

2175320

I CONFIRM THAT THIS  
RESOLUTION WAS PASSED  
AT THE AGM OF THE  
ASSOCIATION IN  
SEPTEMBER 1999.

E M O'Farrell (Mrs)  
Head of Finance & Operations

## A G E N D A

for an  
**Extraordinary General Meeting**  
of the  
**British Association for Counselling**  
followed by the  
**23rd Annual General Meeting**  
of the  
**Association**

Proceedings commence at

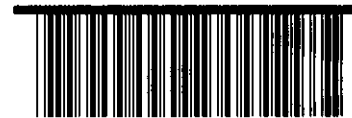
**1.30 pm**

on

**Friday, 17 September 1999**

at

**Warwick University • Ramphal Building  
Gibbet Hill Road • Coventry CV4 7AL**



A17  
COMPANIES HOUSE  
COMPANIES HOUSE

0726  
04/08/01  
30/06/01

**British Association for Counselling**

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# EXTRAORDINARY GENERAL MEETING

## A G E N D A

1. Welcome and Apologies
2. Management of Meeting
3. Resolution I: Memorandum & Articles of the Association

As the millennium approaches and the world of counselling becomes more complex, your Management Committee is convinced that the Memorandum and Articles of the Association need to be reviewed so that they are reflective of this new environment and facilitate BAC's development. The principal outcome of the review undertaken is the necessity of enabling BAC to make decisions more efficiently, to use a more modern approach with the use of modern and more accessible language and to have Memorandum and Articles fit for the purpose of the Association going forward. The text of the revision to the Memorandum and Articles is presented for adoption by the membership, subject to approval by the Charity Commissioners.

### Memorandum of Association

1. The name of the Company (hereinafter called 'the Association') is British Association for Counselling.
2. The registered office of the Association will be situated in England.
3. The Association is established:
  - i. to promote and provide education and training for counsellors and/or psychotherapists working in either professional or voluntary settings, whether full or part time, with a view to raising the standards of counselling and/or psychotherapy for the benefit of the community and in particular for those who are the recipients of counselling and/or psychotherapy; and
  - ii. to advance the education of the public in the part that counselling and/or psychotherapy can play generally and in particular to meet the needs of those

members of society where development and participation in society is impaired by mental, physical or social handicap or disability.

In furtherance of the said object, but not further or otherwise:

- (a) to act as a central body for the purpose of consultation in matters of educational or public interest concerning counselling and/or psychotherapy
- (b) to set and promote standards in education, training and experience in the principles, practice and skill of counselling and/or psychotherapy
- (c) to keep and publish a register of members which may include their qualifications, appointments and experience
- (d) to formulate standards of professional conduct and competence for those engaged in counselling and/or psychotherapy
- (e) to provide means of assessing knowledge, skill and experience of the principles and practice of counselling and/or psychotherapy of persons seeking admission to membership of the Association and to issue certificates and diplomas or other awards to those who pass such assessments and tests; provided that no certificate or diploma or other award shall be issued by the Association which does not state clearly on its face that it is not issued by or under the authority of any government department or authority but is issued by the Association only, except that no such statement shall be required in the case of any certificate or diploma or other award issued by the Association in conjunction with the Department for Education and Employment
- (f) to collaborate, as appropriate, with the Department for Education and Employment and other educational bodies in the United Kingdom and elsewhere in the process contained in above for England and Wales.

On behalf of the  
Charity Commissioners for England and Wales.  
Consent is given under section 64 of  
1993 to these proposed amendments.

- (g) to set up and administer such systems for the accreditation and/or registration of counsellors, psychotherapists, supervisors, trainers and other persons, organisations or activities related to counselling and/or psychotherapy as may be deemed appropriate
- (h) to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes
- (i) to promote and facilitate the dissemination and exchange of information on matters of professional interest among members and others by holding of conferences, meetings, seminars for the reading of papers and reports, by the publication, by electronic or other means, of periodicals, books, monographs or papers and by the promotion, compilation and publication of research studies
- (j) to encourage the study of counselling and/or psychotherapy by instituting, establishing and promoting educational and training courses, scholarships, grants, awards and prizes or by other such means as may be thought appropriate
- (k) to establish such services including technical and advisory services to the public and the membership as may promote and further the interest and efficiency of members and others for the public good and the counselling and/or psychotherapy profession generally
- (l) to foster and undertake research into any aspect of the objects of the Association and its work and to disseminate the results of any such research
- (m) to establish and maintain a library and collection of literature, films and other material relating to counselling, psychotherapy and other related cognate professional activities and to afford to the public facilities for the use of the same
- (n) to confer, consult, maintain contact and collaborate with any authorities, associations, societies, institutions or bodies of persons for the time being established in the United Kingdom or elsewhere
- (o) in furtherance of any one or more of the objects of the Association:
  - i) to take and accept any subscriptions, gifts, endowments or bequests of money, property or other assets whether subject to any special trust or not
  - ii) to purchase, take on lease or licence or in exchange, hire or otherwise acquire any real or personal property
  - iii) subject to such consents as may be required by law to sell, lease, let or mortgage or otherwise dispose of any assets belonging to the Association
- (p) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Association in the shape of donations, subscriptions or otherwise
- (q) to acquire, establish and hold any copyright, patent, translation, publication, right of publication or other intellectual property right which may appear useful to the Association and to protect, prolong, register, renew, exercise, develop, use or manufacture the same for any one or more objects of the Association
- (r) to organise, finance, and maintain alone or in conjunction with one or more other professional counselling and/or psychotherapy bodies or other cognate professional bodies, schemes for the regulation and discipline of the Association's members in matters of professional or business conduct
- (s) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Association
- (t) to borrow or raise money for the objects of the Association on such terms and (with such consents as are required by law) on such security as may be thought fit PROVIDED THAT the Association shall not make any permanent trading activities in England and Wales for the objects of the Association under section 64 of the Charities Act 1993 to these proposed amendments

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- (u) to invest the monies of the Association not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
- (v) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Association
- (w) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Association
- (x) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit
- (y) to be subject to the provisions of Clause 4 hereof, to pay reasonable sums or premiums for or towards the provision of pensions for officers or servants (not being a member of the Management Committee) for the time being of the Association or its dependants
- (z) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Association and prohibit the payment of any dividend or profit to and the distribution of any of its assets amongst its members at least to the same extent as such payments or distributions are prohibited in the case of members of the Association by this Memorandum of Association
- (aa) to pay out of the funds of the Association the cost, charges and expenses of and incidental to the formation and registration of the Association
- (bb) to establish where necessary local branches (whether autonomous or not)
- (cc) to do all such other lawful things as shall further the above objects or any of them.

4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member of its Management Committee shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit or money's worth from the Association. Provided that nothing herein shall prevent any payment in good faith by the Association:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Association not being a member of its Management Committee for any services rendered to the Association;
- (b) of interest on money lent by any member of the Association or the Management Committee at a rate per annum not exceeding two per cent less than the base lending rate prescribed for the time being by a clearing bank selected by the Management Committee or three per cent whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Association or of the Management Committee;
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Management Committee may be a member holding not more than 1/100th part of the capital of that company;
- (e) to any member of the Management Committee reasonable out-of-pocket expenses; and
- (f) of any premium in respect of any insurance or indemnity to cover the liability of the directors (or any one of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, breach of duty or breach of trust of which they may be guilty in connection with the Association. Provided that any such insurance or indemnity shall not extend to any claim or liability incurred by any director or officer of the Association in respect of any services rendered to the Association.

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arising from wilful fraud or wrong doing or wilful neglect or default on the part of the directors (or any of them).

5. The liability of the members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while s/he is a member, or within one year after s/he ceases to be a member, for payment of the debts and liabilities of the Association contracted before s/he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

#### Articles of Association

##### Interpretation

1. In these Articles:  
'the Association' means the Company.  
'the Act' means the Companies Act, 1985.  
'the Committee' means the Management Committee of the Association known by whatever title it shall from time to time determine.  
'the Seal' means the common seal of the Association.  
'Secretary' means any person appointed to perform the duties of the Secretary of the Association.

'the United Kingdom' means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

##### Objects

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

##### Members

3. The number of members with which the Association proposes to be registered is unlimited.
4. Membership of the Association shall be divided into two categories, namely organisational and individual membership.
  - 4.1 Each category of membership of the Association may have classes and sub-classes as laid down from time to time in the regulations made under Article 68 below.
  - 4.2 Applications for membership shall be made to the Secretary of the Association in writing and in such form and containing such information as the Management Committee may from time to time prescribe. The Association may, before any decision on any application is made, require any additional information.
  - 4.3 The Management Committee or any sub-committee or working group set up for the purpose may decline any application made to the Association for membership. Any decision so made shall be final and no reasons shall be required to be appended to that decision.
  - 4.4 Every member of the Association shall be bound to further, to the best of their ability, the objects of the Association and shall observe all regulations laid out herein and any regulations made under Article 68.

4.5 A member of the Association shall cease to be a member unless the Management Committee determines otherwise:

- (a) if the application on the basis of which membership was granted contained or referred to information which was false or misleading provided that due notice is given and the said member be given an opportunity to make representations to a meeting convened for that purpose
- (b) if such member resigns by giving notice in writing of resignation
- (c) if the member becomes of unsound mind
- (d) if the person is excluded from membership under Article 4.6 below
- (e) if they otherwise cease to qualify for membership under the Articles.

Provided always that any member who ceases to be a member shall remain subject to any liability imposed on them by the Memorandum and Articles of Association or any regulations made under these Articles.

4.6 Any member of the Association may be excluded from membership of the Association by a resolution of the Management Committee acting upon the recommendation of a sub-committee of that Management Committee whose function is to consider the conduct of such members in accordance with the regulations made under these Articles for the time being in force provided that due notice is given and the said member be given an opportunity to make representations to a meeting convened for that purpose.

5. Unless the members of the Management Committee or the Association in General Meeting shall make other provision pursuant to the powers contained in Article 68, the Management Committee members may in their absolute discretion permit any member of the Association to retire provided that after such retirement the number of members is not less than three.

#### 6. General Meetings

6.1 A general meeting of the Association shall be held once in every calendar year as its Annual General Meeting, at such time and place as

may be determined by the Management Committee, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding such meeting.

6.2 The above General Meetings of the Association shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary General Meetings.

6.3 The Management Committee may call an Extraordinary General Meeting whenever it thinks fit and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists as provided by the Act.

#### Notice of General Meetings

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing. Other meetings shall be called by at least fourteen days' notice in writing. The notice shall specify the place, the day, and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association

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

#### Proceedings at General Meetings

9. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the following exceptions:

- (a) the consideration of the accounts and balance sheet
- (b) the consideration of the reports of the Management Committee
- (c) the declaration of the results of elections held pursuant to Article 33

- (d) the appointment of and the fixing of the remuneration of the Auditors.
10. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business: members present in person or by proxy entitled to cast one hundred votes between them shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Management Committee may determine.
11. The Chair of the Association shall chair every General Meeting of the Association, or if s/he shall not be present the President or Vice President or any member of the Management Committee present who has been proposed and seconded by voting members shall chair the meeting.
12. The Chair of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
13. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the Chair of the meeting; or
  - (b) by at least three members present in person and entitled to vote; or
  - (c) by any member or members present in person and representing not less than one-tenth of

the total voting rights of all the members having the right to vote at the meeting.

Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

14. If a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct. Every voting member present in person or by proxy shall be entitled to vote. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.
15. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a further or casting vote.
16. A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken immediately.
17. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a General Meeting of the Association duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

#### Votes of Members

18. Every voting member shall have the number of votes laid down by regulations made under Article 68 below.

Votes may be cast in person or by post or by proxy as the Management Committee in its sole discretion shall determine.

The demand for a poll shall not prevent the continuance of a meeting for the transaction

of any business other than the question on which a poll has been demanded.

19. No member shall be entitled to attend or vote at any General Meeting unless all monies presently payable by her/him to the Association have been paid.
20. A member entitled to vote may appoint any other member who is qualified to vote as her/his proxy.
21. An instrument appointing a proxy shall be in such form as the Management Committee shall from time to time approve.

#### **Organisations Acting by Representatives at Meetings**

22. Any organisation which is a member of the Association may by resolution of its Management Committee or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which s/he represents as that organisation could exercise if it were an individual member of the Association.

#### **Management Committee**

23. There shall be a Management Committee consisting of Chair and Deputy Chair, together with not less than five or more than nine other members.
24. The Management Committee members shall be paid all reasonable expenses properly incurred by them in attending and returning from Management Committee meetings or General Meetings of the Association or in connection with the business of the Association.

#### **Borrowing Powers**

25. The Management Committee may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

#### **Powers and Duties of the Management Committee**

26. The business of the Association shall be managed by the Management Committee which may pay all expenses incurred in the formation of the Association, and may exercise all such powers of the Association as are not required to be exercised by the Association in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Association in General Meeting; but no such regulation shall invalidate any prior act of the Management Committee which would have been valid if that regulation had not been made.
27. All cheques and other negotiable instruments, and all receipts for monies paid to the Association, shall be signed draw accepted, endorsed or otherwise executed, as the case may be, in such manner as the Management Committee shall from time to time determine.
28. The Management Committee shall cause minutes to be made:
  - (a) of the names of the Management Committee members present at each Management Committee meeting; and
  - (b) of all resolutions and proceedings at all meetings of the Association, and of the Management Committee.

#### **Disqualification of Management Committee Members**

29. The office of Management Committee member shall be vacated if the member:
  - (a) becomes bankrupt or makes any arrangement or composition with her/his creditors generally; or
  - (b) becomes prohibited from being a Management Committee member by reason of any order made under Section 295 of the Act or by virtue of Section 72 of the Charities Act 1993; or
  - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering her/his property and affairs; or
  - (d) resigns her/his office by written notice to the Association; or



- (e) is directly or indirectly interested in any contract with the Association and fails to declare the nature of her/his interest as required by Section 317 of the Act.
30. A Management Committee member shall not vote in respect of any contract in which s/he is interested or any matter arising thereof, and if s/he does so vote her/his vote shall not be counted.
- Election of Honorary Officers & Other Management Committee Members**
31. Members elected to the Management Committee shall hold office from the close of the Annual General Meeting at which her/his election was declared to the close of the third Annual General Meeting thereafter (or such shorter period as the Management Committee may prescribe to secure rotation).
32. One third of the members of the Management Committee shall stand for election each year and can serve for up to three years (or such shorter period as the Management Committee may prescribe to secure rotation). Retiring members shall be eligible for re-election but no member may serve for a period exceeding seven consecutive years without a two year break (disregarding any period served as an Honorary Officer).
33. The regulations enacted under these Articles shall prescribe all matters relating to the election of elected members, the procedure for conducting the elections and for the resolution of doubts or difficulty by the President, or some other member nominated by her/him to have a casting vote in the event of a tie.
34. The Association at the meeting at which a Management Committee member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Management Committee member shall, if offering her/himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
35. The Association may from time to time by ordinary resolution increase or reduce the number of Management Committee members.
36. Subject to provisions of any regulations made under Article 68 below, the Management Committee shall have power at any time to appoint any person to be a Management Committee member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Management Committee members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Management Committee member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.
37. The Management Committee may at any time and from time to time by resolution appoint any person whether or not a member of the Association to be Patron of the Association and may determine the period for which s/he shall hold office.
38. There shall be a President of the Association elected at the Annual General Meeting for a term of three years. The same individual shall not hold office as President for more than six consecutive years.
39. There shall be a maximum of twelve Vice Presidents elected at Annual General Meeting for a term of five years. The same individual shall not hold office as Vice President for more than ten years.
40. There shall be a Chair elected for a period of three years at the Annual General Meeting. The Chair, or in her/his absence the Deputy Chair, shall Chair all General Meetings of the Association and all meetings of the Management Committee. The Chair shall be entitled to attend any meeting of all sub-committees and boards of the Association howsoever they may be constituted. The Chair shall be entitled to delegate to the Deputy Chair or to any one or more members of the Management Committee any or all of her/his powers and duties for such period and subject to such conditions and generally as s/he shall think fit. The same individual shall not hold office as Chair for more than two consecutive terms.

41. There shall be a Deputy Chair elected for a period of three years at the Annual General Meeting. The same individual shall not hold office as Deputy Chair for more than two consecutive terms.
  42. There may be an Honorary Treasurer appointed each year by the Management Committee, who shall be a non-voting member of the Management Committee whose term of office, subject to annual re-appointment, shall be unlimited.
  43. The Association may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Management Committee member before the expiration of her/his period of office notwithstanding anything in these Articles or in any agreement between the Association and such member. The Association may by ordinary resolution appoint another person in place of a Management Committee member removed under this Article.
  44. The Management Committee may resolve that a Management Committee member should be removed if s/he is absent without permission from three successive meetings provided that due notice is given and the said Management Committee member be given an opportunity to make representations to a meeting convened by the Management Committee for that purpose.
  45. The Management Committee may resolve that a Management Committee member be removed from office for good cause provided that a three quarters majority vote of members present and voting is achieved and provided that due notice is given and the said Management Committee member be given an opportunity to make representations to a meeting convened by the Management Committee for that purpose.
- Proceedings of the Management Committee**
46. The Management Committee shall meet together at least twice yearly for the dispatch of business and may adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes of Management Committee members present and voting. In the case of an equality of votes the Chair shall have a second or casting vote. A Management Committee member may, and the Secretary on the request of a Management Committee member shall, at any time summon a Management Committee meeting. It shall not be necessary to give notice of a Management Committee meeting to any member for the time being absent from the United Kingdom.
  47. Subject to any provision in the regulations enacted under these Articles, the Management Committee shall regulate its own proceedings and shall prescribe its own quorum.
  48. The Management Committee may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of members, for the purpose of increasing the number of members to that number or of summoning a General Meeting of the Association, but for no other purpose.
  49. The Management Committee may appoint on such terms as it thinks fit such sub-committees and boards as it thinks fit.
  50. Any sub-committee or board appointed by the Management Committee may be composed of members of the Management Committee or members of the Management Committee and other persons (whether or not members) or of other persons (whether or not members).
  51. All acts done by any meeting of the Management Committee or of a sub-committee, or by any person acting as a Management Committee member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Management Committee member.

52. A resolution in writing, signed by all the Management Committee members entitled to receive notice of a Management Committee meeting, shall be as valid and effectual as if it had been passed at a Management Committee meeting duly convened and held, and may consist of several documents in like form each signed by one or more Management Committee members.

#### **Secretary**

53. Subject to Section 283 of the Act the Secretary shall be appointed by the Management Committee for such term at such remuneration and upon such conditions as the Management Committee may think fit; and any Secretary so appointed may be removed by it: provided always that no Management Committee member may occupy the salaried position of Secretary.
54. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Management Committee member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Management Committee member and as, or in place of, the Secretary.

#### **The Seal**

55. The Management Committee shall provide for the safe custody of the seal, which shall only be used by the authority of the Management Committee or of a sub-committee authorised by the Management Committee in that behalf and every instrument to which the seal shall be affixed shall be signed by a Management Committee member and shall be countersigned by the Secretary or by a second Management Committee member or by some other person appointed by the Management Committee for the purpose.

#### **Accounts**

56. The accounting records shall be kept at the registered office of the Association or, subject to Section 227 of the Act, at such other place or places as the Management Committee thinks fit, and shall always be open to the inspection of the Officers of the Association.

57. The Management Committee must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charities Commission of annual reports, annual returns and annual statements of account.

58. The Management Committee shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being Management Committee members, and no member (not being a Management Committee member) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Management Committee or by the Association in General Meeting.

59. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditor's report, and the Management Committee's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

#### **Notices**

60. A notice may be served by the Association to any member or other person either personally or by post. If any such notice or other document is served by post it shall be sent to the last address of the member concerned which is recorded by her/him with the Association. It shall be deemed wherever that address may be to have been served on the third day following that on which it was posted unless at the place of receipt that latter

day is a Sunday or a public holiday in which case service shall be deemed to have occurred on the first day thereafter which is not one of such exceptional days.

61. Notice of every General Meeting shall be given in any manner herein before authorised to:

- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;
- (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for her/his death or bankruptcy would be entitled to receive notice of the meeting;
- (c) the Auditor for the time being of the Association; and
- (d) each Management Committee member.

No other person shall be entitled to receive notices of General Meetings.

62. Any notice or other document, required by these Articles, the regulations enacted under these Articles, or any regulation thereunder, to be sent to any member may be a written or printed notice, and (save where provision to the contrary is made) may be sent to a member either separately or with or as part of a publication of the Association.

63. In these Articles or any regulations made hereunder the expression 'notice' includes a voting paper of any type.

#### **Amendment**

64. No alteration may be made to an Article which directs or restricts the way monies or property of the Association may be used without the prior written approval of the Charity Commission.

65. The provision of these Articles may, by special resolution in General Meeting, be added to, amended or revoked. Such amendment shall require the number voting in favour of the resolution to be not less than two thirds of the number of members present who were entitled to vote and voting.

66. Any amendment requires a resolution in writing duly proposed and seconded. A resolution must be received by the Secretary not less than twenty-eight clear days before the date proposed for the General Meeting. At least twenty-one clear days' notice in writing of such meeting, together with a copy of the resolution or resolutions to be proposed, shall be sent by the Secretary to each member of the Association.

67. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

#### **Regulations**

68 (a) The Management Committee may from time to time make such regulations as it may deem necessary or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may thereby regulate:

- i) the admission and classification of members of the Association, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
- ii) the conduct of members of the Association in relation to one another, and to the Association's employees.
- iii) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes.
- iv) the procedure at General Meetings and meetings of the Management Committee and sub-committees in so far as such procedure is not regulated by these Articles.
- v) and, generally, all such matters as are commonly the subject matter of Association regulations.

- (b) The Association in General Meeting shall have power to alter or repeal the regulations and to make additions to them and the Management Committee shall adopt such means as it deems sufficient to bring to the notice of members of the Association all such regulations, which so long as they shall be in force, shall be binding on all members of the

Association. Provided, nevertheless, that no regulation shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Association.

Proposed by Gabrielle Syme, seconded by Craig McDevitt

4. Close of Extraordinary General Meeting

**Note for information:**

Article 57, Memorandum and Articles of Association (1995)

Any amendment to these Articles shall receive the assent of not less than three-quarters of the votes cast at a General Meeting called for the purpose. A resolution in writing duly proposed and seconded proposing such alterations must be received by the Executive Officer not less than 28 clear days before the date proposed for the meeting. At least 21 clear days' notice in writing of such a meeting, together with a copy of the resolution or resolutions to be proposed, shall be sent by the Executive Officer to each member of the Company. No alteration shall be made which would have the effect or cause the Company to cease to be a charity in law.

# ANNUAL GENERAL MEETING 1999

## A G E N D A

1. **Welcome and Apologies**
2. **Reciprocity Agreement with Irish Association for Counselling and Therapy**
3. **Presentations**
4. **Business Committee Report**
5. **Minutes of the 22nd AGM**  
Meeting held on 18 September 1998.  
(circulated November 1998)
  - 5.1 To accept as a correct record.
  - 5.2 Matters arising not on the Agenda.
6. **Annual Report 1998/99**  
(circulated August 1999)
  - 6.1 To approve the report of activities during the year.  
Introduced by Gabrielle Syme.
  - 6.2 To approve the audited accounts.  
Introduced by Pat Thompson.  
Proposed and seconded from the floor.
7. **Appointment of Auditors 1999/2000**  
To re-appoint Messrs Atkinson Finch & Co as auditors at a fee to be agreed by the Management Committee.  
Proposed by Derek Hill, seconded from the floor.
8. **Elections**
  - 8.1 **Vice Presidents of the Association**  
Article 34 of the Memorandum and Articles of Association (1995) of BAC allows for ten Vice Presidents of the company elected for a term of five years.  
  
The following Vice President is put forward by the Management Committee for election:  
**Professor Cary Cooper** – is currently BUPA Professor of Organisational Psychology and Health in the Manchester School of Management, and Pro-Vice-Chancellor (External Activities) of the University of Manchester Institute of Science and Technology (UMIST). He is the author

of over 80 books (on occupational stress, women at work and industrial and organisational psychology), has written over 300 scholarly articles for academic journals, and is a frequent contributor to national newspapers, TV and radio. He is currently Founding Editor of the Journal of Organisational Behaviour, Co-Editor of the medical journal Stress Medicine; Co-Editor of the International Journal of Management Review. He is a Fellow of the British Psychological Society, The Royal Society of Arts, The Royal Society of Medicine and the Royal Society of Health. Professor Cooper is the President of the British Academy of Management, is a Companion of the (British) Institute of Management and one of the first UK based Fellows of the (American) Academy of Management (having also won the 1998 Distinguished Service Award for his contribution to management science from the Academy of Management). Professor Cooper is the Editor (jointly with Professor Chris Argyris of Harvard Business School) of the international scholarly Blackwell Encyclopaedia of Management (12 volume set). He has been an advisor to the World Health Organisation, ILO, and recently published a major report for the EU's European Foundation for the Improvement of Living and Work Conditions on 'Stress Prevention in the Workplace'.

Cary is married to Rachel who is a Professor of Design at Salford University and they have four children. He is a passionate supporter of Manchester City Football Club, plays the piano badly and loves spending time with his 14 and 16 year old children who are still at home.

He originally comes from Los Angeles, but is now a British citizen and enjoys the cut and thrust of British politics. He feels it very important to communicate research and

science to the wider public and gets involved in Radio, TV and Press work, particularly relating to the problems people have in the workplace.

## 8.2 Chair of the Association

**Craig McDevitt** – Proposed by Susan Lendrum, seconded by Susan Jackson.

I have been a counsellor for 18 years, and a member of BAC and the AUCC Division for 16 years. Throughout that time I have been an active member and have gained a reputation for maintaining a broad view of the diverse needs within BAC, a capacity to think strategically and work collaboratively. This has been developed through a wide range of activities. I was a member of the Executive Committee of ASC (now AUCC) for six years and during that time was Chair of the Advisory Service for Institutions Sub-Committee and Deputy Chair of the Executive. Subsequently, I have served on the BAC Management Committee as a co-opted member and was elected to Deputy Chair last year. I was involved in the setting up of the European and International Affairs Committee and am a member of the Professional Committee.

In addition, I have been involved in the voluntary sector of counselling and, as external examiner of three University validated courses, I have had some involvement with the training field. Last, but certainly by no means least, I am the director of a large Student Counselling Service at the University of Edinburgh and work comfortably in both counsellor and manager roles.

This diverse experience has given me a wide perspective and knowledge of the counselling field and the development of both the profession and BAC as an organisation. From my perspective, BAC is in the process of managing several challenges which derive from the movement towards regulation of the counselling profession, the profession's relationship to cognate professions, the maintenance of BAC's position of authority within the field, the need to raise its public

profile and the capacity of BAC to remain responsive to the aspirations and needs of its members. A result of BAC's enormous growth over the years is that, until recently, BAC had become cumbersome and slow in its response as a result of its size and structure. In order to meet the current challenges efficiently, BAC has undergone a rigorous re-think of its strategy. Consequently, it is now in the process of implementing a re-structure of the organisation in order to speed up its capacity to respond to changes, increase its profile, maintain overall strategy throughout its central organisational structure and the Divisions and provide better services for membership.

My length and depth of experience at the centre of BAC, the part I have played in the establishment of BAC's current aims and objectives and the development of a more efficient structure can provide the long-term perspective and continuity to a process of change newly underway.

## 8.3 Deputy Chair of the Association

**Val Potter** - Proposed by Derek Hill, seconded by Anthea Green.

I have worked for 25 years as a Counsellor. I began by training and working as a voluntary psychodynamic Counsellor, as a founder member of one of the Centres in the WPF network. I was also training co-ordinator at the Centre. I did this work alongside my first career of primary school teaching. In 1981 I became a professional Counsellor adding private practice and work as a Counselling Trainer and Supervisor. Along the way I completed an honours degree in psychology with the Open University (1987) and trained as a Supervisor at WPF (1990). Since 1984 I have worked in WPF as a Training Manager. Currently I spend three days a week as a Senior Training Manager, co-ordinating training in the WPF Network of 23 Training Centres. The rest of the week I work in freelance practice as a Counsellor, Supervisor and Trainer. In addition to psychodynamic work I also do brief, solution focused work

with WPF's subsidiary, Counselling in Companies. My first book, 'Is Counselling Training for You?' was published by Sheldon Press in 1997.

I have been an enthusiastic and active member of BAC for many years. I am a BAC Accredited Counsellor and am registered in the Independent Practitioners' section of the UKRC. I am a member of the APCC Division and was Deputy Chair of the APCC Council. I was on the Training Sub-Committee and helped to draft the schemes for accrediting trainers and counselling skills courses. I have done work on several aspects of complaints. I was a member of the BAC Management Committee. Currently I am Co-Chair, with Susan Lendrum, of the Standards and Ethics Committee, where we are working on the development of a Unified Code of Ethics for BAC.

As you can see from the wide range of my work, I consider that the skills and attitudes involved in counselling are relevant in a wide range of activities and settings. I believe that they should be evident in all the work of BAC. I recognise the valuable contribution made by voluntary carers and Counsellors, working to professional standards. I also welcome the development of a clearer career structure for professional Counsellors. I believe that strengthening links between counselling and psychotherapy will benefit both professions. This is an exciting time in the development of counselling and I welcome the opportunity to play my part in it.

My own involvement in counselling has helped me in many ways to 'have life more abundant'. Above all I enjoy the good company of family, friends and colleagues. I love to work and relax in our garden. I enjoy London theatres. I walk, when I can, in the hills of the North of England where I was born.

#### 8.4 Members of the Management Committee

The following nominations to Management Committee have been received:

**Linden Burdus** - proposed by George

Buckton, seconded by Craig McDevitt

**Roger Casemore** - proposed by George Buckton, seconded by Val Potter

**Anne Lord** - proposed by Maggie Morris, seconded by Tim Salt

**Lynn Macwhinnie** - proposed by Hannah Greenwood, seconded by Anne Stokes

**Linden Burdus:** I have spent my career with The Boots Company. I have achieved my career ambition of becoming Head of BootsHelp Counselling and Support Services. This brings responsibility for service provision for 82,000 staff and their dependants and 20,000 retired staff.

BootsHelp is an internal EAP, which provides a professional counselling service by a team of internal Counsellors together with a wide range of associated services, which offers a distinct advantage for employees over standard EAP provision. These include a Benevolent Fund, Private Health and Dental Care schemes, Recuperative Holiday Programmes and a summer play scheme reflecting family-friendly initiatives. Specialist resources include trauma management for critical incidents. Management resources mirror advice, guidance and training using counselling skills to support a modern business environment. Retired staff benefits include Retirement Associations, annual tea parties, a special quarterly supplement known as 'Contact', in addition to other services, ie retired staff travel club.

I have over 20 years' experience of managing a welfare/counselling service of a blue chip company, am a former chair of The Institute of Welfare Officers, current Trustee of this Friendly Society's Management Committee, member of the local Citizens Advice Bureau and Director and Trustee of a registered charity.

I have been involved with BAC for six years, the past five years on the Association for Counselling at Work Executive Committee. This involved being on the working party which developed ACW's strategic plan, organising and evaluating the annual



conference and compiling the annual review report. I also have managerial responsibilities for preparing the ACW secretary's job profile, personnel development programme and annual performance review.

In February of this year I was co-opted to BAC's Management Committee and therefore stood down from my ACW involvement in May of this year. I am delighted to be involved at such an exciting time and progressive period of BAC's development. I believe I have brought to BAC a particular expertise and knowledge of organisations and the wider business community. I also have the drive and commitment of a clear strategic direction to assist the Chair, Chief Executive, Management Committee and members.

**Roger Casemore:** I trained originally as an accountant and then went on to read psychology and to train as a Rogerian, person centred counsellor and to have lengthy experience as a therapist, having maintained a private practice for over thirty years. I was on the BAC Executive from 1979 to 1985 and was Deputy Chair and then Chair of the Association from 1982 to 1985 and President of CIE for the past fifteen years. I am currently Chair of the Complaints Committee and have been involved in the Steering Group undertaking the strategic and structural reviews of BAC.

Over a number of years I held senior management positions in Local Education Authorities and a Government QUANGO, finally becoming Director of Continuing Education, Economic Development and Employment Services in the Royal Borough of Kensington and Chelsea, from where I took early retirement six years ago. Since then I have been running my own successful consultancy company working with a range of public and private sector organisations, specialising in the management of organisational change. I am now Senior Teaching Fellow and Director of Counselling Courses at the University of Warwick.

I have been involved, amongst other things,

in critical conflict resolution in multi-racial communities, negotiating and securing substantial government funds for economic regeneration programmes, defusing troubled working relationships in private sector businesses, developing strategic planning in organisations, enabling top executives to manage and reduce their work-related stress, reviewing communications in large and small organisations and developing more effective management structures, evaluating impacts in community development projects and delivering a wide variety of human relations skills training courses. I have a particular interest and experience in working in large groups as well as with individuals and small groups and the approach to all my work is very clearly based on my Company strap line; 'Helping others to help themselves'.

I believe that the wide experience and skills that I have in the management of complicated organisations and working in and across interface between public, private and not-for-profit sectors will be of considerable value in the next stage of the development of BAC. I have a firm commitment to raising standards of counselling, developing the profile and strength of the counselling profession and maintaining a healthy, creative relationship between those who earn their living as counsellors and those who offer their services voluntarily, and ensuring that BAC can encompass both.

I believe that this is a critically important time for BAC and that it will take considerable energy and commitment to ensure that BAC actually is THE voice for counselling in this country. I have gained a great deal from my involvement in BAC and I now feel that this is an appropriate time for me to give some more of my energy and experience to the management of BAC, in the next stage of our development.

**Anne Lord:** I live near Exeter and work in private practice as a Counsellor and Supervisor. I am also external examiner and consultant for counselling training at diploma

and BSc level in a range of institutions in different parts of the country. Previously, I spent many years as Head of the Counselling and Welfare Service in a large multi-cultural college in Manchester. I have also been a Relate Counsellor. I am accredited by BAC as both an Individual Counsellor and a Trainer in Counselling.

During my previous term on Management Committee, I was closely involved in the drafting of NVQ standards. Level III in counselling is now available and Level IV should follow shortly. This has led to working on an NVQ route to Accreditation. In my liaison role from Management Committee I have also been involved in several other new developments in Accreditation, which hopefully will make it more available to more members. My other areas of concern have been looking at how the profile of Divisions within the Association can be raised, introducing ways of increasing the membership of Divisions and helping in the recognition of the special experiences which came out of specific work settings and their value to BAC as a whole.

The current changes in BAC are designed to support a more effective career structure with increased accessibility for our members and to confirm the Association's place nationally as the professional organisation for counselling. I would like to ask for a second term on Management Committee so I can contribute to these developments.

**Lynn Macwhinnie:** Having completed a counselling Diploma in 1992 and while training as a Relate counsellor, it seemed that the only professional way forward was to join BAC. I also signed up to the Association for Counselling at Work (ACW), as my earlier business career had been in the publishing, catering and film industries, in North America, Australia and the UK.

Co-opted to the ACW Executive in 1992 and appointed Editor, I launched in 1993 the Counselling at Work journal so as to more accurately reflect the professionalism of our

members and subscribers. My involvement with ACW kept growing and with successive Committees was the driver for upgrading ACW's profile through networking, editing books, writing articles, developing display materials, organising seminars and the highly successful Annual Conferences.

A current BAC project is as a member of the 1999 BAC Conference Working Group; previously I was a member of BAC Committees (International Affairs, Publications) and on Divisional Working Groups. BAC recently awarded me with a Fellowship and in May I completed seven years on the ACW Executive in my final role as Chair.

In addition to my commitment to counselling, I have been actively interested in complementary healthcare for over 25 years, focusing the past few years as an international training consultant in the design and delivery of official Bach Remedies training programmes and as media spokesperson.

As counsellors we are working in a field which can potentially nurture the spirit, enabling transformation, whether that of the individual, organisation, or even our own. BAC needs its membership support as it enters a phase of tremendous change, and I would like to see our transferable skills and qualities manifest within our organisation as we establish benchmarks of excellence. I think my diverse workplace experience, insight to BAC and business mind-set could be useful assets to the Management Committee as BAC, and therefore counselling in all its contexts, blossoms.

#### 9. **Resolution I: Individual Counsellor Accreditation - New Criterion 1 (iv)**

Management Committee proposes the following new criterion 1 (iv) to provide a route to accreditation for holders of Scottish/National Vocational Qualifications (S/NVQs). The new criterion to be effective from 1 October 2000:

The successful applicant will be one who,

prior to application:

Can provide evidence of:

- a. **Having obtained S/NVQ Level III in Counselling.**

*[This will be seen as equal to 4 units]*

- b. **Four or five years of supervised practice** (of 150 hours minimum per year under formal supervision. This includes a requirement for at least 450 hours of counselling practice supervised in accordance with paragraph 2, over three years).

At least two years must be subsequent to obtaining the S/NVQ Level III qualification.

- c. **One or two units of Continuing Professional Development [CPD]** (of 75 hours each unit), which must be subsequent to obtaining the S/NVQ Level III qualification.

**Together the total must add up to 10 units.**

1 year of supervised practice = 1 unit

75 hours of CPD = 1 unit

Proposed by Anne Lord, seconded by Nicola Barden

## **10. Membership Categories Update**

Under Article 59a of the Association's Memorandum and Articles of Association (1995) Management Committee has amended Standing Orders as they relate to membership categories. Members will recall that at the 1998 Annual General Meeting agreement in principle was given to revised membership categories with a clear commitment from Management Committee that further consultation would take place prior to implementation in April 2000. Further consultations and debate have now taken place and much work has been done on the implementation of the Strategic Plan. As a result Management Committee adopted the following categories and sub-categories of membership which are now presented for information:

### **1. Membership**

#### **1.1 General**

- 1.1.1 All members are reminded that, on applying for admission to membership or on renewal

of membership, they sign an undertaking that if admitted, and as long as they are members, they will observe the Memorandum and Articles, regulations for the time being in force AND that they will be bound by the Association's Codes of Ethics and Practice and its Complaints Procedures for the time being in force.

- 1.1.2 Membership includes individuals and organisations. The Management Committee may from time to time:

- determine, add to, amend, revoke or otherwise close such classes and sub-classes of membership as are deemed necessary
- determine the movement of members from one class or sub-class of membership to another
- set the criteria for entry to each class or sub-class of membership
- set entrance fees, subscriptions and other fees or payments to be made by members.

- 1.1.3 All members may attend and speak at a General Meeting. Individual Members and Registered Members have one vote and Organisational Members have two votes.

#### **1.2 Individual Membership**

- 1.2.1 Individual Membership of the Association shall be open to any person who is:

- (a) a student of counselling or psychotherapy or counselling skills
- (b) using counselling skills in support of other work
- (c) is engaged in the practice of counselling or psychotherapy, counsellor or psychotherapy training or supervision, full or part time, voluntary or remunerated
- (d) a retired or non-practising counsellor or psychotherapist.

#### **1.3 Registered Membership**

- 1.3.1 Registered Membership shall be open to individual members who meet the criteria for admission to the category in force at the time of application or renewal of application.

*[It is expected that in due course further classes of membership may be introduced]*

*to reflect changes in demand arising from changes within the profession.)*

1.3.2 Within this category there shall be classes and sub-classes such as are from time to time determined by the Management Committee.

1.3.3 BAC Registered Associate Membership is open to:

(a) counselling practitioners who have successfully completed Part I BAC Accreditation

1.3.4 BAC Registered Membership is open to:

(a) BAC Accredited/Registered Counsellors

(b) BAC Accredited/Registered Supervisors

(c) BAC Accredited/Registered Trainers

(d) Accredited/Registered practitioners from organisations in which the qualification is deemed equivalent.

*(It is intended that, in order to facilitate public understanding, the term 'accreditation' is replaced over time by 'registration'.)*

1.3.5 BAC Senior Registered Membership is open to:

(a) BAC Accredited/Registered practitioners who have completed six years satisfactory practice in that class and who fulfil the ongoing practice and other requirements determined by the Management Committee.

## **2. Fellowship**

Fellowship is open, on application or nomination to the Management Committee, to current Individual or Registered Members of five consecutive years' membership who have gained distinction in counselling and/or psychotherapy or who give or have given distinctive service to BAC. Fellowship status does not confer additional voting rights to those which derive from a person's Individual or Registered Membership status.

## **3. Organisational Membership**

3.1 Organisational Membership shall be open to organisations which accept the Association's Codes of Ethics and Practice and its Complaints Procedures and such other membership conditions as the Management Committee may from time to time determine.

The term Organisation shall include the staff, volunteers, members and committee members. Organisational membership shall be open to organisations which:

(a) offer counselling and/or psychotherapy services to clients; and/or

(b) offer direct services to counsellors and/or psychotherapists; and/or

(c) offer training to counsellors and/or psychotherapists; and/or

(d) have personnel who use counselling skills in the course of their work.

3.2 An Organisational Member has one nominated representative to speak and exercise two votes at General Meetings.

3.3 Register Sponsoring Organisational Membership is open to organisations which meet the criteria for Organisational Membership and have been accepted by the United Kingdom Register of Counsellors Executive Committee as a Register Sponsoring Organisation.

3.4 Collegial Organisational Membership is open to national chartering, regulatory or registering membership bodies with input to the field of counselling and/or psychotherapy, subject to application and acceptance by the Management Committee. A Collegial Organisational Member has the same benefits and obligations as described for Organisational Members and in addition, by application to and if accepted by the Management Committee, its individual members who have undergone an assessment procedure comparable to the Accreditation processes within the Association may have personal entries in the Association's Directories.

3.5 Associate Organisational Membership is open to organisations which support the aims of counselling and/or psychotherapy and related services but which are not eligible for Organisational Membership in any other category.

## **4. Affiliate Status**

4.1 The Management Committee shall have the power in its sole discretion to grant affiliate

status to individuals or organisations not being members of the Association and not resident in the United Kingdom upon such terms and conditions as it from time to time shall determine.

- 4.2 Holders of affiliate status shall not be members of the Association and shall not be entitled to any of the rights of members (other than the rights of a member in professional conduct and disciplinary proceedings).

- 4.3 Holders of affiliate status shall be subject to the provisions relating to professional conduct set out in the regulations of the Association and references to members in such provisions shall be taken to include references to affiliates.

Introduced by Gabrielle Syme and Ken Lewis

11. Election of Business Committee AGM 2000
12. Date and Venue of next AGM

## **Excerpt from Standing Orders (July 1999) governing the Association's General Meetings**

### **7. General Meetings**

- 7.1 Notice of the Annual General Meeting shall be sent by the Secretary to members not less than twenty-one days before the date of the meeting.
- 7.2 Resolutions to be considered at the Annual General Meeting (other than Resolutions for amendments to Rules and Bye-laws) shall be submitted to the Secretary in writing by a date to be fixed by her/him not less than twenty-eight days and not more than fifty-six days before the date of the meeting, and shall be sent to members not less than fourteen days before the meeting.
- 7.3 Resolutions, other than those proposed by the Management Committee, shall be signed by 25 members entitled to vote. Amendments to Resolutions shall be accepted in exceptional circumstances at the discretion of the Chair after consultation with the Business Sub-Committee and the proposer and seconder of the Resolution.
- 7.4 Emergency Resolutions on matters accepted by the Chair and the Business Sub-Committee as being of urgent importance to the Association, may be proposed from the floor if a simple majority of those present and voting signify approval for debate upon such Resolutions.
- 7.5 A Business Sub-Committee consisting of three members of the Association, not members of the Management Committee, shall be elected by the AGM to advise on the conduct of the business of the following year's AGM.
- 7.6 The Management Committee may, on behalf of the membership, fill any casual vacancy arising on the AGM Business Sub-Committee by co-option. Any member so appointed shall hold office only until the next following AGM and shall then be available for election.
- 7.7 The AGM Business Sub-Committee shall allocate time to each Resolution as it thinks fit and publish the timetable prior to the meeting.
- 7.8 The proposer of a Resolution may speak for no more than five minutes and the seconder of a Resolution for no more than two minutes. Each speaker in subsequent debate may speak for no more than three minutes.
- 7.9 Voting shall be by a show of voting cards. A simple majority shall be sufficient to pass a Resolution except for those seeking to amend the Articles of Association of the Company. The Chair's decision on whether to count the votes shall be final.
- 7.10 Any member, standing and showing a voting card, may propose a move to next business. The Chair has absolute discretion to accept or refuse such a proposal. If accepted a simple majority shall determine a move to the next item on the agenda.
- 7.11 In the conduct of the meeting the decision of the Chair in any matter not covered by these Standing Orders shall be final.

# British Association for Counselling and Psychotherapy Memorandum & Articles of the Association

JANUARY  
2001

## Memorandum of Association

1. The name of the Company (hereinafter called 'the Association') is British Association for Counselling and Psychotherapy.
2. The registered office of the Association will be situated in England.
3. The Association is established:
  - i. to promote and provide education and training for counsellors and/or psychotherapists working in either professional or voluntary settings, whether full or part time, with a view to raising the standards of counselling and/or psychotherapy for the benefit of the community and in particular for those who are the recipients of counselling and/or psychotherapy; and
  - ii. to advance the education of the public in the part that counselling and/or psychotherapy can play generally and in particular to meet the needs of those members of society where development and participation in society is impaired by mental, physical or social handicap or disability.

In furtherance of the said object, but not further or otherwise:

- (a) to act as a central body for the purpose of consultation in matters of educational or public interest concerning counselling and/or psychotherapy
- (b) to set and promote standards in education, training and experience in the principles, practice and skill of counselling and/or psychotherapy
- (c) to keep and publish a register of members which may include their qualifications, appointments and experience
- (d) to formulate standards of professional conduct and competence for those engaged in counselling and/or psychotherapy
- (e) to provide means of assessing knowledge, skill and experience of the principles and practice of counselling and/or psychotherapy of persons seeking admission to membership of the Association and to issue certificates and diplomas or other awards to those who pass such assessments and tests; provided that no certificate or diploma or other award shall be issued by the Association which does not state clearly on its face that it is not issued by or under the authority of any government department or authority but is issued by the Association only, except that no such statement shall be required in the case of any certificate or diploma or other award issued by the Association in conjunction with the Department for Education and Employment
- (f) to collaborate, as appropriate, with the Department for Education and Employment and other educational bodies in the United Kingdom and elsewhere in exercising the process contained in above and hereafter

- (g) to set up and administer such systems for the accreditation and/or registration of counsellors, psychotherapists, supervisors, trainers and other persons, organisations or activities related to counselling and/or psychotherapy as may be deemed appropriate
- (h) to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes
- (i) to promote and facilitate the dissemination and exchange of information on matters of professional interest among members and others by holding of conferences, meetings, seminars for the reading of papers and reports, by the publication, by electronic or other means, of periodicals, books, monographs or papers and by the promotion, compilation and publication of research studies
- (j) to encourage the study of counselling and/or psychotherapy by instituting, establishing and promoting educational and training courses, scholarships, grants, awards and prizes or by other such means as may be thought appropriate
- (k) to establish such services including technical and advisory services to the public and the membership as may promote and further the interest and efficiency of members and others for the public good and the counselling and/or psychotherapy profession generally
- (l) to foster and undertake research into any aspect of the objects of the Association and its work and to disseminate the results of any such research
- (m) to establish and maintain a library and collection of literature, films and other material relating to counselling, psychotherapy and other related cognate professional activities and to afford to the public facilities for the use of the same
- (n) to confer, consult, maintain contact and collaborate with any authorities, associations, societies, institutions or bodies of persons for the time being established in the United Kingdom or elsewhere
- (o) in furtherance of any one or more of the objects of the Association:
  - (i) to take and accept any subscriptions, gifts, endowments or bequests of money, property or other assets whether subject to any special trust or not
  - (ii) to purchase, take on lease or licence or in exchange, hire or otherwise acquire any real or personal property
  - (iii) subject to such consents as may be required by law to sell, lease, let or mortgage or otherwise dispose of any assets belonging to the Association
- (p) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Association in the shape of donations, subscriptions or otherwise

# British Association for Counselling and Psychotherapy Memorandum & Articles of the Association

- (q) to acquire, establish and hold any copyright, patent, translation, publication, right of publication or other intellectual property right which may appear useful to the Association and to protect, prolong, register, renew, exercise, develop, use or manufacture the same for any one or more objects of the Association
  - (r) to organise, finance, and maintain alone or in conjunction with one or more other professional counselling and/or psychotherapy bodies or other cognate professional bodies, schemes for the regulation and discipline of the Association's members in matters of professional or business conduct
  - (s) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Association
  - (t) to borrow or raise money for the objects of the Association on such terms and (with such consents as are required by law) on such security as may be thought fit PROVIDED THAT the Association shall not undertake any permanent trading activities in raising funds for the objects of the Association
  - (u) to invest the monies of the Association not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided
  - (v) to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Association
  - (w) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Association
  - (x) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit
  - (y) to be subject to the provisions of Clause 4 hereof, to pay reasonable sums or premiums for or towards the provision of pensions for officers or servants (not being a member of the Board of Governors) for the time being of the Association or its dependants
  - (z) to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Association and prohibit the payment of any dividend or profit to and the distribution of any of its assets amongst its members at least to the same extent as such payments or distributions are prohibited in the case of members of the Association by this Memorandum of Association
  - (aa) to pay out of the funds of the Association the cost, charges and expenses of and incidental to the formation and registration of the Association
  - (bb) to establish where necessary local branches (whether autonomous or not)
  - (cc) to do all such other lawful things as shall further the above objects or any of them.
4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member of its Board of Governors shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit or money's worth from the Association. Provided that nothing herein shall prevent any payment in good faith by the Association:
- (a) of reasonable and proper remuneration to any member, officer or servant of the Association not being a member of its Board of Governors for any services rendered to the Association;
  - (b) of interest on money lent by any member of the Association or the Board of Governors at a rate per annum not exceeding two per cent less than the base lending rate prescribed for the time being by a clearing bank selected by the Board of Governors or three per cent whichever is the greater;
  - (c) of reasonable and proper rent for premises demised or let by any member of the Association or of the Board of Governors;
  - (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Governors may be a member holding not more than 1/100th part of the capital of that company;
  - (e) to any member of the Board of Governors reasonable out-of-pocket expenses; and
  - (f) of any premium in respect of any insurance or indemnity to cover the liability of the directors (or any one of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of duty or breach of trust of which they may be guilty in relation to the Association. Provided that any such insurance or indemnity shall not extend to any claim arising from wilful fraud or wrongdoing or wilful neglect or default on the part of the directors (or any of them).
5. The liability of the members is limited.



# British Association<sup>for</sup> Counselling<sup>and</sup> Psychotherapy

## Memorandum & Articles of the Association

6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while s/he is a member, or within one year after s/he ceases to be a member, for payment of the debts and liabilities of the Association contracted before s/he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.
7. If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, and in so far as effect cannot be given to such provision, then to some other charitable object.

### Articles of Association

#### Interpretation

1. *In these Articles:*
  - 'the Association' means the Company.
  - 'the Act' means the Companies Act, 1985.
  - 'the Committee' means the Board of Governors of the Association known by whatever title it shall from time to time determine.
  - 'the Seal' means the common seal of the Association.
  - 'Secretary' means any person appointed to perform the duties of the Secretary of the Association.
  - 'the United Kingdom' means Great Britain and Northern Ireland.Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.  
Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

#### Objects

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

#### Members

3. The number of members with which the Association proposes to be registered is unlimited.
4. Membership of the Association shall be divided into two categories, namely *organisational and individual* membership.
  - 4.1 Each category of membership of the Association may have classes and sub-classes as laid down from time to time in the regulations made under Article 68 below.
  - 4.2 Applications for membership shall be made to the Secretary of the Association in writing and in such form and containing such information as the Board of Governors may from time to time prescribe. The Association may, before any decision on any application is made, require any additional information.
  - 4.3 The Board of Governors or any sub-committee or working group set up for the purpose may decline any application made to the Association for membership. Any decision so made shall be final and no reasons shall be required to be appended to that decision.
  - 4.4 Every member of the Association shall be bound to *further, to the best of their ability, the objects of the Association and shall observe all regulations laid out herein and any regulations made under Article 68.*
  - 4.5 A member of the Association shall cease to be a member unless the Board of Governors determines otherwise:
    - (a) if the application on the basis of which membership was granted contained or referred to information which was false or misleading provided that due notice is given and the said member be given an opportunity to make representations to a meeting convened for that purpose
    - (b) if such member resigns by giving notice in writing of resignation
    - (c) if the member becomes of unsound mind
    - (d) if the person is excluded from membership under Article 4.6 below
    - (e) if they otherwise cease to qualify for membership under the Articles.*Provided always that any member who ceases to be a member shall remain subject to any liability imposed on them by the Memorandum and Articles of Association or any regulations made under these Articles.*
  - 4.6 Any member of the Association may be excluded from membership of the Association by a resolution of the Board of Governors acting upon the recommendation of a sub-committee of that Board of Governors whose function is to consider the conduct of such members in accordance with the regulations made under these Articles for the time being in force provided that due notice is given and the said member be given an opportunity to make representations to a meeting convened for that purpose.

# British Association for Counselling and Psychotherapy Memorandum & Articles of the Association

5. Unless the members of the Board of Governors or the Association in General Meeting shall make other provision pursuant to the powers contained in Article 68, the Board of Governors members may in their absolute discretion permit any member of the Association to retire provided that after such retirement the number of members is not less than three.
6. General Meetings
  - 6.1 A general meeting of the Association shall be held once in every calendar year as its Annual General Meeting, at such time and place as may be determined by the Board of Governors, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding such meeting.
  - 6.2 The above General Meetings of the Association shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary General Meetings.
  - 6.3 The Board of Governors may call an Extraordinary General Meeting whenever it thinks fit and Extraordinary General Meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists as provided by the Act.
10. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business: members present in person or by proxy entitled to cast one hundred votes between them shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Board of Governors may determine.
11. The Chair of the Association shall chair every General Meeting of the Association, or if s/he shall not be present the President or Vice President or any member of the Board of Governors present who has been proposed and seconded by voting members shall chair the meeting.
12. The Chair of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## Notice of General Meetings

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one days' notice in writing. Other meetings shall be called by at least fourteen days' notice in writing. The notice shall specify the place, the day, and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons as are, under the Articles of the Association, entitled to receive such notices from the Association
8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
13. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - (a) by the Chair of the meeting; or
  - (b) by at least three members present in person and entitled to vote; or
  - (c) by any member or members present in person and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.Unless a poll is so demanded, a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

## Proceedings at General Meetings

9. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the following exceptions:
  - (a) the consideration of the accounts and balance sheet
  - (b) the consideration of the reports of the Board of Governors
  - (c) the declaration of the results of elections held pursuant to Article 33
  - (d) the appointment of and the fixing of the remuneration of the Auditors.
14. If a poll be demanded in the manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair of the meeting shall direct. Every voting member present in person or by proxy shall be entitled to vote. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand for a poll may be withdrawn.

# British Association for Counselling and Psychotherapy Memorandum & Articles of the Association

15. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a further or casting vote.
16. A poll demanded on the election of a Chair, or on a question of adjournment, shall be taken immediately.
17. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a General Meeting of the Association duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.

## Votes for Members

18. Every voting member shall have the number of votes laid down by regulations made under Article 68 below. Votes may be cast in person or by post or by proxy as the Board of Governors in its sole discretion shall determine.  
The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
19. No member shall be entitled to attend or vote at any General Meeting unless all monies presently payable by her/him to the Association have been paid.
20. A member entitled to vote may appoint any other member who is qualified to vote as her/his proxy.
21. An instrument appointing a proxy shall be in such form as the Board of Governors shall from time to time approve.

## Organisations Acting by Representatives at Meetings

22. Any organisation which is a member of the Association may by resolution of its Board of Governors or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which s/he represents as that organisation could exercise if it were an individual member of the Association.

## Board of Governors

23. There shall be a Board of Governors consisting of Chair and Deputy Chair, together with not less than five or more than nine other members.
24. The Board of Governors members shall be paid all reasonable expenses properly incurred by them in attending and returning from Board of Governors meetings or General Meetings of the Association or in connection with the business of the Association.

## Borrowing Powers

25. The Board of Governors may exercise all the powers of the Association to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association or of any third party.

## Powers and Duties of the Board of Governors

26. The business of the Association shall be managed by the Board of Governors which may pay all expenses incurred in the formation of the Association, and may exercise all such powers of the Association as are not required to be exercised by the Association in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Association in General Meeting; but no such regulation shall invalidate any prior act of the Board of Governors which would have been valid if that regulation had not been made.
27. All cheques and other negotiable instruments, and all receipts for monies paid to the Association, shall be signed draw accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board of Governors shall from time to time determine.
28. The Board of Governors shall cause minutes to be made:  
28.(a) of the names of the Board of Governors members present at each Board of Governors meeting; and  
28.(b) of all resolutions and proceedings at all meetings of the Association, and of the Board of Governors.  
Disqualification of Board of Governors Members
29. The office of Board of Governors member shall be vacated if the member:  
(a) becomes bankrupt or makes any arrangement or composition with her/his creditors generally; or  
(b) becomes prohibited from being a Board of Governors member by reason of any order made under Section 295 of the Act or by virtue of Section 72 of the Charities Act 1993; or  
(c) becomes incapable by reason of mental disorder, illness or injury of managing and administering her/his property and affairs; or  
(d) resigns her/his office by written notice to the Association; or  
(e) is directly or indirectly interested in any contract with the Association and fails to declare the nature of her/his interest as required by Section 317 of the Act.
30. A Board of Governors member shall not vote in respect of any contract in which s/he is interested or any matter arising thereof, and if s/he does so vote her/his vote shall not be counted.

# British Association for Counselling and Psychotherapy Memorandum & Articles of the Association

## Election of Honorary Officers & Other Board of Governors Members

31. Members elected to the Board of Governors shall hold office from the close of the Annual General Meeting at which her/his election was declared to the close of the third Annual General Meeting thereafter (or such shorter period as the Board of Governors may prescribe to secure rotation).
32. One third of the members of the Board of Governors shall stand for election each year and can serve for up to three years (or such shorter period as the Board of Governors may prescribe to secure rotation). Retiring members shall be eligible for re-election but no member may serve for a period exceeding seven consecutive years without a two-year break (disregarding any period served as an Honorary Officer).
33. The regulations enacted under these Articles shall prescribe all matters relating to the election of elected members, the procedure for conducting the elections and for the resolution of doubts or difficulty by the President, or some other member nominated by her/him to have a casting vote in the event of a tie.
34. The Association at the meeting at which a Board of Governors member retires in manner aforesaid may fill the vacated office by electing a person thereto, and in default the retiring Board of Governors member shall, if offering her/himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such member shall have been put to the meeting and lost.
35. The Association may from time to time by ordinary resolution increase or reduce the number of Board of Governors members.
36. Subject to provisions of any regulations made under Article 68 below, the Board of Governors shall have power at any time to appoint any person to be a Board of Governors member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Board of Governors members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Board of Governors member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election.
37. The Board of Governors may at any time and from time to time by resolution appoint any person whether or not a member of the Association to be Patron of the Association and may determine the period for which s/he shall hold office.
38. There shall be a President of the Association elected at the Annual General Meeting for a term of three years. The same individual shall not hold office as President for more than six consecutive years.
39. There shall be a maximum of twelve Vice Presidents elected at Annual General Meeting for a term of five years. The same individual shall not hold office as Vice President for more than ten years.
40. There shall be a Chair elected for a period of three years at the Annual General Meeting. The Chair, or in her/his absence the Deputy Chair, shall Chair all General Meetings of the Association and all meetings of the Board of Governors. The Chair shall be entitled to attend any meeting of all sub-committees and boards of the Association howsoever they may be constituted. The Chair shall be entitled to delegate to the Deputy Chair or to any one or more members of the Board of Governors any or all of her/his powers and duties for such period and subject to such conditions and generally as s/he shall think fit. The same individual shall not hold office as Chair for more than two consecutive terms.
41. There shall be a Deputy Chair elected for a period of three years at the Annual General Meeting. The same individual shall not hold office as Deputy Chair for more than two consecutive terms.
42. There may be an Honorary Treasurer appointed each year by the Board of Governors, who shall be a non-voting member of the Board of Governors whose term of office, subject to annual re-appointment, shall be unlimited.
43. The Association may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Board of Governors member before the expiration of her/his period of office notwithstanding anything in these Articles or in any agreement between the Association and such member. The Association may by ordinary resolution appoint another person in place of a Board of Governors member removed under this Article.
44. The Board of Governors may resolve that a Board of Governors member should be removed if s/he is absent without permission from three successive meetings provided that due notice is given and the said Board of Governors member be given an opportunity to make representations to a meeting convened by the Board of Governors for that purpose.
45. The Board of Governors may resolve that a Board of Governors member be removed from office for good cause provided that a three quarters majority vote of members present and voting is achieved and provided that due notice is given and the said Board of Governors member be given an opportunity to make representations to a meeting convened by the Board of Governors for that purpose.

# British Association for Counselling and Psychotherapy Memorandum & Articles of the Association

## Proceedings of the Board of Governors

46. The Board of Governors shall meet together at least twice yearly for the dispatch of business and may adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes of Board of Governors members present and voting. In the case of an equality of votes the Chair shall have a second or casting vote. A Board of Governors member may, and the Secretary on the request of a Board of Governors member shall, at any time summon a Board of Governors meeting. It shall not be necessary to give notice of a Board of Governors meeting to any member for the time being absent from the United Kingdom.
47. Subject to any provision in the regulations enacted under these Articles, the Board of Governors shall regulate its own proceedings and shall prescribe its own quorum.
48. The Board of Governors may act notwithstanding any vacancy in its body, but, if and so long as its number is reduced below the number fixed by or pursuant to the Articles of the Association as the necessary quorum of members, for the purpose of increasing the number of members to that number or of summoning a General Meeting of the Association, but for no other purpose.
49. The Board of Governors may appoint on such terms as it thinks fit such sub-committees and boards as it thinks fit.
50. Any sub-committee or board appointed by the Board of Governors may be composed of members of the Board of Governors or members of the Board of Governors and other persons (whether or not members) or of other persons (whether or not members).
51. All acts done by any meeting of the Board of Governors or of a sub-committee, or by any person acting as a Board of Governors member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board of Governors member.
52. A resolution in writing, signed by all the Board of Governors members entitled to receive notice of a Board of Governors meeting, shall be as valid and effectual as if it had been passed at a Board of Governors meeting duly convened and held, and may consist of several documents in like form each signed by one or more Board of Governors members.

## Secretary

53. Subject to Section 283 of the Act the Secretary shall be appointed by the Board of Governors for such term at such remuneration and upon such conditions as the Board of Governors may think fit; and any Secretary so appointed may be removed by it; provided always that no Board of Governors member may occupy the salaried position of Secretary.
54. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board of Governors member and the Secretary shall not be satisfied by its being done by or to the same person acting both as Board of Governors member and as, or in place of, the Secretary.

## The Seal

55. The Board of Governors shall provide for the safe custody of the seal, which shall only be used by the authority of the Board of Governors or of a sub-committee authorised by the Board of Governors in that behalf and every instrument to which the seal shall be affixed shall be signed by a Board of Governors member and shall be countersigned by the Secretary or by a second Board of Governors member or by some other person appointed by the Board of Governors for the purpose.

## Accounts

56. The accounting records shall be kept at the registered office of the Association or, subject to Section 227 of the Act, at such other place or places as the Board of Governors thinks fit, and shall always be open to the inspection of the Officers of the Association.
57. The Board of Governors must comply with the requirements of the Act and of the Charities Act 1993 as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Charities Commission of annual reports, annual returns and annual statements of account.
58. The Board of Governors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being Board of Governors members, and no member (not being a Board of Governors member) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board of Governors or by the Association in General Meeting.

# British Association for Counselling and Psychotherapy Memorandum & Articles of the Association

59. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditor's report, and the Board of Governors's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

## Notices

60. A notice may be served by the Association to any member or other person either personally or by post. If any such notice or other document is served by post it shall be sent to the last address of the member concerned which is recorded by her/him with the Association. It shall be deemed wherever that address may be to have been served on the third day following that on which it was posted unless at the place of receipt that latter day is a Sunday or a public holiday in which case service shall be deemed to have occurred on the first day thereafter which is not one of such exceptional days.
61. Notice of every General Meeting shall be given in any manner herein before authorised to:
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;
  - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for her/his death or bankruptcy would be entitled to receive notice of the meeting;
  - (c) the Auditor for the time being of the Association; and
  - (d) each Board of Governors member.
- No other person shall be entitled to receive notices of General Meetings.
62. Any notice or other document, required by these Articles, the regulations enacted under these Articles, or any regulation thereunder, to be sent to any member may be a written or printed notice, and (save where provision to the contrary is made) may be sent to a member either separately or with or as part of a publication of the Association.
63. In these Articles or any regulations made hereunder the expression 'notice' includes a voting paper of any type.

## Amendment

64. No alteration may be made to an Article which directs or restricts the way monies or property of the Association may be used without the prior written approval of the Charity Commission.

65. The provision of these Articles may, by special resolution in General Meeting, be added to, amended or revoked. Such amendment shall require the number voting in favour of the resolution to be not less than three quarters of the number of members present who were entitled to vote and voting.
66. Any amendment requires a resolution in writing duly proposed and seconded. A resolution must be received by the Secretary not less than twenty-eight clear days before the date proposed for the General Meeting. At least twenty-one clear days' notice in writing of such meeting, together with a copy of the resolution or resolutions to be proposed, shall be sent by the Secretary to each member of the Association.
67. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

## Regulations

- (a) The Board of Governors may from time to time make such regulations as it may deem necessary or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may thereby regulate:
- (i) the admission and classification of members of the Association, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.
  - (ii) the conduct of members of the Association in relation to one another, and to the Association's employees.
  - (iii) the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes.
  - (iv) the procedure at General Meetings and meetings of the Board of Governors and sub-committees in so far as such procedure is not regulated by these Articles.
  - (v) and, generally, all such matters as are commonly the subject matter of Association regulations.
- (b) The Association in General Meeting shall have power to alter or repeal the regulations and to make additions to them and the Board of Governors shall adopt such means as it deems sufficient to bring to the notice of members of the Association all such regulations, which so long as they shall be in force, shall be binding on all members of the Association. Provided, nevertheless, that no regulation shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Association.