



DOCUMENT A

COMPANY LIMITED BY GUARANTEE

Articles of Association of The United Kingdom Council for Psychotherapy (the "Charity")
[(as adopted by a special resolution passed by the Members at a General Meeting held on 27 November 2026)]

(Company number 03258939)

Interpretation

1. In these Articles of Association (these "Articles"):

- (1) "address" means a postal address or, for the purposes of electronic communication, an e-mail address or a telephone number for receiving text messages, in each case registered with the Charity;
- (2) "Associate" means an individual or organisation which is not a Member of the Charity for company law purposes but which has such rights as the Board may determine from time to time and as may be set out in the Byelaws;
- (3) "the Board" means the board of Trustees of the Charity;
- (4) "the Byelaws" means any byelaws, standing orders or regulations made in accordance with these Articles;
- (5) "the Charity" or "UKCP" means the company intended to be regulated by these Articles;
- (6) "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;
- (7) "the Commission" means the Charity Commission for England and Wales;
- (8) "Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), insofar as they apply to the Charity;
- (9) "Good Standing" means for the purposes of Article 15(1), a person has good standing when they are on the UKCP Register and meet the following criteria:
 - (a) they have paid any subscription fees due by them; and
 - (b) is not subject to any form of sanction, suspension or disciplinary censure imposed by UKCP or any other professional body;
- (10) "Member" means a member for company law purposes of the Charity and shall refer to a full individual member and/or a full organisational member, as the case may be, who, for

the avoidance of doubt, shall have voting rights at a general meeting of the Charity and the further rights as set out in the Byelaws;

- (11) "Ordinary Resolution" means a resolution agreed by a simple majority of the Members present and voting at a general meeting, or, in the case of a written resolution, by Members who together hold a simple majority of the voting rights;
- (12) "Special Resolution" means a resolution agreed by a 75% majority of Members present and voting at a general meeting, or, in the case of a written resolution, by Members who together hold 75% of the voting rights;
- (13) "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;
- (14) "the UKCP Register" means the Charity's national register of psychotherapists and psychotherapeutic counsellors;
- (15) "the United Kingdom" means Great Britain and Northern Ireland;
- (16) words importing one gender shall include all genders, and the singular includes the plural and vice versa;
- (17) 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; and
- (18) 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.
- (19) 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
- (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 and remunerate such staff 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 do all such other lawful things as are necessary for the achievement of 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.
- (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 becomes a Conflicted Trustee in relation to any matter must:
- (a) declare the nature and extent of his or her interest 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) The provisions of Article 8 shall apply to both Members and Associates unless specifically stated otherwise. 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 agreed by the Board of Trustees
- (2) (a) The Board of Trustees 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 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 may defer an application, or require an application to be resubmitted.
- (3) Membership is not transferable to anyone else.
- (4) The Board of Trustees must keep a register of names and addresses of the Members.

Classes of Membership

9. (1) The provisions of Article 9 shall apply to both Members and Associates unless specifically stated otherwise. There shall be such categories of Members of the Charity as the Byelaws shall prescribe. The qualifications, method and terms of admission, rights, privileges and obligations of each of the categories of membership shall be as prescribed in the Byelaws.
- (2) 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. The provisions of Article 10 shall apply to both Members and Associates unless specifically stated otherwise. 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) in the case of a Member who is a full individual member only, 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.

11.1 Annual General Meetings

- 11.1.1 The Charity shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.
- 11.1.2 At an annual general meeting, the business to be conducted will usually include the presentation of the accounts of the Charity for the previous financial year and a report on the Charity's activities to the Members.

11.2 General Meetings

- 11.2.1 All general meetings except annual general meetings are called general meetings.

11.3 Calling of General Meetings

- 11.3.1 The Board may call a general meeting at any time and must give notice calling a general meeting within 14 days of receiving a valid written request from not less than five per cent. of the Members who have a right to vote at general meetings.

11.4 Notice of General Meetings

- 11.4.1 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' Written notice (for the purposes of this Article, "in Writing" includes notice given by website in accordance with Article 32(3)). The notice must:
 - (a) indicate the place (unless it is an electronic only meeting), date, time and the general nature of the business to be discussed and, if a Special Resolution is to be proposed, set out the exact wording of the Special Resolution; and
 - (b) include a statement informing the Members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting.

- 11.4.2 Notice of the meeting must be given to all Members and Trustees of the Charity in accordance with Article 32. A meeting may be held on shorter notice by the agreement of not less than 90 per cent. of the Members entitled to attend and vote at it.

11.5 Quorum for General Meetings

- 11.5.1 Business may be transacted at a general meeting only if a quorum of Members is present in person or by proxy.
- 11.5.2 A quorum is 20 Members.
- 11.5.3 If an electronic meeting is to be held or Members are given the option to access the meeting electronically, a person shall also be considered present if they have electronically accessed the meeting, are able to hear the chair of the meeting speak and have the ability to vote on any resolutions at the meeting.

11.6 Chair of a General Meeting

- 11.6.1 The Chair (if any) of the Board should preside as chair at every general meeting of the Charity.
- 11.6.2 If there is no Chair, or if they are not present within 15 minutes after the appointed starting time or they are unwilling to take the chair, the Board shall select the chair of the meeting and in default the Members at the meeting shall select one of their number to chair the meeting.

11.7 Adjournment if no Quorum

- 11.7.1 If a quorum is not present within half an hour after the appointed starting time, the meeting shall be adjourned to another day, time and place as the Board may decide, except where the meeting was called by the demand of Members, in which case it must be dissolved. Articles 11.8.2 and 11.8.4 shall apply to an adjourned meeting.
- 11.7.2 The Board must give at least seven Clear Days' Written notice of the reconvened meeting stating the date, time and, if being held in person, the place of the meeting (unless it is an electronic only meeting).
- 11.7.3 If no quorum is present at the reconvened meeting within half an hour of the appointed starting time, the Member or Members present at that time shall constitute the quorum for that meeting.

11.8 Adjournment of a General Meeting

- 11.8.1 The chair of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting.
- 11.8.2 The chair of the meeting must decide the date, time and, if being held in person, the place at which the meeting is to be reconvened, unless these details are specified in a resolution.
- 11.8.3 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 11.8.4 If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting.

11.9 Amendments to resolutions

- 11.9.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 11.9.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
 - (a) the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 11.9.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is or is not permissible, the chair's error does not invalidate the vote on that resolution.

11.10 Voting on Resolutions

- 11.10.1 A resolution put to the vote of a meeting is decided by a show of hands unless before or on the declaration of the result of the show of hands, a poll is demanded by:
 - (a) the chair of the meeting; or
 - (b) at least ten Members present in person or by proxy and having the right to vote at the meeting,

save that no poll may be demanded on the election of a chair of a meeting or on any question of adjournment.
- 11.10.2 Unless a poll is demanded, the declaration of the chair of the meeting that a resolution has been carried by a particular majority or lost on a show of hands is conclusive. The result of the vote must be recorded in the minutes but the number or proportion of the votes cast need not be recorded.
- 11.10.3 A demand for a poll may be withdrawn before the poll is taken but only with the consent of the chair of the meeting.
- 11.10.4 The chair of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.
- 11.10.5 If a poll is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting.

11.11 Proxies

- 11.11.1 Members may appoint a proxy who need not be a Member of the Charity. The proxy may be appointed by the Member to exercise all or any of the Member's rights to attend, speak, vote and demand a poll at a meeting of the Charity.
- 11.11.2 A person holding a proxy may vote on any resolution. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as they think fit.

11.11.3 An instrument appointing a proxy shall:

- (a) be in Writing executed by or on behalf of the appointer;
- (b) be in the form set out below or in any usual or common form or in such other form as the Trustees may approve;
- (c) unless the contrary is stated, be valid for any reconvened meeting following an adjournment as well as for the meeting to which it relates; and
- (d) be deposited at the Office or at such other place or with such other person as the notice for the meeting shall specify, not being more than 48 hours prior to the meeting or reconvened meeting (excluding any day that is not a working day).

11.11.4 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll, unless notice of the termination was received by the Charity at the Office or at such other place at which the instrument of proxy was duly deposited, not more than 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).

11.11.5 A proxy in the following or similar form will be acceptable:

"I

of

a Member of The United Kingdom Council for Psychotherapy

hereby appoint the Chair of the Charity or if they are not present the chair of the Meeting*

.....

as my proxy to vote for me on my behalf at the [annual] general meeting of the Charity to be held on the day of and any adjournment thereof.

Signed on the day of 20....

*If you do not wish to appoint the Chair or the chair of the meeting, please delete the reference to the Chair of the meeting and insert the name and address of your appointee in the space that follows."

11.11.6 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll and may contain directions as to how the proxy is to vote on any resolution.

11.12 Voting and Speaking

11.12.1 Every member present in person or by proxy has one vote on each issue at general meetings. The chair of the meeting does not have a casting vote.

11.12.2 Except where otherwise provided by the Articles or the Companies Act, every issue is decided by Ordinary Resolution.

11.12.3 The auditor or reporting accountant has the right to attend general meetings and to speak at general meetings on any part of the business of the meeting which concerns them as auditor or reporting accountant.

11.12.4 A Trustee shall have the same rights as members to attend and speak at general meetings but shall not be entitled to vote, unless the Trustee is also a Member.

11.13 Electronic Meetings

11.13.1 The Board may decide to hold a general meeting including an annual general meeting as a physical meeting, an electronic meeting (virtual meeting) or a combination of the two (a hybrid meeting).

11.13.2 Where electronic access to a general meeting is permitted, the access must be via suitable electronic means agreed by the Board, and Members accessing the meeting electronically must be able to hear the chair of the meeting speak in order to form part of the quorum and have the ability to vote on any resolutions at or before the meeting.

11.13.3 Where an electronic only meeting is to be called, the Charity shall not be required to specify in the notice of the general meeting the place of the meeting, but it must provide sufficient information to allow Members to access the meeting.

11.13.4 If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board decides that it is impracticable or unreasonable to hold (i) the physical meeting at the declared place or (ii) the electronic meeting on the electronic platform specified in the notice, and/or at the specified date and/or time, or the Board decides that it is more appropriate, it may change the place and/or electronic platform and/or postpone the date and/or time at which the meeting is to be held. If such decision is made, the Board may then change the place and/or the electronic platform and/or postpone the date and/or time again if it decides that it is reasonable to do so.

11.13.5 All resolutions put to the Members at electronic general meetings and hybrid general meetings shall be voted on by a poll. Such poll votes may be cast by such electronic or other means as the Board in its sole discretion deems appropriate for the purposes of the meeting.

11.13.6 All other provisions set out in these Articles in respect of the calling and holding of general meetings, including but not limited to, the quorum for meetings, proxy voting, chairing of meetings and the procedures to be followed at electronic only or hybrid meetings shall still apply save as amended by Article 11.13.

11.13.7 If a Member, due to technological failings, is unable to attend a general meeting electronically or is only able to attend part of the general meeting, this shall not invalidate the meeting or resolutions passed at the meeting. The chair of the meeting shall however have the discretion to adjourn the hybrid or electronic meeting if such technological failings in their opinion substantially affect the holding of the meeting. All business conducted at the general meeting up to the time of adjournment shall be valid. If the meeting is so adjourned, the Board shall determine the new date for the meeting.

11.13.8 The Board may make any arrangements and impose any requirements or restrictions as is necessary to ensure the identification of those taking part in any electronic or hybrid general meetings and the security of the electronic communication as is proportionate

to those objectives. In this respect, the Board is able to authorise any voting application, system or facility for electronic meetings as it sees fit.

11.13.9 The Board may take reasonable measures and may make such Byelaws as it deems necessary, relating to the holding of electronic and hybrid general meetings from time to time. Such Byelaws may include, but are not limited to including, provisions relating to etiquette and communication in meetings and voting in meetings.

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.
- (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 who is a UKCP psychotherapist or psychotherapeutic counsellor
 - b) an elected 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) a treasurer, appointed by the Board
 - 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 Chief Executive may attend meetings of the Board at the invitation of the Board 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) After a first term of forty-eight months has been completed, elected Trustees may stand for re-election and, if successful, may serve a second term of a further forty-eight months. Similarly, after a first term of forty-eight months has been completed, appointed Trustees may be re-appointed and, if successful, may serve a second term of forty-eight months.
- (2) The maximum term for any Trustee, whether an elected Trustee or an appointed Trustee (but excluding co-opted Trustees) 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 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 Members of UKCP and shall be elected by a vote of the membership. They shall have been full Members of UKCP in Good Standing for at least the immediate 2 years prior to standing for election.

A person shall not be eligible to serve as a Trustee while they are suspended from membership or professional registration, subject to a current sanction that prevents or restricts trusteeship, removed from a relevant professional register, or disqualified by law from acting as a charity trustee or company director.

- (2) Elections shall be conducted under the supervision of the Board.
- (3) 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 provides voting access to all Members. Members shall be provided notice of the election at least 60 days clear of the election.
- (4) The nomination of candidates for Trustee, Chair or Vice Chair of UKCP shall proceed as provided in the Byelaws.
- (5) The Board of Trustees shall call an election at least once in every calendar year in which the position of Chair of UKCP or a Trustee has been vacant for at least six months.
- (6) In the event of vacancy of the position of Chair of 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 Chair or 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.
- (7) The Honorary Treasurer shall be appointed by the Board of Trustees.
- (8) Trustees appointed by the Board of Trustees shall be put forward for confirmation by the membership at the next scheduled election.
- (9) 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

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

- (1) becomes bankrupt or makes any arrangement or composition with their creditors;

- (2) is disqualified by law from serving as a company director unless there is an appropriate exception in place;
 - (3) is disqualified by law from serving as a charity trustee unless an appropriate waiver has been granted;
 - (4) holds a seat for which Charity membership is required and ceases to be a Member of the Charity;
 - (5) is considered by the Board to have become incapable, whether mentally or physically, of managing their own affairs and remains so for a period of at least three months and a majority of the other Trustees resolve that they must cease to hold office;
 - (6) resigns as a Trustee by notice to the Charity (but only if at least three Trustees will remain in office when the notice of resignation is to take effect);
 - (7) 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;
 - (8) is a co-opted Trustee and is removed by the Board;
 - (9) is removed from office by the Members convening a general meeting and removing the Trustee in accordance with the procedure set out in the Companies Act;
 - (10) is removed from office by a resolution of at least 75 per cent. of the other Trustees present and voting at a Board meeting that such removal is in the best interests of the Charity where, by way of example only, (i) the Trustee has committed a serious or persistent breach of their legal duties as a charity trustee or company director or (ii) serious misconduct that materially affects their ability to carry out the role of a Trustee, provided:
 - (a) at least half of the serving Trustees are present at the meeting; and
 - (b) that prior written notice of meeting and the intention to propose such a resolution has been given to the Trustee in question;
 - (c) the Trustees consider any representations from the Trustee in question, giving the Trustee in question an opportunity to make representations to the extent that it is reasonable in the circumstances; or
 - (11) dies.
17. A Trustee, Chair or vice chair of UKCP shall cease to hold office in accordance with the provisions of Article 16 and may also be removed from office by a removal election.
- (1) A removal election shall be held within 120 days of the receipt by the Chief Executive or any other officer authorised by the Chief Executive of either notice of a vote of 75% of the Members' Forum (as defined in Article 27) 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 by mailed or electronic ballot.

Proceedings of Board of Trustees

18. (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 Charity, if requested by the Chair or any three Trustees, must call a meeting of the Board of Trustees.
- (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.
19. (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.
20. 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.
21. (1) In the absence of the elected Chair of UKCP, 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.
22. (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

23. (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.
- (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 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.
24. (1) Subject to Article 24(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 24(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 24, the resolution would have been void, or if the Trustee has not complied with Article 7.

Chair of UKCP and Officers

25. The Chair of UKCP shall be an individual Member of the Charity and shall be a Trustee and Chair of the Board of Trustees.
26. There shall be a Chief Executive of the Charity who shall be appointed by the Board of Trustees. The Chief Executive shall be responsible to the Board for the day-to-day management of the Charity.

Members' Forum

27. (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 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 Chair or a 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.

Minutes

28. 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

29. (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

30. (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

31. 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.
32. (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; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the Member's email address.
 - (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.
33. 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.
34. (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

35. 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

36. (1) The Board of Trustees may from time to time make such reasonable and proper Byelaws 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. No Byelaw may be made which invalidates any prior act of the Board which would otherwise have been valid.
 - (2) The Byelaws 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 to the notice of Members of the Charity.
- (5) The Byelaws shall be binding on all Members and Associates of the Charity. No Byelaw shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.