tony Yates

7 Queensdown Rd
London E5 8NA

T. Yates

CHARMIAN SKINNER

6 KUSTON MEWS
LONDON W11 1RB

Charmian Skinner

PETER BALL

14 RAYMOND ROAD
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DATED 17-10-1996

WITNESS TO THE ABOVE SIGNATURES:

Miriam Stone MIRIAM STONE
39 Parliament Hill NW3 2TA

THE COMPANIES ACTS 1985 & 1989
COMPANY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

FOUNDATION FOR
THE INSTITUTE OF PSYCHOTHERAPY AND COUNSELLING

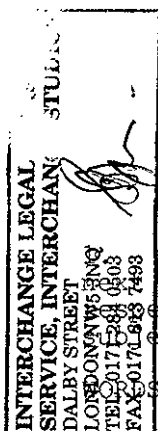
GENERAL

In these presents the words standing in the first column of the Table hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the effect or context:

MEANINGS

the Act.....	The Companies Act 1985 including any statutory modification thereof.
these presents.....	These Articles of Association and the regulations of the Company from time to time in force.
the Company.....	The above-named Company.
the directors.....	The directors of the Company (and "director" has a corresponding meaning.)
the secretary.....	Any person appointed to perform the duties of the secretary of the Company.
the office.....	The registered office of the Company.
the seal.....	The common seal of the Company.
the United Kingdom.....	Great Britain and Northern Ireland.
month.....	Calendar Month.
clear days.....	in relation to the period of a notice means the periods 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.
in writing.....	Written, printed or lithographed or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number,



and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The Company is established for the purposes expressed in the Memorandum of Association.

3. The subscribers to the Memorandum of Association and such other persons as the Company shall admit to membership in accordance with such regulations (including those relating to membership fees) as the directors shall make from time to time shall be members of the Company.

4. The directors shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED ALWAYS that the member concerned shall have a right to be heard before a final decision is made.

5. The provisions of section 352 of the Act shall be observed by the Company, and every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

GENERAL MEETINGS

6. The Company 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 Company and shall specify the meeting as such in the notices calling it, provided that every 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 that so long as the Company 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.

7. All Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

8. The directors may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Act and if at any time there are not within the United Kingdom sufficient directors to form a quorum any director or any member of the Company may convene an Extraordinary General Meeting.

9. 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 day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these presents or under the Act entitled to receive such notices from the Company; PROVIDED THAT a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in these presents, be deemed to have been duly called if it is so agreed:-

a) in the case of the Annual General Meeting by all the members entitled to attend and vote; and

b) in the case of any other meeting by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than 95% of the total voting rights of all the members.

10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is conducted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the directors and the Auditors, the election of directors in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

12. No business shall be transacted at any General Meeting unless a quorum of members is present when the meeting proceeds to business. Save as herein otherwise provided 1/10 or 50 (whichever is the greater number) of the members shall be a quorum.

13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

14. The chairperson (if any) of the directors shall preside as chairperson at every General Meeting, but if there be no such chairperson, or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding the meeting or shall be unwilling to preside, the members present shall choose a director, or if all the directors present decline to take the chair, the members shall choose some member of the Company who shall be present to preside.

15. A director shall, notwithstanding that he is not a member of the Company, be entitled to attend and speak at any General Meeting.

16. The chairperson may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Otherwise, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by

a) the Chairperson; or

b) at least three members having the right to vote at the meeting; or

c) a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairperson of the meeting that a resolution has been carried, or carried unanimously or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

18. Subject to the provisions of Article 19, if a poll be demanded under Article 17, it shall be taken at such time and place, and in such manner, as

the Chairperson of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

19. No poll shall be demanded on the election of a Chairperson of a meeting, or on any question of adjournment.

20. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.

21. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

22.(A) On a poll votes may be given either personally or by proxy.

(B) An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in such form as the directors shall approve.

(C) An instrument appointing a proxy shall be lodged with the Company not less than 48 hours before the date of the meeting at which the votes shall be counted.

(D) A vote given or poll demanded by proxy or by the duly authorised representative of a corporation 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 Company at the office or such other place at which the instrument of proxy was duly deposited before the commencement of the meeting at which the vote is given or poll demanded.

23. Notwithstanding the foregoing provisions, the Board of Directors may at any time decide that a resolution shall be voted upon by postal ballot. Any member may propose a resolution and all such resolutions, their proposers and seconders, shall be notified to the Secretary at least 28 days before the ballot papers are required to be sent out to members. The Secretary shall then send out the ballot papers, which may be accompanied by such documents for and against the resolution as the Directors may consider reasonable. The ballot papers shall specify a date (not less than 14 days after they shall have been posted) by which completed ballot papers must have been received by the Secretary. The Secretary shall then circulate to members the result of the ballot within 10 days thereafter.

VOTES OF MEMBERS

24. Subject to Article 20, every voting member shall have one vote.

25. No member shall be entitled to vote on any question at any General Meeting unless all monies presently payable by him or by her to the Company have been paid.

BOARD OF DIRECTORS

26. The number of directors shall never be less than 3, and the maximum number shall be as decided from time to time by the Company. The Company may also make such regulations as to the composition and/or qualifications of Directors as they may from time to time think fit.

27. The directors may from time to time and at any time appoint any member of the Company as a director, either to fill a casual vacancy or by way of addition to their number, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his or her office only until the next Annual General Meeting, but he or she shall then be eligible for re-election.

POWERS OF THE DIRECTORS

28.(a) The business of the Company shall be managed by the directors who may pay expenses incurred in the promotion and formation of the Company as they think fit, and may exercise all such powers of the Company required to be exercised or done by the Company in General Meeting. Any such requirement may be made either by the Act or by these presents or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of the directors which would have been valid if that regulation had not been made.

(b) In the exercise of the aforesaid powers and in the management of the business of the Company, the directors shall always be mindful that they are charity trustees within the definition of section 97 of the Charities Act 1993 as the persons having the general control and management of the administration of a charity.

29. The directors may act notwithstanding any vacancy in their body; PROVIDED ALWAYS that in case the directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act for the purpose of admitting persons to membership of the Company, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

30. All cheques and other negotiable instruments and all receipts for money paid to the Company shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be, in such manner as the directors shall from time to time determine.

31. The directors shall cause minutes to be made:

(a) of all appointments of officers made by the directors;

(b) of the names of the directors present at each directors meeting;

(c) of all resolutions and proceedings at all meetings of the Company, and of the directors, and any such minutes of any meeting if purported to be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting shall be conclusive evidence of the facts stated in the minutes.

SECRETARY

32.(a) The secretary shall be appointed by the directors for such time, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The provisions of section 283 of the Act shall apply and be observed. The directors may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting PROVIDED ALWAYS that no director shall occupy the salaried position of secretary.

(b) A provision of the Act or of these presents requiring or authorising a thing to be done by or to a director and the secretary shall not be satisfied by its being done by or to the same person acting as director and as, or in the place of, secretary.

THE SEAL

33. The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the directors and in the presence of at least one director and of the secretary, the said director and secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Company such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

TERMINATION OF OFFICE OF DIRECTORS

34. The office of director shall be vacated:

(A) if he or she ceases to be a director by virtue of any provision in the Act or is disqualified from acting as a director by virtue of section 72 of the Charities Act 1993 or any statutory re-enactment or modification thereof.

(B) If he or she becomes incapable by reason of mental disorder illness or injury of managing and administering his or her property and affairs.

(C) If by notice in writing to the Company he or she resigns his or her office.

(D) If he or she is removed from office by a resolution duly passed pursuant to section 303 of the Act.

(E) If he or she fails without reasonable excuse to attend three consecutive meetings of the directors.

ROTATION OF DIRECTORS

35. At the first Annual General Meeting all the directors shall resign and at the Annual General Meeting to be held in every subsequent year, one-third of the directors for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.

36. The directors to retire shall be those who have been longest in office since their last election or appointment. As between directors of equal seniority, the directors to retire shall in the absence of agreement be selected from among them by lot. The length of time a director has been in office shall be computed from his or her last election or appointment. A retiring director shall be eligible for re-election except that after a director has been reelected on three consecutive occasions he or she shall not be eligible to be reelected until one year shall have elapsed after the expiration of his or her last period of office.

37. The Company may, at the meeting at which a director retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring director shall, if offering himself or herself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such a director shall have been put to the meeting and lost.

38. No person not being a director retiring at the meeting shall, unless recommended by the director for election, be eligible for election as director at any General Meeting, unless not less than 4 nor more than 21 clear days before the date set for the meeting there shall have been given to the secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his or her intention to propose such person to be proposed and of his or her willingness to be elected.

39. The Company may from time to time in General Meeting increase the number of directors, and determine in what rotation such increased number shall go out of office, and may make the appointments necessary for effecting any such increase.

PROCEEDINGS OF THE DIRECTORS

40. The directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business, provided that the quorum for meetings of the directors shall never be less than 3 of the directors. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairperson shall have a second or casting vote.

41. A director may, and on the request of a director the secretary shall, at any time, summon a meeting of the directors by notice served upon the

directors. A director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

42. The members of the company shall from time to time elect a chairperson, a vice-chairperson and treasurer. The chairperson (or the vice-chairperson in his/her absence) shall be entitled to preside at all meetings of the directors at which he or she shall be present. The members may determine for what period such officers are to hold office. If no such chairperson be elected, or if at any meeting the chairperson be not present within five minutes after the time appointed for holding the meeting and willing to preside, the directors present shall choose one of their number to be chairperson of the meeting.

43. A meeting of the directors at which a quorum is present shall be competent to exercise all the regulations of the Company for the time being vested in the directors generally.

44. The directors may delegate any of their powers to sub-committees consisting of such directors and others as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the directors. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the directors so far as applicable and so far as the same shall not be superseded by regulations made by the directors. Any such committees shall report to the directors on any decisions taken as soon as possible. No such committee shall incur expenditure on behalf of the Company except in accordance with a budget which has been approved by the directors.

45. All acts bona fide done by any meeting of the directors or by any committee of the directors, or by any person acting as a director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a director.

46. A resolution in writing signed by all directors or of any committee of directors who are entitled to receive notice of a meeting of the directors or of such committee shall be as valid and effectual as if it had been passed at a duly convened and constituted meeting of the directors or such committee (as the case may be).

ACCOUNTS

47. Accounts shall be prepared in accordance with the provisions of Part VII of the Act.

ANNUAL REPORT

48. The directors shall comply with their obligations under the Charities Act 1992 or any statutory re-enactment or modification thereof with regard to the preparation of an annual report and its transmission to the Charity Commissioners.

ANNUAL RETURN

49. The directors shall comply with the provisions of the Charities Act 1992 or any statutory re-enactment or modification thereof with regard to the preparation of an annual return and its transmission to the Charity Commissioners.

NOTICES

50. A notice may be served by the Company upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such

member at his or her registered address as appearing in the register of members.

51. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which such notices may be served upon him or her shall be entitled to have notices served upon him or her at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Company.

52. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISSOLUTION

53. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY

54. Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgement is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

ITC.3 (Rev. 1.11.96)

WE, the subscribers to these Articles of Association, wish to be formed into a company pursuant to these Articles:

NAME

ADDRESS

SIGNATURE

VALERIE ROACH

22 ASHWORTH ROAD.
LONDON W9 1JY

V. Roach

CHARMIAN SKINNER

6 RUSTON MEWS
LONDON W11 1RB

Charmian Skinner

PETER BALL

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T. Yates

CHRISTINE CLARK

28 PEMBURY ROAD
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KENT TN9 2HX

C. Clark

DATED 17 - 10 - 1996

WITNESS TO THE ABOVE SIGNATURES:

Miriam She Melicham STONE
39 Parliament Hill NW3 2TA