

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.