



UKCP General Meeting

Monday 31 October 2022

Online
10am to 12pm

UKCP General Meeting

31 October 2022

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Meeting Date	Monday 31 October 2022	10:00 – 12:00	
Venue	Online via Civica 'JoinIn' platform		
Item	Description	By	Paper
1 10am	Welcome to All and Chair's opening Remarks	Chair	
2 10.10am	Background to Special Resolution (Article changes) and Board requests (Standing Order changes)	Chair/ Trustees	X
3 10.25am	Question and Answer Session for Article changes and Board requests	Members/ Trustees	
4 10.50am	Background to Ordinary Resolution (Byelaw change) and Member requests (Standing Orders changes)	Bill Adlard	X
5 11.05am	Question and Answer Session for Byelaw change and Member requests	Members/Bill	
11:20am	<i>5 minute break</i>		
11.25am	<i>Commencement of Voting</i>		
6 11.30am	<ul style="list-style-type: none"> Vote on Special Resolution – Changes to Articles of Association (Document 'A') Results 		X
7 11.35am	<ul style="list-style-type: none"> Vote on Ordinary Resolution – Change to Byelaws (Document 'B') Results 		X
8 11.40am	<ul style="list-style-type: none"> Vote on Member requests – Changes to the Standing Orders (Document 'C') Results 		X
9 11.45am	<ul style="list-style-type: none"> Vote on Board requests – Changes to the Standing Orders (Document 'D') Results 		X
10 11.50am	Chair's Closing remarks and Next Steps	Chair	
12pm	<i>End of meeting</i>		

The United Kingdom Council for Psychotherapy (the “Company”)

Notice of general meeting of the Company

NOTICE IS HEREBY GIVEN that a general meeting of the Company will be held **online at 10am on Monday 31 October 2022** for the purpose of considering and, if thought fit, passing the following resolutions:

Special Resolution

THAT with effect from the conclusion of the meeting the draft Articles of Association [produced to the meeting and, for the purposes of identification, attached to this resolution to pass] be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the Company's existing Articles of Association.

The proposed new Articles of Association, including all of the proposed changes are available at the following web address [here](#) and labelled “A” for the purposes of identification.

Ordinary Resolution

THAT the meeting will consider a proposed change requested by some members to the Company's existing Byelaws. The proposed revision to the Byelaws is available at the following web address [here](#) and labelled “B” for the purposes of identification.

Member Requests

THAT the meeting consider a request by some members for a resolution for proposed changes to the Company's existing Standing Orders. The proposed member revisions to the Standing Orders are available at the following web address [here](#) and labelled “C” for the purposes of identification.

Board Proposals

THAT the meeting consider proposals by the Board of Trustees for a resolution for proposed changes to the Company's existing Standing Orders. The proposed Board revisions to the Standing Orders are available at the following web address [here](#) and labelled “D” for the purposes of identification.

By order of the Board



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Syed Azmatullah

UKCP Chair

Dated: 5 October 2022

UKCP General Meeting 31st October 2022: Information & Guidance

Our organisation has been following the change management consultation process for over a year as UKCP's governing documents need to be updated to:

- **Support** individual members and enfranchise them with a stronger voice
- **Protect** our volunteer officers and make sure that they are better held and supported in their roles
- **Democratise** our appointments so that they are fair, open and transparent

The Board acknowledge that the communications sent out concerning the original consultation process and the tone of some communications were not well thought through. There was a sense that things were being pushed through without time for adequate member engagement and sufficient clarity. I apologise for this and regret the distress caused for members. The governance consultation has been challenging for all of us and we want to learn from these experiences and improve our communications and consultation.

On 31 October 2022 UKCP will hold a General Meeting. The meeting was announced on the 5 October 2022 in accordance with the timeline laid down in Company Law. This General Meeting is being held in response to a petition from some members, approximately 5% of the membership, calling for General Meeting to vote on their proposed changes to the governing documents. This procedure is in accordance with Company Law.

The Board had intended to hold a hybrid General Meeting in December to discuss our draft strategy and vote on the proposed changes to the governing documents following the consultation that was held earlier in 2022. Further discussions with all the relevant UKCP committees were due to take place to finalise these proposals. Following the receipt of the petition from some members these plans have been changed. With the new rapid timescale determined by Company Law we can only organise an online meeting to consider the member's proposals and the board's proposals regarding changes to the Articles of Association which were subject to the required consultation process earlier this year.

The Board's resolution and indicative vote explained

Special resolution: Changes to the Articles of Association as in Appendix A of the GM papers

The Articles of Association are the overarching governing document for UKCP, as such, a 'special resolution' requires 75% of the vote to approve changes to the articles.

There are two main changes to the articles proposed by the Board:

- 1) **Article 18:** To expand the remit of the Remuneration and Performance Management sub-Committee of the Board to include Appointments. The sub-committee will be renamed Remuneration, Appointments, Performance Management sub-Committee (RAPMC) and will have oversight of appointment processes for colleges, faculties and members' forum to ensure that they are fair, open and transparent.

- 2) **Article 28:** To add a new members forum for students and trainees; and another forum for organisational members to complement the existing Members' Forum for all members. This will enable the formation of Special Interest Groups (SIG) focussed on particular issues of importance for each category of membership, in order to share experiences and put forward recommendations to members of the Board. These new fora will open up opportunities for wider engagement and support for all members. It will also help reduce conflicts of interests and blurred boundaries between different fora with contrasting remits.

The Board's proposals for indicative votes for supporting changes to the standing orders:

- 1) **Proposal D1:** To democratise our organisation's appointment process, any open positions for the Chair and Vice-Chair of colleges will be elected by an open and transparent election process as for trustees of UKCP.
- 2) **Proposal D2:** To support and protect our volunteers, the Remuneration, Appointments and Performance Management sub-Committee will manage the recruitment and induction of trustees and college Chairs and Vice Chairs. This will give any applicants the opportunity to discuss the role, understand the Code of Practice, and have clarity on the deliverables and remuneration, if any. We view this as being part of our **duty of care** for UKCP volunteer officers protecting them from personal legal liability as appropriate.

The Board's proposed changes to the Byelaws and Standing Orders will continue to follow our internal change management process which does not require a General Meeting, but a consultation process with all of the relevant committees and Members' Forum. We are asking for indicative votes to guide these consultations.

These proposals will shape the way UKCP moves into the future, and I would strongly urge all eligible members to exercise their right to shape their future professional organisation.

Voting **'FOR'** the Board's resolution and proposals will ensure that UKCP can protect our profession, supporting your vital work and the clients that you serve.

To find out more please listen to the podcast [link].

The Board's view on member proposals

Ordinary resolution: Change to byelaws

- 1) **Byelaw 10.1:** It is proposed by some members that the current wording: 'The proposed College shall have a mechanism whereby individual registrants can be accredited and reaccredited in accordance with the current approved UKCP Reaccreditation procedure.' should be revised to add the words at the end "Subject to statutory and regulatory oversight in the public interest by the UKCP, the setting of accreditation and reaccreditation standards, assessments for accreditation and re-accreditation and clinical oversight will be

carried out in the public interest by members of the college with appropriate expertise in the relevant modalities.

UKCP is fully committed to the policy of having the accreditation and re-accreditation standards and assessments determined by qualified psychotherapists and psychotherapeutic counsellors from the same modality college as the member concerned.

Organisational Members carry out the accreditation and re-accreditation assessments for many of our members making recommendations to the relevant college. The wording of this proposal therefore would benefit from further consideration and clarification.

The final sentence of this proposal: "This sub-paragraph may not be amended or deleted without the consent of a general meeting of UKCP" is likely to reduce the confidence of the Charities Commission and Professional Standards Authority in the Board's ability to carry out our legal obligations efficiently. It undermines our change management process and is unnecessarily restrictive.

We cannot support the proposal as presented.

Member proposals: Changes to standing orders

- 1) **Proposal C1:** The proposal requires that the Board of Trustees and UKCP Executive functions must stick rigidly to the governing documents throughout any change process.

We want to assure you that the changes being referred to that have already been implemented relate to operational procedures which are not matters of governance.

This proposal would not have any impact on such procedures. It is essential for all organisations to run pilot projects to improve the efficiency of their operational processes. This is often done as a project team set-up via a consultation process, which is '*business as usual*'. The Board, Executive, Colleges and Standing Committees need to be able to respond quickly with pragmatism and flexibility when unforeseen circumstances arise e.g. pandemics.

This proposal is un-necessary as it repeats what is already required and will not achieve its intended purpose. We cannot support this proposal.

- 2) **Proposal C2:** To add wording to point 7 in the current standing orders that would allow colleges to be managed by a committee.

The Board do not consider it to be in the best interest of UKCP to delegate their powers and authority to a committee that can change frequently with no elected Chair without whom the Board cannot develop a professional working relationship. It is important that the Chair provides leadership, monitors college performance, promotes the modality voice, oversees risks and risk mitigation strategies and acts as the main contact for the Board and other college chairs. A rotating committee would not be able to run the college as effectively as colleges with an elected Chair and Vice Chair.

The final sentence of these proposals also seeks to restrict the Board from carrying out legal obligations without a general meeting, which is unlike any other standing orders.

For the reasons set out above, the Board recommend voting **against** the member resolution and proposals.

To find out more about the member proposals, please see the meeting pack that accompanies the agenda.

Importance of voting:

The resolutions to be put to the General Meeting have the potential for major impact on the future of UKCP. The Charities Commission and Professional Standards Authority need to be confident that the Board are able to run the Charity effectively, in accordance with best practices for governance, appointments, fairness and adherence to the Nolan Principles. **Depending on which way you vote, that confidence will change for the better or worse. Our future is in your hands.**

FAQs

How do I vote?

If you are a full-clinical, full non-clinical or Organisational Member then you are eligible to vote in all general meetings and trustee elections.

You should have received an email from Civica Election Services (**CES**) with links to the online voting options and proxy voting website and information on how to attend the online general meeting where you can vote at the meeting.

If you decide to vote by proxy then you can assign your proxy vote to the Chair or a member who will be attending the meeting and can vote on your behalf. **Please note that if the member you assign your proxy vote to is then unable to attend the general meeting, your vote will not be counted.**

When submitting a proxy vote you can indicate to vote 'for', 'against', 'vote withheld' (which means you abstain from voting) or 'discretionary' that allows your proxy to decide for you.

I have cast my vote by proxy, can I change it?

The only way to rescind or change your proxy vote is to attend the general meeting on 31 October 2022. If you attend the meeting and have submitted a proxy vote, you will have the opportunity to change your vote as your proxy vote will no longer be counted.

The meeting will be held online from 10am -12 midday and the meeting agenda can be found here [insert link]. You will have received details of how to join the meeting in the original announcement email from Civica Election Services (**CES**).

I haven't received an email, what do I do?

An email will have been sent by Civica Election Services (CES) to the email address that you have registered with UKCP on 5th October. Please check your spam and junk folders if you are unable to find the email. Further reminders from CES will be sent out. If you are still having issues or have not received the notification then please contact governance@ukcp.org.uk

How do I find out more about the member proposals?

To accompany the meeting, a meeting pack has been produced which includes some details from the member that proposed changes to the standing orders and the byelaws.

What happens once the vote is over?

Any approved changes to the Articles of Association will be made and submitted to Companies House, the Charity Commission and the Professional Standards Authority.

The Board of Trustees will then review all the remaining proposals for changes to the Byelaws and Standing Orders, together with the changes proposed in the original consultation and work with the relevant committees to update the byelaws and standing orders as necessary in accordance with the change management processes in our current Standing Orders.

If the General Meeting votes in a way that does not support the Board, Board members will need to consider all of the options and their consequences before deciding on next steps.

General meeting of UKCP - October 2022

The change management process for the Articles of Association, Standing Orders and Byelaws

1. Introduction

In the past five years we have done a huge amount to improve our support for members, to promote psychotherapy and perform vital research. UKCP as an organisation has ambitious targets to grow our reach, influence, profile and membership. Population growth, the climate emergency, and the ensuing and emerging battle for resources have created uncertainty worldwide. The demand for mental health services and support has increased and will continue to do so.

All organisations must address this and act, but currently, our cumbersome governance framework is holding us back. There are huge blocks in our internal systems that prevent a free flow of information and expertise between the different parts of UKCP. It also prevents members from having equal say in how UKCP is run. We want to do more to ensure UKCP is serving the public, clients, service users and patients.

2. Change management process

In order to change our governance framework, we must follow our change management process which is set out in our [current Standing Orders](#), and for ease of reference is summarised here:

1. Change requests must be sponsored
2. Principal stakeholders agree that the change should be considered
3. Timescale and rationale for change is published
4. All stakeholders are advised of the change and timescale of the consultation
5. Publication in UKCP's magazine and on the website
6. Consultation must include at least one Members' Forum
7. Summary of the consultation posted on the UKCP website with the change agreed by the principal stakeholders, and a notice of closure sent to all stakeholders together with details of how to appeal;
8. Disseminate information on change to all stakeholders and on UKCP's website;

This paper sets out in more detail the process we have followed with regard to the changes being proposed

at the General Meeting.

3. Step 1 - Sponsorship

In line with good governance practices, the Board of Trustees, as principal stakeholder and sponsor, commissioned an independent governance review in order to look at improving:

- Process and structures
- Strategy and planning
- Capability and culture.

These were all considered in the vein of fulfilling its responsibilities as a charity and carrying out its purposes for the public benefit.

At the December 2019 Board of Trustee's meeting, a number of recommendations were made in the independent review which included rationalising the UKCP structure, undertaking further strategic planning, being more open and accountable, and reviewing its data protection policies and procedures.

Since that time, the executive liaised with colleges on the design of possible improvements, particularly with the Professional Regulatory Committee of the Colleges and Faculties (PRCCF) as a key stakeholder.

4. Step 2 - Agreement

At its 17 September 2021 meeting, the Board of Trustees discussed the plans for revising and enhancing the UKCP governance structure, which would address some of the issues picked up in the 2019 independent review. Enhancing our governance could also help to reduce the regulatory administrative burden on colleges, which in turn would enable them to contribute to the more strategic aspects and future direction of the organisation as well as their modalities, and raise the status of the profession as a whole. It was agreed that a formal consultation should be opened to members.

5. Steps 3, 4, and 5 – Timescale and rationale

In January 2022, UKCP published the timescale and rationale in a [consultation document on the website](#). This set out that '[the] governance documents were first drafted in 2009 and have been subject to minor updates since then, most recently in 2019 to permit Trustees and other elected officers to serve a second term. Since those original documents were drafted, UKCP has grown and evolved considerably against a backdrop of a raft of legislative changes... [The governance] changes [were proposed] to: improve public protection; better protect UKCP against existing, new and emerging risks; make ... governance clearer, more accessible and easier to apply; better promote modalities internally and externally; ensure sustainable leadership along with transparency and accountability.'

6. Step 6 – Members’ Forum

The consultation documents articulated that this was a formal six-week long consultation process with a deadline of 11 March 2022. The deadline was paused to enable UKCP to receive further comments and feedback and a new deadline of 1 April 2022 was announced. This extension allowed much more in-depth consideration of the comments received from the 26 February 2022 Members’ Forum, and the Members’ Town Hall event on 18 February and an Organisational Member meeting on 31 March 2022 (see Board presentation on page 16 of this pack).

7. Step 7a – Summary of consultation

We have now arrived at step 7 and the annex sets out the summary of the consultation.

The proposed changes to the Articles of Association are being put to a vote at the October 2022 General Meeting. Currently a vote for indicative purposes is open for the proposed changes to the Standing Orders and Byelaws. More information about the proposals can be found in the [Chair’s letter](#) to the voting membership.

8. Step 7b – Appeal

Members are able to lodge an appeal against the proposed changes to the Articles of Association, Standing Orders and Byelaws by emailing governance@ukcp.org.uk, stating your name, membership number, reason for the appeal, and suggested counter-proposals. Appeals must be submitted by 9 am, 14 November 2022. Your correspondence will be reviewed by a panel made up of Trustees and external lay reviewers. You will be notified individually of the outcome of any appeal by 2 December 2022.

9. Step 8 – Dissemination of information

Any changes voted through at the General Meeting will be announced in a timely manner. It is intended that changes requiring agreement at a Board of Trustees’ meeting will be discussed at its 8 December 2022 meeting. It is anticipated that UKCP will be able to announce any changes as a package in January 2023 and these will be published on the UKCP website.

Annex

Summary of the consultation

The changes that we are proposing are prompted by need for improvement in three areas.

- Improved efficiency and reliability – hence the regulatory taskforce project
- Improved representation and accountability – hence the need to include Individual Members (IMs), including Direct Members (DMs), in all decision-making and elections, together with Organisational Members (OMs) and other stakeholder groups
- Improved support and development of volunteers – hence new volunteer induction and support processes initiated by the Remunerations, Appointments, and Performance Management Committee (RAPMC)

The original reason behind our proposed changes is to move the bureaucratic and administrative elements of the regulatory processes to the staff, allowing the professional practitioner volunteers to have the time for work that requires their professional knowledge and expertise. This decision was taken after an extended exploration of the impact of such changes through the regulatory taskforce (change programme) led by the former Head of Operations and Regulation and involving volunteers in numerous key roles. We understood that their conclusions to move to a more unified process had the overall support of the colleges and believe that it will be a more efficient use of volunteer time.

The process by which these changes could be implemented subsequently revealed a lack of clarity in our governance documents, notably our Standing Orders and Byelaws. It became clear that in the time since we became a regulator – recognised by the Professional Standards Authority (PSA) – that our other existing functions as a charity and as a membership organisation were no longer best served by our governance documents. Volunteering to promote psychotherapy and psychotherapeutic counselling or to support fellow members had been largely lost to serving our regulatory role. The idea that our practising Individual Members might guide our Trainee Members on what further training they might undertake to enhance their practice, had been lost. Instead, some 85% of our volunteers were involved in regulation and its administration. Furthermore, none of our colleges were able to conform with the excessively detailed requirements of our Standing Orders. We need to now give our governance documents meaning and make their goals attainable. Hence the proposed amalgamation of our Byelaws and Standing Orders into one, simpler, document.

The need for change also revealed that the UKCP process for change was so convoluted that it was ineffective. The Board of Trustees are democratically elected by the full clinical members, full non-clinical members and organisational members to make decisions on behalf of all our stakeholders: the public (by merit of our charitable status) and the entire membership, including both our Organisational Members and our Individual Members. However, our Standing Orders refer to numerous ‘Principal’ stakeholders (as outlined in Appendix A of the Standing Orders [The Proposed New Shape of UKCP \(psychotherapy.org.uk\)](https://www.psychotherapy.org.uk)), many of whom are either self-appointed or elected solely by representatives of our Organisational Members. The Board needs to be able to make changes while being guided by a network of practising members who volunteer their time and expertise to communicate UKCP decisions and direction clearly and accurately with

the entire membership. We need to have fair and consistent rewards that respect the responsibility undertaken by our volunteers and in return we need to support them to fully appreciate how their work fits into the organisation as a whole.

We are committed to being a united but pluralist organisation – One UKCP – and will strive to encourage the involvement of our entire membership in the strategic direction of the organisation through better internal communication, by the comprehensive induction and continued support of our members who volunteer their time and expertise to contribute to our strategic objectives.

We have addressed some of the specific concerns voiced in the consultation below:

1. To answer specific questions about the role of the Remunerations, Appointments and Performance Management Committee (RAPMC), the Chair of the committee has written a more detailed explanation of their work which is now available on the UKCP website. We are expanding the membership of the committee to optimise the pool of expertise which we can draw from. Invitations to apply for a position on the committee will be sent out to the UKCP membership in the near future.
2. UKCP depends on accurate and efficient internal communication between the membership and the Board and Executive Committee. Many of the responses to the consultation reveal that this needs improving, particularly with regard to communications of important messages. To help with this, RAPMC will be conducting a comprehensive induction process for all new volunteers to support them to better understand the structures and systems of accountability within the organisation. This will also assist with the ongoing development for UKCP to support our volunteers not only in their UKCP volunteering but in their own practice.
3. There were concerns about UKCP's regulatory processes being led by staff. The accreditation of new trainings, Organisational Member reviews and the reaccreditation of our Direct Members will continue to be performed by a complement of members from the appropriate colleges, supported by UKCP staff. The new Quality Assurance Committee will oversee the administration of these duties and ensure that any recommendations and requirements are followed up on. The membership of this committee is likely to include a blend of staff and volunteers with necessary knowledge and expertise. Inclusion of both our own membership and of lay expertise is key to promoting our profession to those outside our membership.
4. Some scepticism was noted about the risks which the current governance documents expose us to. To respond to this, we will seek to clarify the role of the various committees within UKCP and the importance of the various legal and financial experts who sit on them alongside elected psychotherapists and UKCP staff members. We depend on this expertise and thank those lay volunteers who add their own time and expertise to complement that of our own professional membership. We currently rely on a system of well-meaning volunteers who operate without any accountability. Regrettably, this creates substantial risk to all stakeholders to which only the Board of Trustees are accountable.
5. To address the concerns about the role of the colleges and therefore of the Professional Regulatory Committee of Colleges and Faculties (PRCCF), we will review the practicalities further. The public are unlikely to understand the distinctions we make between psychodynamic and integrative, humanistic and existentialist, counsellor and psychotherapist, and yet we persist on emphasising the differences.

We envisage colleges as not only being the 'go-to' for regulatory standards but also as supporters of their current membership: to offer mentoring for new graduates trying to set up in their own practices or to retiring members; to create cross-fertilisation with trainings outside their own college so that their members might enhance their original training with additional modules that do not require starting from the beginning; guiding both OMs and IMs on best business principles and advising those who want to train as therapists on the best route that suits them individually. And at the same time, meeting the strategic objectives of one UKCP, in promoting the benefits of our profession in all its forms. The opportunities are limitless but somehow restrained by our current focus on regulation.

6. The consultation has also enabled us to address some concerns about UKCP's communications and representation.

Governance Consultation 2022

On behalf of the Board of Trustees

Change process overview

- Exploratory Phase: What do we need to address?
- Consultation Phase from 17th January 2022 to 1st April 2022
- Collation of feedback in time for 21st/22nd April Board Meeting
- Voting on proposed Governance changes – Date to be announced
- Detailed implementation phase dependent on vote outcome



1: Organisational purpose

UKCP Purpose:

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;
- (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.



1: Organisational purpose

Sustainability: Proposal 1

To enable smaller colleges to continue to operate, the **basic requirements** for a College will be amended in **Standing Order: 3.28**:

Colleges need: a Chair, a Vice Chair, a Members' Forum representative, Ethics committee representative, Diversity and Equalities representative Education, Training and Practice representative, Research representative, Engagement representative

College structures may be expanded according to the business case contained within their approved strategic development plan.

3: Integrity



Integrity: Proposal 2

Articles of Association – proposed change:

12 (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.**

3: Integrity



Integrity: Proposal 3

Standing Order

2.11. Where it has come to the attention of UKCP that any member has failed to fulfil the terms and conditions of membership, that Member's membership **may be suspended, terminated or withdrawn from Membership of the Charity in accordance with the provisions of Article 10 and these Standing Orders.**

3: Integrity



Integrity: Proposal 4

The Board is concerned regarding the transparency of our recruitment and appointment processes. We also have a duty of care to ensure that all applicants are aware of the challenges and risks of holding office within the charity.

There is the danger of some committees resembling a 'closed shop' without processes to advertise for, elect, induct, assess, exclude or terminate officers.

Articles of Association 18 (1-5) & Standing order 3.15 proposes oversight of transparent processes by RAPMC (without veto rights)

3: Integrity



Integrity: Proposal 5

Standing Order: 3.15

3.15. Colleges' and Faculties' method of appointment or election of their representatives should be transparent, inclusive and recommended to the Board of Trustees by the Remuneration, Appointments and Performance Management Committee (RAPMC).

5: Board effectiveness

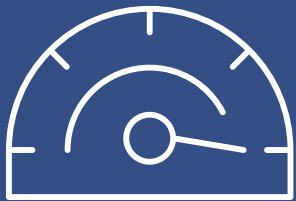


Board effectiveness: Proposal 6

The RAPMC sub-committee of the Board will ensure that the recruitment of Trustees operates according to a clear and transparent process with the opportunity for candidates to discuss the role description, the Code of Practice for Trustees, the deliverables, remuneration if any, and the induction programme.

Articles of Association 18 (1,2 & 5)

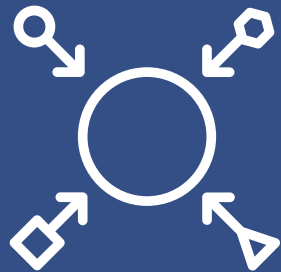
5: Board effectiveness



Board effectiveness: Proposal 7

Standing Order 5.12. Any proposed changes to Terms of References of Committees must be submitted to the Board of Trustees via the UKCP Governance Manager in the prescribed form.

6: Equality, diversity and inclusion



Equality, diversity and inclusion: Proposal 8

The RAPMC sub-committee of the Board will promote processes for inclusion and exclusion of Officers of UKCP which are fair and transparent, incorporating best practices for the identification of inclusion or exclusion biases. Exit interviews will be conducted to identify areas of concern. Progress towards demographic shifts reflecting the UK population demography will be monitored.

RAPMC will not have right of veto but will advise and report to the Board.

Articles of Association 18 (3,4)

**7:
Openness and
accountability**



Openness and accountability: Proposal 9

Standing Orders:

5.2. Change requests to official documents must be sponsored by the Board of Trustees, College or Committee. Any individual or body may petition the Board of Trustees, College or Committee to propose a change, but the final decision for any proposed alterations to the Articles lies with the Board of Trustees.

5.3. If the Board of Trustees agrees to or decides that the change should be considered, the requested change, timescale and rationale will be published on the UKCP website.

5.4. All individual and organisational members shall be advised of the publication of the change, approved or not, and the timescale of the consultation if approved.

7:
**Openness and
accountability**



Openness and accountability: Proposal 10

5.7. Where an urgent change is needed to a process or procedure, the process may be expedited by asking the UKCP Chair to sanction a change. Under such circumstances, where the change is made, the change must be published, together with the justification for the critical change path, in accordance with the standard change management process. Feedback from stakeholders must be considered and responded to.

**7:
Openness and
accountability**



Openness and accountability: Proposal 11.

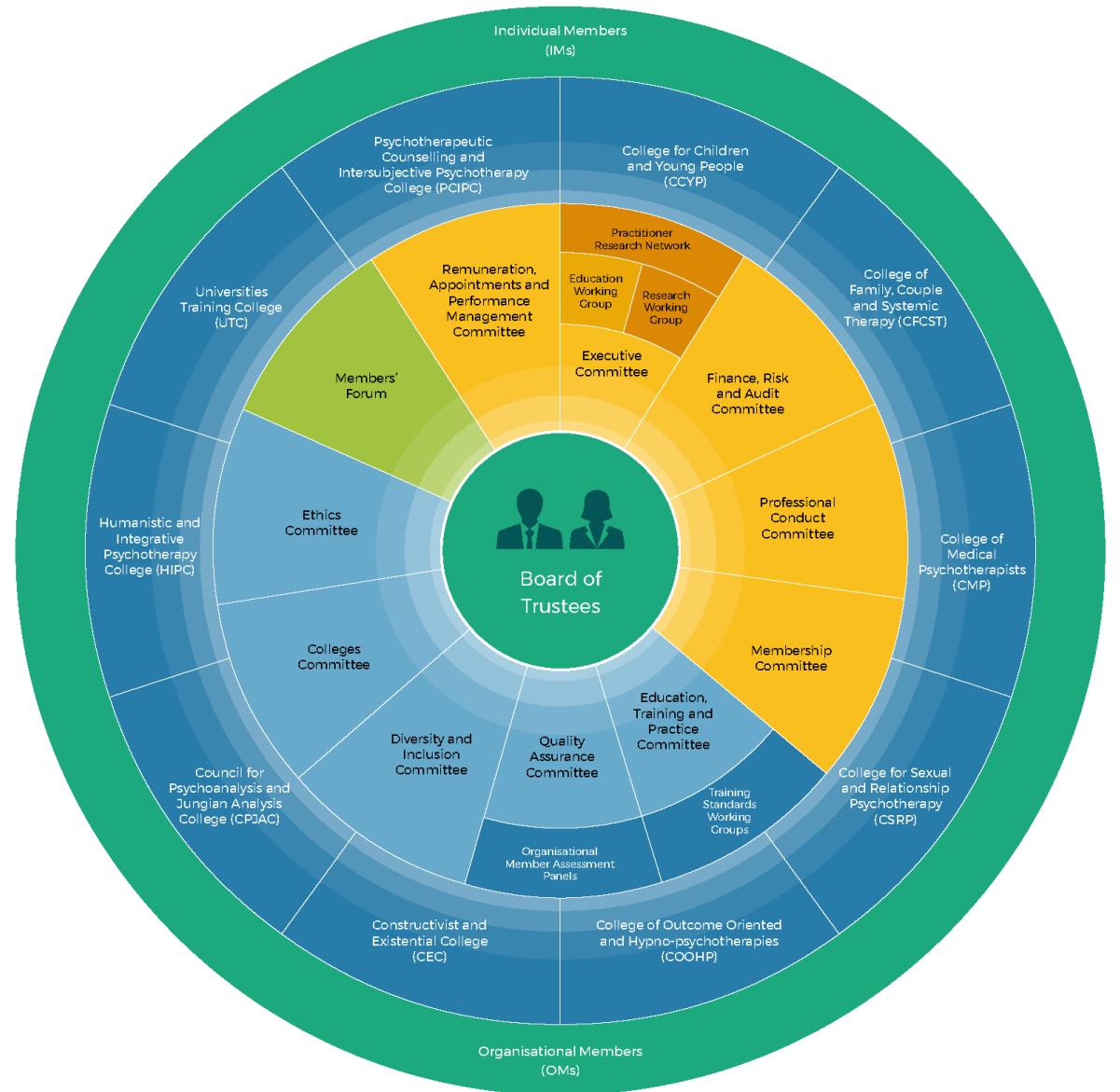
Standing orders

5.10. The Board of Trustees may from time to time make and amend Standing Orders as it may deem necessary or convenient for the proper conduct and management of the UKCP and for the purposes of prescribing classes and conditions of membership.

5.11. The Standing Orders must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No standing order may be made which invalidates any prior act of the Board of Trustees which would otherwise have been valid.

- Committee reporting to the Board of Trustees
- Meeting with college and member representatives
- Committee reporting to the Board of Trustees with college representation
- Colleges reporting to the Board of Trustees

Proposal 12.



Proposed UKCP Structure

UKCP recruit a mix of both members and non-members to join our committees. Committees may, from time to time, form working groups to carry out particular projects.

[From Bill Adlard](#)

In February this year the UKCP board attempted a major revision of the constitution of UKCP. In his email of 6th October to UKCP members, the chair of UKCP, Syed Azmatullah, claimed that “our cumbersome governance framework is holding us back.” He spoke of “huge blocks in our internal systems that prevent a free flow of information and expertise between the different parts of UKCP”.

If this is true, why would a previous chair of UKCP be a supporter of Bill Adlard’s petition and counterproposals? The fact is that Appendix A of the Standing Orders (which the board wants to abolish) actually *requires* consultation between the various parts of UKCP. But the board has been bypassing this requirement and introducing initiatives without the prior consultation required by Appendix A. The consultation requirements of Appendix A are summarized in a pdf spreadsheet which is included in the bundle of documents for the general meeting. It is easy to see at a glance from this how Appendix A requires consultation. You may think that the creators of these procedures acted very wisely in the interests of best practice.

The management committee (known as the “steering committee”) of the HIPC college wrote to the board on 5th June pointing out that the board were introducing operational changes which were not compliant with the constitution, and asking the board to abide by the constitution. The response of the board, on the 5th July (which Syed Azmatullah later described as “logical”) was to abolish the steering committee and leave HIPC without a management structure. The members of HIPC had voted on several occasions to be run by the steering committee rather than by a chairperson. This was minuted by the board in January 2016 and had been accepted ever since. The board is now insisting that HIPC should be headed by a chairperson, not by a committee. HIPC has over 5,000 members, more than half the membership of UKCP. But its democratic choice is not being respected.

The resolutions proposed by the board at the general meeting, (which are much less extensive than their original proposals) in documents A and D, have not been put through the consultation process required by Appendix A. They raise operational issues which those involved in running the colleges – exactly those who must be consulted under Appendix A – are best positioned to advise on. Bill Adlard’s position is that until these consultations have taken place, these resolutions should be opposed.

Bill Adlard’s resolutions are designed to ensure that:

1. The colleges’ role in defining, maintaining and applying diverse psychotherapy modalities is retained in the public interest (i.e. setting of standards and clinical oversight of registration and reaccreditation)
2. The Board and the Executive follow existing constitutional procedures until changes have been formally adopted

and

3. To allow colleges the option to be governed by a management committee rather than a Chair if they vote to do so.

These proposals are in documents B and C.

The extensive changes originally proposed by the board haven’t gone away. The board received a large amount of feedback on them, and at some future point a revised version of them will re-emerge. This meeting is an opportunity to give the board a major indication of the direction you wish the UKCP to follow.

UKCP Standards framework and associated processes	PRCCF	Vice Chair	Ethics Committee EC	Diversity and Equalities Committee DEC	Education, Training and Practice Committee ETPC	Colleges		
UKCP Generic ETP Standards and Requirements	PRCCF	Vice Chair	Ethics Committee EC	Diversity and Equalities Committee DEC	Education, Training and Practice Committee ETPC	Colleges		
UKCP Working with Children ETP Standards and Requirements	PRCCF	Vice Chair	Ethics Committee EC	Diversity and Equalities Committee DEC	Education, Training and Practice Committee ETPC	Colleges	Faculty for the Psychological Health of Children FPHC	
UKCP Psychotherapeutic Counselling ETP Standards and Requirements	PRCCF	Vice Chair	Ethics Committee EC	Diversity and Equalities Committee DEC	Education, Training and Practice Committee ETPC	Colleges	Psychotherapeutic Counselling and Intersubjective Psychotherapy College PCIPC	International Officer
UKCP Continuing Professional Development (CPD) and annual practitioner renewal requirements	PRCCF	Vice Chair	Ethics Committee EC	Diversity and Equalities Committee DEC	Education, Training and Practice Committee ETPC			
UKCP's code of ethics document	PRCCF	Vice Chair	Ethics Committee EC	Diversity and Equalities Committee DEC	Education, Training and Practice Committee ETPC			
UKCP practitioner reaccreditation requirements	PRCCF	Vice Chair	Ethics Committee EC	Diversity and Equalities Committee DEC	Education, Training and Practice Committee ETPC			

Standing Orders 2019 Appendix A

UKCP Criteria for all classes of members of UKCP	PRCCF	Vice Chair	Ethics Committee EC	Diversity and Equalities Committee DEC	Education, Training and Practice Committee ETPC		Members of the classes for which change is proposed	
Applicant Organisation (AO) and Organisational Member Review (OMR) standards and procedures in relation to Organisational Members		Vice Chair	Ethics Committee EC	Diversity and Equalities Committee DEC	Education, Training and Practice Committee ETPC	Colleges		
Complaint management processes for Members, Colleges & Faculties		Vice Chair	Ethics Committee EC	Diversity and Equalities Committee DEC		Colleges		
Criteria and procedures for the approval & review of Colleges		Vice Chair	Ethics Committee EC	Diversity and Equalities Committee DEC		Colleges		
External Affairs Strategy		Vice Chair	Ethics Committee EC	Diversity and Equalities Committee DEC				
Annual Budget and Work Plan		Vice Chair	Ethics Committee EC	Diversity and Equalities Committee DEC				
Byelaws and Standing Orders	PRCCF						All appointed and elected Officers	
UKCP 5 year strategic plan, developed by Board & CE	PRCCF							



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) "the seal" means the common seal of the Charity if it has one;
- (7) "secretary" 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;
- (8) "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;
- (9) "the United Kingdom" means Great Britain and Northern Ireland;
- (10) words importing one gender shall include all genders, and the singular includes the plural and vice versa;
- (11) 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
- (12) 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.
- (13) 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) 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) 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. 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.

11. 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.
- (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 Company Secretary and Chief Executive 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 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 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 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 or registrants in good standing for at least 2 years.
- (2) Elections shall be conducted under the supervision of the Company Secretary.
- (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 ensures equal voting access by 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 and Chair of UKCP

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, Chair or 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 by mailed or electronic ballot.

Trustees' and Chief Executive Remuneration

18. There shall be a Remuneration and Performance Management Committee of the Trustees that shall review the performance of any Trustee that receives remuneration for services rendered to the Charity. The committee shall set the terms of service and remuneration for trustees and ensure that they are consistent with the Charity Commission guidelines. The committee will also review the performance and remuneration of the UKCP Chief Executive Officer. The committee shall be composed of a subset of the 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.
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, 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.
- (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.
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.

Chair of UKCP and Officers

26. The Chair of UKCP shall be an individual member of the Charity 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.
 - (3) 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 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.

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; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's 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.
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

38. (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.
- (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 of the Charity. No Byelaw shall be inconsistent with, or shall affect or repeal anything contained in, these articles.



Byelaws of the United Kingdom Council for Psychotherapy

1. Interpretation

Save as provided in these Byelaws, words and expressions which bear the particular meanings set out in the Articles of Association of the United Kingdom Council for Psychotherapy, hereafter referred to as 'the Charity', shall bear the same respective meanings in these Byelaws.

PART 1 MEMBERSHIP

2. Organisational Membership

- 2.1. Organisational Membership shall be open to an organisation which fulfils all of the following conditions:
- 2.1.1. It should be relevant to psychotherapy or psychotherapeutic counselling, and should support the aims and objectives of the Charity;
 - 2.1.2. It shall have been in existence for at least three years before application for Membership of the Charity;
 - 2.1.3. It shall possess an accountable financial and administrative structure compatible with the UKCP Articles of Association;
 - 2.1.4. It shall not be a sub-unit or branch of any Organisation or institution which is separately eligible for Membership;
 - 2.1.5. It shall possess a code of ethics and practice compatible with UKCP requirements;
 - 2.1.6. It shall be viable to UKCP.
- 2.2. Organisations containing, or created by, a significant representation of UKCP Full members, shall be eligible for Membership of UKCP.
- 2.2.1. In these circumstances, the Membership application process may be expedited. However, the decision to accept an expedited application process, is at the absolute discretion of the Board of Trustees;
 - 2.2.2. The applicant organisation shall meet the requirements of (2.1) above, (and be subject to the same assessment procedures as other applicant organisations) with the following exceptions:
 - 2.2.2.1. It shall be viable to UKCP;
 - 2.2.2.2. The organisation shall have Contingent Membership, until it has been in existence for at least one year.
 - 2.2.3. If the organisation is to be multi-modality it must have the appropriate procedures and policies in place to fulfil the requirements of each discrete modality college in addition to the generic standards required for the type of organisation in the UKCP in order to accredit or reaccredit individuals.
- 2.3. Organisations may apply for membership by submitting an application form to the

UKCP Professional Regulatory Committee of the Colleges and Faculties.

3. Categories of Organisational Membership

- 3.1. Categories of Organisational Membership shall be as determined from time to time by the UKCP Board of Trustees.
- 3.2. Full Organisational Membership shall be for organisations providing training, and for organisations serving the professional development of its members, in accordance with approved UKCP standards.
- 3.3. Contingent Organisational Membership shall be for organisations working towards full membership requirements and is limited to 3 years.
- 3.4. Affiliate Membership shall be for organisations having a parallel purpose in the community

4. Review of Organisational Membership

A Quality Review of each Organisational Member will periodically be conducted in accordance with the appropriate quality review procedure.

5. Individual membership

- 5.1. Full individual membership shall be open to those who have approval of a UKCP College and either
 - 5.1.1. fulfilled all relevant conditions for accreditation as a UKCP practitioner with sponsorship for UKCP Membership by a full Organisational Member
 - or
 - 5.1.2. hold a European Certificate of Psychotherapy and meet the requirements for international members specified by the approving college.

6. Categories of individual membership

- 6.1. Categories of individual membership shall be as determined from time to time by the UKCP Board of Trustees.
- 6.2. Full Clinical Membership of UKCP is open to those who meet UKCP requirements for accreditation and re-accreditation as a practitioner.
- 6.3. Full Non-clinical Membership is open to those who have met UKCP requirements for accreditation and re-accreditation for a minimum period of 5 years, who continue to meet UKCP standards for Continuing Professional Development, but who are not re-accredited as a practitioner.
- 6.4. Therapist-in-Training Membership is open to individuals registered with a UKCP-accredited Organisation, working as a trainee therapist and working towards UKCP accreditation;
- 6.5. Student Membership is open to individuals registered with a UKCP-accredited Organisation and not working as a trainee therapist.
- 6.6. Affiliate Membership is open to individuals working in a field allied to psychotherapy.

7. Privileges and Responsibilities of Membership

- 7.1. Full individual members (6.2 & 6.3) and Full Organisational Members (3.2) shall each be eligible to vote.
- 7.2. Full Organisational Members 3.2 shall be eligible to sponsor individuals for membership of UKCP.

8. Withdrawal of Membership

Where it has come to the attention of the Trustees that any member has failed to fulfil the conditions of Membership that Member will be required to withdraw from Membership of the Charity in accordance with the provisions of Article 10.

9. Member Duty to Inform

- 9.1. Members shall inform the Trustees of any information that is material to the individual's or organisation's terms of membership.
- 9.2. The Trustees may compel, or delegate to an officer the capacity to compel members to produce documents or other material or give evidence relevant to the Charity's objects, duties or powers.
- 9.3. Failure of a member to comply with an Order to Produce under this paragraph shall constitute grounds for a complaint under individual or organisational complaints processes of the Charity.
- 9.4. No member shall be required to produce any material or give any evidence which the individual or organisation could not be compelled to produce in civil proceedings in any court in the United Kingdom.

PART 2 STRUCTURE

10. Colleges

- 10.1. Colleges shall be established by the Charity on the basis of a degree of commonality of underpinning philosophy and/or practice. The proposed College shall have a mechanism whereby individual registrants can be accredited and reaccredited in accordance with the current approved UKCP Reaccreditation procedure.
- 10.2. Colleges will be the gateway to Full Organisational Membership of the Charity. Organisations applying for Full Membership of the Charity shall be required to demonstrate their affiliation with a College.
- 10.3. Colleges are formed or dissolved through application, in the first instance, to the Chair of UKCP. The responsibility for accepting, rejecting or deferring such an application rests with the Board of Trustees.
- 10.4. Members may seek affiliation with more than one College.
- 10.5. Each College shall appoint one Representative to the Members' Forum.
- 10.6. Each College shall meet at least twice in every year and shall make a report to the Board of Trustees.
- 10.7. Each College shall cause proper minutes to be made of all proceedings of all Meetings of such College and all business transacted at such Meetings.

- 10.8. Each College shall present a business plan with anticipated budgetary requirements identifying the process by which the College's obligations, as set out above, will be fulfilled.
- 10.9. A Quality Review of each UKCP College will periodically be conducted in accordance with the appropriate quality review procedure.
- 11. Dissolution of a College**
- 11.1. The UKCP shall investigate any allegation that a college is not complying with the regulations as set out in the Articles and in these Byelaws.
- 11.2. If a college is found to be in breach of any of the regulations as described in the Articles or Byelaws, then the Board of Trustees shall require the College to take immediate action to rectify the situation. If the College shall not satisfy the Board of Trustees, the Board of Trustees may dissolve the College.
- 11.3. All members of the College that has been dissolved may immediately apply for membership in another college. For a maximum duration of one year, while any such application is being resolved, such members shall retain all rights held prior to the dissolution. If, after a period of one year, the application for membership remains unresolved, Organisational Members will revert to either Contingent Membership or Affiliate Membership as determined by the Professional Regulatory Committee of the Colleges and Faculties; Individual Members will revert to either Non-Clinical Members or Affiliate Members as determined by the Registrar.
- 12. Faculties**
- 12.1. Faculties may be established by the Charity on the basis of a commonality of aim and purpose which is not otherwise addressed via a College.
- 12.2. Faculties are formed or dissolved through application, in the first instance, to the Chair of UKCP. The responsibility for accepting, rejecting or deferring such an application rests with the Board of Trustees.
- 12.3. Members may seek affiliation with more than one Faculty.
- 12.4. Each Faculty shall appoint one representative to the Members' Forum.
- 12.5. Each Faculty shall meet at least twice in every year and shall make a report to the Board of Trustees.
- 12.6. Each Faculty shall cause proper minutes to be made of all proceedings of all meetings of such Faculty and all business transacted at such meetings.
- 13. Board of Trustees**
- 13.1. The composition of the Board of Trustees is as set out in the Articles.
- 13.2. The powers of the Board of Trustees shall be in accordance with the Articles.
- 13.3. The Board of Trustees shall delegate to and receive reports from all relevant bodies and may decide on new policy and general direction of the work of the Charity in relation to the agreed aims and objectives of the organisation as laid down in the Articles of Association.

- 13.4. The Board ensures that all policies, procedures and practices of the Charity are in compliance with relevant legislation and are in accordance with best practice in the field and that the policies, procedures and practices of the Charity are feasible and consistent with its objects.
- 13.5. The Board of Trustees ensures that the vision, mission and values of the Charity incorporate considerations of ethics, diversity and equalities, and that the standards, regulation and quality assurance of the organisation are of the highest order.
- 13.6. The Board of Trustees shall institute policies and procedures for elections.
- 13.7. The Board of Trustees may maintain a Complaints and Conduct Process (CCP) for the purpose of considering clinical complaints against full individual members. The CCP may provide for sanctions respecting the membership status and conditions of practice of the member. The CCP may be amended, varied or substituted on such terms as the Board considers necessary.
- 13.8. The Board of Trustees may maintain a process for the consideration of complaints against Organisational Members that may include sanctions on membership and operations.

14. **Members' Forum**

- 14.1. The Members' Forum shall be the means of debating the future direction and strategy of the UKCP. It shall act in an advisory capacity to the Board of Trustees, and shall have the responsibility to ensure the development of the profession of psychotherapy and psychotherapeutic counselling and their promotion to the public benefit via the encouragement and support of dialogue and innovation across a diversity of theoretical perspectives and practical approaches.
- 14.2. The Members' Forum shall be composed of the following:
- The Chair of UKCP
 - Vice Chair of UKCP
 - Representatives from each College and Faculty
 - Honorary Fellows of UKCP
 - Two representatives from each UKCP membership region
 - Other Council members, or categories of representative, the terms for appointment or election of which shall be determined by the Board of Trustees in consultation with the Members' Forum.
- 14.3. Representatives to the Members' Forum may appoint an alternate to attend in their place.
- 14.4. Colleges and Faculties shall determine the process for appointment or election of their representatives.
- 14.5. Terms for appointment or election of Members' Forum members shall be determined by the Board of Trustees in consultation with the Members' Forum.
- 14.6. The Members' Forum shall elect its Moderator from among its members.
- 14.7. The Moderator of the Members' Forum may attend meetings of the Board of Trustees in a non-voting, observer capacity in order to express the views of the Members' Forum, without the legal requirement of a trustee to act in a non-representational way.

14.8. Attendance at Members' Forum meetings will be open to all UKCP members but only elected members of the Members' Forum will have a vote.

15. Elections

15.1. Voting in elections or resolutions of the membership, including dismissal elections, will be on the basis of one full member (both individual and organisational) one vote.

15.2. Elections for Trustees on the Board of Trustees will be by a vote of full Individual Members and full Organisational Members.

15.3. Nominations, seconded by Full Members, for election to the position of Chair, Vice Chair or Trustee will be solicited from the membership at least 60 days before the ballot is to be taken.

PART 3 OFFICERS AND COMMITTEES

16. Terms of Reference of Officers and Committees

16.1. The Chair shall be responsible for:

16.1.1. Providing leadership for the Board of Trustees as it fulfils its governance duties and responsibilities towards the organisation

16.1.2. Planning and leading meetings of the Board of Trustees

16.1.3. Coordinating board management of the Chief Executive

16.1.4. Sitting on appointment and disciplinary panels

16.1.5. Oversight of Regulatory Matters

16.2. The Chair and Chief Executive shall be jointly responsible for

16.2.1. Representing the organisation, acting as key spokespeople

16.2.2. Oversight of Equalities and Diversity framework

16.2.3. Oversight of Risk Management

16.2.4. Developing and supporting effectiveness of Board of Trustees

16.2.5. Giving direction to Board policy making

16.3. There shall be a Vice Chair who shall be responsible for supporting the Chair and deputising for the chair as and when required both externally and internally in liaison with the Chief Executive.

16.4. There shall be an Executive Committee composed of the Chair, Chief Executive, Vice Chair and such others as the CE and Chair deem to be necessary, responsible for the translation of strategy into tactics.

16.5. There shall be a Professional Regulatory Committee of the Colleges and Faculties composed of chairs or chairs' designates of recognised colleges and faculties responsible for coordinating the work of the colleges and faculties.

16.6. There shall be a Finance and Audit Committee responsible for proposing a budget to the Board of Trustees in accordance with the strategic plan established by the Board of Trustees.

16.7. The Board of Trustees shall appoint such additional officers and committees as it deems necessary.

16.8. The specific terms of reference for each of the Charity's standing committees is set down in the UKCP Standing Orders Document.

Membership of the Charity's Board and Committees may be drawn from UKCP Individual Members in good professional standing from across all Colleges and Faculties, experts in the field and lay members.

PART 4 CHANGE MANAGEMENT

17. The UKCP Change Management Process for UKCP Official Documents, governing change to all official documents including the UKCP Byelaws and the UKCP Standing Orders, is set down in the UKCP Standing Orders.



Standing Orders of the United Kingdom Council for Psychotherapy

1 Interpretation

Save as provided in these Standing Orders, words and expressions which bear the particular meanings set out in the Articles of Association of the United Kingdom Council for Psychotherapy, hereafter referred to as 'the Charity', shall bear the same respective meanings in these Byelaws.

2 UKCP Change Management for UKCP Official Documents

A Quality Assurance Function will be responsible for change management on all UKCP official documents. Unless explicitly indicated the standard change management procedure will be followed.

1. Change requests must be sponsored by a principal stakeholder, any individual or body may petition the principal stakeholders to gain support for a change.
2. Principal stakeholders agree that the change should be considered and when, or publish the request and their reasons for refusal.
3. Requested change, approved or not, timescale and rationale is published on the website.
4. All stakeholders are advised of the change publication, approved or not, and the timescale of the consultation if approved.
5. For these purposes publication in both the UKCP's magazine and on the UKCP website is deemed sufficient advice for Individual Members where all Individual Members are stakeholders;
6. Where Individual Members are principal stakeholders as a group then the time frame for consultation must include at least one Members' Forum meeting more than 30 days from the date of the change notice, and the change notice must include information on how to have a question discussed at the Members' Forum;
7. A summary of the consultation, including any Members' Forum debate, must be posted on the UKCP website at the close of the consultation period together with the change agreed by the principal stakeholders, and a notice of closure sent to all stake holders together with details of how to appeal;
8. Disseminate information on change to all stakeholders and on to website;

New Documents

Where a proposal is for a new procedure or document that will impact the membership, the initial step will be a notice to invite expressions of interest in becoming a stakeholder.

Existing Documentation

Appendix A contains an outline list of UKCP standard documents and associated stakeholders.

Critical Path Change

Where an urgent change is needed to a process or procedure, a critical change path can be invoked whereby the chairs of the principal stakeholder committees can be asked to sanction a change. Under such circumstances, where the change is agreed, the change must be published, together with the justification for the critical change path, in accordance with the standard change management process. Feedback from stakeholders must be considered and responded to.

3 Board of Trustees**Accountability**

The Board of Trustees is appointed by and accountable to members of the Charity and to the Charity Commission. It is responsible for overseeing the fulfilment of the Charity's objects.

Authority

The UKCP Board of Trustees is entitled to exercise all of the powers open to the charity through its constitution in pursuit of the Objects of the Charity. Such powers include the right to delegate such powers to the Chief Executive.

The Board of Trustees remains the final authority for all executive action. When needed the Board of Trustees will clarify or adjudicate on decisions by the Chief Executive. The Board of Trustees will hold responsibility for dealing with the right of appeal by any member of the UKCP.

Responsibilities

The Board delegates to and receives reports from the Chief Executive and may decide on new policy and general direction of the work of UKCP in relation to the agreed aims and objectives of the organisation as laid down in the Articles of Association.

It ensures that all policies, procedures and practices of the Charity are in compliance with relevant legislation, in accordance with best practice in the field, and feasible and consistent with the objects of the charity.

The Board of Trustees ensures that the vision, mission and values of the UKCP address and incorporate considerations of ethics, diversity and equalities and that the standards, regulation and quality assurance of the organisation are maintained at a high level.

The Board of Trustees will establish a Remuneration and Performance Management Committee as defined by article 18 of the Articles of Association. The committee will be responsible for re-evaluating decisions to remunerate trustees, committee chairs and college personnel on an annual basis and reporting their findings to the Board. The committee will also annually review the performance of the Chief Executive and report their findings to the Board of Trustees.

Duties of the Board of Trustees

- Set and maintain vision, mission and values
- Develop strategy
- Ensure compliance with the UKCP's governing document
- Ensure accountability
- Ensure compliance with the law
- Maintain proper fiscal oversight

Select and support the chief executive
 Maintain effective board performance
 Promote the organisation
 Support external relationships

Membership

The Board of Trustees is composed as set forth in the Articles of Association.

4 Standing Committees

4.1 Executive Committee

Accountability

The Executive Committee is, through its chair, accountable to the Board of Trustees which will determine the Executive Committees' remit.

Responsibilities

To lead on the implementation of UKCP strategy and to support the Chief Executive (CE) to develop and deliver the business plan within the overall strategic plan.

Duties

To ensure effective implementation of UKCP business across all of UKCP's work.

Membership

UKCP Chair, CE, Senior Management, Psychotherapists / Psychotherapeutic Counsellors (up to a maximum of 8 committee members in total).

4.2 Professional Regulatory Committee of the Colleges and Faculties (PRCCF)

Membership

Chairs of all colleges and faculties or their designated alternate.

Principal stakeholder Interest in:

Byelaws & Standing Orders
 Standards of Education & Training (SETs) both Generic & Modality Specific
 Complaint Management Processes
 Quality Review & Applicant Organisation processes & procedures
 External Affairs Strategy
 Strategic Plan
 UKCP Budget & Work Plans

Responsibilities

To submit to the Finance and Audit Committee collective college and faculty business plans and budget requests for the funding of college and faculty work.
 To provide individuals for stakeholder consultations
 To maintain & train a pool of modality assessors
 To maintain a pool of external moderators with experience of delivering at MA level
 Assure cross modality standards are maintained
 Approve college processes for assessing Organisational Member's individual re-accreditation processes
 To administer the member organisation Quality Review process

4.3 Finance and Audit Committee (FAC)

Membership

Voting: Treasurer appointed by the Board, up to 3 Trustees appointed by the Board

Non-Voting: Finance Manager, Chief Executive, other members of management as-and-when required.

Additional members may be co-opted who will have the right to vote.

Duty

To propose a budget to the Board of Trustees in accordance with the strategic plan established by the Board of Trustees

5 General Committees

The work of the charity is carried out by a mixture of professional staff, appointed & elected practitioners and volunteers as determined by the needs of the charity from time to time. Committees support the work and ensure a broad spectrum of input from across the organisation. Chairs are generally elected from within the committee although there are exceptions.

Professional staff are responsible for holding the documentation, coordinating activities, budget development and maintenance, reporting regularly to the Executive Committee and supporting the Chair of the committee.

The committee chair is responsible for reporting annually to the membership, motivating committee members and, in conjunction with the staff, representing the committee as required. Any development work undertaken by any of the committees must be submitted for approval as part of the annual work planning and budgeting cycle.

Unless otherwise specified, membership of the committees shall be drawn from UKCP individual members in good professional standing from across all colleges and faculties, experts in the field and lay members.

Unless otherwise specified the remit of the committee is to support the officer in the fulfilment of their duties, to engage in stakeholder consultations and to provide individuals to represent the committee for stakeholder consultations.

Where individuals sit on a committee as a college or faculty representative then they have a duty to act as a conduit between that body and the committee.

The term of office of a member of a committee shall be determined by the committee and stated in the committee's Terms of Reference.

The Board of Trustees may create and disband such committees as are necessary to carry out the work of UKCP.

6 Additional Officers

Additional officers may be appointed by the Board of Trustees (may be delegated) and may be paid professional staff, practitioners remunerated with an honorarium or voluntary as the need dictates and circumstances allow.

In general, such officers will be responsible to the Board of Trustees and accountable in the first instance to the Executive Committee. Where such an officer is a paid member of staff they are line managed by the CE (or delegate). Where such an officer receives an honorarium they are accountable to the Remuneration and Performance Management Committee for the honorarium.

In general, an officer will be supported by a committee where necessary to provide support and, where necessary, to ensure representation of a broad spectrum of views from within and without the organisation.

Additional officers may be required to support the following functions:

Membership (Internal Affairs): address membership retention issues; raise awareness of UKCP's ongoing activities and the profile of the psychotherapy profession amongst members; oversee, review and develop UKCP publications & events; to enhance national and regional networking opportunities; develop proposals for additional activities and services for members

Information & External Affairs: coordinate, develop & disseminate UKCP's message, manage the media and coordinate UKCP's ambassadors, spokes people and people representing the UKCP on external bodies.

Education, Training and Practice (ETP): recommend changes to UKCP requirements on the basis of current best practice in training and practice standards and their setting and to represent UKCP in settings where ETP issues are debated, to liaise with other regulators.

Research: foster and promote research within the UKCP which is consonant with the objects of the Charity and the overall strategy of UKCP as determined by the Board of Trustees; to work with the Chief Executive to procure funding; to encourage the development of research which informs practice, and of practice based on research findings; to work in collaboration with other UKCP committees on matters of research; to manage UKCP research resources; to support the dissemination of the results of such research both among members and the public.

Quality Assurance (QA): responsible for quality assurance of all change management and for the development of the QA function. The Quality Assurance function will have authority and responsibility to audit all UKCP processes. The Board of Trustees has the right to veto any development on strategic grounds and is the final forum for any appeal against the QA process.

Registrar: manage complaint processes against colleges or members, including investigation of any concern about a college or member discovered through an audit; to ensure that findings of such investigations and complaint process hearings are implemented & monitored. When necessary, to manage the removal of members from the UKCP Register in accordance with appropriate UKCP policies and procedures.

Ethics: promote ethical practice through appropriate means, such as conferences, seminars, workshops and publications; to respond to requests for an opinion from the Board of Trustees and all UKCP committees, colleges, faculties, Organisational and Individual Members on current best practice in relation to ethics and ethical considerations including probity and legislation.

Diversity & Equalities: ensure that the UKCP is informed about current legislation and best practice; to promote DE awareness through appropriate means, such as conferences, seminars, workshops and publications. Advise the Board of Trustees and all UKCP committees, colleges, faculties, and members on current best practice in relation to Diversity & Equality considerations including probity and legislation.

International: UKCP ambassador to Europe and representative on the European Association of Psychotherapy (EAP). Member of the International Committee.

An indicative list of Officers is given in Appendix C.

7 Colleges

Each UKCP College is a forum for the coming together of Organisational and Individual Members under the umbrella name of the College reflecting shared modality interests.

Colleges need:

A shared philosophical base which is recognised by the profession
Critical Mass – sufficient to perform their essential functions
Individuals who have been accredited through an Organisational Member.

Executive:

Chair, Vice Chair, Treasurer, Members' Forum representative
Ethics committee,
Diversity and Equalities Committee,
Education, Training and Practice Committee,
Membership Committee,
Assessment Board
External Relations Officer

Principal stakeholder Interest in:

- Byelaws & Standing Orders
- UKCP Standards framework and associated processes
- UKCP Generic Education, Training and Practice (ETP) Standards and Requirements
- UKCP working with Children ETP Standards and Requirements
- UKCP Psychotherapeutic Counselling ETP Standards and Requirements
- Review standards and procedures in relation to Organisational Members
- Complaint Management Processes for Members, Colleges & Faculties
- Criteria and Procedures for the Approval & Review of Colleges

Essential Functions:

- To define modality specific standards for education, training and practice
- To assess Organisational Members according to modality specific standards
- To assess potential Organisational Members
- To assess re-accreditation services in Organisational Members.
- To organise re-accreditation facilities through Organisational Members
- To provide a representative to the UKCP Members' Forum.
- To provide representatives for stakeholder consultations

Additional functions:

- To provide insight, thought and information on the issues of development and concern of its UKCP members and of its modality to the appropriate other constituent parts of UKCP.

- To develop its connections via its membership to external bodies and organisations to inform UKCP as a whole of developments in the field.
- To develop and represent UKCP profile and potential externally both as an organisation to be consulted on issues relating to psychotherapy and as an organisation that others would wish to join and that the public would wish to use.
- Membership services:
 - Business management support
 - Publishing, Events,
- Research

8 Faculties

Faculties are cross modality interest groups that have a mission to put something into the world that is consistent with the UKCP charitable aims. Faculties provide a space for discussion and development. Membership of faculties is open to all UKCP members. Faculties may propose standards of education, training and practice for a particular area of expertise but it is the responsibility of the colleges to adopt such standards and apply the appropriate descriptor. Where a faculty proposes standards that are adopted the faculty also has a responsibility to provide a pool of appropriately trained assessors.

9 Special Interest Groups

Special Interest Groups may come into existence without formal approval via the UKCP website. Special Interest Groups may bid for funding in the annual work planning and budgeting process, however, funding will only be available to support functions that are consistent with UKCP charitable aims.

Appendix A. UKCP Official Documents

Indicative but not exhaustive list of UKCP Official Documents.

A. 1 Byelaws and Standing Orders

Stakeholders

- i. All appointed and elected Officers (principal)
- ii. Professional Regulatory Committee of the Colleges and Faculties [PRCCF] (principal)
- iii. Members

A. 2 UKCP 5 year strategic plan, developed by Board & CE

Stake holders

- i. All appointed & elected Officers
- ii. PRCCF (principal)

A. 3 UKCP Standards framework and associated processes

Stake holders

- i. Vice Chair (principal)
- ii. Ethics Committee (EC) & Diversity and Equalities Committee [DEC] (principal)
- iii. Education, Training and Practice Committee [ETPC] (principal)
- iv. PRCCF (principal)
- v. Members
- vi. Colleges (Principal)

A. 4 UKCP Generic ETP Standards and Requirements,

Stake holders

- i. Vice Chair (principal)
- ii. EC & DEC (principal)
- iii. ETPC (principal)
- iv. PRCCF (principal)
- v. Organisational Members
- vi. Colleges (Principal)

A. 5 UKCP Working with Children ETP Standards and Requirements,

Stake holders

- i. Vice Chair (principal)
- ii. EC & DEC (principal)
- iii. ETPC (principal)
- iv. PRCCF (principal)
- v. Faculty for the Psychological Health of Children [FPHC] (principal)
- vi. Organisational Members
- vii. Colleges (Principal)

A. 6 UKCP Psychotherapeutic Counselling ETP Standards and Requirements,

Stake holders

- i. Vice Chair (principal)
- ii. EC & DEC (principal)
- iii. ETPC (principal)
- iv. PRCCF (principal)
- v. International Officer (principal)
- vi. Psychotherapeutic Counselling and Intersubjective Psychotherapy College [PCIPC] (principal)

- vii. Organisational Members
 - viii. Colleges (Principal)
- A. 7 Applicant Organisation (AO) and Organisational Member Review (OMR) standards and procedures in relation to Organisational Members
- Stake holders**
- i. Vice Chair (principal)
 - ii. EC & DEC (principal)
 - iii. ETPC (principal)
 - iv. PRCCF (principal)
 - v. Members
 - vi. Colleges (Principal)
- A. 8 Complaint management processes for Members, Colleges & Faculties
- Stake holders**
- i. Vice Chair (principal)
 - ii. EC & DEC (principal)
 - iii. PRCCF (principal)
 - iv. Members
 - v. Colleges (Principal)
- A. 9 Criteria and procedures for the approval & review of Colleges
- Stake holders**
- i. Vice Chair (principal)
 - ii. EC & DEC (principal)
 - iii. PRCCF (principal)
 - iv. Colleges (Principal)
- A. 10 External Affairs Strategy
- Stake holders**
- i. Vice Chair (principal)
 - ii. EC & DEC (principal)
 - iii. PRCCF (principal)
- A. 11 Annual Budget and Work Plan
- Stakeholders**
- i. Vice Chair (principal)
 - ii. EC & DEC (principal)
 - iii. PRCCF (principal)
 - iv. All officers
- A. 12 UKCP Continuing Professional Development (CPD) and annual practitioner renewal requirements
- Stake holders**
- i. Vice Chair (principal)
 - ii. EC & DEC (principal)
 - iii. ETPC (principal)
 - iv. PRCCF (principal)
 - v. Members
 - vi. Colleges (Principal)

A. 13 UKCP's code of ethics document

Stakeholders

- i. Vice Chair (principal)
- ii. EC & DEC (principal)
- iii. ETPC (principal)
- iv. PRCCF (principal)
- v. Members
- vi. Colleges (Principal)

A. 14 UKCP practitioner reaccreditation requirements

Stake holders

- i. Vice Chair (principal)
- ii. EC & DEC (principal)
- iii. ETPC (principal)
- iv. PRCCF (principal)
- v. Members
- vi. Colleges (Principal)

A. 15 UKCP Criteria for all classes of members of UKCP

Stake holders

- i. Vice-Chair (principal)
- ii. EC & DEC (principal)
- iii. ETPC (principal)
- iv. PRCCF (principal)
- v. Members of the classes for which change is proposed (principal).
- vi. Members

Appendix B. UKCP General Committees

The Board of Trustees may create and disband such General Committees as are necessary to carry out the work of the UKCP.

See also each committee's Terms of Reference

B.1 Diversity & Equalities Committee (DEC)

Membership

Standard

Stakeholder Interest in:

- i. All UKCP documents, processes and procedures (principal).

Responsibilities:

- i. To support the DE Officer
- ii. Stakeholder Consultations

B.2 Education, Training and Practice Committee (ETPC)

Membership

Members of the ETPC are drawn from: College Training Standards Committee Chairs and/or their representatives, organisational member representatives, individual members and lay members. Colleges with more than 1000 individual members may have up to two representatives each on the Committee

The term of office of a college representative on ETPC shall be one year; such an individual may be reappointed up to nine times. Ordinary members may serve for up to 4 years.

Stakeholder Interest in:

- i. SETs both Generic & Modality Specific (principal)
- ii. OMR & AO processes & procedures (principal)
- iii. Membership criteria (principal)

Responsibilities

- i. To support the Chair of the ETPC
- ii. Stakeholder consultations
- iii. To complete the occupational standards development project.
- iv. To assist Colleges' in any matters relating to training standards when required.

B.3 Ethics Committee (EC)

Membership

Standard

Stakeholder Interest in:

- i. All UKCP documents, processes and procedures (principal)

Responsibilities

- i. To support the Ethics Officer
- ii. Stakeholder consultations

B.6 International Committee (IC)

Membership

UKCP European ambassadors,
the delegates to Europe from the colleges and Organisational Members.

Stakeholder Interest in:

- i. UKCP Standards of Education Training and Practice
- ii. External Affairs Strategy

Duties

- i. To further involvement in the European Association for Psychotherapy;
- ii. to advise the BoT and UKCP on international affairs, developments, opportunities and issues as they relate to psychotherapy and psychotherapeutic counselling;
- iii. to advance the international perspective of UKCP, its Colleges, Faculties, Organisational and Individual members;
- iv. to enhance trainings, CPD and practice by increased awareness of the international perspective of psychotherapy

B.7 Professional Conduct Committee

Appendix C. Officers

The Board of Trustees may appoint such officers on such terms as are necessary to carry out the work of the UKCP.

Registrar (Employed)

Chair of Ethics Committee (Honorary)

ETP Officer, Chair of Education, Training and Practice Committee (Honorary)

International Officer (Voluntary)

Chair of Professional Conduct Committee (Honorary)

Appendix D. Colleges

D. 1

Council for Psychoanalysis and Jungian Analysis College (CPJAC)

Humanistic and Integrative Psychotherapy College (HIPC)

College of Family, Couple and Systemic Therapy (CFCST)

Constructivist and Existential College (CEC)

College of Outcome Orientated and Hypno-Psychotherapies (COOHP)

Psychotherapeutic Counselling and Intersubjective Psychotherapy College (PCIPC)

Universities Training College (UTC)

College for Sexual and Relationship Psychotherapy (CSRP)

College of Medical Psychotherapists (CMP)

College of Child and Adolescent Psychotherapies (C-CAP)

Appendix E. Faculties

E. 1 Research Faculty (RF)

Mission

to foster and promote research within the UKCP which is consonant with the objects of the Charity and the overall strategy of UKCP as determined by the Board of Trustees;
to work with the CE to procure funding.
to encourage the development of research which informs practice, and of practice based on research findings;
to work in collaboration with other UKCP committees on matters of research.

E. 2 Faculty for the Psychological Health of Children (FPHC)

Mission

to challenge disadvantage in childhood & promote the mental & emotional well-being of children & young people;
to recommend standards of psychotherapy training, practice, research & professional development which are evidence-based & centered on the needs of the child across a range of modalities;
to work nationally in partnership with agencies & disciplines involved in the promotion of children's emotional health & well-being;
to influence government policy through policy development & advocacy;
to participate in high quality research and work from an evidence-based perspective;
to disseminate information on specialist psychotherapy with children to all those working with children and young people, and to children, young people and their carers.

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 Member** 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.

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.

- (3) The Remuneration, **Appointments** 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. **Separate forums may also be held for a) Organisational Members and b) Students and Trainee members. The moderator for each of these forums will be elected by the relevant membership and once elected become a member of the main UKCP Members' Forum.**
- (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.

Green = proposed changes

A

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- (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.



B

Ordinary Resolution

A resolution that Byelaw 10.1 should be revised to add the words at the end "Subject to statutory and regulatory oversight in the public interest by the UKCP, the setting of accreditation and reaccreditation standards, assessments for accreditation and re-accreditation and clinical oversight will be carried out in the public interest by members of the college with appropriate expertise in the relevant modalities. This sub-paragraph may not be amended or deleted without the consent of a general meeting of UKCP"

C

Request from Members

Member Request C1

A request by some members for a vote on inserting a new paragraph 2 in the current Standing Orders:

"2 Compliance with Byelaws and Standing Orders

At all times the board of Trustees and the UKCP executive respect and follow the existing Standing Orders and Byelaws of the UKCP, including throughout the entirety of any consultation and change procedure, unless and until all relevant change procedures have been completed, and amended versions have been officially adopted in compliance with the Standing Orders and Byelaws. This sub[1]paragraph may not be amended or deleted without the consent of a general meeting of UKCP." and consequential renumbering of the following paragraphs"

Member Request C2

A request by some members for a vote on inserting additional wording to paragraph 7 in the current Standing Orders so that after the words "External Relations Officer" are added the words

"If a candidate for Chair and/or Vice Chair cannot be found, or if a college so decides by means of a vote of its members, the management of the college may be undertaken by a representative management committee of not more than 10 members elected by the members of the college. The management committee may appoint representatives to act on its behalf as required. Voting may be carried out by electronic means. This sub-paragraph may not be amended or deleted without the consent of a general meeting of UKCP"

D

Board Proposals for indicative vote

Board Proposal D1

To ensure that all categories of full membership are enfranchised in each college, the following will be added to the Colleges section of the Standing Orders:

[The Chair and Vice-Chair of each College will be elected by an open and transparent election process as for trustees of UKCP](#)

Colleges' methods of appointment or election of their representatives should be transparent, inclusive and recommended to the Board of Trustees by the Remuneration, Appointments and Performance Management Committee (RAPMC).

Board Proposal D2

To ensure that all volunteers for senior UKCP positions are prepared for the challenges and risks of holding office within UKCP, the following will be added to the Colleges section of the Standing Orders:

[The Remuneration, Appointments and Performance Management sub-committee of the Board will ensure that the recruitment of Trustees and College Chairs and Vice Chairs operates according to a transparent and inclusive process with the opportunity for candidates to discuss the role description, the Code of Practice for Trustees, the deliverables, remuneration if any and the induction programme.](#)