
Proposed changes to the Articles of Association of the United Kingdom Council for Psychotherapy

COMPANY LIMITED BY GUARANTEE

Articles of Association of The United Kingdom Council for Psychotherapy (the "Charity")
(Company number 03258939)

Interpretation

1. In these articles:

- (1) "Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), insofar as they apply to the Charity;
- (2) "address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a telephone number for receiving text messages, in each case registered with the Charity;
- (3) "the Charity" or "UKCP" means the company intended to be regulated by these articles;
- (4) "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;
- (5) "the Commission" means the Charity Commission for England and Wales;
- (6) "meeting" includes, except where inconsistent with any legal obligation:
 - a physical meeting;
 - a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and
 - telephone conferencing;
- (7) "Members" refers to those individuals and organisations granted membership in accordance with Article 8;
- (8) "Members' Forum" has the meaning given to it in Article 28;
- (9) "the seal" means the common seal of the Charity if it has one;
- (10) "sSecretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant

or deputy secretary;

- (11) "Standing Orders" means the Standing Orders made by the Trustees pursuant to Article 38(1)
- (12) "the Trustees" means the Directors of the Charity. The Directors of the Charity are Charity Trustees as defined by Section 177 of the Charities Act 2011;
- (13) "the United Kingdom" means Great Britain and Northern Ireland;
- (14) words importing one gender shall include all genders, and the singular includes the plural and vice versa;
- (15) unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Charity;
- (16) apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.
- (17) the relevant model articles for a company limited by guarantee are hereby expressly excluded.

Preliminary

2. The Charity's objects ("the Objects") are

- (1) to promote the art and science of psychotherapy and psychotherapeutic counselling for the public benefit;
- (2) to promote research in psychotherapy and psychotherapeutic counselling and to disseminate the results of any such research; **and**
- (3) to promote high standards of education and training and practice in psychotherapy and psychotherapeutic counselling; **and**
- (4) to promote the wider provision of psychotherapy and psychotherapeutic counselling for all sections of the public.

3. (1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):

- (a) to create and maintain registers and listings of properly qualified psychotherapeutic practitioners for the benefit of the general public;
- (b) to encourage the exchange and understanding of the different theories and practices within psychotherapy;
- (c) to represent the Charity's members to other professions, institutions, the Government and the public;

- (d) to publish guidelines for ethics and codes of practice, and to establish processes for the practice of psychotherapy and psychotherapeutic counselling for the protection of the public;
- (e) to make available to other professions, to the public and to the Government knowledge and understanding of the theory and practice of psychotherapy and psychotherapeutic counselling, including the diversity of approaches and their applications;
- (f) to disseminate information through publications, meetings and conferences on the nature of psychotherapy and its application;
- (g) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Charity;
- (h) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (i) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (j) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;
- (k) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land;
- (l) to co-operate with other Charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (m) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (n) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other Charity formed for any of the Objects;
- (o) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (p) to employ, **enlist** and remunerate such staff **and volunteers** as are necessary for carrying out the work of the Charity.
- (q) to:
 - (i) deposit or invest funds;
 - (ii) employ a professional fund-manager; and
 - (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the Trustees of a trust are permitted to do by the Trustee Act 2000;

- (r) to provide indemnity insurance for the Board of Trustees or any other officer of the Charity in relation to any such liability as is mentioned in article 3(2), but subject to the restrictions specified in article 3(3);
- (s) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a Charity;
- (t) to insure the property of the Charity against any foreseeable risk and take out other insurance policies to protect the Charity when required; and**
- (u) to do ~~all such other lawful things as are necessary for the achievement of~~ **anything else within the law which promotes or helps to promote** the Objects.

(2) The liabilities referred to in article 3(1)(r) are:

- (a) any liability that by virtue of any rule of law would otherwise attach to a Trustee of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;
- (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

(3) (a) The following liabilities are excluded from article 3(2)(a):

- (i) fines;
- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Trustee or other officer;
- (iii) liabilities to the Charity that result from conduct that the Trustee or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.

- (b) There is excluded from article 3(2)(b) any liability to make such a contribution where the basis of the Trustee's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

4. The liability of the members is limited.

5. Every member promises, if the Charity is dissolved while he or she is a member or within

twelve months after he or she ceases to be a member, to contribute such sum, not exceeding £1, as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

6. (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) by transfer to any Charity or Charities for purposes similar to the Objects; or
 - (c) to any Charity for use for particular purposes that fall within the Objects.
- (2) Subject to any such resolution of the members of the Charity, the Board of Trustees of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any Charity or Charities for purposes similar to the Objects; or
 - (c) to any Charity or Charities for use for particular purposes that fall within the Objects.
- (3) If no such resolution is passed by the members or the Board of Trustees the net assets of the Charity shall be applied for charitable purposes as directed by ~~the court or~~ the Commission.

Benefits and Conflicts

7. (1) The property and funds of the Charity must be used only for promoting the Objects and do not belong to the Members but:
- (a) Members who are not Trustees or **Connected Persons** may be employed by or enter into contracts with the Charity and receive reasonable payment for goods or services supplied; and,
 - (b) Subject to compliance with Article 7(4):
 - (i) Members, Trustees and Connected Persons may be paid interest at a reasonable rate on money lent to the Charity;
 - (ii) Members, Trustees and Connected Persons may be paid a reasonable rent or hiring fee for property let or hired to the Charity; and
 - (iii) Members, Trustees and Connected Persons may receive charitable benefits on the same terms as any other beneficiaries **of the charity**.
- (2) A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Charity except:
- (a) as mentioned in Articles 7(1) or 7(3);
 - (b) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Charity;

- (c) the benefit of indemnity insurance as permitted by the Charities Act;
- (d) an indemnity in respect of any liabilities properly incurred in running the Charity (including the costs of a successful defence to criminal proceedings);
- (e) in exceptional cases, other payments or benefits (but only with the written consent of the Commission in advance and where required by the Companies Act the approval or affirmation of the Members).

(3) No Trustee or Connected Person may be employed by the Charity except in accordance with Article 7(2)(e), but any Trustee or Connected Person may enter into a contract with the Charity, as permitted by the Charities Act, to supply goods or services in return for a payment or other material benefit but only if:

- (a) the goods or services are actually required by the Charity, and the Board decides that it is in the best interests of the Charity to enter into such a contract;
- (b) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 7(4); and
- (c) no more than half of the Board are subject to such a contract in any financial year.

(4) Subject to Clause 7(5), any Trustee who **has a conflict of interest** (becomes a **Conflicted Trustee**) in relation to any matter must:

- (a) declare the nature and extent of his or her interest **to the Board** before discussion begins on the matter;
- (b) withdraw from the meeting for that item after providing any information requested by the Trustees;
- (c) not be counted in the quorum for that part of the meeting; and
- (d) be absent during the vote and have no vote on the matter.

(5) When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Charity to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:

- (a) continue to participate in discussions leading to the making of a decision and/or to vote, or
- (b) disclose to a third party information confidential to the Charity, or
- (c) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Charity or
- (d) refrain from taking any step required to remove the conflict.

(6) This provision may be amended by special resolution but, where the result would be to permit any material benefit to a Trustee or Connected Person, only with the prior written consent of the Commission.

Members

8. (1) Membership is open to other individuals or organisations who:
 - (a) apply to the Charity in the form required by the Board of Trustees; and
 - (b) ~~are approved by the Board of Trustees or are admitted into membership in accordance with the criteria and procedures~~ **fulfil the relevant membership criteria** agreed by the Board of Trustees **and set out from time to time in the Standing Orders**
- (2) (a) ~~The Board of Trustees UKCP~~ **UKCP** may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- (b) ~~The Board of Trustees UKCP~~ **UKCP** must inform the applicant in writing of the reasons for the refusal within twenty-eight days of the decision.
- (c) The Board of Trustees must consider any written representations the applicant may make about the decision. The Board of Trustees' decision following any written representations must be notified to the applicant in writing but shall be final.
- (d) ~~The Board of Trustees UKCP~~ **UKCP** may defer an application, or require an application to be resubmitted.
- (3) Membership is not transferable ~~to anyone else~~.
- (4) ~~The Board of Trustees UKCP~~ **UKCP** must keep a register of names and addresses of the members **and will publish the names of Full Clinical Members**.

Classes of Membership

9. (1) There shall be such categories of ~~members~~ **Individual Member and Organisational Members** of the Charity as the ~~byelaws~~ **Board of Trustees** shall prescribe **from time to time**. The qualifications, method and terms of admission, rights, privileges and obligations of each of the categories of membership shall be as prescribed **below and** in the **Standing Orders** ~~Byelaws~~.
- (2) **At the date of adoption of these revised Articles the classes of membership are Organisational (Full, Contingent or Affiliate) and Individual (Full Clinical, Full Non-clinical, Therapist-in-Training, Student, Affiliate or Retired).**
- (3) **Full individual (Full Clinical and Full non-Clinical) members (and Full Organisational Members) shall each be eligible to vote and Full Organisational Members shall be eligible to sponsor individuals for membership of UKCP.**
- (4) The Board of Trustees may not directly or indirectly alter the rights or obligations attached to a class of membership except as provided in this section.

Termination of Membership

10. Membership is terminated if:
 - (1) the member dies or, if it is an organisation, ceases to exist;

- (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the Charity is not paid in full within three months of it falling due;
- (4) the member is removed from membership by a resolution of the Board of Trustees that it is in the best interests of the Charity 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 twenty-one days' notice in writing of the meeting of the Board of Trustees at which the resolution will 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 Charity) has been allowed to make representations to the meeting.
- (5) The member is removed from the UKCP 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) **The member ceases to fulfil the relevant conditions of membership which apply from time to time for their class of membership. Alternatively, where appropriate, with the consent of UKCP and the member, the membership may be reclassified or made subject to conditions.**

General Meetings

- 11.1 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 Secretary 48 hours before the commencement of the meeting).
- 11.2 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.
- 11.3 There is a quorum at a general meeting if the number of Members present in person or by proxy is at least two.
- 11.4 The Chair or (if the Chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting
- 11.5 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by **ordinary resolution**.

Board of Trustees

12. (1) A Trustee must be a natural person aged 18 years or older.
- (2) No one may be appointed a Trustee if he or she would be disqualified from acting under the provisions of these articles **or if they are subject to any regulatory investigation or is disqualified under the Companies Acts or the Charities Act from acting as a charity trustee.**
- (4) The number of Trustees shall be not less than three but shall not exceed 12.
- (5) The Board of Trustees shall comprise:
 - a) an elected **chair (the "UKCP Chair")** who is a UKCP psychotherapist or psychotherapeutic counsellor
 - b) an elected vice chair (**the "UKCP Vice Chair"**) who is a UKCP psychotherapist or psychotherapeutic counsellor
 - c) four directly elected members of UKCP
 - d) up to three lay members, appointed by the Board who shall not be UKCP members or employees and shall not be from psychological professions
 - e) an **Honorary** Treasurer, appointed by the Board **in accordance with Article 15(8)**
 - f) up to two people co-opted onto the Board, by the Board, as required. Any persons so appointed must stand down at the next opportunity, as determined by the Board, to then stand to be elected or appointed as a trustee. Article 14(1) does not apply to co-opted members.
- (6) The vacancy of any of the seats specified in this Article shall not invalidate any action or proceedings of the Board of Trustees.
- (7) The ~~Company~~ Secretary and Chief Executive (**as appointed under Article 27**) may attend meetings but shall not have a vote.
- (8) A Trustee may not appoint an alternate Trustee or anyone to act on his or her behalf at meetings of the Board of Trustees.

Powers of Board of Trustees

13. (1) The Trustees shall manage the business of the Charity and may exercise all the powers of the Charity 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 Board of Trustees.
- (3) Any meeting of Board of Trustees at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board of Trustees.

Term of office and Retirement

14. (1) One-quarter of the number of Trustees in office on January 1 of any year must resign in that calendar year. In the event that the requisite number of Trustees do not voluntarily resign, the longest serving trustees, excluding the **UKCP Chair**, by total time served shall cease to hold office as Trustees as of December 31 of said year. Trustees who so resign or are terminated shall be eligible for subsequent appointment or election as Trustee, subject to any other applicable provision of these articles.
- (2) No Trustee shall serve in excess of ninety-six months. After a first term of forty-eight months has been completed, they may stand for re-election and, if successful, may serve a second term of a further forty-eight months.
- (3) The ~~m~~Maximum term for any trustee (excluding co-opted) is ninety-six consecutive months in either single or combined capacities. Following exhaustion of this time limit they may only stand for office upon the elapse of twenty-four months following their retirement.

Election and Appointment of Trustees, ~~Chair of~~ UKCP Chair and Vice Chair

15. (1) The UKCP Chair, UKCP Vice Chair and the 4 directly elected members to the Board of Trustees shall be ~~full member~~ **Full Clinical or Full Non-clinical** members of UKCP (**as defined by the Standing Orders**) and shall be elected by a vote of the membership. They shall have been full members of UKCP ~~or registrants~~ in good standing for at least 2 years.
- (2) **All Trustees must be in good standing with any applicable regulator and (subject to the waiver provisions) must not be disqualified by virtue of the Charities Act 2011 (or equivalent legislation).**
- (3) Elections shall be conducted under the supervision of the ~~Company~~ Secretary.
- (4) Elections may be conducted by mailed ballot, by electronic voting system, or by any other process, determined by the Board of Trustees, that fairly and reasonably ensures equal voting access by all members. Members shall be provided notice of the election at least 60 days clear of the election.
- (5) The nomination of candidates for Trustee, **UKCP Chair** ~~of UKCP~~ or **UKCP Vice Chair** shall proceed as provided in the **Standing Orders**.
- (6) The Board of Trustees shall call an election at least once in every calendar year in which the position of **UKCP Chair** ~~of UKCP~~ or a Trustee has been vacant for at least six months.
- (7) In the event of vacancy of the position of **UKCP Chair** ~~of UKCP~~, **UKCP Vice Chair** or a Trustee, the Board of Trustees may by resolution appoint a person who is

willing to act to be a Trustee or **UKCP** Chair ~~of UKCP~~ or **UKCP** Vice Chair ~~of UKCP~~. Any person so appointed, whose seat is subject to election, must retire at the next election called by the Board of Trustees, but may be elected if eligible to stand.

- (8) The Honorary Treasurer shall be appointed by the Board of Trustees.
- (9) Trustees appointed by the Board of Trustees shall be put forward for confirmation by the membership at the next scheduled election.
- (10) The appointment of a Trustee, whether by election or by the other Trustees, must not cause the number of Trustees to exceed any number fixed as the maximum number of Trustees.

Disqualification and Removal of Trustees and **UKCP** Chair ~~of UKCP~~ and Vice Chair

16. A Trustee shall cease to hold office if he or she:

- (1) ceases to be a Trustee by virtue of any provision in the Companies Acts or is prohibited by law from being a Trustee;
- (2) is disqualified from acting as a Trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- (3) holds a seat for which Charity membership is required and ceases to be a member of the Charity;
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (5) resigns as a Trustee by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or
- (6) is absent without the permission of the Board of Trustees from all their meetings held within a period of six consecutive months and the Board of Trustees resolve that his or her office be vacated.

17. A Trustee, **UKCP** Chair or **UKCP** ~~Vice~~ ~~Chair~~ ~~of UKCP~~ may be removed from office by a removal election.

- (1) A removal election shall be held within 120 days of the receipt by the ~~Company~~ Secretary of either notice of a vote of 75% of the Members' Forum or petitions signed by two (2) percent of the number of members as of the first day of the month of the receipt of the first petition.
- (2) Members shall be provided notice of the removal election at least 30 days clear of the deadline for voting.
- (3) The election ~~may be mailed or electronic ballot~~ **will be conducted in accordance**

with Article 15(4).

Trustees' and Chief Executive Remuneration

18. **(1) Subject to Article 24**, there shall be a Remuneration, **Appointments** and Performance Management **Sub** Committee of the Trustees ("**RAPMC**") that shall review the performance of any Trustee, **officers and volunteers** that receives remuneration for services rendered to the Charity.
 - (2) The **RAPMC** shall set the terms of service and remuneration for trustees, **officers (as set out in the Standing Orders)** and volunteers and ensure that they are consistent with the Charity Commission guidelines.
 - (3) The ~~Committee~~ **RAPMC** will also review the performance and remuneration of the Chief Executive ~~Officer~~.
 - (4) **The RAPMC will approve Colleges' and any Faculties' method of appointment or election of their representatives to the Members' Forum established under Article 28 and the process by which the Members Forum shall elect its Moderator from among its members.**
 - (5) The **RAPMC** ~~Committee~~ shall be composed of a subset of the **Trustees and all proceedings of the Remuneration Committee RAPMC must be reported promptly to the Board of Trustees.**

Proceedings of Board of Trustees

19.
 - (1) The Board of Trustees may regulate their proceedings as they think fit, subject to the provisions of the articles.
 - (2) Any Trustee may call a meeting of the Board of Trustees.
 - (3) The ~~Company~~ Secretary must call a meeting of the Board of Trustees if requested to do so by a Trustee.
 - (4) Questions arising at a meeting shall be decided by a majority of votes.
 - (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
 - (6) Any trustees may participate in a meeting of the Board of Trustees or a committee of the Trustees by means of a conference telephone, video conferencing facility or similar communications equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at such meeting and shall be entitled to vote and be counted in the quorum. Such meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chair of the meeting is located.

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20. (1) No decision may be made by a meeting of the Board of Trustees unless a quorum is present at the time the decision is purported to be made.
- (2) The quorum shall be two or the number nearest to one third of the total number of Trustees, whichever is the greater, or such larger number as may be decided from time to time by the Board of Trustees.
- (3) A Trustee shall not be counted in the quorum present when any decision is made about a matter upon which that Trustee is not entitled to vote.
21. If the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies.
22. (1) In the absence of the elected ~~Chair of~~ UKCP **Chair**, the Board of Trustees shall appoint a Trustee to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the Board of Trustees or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Board of Trustees present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Board of Trustees shall have no functions or powers except those conferred by these articles or delegated to him or her by the Board of Trustees.
23. (1) A resolution in writing signed by a majority of the Trustees entitled to receive notice of a meeting of Board of Trustees or of a committee of Trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board of Trustees or (as the case may be) a committee of Trustees duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Trustees.

Delegation

24. (1) Subject to the Articles, the Board of Trustees may delegate any of the powers which are conferred on it under the articles—
- (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories; and
 - (e) on such terms and conditions;
- as they think fit.
- (2) If the Board of Trustees so specify, any such delegation may authorise further delegation of the Board of Trustees' powers by any person to whom they are delegated.

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- (3) The Board of Trustees may revoke any delegation in whole or part, or alter its terms and conditions.
 - (4) The terms of delegation to a committee must be recorded **in writing** and the Board of Trustees may impose conditions when delegating, including the conditions that:
 - (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Board of Trustees
 - (5) All acts and proceedings of any committees must be fully and promptly reported to the Board of Trustees.
25. (1) Subject to Article 25(2), all acts done by a meeting of Board of Trustees, or of a committee of Trustees, shall be valid notwithstanding the participation in any vote of a Trustee:
- (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
 - (d) if without:
 - 1. the vote of that Trustee; and
 - 2. that Trustee being counted in the quorum;
 - (e) the decision has been made by a majority of the Trustees at a quorate meeting.
- (2) Article 25(1) does not permit a Trustee to keep any benefit that may be conferred upon him or her by a resolution of the Board of Trustees or of a committee of Trustees if, but for Article 25, the resolution would have been void, or if the Trustee has not complied with article 7.

UKCP Chair and Officers

26. The **UKCP** Chair ~~of UKCP~~ shall be an individual Full Clinical or Full Non-clinical member of the Charity **(as defined by the Standing Orders)** and shall be a Trustee and Chair of the Board of Trustees.
27. There shall be a Chief Executive and a **Company** Secretary of the Charity who shall be appointed by the Board of Trustees.
- (1) The Chief Executive shall be responsible to the Board for the day-to-day management of the Charity.
 - (2) The **Company** Secretary shall be responsible to the Board of Trustees for the administration of the proceedings of the Board of Trustees, for the meetings and elections of the membership, and for the maintenance of the Charity's records as prescribed by law.

~~The Remuneration and Performance Management Committee of the Trustees shall annually review the performance of the Chief Executive.~~

Members' Forum

28. (1) There shall be a Members' Forum which shall be consulted on the future direction and strategy of the Charity and advise and collaborate with the Board of Trustees accordingly and shall have such other rights, duties and responsibilities as are prescribed in these Articles and the Byelaws of the Charity. The Forum shall consist of a maximum of sixty members with such qualifications and shall be elected or constituted in such manner and shall hold office for such period and on such terms as the Byelaws **or Standing Orders** prescribe. The Members' Forum shall elect a moderator from among its members.
- (2) The Members' Forum shall meet at times and places selected by the Board of Trustees, or at any time on the call of its moderator or by a petition signed by a majority of its members.
- (3) The Members' Forum has the power to submit questions or recommendations to the Board of Trustees, which shall be considered by the Board of Trustees no later than its next regularly scheduled meeting.
- (4) The Members' Forum has the power to call for a removal election of the elected Trustees, the **UKCP** Chair or a **UKCP** Vice Chair ~~of UKCP~~ as provided in Article 17.
- (5) The Board of Trustees shall notify the Members' Forum of any proposed amendment to the Byelaws. No such amendment may be adopted by the Board of Trustees until a meeting of the Members' Forum has occurred.

Seal

29. If the Charity has a seal it must only be used by the authority of the Board of Trustees. The Board of Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second Trustee.

Minutes

30. The Board of Trustees must keep minutes of all:
- (1) Appointments of officers made by the Trustees;
 - (2) Proceedings at meetings of the Charity;
 - (3) Meetings of the Board of Trustees and committees of Trustees including:
 - (a) the names of the Trustees present at the meeting;
 - (b) the decisions made at the meetings; and
 - (c) where appropriate the reasons for the decisions.

Accounts

31. (1) The Board of Trustees 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 follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Board of Trustees must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

32. (1) The Board of Trustees must comply with the requirements of the Charities Act 2011 with regard to:
 - (a) the transmission of the statements of account to the Charity;
 - (b) the preparation of an Annual Report and its transmission to the Commission;
 - (c) the preparation of an Annual Return and its transmission to the Commission.
- (2) The Board of Trustees must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

Notices

33. Any notice to be given to or by any person pursuant to the articles:
 - (1) must be in writing; or
 - (2) must be given in electronic form as prescribed by the provisions in the Companies Act 2006.
34. (1) The Charity may give any 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 **as held by UKCP**; or
 - (c) by leaving it at the address **as held by UKCP** of the member; or
 - (d) by giving it using electronic communications to the member's **email** address **as held by UKCP**.
- (2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.
- (3) Publication in the UKCP's magazine and on the UKCP website shall constitute due notice to members for any purpose under these articles.
35. A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
36. (1) Proof that an envelope containing a notice was properly addressed, prepaid

and posted shall be conclusive evidence that the notice was given.

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

Indemnity

37. The Charity shall indemnify every Trustee, Auditor, Reporting Accountant, or other officer of the Charity against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application under Section 1157 of the Companies Act 2006, in which relief is granted by the court from liability for negligence, default, or breach of duty or breach of trust in relation to the Charity.

Byelaws and Standing Orders

38.
 - (1) The Board of Trustees may from time to time make such reasonable and proper **byelaws ("Byelaws") and/or Standing Orders** as they may deem necessary or expedient for the proper conduct and management of the Charity. Consultation on any such change will be conducted according to procedures defined in the Standing Orders.
 - (2) The Byelaws **or Standing Orders** may regulate the following matters but are not restricted to them:
 - (a) *the admission of members of the Charity (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;*
 - (b) *the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;*
 - (c) *the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;*
 - (d) *generally, all such matters as are commonly the subject matter of company rules.*
 - (3) The membership may resolve by ordinary resolution to alter, add to or repeal the Byelaws.
 - (4) The Board of Trustees must adopt such means as they think sufficient to bring the Byelaws **and Standing Orders** to the notice of members of the Charity.
 - (5) The Byelaws shall be binding on all members of the Charity. No Byelaw shall be inconsistent with, or shall affect or repeal anything contained in, these articles.