



FILE COPY

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

Company Number **10910877**

The Registrar of Companies for England and Wales, hereby certifies that

**THE INTERNATIONAL FEDERATION FOR
THERAPEUTIC AND COUNSELLING CHOICE**

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House on **11th August 2017**



N10910877K



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**

100345/40
IN01

Application to register a company



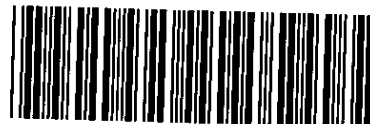
Companies House

A fee is payable with this form.
Please see 'How to pay' on the last page.

✓ **What this form is for**
You may use this form to register a
private or public company.

✗ **What this form is NOT for**
You cannot use this form to register
a limited liability partnership.
If you are registering a limited liability
partnership, please use form
LLP01. You cannot use this form if any
partner has significant control or
has applied for exemption from
having their details on the
public register. Companies House
can be contacted at
companieshouse.gov.uk for a
separate form.

For further information, please
refer to our guidance at
www.gov.uk/companieshouse



LD3 31/07/2017 #267
COMPANIES HOUSE
LD7 21/07/2017 #103
COMPANIES HOUSE

Part 1 Company details

A1	Company name	→ Filling in this form Please complete in typescript or in bold black capitals. All fields are mandatory unless specified or indicated by *
	Check if a company name is available by using our name availability search: www.companieshouse.gov.uk/info	
	Please show the proposed company name below.	❶ Duplicate names Duplicate names are not permitted. A list of registered names can be found on our website. There are various rules that may affect your choice of name. More information on this is available in our guidance at: www.gov.uk/companieshouse
Proposed company name in full ❶	The International Federation for Therapeutic and Counselling Choice	
For official use	10910877	

A2	Company name restrictions ❷	❷ Company name restrictions A list of sensitive or restricted words or expressions that require consent can be found in our guidance at: www.gov.uk/companieshouse
	Please tick the box only if the proposed company name contains sensitive or restricted words or expressions that require you to seek comments of a government department or other specified body. <input type="checkbox"/> I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response.	

A3	Exemption from name ending with 'Limited' or 'Cyfyngedig' ❸	❸ Name ending exemption Only private companies that are limited by guarantee and meet other specific requirements or private companies that are charities are eligible to apply for this. For more details, please go to our website: www.gov.uk/companieshouse
	Please tick the box if you wish to apply for exemption from the requirement to have the name ending with 'Limited', 'Cyfyngedig' or permitted alternative. <input checked="" type="checkbox"/> I confirm that the above proposed company meets the conditions for exemption from the requirement to have a name ending with 'Limited', 'Cyfyngedig' or permitted alternative.	

IN01

Application to register a company

A4

Company type^①

Please tick the box that describes the proposed company type and members' liability (only one box must be ticked):

- ☐ Public limited by shares
- ☐ Private limited by shares
- ☒ Private limited by guarantee
- ☐ Private unlimited with share capital
- ☐ Private unlimited without share capital

① Company type

If you are unsure of your company's type, please go to our website: www.gov.uk/companieshouse

A5

Principal business activity

Please show the trade classification code number(s) for the principal activity or activities. ^②

Classification code 1	8	6	9	0	0
Classification code 2					
Classification code 3					
Classification code 4					

If you cannot determine a code, please give a brief description of the company's business activity below:

Principal activity description

② Principal business activity

You must provide a trade classification code (SIC code 2007) or a description of your company's main business in this section.

A full list of the trade classification codes is available on our website: www.gov.uk/companieshouse

A6

Situation of registered office ^③

Please tick the appropriate box below that describes the situation of the proposed registered office (only one box must be ticked):

- ☒ England and Wales
- ☐ Wales
- ☐ Scotland
- ☐ Northern Ireland

③ Registered office

Every company must have a registered office and this is the address to which the Registrar will send correspondence.

For England and Wales companies, the address must be in England or Wales.

For Welsh, Scottish or Northern Ireland companies, the address must be in Wales, Scotland or Northern Ireland respectively.

IN01

Application to register a company

A7	Registered office address ①	
	Please give the registered office address of your company.	
Building name/number	70	
Street	Wimpole Street	
Post town	London	
County/Region		
Postcode	W 1 G 8 A X	

① Registered office address
 You must ensure that the address shown in this section is consistent with the situation indicated in section A6.

You must provide an address in England or Wales for companies to be registered in England and Wales.

You must provide an address in Wales, Scotland or Northern Ireland for companies to be registered in Wales, Scotland or Northern Ireland respectively.

A8	Articles of association ②	
	Please choose one option only and tick one box only.	
Option 1	I wish to adopt one of the following model articles in its entirety. Please tick only one box. <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company	
Option 2	I wish to adopt the following model articles with additional and/or amended provisions. I attach a copy of the additional and/or amended provision(s). Please tick only one box. <input type="checkbox"/> Private limited by shares <input type="checkbox"/> Private limited by guarantee <input type="checkbox"/> Public company	
Option 3	<input checked="" type="checkbox"/> I wish to adopt entirely bespoke articles. I attach a copy of the bespoke articles to this application.	

② For details of which company type can adopt which model articles, please go to our website: www.gov.uk/companieshouse

A Community Interest Company (CIC) cannot adopt model articles. If you are incorporating a CIC you must tick option 3 and attach a copy of the bespoke articles.

A9	Restricted company articles ③	
	Please tick the box below if the company's articles are restricted.	
	<input type="checkbox"/>	

③ Restricted company articles
 Restricted company articles are those containing provision for entrenchment. For more details, please go to our website: www.gov.uk/companieshouse

IN01

Application to register a company

Part 2**Proposed officers**

For private companies the appointment of a secretary is optional, however, if you do decide to appoint a company secretary you must provide the relevant details. Public companies are required to appoint at least one secretary.

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

For a secretary who is an individual, go to Section B1; For a corporate secretary, go to Section C1; For a director who is an individual, go to Section D1; For a corporate director, go to Section E1.

Secretary**B1****Secretary appointments ①**

Please use this section to list all the secretary appointments taken on formation.
For a corporate secretary, complete Sections C1-C4.

Title*	Dr
Full forename(s)	Michael Robert
Surname	Davidson
Former name(s) ②	

① Corporate appointments

For corporate secretary appointments, please complete section C1-C4 instead of section B.

Additional appointments

If you wish to appoint more than one secretary, please use the 'Secretary appointments' continuation page.

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

B2**Secretary's service address ①**

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of secretaries as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01

Application to register a company

Corporate secretary

C1	Corporate secretary appointments ①	<p>① Additional appointments If you wish to appoint more than one corporate secretary, please use the 'Corporate secretary appointments' continuation page.</p> <p>Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.</p>
Please use this section to list all the corporate secretary appointments taken on formation.		
Name of corporate body/firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
C2	Location of the registry of the corporate body or firm	
Is the corporate secretary registered within the European Economic Area (EEA)? → Yes Complete Section C3 only → No Complete Section C4 only		
C3	EEA companies ②	<p>② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse</p> <p>③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).</p>
Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.		
Where the company/firm is registered ③		
Registration number		
C4	Non-EEA companies	<p>④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.</p>
Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.		
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
Registration number		

IN01

Application to register a company

Director**D1****Director appointments ①**

Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	Dr
Full forename(s)	Michael Robert
Surname	Davidson
Former name(s) ②	
Country/State of residence ③	United Kingdom
Nationality	British
Month/year of birth ④	X X m0 m1 y1 y9 y5 y5
Business occupation (if any) ⑤	Educator

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth

Please provide month and year only.

⑤ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2**Director's service address ⑥**

Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

⑥ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01

Application to register a company

Director

D1

Director appointments ①

	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	Dr	
Full forename(s)	Peter George Robin	
Surname	May	
Former name(s) ②		
Country/State of residence ③	United Kingdom	
Nationality	British	
Month/year of birth ④	<input checked="" type="checkbox"/> <input checked="" type="checkbox"/> <input type="text" value="1"/> <input type="text" value="0"/> <input type="text" value="1"/> <input type="text" value="9"/> <input type="text" value="4"/> <input type="text" value="5"/>	
Business occupation (if any) ⑤		

① Appointments

Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)

Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence

This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth

Please provide month and year only.

⑤ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

Additional appointments

If you wish to appoint more than one director, please use the 'Director appointments' continuation page.

D2

Director's service address ⑥

	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode	<input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/> <input type="text" value=""/>	
Country		

⑥ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01

Application to register a company

Corporate director

E1	Corporate director appointments ①	
	Please use this section to list all the corporate directors taken on formation.	
Name of corporate body or firm		
Building name/number		
Street		
Post town		
County/Region		
Postcode	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	
Country		
	① Additional appointments If you wish to appoint more than one corporate director, please use the 'Corporate director appointments' continuation page. Registered or principal address This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.	
E2	Location of the registry of the corporate body or firm	
	Is the corporate director registered within the European Economic Area (EEA)? → Yes Complete Section E3 only → No Complete Section E4 only	
E3	EEA companies ②	
	Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.	
Where the company/firm is registered ③		
Registration number		
	② EEA A full list of countries of the EEA can be found in our guidance: www.gov.uk/companieshouse ③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC).	
E4	Non-EEA companies	
	Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.	
Legal form of the corporate body or firm		
Governing law		
If applicable, where the company/firm is registered ④		
If applicable, the registration number		
	④ Non-EEA Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.	

IN01 - continuation page
Application to register a company

Director

D1	Director appointments ^①	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	Mr	
Full forename(s)	Dermot Brian	
Surname	O'Callaghan	
Former name(s) ^②		
Country/State of residence ^③	United Kingdom	
Nationality	Irish	
Month/year of birth ^④	X X ^m 0 ^m 4 ^y 1 ^y 9 ^y 4 ^y 7	
Business occupation (if any) ^⑤		

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2	Director's service address ^⑥	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .	
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode		
Country		

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page
Application to register a company

Director

D1	Director appointments ^①	
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	Dr	
Full forename(s)	Carolyn Ann	
Surname	Pela	
Former name(s) ^②	Carolyn Ann Bodine	
Country/State of residence ^③	United States of America	
Nationality	American	
Month/year of birth ^④	X X ^m 0 ^m 9 ^y 1 ^y 9 ^y 5 ^y 9	
Business occupation (if any) ^⑤	Professor	

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2	Director's service address ^⑥	
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Company's Registered Office	
Street		
Post town		
County/Region		
Postcode		
Country		

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page
Application to register a company

Director

D1	Director appointments ^①
	Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.
Title*	Dr
Full forename(s)	Christl Ruth
Surname	Vonholdt
Former name(s) ^②	
Country/State of residence ^③	Germany
Nationality	German
Month/year of birth ^④	X X m0 m9 y1 y9 y5 y2
Business occupation (if any) ^⑤	Professor

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2	Director's service address ^⑥
	Please complete the service address below. You must also fill in the director's usual residential address in Section D4 .
Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01 - continuation page

Application to register a company

Director

D1 Director appointments ^①	
Please use this section to list all the director appointments taken on formation. For a corporate director, complete Sections E1-E4.	
Title*	
Full forename(s)	Andrea Rose
Surname	Williams
Former name(s) ^②	
Country/State of residence ^③	United Kingdom
Nationality	British
Month/year of birth ^④	<div>X</div> <div>X</div> <div>m</div> <div>0</div> <div>m</div> <div>8</div> <div>y</div> <div>1</div> <div>y</div> <div>9</div> <div>y</div> <div>6</div> <div>y</div> <div>5</div>
Business occupation (if any) ^⑤	Chief Executive Officer

① Appointments
Private companies must appoint at least one director who is an individual. Public companies must appoint at least two directors, one of which must be an individual.

② Former name(s)
Please provide any previous names (including maiden or married names) which have been used for business purposes in the last 20 years.

③ Country/State of residence
This is in respect of your usual residential address as stated in section D4.

④ Month and year of birth
Please provide month and year only.

⑤ Business occupation
If you have a business occupation, please enter here. If you do not, please leave blank.

D2 Director's service address ^⑥	
Please complete the service address below. You must also fill in the director's usual residential address in Section D4.	
Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

⑥ Service address
This is the address that will appear on the public record. This does not have to be your usual residential address.

Please state 'The Company's Registered Office' if your service address will be recorded in the proposed company's register of directors as the company's registered office.

If you provide your residential address here it will appear on the public record.

IN01

Application to register a company

Part 3 Statement of capital

Does your company have share capital?

→ Yes Complete the sections below.

→ No Go to Part 4 (Statement of guarantee).

F1 Statement of capital

Complete the table(s) below to show the share capital.

Complete a separate table for each currency (if appropriate). For example, add pound sterling in 'Currency table A' and Euros in 'Currency table B'.

Continuation pages

Please use a continuation page if necessary.

Currency Complete a separate table for each currency	Class of shares E.g. Ordinary/Preference etc.	Number of shares	Aggregate nominal value (£, €, \$, etc) Number of shares issued multiplied by nominal value	Total aggregate amount to be unpaid, if any (£, €, \$, etc) Including both the nominal value and any share premium
Currency table A				
Totals				
Currency table B				
Totals				
Currency table C				
Totals				
Totals (including continuation pages)			Total number of shares	Total aggregate nominal value ❶
				Total aggregate amount unpaid ❶

❶ Please list total aggregate values in different currencies separately. For example: £100 + €100 + \$10 etc.

IN01

Application to register a company

F2

Statement of capital (Prescribed particulars of rights attached to shares)

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Section F1**.

Class of share

Prescribed particulars

1

Prescribed particulars of rights attached to shares

The particulars are:

- a. particulars of any voting rights, including rights that arise only in certain circumstances;
- b. particulars of any rights, as respects dividends, to participate in a distribution;
- c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and
- d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder.

A separate table must be used for each class of share.

Continuation pages

Please use the next page or a 'Statement of Capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.

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Application to register a company

Class of share		
Prescribed particulars ❶		<p>❶ Prescribed particulars of rights attached to shares</p> <p>The particulars are:</p> <ul style="list-style-type: none"> a. particulars of any voting rights, including rights that arise only in certain circumstances; b. particulars of any rights, as respects dividends, to participate in a distribution; c. particulars of any rights, as respects capital, to participate in a distribution (including on winding up); and d. whether the shares are to be redeemed or are liable to be redeemed at the option of the company or the shareholder. <p>A separate table must be used for each class of share.</p> <p>Continuation pages</p> <p>Please use a 'Statement of capital (Prescribed particulars of rights attached to shares)' continuation page if necessary.</p>

IN01

Application to register a company

F3

Initial shareholdings

This section should only be completed by companies incorporating with share capital.

Please complete the details below for each subscriber.

The addresses will appear on the public record. These do not need to be the subscribers' usual residential address.

Initial shareholdings

Please list the company's subscribers in alphabetical order.

Please use an 'Initial shareholdings' continuation page if necessary.

Subscriber's details	Class of share	Number of shares	Currency	Nominal value of each share	Amount (if any) to be unpaid on each share (including the nominal value and any share premium)	Amount to be paid on each share (including the nominal value and any share premium)
Name						
Address						
Name						
Address						
Name						
Address						
Name						
Address						

Part 4 Statement of guarantee

Is your company limited by guarantee?

→ **Yes** Complete the sections below.

→ **No** Go to **Part 5** People with significant control (PSC).

G1

Subscribers

Please complete this section if you are a subscriber of a company limited by guarantee. The following statement is being made by each and every person named below.

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payment of debts and liabilities of the company contracted before I cease to be a member;
- payment of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

1 Name

Please use capital letters.

2 Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

3 Amount guaranteed

Any valid currency is permitted.

4 Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Subscriber's details

Forename(s) ①	Michael Robert
Surname ①	Davidson
Address ②	70 Wimpole Street London
Postcode	W 1 G 8 A X
Amount guaranteed ③	£1
Class of member (if applicable) ④	

Subscriber's details

Forename(s) ①	Peter George Robin
Surname ①	May
Address ②	70 Wimpole Street London
Postcode	W 1 G 8 A X
Amount guaranteed ③	£1
Class of member (if applicable) ④	

IN01

Application to register a company

Subscriber's details	
Forename(s) ❶	Dermot Brian
Surname ❶	O'Callaghan
Address ❷	70 Wimpole Street London
Postcode	W 1 G 8 A X
Amount guaranteed ❸	£1
Class of member (if applicable) ❹	

Subscriber's details	
Forename(s) ❶	Carolyn Ann
Surname ❶	Pela
Address ❷	70 Wimpole Street London
Postcode	W 1 G 8 A X
Amount guaranteed ❸	£1
Class of member (if applicable) ❹	

Subscriber's details	
Forename(s) ❶	Christl Ruth
Surname ❶	Vonholdt
Address ❷	70 Wimpole Street London
Postcode	W 1 G 8 A X
Amount guaranteed ❸	£1
Class of member (if applicable) ❹	

Subscriber's details	
Forename(s) ❶	Andrea Rose
Surname ❶	Williams
Address ❷	70 Wimpole Street London
Postcode	W 1 G 8 A X
Amount guaranteed ❸	£1
Class of member (if applicable) ❹	

❶ Name

Please use capital letters.

❷ Address

The addresses in this section will appear on the public record. They do not have to be the subscribers' usual residential address.

❸ Amount guaranteed

Any valid currency is permitted.

❹ Class of members

Only complete this if there will be more than one class of members and if the subscribers are electing to keep members' information on the public register.

Continuation pages

Please use a 'Subscribers' continuation page if necessary.

Part 5 People with significant control (PSC)

Use this Part to tell us about people with significant control or registrable relevant legal entities in respect of the company. Do not use this Part to tell us about any individual people with significant control whose particulars must not be disclosed on the public record. You must use a separate form, which you can get by contacting us enquiries@companieshouse.gov.uk

If on incorporation there will be someone who will count as a person with significant control (either a registrable person or registrable relevant legal entity (RLE)) in relation to the company, tick the box in H1 and complete any relevant sections. If there will be no registrable person or RLE tick the box in H2 and go to **Part 6 Election to keep information on the public register.**

H1

Statement of initial significant control ¹

- ☐ On incorporation, there will be someone who will count as a person with significant control (either a registrable person or registrable RLE) in relation to the company.

¹ Statement of initial significant control

If there will be a registrable person (which includes 'other registrable persons') or RLE, please complete the appropriate details in sections H, I & J

Please use the PSC continuation pages if necessary

H2

Statement of no PSC

(Please tick the statement below if appropriate)

- ☒ The company knows or has reason to believe that there will be no person with significant control (either a registrable person or RLE) in relation to the company

IN01

Application to register a company

Individual PSC

H3**Individual's details**

Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

① Country/State of residence
This is in respect of the usual residential address as stated in section H6.

② Month and year of birth
Please provide month and year only.

Title*

Full forename(s)

Surname

Country/State of residence **①**

Nationality

Month/year of birth **②**

X X

m

m

y

y

y

y

H4**Individual's service address ^①**

Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.

① Service address

This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

Building name/number

Street

Post town

County/Region

Postcode

Country

IN01

Application to register a company

H7

Nature of control for an individual^①

Please indicate how the individual is a person with significant control over the company

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

① Tick each that apply.

H8

Nature of control by a firm over which the individual has significant control^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

H9

Nature of control by a trust over which the individual has significant control ^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

^① Tick each that apply.

IN01

Application to register a company

Individual PSC

H3

Individual's details

Use sections H3-H9 as appropriate to tell us about individuals with significant control who are registrable persons and the nature of their control in relation to the company

1 Country/State of residence
This is in respect of the usual residential address as stated in section H6.

2 Month and year of birth
Please provide month and year only.

Title*

Full forename(s)

Surname

Country/State of residence¹

Nationality

Month/year of birth²

X X

m

m

y

y

y

y

H4

Individual's service address¹

Please complete the individual's service address below. You must also complete the individual's usual residential address in Section H6.

1 Service address

This is the address that will appear on the public record. This does not have to be the individual's usual residential address.

If you provide the individual's residential address here it will appear on the public record.

Building name/number

Street

Post town

County/Region

Postcode

Country

IN01

Application to register a company

H7

Nature of control for an individual¹

Please indicate how the individual is a person with significant control over the company

Ownership of shares

The individual holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The individual holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The individual holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The individual has the right to exercise, or actually exercises, significant influence or control over the company

¹ Tick each that apply.

H8

Nature of control by a firm over which the individual has significant control¹

The individual has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

¹ Tick each that apply.

H9

Nature of control by a trust over which the individual has significant control ^①

The individual has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

IN01

Application to register a company

Relevant legal entity (RLE)

I1 RLE details ^①	
Corporate or firm name	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

① Registered or principal office address
This is the address that will appear on the public record.

I2 Legal form and governing law	
Please give details of the legal form of the RLE and the law by which it is governed. If applicable, please also give details of the register of companies in which it is entered (including the country/state) and its registration number in that register.	
Legal form	
Governing law	
If applicable, register in which RLE is entered ^①	
Country/State ^①	
Registration number ^①	

① Registration number
Where you have provided details of the register (including country/state) where the RLE is registered, you must also provide its number in that register.

13

Nature of control for the RLE ^①

Please indicate how the RLE has significant control over the company

① Tick each that apply.**Ownership of shares**

The RLE holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The RLE holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The RLE holds the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

Significant influence or control (only tick if none of the above apply)

- ☐ The RLE has the right to exercise, or actually exercises, significant influence or control over the company

14

Nature of control by a firm over which the RLE has significant control ^①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

① Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

15

Nature of control by a trust over which the RLE has significant control ^①

The RLE has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

IN01

Application to register a company

Other registrable person (ORP)

J1

ORP details

An 'other registrable person' is:

- a corporation sole
- a government or government department of a country or territory or a part of a country or territory
- an international organisation whose members include two or more countries or territories (or their governments)
- a local authority or local government body in the UK or elsewhere

Name of ORP

J2

Principal office address ①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Principal office address

This is the address that will appear on the public record.

J3

Legal form and governing law

Legal form

Governing law

IN01

Application to register a company

J4

Nature of control ^①

Please show how the ORP has significant control over the company

① Tick each that apply.

Ownership of shares

The ORP holds, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of voting rights

The ORP holds, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

Ownership of right to appoint/remove directors

- ☐ The ORP holds, directly or indirectly, the right to appoint or remove a majority of the board of directors of the company

Significant influence or control (Only tick if none of the above apply)

- ☐ The ORP has the right to exercise, or actually exercises, significant influence or control over the company.

J5

Nature of control by a firm over which the ORP has significant control ^①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a firm that is not a legal person under its governing law, and:

① Tick each that apply.

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the members of that firm (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

- ☐ the members of that firm (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

- ☐ the members of that firm (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

J6

Nature of control by a trust over which the ORP has significant control ^①

The ORP has the right to exercise or actually exercises significant influence or control over the activities of a trust and:

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of shares in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

the trustees of that trust (in their capacity as such) hold, directly or indirectly, the following percentage of voting rights in the company (tick only one):

- ☐ more than 25% but not more than 50%
- ☐ more than 50% but less than 75%
- ☐ 75% or more

☐ the trustees of that trust (in their capacity as such) hold the right, directly or indirectly, to appoint or remove a majority of the board of directors of the company

☐ the trustees of that trust (in their capacity as such) have the right to exercise, or actually exercise, significant influence or control over the company

① Tick each that apply.

IN01

Application to register a company

Part 6

Election to keep information on the public register (if applicable)

The subscribers of a private company can agree to elect to keep certain information on the public register at Companies House, rather than keeping their own registers. Tick the appropriate box to show which information the subscribers are electing to keep on the public register. If the subscribers have not agreed to keep any of this information on the public register, go to Part 7 Consent to Act

K1

Election to keep secretaries' register information on the public register ^①

☐ All subscribers elect to keep secretaries' register information on the public register

^① only applies if the proposed company will have a secretary.

K2

Election to keep directors' register information on the public register

IMPORTANT:

If the subscribers elect to keep this information on the public register, everyone who is an individual director while the election is in force will have their full date of birth available on the public record ^②

☐ All subscribers elect to keep directors' register information on the public register

^② If the subscribers don't make this election, only the month and year of birth will be available on the public record.

K3

Election to keep directors' usual residential address (URA) register information on the public register

If the subscribers elect to keep this information on the public register, the URA will **not** be publicly available

☐ All subscribers elect to keep directors' URA register information on the public register.

K4

Election to keep members' register information on the public register

IMPORTANT:

If the subscribers elect to keep this information on the public register, everyone who is a member while the election is in place will have their name and address available on the public record

☐ All subscribers elect to keep members' register information on the public register

☐ The company will be a single member company (Tick if applicable).

K5

Election to keep PSC register information on the public register

IMPORTANT:

If the subscribers elect to keep this information on the public register, everyone who is an individual PSC while the election is in force will have their full date of birth available on the public record ^③

☐ All subscribers elect to keep PSC register information on the public register

☐ No objection was received by the subscribers from any eligible person ^④ within the notice period before making the election.

^③ If the subscribers don't make this election, only the month and year of birth will be available on the public record.

④ Eligible person

An eligible person is a person whose details would have to be entered in the company's PSC register

IN01

Application to register a company

Part 7 Consent to act

L1 Consent statement

Please tick the box to confirm consent.

- ☒ The subscribers confirm that each of the persons named as a director or secretary has consented to act in that capacity.

Part 8 Statement about individual PSC particulars

M1 Particulars of an individual PSC ^①

Please tick the box to confirm.

- ☐ The subscribers confirm that each person named in this application as an individual PSC knows that their particulars are being supplied as part of this application.

^① Only tick this if you have completed details of one or more individual PSCs in sections H3-H9

Part 9 Statement of compliance

This section must be completed by all companies.

Is the application by an agent on behalf of all the subscribers?

- No Go to **Section N1** (Statement of compliance delivered by the subscribers).
- Yes Go to **Section N2** (Statement of compliance delivered by an agent).

N1 Statement of compliance delivered by the subscribers ^②

Please complete this section if the application is not delivered by an agent for the subscribers of the memorandum of association.

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

Subscriber's signature

Signature

X

X

^② **Statement of compliance delivered by the subscribers**
Every subscriber to the memorandum of association must sign the statement of compliance.

Continuation pages

Please use a 'Statement of compliance delivered by the subscribers' continuation page if more subscribers need to sign.

IN01

Application to register a company

N2

Statement of compliance delivered by an agent

Please complete this section if this application is delivered by an agent for the subscribers to the memorandum of association.

Agent's name Michael Stewart

Building name/number 70

Street Wimpole Street

Post town London

County/Region

Postcode W 1 G 8 A X

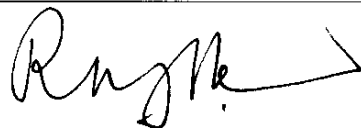
Country United Kingdom

I confirm that the requirements of the Companies Act 2006 as to registration have been complied with.

Agent's signature

Signature


X





X

IN01

Application to register a company


	Presenter information
You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.	
Contact name	Michael Stewart
Company name	Camerons
Address	70 Wimpole Street
Post town	London
County/Region	
Postcode	W 1 G 8 A X
Country	United Kingdom
DX	
Telephone	020 7467 5424


	Certificate
We will send your certificate to the presenters address (shown above) or if indicated to another address shown below:	
<input type="checkbox"/> At the registered office address (Given in Section A7). <input type="checkbox"/> At the agents address (Given in Section N2).	


	Checklist
We may return forms completed incorrectly or with information missing.	

Please make sure you have remembered the following:

- ☐ You have checked that the proposed company name is available as well as the various rules that may affect your choice of name. More information can be found in guidance on our website.
- ☐ If the name of the company is the same as one already on the register as permitted by The Company LLP and Business (Names and Trading Disclosures) Regulations 2015, please attach consent.
- ☐ You have used the correct appointment sections.
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number.
- ☐ The document has been signed, where indicated.
- ☐ All relevant attachments have been included.
- ☐ You have enclosed the Memorandum of Association.
- ☐ You have enclosed the correct fee.

	Important information
Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses. Day of birth will only be shown on the public record if the subscribers have elected to keep PSC and/or directors' information on the public register.	

	How to pay
A fee is payable on this form. Make cheques or postal orders payable to 'Companies House'. For information on fees, go to: www.gov.uk/companieshouse	

	Where to send
You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:	

For companies registered in England and Wales:
The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

For companies registered in Scotland:
The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.

Section 243 or 790ZF exemption
If you are applying for, or have been granted a section 243 or 790ZF exemption, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082, Cardiff, CF14 3WE.

	Further information
For further information, please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk	

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

COMPANY NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE INTERNATIONAL FEDERATION FOR THERAPEUTIC AND COUNSELLING CHOICE

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company

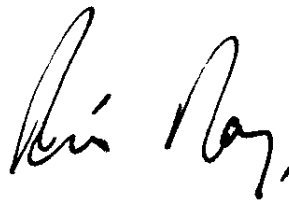
Name of each subscriber

Authentication by each subscriber

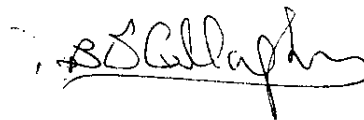
✓ Michael Robert Davidson



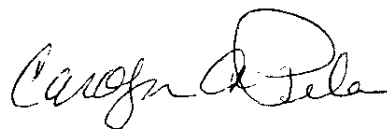
✓ Peter George Robin May



✓ Dermot Brian O'Callaghan



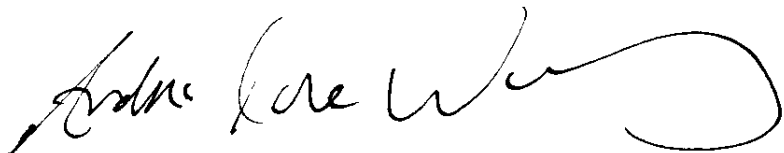
✓ Carolyn Ann Pela



✓ Christl Ruth Vonholdt



✓ Andrea Rose Williams



Dated 20 July 2017

Dated [2017]

1.1 In these Articles, unless the context otherwise requires:

IFTCC: means the International Federation for Therapeutic and Counselling Choice;

IFTCC's Ethos: means the Objects together with the Mission Statement and Values Statement set out in the Appendix to the Articles;

Member: means a person as stated in Article 7, and **Membership** shall be construed accordingly;

Objects: means the objects of the IFTCC as stated in Article 2;

ordinary resolution: has the meaning given in section 282 of the Act;

poll: means a counted vote or ballot, usually (but not necessarily) in writing;

special resolution: has the meaning given in section 283 of the Act;

United Kingdom: means Great Britain and Northern Ireland; and

writing: means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent in electronic form or otherwise.

- 1.2 Unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in the Articles.
- 1.3 Headings in the Articles are used for convenience only and shall not affect the construction or interpretation of the Articles.
- 1.4 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of any subordinate legislation from time to time made under it, and any amendment or re-enactment of it.
- 1.5 Any phrase introduced by the terms **including, include, in particular** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.

2. Objects

- 2.1 The objects for which the IFTCC is established are:

- (a) the promotion of the rights and freedoms for individuals to seek, to offer and to research professional psychotherapeutic, clinical, counselling and/or pastoral support to achieve client-centred goals of reducing, managing or, where possible, overcoming unwanted relational and sexual behaviours, feelings and attractions;

- (b) the dissemination of accurate scientific and research information relevant to the field of practice, reflecting shared and transparent ethical premises and standards;
- (c) development of an international, self-regulating educative forum, offering professional and collegial support to those providing care to individuals with unwanted relational or sexual practices and attractions;
- (d) the provision of continuing professional development (CPD) and basic information for those offering interventions or support to individuals with unwanted relational or sexual behaviours and attractions;
- (e) encouragement of accountable practices and research initiatives, utilising recognised standards of accuracy, duty and care among practitioners and providers;
- (f) enhancement of understanding via cross- and inter-cultural competencies and research initiatives that respect proven family-centred values.

3. Powers

- 3.1 The IFTCC has power to do anything which is calculated to further the Objects or is conducive or incidental to doing so. In particular, the IFTCC has power to:
- (a) accept (or disclaim) any gift of money, legacy or other property;
 - (b) raise funds by way of subscription, donation or otherwise;
 - (c) trade in the course of carrying out the Objects;
 - (d) establish or purchase companies to carry on any trade;
 - (e) borrow or raise money and give security for money borrowed or grants or other obligations by mortgage, charge, lien or other security on the IFTCC's property and assets, subject to such consents as may be required by law;
 - (f) lend and give credit, take security for such loans or credit and enter into guarantees or give security for the performance of contracts by any person or organisation;
 - (g) buy, lease, hire or otherwise acquire and deal with any real or personal property and any rights or privileges of any kind over or in respect of any real or personal property and maintain, alter, improve, manage, develop, construct, repair or equip it for use;
 - (h) set aside funds for particular purposes or as reserves against future expenditure;

- (i) deposit or invest funds with all the powers of a beneficial owner;
- (j) arrange for the investments or other property of the IFTCC to be held in the name of a nominee (meaning a corporate body registered or having an established place of business in the United Kingdom);
- (k) co-operate with other organisations and exchange information and advice with them;
- (l) establish or support or aid in the establishment and support of any organisation formed for objects similar to any or all of the Objects;
- (m) enter into partnership or other arrangement with any other organisation with objects similar to any or all of the Objects;
- (n) enter into contracts to provide services to or on behalf of other bodies;
- (o) provide or procure the provision of advice;
- (p) publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes, instructional matter and any other form of information in any media;
- (q) promote, undertake and commission research, surveys, studies or other work and disseminate the useful results;
- (r) subject to Article 4.2, employ and remunerate any person or persons as necessary for the proper pursuit of the Objects and make reasonable provision for the payment of pensions for employees and their dependants;
- (s) take out such insurance policies as are necessary to protect the IFTCC;
- (t) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- (u) alone or with other organisations, seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations, in such way or by such means as may, in the opinion of the Directors, advance the Objects in any way;
- (v) organise and assist in the provision of conferences, courses of instruction, lectures and other educational activities;
- (w) provide and assist in the provision of money, materials or other aid;
- (x) act as trustee and undertake and execute charitable trusts;
- (y) amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any organisation having objects similar to the Objects; and

- (z) do anything lawful which is calculated to further the Objects or is conducive or incidental to doing so.

4. Application of income and property

- 4.1 The income and property of the IFTCC from wherever derived shall be applied solely to promote the Objects.
- 4.2 Except as provided in Article 4.3, no part of the income or property of the IFTCC may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member of the IFTCC.
- 4.3 Nothing in the Articles shall prevent any payment in good faith by the IFTCC of:
 - (a) reasonable and proper remuneration to any Member, officer or employee of the IFTCC for any services rendered to the IFTCC;
 - (b) any interest on money lent by any Member to the IFTCC at a reasonable and proper rate;
 - (c) reasonable and proper rent for premises demised or let by a Member to the IFTCC; and
 - (d) reasonable out-of-pocket expenses properly incurred by any Member.

5. Winding up

- 5.1 On the winding up or dissolution of the IFTCC, after provision has been made for all its debts and liabilities, any assets or property that remain available to be distributed or paid, shall not be paid or distributed to the Members but shall be transferred to another organisation with objects similar to those of the IFTCC.
- 5.2 The decision on who is to benefit from the IFTCC's remaining assets, pursuant to Article 5.1, shall be made by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the Directors at or before the time of winding up or dissolution.

6. Guarantee

- 6.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the IFTCC in the event of its being wound up while he or she is a Member or within one year after he or she ceases to be a Member, for:

- (a) payment of the IFTCC's debts and liabilities contracted before the Member ceases to be a Member,
- (b) payment of the costs, charges and expenses of the winding-up, and
- (c) adjustment of the rights of the contributories among themselves.

7. Members

- 7.1 The Members of the IFTCC shall be the Directors for the time being. The only persons eligible to be Members of the IFTCC are the Directors. Membership cannot be transferred to anyone else.
- 7.2 Any Member who ceases to be a Director automatically ceases to be a Member.

8. Associates

- 8.1 The Directors may create a class of associates of the IFTCC who shall be non-voting and without any rights to attend general meetings. The Directors shall determine the rights and obligations of such associates (including payment of subscriptions) and the conditions for admission to and termination of associateship.
- 8.2 No person shall be admitted as an associate unless he or she has testified in writing to his or her unqualified commitment and adherence to the IFTCC's Ethos.
- 8.3 References in the Articles to Members and Membership do not apply to associates, and associates do not qualify as members for any purposes under the Act.

9. Annual general meetings

- 9.1 The IFTCC shall hold an annual general meeting of the Members each year, with not more than 15 months elapsing between successive annual general meetings.
- 9.2 An annual general meeting shall be called on a minimum of 21 clear days' notice. The notice shall specify the meeting as such and otherwise shall conform in every respect with the provisions of Article 10. Each annual general meeting shall take place at such time and place (including an electronic platform) as the Directors shall think fit.
- 9.3 The business at an annual general meeting shall include the consideration of the annual statement of accounts and the reports of the Directors and the auditors, and the appointment of the auditors.

10. Notice of general meetings

- 10.1 General meetings, other than annual general meetings, shall be called on a minimum of 14 clear days' notice.
- 10.2 A general meeting may be called by shorter notice if it is so agreed by a majority of the Members who together hold not less than 90% of the total voting rights.
- 10.3 The Directors shall determine whether a general meeting is to be held as a physical general meeting or an electronic general meeting. The Directors may call general meetings whenever and at such times and places (including electronic platforms) as they shall determine.
- 10.4 The notice shall specify:
- (a) whether the meeting shall be a physical or electronic general meeting;.
 - (b) for physical general meetings, the time, date and place of the meeting (including without limitation any satellite meeting place arranged for the purposes of Article 10.7, which shall be identified as such in the notice);
 - (c) for electronic general meetings, the time, date and electronic platform for the meeting, and
 - (d) the general nature of the business to be transacted.

The notice shall also include a statement pursuant to the Act setting out the right of Members to appoint proxies.

- 10.5 The notice shall be given to each Member and the auditors for the time being of the IFTCC.
- 10.6 Proceedings at a general meeting shall not be invalidated because a person entitled to receive notice of the meeting did not receive it or because of an accidental omission by the IFTCC to give notice to that person.
- 10.7 The Directors may resolve to enable Members to attend a general meeting by simultaneous attendance and participation at a satellite meeting place anywhere in the world. The Members present in person or by authorised representative or proxy at satellite meeting places shall be counted in the quorum for, and entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the chair of the meeting is satisfied that adequate facilities are

available throughout the general meeting to ensure that Members attending at all the meeting places are able to:

- (a) participate in the business of the meeting;
- (b) hear all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the principal meeting place and any satellite meeting place; and
- (c) be heard by all other persons so present in the same way.

The chair of the general meeting shall be present at, and the meeting shall be deemed to take place at, the principal meeting place.

10.8 Without prejudice to Article 10.7, the Directors may resolve to enable Members to attend a general meeting hosted on an electronic platform (such meeting being an electronic general meeting) to do so by simultaneous attendance by electronic means with no Member necessarily in physical attendance at the electronic general meeting. The Members or their authorised representatives or proxies present shall be counted in the quorum for, and entitled to vote at, the general meeting in question, and that meeting shall be duly constituted and its proceedings valid if the chair of the general meeting is satisfied that adequate facilities are available throughout the electronic general meeting to ensure that Members attending the electronic general meeting who are not present at the same place may, by electronic means, attend, speak and vote at it.

10.9 Nothing in the Articles prevents a general meeting being held both physically and electronically.

10.10 The Directors and, at any electronic general meeting, the chair may make any arrangement and impose any requirement or restriction as is:

- (a) necessary to ensure the identification of those taking part and the security of the electronic communication, and
- (b) proportionate to those objectives.

In this respect, the Directors may authorise any system or facility for electronic general meetings and for recording votes at such meetings as it sees fit.

11. Proceedings at general meetings

- 11.1 The Chair of the IFTCC shall chair general meetings or, if the Chair of the IFTCC is absent, the Vice-Chair shall act as chair. If neither the Chair nor the Vice-Chair is present within 15 minutes of the time appointed for the meeting, a Director elected by the Directors present shall chair the meeting.
- 11.2 No business shall be transacted at any general meeting unless a quorum is present.
- 11.3 A quorum is half the number of Members, provided it shall not be less than two, present in person or by proxy.
- 11.4 If within 30 minutes from the time appointed for the meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting shall be adjourned until such other date, time and place as the Directors shall determine. If at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, those Members present in person or by proxy shall be a quorum.
- 11.5 The chair of a general meeting may adjourn such a meeting when a quorum is present, if the meeting consents to an adjournment, and shall adjourn such a meeting if directed to do so by the meeting. The chair shall specify either that the meeting:
 - (a) is to be adjourned to a particular date, time and place; or
 - (b) is to be adjourned to a date, time and place to be appointed by the Directors,and shall have regard to any directions as to date, time and place which have been given by the meeting.
- 11.6 If the meeting is adjourned until more than 30 days after the date on which it was adjourned, the IFTCC shall give at least seven clear days' notice of it to the same persons to whom notice of the IFTCC's general meetings is required to be given and containing the same information as such notice is required to contain.
- 11.7 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
- 11.8 The chair of the meeting may permit persons who are not Members to attend and speak, but not vote, at any general meeting.

- 11.9 The order and manner of conducting the business and any other matter relating to a general meeting not provided for in the Articles and Bylaws shall be determined finally and conclusively by the chair of the meeting.

12. Voting at general meetings

- 12.1 A vote on a resolution proposed at a physical general meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded.
- 12.2 All resolutions put to the Members at electronic general meetings shall be voted on by a poll, which poll votes may be cast by such electronic means as the Directors at their sole discretion deem appropriate for the purposes of the meeting.
- 12.3 On a show of hands or on a poll, every Member shall have one vote.
- 12.4 Any objection to the qualification of any voter must be raised 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 such objection must be referred to the chair of the meeting whose decision is final.
- 12.5 Unless a poll is demanded, the declaration by the chair of the result of the vote and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact, and the number or proportion of votes cast in favour or against need not be recorded.
- 12.6 A poll may be demanded by the chair of the meeting or two or more Members.
- 12.7 A demand for a poll may be withdrawn if:
- (a) the poll has not yet been taken, and
 - (b) the chair of the meeting consents to the withdrawal.
- 12.8 A poll demanded on a question of adjournment must be taken immediately.
- 12.9 Otherwise, a poll demanded must be taken either immediately or at such time and place as the chair of the meeting directs, provided that it is taken within 30 days after it was demanded. If not taken immediately, either the time and place at which it is to be taken shall be announced at the meeting at which it was demanded or at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 12.10 The poll shall be conducted in such manner as the chair directs and the chair may fix a time and place or electronic platform for declaring the result of the poll. The result of the

poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

- 12.11 If a poll is demanded, this shall not prevent the meeting from continuing to deal with any other business that may be conducted at the meeting.

13. Proxies

- 13.1 A Member is entitled to appoint another person as a proxy to exercise all or any of the Member's rights to attend and to speak and vote at a meeting of the IFTCC.

- 13.2 A proxy must be a Member of the IFTCC (including the chair of the meeting).

- 13.3 Proxies may only be validly appointed by a notice in writing (a **proxy notice**) which:

- (a) states the name and address of the Member appointing the proxy;
- (b) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
- (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
- (d) is delivered to the IFTCC in accordance with the Articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instructions contained in the notice of the general meeting (or any adjourned meeting) to which they relate.

A proxy notice which is not delivered in such manner shall be invalid unless the Directors, in their discretion, accept the notice at any time before the meeting.

- 13.4 The IFTCC may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 13.5 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 13.6 Unless a proxy notice indicates otherwise, it must be treated as allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates, as well as the meeting itself.

- 13.7 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the IFTCC by or on behalf of that person.
- 13.8 An appointment under a proxy notice may be revoked by delivering to the IFTCC a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 13.9 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 13.10 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

14. Written resolutions

- 14.1 Subject to Article 14.4, a written resolution of the Members passed in accordance with this Article 14 shall have effect as if passed by the Members in a general meeting. A written resolution is passed:
- (a) as an ordinary resolution if it is passed by a simple majority of the eligible Members; or
 - (b) as a special resolution if it is passed by Members representing not less than 75% of the eligible Members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
- 14.2 Where a resolution is proposed as a written resolution of the IFTCC, the eligible Members are the Members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 14.3 Any resolution of the Members for which the Act does not specify whether it is to be passed as an ordinary resolution or as a special resolution shall be passed as an ordinary resolution.
- 14.4 A copy of the written resolution must be sent to every Member together with a statement informing the Member how to signify his or her agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.

- 14.5 A Member signifies agreement to a proposed written resolution when the IFTCC receives from the Member an authenticated document identifying the resolution to which it relates and indicating his or her agreement to the resolution. A Member's agreement to a proposed written resolution, once signified, cannot be revoked. For these purposes:
- (a) if the document is sent to the IFTCC in hard copy form, it is authenticated if it bears the signature of the person sending it;
 - (b) if the document is sent to the IFTCC in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by the IFTCC or, where no such manner has been specified by the IFTCC, if it is accompanied by a statement of the identity of the sender and the IFTCC has no reason to doubt the truth of that statement.
- 14.6 A written resolution is passed when the required majority of eligible Members have signified their agreement to it.
- 14.7 A proposed written resolution will lapse if it is not passed within 28 days beginning with the Circulation Date.
- 14.8 The Members may require the IFTCC to circulate a resolution that may properly be moved and is proposed to be moved as a written resolution in accordance with sections 292 and 293 of the Act.
- 15. Directors**
- 15.1 Unless otherwise determined by ordinary resolution, the number of Directors shall not be less than three nor more than eight.
- 15.2 The first Directors shall be those persons whose names are notified to Companies House as the first Directors on incorporation.
- 15.3 No person shall act as a Director unless he or she has testified in writing to his or her unqualified commitment and adherence to the IFTCC's Ethos.
- 15.4 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.
- 16. Powers of Directors**
- 16.1 Subject to the provisions of the Act and the Articles, the Directors shall be responsible for the management of the IFTCC's business and may exercise all the powers of the IFTCC for that purpose.

16.2 No alteration of the Articles shall invalidate any prior act of the Directors.

16.3 A meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors.

17. Appointment of Directors

17.1 Subject to Article 15.3, any person who is willing to act as a Director and is permitted by law to do so may be appointed to be a Director by resolution of the Directors.

17.2 Where a maximum number of Directors has been fixed, the appointment of a Director must not cause that number to be exceeded.

18. Retirement and removal of Directors

18.1 A Director ceases to hold office if he or she:

- (a) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a Director; or
- (b) has a bankruptcy order made against him or her or a composition is made with his or her creditors generally in satisfaction of the Director's debts; or
- (c) in the written opinion of a registered medical practitioner who is treating the Director, has become physically or mentally incapable of acting as a Director and may remain so for more than three months; or
- (d) resigns by giving three months' written notice to the IFTCC, provided that at least three Directors will remain in office once the resignation takes effect; or
- (e) is unable or unwilling to acknowledge in writing his or her unqualified commitment and adherence to the IFTCC's Ethos; or
- (f) is absent from all the meetings of the Directors held within a period of six consecutive months, without the permission of the Directors, and the Directors resolve that his or her office be vacated; or
- (g) is removed by ordinary resolution of the IFTCC pursuant to the Act.

19. Proceedings of Directors

19.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.

19.2 Acts done by a meeting of the Directors or by a committee or by a person acting as a Director shall not be invalidated by the subsequent realisation that:

- (a) the appointment of any such Director or person acting as a Director was defective; or
- (b) any or all of them were disqualified; or
- (c) any or all of them were not entitled to vote on the matter.

20. Calling a Directors' meeting

20.1 Any Director may call a meeting of the Directors by giving at least 10 clear days' notice of the meeting to the Directors or by authorising the company secretary to give such notice.

20.2 Written notice of a meeting of the Directors must be given to each Director. The notice must specify:

- (a) the time, date and place of the meeting;
- (b) the general particulars of the business to be considered at the meeting; and
- (c) if it is anticipated that the Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

21. Participation in Directors' meetings

21.1 Any Director may participate in a meeting of the Directors in person or by means of video conference, telephone or any suitable electronic means agreed by the Directors and by which all those participating in the meeting are able to communicate with all other participants. A Director so deemed to be present shall be entitled to vote and be counted in the quorum accordingly.

21.2 If all the Directors participating in the meeting are not in the same place, the meeting shall be deemed to take place where it is convened to be held or (if no Director is present at that place) where the largest group of those participating is assembled, or, if there is no such group, where the chair of the meeting is.

22. Quorum for Directors' meetings

- 22.1 The quorum for Directors' meetings may be fixed from time to time by decision of the Directors, provided it shall not be less than two and, unless otherwise fixed, it is half the number of Directors.
- 22.2 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 22.3 If the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision to appoint further Directors.

23. Chairing Directors' meetings and the IFTCC

- 23.1 The Directors shall appoint one of their number as Chair of the IFTCC and may determine the length of term for which the Chair is to serve in that office, although that term may be renewed or extended. On the same basis, the Directors may also appoint one of their number as Vice-Chair. The Chair or, in the absence of the Chair, the Vice-Chair shall chair Directors' meetings.
- 23.2 If at any meeting of the Directors neither the Chair nor Vice-Chair, if any, is participating in the meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair the meeting.
- 23.3 The Directors may terminate the appointment of the Chair or any Vice-Chair at any time.

24. Decision-making by Directors

- 24.1 The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 25.
- 24.2 Each Director has one vote on each matter to be decided, except for the chair of the meeting who, in the event of an equality of votes, shall have a second or casting vote (unless, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes).

25. Unanimous decisions by Directors

- 25.1 A decision of the Directors is taken in accordance with this Article when all eligible Directors indicate to each other by any means that they share a common view on a matter.

25.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.

25.3 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.

25.4 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

26. Delegation by Directors

26.1 The Directors may delegate, on such terms of reference as they think fit, any of their powers or functions to any committee comprising two or more Directors.

26.2 The Directors may delegate the implementation of their decisions or day-to-day management of the affairs of the IFTCC to any committee or person, including a Director whom the Directors have appointed to an office.

26.3 The terms of reference of a committee may include conditions imposed by the Directors, including that:

- (a) the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate; and
- (b) no expenditure or liability may be incurred on behalf of the IFTCC except where approved by the Directors or in accordance with a budget previously agreed by the Directors.

26.4 Persons who are not Directors may be appointed as members of a committee, subject to the approval of the Directors.

26.5 Every committee shall act in accordance with the terms of reference on which powers or functions are delegated to it and, subject to that, committees shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

26.6 The terms of any delegation to a committee shall be recorded in the minute book.

26.7 The Directors may revoke or alter a delegation.

- 26.8 All acts and proceedings of any committee shall be fully and promptly reported to the Directors.

27. Conflicts of interest

- 27.1 A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the IFTCC or in any transaction or arrangement entered into by the IFTCC which has not previously been declared.
- 27.2 A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the IFTCC and any personal interest (including, but not limited to, any personal financial interest).
- 27.3 If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting;
 - (c) the unconflicted Directors consider it is in the interests of the IFTCC to authorise the conflict of interests in the circumstances applying.

In this Article 27.3 a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director.

28. Honorary Positions

- 28.1 The Directors may at their discretion from time to time establish honorary positions for people of suitable standing and qualification in relation to the Objects, such as a President, Vice President or member of an Advisory Board (by whatever name), and may appoint or remove holders of such positions by resolution at a duly convened meeting of the Directors.

- 28.2 Holders of such honorary positions shall not, by accepting any such appointment, be deemed themselves to be Directors for any purposes, nor to have undertaken any other formal obligations to the IFTCC other than lend their names to the promotion of the IFTCC.

29. Functional Positions

- 29.1 The Directors may at their discretion from time to time establish functional positions for suitably qualified people, such as Education Officer, and may appoint or remove holders of such positions by resolution at a duly convened meeting of the Directors.
- 29.2 Holders of any such functional positions shall not, by accepting any such appointment, be deemed themselves to be Directors for any purposes and their respective remit shall be as prescribed by the Directors from time to time.

30. Secretary

- 30.1 The Directors may appoint any person who is willing to act as company secretary for such term at such remuneration and on such conditions as the Directors think fit. From time to time the Directors may decide to remove such person and to appoint a replacement.

31. Minutes

- 31.1 The Board shall cause the IFTCC to keep the following records in writing and in permanent form, whether or not the decisions were taken by electronic means:
- (a) minutes of proceedings at general meetings;
 - (b) minutes of meetings of the Directors and of committees of the Directors, including the names of the Directors present at each such meeting;
 - (c) copies of resolutions of the IFTCC and of the Directors, including those passed otherwise than at general meetings or at meetings of the Directors; and
 - (d) particulars of appointments of officers made by the Directors.

32. Seal

- 32.1 The common seal, if any, may only be used by the authority of the Directors or of a duly authorised committee of the Directors.
- 32.2 The Directors may determine by what means and in what form the seal is to be used.

32.3 Unless otherwise decided by the Directors, if the seal is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

32.4 For the purposes of this Article, an authorised person is any Director, the company secretary (if any) or any person authorised by the Directors for the purpose of signing documents to which the seal is applied.

33. Records and accounts

33.1 The Directors shall comply with the requirements of the Act as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of annual reports and accounts and confirmation statements.

33.2 Accounting records relating to the IFTCC must be made available for inspection by any of the Directors at any reasonable time during normal office hours.

33.3 A copy of the IFTCC's latest available statement of account shall be supplied on request to any Director or to any other person who makes a written request and pays the IFTCC's reasonable costs of fulfilling the request, within two months of such request.

34. Communications

34.1 Any notice, document or other information served by or on the IFTCC or delivered by or to the IFTCC shall be deemed served on or delivered to the intended recipient:

- (a) if properly addressed and sent by prepaid first class post from or to an address in the United Kingdom, 48 hours after it was posted, or to or from an address outside the United Kingdom five Business Days after posting;
- (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- (c) if properly addressed and sent by electronic means, one hour after the document or information was sent;
- (d) if sent by means of a website, when the material was first made available on the website or, if later, when the recipient received or was deemed to have received notice of the fact that the material was available on the website.

34.2 This Article does not affect provisions in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

- 34.3 For the purposes of this Article, no account shall be taken of any part of a day that is not a Business Day.

35. Irregularities

- 35.1 The proceedings of any meeting or the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including by accidental omission to give or any non-receipt of notice) or want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice of the meeting.

36. Bylaws or rules

- 36.1 The Directors may establish such Bylaws or rules as they from time to time consider necessary for or conducive to the effective operation of the IFTCC. In particular, but without prejudice to the generality of the above, such Bylaws or rules may regulate:
- (a) admission criteria for associates, their rights and privileges and other conditions of associateship;
 - (b) the conduct of Members and associates in relation to one another and to the Directors, officers and administrators of the IFTCC; and
 - (c) the procedure at general meetings and meetings of the Directors and committees to the extent that such procedure is not regulated by the Act or the Articles.
- 36.2 The Bylaws or rules shall be binding on all Members and associates and no Bylaw or rule shall be inconsistent with or shall affect or repeal anything contained in the Article

APPENDIX

The International Federation for Therapeutic and Counselling Choice

Mission Statement

The International Federation for Therapeutic and Counselling Choice (IFTCC) is a multi-disciplinary organisation that exists to support dedicated providers of services to individuals seeking change of their unwanted relational and sexual behaviours, attractions and patterns. It works to preserve the rights of clients to access such services, and of providers to offer services. It advocates for scientific integrity and research objectivity. Its anthropological approach is based on a Judeo-Christian understanding of the body, marriage and the family. It aspires to be guided by professional standards of association and practice, with transparent accountability. Those supporting the IFTCC include both professional and pastoral-care practitioners, educators and legal and community leaders from around the world concerned with the promotion of sexual health.

Values

Attitudes Towards Clients in Counselling or Therapy

Guideline 1. Practitioners are encouraged to respect the dignity and self-determination of all their clients and to respect their choices.

Guideline 2. Practitioners are encouraged to recognise the complexity and limitations in understanding the etiology of unwanted sexual behaviours, attractions and patterns.

Guideline 3. Practitioners are encouraged to understand how their values, attitude and knowledge about identity and sexuality affect their assessment of and intervention with clients who present with unwanted attractions and behaviours.

Guideline 4. Practitioners are encouraged to respect the value of clients' religious faith and refrain from making disparaging assumptions about their motivations for pursuing change-oriented interventions.

Guideline 5. At the outset of support or treatment, practitioners are encouraged to provide clients with information on change-oriented processes and intervention outcomes that is both accurate and sufficient for informed consent.

Guideline 6. Practitioners are encouraged to consider and understand the pressures from culture, religion and family that are confronted by clients who struggle with unwanted sexual attractions or want to explore their identity.

Guideline 7. Practitioners are encouraged to recognise the special difficulties and risks that exist for youth who experience unwanted sexual feelings including same-sex attractions. They should also appreciate the greater fluidity of sexual orientation and identity that appears to exist among young people.

Treatment and Support Considerations for Therapists

Guideline 8. Practitioners are encouraged to utilise accepted psychological approaches to therapeutic interventions.

Guideline 9. Practitioners are encouraged to be knowledgeable about the psychological and behavioural conditions that often accompany gender identity problems and unwanted relational or sexual behaviours, attractions and patterns.

Guideline 10. Practitioners are encouraged to offer or refer clients for relevant treatment services to help them manage their issues.

Continuing Education

Guideline 11. Practitioners are encouraged to make reasonable efforts to familiarise themselves with relevant medical, mental health, spiritual and religious resources that can support clients in their pursuit of change.

Guideline 12. Practitioners are encouraged to increase their knowledge and understanding of the literature relevant to clients who seek change, and to seek continuing education, training, supervision and consultation that will improve their work in this area.