

UKCP Phase 1 Articles of Association

What is changing and what it means for members

UKCP's Articles are the rules that explain how the organisation is governed. This guide compares the 2019 Articles with the proposed changes approved by the Board on 25 September 2026. Members will be asked to approve the proposals at the General Meeting on 27 November 2026.

The proposals aim to make meetings easier to take part in, strengthen accountability and clarify governance responsibilities. They retain UKCP's charitable purpose and the main Board structure while wider questions are considered in Phase 2 of the review.

Phase 1 comparison

Area	Existing position	Phase 1 change	What this means for members
Charitable objects	Existing UKCP charitable objects.	No substantive change.	UKCP's charitable purpose stays the same, providing continuity while its governance rules are updated.
Members and Associates	Membership categories existed but the constitutional distinction was not always as explicit.	Clearer distinction between company-law Members and Associates.	Helps you understand who holds membership and voting rights under UKCP's rules.
General Meetings	Existing meeting provisions were comparatively limited and less suited to current ways of working.	Article 11 is substantially expanded and reorganised.	Provides clearer rules for member meetings, so you can understand how to take part and how decisions are made.
Annual General Meeting	No express requirement to hold an AGM every calendar year.	An AGM must be held every calendar year and identified as such in the notice. It will usually consider the previous financial year's accounts and report on activities.	Strengthens accountability and gives members an annual opportunity to hear about UKCP's work and finances, ask questions and engage with its leadership.
Members requiring a GM	Member-led meeting arrangements were less clearly expressed.	The Board must give notice calling a General Meeting within 14 days of receiving a valid written request from at least 5% of Members entitled to vote.	Gives members a clear way to bring matters to a General Meeting and requires the Board to issue the meeting notice within a set time.

Area	Existing position	Phase 1 change	What this means for members
Notice of GMs	At least 14 and no more than 28 clear days' notice.	At least 14 clear days' written notice; the 28-day maximum is removed. Shorter notice requires agreement from at least 90% of eligible Members.	Keeps the usual minimum notice period and allows meetings to be announced further ahead, giving you more time to plan.
Quorum	Two Members present in person or by proxy.	20 Members present in person or by proxy. Electronic participants count if they can hear the chair and vote. Separate rules apply to adjourned meetings.	Requires a larger minimum number of members to be represented before decisions can be taken. Your attendance or proxy can help the meeting reach this threshold.
Proxy voting	Proxy provisions existed but were less developed.	Detailed provisions cover appointment, voting, polls and submission of proxies.	Enables you to have your vote represented when you cannot attend, with clearer rules for appointing someone to vote on your behalf.
Electronic / hybrid meetings	The existing Articles did not contain the same comprehensive framework for modern meeting formats.	Express provision for physical, electronic and hybrid General Meetings, including electronic voting.	Makes participation easier if you cannot travel, helping more members take part in discussions and decisions.
Voting and polls	Existing voting machinery applied.	Clearer rules for shows of hands, polls and voting at electronic/hybrid meetings.	Makes it clearer how votes are taken and counted, including at online and hybrid meetings.
Good Standing	The concept existed operationally but was not defined in this way within the Articles.	Good Standing is defined for Article 15 using current registration, subscription and sanction criteria.	Makes the registration, subscription and disciplinary requirements for standing in these elections clearer to candidates and voters.
Trustee eligibility	Chair, Vice Chair and four directly elected trustees could be full Members or registrants in good standing for the preceding two years.	These trustees must have been full Members in Good Standing for at least the two years immediately before standing for election. Current sanctions and legal disqualification are expressly addressed.	Helps you understand who can stand for election and the standards candidates must meet.

Area	Existing position	Phase 1 change	What this means for members
Trustee removal	Existing removal mechanisms, including member and Forum routes.	Adds a Board route: at least 75% of the other trustees present and voting must support removal in the Charity's best interests, with at least half of serving trustees present. Prior written notice, a reasonable opportunity to make representations, and consideration of those representations are required.	Strengthens trustee accountability while providing notice and an opportunity to respond. Existing member removal rights remain.
Board structure	Chair, Vice Chair, elected trustees, lay trustees, Treasurer and co-opted trustees formed the core structure.	Broadly retained.	Keeps the main Board structure in place while wider questions are considered in the next stage of the review, known as Phase 2.
Trustee terms and rotation	48-month terms, a maximum of 96 consecutive months, and a separate requirement for one quarter of trustees to retire each calendar year.	48-month terms and the 96-month consecutive limit are retained, including the co-opted-service exception and 24-month break. The separate annual retirement-by-rotation provision is removed.	Keeps the main limits on how long trustees serve while removing the separate requirement for a quarter of trustees to retire each year.
Chief Executive / Company Secretary	Both roles were expressly provided for; the Secretary administered meetings, elections and statutory records.	The existing Chief Executive provision is retained. The requirement for a Company Secretary is removed; specified responsibilities move to the Board, Chief Executive or an authorised officer.	Allocates responsibility for meetings, elections and other governance tasks differently. The Chief Executive role remains.
Members' Forum	The Forum is constitutionally established with defined consultation and removal-election powers.	Substantially retained, including its Article 27 role.	Preserves the Forum's role in bringing members' views into UKCP's governance while its future is considered in Phase 2.
Byelaws	Existing Byelaw framework gave the Board and membership defined powers.	Broad framework retained, including members' ordinary-resolution power to alter, add to or repeal Byelaws.	Preserves members' power to change the more detailed rules supporting the Articles by an ordinary resolution, which requires a simple majority of votes cast.
Remuneration and Performance Management Committee	A dedicated committee was required to review paid trustees and the Chief Executive's performance and remuneration.	The dedicated constitutional committee provision is removed. Existing trustee-payment restrictions remain.	Allows more flexibility in internal committee arrangements. Restrictions on paying trustees remain.

Area	Existing position	Phase 1 change	What this means for members
Common seal	The Articles provided for use of a common seal, if UKCP had one, with Board authorisation and specified signatories.	The common-seal provision is removed.	Simplifies internal arrangements for formal documents. This has no direct effect on your membership or voting rights.

Key message

The proposed changes give members more ways to participate and clearer rules for meetings and voting. An annual AGM will provide a regular opportunity to hear about UKCP's work and finances, ask questions and engage with its leadership. The proposals also clarify trustee eligibility and strengthen accountability.

What changes: annual General Meetings; meeting notice, quorum, voting and electronic participation; trustee eligibility and removal; annual trustee retirement by rotation; Company Secretary, committee and common-seal provisions.

What stays broadly the same: charitable objects; core Board structure; 48-month trustee terms and the 96-month consecutive service limit; the Members' Forum and its principal constitutional role; the broad Byelaw framework.