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THURSDAY



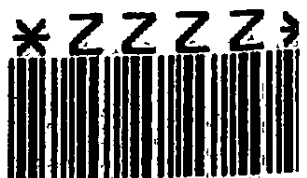
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COMPANIES HOUSE



# The United Kingdom Council for Psychotherapy

Company no 3258939

Verified as true copy

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COMPANY SEC.

## General Meeting – 4pm, Saturday 7 March 2015

At the meeting the following eight Special Resolutions were passed:

### Special Resolution 1 – Vice Chair

That the Articles of Association be amended as follows

- i) Article 11 5 be amended to read "The Board of Trustees shall include
  - (a) the Chair of UKCP
  - (b) two elected representatives for organisational members and three elected representatives for individual members, all of whom must be UKCP full members
  - (c) two delegates of colleges and faculties appointed by the chairs of colleges and faculties, all of whom must be UKCP full members
  - (d) an Honorary Treasurer
  - (e) at a minimum three public representatives, who shall not be UKCP members or employees and shall not be from psychological professions
  - (f) the Vice Chair "

ii) Article 14 1 be amended to read "Trustees representing individual and organisational members, the Chair of UKCP and Vice Chair shall be full members of UKCP and shall be elected by a vote of the membership. The Chair and Vice Chair of UKCP shall have been full members of UKCP or registrants in good standing for at least 2 years "

iii) Article 14 6 be amended to read "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 "

### Special Resolution 2 – Admission of members

That Article 7 2 be amended to read "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 "

### Special Resolution 3 – Alignment with CCP

That an additional Article 9 5 be added, to read "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 "

### Special Resolution 4 - Trusteeship

That Article 11 3, which reads "No one may serve as a Trustee while acting as a Chair, Trustee or beneficial owner of more than 1% of the issued capital of an organisational member " Is deleted and the remaining Articles are re-numbered accordingly

### Special Resolution 5 – Election notice

That Article 14 3 be amended to read "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 "

**Special Resolution 6 – Benefits and conflicts of interest**

That subject to the prior consent of the Charity Commission, the Articles of Association be amended as follows

- i) That the words "In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a Charity) and" be deleted from Article 6 3
- ii) That Article 25 be deleted and that the reference to Article 25 in Article 26 be amended to read "Article 7"
- iii) That a new Article 7 be added, to read  
"(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 "

iv) That the remaining Articles be renumbered accordingly

#### **Special Resolution 7 - Delegation**

That Article 24 be amended to read "(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 "

#### **Special Resolution 8 - Numbering**

That pre-existing Articles 7(1), 8(3), 10, 12(4) be removed and the remaining Articles renumbered accordingly