

THE COMPANIES ACTS 1963 - 1990  
COMPANY LIMITED BY GUARANTEE  
AND  
NOT HAVING A SHARE CAPITAL

**MEMORANDUM AND ARTICLES OF ASSOCIATION OF  
THE ASSOCIATION FOR  
PSYCHOANALYSIS AND PSYCHOTHERAPY  
IN IRELAND LIMITED**

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*Memorandum*

1. The name of the Company is The Association for Psychoanalysis and Psychotherapy in Ireland Limited.

*Objects*

2. The objects for which the Company is established are as follows:

A) The Primary Object of the Company 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.

Exclusively to further, and in no way in contravention of the Primary Object, the Company shall have powers:

- B) (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 Practitioner Members and to regulate conditions for such accreditation.
- (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 Primary 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 lawmaking 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 primary objects 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 acquire and take over all or any part of the assets and liabilities of the present unincorporated body known as The Association for Psychoanalysis and Psychotherapy in Ireland.

C) (a) 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 Primary Object of the Company.

(b) 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.

(c) 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 Primary 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 Primary Object of the Company.

(d) 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.

(e) To transfer or dispose of, with or without valuable consideration, any part of the property or assets of the Company not required for the purposes for which it is formed to any body or bodies, whether incorporated or not, having a Primary Object the same as the Primary 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.

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

(g) 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.

(h) 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.

(i) 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.

(j) Subject to the provisions of Clause 3 hereof, to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company.

(k) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them:-

**PROVIDED THAT:**

(i) The Company shall not support with its funds or endeavour to impose on or procure to be observed by its Members or others any

regulation or restriction which if an object of the Company would make it a Trade Union.

(ii) In case the Company shall take or hold any property which may be subject to any trust, the Company shall deal with or invest the same only in such manner as allowed by law, having regards to such trust.

3. The income and property of the Company, whencesoever derived, shall be applied solely towards the promotion of the objects of the Company as set forth in this Memorandum of Association, and no part of it shall be paid or transferred directly or indirectly, to the Members of the Company.

**PROVIDED THAT:-**

Nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or employee of the Company, or to any Member for the time being of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest (at a rate not exceeding five per cent per annum) on money lent, or reasonable and proper rent paid for premises demised or let by any Member to the Company, but so that no Member of the Executive Committee of the Company shall be appointed to any salaried office of the Company or any office of the Company paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Company to any Member for the time being of such Executive Committee, except by payment of out of pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Company.

4. The liability of the Members is limited.

5. Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while s/he is a Member, or within one year after s/he ceases to be a Member, for payment of the debts and liabilities of the Company contracted before s/he ceased to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required but not exceeding one Euro (€1.00).

6. If upon winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the property shall not be paid to or distributed among the Members of the Company but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent as least as great as is imposed on the Company under or by virtue of Clause 3 above, such institution or institutions to be determined by the Members of the Company before the time of the dissolution.

**COMPANIES ACTS 1963 - 1990**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION  
OF  
THE ASSOCIATION FOR PSYCHOANALYSIS  
AND PSYCHOTHERAPY IN  
IRELAND LIMITED**

The regulations contained in or incorporated in Table C in the First Schedule to the Companies Acts, 1963 to 1990 (hereinafter called "Table C") shall apply to the Company and together with the regulations contained below shall constitute the regulations of the Company (except in so far as they are hereby varied or excluded).

**Definitions**

1. In these Articles:-
    - "the Primary Object" means the Primary Object of Clause 2 A) of the Memorandum of the Company
    - "the Act" means the Companies Act, 1963 to include any statutory amendments thereto
    - "the Executive Committee" means the Board of Directors for the time being of the Company
    - "the Secretary" means any person employed or appointed to perform the duties of the Secretary of the Company
    - "the Seal" means the Common Seal of the Company
    - "the Office" means the Registered office for the time being of the Company
    - "the Company" means the above named Company
    - "EGM" means Extraordinary General Meeting
    - "AGM" means Annual General Meeting
    - "The Memorandum" means the Memorandum of Association of the Company attached to this document
- Expressions referring to writing shall, unless the contrary intention appears, be understood to include references to printing, word processing, lithography, photography, any means of electronic communication and any other modes of representing or reproducing words in a visible form.
- Unless the contrary intention appears, words or expressions contained in these Articles shall bear the same meaning as in the Act, or any statutory modifications thereof in force at the date at which these Articles become binding on the Company.

## *Members*

2. (a) There shall be one category of Full Voting Ordinary Membership and applicants will be required to meet the requirements of Articles 4, 5, 6 (as applicable) & 11 below. Full Voting Ordinary Members shall be bound by the Code of Ethics and Practice of the Company.  
  
(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 Articles 15, 17 & 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 Ordinary 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.
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 Articles 5 & 6 below.
5. (a) Qualification for Ordinary 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 Ordinary 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.

(c) In addition, in conformity with the Primary 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.

(d) Ordinary 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, in particular in respect to any Member's psychoanalytic or psychotherapeutic practice, except as provided for in Article 5(d) above and in Article 15 below. Any Member in breach of this article 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.

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.

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 Ordinary 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 Article 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 immediately form the following Standing Committees:
- (a) The Scientific Committee which shall normally consist of five persons, all Ordinary Voting Members of the Company, with at least one being a Member of the Executive Committee.
- (b) The Training Committee, which shall normally consist of five persons, all Ordinary Voting Members of the Company, with at least one being a Member of the Executive Committee
- (c) The Lacunae Editorial Board, which shall consist of Ordinary Voting Members of the Company, with at least one being a Member of the Executive Committee.
- (d) The Ethics Committee, as specified in these Articles, which shall exercise powers vested in the Company under Articles 24-29 below.

- (e) Each committee may appoint non-voting Members to the Committee who are not Ordinary 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 2 B) (a) (i), (ii), (iii) and (iv) of the Memorandum and relevant Articles herein as is appropriate.

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 article 72.

### ***Registered Practitioner Members***

12. The Secretary shall maintain a Register of Practitioner Members, inclusion on which will be limited to Ordinary 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 Ordinary Voting Member of the Company and must satisfy the Executive Committee that s/he has fulfilled the accreditation criteria, which are threefold:

Personal analysis, which shall consist of twice weekly sessions continuous over a minimum of four years.

Continuous and ongoing psychoanalytic supervision of the Member's clinical work each week for a minimum of four years.

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 Primary Object.

**17.** Each Registered Practitioner Member, Member of the Conditional Register, Ordinary 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 Article 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 2 years twice-weekly analysis and 2 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 fulfillment 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 Articles hereinafter.

### ***Code of Ethics and Practice***

23. (a) The Code of Ethics and Practice shall apply to all Ordinary Voting Members, Members whose names appear on the Conditional Register and 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 Articles, 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 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 Articles.

(d) Where such amendments to the Code of Ethics and Practice made by the Executive under subsection (b) of this Article fail to be ratified by a simple majority of the Members at an AGM or EGM, these amendments will be deemed not to be valid.

### ***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 Ordinary 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 Ordinary 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, 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.

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### ***Procedures 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 Article 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 Articles.

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

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### ***Associate Members and Student Members***

34. Associate Members and Student Members of the Company shall not be Ordinary 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 Primary 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 (except the first) shall be held not more than fifteen months after the previous AGM.

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

**42.** The Executive Committee may, subject to the provisions of these Articles, whenever they think fit call (and, as provided for in Section 132 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.

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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 Articles in regard to the ratification of Executive decisions made under the provisions of Articles 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 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 Art. 51 hereof.

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.

#### ***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 Articles hereinafter.
- (f) The ratification of Executive decisions by simple majority, under the provisions of Articles 23 (b), (c) and (d), and 32 above.

47. Notwithstanding Article 46 above, any modification or addition to the Primary Object of Clause 2 A) of the Memorandum, or any modification or addition to any part of the Memorandum or these Articles 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 Primary 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.

47. No business shall be transacted at any General Meeting unless a quorum is present when the Meeting proceeds to business. One quarter of the Members shall constitute a quorum.

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48. 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 (notwithstanding Article 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 Members present shall constitute a quorum.

49. 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 Members present shall choose one of their number to be Chairperson of the Meeting; except that in any case, if the 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.

50. Notwithstanding Article 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 Articles, the Members shall not be entitled to any notice of an adjournment or of the business to be transacted at the adjourned Meeting.

51. 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 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.

52. Subject to the provisions of these Articles, 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.

53. 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 second casting vote.

54. 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.

55. 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.

### ***Votes of Members***

56. Other than as provided for above in the case of a tied vote at which point the Chairperson has a second casting vote, every Member shall have one vote.

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

58. 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.

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

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

61. 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.

62. An instrument appointing a proxy shall be in the following form:

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## FORM OF PROXY

I (*name*) of (*address*)

being a Member of The Association for Psychoanalysis and Psychotherapy in Ireland Limited hereby appoint (*name*) of (*address*) or failing him/her (*name*) of (*address*) as my proxy to vote for me on my behalf at the General Meeting of the Company to be held on (*date*) of (*month*), (*year*) and at any subsequent adjournment of that Meeting.

As witness my hand this (*date*) day of (*month and year*)

in favour of/against (delete as appropriate) the resolution(s). (If there is more than one resolution at the forthcoming Meeting, indicate here the desired way of voting for each of the resolutions listed on the notice of Meeting).

Unless otherwise instructed, the proxy will vote as s/he thinks fit on my behalf on any business arising at the Meeting.

**63.** A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy provided that no intimation of the death of the Member or no advice in writing of the revocation is before the Executive Committee by the commencement of the Meeting or adjourned Meeting at which the proxy is used.

**64.** The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

### *Executive Committee*

**65.** The first Executive Committee shall be appointed by the subscribers to the Memorandum of Association and they shall hold office until the first Annual General Meeting of the Company at which they shall retire but shall be eligible for re-election. At every subsequent 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.

**66.** 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.

**67.** 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.

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

69. 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 Article 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.

70. 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 Articles required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act and of these Articles and to such directions, 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.

71. 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.

72. 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 Articles, 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 Articles for regulating the Meetings and proceedings of the Executive Committee so far as applicable.

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

74. 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 Articles 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.

75. 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.

76. 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 Articles) 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.

77. 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.

78. 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.

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**79.** 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.

**80.** 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.

**81.** 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 3 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.

**82.** 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 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.

**83.** 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 Articles 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 Article.

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**84.** No person who is not a 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.

***Disqualification and Suspension of Members of the Executive Committee***

**85.** The office of a Member of the Executive Committee shall be vacated if such Member:

- (a) is absent from all Meetings of the Executive Committee for a period of six calendar months without written leave of absence from the other Executive Committee Members; or
- (b) holds any remunerated office or position under the Company; or
- (c) becomes prohibited from being a Member of the Executive Committee by reason of any order made under Section 184 of the Act or;
- (d) ceases to be a Member of the Company; or
- (e) resigns from Membership of the Executive Committee by notice in writing to the Company; or
- (f) is removed from office by a resolution of the Members or a resolution passed pursuant to Section 182 of the Act; or
- (g) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his/her interest in the manner required by Section 194 of the Act; or
- (h) is the subject of a complaint, under the terms of one or more of these Articles, which is or are found to be proved by either the Ethics Committee or Executive Committee of the Company under the terms of these Articles. However, if the Executive Committee over-rules the decision of the Ethics Committee following an appeal as provided for under these Articles, the Member may be re-instated on the Executive Committee; or
- (i) is ultimately expelled from the Company under either Article 9(e) or 9(f) above unless his/her Membership is reinstated by the Members at any EGM provided for in these Articles.

**86.** The Executive Committee may suspend one of its Members against whom a complaint has been made under the terms of these Articles, as a full voting Member, at such time and for so long as the Executive Committee thinks fit. The suspended Executive Committee Member shall be entitled to continue to attend Executive Committee Meetings (except any part of any meeting concerned with the complaint made against him/her) but shall not count as a Member for the purposes of calculating a quorum. In the event that the Ethics Committee finds the complaint unproved, or if proved the decision is overturned on appeal, the suspension shall end forthwith.

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### ***The Secretary***

**87.** The Secretary shall be appointed by the Members of the Company in General Meeting.

### ***Register of Members***

**88.** The Executive Committee or whomsoever it directs shall maintain a Register of all full Voting Members to include the name, title and address (and postal address if any as directed by the Member in writing) of each Member. The Register shall be available for inspection by any Member. The Executive Committee shall delete or direct to be deleted any Member who for whatever reason ceases to be a Member.

### ***Notices***

**89.** A Notice may be served by the Company upon any Member either personally, electronically or by sending it through the post in a prepaid letter, addressed to such Member at his/her address as appearing in the Register of Members. Notices will normally be served electronically unless the member has requested printed copies.

**90.** Any Notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the Notice was properly addressed and put into the Post Office as a prepaid letter.

### ***The Seal***

**91.** The Seal shall be used only by the authority of a resolution of the Executive Committee and in the presence of at least two Members of the Executive Committee and of the Secretary or in the absence of the Secretary of such other Executive Committee Member as shall be appointed for the purpose by the Executive Committee and every instrument to which the Seal shall be affixed shall be signed and countersigned by the aforesaid Executive Committee Members.

### ***Accounts***

**92.** The Executive Committee shall cause proper books of account to be kept relating to:-

- (a) all sums of money received and expended by the Company and the matters in respect of which the receipts and expenditure took place;
  - (b) all sales and purchases of goods by the Company;
  - (c) the assets and liabilities of the Company.
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Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions. The books of account shall be kept at the office, or subject to Section 147 of the Act, at such other place as the Executive Committee think fit, and shall at all reasonable times be open to the inspection of any Member of the Executive Committee or Member of the Company.

**93.** At the AGM each year the Executive Committee shall present before the Members of the Company:

(a) an Income and Expenditure Account for the period since the last preceding account (or in the case of the first AGM since the incorporation of the Company) made up to a date not more than four months before such Meeting, and

(b) a balance sheet for the same period as above, and

(c) reports of the Executive Committee and the Auditors.

Copies of such account, balance sheet and reports (in such form

And together with such supplementary documents as are required from time to time by statute) shall be sent to the Auditors and any other persons entitled to receive notices of general Meetings not less than twenty-eight clear days before the Meeting. Reports shall be open to inspection and are to be read before the Meeting.

#### ***Audit***

**94.** Auditors shall be appointed and their duties regulated in accordance with Sections 160 to 163 of the Act.

#### ***Dissolution***

**95.** Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions of the Clause were repeated in these Articles.

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