

COMPANIES ACT 2014

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

CONSTITUTION

of

THE ASSOCIATION FOR PSYCHOANALYSIS AND PSYCHOTHERAPY IN IRELAND COMPANY LIMITED
BY GUARANTEE

Date of Incorporation: 11th. day of March, 1999

Amended

Company Number: 303250

COMPANIES ACT 2014

CONSTITUTION

OF

THE ASSOCIATION FOR PSYCHOANALYSIS AND PSYCHOTHERAPY IN IRELAND COMPANY LIMITED
BY GUARANTEE

(As amended by Special Resolution dated 11th Day of December 2017)

MEMORANDUM OF ASSOCIATION

1. The name of the company is: THE ASSOCIATION FOR PSYCHOANALYSIS AND PSYCHOTHERAPY IN IRELAND COMPANY LIMITED BY GUARANTEE.

2.i) The company is a company limited by guarantee, registered under Part 18 of the Companies Act 2014.

ii) In accordance with Section 1176 of the Act, the Memorandum of Association and Articles of Association are together referred to herein as the "Constitution".

iii) Any reference to the singular includes a reference to the plural and vice versa and reference to the masculine includes a reference to the feminine and vice versa and "at any time" includes from time to time.

iv) Reference to "the Code of Ethics and Practice", shall refer to a Code drawn up by the Executive Committee of the Company under Art. 23, Sections (a) to (d) of this Constitution, which shall set out the requirements and obligations of Members in their Clinical Practice and in their relations with the public.

v) Reference to "the Act", shall refer to the Companies Act 2014.

3. The main object for which the company is established is:-

To advance Freudian and Lacanian Psychoanalysis and Psychoanalytic Psychotherapy. In particular, in keeping with the Freudian principle, and taking due account of research and developments in the fields of the humanities, arts and sciences, this advancement shall remain centred on the personal psychoanalysis as the primary and indispensable means by which the practice of psychoanalysis and psychoanalytic psychotherapy can be transmitted, studied and understood.

4. The Company shall in addition to the powers conferred on it by law have the following powers which are exclusively subsidiary and ancillary to the main object and which powers may only be exercised in promoting the main object. Any income generated by the exercise of these powers is to be applied to the promotion of the main object:-

(a) (i) To promote and undertake research into psychoanalysis and psychotherapy and related matters and to publish and distribute the results.

(ii) To organise, promote and hold conferences on psychoanalytic and psychotherapeutic topics and to organise, conduct and join in organising and conducting courses, meetings, lectures, exhibitions and consultations at which Members of the Company may consider matters of mutual interest and benefit.

(iii) To procure to be written and to print, publish, issue and circulate free of charge or otherwise any reports, periodicals, books, pamphlets, leaflets or other documents.

(b) (i) To establish and maintain a Register of Accredited Voting Members and to regulate conditions for such accreditation; to establish and maintain a Register of Practitioner Members and to regulate conditions for inclusion on such Register.

(ii) To advocate, establish and maintain high standards of clinical training and conduct for all Members of the Company who are engaged in clinical practice or such other practices as might involve an engagement with the public.

(iii) To prescribe and foster adherence to a Code of Ethics and Practice for all Members of the Company who are engaged in clinical practice or such other practices as might involve an engagement with the public either directly or by means of electronic or printed or other communication, and to establish and maintain the procedures and mechanisms for the investigation of complaints against past or present Members allegedly in breach of the same.

(iv) To establish, provide and organise training and education in the furtherance of the main object, and as may be required or desirable in support of the Members.

(c) To lay down the requirements and qualifications for membership of and Subscribership to the Company and to maintain a Register of Members of and a Register of Subscribers to the Company and their addresses.

(d) (i) To co-operate with and take part in the deliberations and affairs of associations and institutions of psychoanalysts and psychotherapists in the Republic of Ireland and elsewhere, and with associations and institutions representing other related disciplines, and to maintain and foster good relations with the public.

(ii) To make known to public bodies and such other bodies as the Company shall think fit the views of the Company on subjects on which it is qualified to express opinions.

(iii) To apply for, promote, and obtain or join in applying for, promoting or obtaining any Act or equivalent of the Oireachtas or other law-making body, be it in the Republic of Ireland or elsewhere, or licence of any authority, and to take all such steps and proceedings, and to do all such acts and things either alone or jointly with others, whether by opposing applications or proceedings or otherwise, as shall be necessary or expedient to protect the interests of the Company or any of its Members.

(e) If it is necessary for the purposes of the Company facilitating the accreditation of some or all of the Members, to federate or affiliate or become affiliated to any other body, corporate or unincorporated, having a main object wholly or partly similar to those of the Company, provided, notwithstanding the provisions of the Articles of Association, any such federation or affiliation has the approval of at least one half of the Members present or represented by proxy at a General Meeting.

(f) To apply for, collect and receive moneys or funds by way of contributions, donations, subscriptions, legacies, grants or any other lawful method, and to accept and receive gifts of property of any description (whether subject to any special trusts or not) and apply such money or funds in accordance with the main object of the Company.

(g) To invest the moneys of the Company not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject to such conditions (if any) and such consents (if any) as may for the time being and from time to time be imposed or required by law.

(h) To purchase, take on lease, or in exchange, hire or otherwise acquire in any manner any real or personal property, and any rights or privileges which the Company may think necessary or convenient for the promotion of its main object, and to construct, maintain and alter any buildings or structures necessary or convenient for the carrying on of the activities of the Company and to sell, let, mortgage, dispose of or turn to account, all or any of the property or assets of the Company as may be expedient for the promotion of the main object of the Company.

(i) To borrow or raise money in such manner and upon such terms as the Company shall think fit, and in particular upon the security by way of mortgage, charge, debenture or otherwise of all or any part of the property of the Company.

(j) To undertake and execute any trusts which may be lawfully undertaken by the Company.

(k) To do all or any of the above things in any part of the world as principals, agents, trustees or otherwise, and by or through trustees, agents or otherwise, either alone or in conjunction with others.

(l) To pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation, registration and incorporation of the Company.

(m) To insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its Members from and against all such risks incurred in the course of the performance of their duties as may be thought fit.

(n) Subject to the provisions of Clause 6 hereof, to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company.

(o) To do all such other things as may be deemed incidental or conducive to the attainment of the above main object.

5. If upon the winding up or dissolution of the Company there remains, after satisfaction of all debts and liabilities, any property whatsoever, it shall not be paid to or distributed among the Members of the Company, but (with or without any consideration) shall be given or transferred to any body or bodies, whether incorporated or not, having a main object the same as the main object of the Company provided that such body is not carrying on business for profit or gain for distribution by way of dividends, bonus or otherwise amongst its Members.

6. The income and property of the Company shall be applied solely towards the promotion of a main object as set forth in this Constitution. 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 or servant of the Company (not being a Director) for any services rendered to the Company;

(b) interest at a rate not exceeding 1% above the Euro Interbank Offered Rate (Euribor) 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 a Director may be a Member holding not more than one hundredth part of the issued capital of such company.

7. The liability of the Members is limited.

8. Every Member of the Company undertakes to contribute to the assets of the Company, if the company is wound up while he or she is a Member or is wound up within one year after the date on which he or she ceases to be a Member, for-

(a) The payment of the debts and liabilities of the Company contracted before he or she ceases to be a Member, and the costs, charges and expenses of winding up; and

(b) The adjustment of the rights of contributories among themselves, such amount as may be required, not exceeding €1.

ARTICLES OF ASSOCIATION

of

THE ASSOCIATION FOR PSYCHOANALYSIS AND PSYCHOTHERAPY IN IRELAND COMPANY LIMITED BY GUARANTEE

(As amended by Special Resolution dated 11th Day of December 2017)

PRELIMINARY & DEFINITIONS

1. (a) Reference to "the Company" shall refer to: THE ASSOCIATION FOR PSYCHOANALYSIS AND PSYCHOTHERAPY IN IRELAND COMPANY LIMITED BY GUARANTEE.

(b) The following Regulations shall be supplemental to the provisions of Chapter 4, Part 18 of the Companies Act 2014, which are stated therein to apply to a company limited by guarantee and shall together apply to the Company except as varied, modified, or disappplied herein.

(c) Reference to "the Act", shall refer to the Companies Act 2014.

(d) The individual Articles herein shall, where applicable, be referred to as "Regulations".

(e) In accordance with Section 1176 of the Act the Memorandum of Association and Articles of Association are together referred to herein as the "Constitution".

(f) Reference to the use of electronic means such as e-mail in Regulations 44 and 84(d) herein shall require the written consent of Member(s).

(g) Reference to "the Code of Ethics and Practice", shall refer to a Code drawn up by the Executive Committee of the Company under Art. 23, Sections (a) to (d) of this Constitution, which shall set out the requirements and obligations of Members in their Clinical Practice and in their relations with the public.

(h) Reference to "the Executive Committee" shall be synonymous with references to "the Board of Directors", which shall mean the Board of Directors of the Company as legally and properly constituted at any time.

(i) Any reference to "AGM" shall refer to Annual General Meetings of the Company.

(j) Any reference to "EGM" shall refer to Extraordinary General Meetings of the Company.

(k) Any reference to the singular includes a reference to the plural and vice versa and reference to the masculine includes a reference to the feminine and vice versa and “at any time” includes from time to time.

MEMBERSHIP

2. (a) There shall be one category of Full Voting Accredited Membership and applicants will be required to meet the requirements of Regulations 4, 5, 6 and 11 below. Full Voting Accredited Members shall be bound by the Code of Ethics and Practice of the Company. The Company shall keep a register of such Members.

(b) There shall be a sub-section of Members registered by the Company as Registered Practitioner Members of the Company, who will in addition be required to meet the requirements of Regulations 15, 17 and 18 below. The Company shall keep a register of such Members.

(c) (i) The Company shall also keep a register of those who are engaged in studies aimed at fulfilling the requirements for membership of the Company and a register of those who wish to be associated with the Company. These registers shall be known as the Register of Student Members and the Register of Associate Members, respectively.

(ii) Those who request their name to be registered on the Registers of Student Members or Associate Members shall not for the time that they are entered on these registers be Accredited Voting Members and shall have no voting rights but shall nonetheless be bound by the Code of Ethics and Practice of the Company.

3. The maximum number of Members with which the Company proposes to be registered is 100 but the Members may from time to time register an increase by a majority resolution in a General Meeting.

4. The Members of the Company shall be any persons as the Executive Committee shall from time to time admit to membership in accordance with Regulations 5 and 6 below.

5. (a) Qualification for Accredited Voting membership is principally defined by the individual applicant’s relation to Freudian/Lacanian psychoanalysis in its theory and practice. The Primary Object defines the commitments and aspirations of the Company and each applicant by reference to his/her experience, practice, education and background will be required to demonstrate that s/he shares the same.

(b) Qualification for Accredited Voting membership requires the applicant to have completed a recognized postgraduate psychoanalytic training consisting of four years continuous study, recognized or accredited by the Executive Committee upon the advice of a Committee empowered by the Executive Committee for that purpose.

(f) In addition, in conformity with the main object, the Executive Committee is entitled in certain circumstances to admit to membership applicants whom it deems to have appropriate qualifications and experience (or equivalent non-academic engagement with psychoanalysis, being principally a personal analysis) whose applications are supported in writing by two Registered Practitioner Members of the Company.

(g) Accredited Voting Members may use the designation Member of the Association for Psychoanalysis and Psychotherapy in Ireland, or the abbreviation 'Member APPI' or 'M.APPI' after their name in any appropriate professional context, including personal notices or advertisements.

6. An application for membership, supported by two Members (who may be required to attest to the applicant's suitability for membership), shall be made to the Executive Committee in writing, supported with information about the applicant's experience, training and education, together with the admission fee. The Executive Committee is entitled to make such enquiries as it sees fit, and then to grant or refuse any individual application for membership. The Executive Committee is entitled but not obliged to suggest any further steps that an applicant could take to satisfy the criteria for membership. The Executive Committee is not obliged to state its reasons for refusal.

7. Membership of the Company shall not be cited or advertised in any connection (other than on the public file at the Companies Registration Office), in particular in respect to any Member's psychoanalytic or psychotherapeutic practice, except as provided for in Regulation 5(g) above and in Regulation 15 below. Any Member in breach of this Regulation may be subject to expulsion or suspension from the Company, and/or such other measures as the Executive Committee shall deem appropriate.

8. A) A Member shall cease to be a Member:-

(a) on the Member's death, or

(b) one month following receipt of the Member's notice of resignation in writing to the Secretary at the registered office, or

(c) if the Executive Committee resolves that the Member has ceased to be a Member and notice in writing of the decision has been given or sent to the Member's last known address, or

(d) if payment of any of the Member's fees is more than three months overdue, and provided that the Secretary has given written notice to the Member of that fact within a month of the expiry of the three-month period, or

(e) if the Executive Committee passes a resolution to that effect by a majority of at least three-fourths of the Members of the Executive Committee, provided that the vote was taken at a meeting specially convened for the purpose, that the Member concerned was invited to attend the meeting in writing at least two weeks prior to the meeting, that the Member was entitled to representation at the meeting and that the Member was entitled to make written or oral submissions. The Executive Committee may publish this decision to the Members and/or elsewhere as it sees fit. Any such decision taken under this provision is subject to review by the membership at an EGM if a resolution signed by at least ten per cent of the membership is delivered to the Executive Committee within twenty-one days of the publication of such decision, or

(f) if the Executive Committee passes a resolution to that effect by a simple majority of its Members following a disciplinary recommendation by the Ethics Committee, subject to the procedures and the appeal process as prescribed hereinafter, or

(g) Upon any Member refusing, or wilfully neglecting to abide by the provisions of the Constitution of the Company from time to time, or such other internal rules adopted by the Executive Committee, or

(h) Where a Member is convicted of any indictable crimes by any Court of Law.

B) Each Member, to safeguard the good reputation and standing of the Company, agrees with and accepts the prescribed method of dealing with Member discipline and expulsion.

C) Where a person, having once been an Accredited Voting Member and whose Membership has lapsed, wishes to re-apply for membership s/he shall be obliged to submit a new application for membership and to pay such application fees and administration fees as the Executive Committee may deem appropriate.

D) A person who ceases to be an Accredited Voting Member shall also have his/her name removed from the Register of Practitioner Members.

Section 1199 of the Act shall be amended accordingly.

9. The Executive Committee may suspend a Member alleged to have brought the Company into disrepute (until such time as such allegation is found to be unfounded) or suspend a Member from membership, for so long as it sees fit, found to have brought the Company into disrepute.

FEES

10. (a) There shall be such admission fees and annual fees for Accredited Voting Members as agreed by the Members from time to time.

(b) There shall be such additional fees for inclusion on the Conditional Register and the Register of Practitioner Members as prescribed by the Executive Committee under Regulation 15 below.

(c) There shall be such admission fees and annual fees for Student and Associate Members as prescribed by the Executive Committee.

STANDING COMMITTEES

11. The Executive Committee shall form such Standing Committees as may be deemed necessary by the Executive Committee for the furtherance of the Primary Object and for such other purpose as Executive Committee may deem appropriate.

(a) Such Standing Committees shall normally consist of five persons, all Accredited Voting Members of the Company, with at least one being a Member of the Executive Committee. The Chair of such Standing Committees shall also be a Member of the Executive Committee.

(b) The Executive Committee shall have the power to increase the number of members on a Standing Committee as required to facilitate the working of such Committee.

(c) The Executive Committee shall form an Ethics Committee, as specified in these Regulations, which shall exercise powers vested in the Company under Regulations 24 to 29 below.

(d) Each committee may appoint non-voting Members to the Committee who are not Accredited Voting Members of the Company, with the prior approval of the Executive Committee.

(f) Each Committee shall exercise the powers vested in the Company under Clause 4 of the Memorandum and relevant Regulations herein as is appropriate.

(g) The quorum for the transaction of business at meetings of any subcommittee/standing committee shall be one third plus one of the total number of members of the relevant subcommittee, at least one of whom shall be an Executive Committee Member of the Company duly authorised in that regard.

(h) Meetings of sub-committee/standing committee shall be chaired by the Executive Committee Member referred to in paragraph (a) and (g) of this Regulation.

(i) Decisions of any sub-committee/standing committee shall require final approval by the Executive Committee before being effective.

(j) At every subsequent AGM all the Members of a Standing Committee shall retire from office but shall be eligible to be re-appointed, subject to the terms and conditions set by the Executive Committee under Regulation 71.

REGISTERED PRACTITIONER MEMBERS

12. The Secretary shall maintain a Register of Practitioner Members, inclusion on which will be limited to Accredited Voting Members of the Company who have fulfilled the requirements for inclusion as set out herein.

13. The Register of Registered Practitioner Members may be published in certain circumstances, at the discretion of the Executive Committee, and the consent of the Members concerned.

14. The Executive Committee shall prescribe fees for initial registration and an annual fee to maintain a Member's name on the Register of Registered Practitioner Members and on the Conditional Register.

15. Those whose names are included on the Register of Registered Practitioner Members may use the designation Registered Practitioner Member of the Association for Psychoanalysis and Psychotherapy in Ireland, or use after their name the abbreviation Reg. Pract. APPI, in any appropriate professional context, including personal notices or advertisements. However, those whose names are included on the Conditional Register shall not use the above designation or abbreviation.

16. (i) To become a Practitioner Member eligible for inclusion on the Register of Registered Practitioners, an applicant must be an Accredited Voting Member of the Company and must satisfy

the Executive Committee that s/he has fulfilled the accreditation criteria for Practitioner Members, which are threefold:

- (a) Personal analysis, which shall consist of twice weekly sessions continuous over a minimum of four years, during which time the applicant will have been an Accredited Voting Member.
 - (b) Continuous and ongoing psychoanalytic supervision of the Member's clinical work each week for a minimum of four years, during which time the applicant will have been an Accredited Voting Member.
 - (c) The presentation of either a Clinical Case Study informed by Psychoanalytic Theory to a Clinical Forum established by the Executive Committee or the presentation of a Psychoanalytic Theoretical Paper informed by the Member's clinical work.
- (ii)
- (a) The Executive Committee may take into account the history and clinical experience of an applicant in the interpretation of these criteria in connection with any application.
 - (b) The Executive Committee may require a period of further analysis and/or supervision during which time the applicant's name may be entered on the Conditional Register.
 - (c) The Executive Committee is also empowered to make recommendations and impose requirements as it sees fit to protect the reputation of the Company and to ensure compliance with the main object.
 - (d) Where a Registered Practitioner Member ceases to be an Accredited Voting Member, they shall no longer be entitled to Registered Practitioner status and their name shall be deleted from the Register of Practitioner Members.
 - (e) Where a person whose Membership has lapsed and who once held Registered Practitioner Status re-applies for Membership s/he shall be required to submit a new application for Registered Practitioner Status, should s/he wish to be re-instated on the Register of Practitioner Members.
 - (f) Notwithstanding Regulation 16 (i) (a), (b) and (c) above, the Executive Committee may set out particular requirements for members who, having previously been Registered Practitioner Members and whose Membership has lapsed, apply to be re-instated on the Register of Practitioner Members.

17. Each Registered Practitioner Member, Member of the Conditional Register, Accredited Voting Member, Student Member, or Associate Member who maintains a clinical practice shall be required to ensure that his/her practice is adequately covered by appropriate indemnity insurance, and to furnish the Executive Committee with evidence of the same on request.

18. The Executive Committee will maintain a Conditional Register for such persons who are Members of the Company and who are engaged in the training requirements as laid out in Regulation 16 above, this being in preparation for going forward on to the Register of Registered Practitioners. Candidates for the Conditional Register must have a minimum of two years twice-weekly analysis and two years weekly individual psychoanalytic supervision, and must be in ongoing analysis and supervision

19. No person shall be entered on the Conditional Register or on the Register of Registered Practitioner Members until s/he has signed an undertaking to abide by the Code of Ethics of the Company, to accept the authority of the Executive Committee, the Ethics Committee or any designated committee of the Executive Committee to adjudicate on the fulfilment of this undertaking, and to abide by other regulations with regard to the form and keeping of both Registers as may be made from time to time.

20. A person whose name has been entered on the Register of Registered Practitioner Members and the Conditional Register may at any time elect to have his/her name deleted from the Register on giving one month's written notice to that effect to the Secretary. There shall be no refund of any subscription or fee to the Company paid in respect of any unexpired time.

21. The Executive Committee may remove any Member's name from the Register of Registered Practitioner Members and the Conditional Register if for any reason the Registered Practitioner Member or the Conditional Register Member ceases to be a Member of the Company or following the recommendation of the Ethics Committee as prescribed hereinafter.

22. Should a Member's name be deleted from the Register of Registered Practitioner Members for any reason whatsoever, either following the request of the Member or otherwise, the Executive Committee, the Ethics Committee or any sub-committee or any person to whom powers have been delegated may commence or continue to pursue investigations and disciplinary procedures as defined in these Regulations hereinafter.

CODE OF ETHICS AND PRACTICE

23. (a) The Code of Ethics and Practice shall apply to all Accredited Voting Members, Members whose names appear on the Conditional Register and Members whose names appear on the Register of Registered Practitioner Members, and shall apply to all whose names appear on the Student Register and Associate Register.

(b) Approval of any subsequent amendments to this Code shall require to be passed by a simple majority of the Members of the Executive Committee, notwithstanding other provisions of these Regulations, and shall have immediate effect, pending subsequent ratification under (c) below.

(c) Such amendments to the Code of Ethics and Practice as are approved under (b) above shall require to be ratified by a simple majority of the Accredited Voting Members of the Company at the Annual General Meeting immediately following such amendments, or at an EGM held for any purpose, whichever occurs sooner, notwithstanding other provisions of these Regulations.

(d) Where such amendments to the Code of Ethics and Practice made by the Executive under subsection (b) of this Regulation fail to be ratified by a simple majority of the Members at an AGM or EGM, these amendments will be deemed no longer to be valid but to have been valid up to that point, provided the Members were appropriately informed of such amendments.

ESTABLISHMENT OF A SUB-COMMITTEE OF ETHICS

24. The Executive Committee shall form a standing Committee known as the Sub-Committee of Ethics (the 'Ethics Committee'), which will consist of a Chairperson, a minimum of three and a maximum of four further persons.

25. The Ethics Committee shall be comprised of at least one member of the Executive Committee and at least one further Accredited Voting Member of the Company. At least one Member of the Ethics Committee shall be independent of the Company and possess legal expertise and experience. At least one member of the Ethics Committee shall be a Registered Practitioner Member of the Company, and contain at least one Member of the Company who is not a Registered Practitioner Member, but who is an Accredited Voting Member of the Company.

26. All Members of the Ethics Committee shall be appointed by the Executive Committee.

27. All Members of the Ethics Committee shall be appointed for a period of one year and may be re-appointed, notwithstanding which, if a Committee Member is involved in the investigation of a complaint against a Member, s/he shall remain a Committee Member until the complaint, adjudication process and appeal (if any) is completed.

28. No Member of the Ethics Committee with any involvement in any complaint under investigation or a personal interest shall serve on the committee for the purposes of investigating such a complaint; if necessary the Executive Committee shall appoint further Members to the Ethics Committee for an interim period.

29. If a Member of the Ethics Committee is absent from any hearings involved in the investigation of a complaint, s/he shall be disqualified from taking any further part in that investigation.

PROCEDURE IN THE EVENT OF A COMPLAINT OR GRIEVANCE

30. Complaints against a Member taken under the Code of Ethics and Practice will be dealt with according to the procedures set out in the document entitled Procedures in the Event of a Complaint or Grievance

31. The Executive Committee may from time to time vary the procedures set out in the document Procedures in the Event of a Complaint or Grievance, provided a simple majority of the Executive vote in favour of such change or changes at a meeting held for that purpose.

32. Changes made by the Executive Committee under Regulation 31 above will take immediate effect, but must be subsequently ratified by a simple majority of the Members at the Annual

General Meeting immediately following such changes or at an EGM called for any purpose, should that occur sooner, notwithstanding other provisions of these Regulations.

33. Where such changes as are made under Regulation 31 above are not ratified in the manner set out, these changes will be deemed not to be valid and will be set aside.

ASSOCIATE MEMBERS AND STUDENT MEMBERS

34. Associate Members and Student Members of the Company shall not be Accredited Voting Members nor take part in the governing of the Company, but may be permitted to speak at General Meetings with the permission of the Chairperson of the meeting.

35. (a) A Register of Associate Members and of Students Members shall be kept by the Company.

(b) Application for inclusion on the Associate Member or Student Member Register shall be made in writing to the Executive Committee, and the application shall be supported in writing by two Members of the Company.

(c) There shall be such fees for inclusion on the Register of Students Members and the Register of Associate Members as prescribed by the Executive Committee from time to time.

(d) Those whose names are entered on these Registers shall agree to be bound by the Code of Ethics and Practice of the Company.

36. Application for Associate Member status shall be open to anyone who satisfies the Executive Committee that s/he has an interest in Freudian and/or Lacanian Psychoanalysis and who supports the main object of the Memorandum of Association.

37. Application for Student Member status shall be open to anyone who satisfies the Executive Committee that s/he is engaged in a course of studies on a programme which is accredited or recognised by APPI.

38. The Executive Committee reserves the right to terminate any Associate or Student membership at any time.

39. Associate and Student Members are not permitted to cite or advertise their status as such in any capacity, whether in relation to their clinical practice or otherwise.

GENERAL MEETINGS OF MEMBERS

40. The Company shall hold a General Meeting in every calendar year as its Annual General Meeting (AGM) at a time and place specified by the Executive Committee, and the Secretary shall inform the Members of this in the notices calling the meeting. Every AGM shall be held not more than fifteen months after the previous AGM.

Sections 175, 176 and 177 of the Act shall be amended accordingly.

41. All General Meetings, other than Annual General Meetings shall be called Extraordinary General Meetings (EGM).

Sections 175, 176 and 177 of the Act shall be amended accordingly.

42. The Executive Committee may, subject to the provisions of these Regulations, whenever they think fit call (and, as provided for in Section 178 of the Act, Members representing ten per cent of the total voting rights may require to be called) an EGM. If at any time there are not available sufficient Members of the Executive Committee capable of acting to form a quorum, any Executive Committee Member or any three voting Members of the Company may call an EGM in the same manner as nearly as possible as that in which meetings may be called by the Executive Committee.

Section 178 of the Act shall be amended accordingly.

43. In the case of an EGM, no business other than that stated in the notice of the meeting as the business of the meeting shall be voted upon, except as provided for in these Regulations in regard to the ratification of Executive decisions made under the provisions of Regulations 23(b), (c) and (d), and 32 above, by simple majority of the Ordinary Voting Members present at such meeting.

44. Twenty eight days notice in writing at the least of every AGM and twenty one days notice in writing or e-mail (that in the case of e-mail delivery, the notice shall be deemed to have been received by such aforementioned persons, on the day of issue of such e-mail) at the least of every EGM (exclusive in each case both of the day on which it is served or deemed to be served and of the day on which it is given) specifying the place and the day and the hour of the meeting, and the nature of the business, shall be given to all Members and to any other persons entitled to receive such notices under the Act or the terms of this document, subject always to Regulation 53 hereof.

Sections 175 and 218 of the Act shall be amended accordingly

45. Accidental omission to give notice of a meeting to, or the non-receipt of such a notice by, any person entitled to receive notice thereof shall not invalidate any Resolution passed, or proceeding at that meeting, except where such omissions amounted to more than five per cent of the Members of the Company.

Sections 181 and 218 of the Act shall be amended accordingly

PROCEEDINGS AT GENERAL MEETINGS

46. All business to be transacted shall be deemed to be special and requiring a Special Resolution to be passed by three-fourths of the votes cast by the Members who vote in person or by proxy both in the case of an EGM and an AGM, except in the case or cases of:

- (a) The consideration of the income and expenditure account and balance sheet at each AGM,
- (b) The reports of the Executive Committee and the auditors at each AGM,
- (c) The election of Members of the Executive Committee,
- (d) The appointment of, and the fixing of the remuneration of, the auditors at each AGM and
- (e) The removal and replacement of Executive Committee Members as provided for in these Regulations hereinafter.
- (f) The ratification of Executive decisions by simple majority, under the provisions of Regulations 23 (b), (c) and (d), and 32 above.

Section 1206 of the Act shall apply and section 188 of the Act shall be amended accordingly.

47. (a) The Accredited Voting Members shall confer on the holders thereof the right to receive notice of, attend and vote at General Meetings of the Company.
- (b) Non-Voting Membership of the Company shall not confer on the holders thereof the right to receive notice of, attend and vote at General Meetings of the Company. However, the Executive Committee may at its discretion permit the attendance of Non-Voting Members at General Meetings and may permit Non-Voting Members to express opinions at such Meetings, subject to such provisions as the Chair and Members of the Executive Committee may deem appropriate.

48. Notwithstanding Regulation 46 above, any modification or addition to the main object of Clause 3) of the Memorandum, or any modification or addition to any part of the Memorandum or these Regulations deemed (by way of a resolution passed by a simple majority of votes cast by the Members who vote in person or by proxy at a meeting) to constitute a modification or addition to the main object, shall require a Special Resolution to be passed by three fourths of the Members of the Company present at a meeting called for that purpose.

Section 1206 of the Act shall apply and section 188 of the Act shall be amended accordingly.

49. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. One fifth of the Voting Members shall constitute a quorum.

Section 182(2) of the Act shall be amended accordingly.

50. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if called on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, or as near to that day as possible, (notwithstanding Regulation 40 above) at the same time and place, or at such other place as the Executive Committee may decide, and if at the adjourned meeting a quorum is not present within

half an hour from the time appointed for holding the meeting, the Voting Members present shall constitute a quorum.

Section 187 of the Act shall be amended accordingly.

51. The Chairperson, if any, of the Executive Committee shall normally preside as Chairperson at every General Meeting of the Company, or if there is no such Chairperson, or if s/he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Executive Committee Members shall elect one of their number to be Chairperson or if no Executive Committee Member is present within fifteen minutes after the time appointed for the holding of the meeting, the Voting Members present shall choose one of their number to be Chairperson of the meeting; except that in any case, if the Voting Members present (including any Executive Committee Members) move and vote by a simple majority that one of their number should be Chairperson of the meeting, that Member will with his/her consent act as Chairperson of the meeting.

Section 187 of the Act shall be amended accordingly.

52. Notwithstanding Regulation 40, the Chairperson of the meeting either may, with the consent of any meeting at which a quorum is present, or shall, if so directed by the meeting, adjourn the meeting from time to time, and from place to place, but no business shall be transacted at an adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever the meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Except as provided in these Regulations, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at the adjourned meeting.

Section 187 of the Act shall be amended accordingly.

53. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll (before or on the declaration of the result of the show of hands) is demanded by the Chairperson or at least three Voting Members present in person or by proxy. Unless a poll be so demanded, a declaration by the Chairperson at the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect has been made in the minute book of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against that resolution. The demand for a poll may be withdrawn.

Sections 187, 188 and 189 of the Act shall be amended accordingly.

54. Subject to the provisions of these Regulations, if a poll is demanded it shall be taken at a time and place and in a manner as the Chairperson of the meeting shall decide, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

Section 189 of the Act shall be amended accordingly.

55. Where there is an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a casting vote, in addition to his vote as a Voting Member if he is a Voting Member of the Company.

Section 187(8) of the Act shall be amended accordingly.

56. A poll demanded on the election of a Chairperson or on the question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairperson of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with, pending the taking of the poll.

Sections 189(5) and 189(6) of the Act shall be amended accordingly.

57. A resolution in writing signed by all the Members shall be valid and effective for all purposes as if the resolution had been passed at a General Meeting of the Company duly convened and passed at a General Meeting of the Company duly called and held, and, if described as a special resolution, shall be deemed to be a special resolution within the meaning of the Act.

Sections 193 of the Act shall be amended accordingly

VOTES OF MEMBERS

58. Subject to Regulation 55 herein, other than as provided for in the case of a tied vote at which point the Chairperson has a second casting vote, every Voting Member shall have one vote.

Section 187(8) and 188 of the Act shall be amended accordingly.

59. No person other than a Voting Member shall be entitled to vote on any question either personally or by proxy, at any General Meeting.

Section 1206 of the Act shall apply and section 188 of the Act shall be amended accordingly.

60. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairperson of the meeting whose decision shall be final and conclusive.

Section 1206 of the Act shall apply and section 188 of the Act shall be amended accordingly.

61. Votes may be given either personally or by proxy to another Voting Member.

Sections 1205 and 183 of the Act shall apply and section 188 of the Act shall be amended accordingly.

62. The instrument appointing a proxy shall be in writing signed by the appointer; the proxy must be a Voting Member.

Sections 1205 and 183 of the Act shall apply and section 188 of the Act shall be amended accordingly.

63. The instrument appointing a proxy shall be delivered to a Member of the Executive Committee not less than two hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll, not less than two hours before the time appointed for the taking of the poll and in default the instrument of proxy may not be treated as valid.

Section 183 of the Act shall be amended accordingly.

EXECUTIVE COMMITTEE

64. The business of the Company shall be managed by the Executive Committee who may pay all the expenses incurred in promoting and registering the Company, and exercise all such powers of the Company as are not by the Act or by these Regulations required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act and of these Regulations and to such directions, not being inconsistent with the aforesaid provisions, as may be given by the Company in a General Meeting, but no direction given by the Company in General Meeting shall invalidate any prior act of the Executive Committee which would have been valid if that direction had not been given.

65. At every AGM all the Executive Committee shall retire from office but shall be eligible for re-election, except when a Member have already served for five consecutive terms in which case s/he shall be deemed ineligible to serve on the Executive Committee for a period of not less than one year from the conclusion of his/her fifth term of service.

Section 1196 of the Act shall be amended accordingly.

66. The Executive Committee may meet together for the dispatch 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. In the case of equality of votes, at the request of any Member of the Executive Committee, a further vote may be taken; if there is still an equality of votes the Chairperson shall have a further or casting vote. On the requisition of any Executive Committee Member, the Secretary shall within fourteen days summon a meeting of the Executive Committee

67. At the meeting at which a Member retires in the above manner the Members shall fill the vacated office by electing a person to it unless at such meeting it is resolved not to fill the vacated office.

Section 1196 of the Act shall be amended accordingly.

68. Unless resolved otherwise by a simple majority of Members at the meeting, no person, whether a Member of the Executive Committee or not, shall be eligible for election to the Executive

Committee at any General Meeting unless not less than six and not more than twenty one days before the date set for the meeting, there shall have been left at the Registered Office of the Company notices in writing signed by Members of their intention to propose and second such person for election and also notice in writing signed by that person of his/her willingness to be elected.

69. The Company may from time to time resolve to increase or reduce the number of Executive Committee Members.

Section 144 of the Act shall be amended accordingly.

70. The Executive Committee shall consist of a Chairperson, Vice-Chairperson, Secretary, and Treasurer, plus additional officers as the Members shall decide upon. The first Executive Committee shall elect the officers who will hold these offices until the first Annual General Meeting, at which they shall retire but be eligible to be re-elected if they have complied with the conditions of Regulation 83. The Members at the first AGM and each subsequent AGM shall elect an Executive Committee to replace the retiring Members. The Members shall elect the positions of Chairperson, Vice-Chairperson, Secretary and Treasurer and other officers of the Executive Committee. Where a Member has held the same position as Chairperson, Vice-Chairperson, Secretary or Treasurer for three consecutive terms, s/he shall be deemed ineligible for election to that position for a period of not less than one year from the conclusion of his/her term of office. The maximum and minimum number of Executive Committee Members shall be determined by the Company in General Meeting, but unless and until so fixed there shall be a maximum of eight and a minimum of five Members of the Executive Committee.

71. Subject to Regulation 24 and 86 herein, the Executive Committee may delegate any of its powers to sub-committees consisting of such Member or Members of the Executive Committee and such Ordinary Voting Members as it thinks fit, notwithstanding other provisions of these Regulations, and any such sub-committee formed shall in the exercise of the powers so delegated conform to any regulations imposed on it by the Executive Committee. The meetings and proceedings of any such sub-committee shall be governed by the provisions of these Regulations for regulating the meetings and proceedings of the Executive Committee so far as applicable.

72. The quorum necessary for the transaction of the business of the Executive Committee shall be three, unless modified by the Members in General Meeting.

73. The continuing Executive Committee may act notwithstanding any vacancy in their body but, if and so long as their number is below the number fixed by these Regulations as the number necessary as a quorum at Executive Committee meetings, the continuing Members of the Executive Committee may act for the purpose of summoning a General Meeting of the Company but for no other purpose.

74. All acts done by any meeting of the Executive Committee or by any person acting as a Member of the Executive Committee or any sub-committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such person acting as aforesaid, or that s/he or any of the Executive Committee was disqualified, be as valid as if every such person had been duly appointed.

75. The Executive Committee may from time to time and at any time by power of attorney appoint any company, firm, or person or persons, whether nominated directly or indirectly by the Executive Committee, to be the attorney or attorneys of the Company for such purposes and with powers, authorities and discretions (not exceeding those vested in or exercisable by the Executive Committee under these Regulations) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorneys as the Members of the Executive Committee may think fit, and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him/her.

76. All cheques, and receipts for moneys paid to the company shall be signed or otherwise executed as the case may be by such persons or persons and in such manner as the Executive shall from time to time determine. All payments and matters relating to income shall have, over an agreed amount, the prior approval of the Board of Directors. The Directors (in a Board meeting) shall agree a figure which is the "cap" of the amount a payment can be issued for without the Board's prior consent.

77. The Executive Committee shall exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, the property or any part of it; except that borrowings shall not be made which would result in (at such time as the borrowings were made) the aggregate debt of the Company exceeding one half of the net asset value of the Company.

78. The Executive Committee shall cause proper minutes to be made of all appointments of officers made by the Executive Committee and of the proceedings and resolutions and the names of the persons present at all meetings of the Company and of the Executive Committee and of committees of the Executive Committee and all business transacted at such meetings, and any such minutes of any meetings, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without further proof of the facts therein stated. Such minutes shall be made available to any Members who in writing require such access, provided that such request is made in writing supported by no fewer than three Members; there shall be no requirement to provide copies of such minutes unless required by a request in writing made by no fewer than eight Members of the Company.

79. A resolution in writing signed by all the Members for the time being of the Executive Committee, or any sub-committee of the Executive Committee who are entitled to receive notice of a meeting of the Executive Committee, or of such sub-committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or of such sub-committee duly called and constituted.

80. No remuneration shall be payable under any circumstances to any Member of the Executive Committee in respect of his/her service on the Executive Committee, or on any sub-committee thereof, save as provided for in Clause 6 of the Memorandum of the Association which makes restricted provision in certain limited circumstances for the payment of interest, rent and out of pocket expenses to Members of the Company and Members of the Executive Committee and sub-committees thereof.

81. The Executive Committee may at any time appoint any Member of the Company to be a Member of the Executive Committee but only to fill a casual vacancy or as an addition to the existing Members of the Executive Committee and provided that the prescribed maximum is not thereby exceeded and that such non-elected Members do not exceed one quarter of the total Members of the Committee.

82. The Company may by resolution in a General Meeting, proper notice of which has been given, remove any Executive Committee Member or Members before the expiration of his/her or their period of office notwithstanding anything in these Regulations or in any agreement between the Company and such Member or Members. The Company may by ordinary resolution appoint another Member or other Members in place of an Executive Committee Member or Members removed under this Regulation.

83. No person who is not an Accredited Voting Member of the Company shall be eligible to hold office as a voting Member of the Executive Committee. The Executive Committee may from time to time co-opt for any period any persons, whether Members of the Company or not, to serve on the Executive Committee or on such sub-committee thereof in an advisory capacity and may remove such persons; such persons may take part in the deliberations of the Executive Committee and sub-committees but shall not be entitled to vote at any meetings thereof. Not more than two such persons shall serve on the Executive Committee, and at least one on any individual sub-committee, at any one time. Such appointees cannot be counted as Members of any Executive Committee or sub-committee meeting for the purposes of establishing a quorum.

BOOKS AND RECORDS AND ACCOUNTS

84. (a) The Board shall arrange to keep financial records in respect of all receipts and payments relating to the Company, together with statutory books required under the Act and minutes of all business transacted at Board meetings, committee meetings and General Meetings and all financial records, statutory books, including minute books, shall be retained as permanent records and shall be the property of the Company.

(b) The Board shall arrange for preparation of annual Accounts based on the Company's financial records.

(c) The Company may, where at any time and from time to time it fulfils the conditions of Part 6 of Chapter 15 of the Act, avail itself of the exemption from the requirement to have its Accounts audited for the relevant financial period.

(d) Where, pursuant to any provisions of the Act, Accounts are required to be sent to Members, they may, in accordance with Section 338 of the Act, be sent by electronic means such as e-mail and the Accounts shall be deemed to have been received by a Members on the day of issue of such e-mail.

BANK ACCOUNT

85. (i) Appointment of Bankers to the Company shall be agreed by a majority decision of the Board.
- (ii) The Bank Account(s) of the Company shall be mandated to provide for the signing of all cheques as decided by the Board from time to time.
- (iii) Borrowings of the Company must be approved by a majority decision of the Board.
- (iv) The borrowing powers of the Directors on behalf of the Company, referred to in Section 158(3) of the Act, shall be without any limit on the amount for the time being borrowed, or remaining undischarged of money so borrowed or secured.

SUB-COMMITTEES

86. (i) The Executive Committee may delegate any of their powers to sub-committees consisting of such persons approved by the Executive Committee as the Executive Committee shall from time to time designate, but comprising in number and composition not less than three persons and such maximum as refer to in these Regulations or as determined by the Executive Committee from time to time.
- (ii) The quorum for the transaction of business at meetings of any sub-committee shall be one half plus one of the total number of members of the relevant sub-committee and subject to Regulation 25, at least one of whom shall be a member of the Executive Committee of the Company duly authorised in that regard.
- (iii) Meetings of sub-committees shall be chaired by the Member of the Executive Committee referred to in paragraph (ii) of this Regulation.
- (iv) Decisions of any sub-committee shall require final approval by the Executive Committee before being effective.

INDEMNITY

87. Each Director, Member of any sub-committee, and any Officer or servant of the Company shall be indemnified against all claims, damages, costs or expenses which he/she may incur or become liable to pay by reason of any act or thing done by or to him/her in the proper discharge of his/her duties to the Company, and the Board shall decide the amount for which such indemnity is provided which shall immediately attach as a lien on the property of the Company, and have priority over all other claims