

Company Number: 02175320

Charity Number: 298361

The Companies Act 2006

Company limited by guarantee and not having a share capital

Resolutions of

BRITISH ASSOCIATION FOR COUNSELLING AND PSYCHOTHERAPY

At an Annual General Meeting of the above named company held virtually on Friday 4th December 2020 the following were passed as special resolutions:

SPECIAL RESOLUTIONS

1. That the Articles of Association of British Association for Counselling and Psychotherapy be deleted in their entirety and be replaced by the Articles of Association in the document marked "A" in substitution for all former Articles of Association.
2. That:
 - (i) "the second sentence of Article 32 be amended to read as follows and that an additional sentence is included immediately thereafter:

"There shall be a Chair appointed by the Board of Governors from amongst the elected Governors for a period of four years with effect from the Annual General Meeting. This shall apply, subject to the Board of Governors' approval, even if the person was appointed as the Chair prior to the 2020 AGM."
 - (ii) the first sentence of Article 33 be amended to read as follows and that an additional sentence is included immediately thereafter:

"There shall be a Deputy Chair appointed by the Board of Governors from amongst the elected Governors for a period of four years with effect from the Annual General Meeting. This shall apply, subject to the Board of Governors' approval, even if the person was appointed as the Deputy Chair prior to the 2020 AGM."
 - (iii) the second sentence of Article 23 be deleted in its entirety.
 - (iv) the final sentence of Article 24 be deleted and be replaced with the following: "For the avoidance of doubt neither the Chair nor the Deputy Chair shall be subject to the Governor re-election process whilst serving as the Chair or the Deputy Chair."

3. That Article 15(b) be amended to read as follows:

“(b) up to a maximum of five Governors appointed by the Board of Governors and if there are five Governors appointed by the Board at least one of the five must be a voting member at the time of their appointment;”

The above special resolutions were duly passed.

Signed:  (Chair)

Date: 4 December 2020