



*bpf* BRITISH  
PSYCHOTHERAPY  
FOUNDATION

# trustee handbook

2019

# introduction

Welcome to this Handbook.

It has a dual purpose:

- to provide guidance and information to anyone wishing to become a **bpf** Trustee
- to provide an ongoing structure and source of information for the **bpf** Board

It is anticipated that additional information will be added to this Handbook over time to keep it up to date and a useful guide for Trustees and Members.

It is divided into three sections:

## section 1

Information relating to **bpf**:

- **bpf** Trustee Role Description
- **bpf** Trustee Code of Conduct
- Role Description for Chair of **bpf** Board of Trustees
- Summary terms of reference: **bpf** Board Membership & Professional Activities Committee
- Summary terms of reference: **bpf** Board Training & Education Committee
- **bpf** Articles of Association

## section 2

Information from outside sources, especially the Charity Commission as background information to guide Trustees in their role in governance of a charity.

## section 3

2019 AGM Nomination form – to apply to fill one of the vacant positions on the **bpf** Board.

## section 1

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# **bpf** trustee role description

## role

To ensure, jointly with the other trustees, that the **bpf** acts in accordance with its constitution and to manage its activities in furtherance of the objects set out in its Articles of Association.

**Note:** The **bpf** is registered as a charity and a limited company. Every trustee is also a director of the company and has legal responsibilities and potential liabilities in each capacity.

## general responsibilities

- Setting the strategic direction of the **bpf** and monitoring its performance.
- Ensuring that the **bpf** complies with its Articles of Association and all applicable legislation and regulations.
- Ensuring that the **bpf** pursues its objects as defined in the Articles.
- Ensuring that the **bpf** applies its resources exclusively in pursuance of its objects.
- Ensuring the financial stability of the **bpf**.
- Ensuring the effective and efficient administration of the **bpf**.
- Protecting and managing the assets of the **bpf**.
- Contributing to the formulation of policy and overseeing its implementation.
- Safeguarding the good name and ethos of the **bpf**.

## specific duties

### **Collective**

- Monitoring performance against the **bpf's** Business Plans.
- Approving annual budgets and monitoring progress against them.
- Contributing to and approving the annual report and accounts.
- Appointing the CEO and monitoring her/his performance.

## Individual

- Attending and playing an active part in the trustees' meetings
- Exercising due care and attention and using reasonable skill in dealing with the *bpf's* affairs
- Using knowledge and experience to help the trustees reach sound decisions
- Avoiding unauthorised conflict of interests.
- Sitting on and chairing committees as required.

## person specification (general)

- Integrity
- Commitment to the organisation, its values, mission and its objectives
- Understanding & acceptance of the legal duties, responsibilities & liabilities of trusteeship
- Willingness to devote the necessary time and effort to their duties as a trustee
- Strategic vision
- Good, independent judgement
- Ability to think creatively
- Willingness to speak their mind
- Ability to work effectively as a member of a team

# ***bpf*** trustee code of conduct

## **1. Introduction**

- 1.1 This code of conduct is applicable to all Trustees of ***bpf***. Its purpose is to provide Trustees with clear guidelines as to their standard of behaviour, responsibilities and best practice. Appointed Trustees are both company directors with duties under company law and charity Trustees. The most important parts of the duties of Trustees are summarised at leaflet CC3 – The Essential Trustee on the Charity Commission’s website. This code does not summarise your legal duties but is consistent with them.
- 1.2 The code will also apply to members of all committees whether Trustees or not.
- 1.3 This code is designed to ensure high standards and to identify how any potential conflicting interests are to be raised and dealt with.
- 1.4 The objects and powers of the charity are set out in the Articles of Association and define and limit what ***bpf*** may do.

## **2. The Code**

- 2.1 Trustees must act with probity, prudence, and should take and consider professional advice on any issue where the Trustees do not have expertise themselves.
- 2.2 A Trustee must administer ***bpf*** and all its assets in the interest of current, potential and future beneficiaries.
- 2.3 Trustees have a duty to act in the best interests of ***bpf*** and to promote the purposes for which ***bpf*** has been established. Trustees should refer to the charity’s governing document for details of these purposes.
- 2.4 Trustees should avoid actual impropriety and also avoid any appearance of improper behaviour.
- 2.5 A Trustee must not gain an advantage (financial or otherwise) or benefit for themselves or for their family or friends, (or any organisation or business they may represent or have an interest in) as a result of their Trusteeship. Where any potential for conflict arises it should be disclosed in the charity’s Register of Interests. Trustees should note that they have specific legal obligations where potential or actual conflicts arise, and that these obligations do not only relate to their own interests but also to those of people or businesses connected to them (see Appendix A for further details).
- 2.6 Trustees should conduct themselves in a manner which does not damage or undermine the reputation of the organisation, individually or collectively and should not take part in any activity which is in conflict with the objects.
- 2.7 Trustees who sit on the Board as the nominee or representative of a group or organisation, must accept that their sole responsibility is to the organisation of which they are Trustees, not to the body which nominates them.

- 2.8 Trustees are jointly responsible for the activities of **bpf** and must act together. No Trustee acting alone may bind the organisation or fellow Trustees unless specifically authorised to do so.
- 2.9 Trustees must make decisions together and take joint responsibility for them. The extent to which any one Trustee or a small group of Trustees is empowered to speak for or take action on behalf of the organisation or the Board is a matter for all Trustees to decide together. Such decisions to delegate must record the extent of any delegated authority and arrangements for reporting back to the Board.
- 2.10 Trustees should not place themselves under any financial or other obligation to outside individuals or organisations that might influence them in the performance of their role.
- 2.11 Trustees should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement (see Appendix B for further details).
- 2.12 Trustees must recognise the duty of care that their position implies and should always act sensitively, sensibly and rationally in all their dealings on behalf of **bpf** and to its staff.
- 2.13 Trustees have a duty to comply with the law on all occasions in accordance with the trust placed in them and in such a way as to preserve public confidence in **bpf**.
- 2.14 Trustees are accountable for their decisions and actions to key stakeholders. These include the public, funders, members, beneficiaries and the Charity Commission and any other regulator.
- 2.15 Trustees shall ensure that confidential material, and in particular sensitive and confidential material about individuals, is handled in accordance with the duty to maintain their confidence, and in accordance with legal requirements.
- 2.16 Trustees shall be as open as possible about their decisions and action to be taken both towards individuals and for **bpf** as a whole unless disclosure is not in the best interests of **bpf**.
- 2.17 Where Trustees will be working directly with **bpf's** staff and volunteers, they should observe any established guidelines for such working relationships.
- 2.18 Trustees should accept that **bpf** makes decision by a collective process within the Board and to respect and implement those decisions even where they do not reflect the individual's views.
- 2.19 Trustees should not undermine the collective principle by making public statements that conflict with the collectively agreed policies and principles or which bring **bpf** into disrepute.
- 2.20 Where the Trustee believes there has or will be any wrong doing or improper action they should raise it with the Board and not disclose it to any third party unless there is reasonable evidence to show that raising it in that manner might lead to evidence of the wrong doing to be suppressed or destroyed. In raising any concerns or whistle blowing, any policy of **bpf** should be followed.

2.21 A Trustee who becomes aware of any possible breach of this code should raise that breach with the Chair, or where the Chair is involved, or appears to be involved, raise it with the other Trustees.

### **3. Management of conflicts of interest**

3.1 All Trustees must fill in the charity's Register of Interest, having read the guidance appended to it. Please see the separate Conflict of Interest Policy for more details which forms part of this Trustees' Code of Conduct.

### **4. Relationships with staff**

4.1 Trustees have delegated the management and direction of staff to the Chief Executive and recognised that save in exceptional circumstances, directions, control and discipline of staff is a matter for the Chief Executive and that individual Trustees should not criticise, direct or otherwise interfere with the management of staff. However, it is recognised that Trustees as a normal part of their role may need to communicate with staff and obtain information from them whether by phone or e-mail or during visits to *bpf's* premises or its activities. Where any matter arises which concerns a Trustee as a result of those contacts, they should raise it, not with the staff member concerned, but with the Chief Executive or with the Chair of the Board.

These rules also apply to contact with the Chief Executive. However, in that case, issues should be raised either direct with the Chief Executive or with the Chair.

Trustees need to be aware that statements or actions that they make could form the basis of an employment law claim by employees.

## appendix a

### connected persons

#### **Part 1: Connected Persons Under Companies Act 2006**

##### **252 Persons connected with a Director**

1. This section defines what is meant by references in this Part to a person being “connected” with a director of a company (or a director being “connected” with a person).
2. The following persons (and only those persons) are connected with a director of a company—
  - (a) members of the director's family (see section 253);
  - (b) a body corporate with which the director is connected (as defined in section 254);
  - (c) a person acting in his capacity as Trustee of a trust—
    - (i) the beneficiaries of which include the director or a person who by virtue of paragraph (a) or (b) is connected with him, or
    - (ii) the terms of which confer a power on the Trustees that may be exercised for the benefit of the director or any such person,
    - (iii) other than a trust for the purposes of an employees' share scheme or a pension scheme.
  - (d) a person acting in his capacity as partner—
    - (i) of the director, or
    - (ii) of a person who, by virtue of paragraph (a), (b) or (c), is connected with that director;
  - (e) a firm that is a legal person under the law by which it is governed and in which—
    - (i) the director is a partner,
    - (ii) a partner is a person who, by virtue of paragraph (a), (b) or (c) is connected with the director, or
    - (iii) a partner is a firm in which the director is a partner or in which there is a partner who, by virtue of paragraph (a), (b) or (c), is connected with the director.
3. References in this Part to a person connected with a director of a company do not include a person who is himself a director of the company.

### **253 Members of a Director's family**

1. This section defines what is meant by references in this Part to members of a director's family.
2. For the purposes of this Part the members of a director's family are—
  - (a) the director's spouse or civil partner;
  - (b) any other person (whether of a different sex or the same sex) with whom the director lives as partner in an enduring family relationship;
  - (c) the director's children or step-children;
  - (d) any children or step-children of a person within paragraph (b) (and who are not children or step-children of the director) who live with the director and have not attained the age of 18;
  - (e) the director's parents.
3. Subsection (2)(b) does not apply if the other person is the director's grandparent or grandchild, sister, brother, aunt or uncle, or nephew or niece.

### **254 Director "connected with" a body corporate**

1. This section defines what is meant by references in this Part to a director being "connected with" a body corporate.
2. A director is connected with a body corporate if, but only if, he and the persons connected with him together—
  - (a) are interested in shares comprised in the equity share capital of that body corporate of a nominal value equal to at least 20% of that share capital, or
  - (b) are entitled to exercise or control the exercise of more than 20% of the voting power at any general meeting of that body.
3. The rules set out in Schedule 1 (references to interest in shares or debentures) apply for the purposes of this section.
4. References in this section to voting power the exercise of which is controlled by a director include voting power whose exercise is controlled by a body corporate controlled by him.
5. Shares in a company held as treasury shares, and any voting rights attached to such shares, are disregarded for the purposes of this section.
6. For the avoidance of circularity in the application of section 252 (meaning of "connected person") —
  - (a) a body corporate with which a director is connected is not treated for the purposes of this section as connected with him unless it is also connected with him by virtue of subsection (2)(c) or (d) of that section (connection as Trustee or partner); and

(b) a Trustee of a trust the beneficiaries of which include (or may include) a body corporate with which a director is connected is not treated for the purposes of this section as connected with a director by reason only of that fact.

## **Part 2: Connected Persons Under Charities Act 2011**

1. connected person" in relation to a charity means-
  - (a) a charity Trustee or Trustee for the charity;
  - (b) a person who is the donor of any land to the charity (whether the gift was made on or after the establishment of the charity);
  - (c) a child, parent, grandchild, grandparent, brother or sister of any such Trustee or donor;
  - (d) an officer, agent or employee of the charity;
  - (e) the spouse or civil partner of any person falling within any of sub-paragraphs (a) to (d) above;
  - (f) a person carrying on business in partnership with any person falling within any of sub-paragraphs (a) to (e) above;
  - (g) an institution which is controlled—
    - (i) by any person falling within any of sub-paragraphs (a) to (f), or
    - (ii) by two or more such persons taken together; or
  - (h) a body corporate in which—
    - (i) any connected person falling within any of sub-paragraphs (a) to (g) above has a substantial interest, or
    - (ii) two or more such persons, taken together, have a substantial interest.

## appendix b

### acceptance of gifts and hospitality

1. Trustees should always have in mind the need not to give the impression to any member of the public or any organisation with whom they deal that any gift or consideration might lead them to show favour or disfavour to any person or organisation whilst acting in an official capacity.
2. In order to reduce the risk that any innocent acceptance of modest hospitality may compromise them in this way, Trustees should not accept any reward or benefit – beyond the scope of the examples below – from any member of the public or organisation with whom he/she has been brought into contact by reason of his/her official duties.
3. Examples of hospitality which may be accepted are as follows:
  - 3.1 The provision of lunch/dinner etc. when it is part of an official visit or bona fide hospitality arrangement.
  - 3.2 Isolated gifts with an assessed value of less than £25. If a more expensive gift cannot be declined without causing embarrassment then it may, exceptionally, be accepted and reported to the Chair and if reasonably requested given to **bpf**.
4. If Trustees are offered, directly or indirectly, hospitality by a third party and it does not fall within the exceptions above, they should state quite clearly to the third party that the acceptance of such hospitality is forbidden and that further offers should not be made. All such offers should be reported to the Chair.

# role description for chair of **bpf** board of trustees

## role

The Chair of the **bpf** will guide the strategic development of the organisation, gaining the confidence of the membership, providing good leadership to the Board of Trustees, acting as an advocate in the external world, supporting, supervising and working with the Chief Executive and ensuring that there is effective strategic planning, monitoring, evaluation and review of activities.

## specific duties and responsibilities

- To provide leadership to the Board of Trustees of the **bpf**, ensuring that Board members are fully engaged in setting the strategic direction of the organisation.
- To promote the highest standards of integrity, probity and corporate governance.
- To develop productive working relationships between the Board of Trustees and the Chief Executive and other members of staff.
- To work with the Chief Executive to ensure that strategic business plans for the **bpf** are produced, implemented, monitored and reviewed.
- To support and supervise the Chief Executive.
- To conduct an annual appraisal of the Chief Executive, drawing on the views of members of the Board of Trustees.
- To conduct an annual appraisal of each member of the Board of Trustees.
- To ensure that the Board undertakes a collective appraisal process to review its strengths, weaknesses, successes and areas for improvement and an annual skills audit.
- In collaboration with the Chief Executive, to ensure that the members of the **bpf** are well-informed about and appropriately involved and engaged in the activities of the organisation and that satisfaction with membership services is monitored and feedback used to improve services.

- In collaboration with the Chief Executive, to represent the **bpf** in public and with stakeholders and partners.
- In collaboration with the Chief Executive, to ensure that the **bpf** has effective policies and procedures in place for the proper conduct of its business and that the requirements of Companies House and the Charity Commission are met.
- To adhere to the Nolan 7 Principles of Public Life (Selflessness, Integrity, Objectivity, Accountability, Openness, Honesty, Leadership).

## person specification

- Empathy with the principles and practice of psychotherapy and commitment to advancing public understanding of and access to analytic therapies and psychoanalysis.
- Proven ability to provide effective leadership to a Board of Trustees.
- Board level experience of strategic planning and management, either as an executive or non-executive.
- Understanding of the respective roles of a non-executive director and of a Chief Executive.
- Ability to provide effective support, supervision and appraisal to the Chief Executive.
- Representational skills, to be able to speak for the organisation in public, to the press and media and with key politicians and officials as required.
- Chairing skills which are appropriate to both Board meetings and large meetings of the membership of the **bpf**.
- Understanding of the benefits and constraints of a membership organisation.
- Availability and willingness to travel to meet members.
- Understanding of the health and social care sectors and the place of psychotherapy within these.
- Knowledge of the various potential stakeholders and partners for the **bpf** and willingness to use personal networks to promote the organisation.

## summary terms of reference

### **bpf** board membership & professional activities committee

#### purpose

Working closely with and strategically advising the CEO and other staff, to plan/oversee/develop **bpf**s overall membership offer and benefits, membership development strategy, and range of professional development events and facilities offered to members, including, particularly, post-qualification/CPD courses and programmes.

The Chair of the committee will be elected by the whole **bpf** membership and, by virtue of the position, will be entitled to a position on the **bpf**s Board of Trustees.

#### key areas of responsibility of the committee

- Definition of **bpf**s overall structure of membership categories and their respective targeting, eligibility criteria, benefits/entitlements and designation. This role to include from trainee to senior member level;
- Definition and development of **bpf**s overall policy and offer for CPD / ongoing professional support and recognition to its qualified members – looking across all **bpf**s associations;
- Planning, development and ongoing management of **bpf**s programme of courses / qualifications / awards offered to qualified **bpf** members;
- Assurance that all post-qualification courses and events run by **bpf** (including its associations) adhere to and comply with all relevant training and education policies, standards or processes defined by **bpf** or appropriate, external bodies;
- Planning and overseeing delivery of an overall annual programme of events and activities (on-line and physical) for the benefit of **bpf** members;
- Planning and development of **bpf**s online member facilities / services, including member directory, forum, information resources, newsletter, and networking groups;
- Fostering and development of a range of special interest groups and meetings to help serve the specialised or focussed areas of professional interest to **bpf** members;

- Fostering and development of wider range of activities and services aimed at members across the country, beyond just London – including member groups, regional joint events or activities with other groups or institution;
- Planning and overseeing of major general member-centred events e.g. Annual Lecture;
- Oversight of strategy and approach used by **bpf** to communicate with and engage with its members, including carrying out of periodic member surveys;
- Oversight of **bpf**'s journal, library and wider information services to members
- Receiving and assessment of specific opportunities and ideas received or spotted for improving the appeal or quality of **bpf**'s overall membership offer(s);
- Oversight of arrangements for the assessment of all professional events/programmes, including quality, numbers attracted, delegate feedback and financial metrics (income/cost/profit);
- Preparation of annual summary review into **bpf**'s annual charity report.

## membership of this committee

The committee includes the leads from a range of sub-committees/groups including, notably, the 'Scientific & Applied Activities' committee (which plans an overall professional events programme for the **bpf**), the post-qualifying committees of the BJAA and PPA, the Jungan Forum, PPA Forum, BJP Editor and research committee.

## meeting frequency

Three or four times a year, to be determined by the committee's Chair.

## role summary of chair of the committee

Please contact **bpf** CEO if you would like specific further information about the role.

# summary terms of reference

## **bpf** board training & education committee

### **Summary of role / purpose:**

Working closely with and strategically advising the CEO, to co-ordinate the overall planning, quality and integrated development of **bpf**'s clinical trainings (BJAA, PPA and IPCAPA) – including courses, programmes, standards and processes. The key purpose is to help ensure the **bpf** can present an overall, coherent structure of learning pathways, that opportunities to learn/share/collaborate across the trainings are encouraged, together with identifying/assessing/shaping particular opportunities for new programmes.

The Chair of the committee will be elected by the whole membership of the **bpf** and, by virtue of the position, be entitled to a position on the **bpf**'s Board of Trustees.

### indicative areas of responsibility:

- Ongoing review and development of an overall, coherent structure of learning pathways across **bpf**'s trainings, ensuring that offerings from each association are suitably integrated and complementary so that **bpf** offers overall a holistic proposition to psychotherapists seeking professional training;
- Fostering of strategic thinking across **bpf** Trainings and co-ordination of forward strategy, innovation and development by each association;
- Definition of common, minimum required standards and processes for all associations to follow regarding their trainings (having regard to relevant external bodies e.g. BPC) and ongoing assurance that such standards and processes are followed/complied with;
- Preparation of an overall/integrated annual plan and budget across Trainings and monitoring during the year, with the **bpf** Finance Director;
- In conjunction with the Heads of Training of each association, assurance that all courses, activities and programmes have effective arrangements for their leadership/management
- Oversight of strategy, policy and programmes for helping trainees to find clinical training placements;
- **bpf** strategy and policies for safeguarding of trainees;

- Identification of gaps or new opportunities in **bpf**s overall training offer and guiding/co-ordinating association training committees to explore and develop programmes / offers / activities to respond to such opportunities;
- Encouragement of sharing of learnings and good/best practice across the **bpf** Trainings;
- Overseeing of development of new partnerships or relationships with other institutions
- Fostering of effective use of IT and technology by the associations;
- Receiving and assessment of proposals for significant new trainings/courses or adjustments in approaches or standards followed by **bpf** associations in their training or education;
- Ensuring voice is given to trainees in the planning and development of all trainings training, including the use of surveys and feedback mechanisms;
- Preparation of an overall review / report as an input to **bpf**s annual report as a charity.

## membership of this committee

The committee to include the chairs of all the **bpf** association trainings, representatives from the Birkbeck and Exeter academic courses and key individual **bpf** courses e.g. Infant Observation, together with the CEO.

## meeting frequency

Quarterly

## role summary of chair of the committee

Please contact **bpf** CEO if you would like specific further information about the role.

Articles of Association  
of  
British Psychotherapy Foundation

**(as adopted by a special resolution passed  
at the General Meeting held on 20th July 2019)**

**Russell-Cooke LLP**  
File Ref: JST/SXR/1476345.15

## Articles of Association of British Psychotherapy Foundation

### 1. **Name of Charity and Meaning of Words**

1.1 The name of the Charity is **British Psychotherapy Foundation**, called in this document "the Charity".

1.2 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.3 <b>Words</b>	<b>Meanings</b>
Act	the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Articles	these Articles of Association;
Board	the Board of Trustees of the Charity, the members of which are the directors of the Charity and are charity trustees;
Chair	the Chair of the Board of Trustees or any person discharging the functions of the Chair;
Charities Act	the Charities Acts 1992, 2006 and 2011 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
Charity	the company regulated by these Articles;
Charity Commission	the Charity Commission of England and Wales;

Clear Days	in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates;
Designated Member Associations	distinct major membership divisions/groupings of the Charity, as defined by the Board from time to time, which shall act in accordance with the policies and rules of the Charity including the provisions (which are non-exhaustive) in the Schedule to these Articles;
Month	calendar month;
Objects	the Objects of the Charity as defined in Article 3;
Office	the registered office of the Charity;
Regulations	any rules, standing orders or regulations made in accordance with these Articles;
Signed	shall include faxes of signatures and other forms of authentication that are permitted by law;
Taxable Trading	carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax;
Trustees	the directors of the Charity;
United Kingdom	Great Britain and Northern Ireland; and
in Writing	written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail, or fax (to the extent legally permissible).

1.4 Words in the singular form include the plural and vice versa.

1.5 The words "person" or "people" include corporations and unincorporated associations, and the words "he", "his" and "him" shall include the female equivalent.

1.6 Apart from the words defined above, any words or expression defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.7 Headings are not part of the Articles.

1.8 These Articles exclude any model Articles created under the Companies Acts, including under section 19 of the Companies Act 2006.

## **2. Registered Office**

2.1 The registered office of the Charity will be in England and Wales.

## **3. Objects of the Charity**

3.1 The objects of the Charity (the "Objects") are for the public benefit to preserve the mental health and relieve mental distress particularly through psychotherapy in all or any of its aspects by:-

3.1.1 advancing the education, training, study and practice of analytic therapies and psychoanalysis (the "therapy");

3.1.2 increasing the public knowledge of therapies;

3.1.3 advancing the therapies as a method of treatment;

3.1.4 advancing the practice of the therapies as a profession;

3.1.5 providing easier and affordable access to psychotherapy treatment; and

3.1.6 undertaking any other charitable purpose for the public benefit approved by the Trustees.

## **4. Powers of the Charity**

4.1 The Charity has the following powers which may be used only to promote the Objects:-

4.1.1 to buy, take on lease, share, hire or otherwise acquire property of any sort;

4.1.2 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity in exercise of this power but the Charity must comply as appropriate with Sections 117 to 123 of the Charities Act 2011;

4.1.3 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for the repayment of money borrowed, grant given or any other obligation but the Charity must comply as appropriate with Sections 124 to 126 of the Charities Act 2011 if it wishes to mortgage land;

4.1.4 to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;

4.1.5 to employ and pay any employees, officers, servants and professional or other advisers;

4.1.6 subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or

raise money in any way including carrying on trade but not by means of Taxable Trading;

- 4.1.7 to give or receive guarantees or indemnities;
- 4.1.8 to promote or undertake study or research and disseminate the results of such research;
- 4.1.9 to produce, print and publish anything in any media;
- 4.1.10 to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;
- 4.1.11 to make social investments in pursuance of the Objects by any means;
- 4.1.12 to promote and advertise the Charity's activities and to seek to influence public opinion and policy and regulation implemented or proposed to be implemented by government, local authorities or other public bodies by undertaking campaigning and, to the extent permitted by law, political activities;
- 4.1.13 to invest any money in any investments, securities or properties; and to accumulate and set aside funds for special purposes or as reserves; and to accumulate expendable endowment;
- 4.1.14 to undertake any charitable trust;
- 4.1.15 to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;
- 4.1.16 to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Charity or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;
- 4.1.17 to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Charity not required for the purpose of the Charity in furtherance of the Charity's Objects;
- 4.1.18 to establish, support, affiliate with, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;
- 4.1.19 to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;
- 4.1.20 to open and operate bank accounts and other banking facilities including by using internet banking or other electronic authentication methods;

- 4.1.21 to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees;
- 4.1.22 to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;
- 4.1.23 to insure any risks arising from the Charity's activities;
- 4.1.24
- (a) To purchase indemnity insurance out of the funds of the Charity to indemnify any of the Trustees against any personal liability in respect of:
    - (i) any breach of trust or breach of duty committed by them in their capacity as charity trustees or trustees for the Charity;
    - (ii) any negligence, default, breach of duty or breach of trust committed by them in their capacity as directors or officers of the Charity or of any body corporate carrying on any activities on behalf of the Charity; and
    - (iii) any liability to make contributions to the assets of the Charity in accordance with section 214 of the Insolvency Act 1986.
  - (b) Subject to article 4.1.24(d) below, any insurance in the case of article 4.1.24(a)(i) or article 4.1.24(a)(ii) must be so framed as to exclude the provision of an indemnity for a person in respect of:
    - (i) any liability incurred by a Trustee to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);
    - (ii) any liability incurred by a Trustee in defending any criminal proceedings in which he is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by him; and
    - (iii) any liability incurred by a Trustee to the Charity that arises out of any conduct which he knew (or must reasonably be assumed to have known) was not in the interests of the Charity or in the case of which he did not care whether it was in the best interests of the Charity or not.
  - (c) Subject to article 4.1.24(d) below any insurance in the case of article 4.1.24(a)(iii) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is his 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; and

- (d) To purchase out of the funds of the Charity any additional indemnity insurance cover for the benefit of the Trustees that is permitted by law from time to time.

4.1.25 to delegate upon such terms and at such reasonable remuneration as the Charity may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that:-

- (a) the Managers are properly authorised to carry on investment business;
- (b) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Charity;
- (c) the Managers are under a duty to report promptly to the Charity any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them for the Charity;
- (d) the Charity is entitled at any time to review, alter or terminate the delegation or the terms thereof; and
- (e) the Charity reviews the arrangements for delegation at intervals but so that any failure by the Charity to undertake such reviews shall not invalidate the delegation;

4.1.26 to arrange for investments or other property of the Charity to be held in the name of a nominee company (being a corporate body registered or having an established place of business in England and Wales) acting under the control of the Trustees or of a financial expert acting under their instructions, and to pay any reasonable fee required;

4.1.27 to decline any donations to the Charity where acceptance is deemed by the Board not to be in the best interests of the Charity; and

4.1.28 to do anything else within the law which helps promote the Objects.

## **5. Use of income and property**

5.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Charity or Trustees, and no Trustee may be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity except as permitted by law or by the Charity Commission or as permitted below under 'Allowed Payments' and then only after complying with any requirements of the Act and the Charities Act, PROVIDED this

shall not prevent a member of the Charity or a Trustee receiving any benefit as a beneficiary.

## **6. Allowed Payments**

6.1 The Charity may pay:-

6.1.1 reasonable and proper payment to any member, officer, servant, employee, professional or other adviser of the Charity who is not a Trustee for any goods or services supplied to the Charity;

### **Payments for services and goods connected to those services**

6.1.2 reasonable and proper remuneration of a Trustee for services actually rendered to the Charity or a subsidiary of the Charity (save for services rendered in his capacity as a Trustee), PROVIDED THAT:-

- (a) the number of Trustees so remunerated in any accounting period shall not exceed a minority of the Board of Trustees;
- (b) no resolution to approve such remuneration to a Trustee shall be effective unless it is passed at a meeting of the Board of Trustees;
- (c) such Trustee shall not vote on any resolutions relating to his engagement by the Charity or a subsidiary (as defined in the Act) of the Charity;
- (d) the remuneration or maximum remuneration payable to the Trustee shall be set out either in the resolution approving such remuneration or in a written agreement between the Trustee and the Charity; and
- (e) the Trustees are satisfied it is in the best interests of the Charity for the services to be provided by that Trustee to the Charity or on behalf of the Charity for the remuneration or maximum remuneration agreed.

### **Payments for goods not supplied in connection with services**

6.1.3 reasonable and proper payment for goods supplied by a Trustee that are not supplied in connection with services actually rendered to the Charity or a subsidiary of the Charity PROVIDED THAT:-

- (a) the amount or maximum amount of the payment for the goods is set out in a written agreement between the relevant Trustee and the Charity under which that Trustee is to supply the goods to or on behalf of the Charity;
- (b) the amount or maximum amount does not exceed what is reasonable in the circumstances for the supply of goods in question;
- (c) the other Trustees are satisfied it is in the best interests of the Charity to contract with that Trustee rather than with someone else

who is not a Trustee. In reaching such a decision the Trustees must balance the advantage of contracting with a Trustee against the disadvantages of doing so;

- (d) the relevant Trustee is absent from the part of any meeting at which there is discussion of the proposal to enter into such a contract with that Trustee;
  - (e) the relevant Trustee does not vote on any such matter and is not counted in the quorum for that decision; and
  - (f) a majority of the Trustees then in office are not in receipt of remuneration or payments authorised in Articles 6.1.2, 6.1.3, 6.1.4, 6.1.7, 6.1.11 or 6.1.12.
- 6.1.4 reasonable interest on the money lent by any Trustee;
  - 6.1.5 reasonable out-of-pocket expenses to any Trustee;
  - 6.1.6 reasonable and proper payment to a company of which a member of the Charity or a Trustee holds not more than a hundredth of the capital;
  - 6.1.7 reasonable and proper rent of premises demised or let by any Trustee;
  - 6.1.8 to the extent permitted by law, reasonable and proper premiums in respect of any Trustee indemnity insurance policy taken out pursuant to article 4.1.24 above;
  - 6.1.9 any payment to a Trustee under the indemnity provisions in the Articles of Association;
  - 6.1.10 reasonable remuneration to the person who is for the time being acting as the Chair of the Board;
  - 6.1.11 a Trustee to be employed by, or receive any remuneration from the Charity which is not authorised in this Article 6, provided the remuneration is authorised by the court or the Charity Commission; and
  - 6.1.12 in exceptional cases other payments or benefits but only with the prior written approval of court or the Charity Commission.

PROVIDED THAT no Trustee shall vote on or be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give any remuneration or a benefit to that Trustee other than the approval of any permitted indemnity insurance or the payment of an indemnity where such payment is to be made to a majority of the Trustees.

For the purposes of this Article 6 Trustee shall include any child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Trustee or any person living with the Trustee as his partner.

A payment to a Trustee includes the payment to or the engagement of or remuneration of any firm or company in which the Trustee is: (i) a partner; (ii) an employee; (iii) a consultant; (iv) a director; or (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Trustee holds less than 1 per cent. of the issued capital.

## **7. Alterations to these Articles**

7.1 No alterations to these Articles may be made which would cause the Charity to cease to be a charity in law. Other alterations to these Articles may only be made by a special resolution at a general meeting or by a written special resolution. A special resolution will be validly passed at a general meeting if the Charity gives the members at least 14 Clear Days' notice of the intention to pass a special resolution at the meeting and at least 75 per cent. of those voting at the meeting vote in favour of the resolution. Such a special resolution may be passed on shorter notice if 90 per cent. of the total number of members having the right to vote agree to such short notice.

7.2 Alterations may only be made to:

7.2.1 the Objects; or

7.2.2 to any clause in these Articles which directs the application of property on dissolution; or

7.2.3 to any clause in these Articles which gives Trustees any benefit,

with the Charity Commission's prior written consent where this is required by law.

7.3 The Charity shall inform the Charity Commission and Companies House of any alterations to the Articles and all future copies of the Articles issued must contain the alterations.

7.4 Alterations may also require the consent of other bodies.

## **8. Limited Liability**

8.1 The liability of the members is limited.

## **9. Guarantee by Members of the Charity**

9.1 Each member of the Charity undertakes that, if the Charity is wound up while he is a member, or within one year after he ceases to be a member, he will contribute a sum not exceeding £1 to the assets of the Charity for:-

9.1.1 payment of the debts and liabilities of the Charity contracted before he ceases to be a member;

9.1.2 payment of the costs, charges and expenses of winding up; and

9.1.3 adjustment of the rights of the contributories among themselves.

## **10. Indemnity of Trustees**

10.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Trustee or other officer may otherwise be entitled the Charity may indemnify every Trustee or other officer out of the assets of the Charity against all costs and liabilities incurred by him which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee or other officer save that no Trustee may be entitled to be indemnified:

10.1.1 for any liability incurred by him to the Charity or any associated company of the Charity (as defined by the Act for these purposes);

10.1.2 for any fine imposed in criminal proceedings;

10.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;

10.1.4 for any liability which he has incurred in defending any criminal proceedings in which he is convicted and such conviction has become final;

10.1.5 for any liability which he has incurred in defending any civil proceedings brought by the Charity or an associated company in which a final judgment has been given against him; and

10.1.6 for any liability which he has incurred in connection with any application under the Act in which the court refuses to grant him relief and such refusal has become final.

10.2 To the extent permitted by law from time to time, the Charity may provide funds to every Trustee or other officer to meet expenditure incurred or to be incurred by him in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee or officer, provided that he will be obliged to repay such amounts no later than:

10.2.1 if he is convicted in proceedings, the date when the conviction becomes final; or

10.2.2 if judgement is given against him in proceedings, the date when the judgement becomes final; or

10.2.3 if the court refuses to grant him relief on any application under the Act, the date when refusal becomes final.

## **11. Declaration of interests**

To the extent required by law every Trustee shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.

## **12. Conflicts of Interest**

- 12.1 Where the duty of a Trustee to avoid a situation in which he has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Charity including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:
- 12.1.1 the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them; and
  - 12.1.2 any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee, subject to Articles 12.2 and 12.3; and
  - 12.1.3 the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted, subject to Articles 12.2 and 12.3.
- 12.2 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient un-conflicted Trustees present at the meeting to constitute a quorum, the un-conflicted Trustees present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 12.1 and the manner of dealing with the conflict, provided that:
- 12.2.1 they may only give such authorisation where they are satisfied that the conflicted Trustee or Trustees will not receive any direct or indirect benefit other than one permitted by these Articles; and
  - 12.2.2 the total number of Trustees at the meeting (whether conflicted or un-conflicted) is equal to or higher than the quorum of the Board.
- 12.3 In the event that all of the Trustees present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Trustees present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 12.2.1 and 12.2.2 above.
- 12.4 The duty to deal with conflicts referred to in Article 12.1 applies in the case of the exploitation of property, information or opportunity even if the Charity is not taking, or could not take, advantage of the opportunity.
- 12.5 The Trustees shall observe the other duties and rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest.
- 12.6 The Board may by resolution passed in the manner set out in this Article, authorise a Trustee not to disclose to the Board confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Trustee.

12.7 Nothing contained in this Article shall authorise a Trustee to receive any benefit not permitted elsewhere in these Articles.

### **13. Rights of Inspection**

13.1 A copy of the Articles and any Regulations must be available for inspection by the members of the Charity at the Office or at a single alternative inspection location if applicable. Any member who requests a copy of the Articles of Association must be sent a copy.

### **14. Register of Members**

14.1 The Charity must keep at the Office a register of members showing their name, postal address and dates of becoming a member and ceasing to be a member.

14.2 Subject to any restrictions permitted by the Act, the register is available for inspection by the members of the Charity without charge and any other person on payment of a fee prescribed by the Charity, subject to any maximum fee imposed by law. Subject to the Act, where a person seeks to inspect the register, the Charity must within five working days either comply with the request or apply to the Court for permission not to comply with the request.

14.3 The Board may establish different classes of membership (for individuals and for organisations), including any honorary memberships, with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as the Board thinks fit, and may admit and remove such members in accordance with Regulations made by the Board. Such different categories of membership may or may not have voting rights.

14.4 All members must pay the subscriptions (if any) that the Board decides from time to time. The Board may fix differing rates for subscriptions for different members or categories of members.

### **15. Membership**

15.1 The number of members of the Charity is unlimited. They remain members until they cease to be members in accordance with these Articles.

15.2 The subscribers to the Memorandum and such other persons who are admitted to membership in accordance with these Articles shall be the members of the Charity.

15.3 Membership is open to:-

15.3.1 Any individuals aged 18 or over whom the Board decides to admit to membership; and

15.3.2 Any organisations whether incorporated or unincorporated which the Board decides to admit to membership.

15.4 The Board may determine criteria for membership but the Board is not obliged to admit any person satisfying such criteria as a member. The Board may decline in their absolute discretion any person's application and need not give reasons for

such decision. The Board may delegate consideration of membership applications to a Designated Member Association or particular committees, but the final decision on acceptance or rejection of a potential member, or upgrade/change of membership category, will be that of the Board.

- 15.5 A member which is an organisation must, if asked, give a copy of its constitution to the Charity.
- 15.6 Each member which is an organisation has the right to appoint one representative. At any time by giving notice in Writing to the Charity, that member can cancel the appointment of its representative and appoint another instead. The member must confirm the name of its representative at the Charity's request. The representative has the right to attend, vote and speak at general meetings of the Charity and any vote given shall be valid unless prior to the vote the Charity receives written notice ending the representative's authority.
- 15.7 Members which are organisations stop being members in the same way as individual members stop being members.
- 15.8 The Board may delegate the power to admit members.

## **16. No transfer of Membership**

- 16.1 None of the rights of any member of the Charity may be transferred or transmitted to any other person.

## **17. Ending of Membership**

- 17.1 A member ceases to be a member of the Charity if:
  - 17.1.1 the member resigns from membership by giving notice in Writing to the Charity. However, if the member is the subject of a complaint, his resignation will not normally be accepted until the outcome of the complaint is established and the Board believes that no further action will follow; or
  - 17.1.2 membership is ended under Article 18; or
  - 17.1.3 the member's subscription (if any) remains unpaid six months after it is due and the Board resolves to end that member's membership; or
  - 17.1.4 the member fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that they wish to remain a member and the Board resolves to end membership. The notice must contain a warning that membership may be ended; or
  - 17.1.5 the member has been removed from the register of the regulatory body by reason of a sanction or otherwise; or
  - 17.1.6 the member dies or, in the case of a member organisation, if the organisation ceases to function or is wound up.

**18. Removal from Membership**

- 18.1 The Board may terminate any form of membership by giving the member notice in Writing.
- 18.2 No later than 28 days after receiving that notice any member who is a voting member can appeal in Writing to the Charity against the termination. If an appeal is received within the time limit, the termination must be considered by the Board or a committee appointed by the Board. The member has the right to be heard at the meeting or may make written representations. The meeting shall either confirm the termination or reinstate the member.

**19. Annual General Meetings**

- 19.1 The Charity shall hold an annual general meeting in addition to any other general meeting in every calendar year. The annual general meeting must be specified as such in the notices calling it.

**20. Other General Meetings**

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

**21. Calling of Other General Meetings**

- 21.1 The Board may call a general meeting whenever they wish. Such a meeting must also be called if not less than five per cent. of the members of the Charity request it in accordance with the Act.

**22. Notice of General Meetings**

- 22.1 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' notice in Writing (for the purposes of this Article "in Writing" includes notice given by website in accordance with Article 59.4) to members who have the right to vote. Such notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by not less than 90 per cent. of the members entitled to attend and vote at it.
- 22.2 At an annual general meeting the business usually conducted will be the election of Trustees in place of those retiring, the election of Trustees appointed to fill a vacancy since the last annual general meeting, and where necessary the appointment of auditors and the fixing of the remuneration of the auditors.
- 22.3 Where the Charity's auditors are deemed reappointed in accordance with the Act, the Trustees shall fix the auditors' remuneration.

## **23. Quorum for General Meetings**

- 23.1 Business may be transacted at a general meeting only if a quorum of voting members is present when the meeting begins to deal with its business. A quorum is five per cent. of the total number of voting members, or 40 persons, whichever is the greater whether present in person or by proxy.

## **24. Adjournment if no Quorum**

- 24.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting may be adjourned to another day, time and place as the Board may decide. Articles 26.2 and 26.3 shall apply to such an adjourned meeting.
- 24.2 If no quorum is present at the adjourned meeting within half an hour of the appointed starting time, the member or members present at that time shall constitute the quorum for that meeting.

## **25. Chairman of a General Meeting**

- 25.1 The Chair (if any) of the Board should normally preside as chairman at every general meeting of the Charity. If there is no Chair, or if he is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Board shall select the chairman of the meeting and in default the members at the meeting shall select a chairman.

## **26. Adjournment of a General Meeting**

- 26.1 The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.
- 26.2 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 26.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

## **27. Voting on Resolutions**

- 27.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the chairman of the meeting or a member, save that no poll may be demanded on the election of a chairman of a meeting or on any question of adjournment. Members may vote by proxy.
- 27.2 Members may appoint a proxy who need not be a member of the Charity. The proxy may be appointed by the member to exercise all or any of the member's rights to attend, speak, vote and demand a poll at a meeting of the Charity.



**29. Declaration of chairman is final**

29.1 Unless a poll is demanded, the chairman of the meeting's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.

29.2 The demand for a poll may be withdrawn.

**30. When a poll is taken**

30.1 Polls will be taken whenever the chairman of the meeting says so. Business which is not the subject of a poll may be dealt with before, during or after the poll.

30.2 The chairman of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

**31. Voting and Speaking**

31.1 Every member including the chairman of the meeting (if he is a member) has one vote at general meetings. The chairman of the meeting does not have a casting vote at general meetings.

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

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

**32. Written Agreement to Resolution**

32.1 Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

32.1.1 it must be in Writing;

32.1.2 in the case of a special resolution it must be stated on the resolution that it is a special resolution, and it must be Signed by at least 75 per cent. of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

32.1.3 in the case of an ordinary resolution it must be Signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

32.1.4 it may consist of two or more documents in identical form Signed by members; and

32.1.5 the passing of the resolution must comply with any other requirements of the law from time to time.

32.2 A written resolution is passed when the required majority of eligible members have signified their agreement to it.

32.3 A written resolution passed in accordance with this Article 32 has effect as if passed by the Charity in general meeting.

### **33. Management by the Board**

33.1 The business of the Charity is managed by the Board. They may pay all the expenses of promoting and registering the Charity. They may use all powers of the Charity which are not, by the Act or by these Articles, required to be used by a general meeting of the Charity.

### **34. The Keeping of Minutes**

34.1 The Board must have a record of minutes:-

34.1.1 of all appointments of officers by the Board;

34.1.2 of the names of the Trustees present at each of its meetings and of any committee of the Board defined and nominated by the Board to carry out a delegated function or task and which the Board requires it to report directly to the Board on a regular basis and which the Board may (or may not) require a number of its Board members to join or participate in; and

34.1.3 of all resolutions and proceedings at all meetings of:

(a) The members;

(b) The Board; and

(c) Committees of the Board.

### **35. The Make-up of the Board**

35.1 From the 2019 AGM the Board consists of:-

35.1.1 a person to act as Chair of the Charity who will be elected or appointed in accordance with Article 43.1;

35.1.2 a person to act as Vice Chair of the Charity who will be appointed in accordance with Article 43.2;

35.1.3 a number of Chairs of Designated Member Associations as determined by the Board from time to time, such Chairs having been elected by the Charity's members of their respective Designated Member Association;

35.1.4 a number of persons elected by the voting members of the Charity;

35.1.5 up to three external "lay" persons who are not voting members of the Charity, to be appointed by the Board at any time; and

- 35.1.6 up to two additional individuals co-opted at any time by the Board in accordance with Article 39.2.
- 35.2 The Board shall determine the number and type of vacancies available on the Board subject to the maximum number of Trustees being thirteen, excluding any co-opted Trustees.
- 35.3 Those Trustees previously elected or re-elected at the 2018 AGM shall not be required to retire as Trustees until the 2021 AGM. Each of these Trustees shall be classed as Trustees elected pursuant to Article 35.1.4.
- 35.4 No person under the age of 18 may be appointed as a Trustee.
- 35.5 Where there are no more candidates than vacant posts the candidates shall be declared elected at the annual general meeting without the necessity of a ballot provided that a majority of the Board has approved the appointment of any such candidate.
- 35.6 The Board may define particular roles or specific areas of responsibility to be fulfilled by Trustees elected in accordance with Article 35.1.4 and/or Trustees appointed by the Board in accordance with Article 35.1.5. Any such roles may be revised at any time by the Board, but such revisions will not alter the person's continuing right to be a Trustee. Any appointment to a specific role will be subject to a majority of the Board approving the appointment of the candidate.

#### **36. Retirement of members of the Board**

- 36.1 At the third annual general meeting after his last election or appointment a Trustee (other than any co-opted Trustee), shall retire. He shall be eligible for re-election or re-appointment provided that no Trustee may continue to serve after six years in office without a period of at least a year out of office, unless on the recommendation of the Board the Trustee is elected or appointed for one further consecutive term of a maximum of three years. After a minimum of five years out of office a Trustee may be elected or appointed to the Board as if for the first time.

For the purposes of this Article 36.1 a "year" shall mean a complete period of service between two annual general meetings.

#### **37. Change in composition of the Board**

- 37.1 The make-up and number of the Board may be varied by amendment to these Articles but at no time may the number of the Board be reduced to below three.

#### **38. Notification of change of members of the Board to the Registrar of Companies**

- 38.1 All appointments, retirements or removals of Trustees and the Company Secretary (if appointed) must be notified to the Registrar of Companies.

### **39. Filling vacancies in the Board and Co-option**

- 39.1 The Board can appoint anyone as a Trustee to fill a vacancy in the membership of the Board. They will hold office until the next annual general meeting where they may be elected by the members or re-appointed by the Board. For the purposes of this Article the Board shall decide how many vacancies there are, subject to the maximum and minimum numbers given in Article 35.
- 39.2 The Board may also co-opt up to two additional persons onto the Board at any time as set out in Article 35.1 who shall hold office until the next annual general meeting unless they cease to be a Trustee prior to that by virtue of Article 40 or 41. A co-opted Trustee may be removed by the Board at any time and may not be co-opted more than four times. In the event that a co-opted Trustee goes on to be elected by the members or appointed by the Board, for the purposes of the maximum terms of office referred to in Article 36 his initial appointment shall be the date on which he was first co-opted.
- 39.3 Such appointees or co-optees may vote at meetings of the Board.

### **40. Ending of Board Membership**

- 40.1 A Trustee ceases to hold office if he:-
- 40.1.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - 40.1.2 is disqualified by law from serving as a company director unless there is an appropriate exception in place; or
  - 40.1.3 is disqualified by law from serving as a charity trustee unless a waiver has been granted by the Charity Commission; or
  - 40.1.4 is considered by the Board to have become incapable whether mentally or physically of managing his own affairs and a majority of the other Trustees resolve that he must cease to hold office; or
  - 40.1.5 resigns the office by notice in writing to the Charity but only if at least three Trustees will remain in office when the resignation takes effect; or
  - 40.1.6 is absent from four consecutive meetings of the Trustees without acceptable reason and it is resolved by a majority of the other Trustees to remove him; or
  - 40.1.7 breaches his duties under the Act and in particular the duties for the proper management of conflicts of interest and the Board resolves to remove him by a resolution by 75 per cent. of the other Trustees present and voting at a meeting and that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting; or
  - 40.1.8 is removed from office under Article 41; or

40.1.9 is a co-opted Trustee and is removed by the Board; or

40.1.10 is removed from office by a resolution of at least 75 per cent. of the other Trustees present and voting at a Board meeting at which at least half of the serving Trustees are present provided that prior to such a meeting the Trustee in question has been given written notice of the intention to propose such a resolution at the meeting; or

40.1.11 barred from sitting on a committee by reason of a sanction imposed by the regulatory body; or

40.1.12 dies.

#### **41. Removal of a Trustee by a General Meeting**

41.1 5% of the members may require the Board to call a general meeting by following the procedure set out in the Act. They may propose a resolution to remove a Trustee before the end of his period of office at that meeting, in accordance with the procedure set out in the Act.

#### **42. Meetings of the Board**

42.1 The Board may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.

42.2 Questions arising at any meeting must be decided by a majority of votes. Every Trustee has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.

42.3 The Charity, if requested by the Chair or any three Trustees, must summon a meeting of the Board.

42.4 Notice of a Board Meeting need not be given to any Trustee who is out of the United Kingdom.

42.5 Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

#### **43. Officers of the Board**

##### *Election of the Chair*

43.1 The Chair will usually be elected by the voting members of the Charity, subject to any candidates having been approved by the Board, for a period of three years. The Board may however, in exceptional circumstances, appoint a person, who is not a Trustee, as the Chair if specific expertise is required or if no other member of the Board is willing to take on the role of Chair or if no other member of the Charity has applied and been approved by the Board. A Chair may be re-elected or re-appointed by the Board for a further period of three years but may not serve for a further term until three years have elapsed. A Chair may be removed by the Board.

### *Appointment of the Vice Chair*

43.2 The Board will appoint from amongst the Trustees a person to fill the role of Vice Chair for a period of three years. A Vice Chair may be re-appointed by the Board for a further period of three years but may not serve for a further term until three years have elapsed. A Vice Chair may be removed by the Board.

43.3 The Board may define, elect or remove any other officer roles that it wishes, for example, a Treasurer. Subject to Article 43.1 officers shall be appointed from among the Trustees.

### **44. Quorum for the Board**

44.1 The quorum necessary for business to be done at a Board meeting is a third of the Trustees subject to a minimum of three and where one third does not produce a whole number the quorum shall be the next higher whole number. A Trustee shall not be counted in the quorum at a meeting in relation to a resolution on which he is not entitled to vote. This is subject to Article 12.

### **45. Board's Right to Act Despite Vacancies on the Board**

45.1 The Board may act despite any vacancy on the Board, but if the number of Trustees falls below the quorum, it may act only to summon a general meeting of the Charity or to appoint further Trustees.

### **46. A Resolution may be Approved by Signature Without a Meeting**

46.1 A resolution in Writing Signed by all of the Trustees or any committee is as valid as if it had been passed at a properly held meeting of the Board or committee. The resolution may consist of several documents in the same form Signed by one or more members of the Board or committee.

### **47. Validity of Acts Done at Meetings**

47.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Trustee or that he was disqualified, anything done before the discovery is as valid as if there were no defect or disqualification.

### **48. Delegation by the Board**

48.1 The Board may delegate the administration of any of its powers to individual Trustees or committees of Trustees however it so defines, and any such Trustee or committee of the Board must conform to any rules that the Board imposes on it. The Board may also delegate to committees of members, committees of non-members of the Charity and committees consisting of a combination of both members and non-members of the Charity, such committees not necessarily comprising members of the Board and any such committee must conform to any rules that the Board imposes on it.

48.2 Committees of the Board may be made up of members of the Charity, but may also co-opt suitably qualified people to serve on the committee.

48.3 Each committee of the Board will report at least annually to the Board of its proceedings within the structure of the Charity.

48.4 The Board may establish such other task or working groups as it may determine which shall conform to such rules as the Board may establish.

#### **49. Chair of Committees of the Board**

49.1 Committees of the Board will elect their chairs from among their number.

49.2 If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the committee members present may choose one of their number to be chair of the meeting.

#### **50. Meetings of Committees of the Board**

50.1 A committee of the Board may meet and adjourn whenever it chooses.

50.2 Questions at the meeting must be decided by a majority of votes of the committee members present. In the case of an equality of votes, the chairman of the committee meeting shall have a casting vote.

50.3 A committee of the Board must have minutes entered in minute books.

50.4 If it is discovered that there was some defect in the procedure at a meeting of a committee of the Board, or in the appointment of a committee member, anything done before such discovery at any meeting of the committee is as valid as if there were no defect.

#### **51. Appointment and Removal of the Company Secretary**

51.1 The Board may but, subject to the Act, need not appoint a Company Secretary and may decide his period of office, pay and any conditions of service, and may remove him from office.

#### **52. Honorary Officer**

52.1 The Board may appoint or remove any person for such terms as they think fit as the President, Vice President or Patron of the Charity. Such posts are honorary only and carry no vote or other rights.

#### **53. Actions of Trustees and Company Secretary**

53.1 The Act says that some actions must or may be taken both by a Trustee and by the Company Secretary. If one person is both a Trustee and Company Secretary, that one person may not act in the capacity of both Trustee and Company Secretary for any business that requires the action of both a Trustee and the Company Secretary.

#### **54. Proper Accounts must be Kept**

54.1 Accounts shall be prepared in accordance with the Act and the Charities Act.

## **55. Books must be Kept at the Office**

- 55.1 The accounts must be kept at the Office or at other places decided by the Board. The accounts must always be open to inspection by Trustees.

## **56. Inspection of Books**

- 56.1 The Trustees must decide whether, how far, when, where and under what rules the accounts may be inspected by members who are not Trustees. A member who is not a Trustee may only inspect the accounts or a document of the Charity if the right is given by law or authorised by the Trustees or a general meeting.

## **57. Accounts and Returns**

- 57.1 The Board must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.

- 57.2 Copies need not be sent to a person for whom the Charity does not have a current address (as defined in Companies Act 2006).

- 57.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:

57.3.1 the deadline for filing the Charity's accounts and reports (or summary financial statements) with Companies House, as prescribed by the Companies Act 2006; or

57.3.2 if earlier, the date on which the Charity actually files the accounts and reports (or summary financial statements) with Companies House.

- 57.4 To the extent required by law, the Board must file the accounts and reports (or summary financial statements) with Companies House within any deadlines specified by law.

- 57.5 The Board must file with the Charity Commission the accounts and reports (or summary financial statements) and all annual returns and other documents that are required to be filed, within any deadlines specified by the Charity Commission.

## **58. Appointment of Reporting Accountants or Auditors**

- 58.1 The Charity must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Charity's income or assets from time to time makes this a legal requirement.

## **59. Service of Notices**

- 59.1 The Charity may give notices, accounts or other documents to any member either:

59.1.1 personally; or

59.1.2 by delivering them or sending them by ordinary post to the member's registered address; or

- 59.1.3 if the member has provided the Charity with a fax number, by sending them by fax to that member. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or
- 59.1.4 if the member has provided the Charity with an e-mail address, by sending them by e-mail to that address. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or
- 59.1.5 in accordance with the provisions for communication by website set out below.

If the member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which he has given the Charity for that purpose or in accordance with Article 59.1.1, 59.1.3, 59.1.4 or 59.1.5 above. However, a member without a registered postal address in the United Kingdom who has not provided a postal address in the United Kingdom for that purpose, shall be entitled to receive any notice, accounts or other documents served by the Charity, to another postal address outside of the United Kingdom provided by such member to the Charity.

If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by fax or email they will be treated as properly sent if the Charity receives no indication that they have not been received.

- 59.2 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post, 72 hours after posting if posted by second class post and 120 hours after posting if sent to an address outside of the United Kingdom. If sent by fax or email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.
- 59.3 The Charity may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Charity that it is not.
- 59.4 Where a member has informed the Charity in Writing of his consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Charity by means of a website, such information will be validly given if the Charity sends that member a notification informing him that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

**60. Accidental Omission of Notice**

60.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

**61. Who is Entitled to Notice of General Meetings**

61.1 Notice of every general meeting must be given to:-

61.1.1 every member (including those members who lack a registered address within the United Kingdom but who have given the Charity an alternative postal address outside the United Kingdom for notices);

61.1.2 the reporting accountants or auditor of the Charity;

61.1.3 all Trustees;

61.1.4 any President or other honorary position.

61.2 No one else is entitled to receive notice of general meetings.

**62. Regulations**

62.1 The Board may make such regulations, bye-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Board which would otherwise have been valid.

**63. Winding-up of the Charity**

63.1 A general meeting may decide at any time to dissolve the Charity. If the Charity is wound up or dissolved, and there remains any property after all debts and liabilities have been met, the property must be given or transferred to some other charitable institution or institutions. This other institution(s) must have objects which are the same as or similar to those of the Charity.

63.2 The institution or institutions will be chosen by the Trustees of the Charity at or before the time when the Charity is wound-up or dissolved.

# schedule

## designated member associations

1. Each and every Designated Member Association shall comply with the Charity's policies and standards as determined by the Board from time to time including but not limited to the following provisions:
2. Each Designated Member Association must have an Executive Committee (to act as its principal governing unit), which must comprise at least 4 members who are elected by the members who have chosen to belong to that Designated Member Association. The Executive Committee may appoint/co-opt additional members without limit to suit the needs of the Designated Member Association.
3. The Executive Committee may appoint whatever designated roles/officers it wants, but it must at least have a Chair, who should normally be elected by a Designated Member Association's whole membership, but may exceptionally be appointed from amongst the rest of the Executive Committee. The Chair or a designated representative of the Designated Member Association will normally be invited to take a place on the Board of the Charity.
4. The term of the Chair will be up to 3 years, with a right to a further one term of 3 years with similar arrangements to apply to any other Officer roles defined. There is no stipulation regarding the term length for 'ordinary' i.e. non-officer positions on the Executive Committee.
5. If a Designated Member Association runs training or education activities, the Designated Member Association may define and develop its own programmes of activities and learning and appropriate standards and processes, but all such activities, policies and standards must follow and work within the overall education and training policies, strategies and standards defined from time to time by the Board of the Charity.
6. There must be at least an annual meeting of the Designated Member Association - to which all members of that grouping are invited – where there is at least a review of the activities, accomplishments and plans of the Designated Member Association.
7. The Designated Member's Association Executive Committee must provide a written report to the Charity's Board to input to the Charity's overall annual report to the Charity Commission.
8. The Designated Member Association must follow and adhere to all governance rules, financial and management policies laid down by the Charity, including keeping

accurate records of monies spent, managing resources responsibly and complying with instructions from the Charity's Board or the CEO of the Charity.

9. Each Designated Member Association may formulate, decide and manage its own annual budget, but this is subject to the Board of the Charity receiving and approving a summary business plan from the relevant Designated Member Association at the start of each financial year and all funds remaining the property of the Charity and under the control of the Charity.

# The Essential Trustee

## 6 main duties



# The Governance Jigsaw – The Essential Trustee (CC3)

 <p>Ensure your charity is carrying out its purposes for the public benefit</p>	 <p>Comply with your charity's governing document and the law</p>	 <p>Act in your charity's best interests</p>	 <p>Manage your charity's resources responsibly</p>	 <p>Act with reasonable care and skill</p>	 <p>Ensure your charity is accountable</p>
<p><b>It's about knowing:</b></p> <ul style="list-style-type: none"> <li>what your charity can and can't do within its purposes</li> <li>how your charity is fulfilling its purposes and benefiting the public</li> <li>what difference your charity is really making</li> </ul>	<p><b>It's about being:</b></p> <ul style="list-style-type: none"> <li>familiar with your governing document</li> <li>up to date with filing accounts, returns and any changes to your charity's registration details</li> <li>aware of other laws that apply to your charity</li> </ul> <p><b>It's not about being:</b></p> <ul style="list-style-type: none"> <li>an expert - but you do need to take reasonable steps to find out</li> </ul>	<p><b>It's about:</b></p> <ul style="list-style-type: none"> <li>making balanced, informed decisions</li> <li>recognising &amp; dealing with conflicts of interest</li> <li>ensuring trustee benefits are allowed</li> <li>being prepared to question and challenge</li> <li>accepting majority decisions</li> </ul> <p><b>It's not about:</b></p> <ul style="list-style-type: none"> <li>preserving the charity for its own sake</li> <li>servicing personal interests</li> </ul>	<p><b>It's about:</b></p> <ul style="list-style-type: none"> <li>managing risks, protecting assets (reputation) and people</li> <li>getting the resources your charity needs</li> <li>having and following appropriate controls and procedures</li> <li>dealing with land and buildings</li> <li>responsibility for, and to, staff and volunteers</li> </ul>	<p><b>It's about:</b></p> <ul style="list-style-type: none"> <li>using your skills and experience</li> <li>deciding when you need advice</li> <li>preparing for meetings</li> <li>getting the information you need (financial, management)</li> <li>being prepared in case something does go wrong</li> </ul>	<p><b>It's about:</b></p> <ul style="list-style-type: none"> <li>meeting legal accounting and reporting requirements</li> <li>being able to show that your charity complies with the law and is effective</li> <li>being accountable to members and others with an interest in the charity</li> <li>ensuring that staff and volunteers are accountable to the board</li> <li>welcoming accountability as an opportunity not a burden</li> </ul>

# the essential trustee documents

The following documents all available on the Charity Commission website are provided as links for ease of access:

- CC3 - The Essential Trustee  
<https://www.gov.uk/government/publications/the-essential-trustee-what-you-need-to-know-cc3>
- CC12 - Managing a Charity's Finances  
<https://www.gov.uk/government/publications/managing-financial-difficulties-insolvency-in-charities-cc12>
- CC 25 - Charity Finances Trustee Essentials  
<https://www.gov.uk/government/publications/managing-charity-assets-and-resources-cc25>
- CC 26 - Charities and Risk Management  
<https://www.gov.uk/government/publications/charities-and-risk-management-cc26>
- CC 29 - Conflicts of Interest A Guide for Charity Trustees  
<https://www.gov.uk/government/publications/conflicts-of-interest-a-guide-for-charity-trustees-cc29>
- PB1 - Public Benefit, Rules for Charities  
<https://www.gov.uk/government/publications/public-benefit-the-public-benefit-requirement-pb1>
- Safeguarding Children and Young People  
<https://www.gov.uk/guidance/safeguarding-duties-for-charity-trustees>

section 3

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# **bpf** trustee self-nomination / nomination form

Please complete this form clearly. The information that you provide on this form will be the information used in all election materials.

Please note your application must arrive at our offices by **12 noon, Thursday 17<sup>th</sup> Oct 2019**.

a) Which Board role are you standing for?

.....

b) Personal details of nominee

<b>full name</b>		
<b>home address</b>		
	<b>postcode:</b>	
<b>Telephone</b>	<b>home:</b>	<b>mobile:</b>
	<b>work:</b>	
<b>email</b>		
<b>current role/occupation</b>		
<b>main qualifications</b>		
<b>Are you a trainee or qualified member?</b> (please tick)	<b>Trainee</b>	<b>Qualified</b>



**d) endorsement for nominee**

**Please give details of two people, who are *bpf* members, who will be willing to 'endorse' your candidature.**

*bpf* will make brief contact with each individual to check if they are willing to support the nominee's application (they will *not* need to provide a detailed reference).

<b>proposer 1</b>	<b>proposer 2</b>
<b>name:</b>	<b>name:</b>
<b>address:</b>	<b>address:</b>
<b>postcode:</b>	<b>postcode:</b>
<b>tel:</b>	<b>tel:</b>
<b>email:</b>	<b>email:</b>

**e) confirmation by nominee**

I confirm I wish to have my name go forward as a candidate to become an elected *bpf* Trustee at the 2019 AGM. I understand I will need to declare and confirm before election that I am suitably qualified to assume such a legal position.

name: .....

signed: .....

date: .....

**Please send your completed form by email to:** [ceo@bpf-psychotherapy.org.uk](mailto:ceo@bpf-psychotherapy.org.uk).

Alternatively, you may send it by post to Mike Owen, CEO, British Psychotherapy Foundation, 37 Mapesbury Road, London NW2 4HJ. Please mark your email/letter '**AGM 19 Confidential**'.

**Deadline:**

Please be sure to return your completed form by **12 noon on Thursday 17<sup>th</sup> October, 2019**