

Articles of Association of the Forum for Independent Psychotherapists (FiP)

(Revised March 2022)

COMPANY LIMITED BY GUARANTEE

Company number 7310002

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1. INTERPRETATION

In the Articles, unless the context requires otherwise:

- (1) “psychotherapy” means psychoanalytic and psychodynamic psychotherapy;
- (2) “Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;
- (3) “address” means a postal or, for the purposes of electronic communication, an email address, registered with the company;
- (4) “the Company” or “FiP” means the company intended to be regulated by these articles;
- (5) “articles” means the company's Articles of Association;
- (6) “bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect like that of bankruptcy;
- (7) “clear days” in relation to the period of a notice means a period excluding:
 - The day when the notice is given or deemed to be given; and
 - The day for which it is given or on which it is to take effect;
- (8) “director” means a director of the company as registered from time to time at Companies House and includes any person occupying the position of director, by whatever name called;
- (9) “Secretary” means the Secretary of the company as registered from time to time at Companies House;
- (10) “document” includes, unless otherwise specified, any document sent or supplied in electronic form;
- (11) “electronic form” has the meaning given in section 1168 of the Companies Act 2006;
- (12) “financial year” means the 12 months commencing 1st April to 31st March the following year;
- (13) words importing one gender shall include all genders, and the singular includes the plural and vice versa;
- (14) “member” has the meaning given in section 112 of the Companies Act 2006;
- (15) “writing” means the representation or reproduction of words, symbols, or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise;
- (16) “relevant director” means any director or former director of the company;
- (17) “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the company;
- (18) Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the company.

2. OBJECTS

The objects for which the company is established are:

- (1) to act as a professional body for its members;
- (2) to establish and maintain acceptable standards of professional conduct and accountability;
- (3) to promote the professional development of its members;
- (4) to preserve, promote and encourage knowledge and practice in psychotherapy;
- (5) to inform others in related fields in respect of psychotherapy and to encourage the interchange of information and opinion;
- (6) to educate and assist the general public as to the use and value of psychotherapy;

3. APPLICATION OF INCOME AND PROPERTY

The income and property of the company shall be applied solely towards the promotion of the objects.

- (1) None of the income or property of the company may be paid in any way to any member of the company, with the exceptions noted at 2.
- (2) The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while they are a member or within one year after they ceased to be a member, for:
 - (a) payment of the company's debts and liabilities contracted before they ceased to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.

4. MEMBERS

Membership is open to individuals who:

- (1) Apply to the company in the form required by the Directors: and
- (2) Are approved by the Directors or are admitted into membership in accordance with the criteria and procedures agreed by the Directors;
- (3) The Directors may refuse an application for membership to any person where there is a sanction or restriction outstanding from any institution or organisation with similar aims and objectives to the company or if they consider it to be in the best interests of the company to refuse the application.
- (4) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-eight days of the decision;
- (5) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.

- (6) The Directors may defer an application or require an application to be re-submitted.
- (7) Membership is not transferable to anyone else.
- (8) The Directors must keep a register of names and addresses and other contact details of the members.

5. CLASSES OF MEMBERSHIP

(1) There shall be such categories of members of the company as the Byelaws shall prescribe. The qualifications, method and terms of admission, rights, privileges and obligations of the categories of membership shall be as prescribed in the Byelaws

(2) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership except as provided in the Byelaws.

6. TERMINATION OF MEMBERSHIP

Membership is terminated if:

- (1) the member dies;
- (2) the member resigns by written notice unless after the resignation there would be fewer than two members;
- (3) any sum due from the member to the company is not paid in full within three months of it falling due;
- (4) the member is removed from membership by resolution of the directors that it is in the best interests of the company that the membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least 21 days notice in writing of the meeting of the of Directors at which the resolution is to be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the company) has been allowed to make representations to the meeting;
- (5) The member is removed from the FiP register following a determination made in accordance with the complaints and conduct process and/or any other disciplinary procedures which the member may be subject to.
- (6) A member may withdraw from membership of the company, subject to 6(2) above, by giving 7 days' notice to the company in writing.

7. GENERAL MEETINGS

- (1) Members are entitled to attend general meetings in person or by proxy (but only if the appointment of a proxy is in writing and notified to the administrator 48 hours before the commencement of the meeting).
- (2) General meetings are called on at least 14 and not more than 28 clear days written notice indicating the business to be discussed and (if a special resolution is to be proposed) setting out the terms of the proposed special resolution.

(3) There is a quorum at the general meeting if the number of members present in person or by proxy is at least 10% of the membership.

(4) The Chair of the company or (if the chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting.

(5) Except where otherwise provided by the Article or the Companies Act, every issue is decided by ordinary resolution.

NOTE(s)

The company shall hold general meetings at the discretion of the Directors, where possible, but not necessarily, annually. Under the Companies Act 2006 there is no requirement for a private company to hold an annual general meeting.

Difference between a special resolution and ordinary resolution is: A special resolution is a resolution of the company's members which requires at least 75% of the votes cast by members in favour of it in order to pass. Where no special resolution is required, an ordinary resolution may be passed by members with a simple majority – more than 50% – of the votes cast.

8. DIRECTORS

(1) A director must be a natural person aged 18 or over.

(2) No-one may be appointed a director if they would be disqualified from acting under the provision of these articles.

(3) The number of directors shall be a minimum of three, being a Chair, Treasurer and Secretary, and limited to a maximum of nine, all of whom must be members of the company. The vacancy of any of the seats specified in this article shall not invalidate any action or proceedings of the directors.

(4) If at any time between general meetings there are less than the required number of directors, the Chair shall have the power to co-opt additional directors providing that the total number of directors does not exceed nine and that the co-opted directors stand for election at the next available general meeting if they wish to continue to be a director.

9. POWERS OF THE DIRECTORS

(1) Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company unless they are subject to any restrictions imposed by the Companies Acts or these articles.

(2) No alteration of these articles shall have retrospective effect to invalidate any prior act of the directors.

(3) Any meeting of the directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

(4) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action, except that;

(a) Members may not pass any resolution which would have the effect of removing any standards or protections available to the company by virtue of its status as a UKCP registered organisational member.

(b) No such special resolution invalidates anything which the directors have done before the passing of the resolution

10. ELECTION AND APPOINTMENT OF DIRECTORS¹

(1) Any person who is willing to act as a director and is permitted by law to do so may be appointed to be a director

- By ordinary resolution or
- By a decision of the directors

(2) In any case where (e.g. as a result of death), the company has no members and no directors the personal representatives of the last member to have died, have the right, by notice in writing, to appoint a director.

(3) For the purposes of the paragraph above, where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

11. DISQUALIFICATION AND REMOVAL OF DIRECTORS

(1) A person ceases to be a director as soon as:

(2) That person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

(3) A bankruptcy order is made against that person;

(4) That person becomes incapable by reason of mental disorder, illness or injury of managing and administering their own affairs and their affairs are taken in hand by an attorney duly appointed by the Office of the Public Guardian;

(5) A registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain incapable for more than three months;

(6) By reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

(7) Notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;

(8) That person is removed from office by a resolution passed pursuant to section 168 of the Companies Act 2006;

(9) That person fails without reasonable excuse to attend two consecutive board meetings: or

¹ For tenure of Directors cf Clause 10 of the Byelaws

(10) A majority of the directors vote to remove that person from office on any ground provided that they have been given an opportunity to be heard at a directors' meeting.

12. DIRECTORS' REMUNERATION

(1) No remuneration is offered to any director of the company or member of a group with the following exceptions:

(a) The company may pay any reasonable expenses which a director properly incurs in connection with their attendance at meetings of directors.

(b) A director or a member of any Group may, in accordance with the provision in the relevant byelaw, be awarded an *ex-gratia* payment for their services.²

13. PROCEEDINGS.

(1) The directors may regulate their proceedings as they think fit subject to the provisions of these Articles.

(2) Any director may call a meeting of the directors by giving a minimum of five clear days' notice of the proposed date, time and place (or electronic address) of the meeting.

(3) Questions and/or decisions of the directors must be by a majority decision.

(4) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

(5) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made unless it is a decision to appoint further directors or a decision to call a general meeting so as to enable the members to appoint further directors.

(6) The quorum for directors' meetings may be agreed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise agreed shall be two.

(7) If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

(8) The person appointed as chair by the members pursuant to these Articles from time to time shall chair directors' meetings.

(9) If the chair is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it. The person so appointed for the time being is known as the chair for the duration of the meeting.

(10) If a matter under consideration by the directors is concerned with an actual or proposed transaction or arrangement in which a director has a conflicting interest, that director is not to be counted as participating in the decision-making process on that matter for quorum or voting purposes.

² For definition and function of a Group cf Clause 7 (2) of the Byelaws

14. CHAIR OF FiP AND OFFICERS

- (1) The Chair of FiP shall be an individual member of the organisation elected by the members at a general meeting and shall be a director and chair of the board of directors.
- (2) There shall be a company secretary of the organisation who shall be a director appointed by the directors. The secretary shall be responsible to the directors for the administration of the proceeding of the directors, for the meetings and elections of the membership and for the maintenance of the organisations records as prescribed by law. The directors may appoint an administrator, who shall not be a director, to carry out the above-named functions of the Secretary.
- (3) There shall be a Treasurer of the organisation who shall be a director appointed by the directors. The treasurer shall be responsible to the directors for authorising payments and expenditures made by the company. The treasurer shall be a signatory to the company's bank account(s) alongside other director(s) and or administrator(s) appointed by the directors from time to time.

15. MINUTES

- (1) The directors must keep minutes of all:
 - (a) Appointments of Officers made by the directors and/or members
 - (b) Proceedings at directors' meetings. Such minutes must include, *inter alia*:
 - (i) the name of the directors present at the meeting and apologies for absence
 - (ii) the decisions made and, where appropriate, the reasons for such decisions
- (2) The minutes of the director's meetings will be made available in the members area of the FiP website once approved by the directors. Draft minutes will not be posted. Where there is confidential information or matters in which the company owes a duty of care, any relevant remarks can be removed and replaced with a marker indicating that information has been changed or redacted.
- (3) The directors must ensure that the company keeps an electronic record for at least seven years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

16. ACCOUNTS

- (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and must follow accounting standards issued or adopted by the Financial Reporting Council or its successor(s). and adhere to the recommendations of applicable statements of recommended practice.
- (2) The directors must keep accounting records as required by the Companies Acts.

17. NOTICES AND DOCUMENTS

- (1) Anything sent or supplied by or to the company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the company.
- (2) The company may give notice to a member either:

(a) personally; or

(b) by sending it by post in a prepaid envelope addressed to the member at his or her address;
or

(c) by leaving it at the address of the member; or

(d) by providing it electronically to the member's email address

(3) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent in accordance with Section 1147 of the Companies Act 2006.

(4) In accordance with Section 1147 of the Companies Act 2006 a notice shall be deemed to be given

(a) Two clear business days after the envelope containing it was posted; or

(b) In the case of an electronic communication, 48 hours after it was sent.

18. INDEMNITY

The directors may decide to purchase and maintain insurance, at the expense of the company, for the purpose of indemnifying any relevant director in respect of any relevant loss.

19. DISSOLUTION

(1) The members of the company may at any time before (and in expectation of) its dissolution resolve that any net assets of the company after all its debts and liabilities have been paid (or provision for them has been made) shall on or before the dissolution of the company be applied

(2) directly in pursuance of the company's objects

(3) by transfer to another not-for-profit organisation or organisations whose purposes are similar to the company's objects or

(4) to any other not-for-profit organisation or organisations for use for particular purposes which fall within the company's objects.

(5) Subject to any such resolution of the members, the directors may at any time before (and in expectation of) the company's dissolution resolve that any net assets of the company after all its debts and liabilities have been paid (or provision made for them) shall on or before the dissolution of the company be applied in any manner set out in sub-paragraphs 19 (1) to 19 (4).

(6) In no circumstances shall the net assets of the company be paid to, or distributed amongst, the members of the company (except to a member that is a charity), and if no resolution is made by either the members or the directors in accordance with this article 19 the net assets of the company shall be applied for such purposes as are directed by the Court.