



Psychodynamic Interpersonal Therapy

PIT - UK

Constitution of PIT-UK

Pre-amble

PIT -UK Ltd is formally constituted as a Company Limited by Guarantee registered at Companies House as 14770144.

The Company functions with three Directors responsible for compliance with Companies House requirements and they hold financial accountability for the organisation as “persons with significant control” and responsibility for managing financial solvency and if necessary winding up the Company. They are also responsible for compliance with HMRC tax payable and registration with the Information Commissioner’s Office.

On all other matters regarding the direction and operations of PIT-UK the organisation is accountable via the Executive Committee as described below.

Constitution

1. NAME

The name of the Association is **Psychodynamic Interpersonal Therapy- UK** (aka PIT- UK) (‘the Association’) a constituent part of PIT-UK LTD

2. ADMINISTRATION

Subject to the matters set out elsewhere the Association and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee, constituted by clause 9 of this constitution. (‘the Executive Committee’).

3. OBJECTS

The objects of the Association are the advancement of education of the public and in particular but without limitation to work to further and improve the knowledge and practice of all persons involved and interested in

psychodynamic and relational psychotherapies and in particular Psychodynamic Interpersonal Therapy also referred to as Conversational Model of psychotherapy

4. POWERS

In furtherance of the objects but not otherwise the Executive Committee may exercise the following powers subject to compliance with duties under the Companies Act 2006

- 4.1** Provide a forum for the exchange of information, opinions and ideas on psychotherapy issues.
- 4.2** Arrange and provide for, or join in arranging and providing for, the holding of exhibitions, congresses, meetings, lectures, seminars, and training courses including remote learning using electronic and other means to deal with psychodynamic and relational therapies
- 4.3** Do all such things, which the members may from time to time agree in connection with psychotherapy issues.
- 4.4** Raise funds and/or subscriptions by personal or written appeal, public meetings or otherwise and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any permanent trading activities and shall conform to any relevant requirements of the law.

Promote or assist in promoting the educational and research activities of other charities not for profit or voluntary organisations concerned with psychotherapy or related groups including counselling, medicine, psychology, nursing and other health and social care professions.

- 4.5** Procure contributions and/or subscriptions by personal or written appeal, public meetings or otherwise.

All monies raised by or on behalf of the Association shall be applied to promote the purposes of the Association and for no other purpose provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Association or the repayment of out-of-pocket expenses.

- 4.6** Employ or engage payment of a specific fee for service such person or persons (who shall not be members of the Executive Committee) to supervise, organise and carry on the work of the Association and where appropriate make all reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees and their dependents.
- 4.7** Bring together in conference representatives of voluntary organisations, government departments, statutory authorities, psychotherapy organisations and individuals.
- 4.8** Promote and carry out or assist in promoting and carrying out research, surveys and investigations and for the public benefit publish the useful results of such research, surveys and investigations.
- 4.9** Collect and disseminate information on all matters affecting such objects and exchange such information with other bodies having similar objects whether in this country or overseas.

- 4.10** Procure to be written and print, publish, issue and circulate gratuitously or

otherwise such papers, books, periodicals, pamphlets or other documents or films or recorded tapes or other media or electronic means of dissemination as shall further such objects.

- 4.11 Power to buy, take on lease or in exchange any property necessary for the achievement of the objects and to maintain and equip it for use.
- 4.12 Power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Association.
- 4.13 Power subject to any consents required by law to borrow money and to charge all or any part of the property of the Association with repayment of the money so borrowed.
- 4.14 Power to do such other lawful things as are necessary for the achievement of the objects.

5. MEMBERSHIP

- 5.1 There shall be two categories of membership of the Association.

Full membership (over the age of 18 years) is for individuals who are interested in furthering the work of the Association, and who have paid any annual subscription and who meet the criteria for membership determined from time to time by the members of the Association at the Annual General Meeting.

Conditions for full membership are laid out at the discretion of the Executive Committee

Each individual full member shall have one vote at an Annual General Meeting or Extraordinary General Meeting

- 5.2 Associate membership which shall be open to individuals with an interest in psychodynamic interpersonal therapy including learning and disseminating psychotherapy taking part in open educational activities and using training materials prepared by the Association at the discretion of the Executive Committee and at a cost agreed by the Executive Committee.
- 5.3 The Executive Committee shall have the right -
 - a) To approve or reject an application for membership.
 - b) For good and sufficient reason to terminate the membership of any individual provided that the individual concerned shall have the right to be heard by the Executive Committee before a final decision is made.

6. SUBSCRIPTION

- 6.1 Members shall pay an annual subscription from 1st January in each year of such a sum as may be agreed or determined by the members at the Annual General Meeting and ratified by the executive Committee and Directors. Only paid up members will have the right to vote at Annual general Meetings and Extraordinary General Meetings
- 6.2 Associate Member subscriptions shall be determined by the Executive Committee.
- 6.3 If the subscription of any member shall be in arrears and unpaid for a period exceeding four calendar months the Executive Committee shall give that

person notice in writing or by electronic means that unless the subscription is paid within fourteen days the membership shall be deemed to have lapsed.

7. HONORARY OFFICERS

- 7.1** The officers of the Association shall consist of -
- a) Chairperson
 - b) Vice-chairperson
 - c) Treasurer
 - d) Secretary
- 7.2** The Officers may be also be Directors of the Company but are not required to be so.
- 7.3** Each officer shall normally be elected by the membership at the Annual General Meeting from amongst the members who had served as an officer of the Group or as a member of the Executive Committee for a period of at least one year immediately prior to the Annual General Meeting at which the election takes place. Each officer shall serve from the date of the election until the close of the following Annual General Meeting.
- 7.4** Exceptionally, an officer can be elected from the whole membership if no Officer or Executive Member is available and willing to take up the officer post, or when the constitution first takes effect.
- 7.5** The term of office for Officers is normally three years renewable for up to two further terms, subject to the annual agreement of the membership at an Annual General Meeting or at an Extraordinary General Meeting.
- 7.6** The Executive Committee will take steps wherever possible to avoid the change of more than two officers at any General Meeting. Immediately after a term as Officer an individual can be appointed to the Executive Committee and shall be eligible for re-election as an Officer after a further year.
- 7.7** In the event of any office becoming vacant the Executive Committee may appoint one of its number to fill the vacancy until the next General Meeting when the appointment can be put to the vote.

8. DUTIES OF OFFICERS

- 8.1** The duties of the Chairperson shall be to conduct all meetings in accordance with the Constitution and to represent the Association at such public or other functions in which it is involved. If the Chairperson is absent from any meeting or unable to represent the Association the Vice-Chairperson shall stand in place.
- 8.2** The duties of the Secretary shall be to supervise and oversee the conduct of the administration of the Association and to be responsible for all official correspondence, the convening of meetings of the Association and the Executive Committee and the preparation of minutes for all such meetings.
- 8.3** The duties of the Treasurer shall include responsibility for overseeing the finances of the Association, keeping up-to-date accounts and arranging for the accounts to be audited at the end of the financial year and presenting the same to the next Annual General Meeting.

9. EXECUTIVE COMMITTEE

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- 9.0** All members of the Executive Committee shall be individual members of the Association.
- 9.1** The Executive Committee shall consist of not less than 9 members nor more than 12 members being -
- a) The honorary officers specified in the preceding clause.
 - b) Not less than 5 and not more than 8 members elected at the Annual General Meeting who shall hold office from the conclusion of that meeting
 - c) Leads of workstreams are entitled to also be members of the Executive Committee but are not required to be so.
- 9.2** All the members of the Executive Committee who have been members for three years shall retire from office at the end of the Annual General Meeting three years after the date on which they came into office but they may be re-elected to the Executive Committee at the same meeting.
- 9.3** The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
- 9.4** Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of clause 11.
- 9.5** Any casual vacancy in the Committee may be filled by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next Annual General Meeting of the Association and shall be eligible for election at that meeting.
- 9.6** No person shall be entitled to act as a member of the Executive Committee whether on a first or any subsequent entry into office until after signing in the minute book of the Executive Committee or electronically a declaration of acceptance and of willingness to act in the trust of the Group.

10. CO-OPTED MEMBERS OF THE EXECUTIVE COMMITTEE

- 10.1** The Executive Committee may appoint not more than four co-opted members but so that no- one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Any person eligible to be a co-opted member shall be an individual member of the Association.
- 10.2** No appointment of a co-opted member shall be made at any meeting without the notice having been specified under clause 13.1 having been given. The appointment shall take effect from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
- 10.3** A person may only be co-opted for a specific purpose expressly determined by the Executive Committee. Co-opted members shall be entitled to attend such meetings as they are invited to by the Executive Committee but they shall not have any voting rights nor shall they be Trustees of the Association.
- 10.4** No appointment of a co-opted member shall continue beyond the Annual General Meeting following the appointment unless renewed in accordance with the provisions in clause 13. The Executive Committee may terminate the appointment of a co-opted member at any Executive Committee meeting.

11. DETERMINATION OF MEMBERSHIP OF THE EXECUTIVE COMMITTEE

- 11.1** A member of the Executive Committee shall cease to hold office if he or she -
- a) is disqualified from acting as a member of the Executive Committee being considered unsuitable under Company Law to be a Director
 - b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
 - c) is absent without the permission of the Executive Committee for 3 or more meetings held within a period of six months and the Executive Committee resolves that his or her office be vacated;
 - d) notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

12. EXECUTIVE COMMITTEE MEMBERS NOT TO BE PERSONALLY INTERESTED

- 12.1** Subject to the provisions of sub-clause 12.2 of this clause no member of the Executive Committee shall acquire any interest in property belonging to the Association (otherwise than as a trustee for the Association) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by the Executive committee.
- 12.2** Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her, or his or her firm, when instructed by the other members of the Executive Committee to act in a professional capacity on behalf of the Group. Provided that at no time shall a majority of members of the Executive Committee benefit under this provision and that a member of the Executive committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.
- 12.3** This paragraph explicitly permits the payment of fees for supervision, examining and teaching on courses run by PIT-UK and to receive the remuneration agreed from time to time as appropriate for that service by the Executive Committee provided that such members are recused as having a conflict of interest in setting those fees.

13. MEETINGS AND PROCEEDINGS OF THE EXECUTIVE COMMITTEE

- 13.1** The Executive Committee shall hold at least four ordinary meetings each year. A special meeting of the Executive Committee may be called at any time by the chairperson or by any two members of the Executive Committee upon not less than 4 days notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days notice must be given.
- 13.2** The chairperson shall act as chairperson at meetings of the Executive Committee. If the chairperson is absent from any meeting the Vice-chairperson shall so act and in the event of the absence of both, the members of the Executive Committee present shall choose one of their number to be chairperson of the meeting before any other business is transacted.

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- 13.3** There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at the meeting.
- 13.4** Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chairperson of the meeting shall have a second or casting vote.
- 13.5** The Executive Committee shall keep minutes in records kept for the purpose of the proceedings at meetings of the Executive Committee and any sub-committee.
- 13.6** The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings, and the custody of documents. No rule may be made which is inconsistent with this constitution.
- 13.7** The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee in writing.

14. RECEIPTS AND EXPENDITURE

- 14.1** The funds of the Association including all donations, contributions and bequests shall be paid into an account operated by the Executive Committee in the name of the Association at any such bank as the Executive Committee shall from time to time decide. All cheques and payments drawn on the account must be signed by at least two members of the Executive Committee, one of which shall be an officer.
- 14.2** The funds belonging to the Association shall be applied only in furthering the objects.
- 14.3** A member of the Association shall be entitled to be reimbursed for expenses and disbursements incurred at the request of the Executive committee or deemed necessary by them for the administration of the Association.

15. ACCOUNTS

- 15.1** The Executive Committee shall follow conduct prescribed by the Companies Act 2006 (or any statutory re-enactment or modification of that Act) with regard to –
- a) The keeping of accounting records for the Association.
 - b) The preparation of annual statements of account for the Association.
 - c) The auditing or independent examination of the statements of account from the Association
 - d) Submission of accounts to Companies House via the Directors
- 15.2** The Association's financial year shall end on the 31st day of December in each year. Once at least per year there shall be the option that the accounts of the Association shall be audited by the Auditor or Auditors appointed at the Annual General Meeting.

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- 15.3** The Executive Committee shall have power to invest any part of the income of the Association in any investment authorised by the Trustees Investment Act 1961.

16. ANNUAL REPORT

The Association will provide an Annual Report as part of submission of accounts to Companies House showing compliance with our objects .

17. ANNUAL RETURN

The Executive Committee and Directors shall comply with their obligations under the Companies Act 2006 or any successor legislation to prepare an Annual Return and a financial statement and accounts to Companies House and HMRC and present this return to the members at an appropriate general meeting.

18. ANNUAL GENERAL MEETING

- 18.1** There shall be an Annual General Meeting of the Directors which shall be held within 15 months of the previous Annual General meeting for the purpose of meeting our obligations under the Companies Act 2006.

- 18.2** In addition, there shall be an Annual General Meeting of Members to guide the work of the Directors and the Executive Committee

- 18.3** Every Annual General Meeting of Members shall be called by the Executive Committee. The secretary shall give at least 21 days notice of the annual general meeting to all members of the Association. All individual members of the Association shall be entitled to attend and vote at the meeting. Associate members are entitled to attend, but may not vote.

- 18.4** The chairperson shall be the chairperson for the annual general meeting but if the chairperson is not present then the vice-chairperson shall so act but in the event of the absence of both then before any other business is transacted the persons present shall appoint a chairperson of the meeting.

- 18.5** At the annual general meeting the following business shall be transacted -

- a) The election of officers
- b) The election of members of the Executive Committee
- c) The consideration of the annual report for the preceding year
- d) The consideration of the report and accounts of the Association for the preceding year, prepared by the treasurer and presented to the meeting by the Executive Committee
- e) The appointment of honorary auditors
- f) Feedback to Directors about the status of the organisation and its ability to meet its objects

19. PROCEDURE FOR ELECTIONS

- 19.1** Candidates for election to the Executive Committee must be proposed and seconded by individual members of the Association. The name of every candidate with names of his or her proposer and seconder must be sent in writing to the secretary not less than 14 days before the date of the annual general meeting.

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- 19.2 If no names or an insufficient number of names of candidates eligible for election are received by the secretary by the nominated date candidates may be proposed at the annual general meeting without notice.
 - 19.3 If the number of candidates duly proposed and seconded exceeds the number to be elected, voting shall be by ballot determined by simple number of votes up to the number of vacancies available.
 - 19.4 **In the event of a Director retiring or being otherwise unable to continue the appointment of a replacement Director shall be made with nominations provided by the Executive Committee. The appointment of a replacement shall be submitted to Companies House for ratification and must be a person over 18 years of age and deemed a “fit person” under Companies legislation**

20. EXTRAORDINARY GENERAL MEETINGS

The Executive Committee may call an extraordinary general meeting of the Association at any time. If at least 10 members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days notice must be given. The notice must state the business to be discussed.

21. PROCEDURE AT GENERAL MEETINGS

- 21.1 The secretary or other person appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Association.
- 21.2 There shall be a quorum when at least one twentieth of the number of members of the Association for the time being or ten members of the Association, whichever is the greater, are present at any general meeting.
- 21.3 Save as expressly provided for by this constitution decisions at general meetings shall be reached by a simple majority of members present and voting but in the case of equality of votes the chairperson of the meeting shall have a second and casting vote.

22. NOTICES

Any notice required to be served on any member of the Association shall be in writing and shall be served by the secretary or the Executive Committee on any member either personally or by sending it through the post or by electronic means addressed to such member at his or her last known address and any letter or electronic communication so sent shall be deemed to have been received within 10 days of posting.

23. ALTERATIONS TO THE CONSTITUTION

This constitution may be altered at an annual or special general meeting of the Association by a resolution passed at a quorate meeting by two thirds of the members present and voting thereat. The resolution for the alteration of the constitution must be received by the secretary of the Association at least 21 days before the meeting at which it is to be proposed. At least 14 days notice

of such a meeting must be given by the secretary to the Association and must include notice of the alteration proposed, provided that no change to the constitution would make the Association unable to meet its obligations as a Company.

24. DISSOLUTION

If the Executive Committee decides that it is necessary or advisable to dissolve the Association it shall call a meeting of all members of the Association, of which not less than 21 days notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by two-thirds majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Association. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other institution or institutions having objects similar to the objects of the Association as the members of the Association may determine or failing that shall be applied for some other charitable purpose.

The Directors of the Company shall act in accordance with this resolution to dissolve the Company legally, notwithstanding that the Directors may be obliged to dissolve the Company in their own right if without formal agreement by the Executive Committee if the Company becomes insolvent.