



03-601301

THE FOUNDATION

for Psychotherapy and Counselling

Proposed changes to the Company's Memorandum & Articles

Minuted at a full board meeting of The Foundation for Psychotherapy and Counselling on Saturday 24th March 2007.

7. ETHICS - Celia Harding:

JH thanked CH for the huge amount of work done by her and the Ethics Committee. Members of the Board were given all the documents, i.e. Code of Ethics and Practice, Code of Ethics & Practice for Supervisors, the Complaints and Fitness to Practise Procedures with a flow chart showing the process very clearly. JH said we were not here to pick at it. JH asked Celia if she wanted all the documents to go out to the membership. CH said all the documents should go out to be voted on and to be ratified at AGM, together with the special resolution required for changes to the Memorandum & Articles. It was agreed unanimously to put all documents to the membership in the form of a postal vote.

The Special Resolution to effect changes to the Memorandum & Articles is as sent to all members -

The legal advisors to the Ethics Committee have recommended the following amendments to the Company's Memorandum and Articles.

Therefore you are asked to vote on the Special Resolution as proposed by the Board on Saturday 24th March 2007

Under Article 4

To be added, 'Where a complaint against a member is under investigation, the directors may invoke the interim suspension of the member, or may delegate this power to the named Sub-Committee

Under Article 5

To be added, 'The regulations of the Company are binding upon all members'

Under Article 28(a)

Words in capitals to be added

'The business of the Company shall be managed by the directors who may exercise all such powers as the Company requires AS ARE NOT required to be exercised by the Company in General meeting'

The vote was counted by the Office Manager and his Assistant on 10th May 2007 and checked by the Chair as conforming to the requirements for voting in the Articles, i.e. 75% majority needed in each of the four sections. This was achieved.

The resolution was therefore passed and brought to the Annual General meeting on Saturday 19th May 2007 and was adopted

Chair

U. Hardman

Date

19/05/07

Director

M. Birch

Date

19/5/07

THE FOUNDATION for Psychotherapy and Counselling

Relevant extracts from Articles of The Foundation for Psychotherapy and Counselling. (1998).

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

Where a complaint against a member is under investigation, the directors may invoke the interim suspension of the member, or may delegate this power to the named Sub-Committee

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

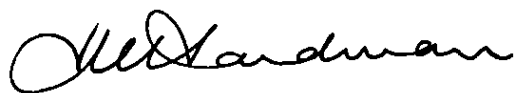
The regulations of the Company are binding upon all members

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 *as are not* 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


JACQUE V. HARDMAN
Chair of the Board
19/5/07