

The Companies Acts 1985 to 2006
Company Limited by Guarantee and not having a Share Capital

Articles of Association
of
The British Psychoanalytic Council

Company No: 05034324

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Company No: 05034324

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

2.1 The objects of the Charity are:

2.1.1 to advance the health of the public through the maintenance and regulation of professional standards and clinical practice in psychoanalytic and psychodynamic psychotherapy and counselling, and through the promotion and accreditation of training

2.1.2 to advance education in and of psychoanalytic and psychodynamic psychotherapy and counselling and its theoretical underpinnings through, but not limited to
- the promotion of research and publication of the useful results thereof; and
- advancing knowledge and understanding of the theory and practice of psychoanalysis and psychoanalytically informed therapies

3. Powers

3.1 To further its objects the Charity may:

3.1.1 maintain a public register of accredited clinicians ('Registrants');

3.1.2 hear and adjudicate complaints about Registrants and resolve questions of good practice;

3.1.3 accredit and reaccredit psychotherapy and counselling trainings;

3.1.4 provide and assist in the provision of money, materials or other help;

3.1.5 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;

3.1.6 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;

3.1.7 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;

3.1.8 provide or procure the provision of advice;

- 3.1.9 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations provided that all such activities shall be confined to those which an English and Welsh charity may properly undertake;
- 3.1.10 enter into contracts to provide services to or on behalf of other bodies;
- 3.1.11 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.1.12 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (in exercising this power the Charity must comply as appropriate with the Charities Act 2011);
- 3.1.13 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation (the Charity must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land);
- 3.1.14 set aside funds for special purposes or as reserves against future expenditure;
- 3.1.15 invest the Charity's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.1.16 arrange for investments or other property of the Charity to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.1.17 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.1.18 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.1.19 accept (or disclaim) gifts of money and any other property;
- 3.1.20 raise funds by way of subscription, donation or otherwise;
- 3.1.21 trade in the course of carrying out the objects of the Charity and carry on any other trade which is not expected to give rise to taxable profits;
- 3.1.22 incorporate and acquire subsidiary companies to carry on any trade;
- 3.1.23 subject to Article 4 (Limitation on private benefits):
 - (a) engage and pay employees, consultants and professional or other advisers; and
 - (b) make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;

- 3.1.24 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property for charitable purposes;
- 3.1.25 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation (including without limitation any charitable trust of permanent endowment property held for any of the charitable purposes included in the Charity's objects);
- 3.1.26 undertake and execute charitable trusts;
- 3.1.27 impose restrictions, which may be revocable or irrevocable, on the use of any property of the Charity, including (without limitation) by creating permanent endowment;
- 3.1.28 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.1.29 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.1.30 pay out of the funds of the Charity the costs of forming and registering the Charity;
- 3.1.31 insure the property of the Charity against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Charity;
- 3.1.32 provide indemnity insurance for the Trustees or any other officer of the Charity in accordance with, and subject to the conditions in, Section 189 of the Charities Act 2011 (provided that in the case of an officer who is not a Trustee, the second and third references to "charity trustees" in the said Section 189(1) shall be treated as references to officers of the Charity); and
- 3.1.33 do all such other lawful things as may further the Charity's objects.

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

- 4.1 The income and property of the Charity shall be applied solely towards the promotion of its objects.

Permitted benefits to Member Institutions

- 4.2 No part of the income and property of the Charity may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member Institution of the Charity. This shall not prevent any payment in good faith by the Charity of:
 - 4.2.1 any payments made to any Member Institution in its capacity as a beneficiary of the Charity;
 - 4.2.2 reasonable and proper remuneration to any Member Institution for any goods or services supplied to the Charity;
 - 4.2.3 interest at a reasonable and proper rate on money lent by any Member Institution to the Charity; and
 - 4.2.4 any reasonable and proper rent for premises let by any Member Institution to the Charity.

Permitted benefits to Trustees and Connected persons

4.3 No Trustee may:

4.3.1 sell goods, services or any interest in land to the Charity;

4.3.2 be employed by, or receive any remuneration from, the Charity; or

4.3.3 receive any other financial benefit from the Charity;

unless the payment is permitted by Articles 4.4 or 4.5 or authorised by the court or the Charity Commission. In this Article 4 a “financial benefit” means a benefit, direct or indirect, which is either money or has a monetary value.

4.4 A Trustee may receive the following benefits from the Charity:

4.4.1 a Trustee or person Connected to a Trustee may receive a benefit from the Charity in his, her or its capacity as a beneficiary of the Charity;

4.4.2 a Trustee or person Connected to a Trustee may be reimbursed by the Charity for, or may pay out of the Charity’s property, reasonable expenses properly incurred by him, her or it when acting on behalf of the Charity;

4.4.3 a Trustee may be paid a reasonable honorarium for serving as a Trustee;

4.4.4 a Trustee or person Connected to a Trustee may be paid reasonable and proper remuneration by the Charity for any goods or services supplied to the Charity on the instructions of the Trustees (excluding, in the case of a Trustee, the service of acting as Trustee and services performed under a contract of employment with the Charity) provided that this provision and Article 4.5.3 may not apply to more than a minority of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person who is a person Connected to that Trustee);

4.4.5 a Trustee or person Connected to a Trustee may receive interest at a reasonable and proper rate on money lent to the Charity;

4.4.6 a Trustee or person Connected to a Trustee may receive reasonable and proper rent for premises let to the Charity;

4.4.7 the Charity may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article 3.1.32; and

4.4.8 a Trustee or other officer of the Charity may receive payment under an indemnity from the Charity in accordance with the indemnity provisions set out at Article 6;

provided that where benefits are conferred under Article 4.4, Article 20 (Conflicts of Interest) must be complied with by the relevant Trustee in relation to any decisions regarding the benefit.

Subsidiary Companies

- 4.5 A Trustee may receive the following benefits from any Subsidiary Company:
- 4.5.1 a Trustee or a person Connected to a Trustee may receive a benefit from any Subsidiary Company in his, her or its capacity as a beneficiary of the Charity or of any Subsidiary Company;
 - 4.5.2 a Trustee or a person Connected to a Trustee may be reimbursed by any Subsidiary Company for, or may pay out of any Subsidiary Company's property, reasonable expenses properly incurred by him, her or it when acting on behalf of any Subsidiary Company;
 - 4.5.3 a Trustee or a person Connected to a Trustee may be paid reasonable and proper remuneration by any Subsidiary Company for any goods or services supplied to any Subsidiary Company, with the prior approval of the Trustees, (including services performed under a contract of employment with any Subsidiary Company or otherwise) provided that this provision and Article 4.4.4 may not apply to more than a minority of the Trustees in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person Connected to that Trustee);
 - 4.5.4 a Trustee or a person Connected to a Trustee may, with the prior approval of the Trustees, receive interest at a reasonable and proper rate on money lent to any Subsidiary Company;
 - 4.5.5 a Trustee or a person Connected to a Trustee may, with the prior approval of the Trustees, receive reasonable and proper rent for premises let to any Subsidiary Company;
 - 4.5.6 any Subsidiary Company may pay reasonable and proper premiums in respect of indemnity insurance for its directors and officers; and
 - 4.5.7 a Trustee or a person Connected to a Trustee may receive payment under an indemnity from any Subsidiary Company in accordance with the constitution of the relevant Subsidiary Company;

provided that the affected Trustee may not take part in any decision of the Trustees to approve a specific benefit to that Trustee or a person Connected to them under Articles 4.5.3, 4.5.4 or 4.5.5.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of Member Institutions

- 5.1 The liability of each Member Institution is limited to £1, being the amount that each Member Institution undertakes to contribute to the assets of the Charity in the event of its being wound up whilst it is a Member Institution or within one year after it ceases to be a Member Institution, for:
- 5.1.1 payment of the Charity's debts and liabilities contracted before it ceases to be a Member Institution;
 - 5.1.2 payment of the costs, charges and expenses of winding up; and
 - 5.1.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

Without prejudice to any indemnity to which a Trustee may otherwise be entitled, every Trustee of the Charity shall be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Charity may be indemnified out of the assets of the Charity in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

TRUSTEES

TRUSTEES' POWERS AND RESPONSIBILITIES

7. Trustees' general authority

Subject to the Articles, the Trustees are responsible for the management of the Charity's business, for which purpose they may exercise all the powers of the Charity.

8. Trustees may delegate

8.1 Subject to the Articles, the Trustees may delegate any of their powers or functions to any committee.

8.2 Subject to the Articles, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of the Charity to any person or committee.

8.3 Any delegation by the Trustees may be:

8.3.1 by such means;

8.3.2 to such an extent;

8.3.3 in relation to such matters or territories; and

8.3.4 on such terms and conditions;

as they think fit.

8.4 The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

8.5 The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.

8.6 The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Charity for such purposes and on such conditions as they determine.

9. **Committees**

9.1 In the case of delegation to committees,:

9.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);

9.1.2 the composition of any committee shall be entirely in the discretion of the Trustees and may include such of their number (if any) as the resolution may specify;

9.1.3 the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees and every committee must appoint a secretary for that purpose;

9.1.4 the Trustees may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and

9.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Charity except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.

9.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any regulations made by the Trustees.

10. **Delegation of day to day management powers**

10.1 In the case of delegation of the day to day management of the Charity to a chief executive or other manager or managers:

10.1.1 the delegated power shall be to manage the Charity by implementing the policy and strategy adopted by and within a budget approved by the Trustees and (if applicable) to advise the Trustees in relation to such policy, strategy and budget;

10.1.2 the Trustees shall provide any manager with a description of his or her role and the extent of his or her authority; and

10.1.3 any manager must report regularly to the Trustees on the activities undertaken in managing the Charity and provide them regularly with management accounts which are sufficient to explain the financial position of the Charity.

11. **Delegation of investment management**

11.1 The Trustees may delegate the management of investments to a Financial Expert or Financial Experts provided that:

11.1.1 the investment policy is set down in Writing for the Financial Expert or Financial Experts by the Trustees;

11.1.2 timely reports of all transactions are provided to the Trustees;

- 11.1.3 the performance of the investments is reviewed regularly with the Trustees;
- 11.1.4 the Trustees are entitled to cancel the delegation arrangement at any time;
- 11.1.5 the investment policy and the delegation arrangements are reviewed regularly;
- 11.1.6 all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
- 11.1.7 the Financial Expert or Financial Experts must not do anything outside the powers of the Trustees.

12. **Rules**

12.1 The Trustees may from time to time make, repeal or alter such Rules as they think fit as to the management of the Charity and its affairs. The Rules shall be binding on all Member Institutions and Authorised Representatives of Member Institutions. No Rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.

12.2 The Rules may regulate the following matters but are not restricted to them:

- 12.2.1 the duties of any officers or employees of the Charity;
- 12.2.2 the admission of Member Institutions and Associate Members of the Charity and the benefits conferred on such Member Institutions and Associate Members, and any subscriptions, fees or payments to be made by Member Institutions and Associate Members;
- 12.2.3 the conduct of Member Institutions and Associate Members of the Charity in relation to one another, and to the Charity's employees and volunteers;
- 12.2.4 the admission, removal, benefits and obligations of Registrants;
- 12.2.5 the conduct of business of the Trustees or any committee (including, without limitation, how the Trustees make decisions and how such Rules are to be recorded or communicated to Trustees);
- 12.2.6 the procedure at general meetings;
- 12.2.7 any of the matters or things within the powers or under the control of the Trustees; and
- 12.2.8 generally, all such matters as are commonly the subject matter of company rules.

12.3 The Charity in general meeting has the power to alter, add to or repeal the Rules.

DECISION-MAKING BY TRUSTEES

13. **Trustees to take decisions collectively**

13.1 Any decision of the Trustees must be either:

- 13.1.1 by decision of a majority of the Trustees present and voting at a quorate Trustees' meeting (subject to Article 18); or

13.1.2 a unanimous decision taken in accordance with Article 19.

14. **Calling a Trustees' meeting**

14.1 The Trustees shall, in the ordinary course of business, meet at least five times in every calendar year.

14.2 Two Trustees may (and the Secretary, if any, must at the request of two Trustees) call a Trustees' meeting.

14.3 A Trustees' meeting must be called by at least seven Clear Days' notice unless either:

14.3.1 all the Trustees agree; or

14.3.2 urgent circumstances require shorter notice.

14.4 In deciding on the date and time of any Trustees' meeting, the Trustees calling or requesting the Secretary to call the meeting must try to ensure, subject to the urgency of any matter to be discussed at the meeting, that as many Trustees as practicable are likely to be available to participate.

14.5 Notice of Trustees' meetings must be given to each Trustee.

14.6 Every notice calling a Trustees' meeting must specify:

14.6.1 the place, day and time of the meeting;

14.6.2 the general nature of the business to be considered at such meeting; and

14.6.3 if it is anticipated that Trustees participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

14.7 Notice of Trustees' meetings need not be in Writing.

14.8 Article 53 shall apply, and notice of Trustees' meetings may be sent by Electronic Means to an Address provided by the Trustee for the purpose.

15. **Participation in Trustees' meetings**

15.1 Subject to the Articles, Trustees participate in a Trustees' meeting, or part of a Trustees' meeting, when:

15.1.1 the meeting has been called and takes place in accordance with the Articles; and

15.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).

15.2 In determining whether Trustees are participating in a Trustees' meeting, it is irrelevant where any Trustee is or how they communicate with each other.

15.3 If all the Trustees 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.

16. Quorum for Trustees' meetings

16.1 At a Trustees' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

16.2 The quorum for Trustees' meetings may be fixed from time to time by a decision of the Trustees, but it must never be less than two, and unless otherwise fixed it is a simple majority of the total number of Trustees.

16.3 If the total number of Trustees for the time being is less than the quorum required, the Trustees must not take any decision other than a decision:

16.3.1 to appoint further Trustees; or

16.3.2 to call a general meeting so as to enable the Council to appoint further Trustees.

17. Chairing of Trustees' meetings

The Chair (if any) or in his or her absence the Vice-Chair (if any) or in his or her absence another Trustee nominated by the Trustees present shall preside as chair of each Trustees' meeting.

18. Casting vote

18.1 If the numbers of votes for and against a proposal at a Trustees' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.

18.2 Article 18.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

19. Unanimous decisions without a meeting

19.1 A decision is taken in accordance with this Article 19 when all of the Trustees indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a common view on a matter. The Trustees cannot rely on this Article to make a decision if one or more of the Trustees has a Conflict of Interest which, under Article 20, results in them not being entitled to vote.

19.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Trustee or to which each Trustee has otherwise indicated agreement in Writing.

19.3 A decision which is made in accordance with this Article 19 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

19.3.1 approval from each Trustee must be received by one person being either such person as all the Trustees have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Trustees;

- 19.3.2 following receipt of responses from all of the Trustees, the Recipient must communicate to all of the Trustees (by any means) whether the resolution has been formally approved by the Trustees in accordance with this Article 19.3;
- 19.3.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
- 19.3.4 the Recipient must prepare a minute of the decision in accordance with Article 57 (Minutes).

20. **Trustee interests and management of conflicts of interest**

Declaration of interests

- 20.1 Unless Article 20.2 applies, a Trustee must declare the nature and extent of:
- 20.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Charity; and
- 20.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Charity or his or her duties to the Charity.
- 20.2 There is no need to declare any interest or duty of which the other Trustees are, or ought reasonably to be, already aware.

Participation in decision-making

- 20.3 If a Trustee's interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Trustee's interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Trustees taking part in the decision-making process.
- 20.4 If a Trustee's interest or duty gives rise (or could reasonably be regarded as likely to give rise) to a conflict of interest or a conflict of duties with or in respect of the Charity, he or she may participate in the decision-making process and may be counted in the quorum and vote unless:
- 20.4.1 the decision could result in the Trustee or any person who is Connected with him or her receiving a benefit other than:
- (a) any benefit received in his, her or its capacity as a beneficiary of the Charity (as permitted under Article 4.4.1) and which is available generally to the beneficiaries of the Charity;
 - (b) any benefit received by a Member Institution (as permitted by Article 4.2) that a Trustee is connected to that is available to all Member Institutions;
 - (c) the payment of premiums in respect of indemnity insurance effected in accordance with Article 3.1.32;
 - (d) payment under the indemnity set out at Article 6; and

- (e) reimbursement of expenses in accordance with Article 4.4.2 or an honorarium available to all Trustees in accordance with Article 4.4.3 ; or
- 20.4.2 a majority of the other Trustees participating in the decision-making process decide to the contrary,

in which case he or she must comply with Article 20.5.
- 20.5 If a Trustee with a conflict of interest or conflict of duties is required to comply with this Article 20.5, he or she must:
 - 20.5.1 take part in the decision-making process only to such extent as in the view of the other Trustees is necessary to inform the debate;
 - 20.5.2 not be counted in the quorum for that part of the process; and
 - 20.5.3 withdraw during the vote and have no vote on the matter.

Continuing duties to the Charity

- 20.6 Where a Trustee or person Connected with him or her has a conflict of interest or conflict of duties and the Trustee has complied with his or her obligations under these Articles in respect of that conflict:
 - 20.6.1 the Trustee shall not be in breach of his or her duties to the Charity by withholding confidential information from the Charity if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and
 - 20.6.2 the Trustee shall not be accountable to the Charity for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

21. Register of Trustees' interests

The Trustees must ensure a register of Trustees' interests is kept.

22. Validity of Trustee actions

All acts done by a person acting as a Trustee shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Trustee.

APPOINTMENT AND RETIREMENT OF TRUSTEES

23. Number of Trustees and composition of the board of Trustees

- 23.1 There shall be at least eight and no more than twelve Trustees.
- 23.2 The board of Trustees shall, in the normal course of business, consist of:
 - 23.2.1 the Chair;

- 23.2.2 the Vice-Chair;
- 23.2.3 the Honorary Treasurer;
- 23.2.4 chairs of any regulatory policy committees;
- 23.2.5 at least two Lay Trustees; and
- 23.2.6 up to a maximum of four additional Trustees.

24. **Appointment of Trustees and retirement of Trustees**

Appointment of Trustees other than the Chair

- 24.1 Subject to Article 24.4, any person who is willing to act as a Trustee, and who would not be disqualified from acting under the provisions of Article 25, may be appointed to be a Trustee by a decision of the Trustees.
- 24.2 With the exception of Lay Trustees, only Registrants or retired Registrants shall be eligible to be Trustees.
- 24.3 Trustees shall be first appointed by the board of Trustees on the basis of skills and competencies following a transparent recruitment and appointment process. In the normal course of business, the appointments shall be ratified at the next meeting of the Council.

Appointment of the Chair

- 24.4 Any person who is willing to act as the Chair, and who would not be disqualified from acting under the provisions of Article 25 may be appointed as Chair. The Chair shall be first appointed by a sub-committee of Trustees which shall not include the incumbent Chair (though the sub-committee may take advice from the incumbent Chair). This sub-committee may co-opt representatives from the Council to be additional members of the sub-committee. The sub-committee shall follow a transparent recruitment and appointment process. Subject to Article 24.6, the Chair may be reappointed for additional terms in office by a decision of the Trustees. The Chair must be a Registrant or retired Registrant.

Terms in office and retirement of Trustees

- 24.5 Subject to any transitional provisions agreed by the Trustees on the adoption of these Articles, Trustees shall retire from office on the fourth anniversary of the commencement of his or her term of office.

Maximum term

- 24.6 Retiring Trustees may be reappointed but a Trustee who has served for three consecutive terms of office must take a break from office and may not be reappointed until the anniversary of the commencement of his or her break from office. An open recruitment process is not required for the reappointment of a Trustee including the reappointment of the Chair.

- 24.7 If the retirement of a Trustee under Article 24.5 causes the number of Trustees to fall below that set out in Article 23 then the retiring Trustee shall remain in office until a new appointment is made.

Minimum age

- 24.8 No person may be appointed as a Trustee unless he or she has reached the age of 16 years.

General

- 24.9 A Trustee may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Trustees.

25. Disqualification and removal of Trustees

- 25.1 A Trustee shall cease to hold office if:

25.1.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;

25.1.2 he or she is disqualified under the Charities Act 2011 from acting as a trustee of a charity;

25.1.3 with the exception of Lay Trustees he or she ceases to be a Registrant, other than due to retirement;

25.1.4 he or she is a clinician and is the subject of a fitness to practice hearing, provided that if he or she is subsequently acquitted they may be reappointed by the Trustees to continue until the expiry of their original term in office;

25.1.5 the Trustees reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;

25.1.6 notification is received by the Charity from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Trustees will remain in office when such resignation has taken effect);

25.1.7 he or she fails to attend three consecutive meetings of the Trustees and the Trustees resolve that he or she be removed for this reason;

25.1.8 at a general meeting of the Charity, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views; or

25.1.9 at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Trustees.

ADVISERS

26. Advisers

The Trustees may invite Advisers to attend and advise at, but not vote at, meetings of the Trustees on such terms as they agree from time to time.

PATRONS

27. Patrons

The Trustees may appoint and remove any individual(s) as patron(s) of the Charity on such terms as they shall think fit. A patron (if not an Authorised Representative of a Member Institution) shall have the right to be given notice of, to attend and speak (but not vote) at any general meeting of the Charity and shall also have the right to receive accounts of the Charity when available to Council.

THE COUNCIL

BECOMING AND CEASING TO BE A MEMBER INSTITUTION

28. Member Institutions

28.1 The Council shall comprise the Member Institutions who are the only members of the Charity for the purposes of the Companies Acts.

Admission of Member Institutions

28.2 No organisation may become a Member Institution of the Charity unless:

28.2.1 that organisation has applied for membership in a manner approved by the Trustees;

28.2.2 that organisation is an incorporated organisation;

28.2.3 the Trustees have approved the application and made a recommendation to the Council;
and

28.2.4 the Council have approved its admission as a Member Institution.

28.3 The Trustees may from time to time prescribe criteria for membership but will not be obliged to accept organisations fulfilling those criteria as Member Institutions. In the normal course of business, criteria for membership shall be ratified by the Council.

Authorised Representatives of Member Institutions

28.4 An organisation admitted as a Member Institution shall by resolution of its directors or other governing body authorise an individual who must be both a Registrant and hold a senior position in the organisation to act as its Authorised Representative at any meeting of the Council. Evidence of the appointment of the Registrant must be provided in such other form as the Trustees may reasonably require. Should a Member Institution qualify for two votes then it shall appoint two Authorised Representatives and those Member Institutions qualifying for three votes shall appoint three Authorised Representatives. Each Authorised Representatives may serve for the terms set out in Article 29.

- 28.5 A person authorised under Article 28.4 may exercise (on behalf of the Member Institution) the same powers as the Member Institution could exercise if it were an individual member of the Charity.

Registrants and obligations of Member Institutions

- 28.6 Subject to Article 28.7, a member of each Member Institution who has completed an Accredited Training Course may be admitted as a Registrant.
- 28.7 The Charity may remove the status of Registrant from an individual and remove them from the Charity's public register of Registrants on the grounds set out in the Rules and following procedures set out in the Rules.
- 28.8 Each Member Institution of the Council shall be bound by the Articles and the Rules of the Charity as notified to them by the Trustees from time to time.
- 28.9 Each Member Institution shall pay an annual subscription. The fees payable on registration and the annual subscriptions payable by a Member Institution shall be such as may from time to time be determined by the Trustees.
- 28.10 A Member Institution shall cease to be a Member Institution as set out in Article 30. For the avoidance of doubt, if a Member Institution ceases to be a Member Institution as described above, all of its members who are Registrants will at the same time cease to be Registrants.

29. Terms for Authorised Representatives serving as members of Council

An Authorised Representatives may only serve as the Authorised Representative of a Member Institution for a term of three years on Council renewable for a further term of three years, but may not serve on Council for more than six consecutive years in the same post without taking a break of at least one year. The Member Institution may be obliged to change their Authorised Representative if requested to do so by the Trustees in accordance with the Rules.

Register of Member Institutions

- 29.1 The names of the Member Institutions must be entered in the register of members.

30. Termination of Membership of a Membership Institution

- 30.1 Membership is not transferable.

- 30.2 A Member Institution shall cease to be a Member Institution:

30.2.1 if the Member Institution goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up;

30.2.2 on the expiry of at least seven Clear Days' notice given by the Member Institution to the Charity of his, her or its intention to withdraw;

30.2.3 if any subscription or other sum payable by the Member Institution to the Charity is not paid on the due date and remains unpaid for three months after notice served on the Member Institution by the Charity informing him, her or it that he, she or it will be removed from membership if it is not paid. The Trustees may re-admit to membership and Membership Institution removed from membership on this ground on it paying such reasonable sum as the Trustees may determine;

30.2.4 if the Member Institution is removed by resolution of the Council.

31. **Categories of membership**

31.1 Subject to Article 31.2, the Trustees may establish such different categories of membership as they think fit. The Trustees may, at their discretion, impose different subscriptions and confer different benefits on different membership categories and may, at their discretion, alter such benefits and subscriptions at any time.

31.2 The Trustees may not create different classes of Members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

31.3 The voting rights set out in Article 44.1 do not, and are not intended to, create class rights of members. In the event that Article 44.1 is found to create class rights of Members, any such purported class rights may be varied by special resolution of the Company (and the consent of the Members of the individual class shall not be required)

32. **Associate Members**

The Trustees may establish such classes of Associate Membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such Associate Members in accordance with such Rules or regulations as the Trustees shall make, provided that no such Associate Members shall be members of the Charity for the purposes of the Articles or the Companies Acts.

ORGANISATION OF GENERAL MEETINGS

33. **Annual general meetings**

The Charity must hold an annual general meeting of Council once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Trustees think fit.

34. **Other general meetings**

34.1 The Trustees may call a general meeting at any time.

34.2 The Trustees must call a general meeting if required to do so by the Member Institutions under the Companies Acts.

35. Length of notice

All general meetings must be called by either:

- 35.1 at least 14 Clear Days' notice; or
- 35.1.1 shorter notice if it is so agreed by a majority in number of the Member Institutions having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the Member Institutions.

36. Contents of notice

- 36.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.
- 36.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 36.3 In every notice calling a meeting of the Charity there must appear with reasonable prominence a statement informing the Member Institution of its rights to appoint another person as its proxy at a meeting of the Charity.
- 36.4 If the Charity gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

37. Service of notice

Notice of general meetings must be given to every Member Institution, to the Trustees, to any patron(s) and to the auditors of the Charity.

38. Attendance and speaking at general meetings

- 38.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 38.2 A person is able to exercise the right to vote at a general meeting when:
 - 38.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - 38.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 38.3 The Trustees may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 38.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

38.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

39. **Quorum for general meetings**

39.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

39.2 The quorum shall be a simple majority of the total number of Membership Institutions (represented in person, via an Authorised Representative or by proxy).

39.3 If two or more persons are Authorised Representatives of the same Member Institution they shall together count as one person for the purposes of Article 39.2.

39.4 If a quorum is not present within half an hour from the time appointed for the meeting:

39.4.1 the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit; and

39.4.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Trustees may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

40. **Chairing general meetings**

40.1 The Chair (if any) or in his or her absence the Vice-Chair (if any) or in his or her absence some other Trustee nominated by the Trustees shall preside as chair of every general meeting.

40.2 If neither the Chair nor the Vice-Chair nor any Trustee nominated in accordance with Article 40.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to chair the meeting and, if there is only one Trustee present and willing to act, he or she shall be chair of the meeting.

40.3 If no Trustee is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the Member Institutions present in person via their Authorised Representative or by proxy and entitled to vote must choose one of the Authorised Representatives present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not an Authorised Representative of a Member Institution entitled to vote or a Registrant shall not be entitled to be appointed chair of the meeting under this Article 40.3.

41. **Attendance and speaking by Trustees, Patrons, Advisers and non-Members**

41.1 Trustees, the Chief Executive, Patrons and Advisers may attend and speak at Council meetings, whether or not they are Members.

41.2 The chair of the meeting may permit other persons who are not Authorised Representatives of Member Institutions (or otherwise entitled to exercise the rights of Member Institutions in relation to general meetings) to attend and speak at a general meeting.

42. **Adjournment**

42.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:

42.1.1 the meeting consents to an adjournment; or

42.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

42.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

42.3 When adjourning a general meeting, the chair of the meeting must:

42.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Trustees; and

42.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

42.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Charity must give at least 7 Clear Days' notice of it:

42.4.1 to the same persons to whom notice of the Charity's general meetings is required to be given; and

42.4.2 containing the same information which such notice is required to contain.

42.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

43. **Voting: general**

43.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

43.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:

43.2.1 has or has not been passed; or

43.2.2 passed with a particular majority;

is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 57 is also conclusive evidence of that fact without such proof.

44. **Votes**

Number of votes

- 44.1 Subject to Article 52, each Member Institution shall have between one and three votes. The number of votes for each Member Institution will be decided by the Trustees from time to time dependent on the number of Registrants the Member Institution has in membership. The Trustees shall agree and make available to Member Institutions rules setting out the number of Registrants required for a Member Institution to have one, two or three votes.

Votes on a show of hands

- 44.2 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each (subject to Article 52):

- 44.2.1 (subject to Article 49.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution; and

- 44.2.2 each Authorised Representative of a Member Institution present;

provided that if a person attending the meeting falls within two or more of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

- 44.3 On a vote on a resolution which is carried out by a poll, the following persons each have the number of votes set out in Article 44.1 (subject to Article 52):

- 44.3.1 every Member Institution present by proxy (subject to Article 49.3); and

- 44.3.2 every Authorised Representative of a Member Institution present.

General

- 44.4 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.

- 44.5 No Member Institution shall be entitled to vote at any general meeting unless all monies presently payable by it to the Charity have been paid.

45. **Errors and disputes**

- 45.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

- 45.2 Any such objection must be referred to the chair of the meeting whose decision is final.

46. **Poll votes**

46.1 A poll on a resolution may be demanded:

46.1.1 in advance of the general meeting where it is to be put to the vote; or

46.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

46.2 A poll may be demanded by:

46.2.1 the chair of the meeting;

46.2.2 the Trustees;

46.2.3 two or more persons having the right to vote on the resolution;

46.2.4 any person, who, by virtue of being appointed proxy or Authorised Representative of a Member Institution for one or more Member Institutions having the right to vote on the resolution, holds two or more votes; or

46.2.5 a person or persons representing not less than one tenth of the total voting rights of all the Member Institutions having the right to vote on the resolution.

46.3 A demand for a poll may be withdrawn if:

46.3.1 the poll has not yet been taken; and

46.3.2 the chair of the meeting consents to the withdrawal.

47. **Procedure on a poll**

47.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

47.2 The chair of the meeting may appoint scrutineers (who need not be Authorised Representatives of Member Institutions) and decide how and when the result of the poll is to be declared.

47.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

Timing

47.4 A poll on:

47.4.1 the election of the chair of the meeting; or

47.4.2 a question of adjournment;

must be taken immediately.

47.5 Other polls must be taken within 30 days of their being demanded.

A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

Notice

47.6 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.

47.7 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

48. Proxies

Power to appoint

48.1 A Member Institution is entitled to appoint another person as its proxy to exercise all or any of his, her or its rights to attend and speak and vote at a meeting of the Charity. A proxy must vote in accordance with any instructions given by the Member Institution by whom the proxy is appointed.

Manner of appointment

48.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

48.2.1 states the name and address of the Member Institution appointing the proxy;

48.2.2 identifies the person appointed to be that Member Institution's proxy and the general meeting in relation to which that person is appointed;

48.2.3 is signed by or on behalf of the Member Institution appointing the proxy, or is authenticated in such manner as the Trustees may determine; and

48.2.4 is delivered to the Charity in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.

48.3 The Charity may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

48.4 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

48.5 Unless a Proxy Notice indicates otherwise, it must be treated as:

48.5.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and

48.5.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

49. **Delivery of Proxy Notices**

49.1 The Proxy Notification Address in relation to any general meeting is:

49.1.1 the registered office of the Charity; or

49.1.2 any other Address or Addresses specified by the Charity as an Address at which the Charity or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or

49.1.3 any electronic Address falling within the scope of Article 49.2.

49.2 If the Charity gives an electronic Address:

49.2.1 in a notice calling a meeting;

49.2.2 in an instrument of proxy sent out by it in relation to the meeting; or

49.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 49.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of Member Institution

49.3 An Authorised Representative of a Member Institution who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Charity by or on behalf of the Member Institution which they represent. If the person casts a vote in such circumstances, the vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

49.4 Subject to Articles 49.5 and 49.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.

49.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.

49.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

49.6.1 received in accordance with Article 49.4; or

- 49.6.2 given to the chair, Secretary (if any) or any Trustee at the meeting at which the poll was demanded.

Interpretation

- 49.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 49.

Revocation

- 49.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.

- 49.9 A notice revoking the appointment of a proxy only takes effect if it is received before:

- 49.9.1 the start of the meeting or adjourned meeting to which it relates; or

- 49.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

- 49.10 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

50. Amendments to resolutions

- 50.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- 50.1.1 notice of the proposed amendment is given to the Charity in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and

- 50.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

- 50.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

- 50.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

- 50.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

- 50.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

51. Written resolutions

General

- 51.1 Subject to this Article 51 a written resolution agreed by:
- 51.1.1 Member Institutions representing a simple majority; or
- 51.1.2 (in the case of a special resolution) Member Institutions representing not less than 75%;
- of the total voting rights of eligible Member Institutions shall be effective.
- 51.2 On a written resolution each Member Institution shall have the number of votes allocated to them in accordance with Article 44.1;
- 51.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 51.4 A Member Institution shall only be entitled to vote on a written resolution if all monies presently payable by it to the Charity have been paid.
- 51.5 The following decisions may not be passed by way of a written resolution:
- 51.5.1 a Council resolution under the Companies Acts removing a Trustee or auditor before the expiry of his or her term of office;
- 51.5.2 A Council resolution to amend these Articles; or
- 51.5.3 a Council resolution to wind up the Charity.

Circulation

- 51.6 A copy of the proposed written resolution must be sent to every eligible Member Institution together with a statement informing the Member Institution how to signify its agreement and the date by which the resolution must be passed if it is not to lapse.
- 51.7 In relation to a resolution proposed as a written resolution of the Charity the eligible Member Institutions are the Member Institutions who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 51.8 The required majority of eligible Member Institutions must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 51.9 Communications in relation to written resolutions must be sent to the Charity's auditors in accordance with the Companies Acts.

Signifying agreement

- 51.10 A Member Institution signifies its agreement to a proposed written resolution when the Charity receives from it (or from someone acting on its behalf) an authenticated Document:

- 51.10.1 identifying the resolution to which it relates; and
- 51.10.2 indicating the Member Institution's agreement to the resolution.
- 51.11 For the purposes of Article 51.10:
 - 51.11.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and
 - 51.11.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:
 - (a) the identity of the sender is confirmed in a manner specified by the Charity; or
 - (b) where no such manner has been specified by the Charity, if the communication contains or is accompanied by a statement of the identity of the sender and the Charity has no reason to doubt the truth of that statement.
- 51.12 If the Charity gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

MEMBER INSTITUTIONS' INTERESTS AND MANAGEMENT OF CONFLICTS

52. Member Institutions' conflicts of interest

- 52.1 Any Authorised Representative of a Corporate Member Institution who has a conflict of interest either in relation to a matter to be discussed at a general meeting or written resolution passed in accordance with Article 51 must declare it, leave the meeting and not vote on the matter. This provision shall not apply to a conflict arising in relation to any benefit received in his, her or its capacity as a beneficiary or Member Institution of the Charity and which is available generally to the beneficiaries or Member Institutions of the Charity.
- 52.2 Any question as to whether there is a conflict of interest and whether the Member Institution can vote shall be decided by the Chair in the case of a written resolution and by the chair of the meeting in the case of a general meeting; and their decision shall be final.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

53. Communications by the Charity

Methods of communication

- 53.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Charity under the Articles or the Companies Acts 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 the Charity, including without limitation:
 - 53.1.1 in Hard Copy Form;

- 53.1.2 in Electronic Form; or
- 53.1.3 by making it available on a website.
- 53.2 Where a Document or information which is required or authorised to be sent or supplied by the Charity under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Trustees may decide what agreement (if any) is required from the recipient.
- 53.3 Subject to the Articles, any notice or Document to be sent or supplied to a Trustee in connection with the taking of decisions by Trustees may also be sent or supplied by the means by which that Trustee has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

- 53.4 A Member Institution present by proxy or via their Authorised Representative at a meeting of the Charity shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 53.5 Where any Document or information is sent or supplied by the Charity to the Council:
- 53.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
- 53.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
- 53.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:
- (a) when the material was first made available on the website; or
- (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 53.6 Subject to the Companies Acts, a Trustee or any other person (other than in their capacity as a Member Institution) may agree with the Charity that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 53.7 Where any Document or information has been sent or supplied by the Charity by Electronic Means and the Charity receives notice that the message is undeliverable:
- 53.7.1 if the Document or information has been sent to a Member Institution or Trustee and is notice of a general meeting of the Charity, the Charity is under no obligation to send a Hard Copy of the Document or information to the Member Institution's or Trustee's postal address

as shown in the Charity's register of Member Institutions or Trustees, but may in its discretion choose to do so;

- 53.7.2 in all other cases, the Charity shall send a Hard Copy of the Document or information to the Member Institution's postal address as shown in the Charity's register of Member Institutions (if any), or in the case of a recipient who is not a Member Institution, to the last known postal address for that person (if any); and
- 53.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 53.8 Copies of the Charity's annual accounts and reports need not be sent to a person for whom the Charity does not have a current Address.
- 53.9 Notices of general meetings need not be sent to a Member Institution who does not register an Address with the Charity, or who registers only a postal address outside the United Kingdom, or to a Member Institution for whom the Charity does not have a current Address.

54. Communications to the Charity

The provisions of the Companies Acts shall apply to communications to the Charity.

55. Secretary

- 55.1 A Secretary may be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:
 - 55.1.1 anything authorised or required to be given or sent to, or served on, the Charity by being sent to its Secretary may be given or sent to, or served on, the Charity itself, and if addressed to the Secretary shall be treated as addressed to the Charity; and
 - 55.1.2 anything else required or authorised to be done by or to the Secretary of the Charity may be done by or to a Trustee, or a person authorised generally or specifically in that behalf by the Trustees.

56. Irregularities

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

57. Minutes

- 57.1 The Trustees must ensure minutes are made:
 - 57.1.1 of all appointments of officers made by the Trustees;

57.1.2 of all resolutions of the Charity and of the Trustees (including, without limitation, decisions of the Trustees made without a meeting); and

57.1.3 of all proceedings at meetings of the Charity and of the Trustees, and of committees of Trustees, including the names of the Trustees present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Trustees' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any Member Institution or Trustee of the Charity, be sufficient evidence of the proceedings.

58. **Records and accounts**

58.1 The Trustees shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a Member Institutions' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of:

58.1.1 annual reports;

58.1.2 annual statements of account; and

58.1.3 annual returns or confirmation statements.

58.2 Except as provided by law or authorised by the Trustees or an ordinary resolution of the Charity, no person is entitled to inspect any of the Charity's accounting or other records or Documents merely by virtue of being a Member Institution.

59. **Exclusion of model articles**

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

WINDING UP

60. **Winding up**

60.1 At any time before, and in expectation of, the winding up or dissolution of the Charity, the Member Institutions of the Charity or, subject to any resolution of Council the Trustees, may resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on the dissolution or winding up of the Charity be applied or transferred in any of the following ways:

60.1.1 directly for the objects of the Charity; or

60.1.2 to any institution or institutions which is or are regarded as charitable under the law of every part of the United Kingdom:

(a) for purposes similar to the objects of the Charity; or

(b) for use for particular purposes that fall within the objects of the Charity.

- 60.2 In no circumstances shall the net assets of the Charity be paid to or distributed among the Member Institutions of the Charity under this Article 60 (except to a Member Institution that is itself an institution chosen to benefit under this Article 60).
- 60.3 If no resolution is passed in accordance with Article 60.1 the net assets of the Charity shall be applied for such purposes regarded as charitable under the law of every part of the United Kingdom as are directed by the Charity Commission.

SCHEDULE

INTERPRETATION – DEFINED TERMS

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	“Accredited Training Course”	a training course that has been accredited by the Charity or that the Trustees consider constitutes an equivalent training course;
1.2	“Address”	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.3	“Adviser”	has the meaning given in Article 26.
1.4	“Articles”	the Charity’s articles of association;
1.5	“Associate Member”	a non-voting member of the Charity as set out in Article 32;
1.6	“Authorised Representative”	an authorised representative of a Member Institution appointed to attend general meetings of Council as set out in Article 28.4
1.7	“Chair”	has the meaning given in Article 24.3;
1.8	“Charity”	The British Psychoanalytic Council;
1.9	“Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.10	“Clear Days”	in relation to the period of a notice, that 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;
1.11	“Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Charity;
1.12	“Connected”	any person falling within one of the following categories: (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or (b) the spouse or civil partner of any person in (a);

or

(c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or

(d) any company, partnership or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital excluding a Member Institution;

1.13	“Council”	means the Member Institutions collectively as set out in Article 28.1 who are represented by their Authorised Representative(s);
1.14	“Document”	includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
1.15	“Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.16	“Financial Expert”	an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;
1.17	“Hard Copy” and “Hard Copy Form”	have the meanings respectively given to them in the Companies Act 2006;
1.18	“Honorary Treasurer”	has the meaning given in Article 24.5;
1.19	“Lay Trustee”	means a Trustee that is not a Registrant or retired Registrant;
1.20	“Member Institution”	means a member of Council and a member of the Charity for the purposes of the Companies Act 2006;
1.21	“Proxy Notice”	has the meaning given in Article 48;
1.22	“Proxy Notification Address”	has the meaning given in Article 49;
1.23	“Public Holiday”	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
1.24	“Registrant”	means a member of a Member Institution admitted as a registrant of the Charity in accordance with Article

- 28.6;
- 1.25 **“Rules”** means rules made in accordance with Article 12;
- 1.26
- 1.27 **“Secretary”** the secretary of the Charity (if any);
- 1.28 **“Subsidiary Company”** any company in which the Charity holds more than 50% of the shares, controls more than 50% of the voting rights attached to the shares or has the right to appoint a majority of the board of the company;
- 1.29 **“Trustee”** a director of the Charity, and includes any person occupying the position of director, by whatever name called; and
- 1.30 **“Vice-Chair”** has the meaning given in Article 24.4;
- 1.31 **“Writing”** 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.
2. Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Charity.