

ORIGINAL TEXT FOR IACP MEMORANDUM OF ASSOCIATION DOCUMENT

Memorandum of Association

The following sections have been amended / deleted from the IACP Memorandum of Association document:

1. The title of this document – has been changed to “Constitution” and includes “Memorandum of Association” in the title name.
2. Sections – 1, 2 (moved to Articles), 3a to 4k (Objects have been updated).
3. Sections – 6 to 9 were moved to Articles.
4. New Sections in new document – 2, 3a to k (Objects have been updated), 4a, 4i, 4j, 4k, 4l, 4r, 4s.

ORIGINAL TEXT FOR IACP ARTICLES OF ASSOCIATION DOCUMENT

Articles of Association

The following sections have been amended / deleted from the IACP Articles of Association document:

1. The title of this document – has been changed to “Constitution” and includes “Articles of Association” in the title name.
2. Sections – 1 (Definitions), 2, 3, 4, 5, 8, 9, 10, 12, 13, 14, 15, 17, 18, 20, 25, 26, 27, 34c, 34g, 36b, 37, 38, 40, 42, 48, 50, 58, 61, 66.
3. New Sections in new document – 1 (new definitions inserted for “The Act” and “Members”), 3.9, 7.5, 12.1, 13.7, 14.3, 14.4, 17.4b, 22.1, 22.2, 23.1, 24.1 to 24.4, 25.1.

Please see original documents for details

Companies Act 1963 to 1999

Company Limited by Guarantee

and

Not having a Share Capital

Articles of Association of The Irish Association for Counselling and Psychotherapy Limited.

Definitions

1. “The act” means the Companies Act 1963 (No. 33 of 1963).

“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.

“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 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.

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.

Objects

2. The Company is established for the objects expressed in the Memorandum of Association.

Members

3. Membership of IACP is membership of the national organisation and all membership subscriptions should be paid directly to the registered office of the Company, covering all categories of membership
4. The number of Members with which the Company proposes to register is 5000, but the Board of Directors may from time to time register and increase members.
5. The first members of the Executive Committee will be the subscribers to the Memorandum of Association.
6. 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.

(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.

7. The Board of Directors shall have the power to approve or reject any application for membership by any individual or organisation.
8. The Board of Directors shall have the power to withdraw membership from any Member of the Association for good and sufficient reason.

General Meetings

9. All general meetings shall be held in the state.

10. Subject to the Memorandum of the Company, the Company shall in each 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.
11. All general meetings other than Annual General Meetings (AGM) shall be called extraordinary meetings.
12. The Board of Directors may convene an Extraordinary General Meeting (EGM) whenever it deems it necessary and shall convene an EGM at the written request of at least one tenth of Accredited Members.
13. 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. Members present in person or by proxy entitled to cast votes between them shall be the quorum, which shall be 5% of membership. 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 executive board of directors may determine.
14. Proposed amendments to the Memorandum, Articles of Association, Bye Laws and Regulations can be decided only by a vote of two thirds majority of the members present and entitled to vote at an AGM or EGM.
15. Suggested amendments to the Memorandum, Articles of Association, Bye Laws and Regulations can be proposed and seconded by Accredited Members 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. The Proposer of a motion may speak for no more than 5 minutes and the Secunder of a motion for no more than 3 minutes. Each speaker in subsequent debate may speak for no more than 3 minutes.
17. Change to Motion 5 of 2006. If Proposer and Secunder of a motion are not present, rather than the motion failing, a substitute Proposer or Secunder may be co-opted to the motion so that the motion stands to be heard.

Notice of General Meetings

18. Subject to sections 133 and 141 of the Act, all general meetings shall be called by twenty one days' notice in writing at the least, and a meeting of the Company (other than an annual general meeting or a meeting for the passing of a special resolution) shall be called by fourteen days' notice in writing at the least. 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 business, the general nature of that business and shall be given, in manner hereinafter mentioned to such persons as are, under articles of the Company, entitled to receive such notices of the Company.

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

Votes of Members

20. Voting shall be restricted to members, who have been deemed to be accredited by the Company and who have paid the annual membership subscriptions laid down from time to time by the Board of Directors.
21. Votes may be given personally or by proxy as laid down in the Bye Laws and Regulations.
22. Proxy voting may be used for voting for the election of officers and for voting on motions.

Bodies Corporate acting by Representative at meetings

23. Anybody 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.

Directors

24. The members of the Board of Directors will be the Directors of the Company and such other persons as appointed by the Committee from time to time.
25. 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. Additionally Regional Committee representatives to be elected by the Regional Members shall be co-opted onto the Board of Directors.
26. Accredited members only may serve as officers of the Board of Directors. Two Members only of the Board of Directors may be Non-Accredited Members, and the remaining portion shall be Accredited Members. Branch Committee representatives may be either Non-Accredited or Accredited Members. Corporate representatives may not be elected onto the Board of Directors under their corporate identity. They may be elected thereto under their individual membership.
27. A Cathaoirleach, Leas Cathaoirleach, Treasurer and Company Secretary shall be elected at an AGM as officers of the Company and of the Board of Directors, by simple majority vote.

28. The Board of Directors may be paid all reasonable expenses properly incurred 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.

Borrowing Powers

29. 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.

Powers and Duties of Board of Directors

30. 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: but 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.
31. 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.
32. 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.
33. The Board of Directors shall cause minutes to be made in books provided for the purpose

- a. Of all appointments of officers made by the Board of Directors
- b. Of the names of the Board of Directors 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.

Disqualification of Board of Directors

34. The office of Board of Directors member shall be vacated if the Board of Directors Member :

- 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 an Board of Directors member by reason of any order made under section 184 of the Act 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 194 of the Act or
- h. Is requested to resign by the other members of the Board of Directors by a majority vote at an Board of Directors meeting.

Voting on contracts

35. An Board of Directors Member may not vote in respect of any contract in which he is interested or any matter arising thereout.

Rotation of Board of Directors

36.

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

- b) At the first annual general meeting of the Company, all the Board of Directors members shall retire from office. At the annual general meeting of every subsequent year, all the Board of Directors members other than the officers of the Company shall retire from office every year.
37. 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. An officer may be re-elected for a second two year term in particular officership but no member can serve more than six consecutive years as an officer.
38. 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.
39. The Board of Directors shall have power at any time, and from time to time, to appoint any person to be an Board of Directors Member, 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 Board of Directors Member so appointed shall hold office only until the next Annual General Meeting (AGM), and shall then be eligible for re-election.
40. The Company may by ordinary resolution of which extended notice has been given in accordance with section 142 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.

Proceedings of Board of Directors

41. 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. An Board of Directors Member may, and the Secretary on the requisition of an Board of Directors Member shall, at any time summon a meeting of the Board of Directors. 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.
42. The quorum necessary for the transaction of the business of the Board of Directors may be fixed by the Board of Directors, unless so fixed shall be the three officers, Cathaoirleach, Leas Cathaoirleach and Treasurer.

43. 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 a general meeting of the Company, but for no other purpose.
44. The Board of Directors may elect a Cathaoirleach for their meetings and determine the period for which that person is to hold office; but, if no such Cathaoirleach is elected, or if at any meeting the 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 of the meeting.
45. 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.
46. A committee may meet and adjourn as it thinks proper.
47. All acts done by any meeting of the Board of Directors or by any person acting as an 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 an Board of Directors Member.

Secretary

48. The 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 secretary so appointed may be removed by the Board of Directors.
49. A provision of the Act or these articles requiring or authorising a thing to be done by or to an Board of Directors Member and the 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 secretary.

Sub-Committees

50. The Board of Directors may appoint sub committees in response to a perceived need and all such sub committees shall make recommendations to the Board of Directors. All proposals and final decisions will be ratified by the Board of Directors.
51. The Board of Directors shall lay down regulations for each Sub-Committee and shall have the power to change these when it is deemed necessary.

52. All moneys connected with these sub committees shall be paid to, and administered from, the registered office of the Company.
53. The Board of Directors may establish where required local Regional Committees and divisions and other categories of membership.
54. The Executive Committee shall have the power to dissolve any Sub-Committee, Regional Committee, division or any category at any time.

Accounts

55. 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.

56. The books of account shall be kept at the registered office or, subject to Section 147 of the Act, 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.
57. 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.
58. The Board of Directors shall from time to time in accordance with Sections 148, 150, 157 and 158 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 those sections to be prepared and laid before the Annual General Meeting (AGM) of the Company.

59. 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's 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.

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

Audit

61. Auditors shall be appointed and their duties regulated in accordance with sections 160 and 163 of the Act.

Notices

62. 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.

63. 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.

Dividends and Reserves

64. 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.

65. 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.

Alterations

66. No additions, alterations or amendments shall be made to or in the provisions of the Memorandum of Association for the time being in force unless the same shall have been previously submitted to and approved in writing by the Revenue Commissioners.

Memorandum of Association

Of

**The Irish Association for
Counselling and Psychotherapy**

IACP Memorandum

1. The name of the company is The Irish Association for Counselling and Psychotherapy.

2. The registered office will be located in Ireland.

3. The Main objects of the Company are:

- a. To educate members of the counselling / psychotherapy profession, both full and part-time Counsellors / Psychotherapists, working in either professional or voluntary settings with a view to raising the standards of counselling / psychotherapy for the benefit of the community and in particular for those who are the recipients of counselling / psychotherapy by providing educational workshops, a journal, and by validating courses which lead to professional accreditation etc.
- b. To educate and to foster public awareness of the nature and benefits of counselling / psychotherapy and therapy by the provision of educational courses, a register of professionally trained Counsellors and Psychotherapists, a Code of Ethics and Practice, a complaints procedure, a telephone referral service, a journal, and practical workshops.
- c. To educate other professionals who are concerned with the development and participation in society of those impaired by mental, physical, social or emotional dysfunction through the provision of a referral service, practical workshops, articles and an educational journal.

4. The subsidiary objects which are ancillary to and for the implementation of the Company's main objects are:

- a. To set and maintain standards for the counselling / psychotherapy profession.
- b. To develop a Code of Ethics and Practice for the protection of the public and to assist Counsellors / Psychotherapists in maintaining high standards.
- c. To represent counselling / psychotherapy at national level, and to provide liaison between kindred organisations.
- d. To publish for members and the public a journal of academic, educative and practical interest, to produce publications about counselling/psychotherapy and to disseminate information about counselling both Irish and international.
- e. To foster research in counselling / psychotherapy.

- f. To publish a newsletter for Members about the activities of the Company, providing a forum for communication between Members, and between Members and the Company.
- g. To provide training events for Members and information and other relevant sessions for the public.
- h. To provide a referral and information service.
- i. To set up and administer systems for the accreditation of Counsellors / Psychotherapists, Supervisors, Students and course providers and agencies concerned with counselling.
- j. To publish a register of accredited members, which may include their qualifications, experience and other information deemed appropriate.
- k. To establish appropriate local structures to provide education, support and information about counselling / psychotherapy to both Members and the public.

5. The Company should be empowered to do the following :

- a. 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.
- b. To hold any property in trust for the main objects of the Company.
- c. To administer any trust.
- d. To effect insurances 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.
- e. 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.

- f. To employ such persons as are deemed necessary from time to time in furtherance of the company's main objects.
- g. 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.
- h. 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.
- i. 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.
- j. 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.
- k. 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.
- l. 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.

6. Income and property

The income and property of the company shall be applied solely towards the promotion of its main object(s) as set forth in this Memorandum of Association. 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. 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. However nothing shall prevent any payment in good faith by the company of:

- a. Reasonable and proper remuneration 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 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.
- e. Fees, remuneration or other benefit in money or money's worth to any Company of which Director may be a member holding not more than one hundredth part of the issued capital of such Company.

7. Winding-up

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 main objects similar to the main 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 under or by virtue of Clause 6 hereof, 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.

8. Additions, Alterations or Amendments

No addition, alteration or amendment shall be made to or in the provisions of this Memorandum for the time being in force unless the same shall have been previously approved in writing by the Revenue Commissioners.

9. Keeping of Accounts

Annual audited accounts shall be kept and made available to the Revenue Commissioners.

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

ORIGINAL TEXT FOR IACP BYE LAWS DOCUMENT

Bye Laws

The following sections have been amended / deleted from the IACP Bye Laws document:

1. Sections - 2, 4, 6, 7, 10.
2. Board of Directors - 8, 9, 10, 11, 14, 15, 16, 34, 25.
3. Regional Committees - 27, 30.
4. Office Staff - 35, 36.
5. Finance - 37, 39, 41, 43.
6. New Sections in new document – 1.2 Supervisor Membership, 11 Retired Accredited Membership.

Any small changes to any sections not listed above have been made for ease of reading and grammatical purposes.

Please see original documents for details

IACP 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 Memorandum and Articles of Association, the Bye Laws, Regulations, and Complaints Procedure of the IACP and who pay the appropriate annual fee.
2. **Accredited Membership** is open to those who fulfil certain criteria laid down from time to time by the Board of Directors.
3. **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
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. An Affiliate Member may use the title Affiliate Member IACP (exact phrase only). They may not use the initials AIACP or MIACP.
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.
6. **Accredited Course Membership** is open to those counselling training courses awarded accreditation by the IACP.
7. **Approved Organisation Status** is open to those Organisations which provide a specific counselling service to the public, which train and supervise their own counsellors in this specific area, whose aims and objectives are consistent with those of the IACP and who fulfil certain criteria laid down from time to time by the Board of Directors.
8. **Honorary Membership** may be conferred on certain individuals by decision of the Board of Directors.
9. **Student Membership** is available to those currently attending an IACP Accredited Course.
10. **Inactive Membership** is open to Accredited Members who have ceased practicing for a period of more than six months or have retired from Counselling / Psychotherapy permanently.

Board of Directors

1. The Board of Directors shall transact the business of the Association.
2. The Board of Directors shall determine from time to time the amount and duration of subscriptions payable by members.
3. 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.
4. 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.
5. The Board of Directors shall have the power to implement the recommendations or sanctions of the Complaints Committee in accordance with the Complaints Procedure.
6. 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.
7. 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.
8. The Board of Directors shall consist of not less than seven and not more than eleven members. A minimum of seven members in addition to a Cathaoirleach Leas Cathaoirleach, Treasurer and Company Secretary shall be elected at the AGM by simple majority vote.
9. The number elected at the AGM does not include Regional Committee representation. Regional Committee representatives, one only elected by each Regional Committee, shall be co-opted onto the Board of Directors.
10. At the Annual General Meeting (AGM), all the Board of Directors Members other than the officers shall retire from the Board of Directors and may be re-elected according to Articles 31 to 34 of the Association.
11. The Cathaoirleach, Leas Cathaoirleach, Treasurer and Company Secretary serve for a term of two years only and will be eligible for re-election to a different office according to Articles 36 to 37 of the Association. 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.
12. 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.

13. All elections to the Board of Directors shall be by simple majority vote.
14. Accredited Members only have voting rights with the exception of the representative of an organisation which has Approved Organisation Status. (Approved Organisation Status confers the right on each organisation awarded that status to one vote at any general meeting.)
15. Signed proxy votes are acceptable provided that they reach the office three days prior to the Annual General Meeting (AGM).
16. The Board of Directors shall appoint an honorary Secretary from amongst its own members. The position shall be considered an officership only for the purpose of officers' meetings until the next AGM.
17. 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.
18. In the event of an Board of Directors officer being so removed 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).
19. In the event of an Board of Directors member being so removed, the Board of Directors may co-opt an accredited member onto the Board of Directors to serve until the next Annual General Meeting (AGM).
20. 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 27 and 28.
21. 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. according to 27 and 28.
22. 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.
23. The role of the Company Secretary is recognised as an Officer of the Board of Directors.
24. Nominations for Elections to the Board of 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.
25. That the membership mandate the Board of Directors to act in their interests with regards to the psychological therapies submission to the government.

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. Membership of the IACP is membership of the National Organisation. Membership of these Regional Committees is optional.
28. The purpose of Regional Committees is to provide educational and support facilities to IACP Members and to represent the IACP at local level.
29. 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.
30. All membership fees will be paid directly to Head Office, covering all categories of membership. Monies raised through activities of a Regional Committee will be directed to central funds at Head Office.
31. The aims of Regional Committees shall be in accordance with those of the IACP as set out in the Memorandum of Association and shall in no way conflict with these. In the case of disputed interpretation the Board of Directors shall be the final arbitrator.
32. The title 'Regional Committee of the IACP' may not be used by any group without express permission of the Board of Directors.
33. Regional Committee Members shall conduct the business of the Regional Committee in accordance with the Code of Ethics and Practice, Bye Laws and Regulations of the IACP.
34. 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

35. Office staff shall be appointed by the National Board of Directors for such term and at such remuneration and upon such conditions as they may think fit; and any staff so appointed may be removed by them.
36. Staffing shall be reviewed on an annual basis with reference to changes in the organisation.

Finance

37. The financial year shall be the calendar year.

38. 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.
39. The records shall be kept at premises designated by the Board of Directors, and shall be open for inspection by any Directors, Officers or voting Members of the Company.
40. The accounts shall be audited annually as determined by the Companies Act, and the accounts with the Auditor's Report shall be presented by the Treasurer at the AGM.
41. Members of the Board of Directors shall be treated as the Directors of the Company.
42. The annual audited accounts shall be maintained for submission to the Revenue Commissioners at their request.
43. The accounts of each Sub-Committee, Regional Committee and all other committees shall be submitted to the IACP auditors at the end of each calendar year.

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

Revised August 2009

Margaret Chambers - Cathaoirleach

Jane Joyce - Board of Directors

Shane Kelly - Professional Services Manager

This Revised Edition was adopted by the AGM April 2008.

This Revised Edition was adopted by the AGM March 2010.

ORIGINAL TEXT FOR IACP SUB-REGULATIONS DOCUMENT

Sub-Regulations

The following sections have been amended / deleted from the IACP Sub-Regulations document:

1. The title of this document.
2. **A.** General Regulations for IACP Sub-Committees: Sections – 2, 3, 4, 6, 7, 8, 9, 10, 17.
3. **A.** General Regulations for IACP Sub-Committees: Sections – 13 to 16 were removed as these are covered under TOR.
4. All of sections **B** to **K** were removed as these are covered under each committee terms of reference (TOR)
5. New Sections in new document – 2.

Any small changes to any sections not listed above have been made for ease of reading and grammatical purposes.

Please see original documents for details

Sub-Regulations

A. General Regulations for IACP Sub-Committees

1. 'Regulations' means the internal procedures as adopted by the members.
2. All policy decisions and procedures arrived at by sub-committees and Regional committees must be considered by the Standards committee before being decided upon and ratified by the National Board of Directors.
3. All changes must have an enactment date which allows for adequate notice for the publication of changed criteria.
4. Minutes of attendance and content of every meeting shall be recorded and submitted to the IACP office, which will circulate them to the members of the particular Regional or other sub-committee.
5. Expenses incurred in the business of the Regional or other sub-committees shall be claimed from the IACP office on the current Expenses Claim Sheet and subsequently reimbursed.
6. At Regional sub-committee and other sub-committee meetings a quorum shall be at least fifty per cent of the committee membership. (In the case of Regional sub-committees at least two officers shall be present. A committee of five shall have a quorum of three; a committee of eight shall have a quorum of four etc.)
7. Membership of sub-committees shall normally be open only to accredited members. Where appropriate an Extern who is neither an accredited nor a non-accredited member of IACP may be appointed to attend meetings.
8. The IACP Administrator may attend to take minutes and to expedite the required secretarial functions.
9. All appointments shall be ratified by the Board of Directors.
10. Members shall normally serve for a term of three years, which may be extended for a further three years subject to ratification by the Board of Directors. Where possible the retirement/resignation of committee members shall be staggered so that there is a continuity of expertise.
11. 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.
12. Sub-committee members shall observe due confidentiality about sensitive information, especially where it pertains to individuals.

13. Each sub-committee must ensure that its procedures are accurately described in the IACP Information Sheet for that sub-committee.
14. Meetings shall be held regularly, at the discretion of the sub-committee, depending on the volume of work, with a minimum of four meetings per year.
15. The structure of sub-committee meetings shall take the form considered by each sub-committee as most efficient for its purposes.
16. The number of members of each sub-committee shall be sufficient to deal with the workload of the committee, with a minimum of three members.
17. A small celebratory gift of a sum of money approved by the Board of Directors shall, where possible, be allocated to each Regional sub-committee and other sub-committee of IACP, once per year.

B. Standards Sub-Committee

1. The purpose of this sub-committee is to meet at least three times per year to consider and review course recognition, individual and supervisor accreditation criteria, complaints procedures and standards generally. The Committee should also interpret and clarify regulations on standards where difficulties arise. Proposals for change in course recognition, individual or supervisor accreditation criteria or complaints procedures, or any other standards (possibly including an overview of the Memorandum and Articles of Association), must be put before the Standards Committee whose considered opinion shall be conveyed to the Board of Directors before ratification.
2. The Standards sub-committee shall consist of at least one representative from the Accreditation, Course Recognition, Supervision and Complaints Sub-Committees and the Board of Directors. This does not mean the exclusion of representatives of other sub-committees when appropriate. Where members are not able to attend, substitutes may take their place.
3. If one of the named sub-committees is not represented at a Standards Sub-Committee meeting, no decision will be taken by the Standards Sub-Committee relating to that sub-committee.
4. All communications to the Standards Sub-Committee shall be sent to other subcommittees where necessary, so that when the sub-committee representatives meet at the Standards Sub-Committee meeting they will have had an opportunity to discuss the communication with the remainder of their sub-committee.
5. When recommendations from sub-committees have been reviewed and amended where necessary by the Standards Sub-Committee, these recommendations shall be sent to the Board of Directors. On acceptance of these recommendations by the Board of Directors, the relevant sub-committee shall be informed of their ratification. Should the Recommendations not be accepted by the Board of Directors, they shall be returned to the Standards Sub-Committee for further review.

C. Regional Sub-Committees (see Bye Laws Nos. 4.1 - 4.9)

1. In order to ensure a manageable structure and comprehensive coverage of all of Ireland the number of Regional committees should ideally not exceed the Health Board areas.
2. The Board of Directors retains the right to be the final arbiter in the setting up of a Regional committee of IACP and on all matters of policy and procedure.
3. The Cathaoirleach and Leas Cathaoirleach shall be accredited members.
4. Only accredited members may vote at an inaugural meeting.
5. Regional committees shall consist of not less than five members and not more than nine. Regional committee members will be elected at the inaugural meeting, by majority vote.
6. Following the establishment of a Regional committee only those members who are accredited, or non-accredited members who are actively working towards accreditation, may serve on Regional committees or vote at Regional committee meetings.
7. Complaints relating to the running of a Regional committee, which cannot be resolved locally, may be referred to the national Board of Directors.
8. Where a committee member cannot serve the full term of office, the Regional committee may co-opt a Regional member of similar or higher membership status to serve until the next AGM.
9. The Regional committee shall take minutes of each meeting, which shall be kept in a Minutes Book. Copies of such minutes shall be circulated to each Regional committee member and to the Head Office Administrator.
10. At the Annual General Meeting of every subsequent year all committee members other than the officers of the Regional committee shall retire from office every year and be eligible for re-election.
11. A cash float shall be made available to each Regional committee to allow the business of the committee to be enacted.
12. A statement of financial transactions shall be submitted to the Board of Directors at the end of each calendar year.
13. The representative of a Regional committee on the Board of Directors shall present, where possible, a monthly report of the activities of the Regional committee.
14. A Report of the activities of the Regional committee shall be presented at each national Annual General Meeting of IACP.

D. Complaints Sub-Committee

1. The purpose of this sub-committee is to provide a means of processing any complaint about an infringement of the Code of Ethics and Practice of the Irish Association for Counselling and Psychotherapy on the part of any Member of the IACP. Where possible and appropriate, an amicable solution will be sought.
2. With reference to attendance at meetings, due to the sometimes lengthy nature of Complaints investigations the Complaints Committee may claim some discretion to waive the General Regulation A4.

F. Supervision Sub-Committee

1. The purpose of the Supervision Sub-Committee is to assess applications for supervisor accreditation and to recommend criteria for supervisor accreditation or any other issues pertaining to supervision.
2. With the exception of one member (point 3) all members of the Supervision Sub-Committee must be Accredited Supervisors of IACP.
3. A committee place for 1 accredited member who is not an Accredited Supervisor (to serve one 3 year term only)
4. A committee place for up to 2 retired supervisor members (to serve one 3 year term only)
5. For all other supervision committee members, membership shall be for a minimum of 2 years and a maximum of 2 consecutive terms (6yrs)
6. Minutes to be circulated to the Professional Services Manager

G. Accreditation Sub-Committee

1. The purpose of the Accreditation Sub-Committee is to assess applications for IACP individual accreditation and to recommend criteria for accreditation and any other issues pertaining to accreditation.
2. The desirable number of members of this sub-committee is ten.
3. Members of the Accreditation Sub-Committee shall be accredited members of at least two years' standing.
4. There shall be two Administration meetings per year.
5. The committee shall hold four assessment meetings per year.
6. Members shall be required to attend at least four of the six meetings of this sub-committee each year.

H. Ethics Sub-Committee**1. The purpose of the Ethics sub-committee is:**

To formulate codes of ethics and practice for IACP;

To raise issues relating to the implementation of such codes;

To advise and comment on ethical issues;

To promote training of members and office staff about ethical issues;

2. The desirable number of members shall be between three and five.**I. Finance Committee**

That a finance committee be selected to advise on financial matters with regards to IACP. This committee to comprise no less than 5 representatives, with at least 3 of the representatives being IACP accredited members

J. CPD Sub Committee

That IACP extend the brief of the CPD sub-committee to allow it to promote the use of and monitor the efficacy of the new framework for accredited members.

K. Complaints against Courses Committee

ORIGINAL TEXT FOR IACP STANDING ORDERS DOCUMENT

Standing Orders

The following sections have been amended / deleted from the IACP Standing Orders document:

1. Sections - 2, 4, 6, 7, 8c, 9, 11, 12, 18, 19a, 19b.
2. New Sections in new document - 13.

Any small changes to any sections not listed above have been made for ease of reading and grammatical purposes.

Please see original documents for details

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 Chair from among those present.
2. The Chair has the responsibility for conducting the meeting in accordance with these Standing Orders and the Association's Bye Laws and Articles of Association. In the event of a clash, the Bye Laws and Articles of Association shall prevail.
3. Motions to challenge the Chair'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 Chair in advance of the meeting.

Voting

5. Only 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 sign their names in the attendance register.
7. Substantive decisions may be taken only on items of business about which the Members have been given due 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 Chair or requested by a Member.
 - c. By secret ballot for election of Members to committees, or when requested by a Member.
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 resolve an issue.
10. In the case of a tied vote, the Chair, but no other Member, shall have a second, or casting vote.

Speeches

11. Members shall where possible stand while speaking and commence by announcing their name. All speakers shall address their remarks to the Chair. The Chair 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. If the Chair rises, any Member speaking shall cease and shall sit down and no other Member shall rise until the chair be resumed.
12. Members speaking shall not be interrupted by other members save for;
 - 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).
13. Proposers of motions or amendments shall be allowed to speak for a maximum of five minutes, and subsequent speakers for up to three minutes each.
14. 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.
15. 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 Chair. 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

16. No motion or amendment 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.
17. Every amendment shall be relevant to the motion under consideration.
18. After votes have been taken on each succeeding amendment, the

surviving proposition shall be put to the vote as the main question, and if carried it shall become a resolution of the meeting.

19. Discussion of an item may also be terminated on the following ways, subject to the agreement of the Chair;

- a. If the vote is carried the item under discussion shall then be put to the vote. The proposer of the original motion has the right to reply before this latter vote is taken.
- b. Members who have not previously contributed to discussion on the current item. Speeches on the proposal must be directly related to it. If the proposal is carried, the original item shall be deemed disposed of: if lost, discussion shall be resumed.

Both (a) and (b) may be moved at any time. They take precedence over all other business.

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