

**THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE:
BRITISH ASSOCIATION OF PLAY THERAPISTS LIMITED
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Memorandum:

- 1 The company's name is The British Association of Play Therapists Limited (and in this document it is called "the Charity").
- 2 The Charity's registered office is to be situated in England.
- 3 The Charity's objects (the Objects) are:
To relieve the needs of children, young people and adults suffering emotional and behavioural difficulties by promoting the art and science of Play Therapy and promoting high standards in the practice of Play Therapy for the public benefit.
To achieve these Objects the Charity will:
 - (i) Endeavour to protect the public against harmful conduct by members of all classes who are practising Play Therapy;
 - (ii) Nurture, develop and advance the profession and application of Play Therapy through commitment to:
 - (a) Raising public and professional awareness of the value of Play Therapy for enhancing the mental health and emotional well-being of children and young people; and
 - (b) Promoting safe, ethical and effective practice of Play Therapy through high quality regulated standards of training and monitored continuing professional development and evidence-based research.
 - (iii) Promote education, study and research in the field and practice of Play Therapy;
 - (iv) Maintain the highest levels of professional conduct by members of all classes who are practising Play Therapy;
 - (v) Provide information on specialised training courses, criteria and guidelines for the accreditation of training courses, organise conferences and promote training events on issues relating to Play Therapy.
 - (vi) Offer a forum for discussion of professional issues.
 - (vii) Maintain liaison with other professional groups involved in working with children.
 - (xii) Provide an Ethical Framework and a Code of Practice.
 - (xiii) Provide a Complaints Procedure that governs the professional conduct and practice of members of all classes who are practising Play Therapy;

- 4 (1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
- (a) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (b) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (c) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
 - (d) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land
 - (e) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (f) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (g) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - (h) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - (j) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;
 - (k) to:
 - (i) deposit or invest funds;
 - (ii) employ a professional fund-manager; and
 - (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
 - (l) to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in sub-clause (2) of this clause, but subject to the restrictions specified in sub-clause (3) of the clause;
 - (m) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;
 - (n) to do all such other lawful things as are necessary for the achievement of the Objects;
- (2) The liabilities referred to in sub-clause (1)(l) are:
- (a) any liability that by virtue of any rule of law would otherwise attach to a Director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;
 - (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
- (3) (a) The following liabilities are excluded from sub-clause (2)(a):
- (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
 - (iii) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- (b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

5 (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.

- (2) (a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
- (b) Subject to the restrictions in sub-clauses 4(2) and 4(3), a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:
- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
- (b) reasonable and proper remuneration for any goods or services supplied to the Charity.
- (4) No Director may:
- (a) buy any goods or services from the Charity;
- (b) sell goods, services, or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from the Charity;
- (d) receive any other financial benefit from the Charity;
- unless:
- (i) the payment is permitted by sub-clause (5) of this clause and the Directors follow the procedure and observe the conditions set out in sub-clause (6) of this clause; or
- (ii) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- (5) (a) A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
- (b) A Director may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Director.
- (c) A Director may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors.
- (d) A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company.
- (e) A Director may receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.
- (6) (a) The Charity and its Directors may only rely upon the authority provided by sub-clause 5(5) if each of the following conditions is satisfied:
- (i) The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.
- (ii) The Director is absent from the part of any meeting at which there is discussion of:
- his or her employment or remuneration, or any matter concerning the contract; or
 - his or her performance in the employment, or his or her performance of the contract; or
 - any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 5(5); or
 - any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 5(5).
- (iii) The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
- (iv) The other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest).
- (v) The reason for their decision is recorded by the Directors in the minute book.
- (vi) A majority of the Directors then in office have received no such payments.
- (b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:
- (i) a partner;

- (ii) an employee;
- (iii) a consultant;
- (iv) a director; or
- (v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

(7) In sub-clauses (2)-(6) of this clause 5:

- (a) "Charity" shall include any company in which the Charity:
 - holds more than 50% of the shares; or
 - controls more than 50% of the voting rights attached to the shares; or
 - has the right to appoint one or more directors to the Board of the company
- (b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.

6 The liability of the members is limited.

7 Every member promises, if the Charity is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him or her towards the payment of the debts and liabilities of the Charity incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

8 (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity for use for particular purposes that fall within the Objects;

(2) Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

(3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

**THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE
BRITISH ASSOCIATION OF PLAY THERAPISTS LIMITED
ARTICLES OF ASOCIATION**

Articles:



Interpretation

1 In these articles:

- "the Act" means the Companies Act 1985;
- "address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;
- "the Charity" means the company intended to be regulated by these articles;
- "clear days" in relation to the period of a notice means a period excluding:
 - the day when the notice is given or deemed to be given; and
 - the day for which it is given or on which it is to take effect;
- "the Commission" means the Charity Commissioners for England and Wales;
- "the memorandum" means the memorandum of association of the Charity;
- "officers" includes the Directors and the secretary;
- "the seal" means the common seal of the Charity if it has one;
- "secretary" means the secretary of the Charity or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary;
- "the Directors" means the directors of the Charity. The directors are charity trustees as defined by Section 97 of the Charities Act 1993;
- "the United Kingdom" means Great Britain and Northern Ireland; and
- words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Members.

2 (1) The subscribers to the memorandum are the first members of the Charity.

(2) Membership is open to other individuals or organisations who:

- (a) apply to the Charity in the form required by the Directors; and
- (b) are approved by the Directors.

(3) (a) The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.

(b) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.

(c) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.

(4) Membership is not transferable to anyone else.

(5) The Directors must keep a register of names and addresses of the members.

Classes of Membership.

3 (1) The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.

- (2) The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if.
 - (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of Membership.

4 Membership is terminated if:

- (1) the member dies or, if it is an organisation, ceases to exist;
- (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to the Charity is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that his or her membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

General meetings.

5 (1) The Charity must hold its first annual general meeting within eighteen months after the date of its incorporation.

- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- (3) All general meetings other than annual general meetings shall be called extraordinary general meetings.

6 The Directors may call an extraordinary general meeting at any time.

Notice of general meetings.

7(1) The minimum periods of notice required to hold a general meeting of the Charity are:

- twenty-one clear days for an annual general meeting and an extraordinary general meeting called for the passing of a special resolution;
 - fourteen clear days for all other extraordinary general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed:
 - in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 percent of the total voting rights.
 - (3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so.
 - (4) The notice must be given to all the members and to the Directors and auditors.

8 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity

Proceedings at general meetings.

- 9 (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
- Two members entitled to vote upon the business to be conducted at the meeting; or
 - one tenth of the total membership at the time whichever is the greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum;
- 10 (1) If:
- (a) a quorum is not present within half an hour from the time appointed for the meeting; or
- (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the Directors shall determine.
- (2) The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting with fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
- 11 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.
- (3) If there is only one Director present and willing to act, he or she shall chair the meeting.
- (4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
- 12 (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.
- 13 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded
- (a) by the person chairing the meeting; or
- (b) by at least two members having the right to vote at the meeting; or
- (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 14** If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.
- 15** A resolution in writing signed by each member (or in the case of a member that is an organisation, by its authorised representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

Votes of members.

- 16(1)** Subject to Articles 3 and 14 and the next paragraph, every member, whether an individual or an organisation shall have one vote.
- (2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he or she owes any money to the Charity.
- 17** Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 18(1)** Any organisation that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- (2) The organisation must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organisation until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organisation.

Directors.

- 19(1)** A Director must be a natural person aged 18 years or older.
- (2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 31.
- 20** The number of Directors shall be not less than three but (unless otherwise determined by ordinary resolution) shall not be subject to any maximum.
- 21** The first Directors shall be those persons notified to Companies House as the first Directors of the Charity.
- 22** A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

Powers of Directors.

- 23(1)** The Directors shall manage the business of the Charity and may exercise all the powers of the Charity unless

they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.

- (2) No alteration of the memorandum or these articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
- (3) Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

Retirement.

- 24** At the first annual general meeting all the Directors must retire from office unless by the close of the meeting the members have failed to elect sufficient Directors to hold a quorate meeting of the Directors. At each subsequent annual general meeting one-third of the Directors or, if their number is not three or a multiple of three, the number nearest to one third must retire from office. If there is only one Director he or she must retire.
- 25** (1) The Directors to retire by rotation shall be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (2) If a Director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

The Appointment of Directors.

- 26** The Charity may by ordinary resolution:
- appoint a person who is willing to act to be a Director; and
 - determine the rotation in which any additional Directors are to retire.
- 27** No person other than a Director retiring by rotation may be appointed a Director at any general meeting unless:
- (1) he or she is recommended for re-election by the Directors; or
 - (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Charity is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a Director
 - (c) contains the details that, if the person were to be appointed, the Charity would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.

28 All members who are entitled to receive notice of a general meeting must be given not less than 28 nor more than 49 clear days before the date of the meeting notice of any resolution to be put to the meeting to appoint a Director other than a Director who is to retire by rotation.

- 29** (1) The Directors may appoint a person who is willing to act to be a Director.
- (2) A Director appointed by a resolution of the other Directors must retire at the next annual general meeting and must not be taken into account in determining the Directors who are to retire by rotation.
- 30** The appointment of a Director, whether by the Charity in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

Disqualification and removal of Directors.

- 31** A Director shall cease to hold office if he or she:
- (1) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a Director;
 - (2) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);

- (3) ceases to be a member of the Charity;
- (4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- (5) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- (6) is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

Directors' remuneration.

32 The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

Proceedings of Directors.

33(1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.

- (2) Any Director may call a meeting of the Directors.
- (3) The secretary must call a meeting of the Directors if requested to do so by a Director.
- (4) Questions arising at a meeting shall be decided by a majority of votes.
- (5) In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.

34(1) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.

- (2) The quorum shall be two or the number nearest to one third of total number of Directors, whichever is the greater or such larger number as may be decided from time to time by the Directors.
- (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

35 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.

36(1) The Directors shall appoint a Director to chair their meetings and may at any time revoke such appointment.

- (2) If no-one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by these articles or delegated to him or her by the Directors.

37(1) A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held.

- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

Delegation.

38(1) The Directors may delegate any of their powers or functions to a committee of two or more Directors but the terms of any delegation must be recorded in the minute book.

- (2) The Directors may impose conditions when delegating, including the conditions that:

- the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- no expenditure may be incurred on behalf of the Charity except in accordance with a budget previously agreed with the Directors.

(3) The Directors may revoke or alter a delegation.

(4) All acts and proceedings of any committees must be fully and promptly reported to the Directors.

39 A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

40 (1) Subject to paragraph 40(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

- who was disqualified from holding office;
 - who had previously retired or who had been obliged by the constitution to vacate office;
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;
- if without:
- the vote of that Director; and
 - that Director being counted in the quorum;
- the decision has been made by a majority of the Directors at a quorate meeting.

(2) Paragraph 40(1) does not permit a Director to keep any benefit that may be conferred upon him or her by resolution of the Directors or of a committee of Directors if, but for paragraph 40(1), the resolution would have been void, or if the Director has not complied with article 39.

Seal.

41 If the Charity has a seal it must only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

Minutes.

42 The Directors must keep minutes of all:

- (1) appointments of officers made by the Directors;
- (2) proceedings at meetings of the Charity;
- (3) meetings of the Directors and committees of Directors including:
 - the names of the Directors present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

Accounts.

43(1) The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

(2) The Directors must keep accounting records as required by sections 221 and 222 of the Act.

Annual Report and Return and Register of Charities.

44(1) The Directors must comply with the requirements of the Charities Act 1993 with regard to:

- (a) the transmission of the statements of account to the Charity;

- (b) the preparation of an annual report and its transmission to the Commission;
- (c) the preparation of an annual return and its transmission to the Commission.

(2) The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

45 Any notice to be given to or by any person pursuant to the articles:

- (1) must be in writing; or
- (2) must be given using electronic communications.

46(1) The Charity may give any notice to a member either:

- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it using electronic communications to the member's address.

(2) A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

47 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.

48(1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

(2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.

(3) A notice shall be deemed to be given:

- (a) 48 hours after the envelope containing it was posted; or
- (b) in the case of an electronic communication, 48 hours after it was sent.

Indemnity.

49 The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules.

50 (1) The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary of expedient for the proper conduct and management of the Charity."

These Rules are to be read and implemented in conjunction with the Memorandum and Articles of Association of British Association of Play Therapists Limited

NB: for the purposes of interpreting these Rules unless otherwise specified 'member' shall read to include all classes of membership.

1. Membership

1.1 The process and criteria for becoming a member of BAPT are set by the BAPT board of Directors on behalf of the organization as laid out in Section 3.1 of the Articles of Association.

- 1.2 The Board of Directors will ensure that a Registrar is appointed to manage an Accredited Voluntary Register of BAPT members. The Board will ensure that there is a clear job description for the Registrar with roles and responsibilities, and accountability to the Board clearly outlined.
- 11.3 The Registrar will receive new AVR applications and ensure details of successful applicants are entered onto the Register.
- 1.4 Where applications are incomplete, the Registrar will follow the written procedure in respect of applications and obtaining further information.
- 1.5 Full membership and entry to the BAPT AVR is available to named individuals who meet the published Application criteria.
- 1.6 Members (Full and Retired Full) are the only class of members entitled to attend and permitted to vote.
- 1.7 Organisations and any person training, working or interested in the field of Play Therapy, accredited qualifying programme may apply to become an Associate of BAPT.
- 1.6 Student membership is open at a reduced fee to individuals who are following a course of study leading to a qualification as a Play Therapist on a BAPT accredited course.
- 1.7 Student members are entitled to elect a student representative onto the Board of Directors at the AGM. This is the only matter upon which Student members shall be entitled to vote.
- 1.8 Full retiring members who wish to retain an interest in BAPT may do so via the Retired Full member category by paying the same fee as Student members
- 1.9 Renewal of membership will be granted provided the member meets the published renewal criteria, including payment of annual membership fee..
- 1.10 Members may appeal against a decision to deny them full membership. If their appeal fails the decision of the Registrar is final.
- 1.11 A person's membership will only be effective on receipt of the appropriate membership fee.
- 1.12 Members whose application has lapsed and which then apply to reactivate their membership will be required to provide an Enhanced Disclosure and Barring Service Check which is not more than 3 years old and details of their current clinical supervisor as per the renewal process.
- 1.13 Applicants seeking renewal of their membership after 2 consecutive years of lapsed membership will be subject to the full application process as at 1.3. Applicants seeking renewal of their membership after 2 years will be required to pay the full membership fee (subject to 3.2 below) and the administration charge.
- 1.14 The Registrar shall have the right to terminate the membership, by notice in writing, of any person where:
- the member has died
 - is unable or does not comply with annual membership renewal criteria, including Disclosure and Barring Service records
 - recommendation arising from BAPT Professional Conduct Hearing
- 1.15 Membership of BAPT, full or otherwise, does not confer professional status upon the member.
- 1.16 The rights of a member shall be personal to that member, shall not be transferrable and shall cease on the member's death.
- 1.17 All classes of members and Associates are entitled to attend any General Meeting.

2. Member's Entitlements

- 2.1 Members of all classes and Associates may be entitled, at the discretion of the Board of Directors to the following benefits:

- a. Free subscription to the 'Play Therapy' Magazine which will be published regularly
- b. Membership Pack (BAPT Guide to Play Therapy, Copy of the current BAPT Magazine, a copy of each of the BAPT Play Therapy Leaflets)
- c. Access to BAPT Ethical Principles and Code of Practice frameworks
- d. Reduced fees for study days and conferences
- e. Information on relevant training courses and publications
- f. A photo ID Membership card – Full & Student Members only
- f. Nomination to stand for election onto Sub Committees – Full and Student members only
- g. Other benefits which the Board of Directors of Directors may determine

2.2 Other entitlements of Members (Full/Retired Full) include:

- a. Nomination onto the Board of Directors
- b. An individual vote at the Annual General Meeting and any other Extraordinary General Meetings
- c. The right to call an Extraordinary General Meeting by written request and subject to British Association of Play Therapists Articles of Association S.7(2) Notice of General Meetings
- d. Those who have been approved by the Board of Directors as BAPT approved supervisors may be included on BAPT's list of supervisors
- e. Free entry into BAPT Register of qualified Play Therapists. This information would be passed on to agencies and individuals who request it.
- g. Access to the Members' Area on the BAPT website
- i. Free subscription to British Journal of Play Therapy
- h. Other benefits which the Board of Directors of Directors may determine from time to time.

2.3 Where a Member (Full/Retired Full) or Student Representative is elected to the Board of Directors they shall be entitled to reimbursement of reasonable expenses pertaining to attending meetings and conducting BAPT business

2.4 At the discretion of the Board of Directors Members (Full/Retired Full) or Student Representative may be entitled to a free place at the BAPT annual conference.

3. Membership Fees

3.1 The membership year is from October 1st to September 30th of the following year

3.2 Membership for a full year is set at a fee to be reviewed annually by the Board of Directors and ratified at the AGM. New applications within the second six months are charged at 50% of the fee for the relevant membership class.

3.3 A membership card with a photo and personal number will be issued to Full & Student Members only each year on payment of the annual subscription and evidence of an updated enhanced CRB check every three years

4. Board of Directors

4.1 The Board of Directors is regulated by British Association of Play Therapists Memorandum and Articles of Association.

4.2 With the exception of the appointment of an ex officio member of the Board of Directors a Director shall be a member (Full or Retired Full) of BAPT. In addition the Board of Directors is required to appoint a minimum of 2 and maximum of 4 Lay Members as it deems necessary to fulfil its duties and responsibilities

4.3 The numbers of Directors appointed shall not be less than 3.

4.4 The numbers of Directors appointed shall not exceed 14.

4.5 Nominations to the Board of Directors, except in the case of an elected student representative will only be accepted from members holding full or retired full membership status.

4.6 If the student representative is a Student member of BAPT they shall be elected onto the Board of Directors for a period of two years.

4.7 With the exception of the Student Representative in item 4.6 Directors shall be elected for three years commencing at the AGM they are elected. After the three year term has elapsed they will be eligible to stand for re-election at the AGM for a further three year term. After 2 consecutive 3 year terms Directors shall be eligible to stand for re-election for a further term of one year. No elected Director will serve on the Board of Directors for more than seven consecutive years from the date of their first election unless they are nominated by a non-retiring Director. The exceptions to this 7 year limitation are the roles of Company Secretary or Treasurer,

whereby the Director holding either of these roles can stand for re-election every 3 years, without limitation. The usual nomination and re-election procedure will apply.

4.8 In addition to Chair, the Directors will appoint from among their number the following:

- a. Vice-Chair
- b. Membership Secretary
- c. Treasurer
- d. Company Secretary
- f. Such other officers as it from time to time decides

No person shall be eligible for the office of Chair unless at the time of nomination the candidate is a Director of the Board of Directors and has been so since the last AGM or a minimum of nine months, whichever is longer.

4.9 The appointments of Chair and Vice Chair of the Board of Directors shall be subject to election by the voting membership at the next AGM after their appointment. Such election shall last for a term of three years.

After the three year term has elapsed they will be able to stand for re-election at the AGM but will not hold office for more than five years in total,

4.10 If the Chair between the date of their appointment by the Board of Directors and their election at the next AGM resigns, retires or dies the Vice-Chair or other member of the Board of Directors by agreement with all the other Directors will become Acting Chair until election by the voting members at the next AGM. Where the Vice –Chair becomes acting Chair the Board of Directors will appoint another of its members to be Vice-Chair until the next AGM where they can stand for election.

4.11 The posts of editor/s of the BAPT magazine and the editor of the BAPT website are designated ex-officio posts. The Board of Directors of Directors will seek to appoint to these posts from among the membership of BAPT and failing this, at its discretion from outside the membership.

4.12 The Board of Directors shall be entitled to appoint and to remove:

- a. ex-officio – the editor/s of the BAPT magazine; the editor of the BAPT website;
- b. up to two co-opted members, whether members of BAPT or not, to serve on the Board of Directors or a sub-committee. Such persons may take part in discussions and vote on matters before the meeting of any such committee or sub-committee, excepting those affecting membership of BAPT or the election of officers. Co-opted members of the Board of Directors may not be appointed as officers of BAPT whilst they are co-opted;
- c. professional advisors.
- d. a minimum of 2 and maximum of 4 Lay Members of the Board of Directors to fulfil all duties and responsibilities as a Trustee of British Association of Play Therapists

4.13 The Board of Directors of Directors may, at its discretion, declare a Directors appointment to the Board of Directors terminated if the Director is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his or her office be vacated.

5. Proceedings of the Board of Directors

5.1 The Board of Directors shall meet on a regular basis at least four times a year.

5.2 A quorum is the number nearest to one third of the total number of elected and co-opted Directors, but excluding any Director without the right to vote on the question or matter.

5.3 If the Chair is not present within 15 minutes of the time appointed for the meeting and a quorum exists the Vice Chair shall be the chairperson for that meeting. Failing that the Directors shall appoint from within their number present.

5.4 Any five Directors of the Board of Directors may request a meeting of the Board of Directors and the Chair of BAPT upon receiving written request shall summon a meeting of the Board of Directors within 30 days

5.5 The Board of Directors shall cause minutes to be made of:

- a. all appointments of officers made by the Board of Directors
- b. all the names of the Directors of the Board of Directors present at a meeting of the Board of Directors or of any sub-committee
- c. all resolutions and proceedings of all meetings of BAPT and of the Board of Directors of Directors or of any subcommittee

5.6 The Board of Directors may delegate responsibilities and tasks as it may determine.

5.7 A meeting of the Directors requires that they can both see and hear each other at the same time. Where this can be achieved electronically at the discretion of the Board of Directors a meeting may take place by video link or internet. No resolutions will be made unless the meeting is quorate.

6. Subcommittees

- 6.1 Sub committees shall consist of at least one member of the Board of Directors and other members as required
- 6.2 Sub committees will be delegated responsibilities and tasks at the discretion of the Board of Directors to assist with fulfilling the functions and the effective running of BAPT.
- 6.3 Sub-committee members shall be elected at AGM by the voting membership for a period of three years at which time they may retire from the sub-committee or stand for re-election.
- 6.4 The Board of Directors may appoint a member of BAPT at any time to a sub-committee when a vacancy occurs. Their appointment shall come to an end at the next AGM, but they shall be eligible to stand for election to the sub-committee at the AGM.

7. Service of Notices

- 7.1 Any notice or document may be served by BAPT on any member either personally or in the magazine of BAPT, or electronically or by post to the registered address of the member as appearing in the Register of Members.

8. Receipts and expenditure

- 8.1 The funds of BAPT including all donations, contributions and bequests will be paid into an account operated by the Board of Directors. It will be in the name of British Association of Play Therapists Ltd and at such a bank as the Board of Directors shall from time to time decide. All cheques drawn must be signed by one of two members of the Board of Directors. Only Directors appointed to the Board of Directors shall be signatories with the nominated bank.
- 8.2 The funds belonging to BAPT shall be used only in the furthering of its objectives. This shall not prevent payment in good faith of reasonable and proper remuneration to a member of the Board of Directors and the sub-committees of out of pocket expenses
- 8.3 Claims for expenses should be accompanied by receipts wherever possible and appropriate.
- 8.4 No member of the Board of Directors shall be appointed to any salaried or fee-paying office of BAPT.
- 8.5 The Board of Directors may at its discretion recognise a particular contribution that is outside the ordinary work of BAPT or the Board of Directors by payment of such honoraria or fee as shall be deemed appropriate for work (e.g. teaching/lectures/training) undertaken at the request of the Board of Directors to further the aims of BAPT
- 8.6 No member of BAPT shall be entitled to vote upon any resolution providing for or relating to his/her salary or fees.
- 8.9 The Treasurer shall keep proper records of BAPT's financial affairs and shall report regularly to the Board of Directors. The Treasurer shall assist the Board of Directors by providing annual budgetary predictions of income and expenditure.

9. Indemnity

- 9.1 Save for the financial liability of all members of BAPT as at clauses 6 and 7 of the Memorandum Members of the Board of Directors shall be entitled to be indemnified out of BAPT assets against all expenses and legal liabilities incurred by them in or in relation to the execution of their office.
- 9.2 This indemnity shall not extend to liabilities arising from wilful and individual fraud, wrongdoing or wrongful Omission on the part of the individual Director who is sought to be made liable. Nor shall it extend to offences against children and violence against the person including domestic violence.

10. Complaints Procedure

- 10.1 The Board of Directors shall ensure that BAPT has a complaints procedure and that the Complaints Procedure is accessible to any concerned individual through the website and on written request to Head Office.
- 10.2 The Board of Directors shall ensure that a Complaints Committee is formulated to consist of a Chairperson, a Vice-Chairperson and at least four other members who shall be members of BAPT. The Chair of the Complaints Committee shall not be a member of the Board of Directors. The Vice-Chairperson may be a member of the Board of Directors.
- 10.3 No member of the Complaints Committee shall be directly involved in considering a complaint until they have completed the approved training. The Board of Directors will authorise use of BAPT funds to pay for training as required.
- 10.4 The Complaints Committee is authorised to:
 - a. Formulate rules and procedures regarding complaints for the adoption by BAPT membership

- b. Investigate allegations of breaches of the Ethical Basis for Good Practice in Play Therapy
 - c. Resolve allegations of breaches of the Ethical Basis for Good Practice in Play Therapy and/or recommend such action as is necessary to adhere to the rules and procedures of the Complaints Procedure
 - d. Adopt rules and procedures governing the conduct of all matters within its jurisdiction
 - e. Take other action consistent with the BAPT Memorandum and Articles of Association and the Rules under S50 of the Articles of Association, Ethical Basis for Good Practice in Play Therapy and Complaints Procedures as is necessary and appropriate to achieving the aims, purposes and objectives of BAPT.
- 10.5 The Board of Directors shall have the authority to amend the Complaints Procedures as they deem necessary for the working of the Committee – any and all such changes to be put to the membership at the next AGM for ratification.

*BAPT is the trading name of the British Association of Play Therapists Ltd,
a company registered in England & Wales – No 5477406
Registered address: British Association of Play Therapists,
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Registered charity number: 1115673*



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