

Constitution
of
The Irish Association for Counselling and
Psychotherapy Company Limited by Guarantee



Irish Association for Counselling and Psychotherapy

CONSTITUTION
OF
THE IRISH ASSOCIATION FOR COUNSELLING AND PSYCHOTHERAPY COMPANY LIMITED BY
GUARANTEE
AND NOT HAVING SHARE CAPITAL
AS AMENDED BY SPECIAL RESOLUTION ON 5TH OF OCTOBER 2019

MEMORANDUM OF ASSOCIATION

1. The name of the company is: The Irish Association for Counselling and Psychotherapy CLG (hereinafter called "the Association or Company").
2. The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

Objects

3. The objects for which the Company is established are charitable and the following objects shall have effect accordingly as the Company's main objects to do all or any of the following:
 - a. To promote and provide education and training for counsellors/psychotherapists working in either professional or voluntary settings, with a view to raising and maintaining the standards of the counselling professions for the benefit of the public and other stakeholders;
 - b. To inform and educate the public about the value and benefits of counselling/psychotherapy;
 - c. To protect the public by maintaining professional standards in line with the IACP Code of Ethics and Practice and complaints procedure;
 - d. To represent counselling/psychotherapy at national and international level in order to promote the advancement of counselling/psychotherapy;
 - e. To provide a range of communications, including a journal, to inform members and the public on matters relating to counselling/psychotherapy;
 - f. To carry out appropriate research and use findings to promote counselling/psychotherapy and inform training and development for the benefit of all;
 - g. To provide a range of events for Members relevant to the counselling/psychotherapy profession;
 - h. To administer systems for the accreditation of Counsellors/Psychotherapists and counselling/psychotherapy course providers;
 - i. To publish a register of accredited members, which may include their qualifications, experience and other information deemed appropriate, and to provide a referral service;
 - j. To take a leading role in advocacy, networking and promoting the profession of counselling/psychotherapy in Ireland;
 - k. To confer, consult and collaborate, as appropriate with the Government and other bodies in Ireland and elsewhere to further the Objectives of the Association.
4. With a view to attainment of the above charitable objects the Association shall have the following powers:

- a. To enter into any contracts or arrangements with Governments or Authorities, supreme, municipal, local or otherwise, or with any companies, firms or persons that may seem conducive to the attainment of the Association's objectives or any of them and to obtain from any such government, authority, company firm or person any charters, decrees, rights privileges and concessions and to carry out, exercise and comply with such charters, decrees, rights privileges or concessions;
- b. To act as trustee either alone or jointly with another trustee of all real and personal property of which the Company may be appointed as trustee or as a sole trustee and to exercise all powers over and do all acts or things which and in relation to the property of which the Company maybe a trustee, which an absolute legal owner of such property might lawfully exercise or do subject to any restriction imposed by the trust effecting such property, or by Law;
- c. To hold any property in trust for the main objects of the Company;
- d. To administer any trust;
- e. To effect policies of insurance and take such other measures as may be considered necessary or expedient for the purpose of safeguarding and securing the Company and its Directors and members and property and any property of which the company may be owner, trustee, manager, agent, or custodian, against liability for loss and damage of any description;
- f. To seek donations, funds, or other financial support for the charitable objects of the Company; meet, represent and in particular to enter into negotiations and agreements with local authorities, Irish Government Departments, organisations, agencies and other bodies, churches, or institutions on behalf of the Company's objects;
- g. To employ such persons as are deemed necessary from time to time in furtherance of the company's objects;
- h. To purchase, take or lease, accept as a gift, or otherwise acquire real and personal property of every description, including land of any tenure, or any estate or interest in lands, or property and if so authorised under the terms of the gift, donation or bequest, to carry out all acts in relation to such property as the Company might legally undertake and in particular the collection and the investment of money and the sale of property;
- i. to visit premises where educational courses in counselling and psychotherapy for the benefit of the members of the Association are conducted and to decide on the suitability of all premises for such purposes;
- j. to invest and deal with monies and property of the Association not immediately required in such manner as may from time to time be determined;
- k. to support and subscribe to any charitable philanthropic or public objects any institution, Association or club which may be for the benefit of the Association or to give and award pensions, annuities, gratuities and superannuation or other

allowances or benefits or charitable aid to any persons who are or have been employees of or are or have been employed by or who are otherwise serving or have served the Association and to spouses, widows, widowers, children and other relations and dependants of such persons and to make payments towards insurance and set up, establish, support and maintain superannuation or other funds or schemes (whether contributory or non-contributory) for the benefit of such persons and of their spouses, widows, widowers, children and other relatives and dependants;

- l. to adopt all means including the granting of prizes, awards, certificates of membership, donations and promotion and provision of conferences, public and private meetings, discussions, dissemination of books, writings, pamphlets and the organisation and holding of exhibitions, musical and dramatic performances, cinematographic, radio and television shows and productions and the employment of all visual and oral communication of the publicising, promoting and furthering the objects and proceedings of the Association;
- m. To take or otherwise acquire and to hold shares and securities by any company and to sell, hold, re-issue with or without guarantee or otherwise deal with the same;
- n. To develop and turn to account any land acquired by the company or in which it is interested, and in particular by laying out and preparing the same for building purposes, constructing, altering, pulling down, decorating, maintaining, fitting up and improving buildings, and conveniences, and by planting, paving, draining, farming, cultivating, letting on building lease or building agreement and by advancing money to and entering into contracts and arrangements of all kinds with third parties;
- o. To borrow or raise or secure the payment of money for the purpose of or in connection with the Company's business and for the purpose of or in connection with borrowing or raising of money by the Company to become a Member of any Building Society and to mortgage and charge the undertaking and all or any or the real and personal property and assets present or future, and all or any of the uncalled capital for the time being of the Company and to issue at par or at premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, to debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust or other assurance;
- p. To issue and deposit any securities which the company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or its customers or other persons or corporations having dealings with the company, or in whose business or undertakings the company is interested, whether directly or indirectly;
- q. To receive money on loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation;
- r. to hire coaches, buses and other modes of transport;

- s. to do all such things which the Association may deem to be incidental or conducive to the attainment of the above objects or any of them or which may be conveniently carried on or done in connection therewith or which may be calculated directly or indirectly to promote the objects of the Association.

This Edition was adopted by the AGM 24th April 2007.

Revised August 2009.

Margaret Chambers – Cathaoirleach

Jane Joyce – Executive Committee

Shane Kelly – Professional Services Manager

Revised Edition was adopted by the AGM March 2013.

Revised Edition was adopted by the AGM October 2019.

COMPANIES ACT 2014
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF

The Irish Association for Counselling and Psychotherapy Company Limited by Guarantee

The following Regulations shall apply to the Company:

1. Definitions

“**Company**” or “**IACP**” means the Irish Association for Counselling and Psychotherapy Company Limited by Guarantee.

“**The Act**” means the Companies Act 2014.

“**The Directors**” means the directors for the time being of the Company or the directors present at a meeting of the board of directors and include any person occupying the position of director by whatever name called. The “**Board of Directors**” means the board of directors of the Company.

“**Company Secretary**” means any person appointed to perform the duties of the secretary of the Company.

“**The Office**” means the registered office for the time being of the Company.

“**Bye Laws**” means the internal rules as adopted by the Company.

“**Regulations**” means regulations contained in these Articles being the internal procedures as adopted by the members.

“**Code of Ethics and Practice**” means the code of professional practice as adopted by the members.

“**Register**” means the official list of voting and non-voting members of IACP Limited.

“**Counsellor**” means counsellor and psychotherapist; “**counselling**” means counselling and psychotherapy.

“**Members**” means those individuals and organisations that comprise the membership of the Company having paid the relevant subscriptions.

Expressions referring to writing shall, unless the contrary intentions appears, be construed as including references to printing, lithography, photography and any other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles became binding on the Company.

2. Members

2.1 Membership of IACP is membership of the national organisation. All membership subscriptions should be paid directly to the registered office of the Company, covering all categories of membership, with formal membership only being acquired by a member upon payment of the applicable subscription(s).

2.2 The Board of Directors may from time to time register and increase members.

2.3 Membership of the Company shall be open to the following categories of organisations and individuals who have paid the annual subscriptions laid down from time to time by the Board of Directors.

2.4

a. Individual Members

Individual members shall be grouped into such categories as may be laid down from time to time in the Bye Laws and Regulations of the Company.

b. Organisational Members

Organisational Members shall be in such categories and have such rights to be represented as shall be laid down from time to time in the Bye Laws and Regulations of the Company.

2.5 The Board of Directors shall have the power to approve or reject any application for membership by any individual or organisation.

2.6 The Board of Directors shall have the power to withdraw membership from any Member of the IACP in accordance with regulation 13 in the bye-laws.

3. General Meetings

3.1 All general meetings shall be held on the island of Ireland.

3.2 The Company shall in each calendar year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it, and not more than 15 months shall elapse between the date of one annual general meeting of the Company and the next.

3.3 All general meetings other than Annual General Meetings (AGM) shall be called Extraordinary General Meetings (EGM).

3.4 The Board of Directors may convene an EGM whenever it deems it necessary and shall convene an EGM at the written request of at least one tenth (10%) of current Members entitled to vote at general meetings.

3.5 No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. A quorum shall be met when there are present in person or by proxy at least 100 Members. If within half an hour from the time appointed for this part of the meeting a quorum is not present, the meeting if convened at the requisition of Members, shall be dissolved; in any other case it shall be adjourned to a day, time and place as the board of directors may determine.

3.6 Proposed amendments to the Constitution, Bye Laws and Regulations can be decided only by a vote of 75% majority of the members entitled to vote at an AGM or EGM.

3.7 Motions can be proposed and seconded by Members entitled to vote in writing and submitted to the Company Secretary at least 60 days before an AGM and an EGM and circulated to all Members beforehand. For the avoidance of doubt, a single Member cannot be both the proposer and seconder of the same motion.

3.8 The Proposer of a motion may speak for no more than 5 minutes and the Seconder of a motion for no more than 3 minutes. Each speaker in subsequent debate may speak for no more than 3 minutes.

3.9 The Proposer of a motion may speak for no more than 5 minutes when replying to responses to his/her original motion.

3.10 If Proposer and Seconder of a motion are not present, rather than the motion failing, a substitute Proposer or Seconder may be co-opted to the motion so that the motion stands to be heard.

4. Notice of General Meetings

4.1 All annual general meetings shall be called by twenty-one days' notice in writing at the least, and an EGM of the Company (other than an EGM for the passing of a special resolution, which also requires at least twenty-one days written notice) shall be called by seven days' notice in writing at the least.

4.2 The notice shall be exclusive of the day on which it was served or deemed to be served and of the day on which it is given and shall specify the place, the day and the hour of meeting and in the case of special resolutions the text or substance of the special resolution shall be given, in manner hereinafter mentioned to such persons as are, under the articles of the Company, entitled to receive such notices of the Company.

4.3 The date for the next Annual General Meeting will be fixed at the previous Annual General Meeting.

5. Votes of Members

5.1 Voting shall be restricted to Members entitled to vote who have paid the annual membership subscriptions laid down from time to time by the Board of Directors.

5.2 Votes may be given personally or by proxy as laid down in the Bye Laws and Regulations.

5.3 Proxy voting may be used for voting for the election of officers and for voting on motions.

6. Bodies Corporate acting by Representative at meetings

6.1 Any body corporate which is a member of the Company may by resolution of its directors or other governing body authorise such a person as it thinks fit to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the body corporate which he / she represents as that body corporate could exercise if it were an individual member of the Company, depending on the category of membership that corporate body holds.

7. Directors

7.1 The members of the Board of Directors will be the Directors of the Company and such other persons as appointed by the Board from time to time.

7.2 The Board of Directors shall consist of not less than seven and not more than eleven members, to be elected at the AGM by simple majority vote.

7.3 Accredited members only may serve as officers of the Board of Directors, save for that not more than two members of the Board of Directors may be Pre-Accredited Members, and the remaining portion shall be Accredited Members. Externals (non-members) can be co-opted onto the Board (maximum of two) but this should not result in the total maximum on the Board being exceeded.

- 7.4 The positions of Cathaoirleach, Leas Cathaoirleach and Treasurer shall be elected at an AGM as officers of the Company and of the Board of Directors, by simple majority vote. If necessary, such elections can be held at an EGM.
- 7.5 While the company secretary role can be occupied by a Director, the Board may, at its discretion, choose to appoint an external third party to act as Company Secretary and in such circumstances, there will be no election to that role and the Board will instead determine the duration of that appointment. If the Company Secretary is not an outside third party, then the Company Secretary shall be elected at an AGM of the Company by simple majority vote. If necessary, such election can be held at an EGM.
- 7.6 The Board of Directors may be paid all reasonable expenses (properly incurred and vouched for with appropriate receipts) in attending and returning from meetings of the Board of Directors or any committee of the Board of Directors or general meetings of the Company or in connection with the business of the Company.

8. Borrowing Powers

- 8.1 The Board of Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof, and to issue debentures, debenture stock and securities, whether outright or as security for any debt, liability or obligation of the Company or any third party.

9. Powers and Duties of Board of Directors

- 9.1 The business of the Company shall be managed by the Board of Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise such powers of the Company as are not by the Act or by these Articles required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, being not inconsistent with the aforesaid provisions, as may be given by the Company in general meeting: For the avoidance of doubt no direction given by the Company in General Meeting shall invalidate any prior act of the Board of Directors which would have been valid if that direction had not been given.
- 9.2 The Board of Directors may from time to time and at any time by power of attorney appoint any Company, firm or person or body of persons, whether nominated directly or indirectly by the Board of Directors, to be the attorney or the attorneys of the Company for such purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board of Directors under these Articles) and for such period and subject to such conditions as they think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board of Directors may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions invested in him/her.
- 9.3 All cheques, promissory notes, drafts bills of exchange and other negotiable instruments, and all receipts for monies paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by such person or persons and in such manner as the Board of Directors shall from time to time by resolution determine.
- 9.4 The Board of Directors shall cause minutes to be made:
- a. Of all appointments of officers made by the Board of Directors
 - b. Of the attendees present at each meeting of the Board of Directors and any meeting of

committees appointed by the Board of Directors

- c. Of all resolutions and proceedings at all meetings of the Company, and of the Board of Directors, and of any meeting of committees appointed by the Board of Directors.

10. Disqualification or removal from Board of Directors

10.1 The office of Director Member shall be vacated if the Director:

- a. Without the consent of the Company in General Meeting holds any other office or place of profit under the Company or;
- b. Is adjudged bankrupt or makes any arrangements or composition with his/her creditors or;
- c. Becomes prohibited from being a Director by reason of any order made under the Act or becomes prohibited from being a Charity Trustee under the Charities Act 2009 or;
- d. Becomes of unsound mind or;
- e. Resigns his/ her office by notice in writing to the Company or;
- f. Is convicted of an indictable offence unless the Board of Directors otherwise determine or;
- g. Is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by section 231 of the Act or;
- h. Is requested to resign by the other members of the Board of Directors by a majority vote at a Board of Directors meeting.

11. Voting on contracts

11.1 A Director may not vote in respect of any contract in which he/she is interested or any matter arising thereout.

12. Rotation of Board of Directors

12.1 Directors shall be elected by the Annual General Meeting of the Company and may be re-elected each year, serving for a maximum of six consecutive years.

12.2 All the current Board of Directors members other than the officers of the Company shall retire from office every year.

12.3 The Cathaoirleach, Leas Cathaoirleach, Treasurer and Company Secretary shall serve for a term of two years only and will be eligible for re-election to a different office. As an exception the Cathaoirleach, Leas Cathaoirleach, Treasurer and Company Secretary may be re-elected for a second two-year term in particular officership only in accordance with regulation 22 of the Bye Laws but no member can serve more than six consecutive years as an officer.

12.4 A member who is appointed Cathaoirleach in their sixth year on the Board of Directors shall be allowed continue for another year in order to fulfil that role for a two-year term.

12.5 A retiring Board of Directors member who is not currently serving as an officer shall be eligible for re-election but may not serve for more than six consecutive years.

12.6 The Board of Directors shall have power at any time, and from time to time, to appoint any person to be a Director, either to fill a casual vacancy or as an addition to the existing Board of Directors, but so that the total number of Board of Directors members shall not at any time exceed the number fixed in accordance with these Articles. Any Director so appointed shall hold office only until the next Annual General Meeting (AGM) and shall then be eligible for election.

12.7 The Company may, by ordinary resolution of which extended notice has been given in

accordance with section 146 and section 396 of the Act, remove any Board of Directors Member before the expiration of this period of office, notwithstanding anything in these Articles or in agreement between the Company and such Board of Directors Member. Such removal shall be without prejudice to any claim, such Board of Directors Member may have for damages for breach of any contract of service between him / her and the Company.

13. Proceedings of Board of Directors

13.1 The Board of Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the Cathaoirleach shall have a second or casting vote. A Board of Directors Member may, and the Company Secretary on the requisition of a Board of Directors Member shall, at any time summon a meeting of the Board of Directors on reasonable notice. If the Board of Directors so resolve it shall not be necessary to give notice of a meeting of the Board of Directors to any Board of Directors Member who being resident in the State is for the time being absent from the State.

13.2 The quorum necessary for a meeting of the Board of Directors may be fixed by the Board of Directors, unless so fixed shall be 50% of the number of current serving board members plus one.

13.3 The continuing Board of Directors Members may act, notwithstanding any vacancy in their number, but if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of the Board of Directors, the continuing Board of Directors Members may act for the purpose of increasing the number of the Board of Directors to that number or of summoning an EGM of the Company, but for no other purpose.

13.4 The Board of Directors may elect a Cathaoirleach for their meetings and determine the period for which that person is to hold office in accordance with regulation 7.4, however, if no such Cathaoirleach has been elected, or if at any meeting the elected Cathaoirleach is not present within five minutes after the time appointed for holding the same, the Board of Directors present may choose one of their number to be Cathaoirleach for the purposes of that meeting.

13.5 The Board of Directors may delegate any of their powers to committees consisting of such member or members as they think fit; any committee so formed shall, in the exercise of the powers delegated, conform to any regulations that may be imposed on it by the Board of Directors.

13.6 All acts done by any meeting of the Board of Directors or by any person acting as a Board of Directors Member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board of Directors Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board of Directors Member.

13.7 The Officers of the Board shall consist of the following persons: Cathaoirleach, Leas-Cathaoirleach, Treasurer and Company Secretary.

14. Company Secretary

14.1 The Company Secretary shall be appointed by the Board of Directors for such term and at such remuneration and upon such conditions as they may think fit, and any such Company Secretary so appointed may be removed by the Board of Directors.

14.2 A provision of the Act or these articles requiring or authorising a thing to be done by or to a Board of Directors Member and the Company Secretary, shall not be satisfied by its being done by or to the same person acting both as Board of Directors Member and as, or in place of, the Company Secretary.

14.3 Anything required or authorised to be done by or to the Company Secretary may, if the office is vacant or there is for any other reason no Company Secretary capable of acting, be done by or to any assistant or deputy Company Secretary or, if there is no assistant or deputy Company Secretary capable of acting, by or to any officer of the company authorised generally or specially in that behalf by the directors.

14.4 The Directors of the Company shall have a duty to ensure that the person appointed as Company Secretary has the skills or resources necessary to discharge his or her statutory and other duties.

15. Committees

15.1 The Board of Directors may appoint committees, sub committees and working groups, as appropriate, in response to a perceived need and all such groups shall make recommendations to the Board of Directors. All proposals and final decisions will be ratified by the Board of Directors.

15.2 The Board of Directors shall lay down regulations for each committee, subcommittee and working group and shall have the power to change these when it is deemed necessary.

15.3 A committee may meet and adjourn as it thinks proper.

15.4 All moneys connected with these groups shall be paid to, and administered from, the registered office of the Company.

15.5 The Board of Directors may establish, where required, local Regional Committees and divisions and other categories of membership.

15.6 The Board of Directors shall have the power to dissolve any Sub-Committee, Regional Committee, division or any category at anytime.

16. Accounts

16.1 The Board of Directors shall cause proper books of account to be kept relating to:

- a. All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place;
- b. All sales and purchases of goods by the Company;
- c. The assets and liabilities of the Company.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.

16.2 The books of account shall be kept at the registered office or at such other place as the Board of Directors thinks fit and shall at all reasonable times be open to the inspection of the Members of the Board of Directors or the auditors of the Company.

16.3 The Board of Directors shall from time to time determine whether and to what extent and at what time and places and under what conditions or regulations the accounts and books of the

Company or any of them shall be open to the inspection of Members not being Board of Directors Member, and no Member (not being an Board of Directors Member) shall have the right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board of Directors or by the Company in General Meetings.

16.4 The Board of Directors shall from time to time in accordance with Sections 118, 272, 274, 288, 289, 290, 291, 292, 304, 325, 327 and 341 of the Act cause to be prepared and to be laid before the Annual General Meeting of the Company such profit and loss accounts, balance sheets, group accounts and reports as are required by the Act to be prepared and laid before the Annual General Meeting (AGM) of the Company.

16.5 A copy of every balance sheet (including every document required by law to be annexed thereto), which is laid before the Annual General Meeting (AGM) of the Company together with a copy of the Board of Directors' report and auditors' report shall, not less than 21 days before the date of the Annual General Meeting (AGM), be sent to every person entitled under the provisions of the Act to receive them.

16.6 Annual Audited Accounts shall be kept and made available to the Revenue Commissioners on request.

17. Income and Property

17.1 The income and property of the company shall be applied solely towards the promotion of its object(s) as set forth in the Memorandum of Association.

17.2 No portion of the company's income and property shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to members of the Company.

17.3 No Director shall be appointed to any office of the company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company.

17.4 However, the following payments may be made in good faith by the company:

- a. Reasonable and proper remuneration (as approved by the Board of Directors) to any member, officer or servant of the Company (not being a Director) for any services rendered to the Company.
- b. Interest at a rate not exceeding 2.5% per annum on money lent by Directors or other members of the Company to the Company.
- c. Reasonable and proper rent for premises demised and let by any member of the company (including any Director) to the Company.
- d. Reasonable and proper out-of-pocket expenses incurred by any Director in connection with their attendance to any matter affecting the Company, vouched with appropriate receipts.
- e. Fees, remuneration or other benefit in money or money's worth to any Company of which a Director may be a member holding not more than one hundredth part of the issued capital of such Company, for services rendered or goods supplied, in furtherance of the objects of the Company.

18. Audit

18.1 Auditors shall be appointed, and their duties regulated in accordance with sections 381, 382, 383, 384, 396, 397 and 398 of the Act.

19. Notices

19.1 A notice may be given by the Company to any Member either personally or by electronic communication or by sending it by post to him / her to his / her registered address. Where a notice is sent by electronic communication or by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of three days after the letter containing the same is posted or sent via by electronic communication and in any other case at the time at which the letter would be delivered in the ordinary course of post or electronic communication.

19.2 Notice of every general meeting shall be given in any manner hereinbefore authorised to;

a. Every Member, except those Members who have no registered address within the island of Ireland.

b. The Auditor for the time being of the Company.

20. Dividends and Reserves

20.1 Any appreciations or surpluses realised, profits, interests, bonuses, or dividends received, or other gains, resulting from the business activities of the Company, and arising after accounting for and charging legitimate expenses, salaries, fees, and other charges, whether administrative or otherwise, shall not be available for distribution among the Company's Members.

20.2 If upon winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of the Memorandum of Association, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution, and in so far as effect cannot be given to such provisions, then to some charitable object.

21. Alterations

21.1 The Company must ensure that the Charities Regulator has a copy of its most recent Constitution. If it is proposed to make an amendment to the Constitution of the Company which requires the prior approval of the Charities Regulator, advance notice in writing of the proposed changes must be given to the Charities Regulator for approval, and the amendment shall not take effect until such approval is received.

22. Notice

22.1 Any notice or request required to be given to any person ("the recipient") under these Articles may be given by means of delivery by post, cable, telegram, telex, telefax, electronic mail or any other means of communication approved by the directors, to the address or number of the recipient notified to the Company by the recipient for such purpose (or, if not so notified, then to the address or number of the recipient last known to the Company). Any notice so given shall be deemed, in the absence of any agreement to the contrary between the Company and the recipient, to have been served at the time of delivery (or, if delivery is refused, then when tendered) in the case of delivery, at the expiration of 48 hours after dispatch in the case of post, cables and telegrams and at the expiration of 12 hours after dispatch in the case of telex, telefax, electronic mail or other method of communication approved by the directors.

22.2 Accidental omission to give notice of a meeting to any person shall not invalidate the meeting.

23. Seal

23.1 The Seal of the Company shall only be used with the authority of the Board and every instrument to which the seal shall be affixed shall be signed by a member of the Board and countersigned by the Company Secretary or a second member of the Board or some other person appointed by the Board for that purpose.

24. Dissolution / Winding Up

24.1 The liability of the members is limited.

24.2 The Company may be dissolved on a resolution of the Board confirmed by a vote of two-thirds of the members present at the Extraordinary General Meeting called for that purpose, provided that notice of the proposal to dissolve the Company has been given at least six months prior to the meeting at which the resolution for dissolution is proposed.

24.3 Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before ceasing to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of contributories among themselves, such amount as may be required not exceeding one euro.

24.4 In the case of dissolution of the Company, all revenues and assets shall be frozen preparatory to transfer to a similar organisation, with similar functions and purposes and/or donated to one or more selected recognised charitable organisations, as agreed by two-thirds majority of the members present and entitled to vote and voting at the Extraordinary General Meeting and subject to such conditions, if any, as may be determined by the Board. Under no circumstances will the profits or assets of the Company be distributed among the members.

24.5 If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as imposed on the Company, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to such provisions, then to some charitable object.

25. Liability

25.1 Subject to Section 235 of the Act (as amended) no member of the Board or Officer of the Company shall be liable for the acts, receipts, neglects or defaults of any other member of the Board or Officer, for any monetary loss or expense happening to the Company through the insufficiency or deficiency of any security upon which any monies, securities or effects shall have been deposited or for any loss, damage or misfortune whatsoever which shall happen in the execution of his duties as a member of the Board in the execution of his office or in relation to trusts, unless the same shall happen through his own wilful neglect or default.

We, the several persons whose names and addresses are subscribed, wish to be formed into a Company in pursuance of this memorandum of association.

NAMES	ADDRESSES	DESCRIPTION
1. Carl Berkeley		
2. Nuala Cadwell		
3. Ian Evans		
4. Mairead Kavanagh		
5. Patricia Kennedy		
6. Alan O'Dwyer		
7. Ursula O'Farrell		
8. Debbie O'Neill		
9. Caroline Ward		
10. Lucie Feighan (Company Secretary)		

Dated this 20th day of April 1993
Witness to the above signatures: Lucie Feighan

Revised Edition was adopted by the AGM March 2013.

This Revised Edition was adopted by the AGM October 2019.

Irish Association of Counselling and Psychotherapy (“IACP” or the “Association”)

Bye Laws

1. Membership shall be open to applicants who meet the requirements of one of the following categories, who subscribe in writing to the Code of Ethics and Practice of the IACP, who agree to be bound by the Constitution, the Bye Laws, the Committee, Sub-Committee and Working Group Regulations, the Standing Orders for General Meetings and Complaints Procedure of the IACP, where applicable, and who pay the appropriate annual fee on a timely basis.
 - 1.1 **Accredited Membership** is open to those who fulfil certain criteria laid down from time to time by the Board of Directors.
 - 1.2 **Supervisor Membership** is open to members who have: (1) been fully accredited members in supervised practice for a minimum of five years; and (2) have successfully completed a training in supervision that meets IACP eligibility criteria, as laid down from time to time by the Board of Directors.
 - 1.2 **Pre-Accredited Membership** is available to those who have successfully completed an IACP Accredited Course and who are actively working towards Accreditation. They may not represent themselves as Accredited Members of IACP but may represent themselves as Pre-Accredited Members.
 - 1.3 **Student Membership** is available to those currently attending an IACP Accredited Course.
 - 1.4 **Affiliate Membership** is open to persons interested in the field of Counselling and Psychotherapy. The category of Affiliate Member is not a certification of competence to practice as a Counsellor / Psychotherapist. Affiliate Membership does not entitle the holder to practice or to represent themselves as an expert in the field of Counselling / Psychotherapy.
(Note: No new applications for this membership type are being accepted from 1st January 2018.)
 - 1.5 **Organisational Membership** is open to counselling / psychotherapy organisations concerned with training or practice of counselling, the aims and objects of which are consistent with the aims and objects of the IACP.
 - 1.6 **Accredited Course Membership** is open to those counselling and psychotherapy training courses awarded accreditation by the IACP.
 - 1.7 **Honorary Membership** may be conferred on certain individual members by decision of the Board of Directors.
 - 1.8 **Inactive Membership** is open to Accredited Members who have ceased practicing for a period of three months or more but plan to return to practice at a definite time in the future.
 - 1.9 **Retired Accredited Membership** is open to those accredited members that have retired from Counselling / Psychotherapy permanently, but who wish to stay in contact

with IACP.

Board of Directors

2. The Board of Directors shall transact the business of the Association.
3. The Board of Directors shall determine from time to time the amount and duration of subscriptions payable by members.
4. The Board of Directors shall have the power to refuse membership status to, or withdraw membership status from, any individual or organisation within the above categories, as it sees fit.
5. The Board of Directors shall establish and administer a Complaints Procedure, the purpose of which is to provide a means of resolving, where possible, any complaint about an infringement of the IACP Code of Ethics & Practice on the part of all Members of the IACP.
6. The Board of Directors shall have the power to implement the recommendations or sanctions of the Complaints Committee in accordance with the Complaints Procedure.
7. The Board of Directors shall have the power to designate the IACP as a National Organisation body for the purposes of the European Association for Counselling.
8. The Board of Directors shall have the power to establish or dissolve Sub-Committees, Regional Committees and Divisions etc., as it sees fit and to appoint or remove from office, Members and Non-Members to these bodies.
9. The Board of Directors shall consist of not less than seven and not more than eleven members. A maximum of seven members in addition to a Cathaoirleach, Leas Cathaoirleach, Treasurer and Company Secretary (the "Officers") may be elected at the AGM by simple majority vote. While the company secretary role can be occupied by a Director, the Board may, at its discretion, choose to appoint an external third party to act as Company Secretary and in such circumstances, there will be no election to that role and the Board will instead determine the duration of that appointment.
10. At each Annual General Meeting (AGM), all the Directors shall retire from their directorship roles on Board of Directors and may be re-elected in accordance with Articles 12.1 – 12.7 of the Association.
11. Directors shall serve on the Board for no more than 6 consecutive years.
12. The Cathaoirleach, Leas Cathaoirleach, Treasurer and the Company Secretary serve for a term of two years only and must retire from those roles after expiry of the two-year term. If the Board of Directors is of the opinion that a retiring Cathaoirleach, Leas Cathaoirleach, Treasurer or Company Secretary is highly suited for carrying on in their particular officer role, then as an exception to the general eligibility term limit, the Board of Directors may nominate the retiring Cathaoirleach, Leas Cathaoirleach, Treasurer or Company Secretary for a second term in that role. No nomination for a third term in the same Cathaoirleach, Leas Cathaoirleach, Treasurer or Company Secretary role shall be permitted.
13. A retiring Officer shall be eligible for nomination and election to a different Officer role in

accordance with Articles 12.1 – 12.7 of the Association. A person may serve a maximum of 6 years as an Officer. By way of example a maximum 6-year limit could comprise 3 terms of 2 years in 3 separate roles, or in accordance with the exception at bye law 22 above, 2 terms of 2 years in one role plus one term of 2 years in another role.

14. A Member who is appointed Cathaoirleach in their sixth year on the Board of Directors shall be allowed to continue for another year in order to fulfil that role for a two-year term.
15. Nominations for the Board of Directors must have a Proposer and a Seconder in writing. Nominations must be in writing and submitted to the Board of Directors at least 35 days before an AGM and an EGM and circulated to all Members beforehand.
16. All elections to the Board of Directors shall be by simple majority vote.
17. Signed proxy votes are acceptable provided that they reach the office no less than five working days prior to the Annual General Meeting (AGM).
18. The Board of Directors shall have the power to remove any Board of Directors member, including officers, if it thinks fit, provided that there is a ratio of 75/25 in favour of so doing.
19. In the event of a Board of Directors officer being so removed or resigning, the Board of Directors shall elect from the remaining members of the Board of Directors a provisional temporary officer to serve until the next Annual General Meeting (AGM).
20. In the event of a Board of Directors member being so removed or resigning, the Board of Directors may co-opt an accredited member onto the Board of Directors to serve until the next Annual General Meeting (AGM).
21. The Board of Directors shall have the right to seek the resignation of an officer or an ordinary Board of Directors Member who has not attended three consecutive Board of Directors meetings and to co-opt as in bye laws 29 and 30 above.
22. The Board of Directors shall have the power to replace an officer or Board of Directors Member in the event of the loss of such Member through resignation, death or illness etc.
23. The Board of Directors shall have power to fund travel and expenses of the Cathaoirleach and one other Board of Directors Member for attendance at Conferences on submission of an application.
24. The role of the Company Secretary is recognised as an Officer of the Company as per the Companies Act 2014 (the “Act”).
25. Nominations for Elections to the Board of Directors shall be requested by the Company Secretary when sending out notice of the AGM. Nominations should be submitted by the same closing date as that designated for receiving Motions.

Regional Committees

26. Regional Committees of the IACP may be established by the Board of Directors in response to a request from a number of members, or in response to a perceived need. Such Regional

Committees will comprise IACP Members in a particular geographical area.

27. The purpose of Regional Committees is to provide educational and support facilities to IACP Members and to represent the IACP at local level.
28. Regional Committees shall only be established in association with and in co-operation with the Board of Directors. The Board of Directors shall have the power to dissolve any such Committee at any time.
29. The aims of Regional Committees shall be in accordance with those of the IACP as set out in the Constitution and shall in no way conflict with these. In the case of disputed interpretation, the Board of Directors shall be the final arbitrator.
30. The title 'Regional Committee of the IACP' may not be used by any group without express permission of the Board of Directors.
31. Regional Committee Members shall conduct the business of the Regional Committee in accordance with the Constitution, Code of Ethics and Practice, Bye Laws and Regulations of the IACP.
32. The Board of Directors may offer financial assistance for the establishment of new Regional Committees or for the special needs or requirements of existing committees, on request.

Office Staff

33. The Board of Directors shall be responsible for ensuring that an appropriate number of office support staff are appointed to relevant roles in order to meet the operational needs of the Association.

Finance

34. The financial year shall be the 1st July to the following 30th of June each year (12 months).
35. The Board of Directors shall cause proper accounting records to be kept relating to all sums of money received and expended by the Association, and the matters in respect of which the receipt and expenditure takes place; all sales and purchases of goods by the Association; the assets and liabilities of the Association.
36. The records shall be kept at premises designated by the Board of Directors, and shall be open for inspection by any Directors, Officers or those entitled to inspect the books according to the Act.
37. The accounts shall be audited annually in accordance with the Act, and the accounts with the Auditor's Report shall be presented by the Treasurer at the AGM.
38. The annual audited accounts shall be maintained for submission to the Revenue Commissioners at their request.

1st February 2000, Compiled by Bye Laws, Sub-Committee: Damian Davy, Patricia Kennedy, Ursula O'Farrell

Revised Edition was adopted by the AGM April 2008.

Revised August 2009.

Revised Edition was adopted by the AGM March 2010.

Revised Edition was adopted by the AGM March 2013.

This Revised Edition was adopted by the AGM October 2019.

Irish Association for Counselling and Psychotherapy (“IACP”)

IACP Committee, Sub-Committee & Working Group Regulations

1. ‘Regulations’ means the internal procedures as adopted by the Members.
2. Terms of Reference (TOR) for all committees and working groups covers the set-up, work to be done, addition and removal of committee members, complaints procedures, and all other issues for these types of committees and groups.
3. All policy decisions and procedures arrived at by committees, sub-committees and working groups must be decided upon and ratified by the Board of Directors.
4. All changes to such policy decisions and procedures that are ratified must have an enactment date which allows for adequate notice for the publication of changed criteria.
5. Minutes of attendance and content of every meeting shall be recorded and submitted to the IACP head office and held by the IACP head office.
6. Expenses incurred in the business of the committees, sub-committees and working groups shall be claimed from the IACP head office on the current Expenses Claim Sheet and subsequently reimbursed in accordance with current volunteer expenses policy.
7. At every meeting a quorum shall be as per each committee’s TOR.
8. Membership of committees, sub-committees and working groups shall normally be open only to IACP Members. Where appropriate, an Extern who is not a Member of IACP may be appointed to attend meetings, subject to ratification by the Board of Directors.
9. All appointments to sub-committees of the Board of Directors shall be ratified by the Board of Directors, with the exception of regional committees and working groups.
10. Members of all sub-committees are required to declare, at the meeting where it is relevant, their knowledge of any information which might result in a conflict of interest.
11. Sub-committee members shall observe due confidentiality about sensitive information, especially where it pertains to individuals.
12. A contribution approved by the Board of Directors shall, where possible, be allocated to each committee, sub-committee and working group of IACP, once per year, in recognition of their contribution to IACP.

Revised Edition was adopted by the AGM March 2013.

This Revised Edition was adopted by the AGM October 2019.

The Irish Association for Counselling and Psychotherapy (“IACP”)

Standing Orders for General Meetings

Chair

1. The Cathaoirleach shall take the chair. In the absence of the Cathaoirleach, the meeting shall elect a Chairperson from among those present.
2. The Chairperson has the responsibility for conducting the meeting in accordance with these Standing Orders and the Association’s Bye Laws and Articles of Association. The Bye Laws and Articles of Association shall take precedence over the Standing Orders in the event of any dispute or inconsistency between same, and the Articles of Association shall take precedence over the Bye Laws in the event of any dispute or inconsistency between same.
3. Motions to challenge the Chairperson’s ruling shall only be deemed carried if supported by two thirds of those present and voting.
4. Items to be raised under Any Other Business (AOB) shall be notified to the Chairperson at least 14 days in advance of the meeting. The Chairperson shall decide whether such item(s) can be discussed at the meeting or whether such item(s) should be an agenda item for discussion at the next/future meeting.

Voting

5. Members, as defined in the Articles of Association, may vote at General Meetings. Members may vote in person or by proxy.
6. Those Members present shall have their attendance registered/noted.
7. At AGMs, voting may be taken only on the motions that were detailed in the relevant AGM Annual Report, about which the Members have been given due notice as per the Constitution. At EGMs, voting may only be taken on the motions that were detailed in the relevant EGM notice.
8. Decisions shall be taken:
 - a. By assent where there is no contention.
 - b. By a show of hands and counting of proxies when deemed appropriate by the Chairperson or requested by a Member.
 - c. By secret ballot for election of Members to the Board of Directors.
9. Except as otherwise indicated in the Bye Laws and Articles of Association or these Standing Orders, a simple majority on a show of hands / count of proxies shall be deemed sufficient to carry a vote.
10. In the case of a tied vote, the Chairperson, but no other Member, shall have a second, or casting vote.

Speaking to Motions at General Meetings

11. Members shall where possible stand while speaking and commence by announcing their name. All speakers shall address their remarks to the Chairperson. The Chairperson shall have the right to determine the orders of speakers but shall endeavour to give

precedence in the order that Members have signalled their intention to speak.

12. Proposers of motions or amendments shall be allowed to speak uninterrupted for a maximum of five minutes, and subsequent speakers for up to three minutes each.
13. The Chairperson shall note speaking times and inform each speaker if/when their allocated time has expired.
 - a. Points of order (relating to alleged breaches of Standing Orders or the Bye Laws or Articles of Association);
 - b. Points of explanation (where speakers who feel they have been misrepresented clarify their views);
 - c. Points of information (requests for specific relevant information);
 - d. Objections to the motion.
14. Members speaking in response to proposers of motions can address the following matters only:
 - a. Points of order (relating to alleged breaches of Standing Orders or the Bye Laws or Articles of Association);
 - b. Points of explanation (where speakers who feel they have been misrepresented clarify their views);
 - c. Points of information (requests for specific relevant information);
 - d. Objections to the motion.
15. The Proposer of an original motion shall be allowed a maximum of five minutes to reply to discussion on the motion and on each amendment before votes are taken. No new matter may be introduced during such reply.
16. Apart from proposers of original motions, no Member may speak more than once on a motion or amendment except on a point of order, explanation or information, or by special permission of the Chairperson. The meeting may decide to suspend this Standing Order (i.e. go into Committee) for a stated period of time. Proposals to go into Committee must indicate the duration of suspension desired and shall only be deemed passed if supported by at least two thirds of those present and voting.

Motions and Amendments

17. No motion or amendment to a motion shall be discussed until it has been proposed and seconded. No further amendment shall be discussed until the prior amendment has been disposed of. Where an amendment is passed, it takes the place of the previous motion or amendment.
18. Every amendment shall be relevant to the motion under consideration.
19. After votes have been taken on each succeeding amendment, the surviving proposition shall be put to the vote as the final motion, and if carried it shall become a resolution of the meeting.
20. Discussion of a proposed amendment to a motion may be terminated as follows: If the Chairperson is of the reasonable opinion that there is no progress or consensus on the item under discussion then he/she can call a vote to determine whether the discussion on said item should continue or be terminated.

21. Speeches on any proposed amendment to a motion must be directly related to it.
22. If the proposed amendment to a motion is carried, the original motion shall be deemed disposed of, and if the proposed amendment is lost, then discussion shall be resumed on the original motion.

8 February 2003 Ronny Swain
Reviewed March 2010.
Margaret Chambers, Cathaoirleach
Shane Kelly, Professional Services Manager

Revised Edition was adopted by the AGM March 2013.
This Revised Edition was adopted by the AGM October 2019.