

BYE LAW 14 (GOVERNING BODY)

Preamble

The Irish Association of Humanistic and Integrative Psychotherapy is an association of psychotherapists committed to humanistic values as set out in Bye Law 3 (Code of Ethics and Practice for Psychotherapists) and in Bye Law 6 (Standards for Recognition of Psychotherapy Training). At the same time, as the Irish Association of Humanistic and Integrative Psychotherapy Limited, it is also a legally established company limited by guarantee, and legally bound by its Memorandum and Articles of Association.

Accordingly, the Governing Body of the Association may be seen in two notionally distinct ways: first, it is a group that serves the Association and gives leadership to it and seeks to hold, implement, develop and promote the values to which the Association is committed; and second, it is the Board of Directors of the company, bound by Irish Company Law and with responsibilities and powers laid down by the Memorandum & Articles of Association.

This Bye Law sets out ways in which the Association requires the Governing Body to seek to reconcile these two roles, fulfilling all requirements and duties prescribed by Company Law and by its own Memorandum and Articles of Association, while at the same time seeking to do so in a way that embodies such principles as respect, accountability, transparency, subsidiarity, empowerment, and openness to consultation.

1. As stated in Article 34, “the business of the Company shall be managed by the Governing Body”.

The ordinary responsibilities and powers of the Governing Body as the Board of Directors are detailed in the Articles of Association, especially Articles 32 to 55.

The responsibilities of the Governing Body as the Board of Directors also include responsibilities as Employer *vis-à-vis* Employees of the Association.

The powers of the Governing Body as the Board of Directors are subject to the limitations that are imposed on them by Company Law and by the Articles of Association, and by further limitations that may be imposed by directions “given by the Company in general meeting” (AGM or EGM). (Article 34).

2. The Association has agreed that much of the recurrent business of the Association, other than those duties expressly stated for the Governing Body in the Articles of Association, or those duties it has as employer, should be devolved to committees. For the most part the structure and function of such committees, and the standards they apply, are specified in Bye Laws of the Association. All such Bye Laws, including the present Bye Law, are ultimately subject to the will of the members in General Meeting. As such, they are part of the directions “given by the Company in general meeting” (Article 34) and so limit the power of the Governing Body.

- 2.1 Among the responsibilities of the Governing Body is that of helping the Association to further develop its Bye Laws, so as to maximise fairness, clarity, accountability and transparency in the standards adopted and the procedures followed by the Association and its committees. While Bye Laws or amendments to Bye Laws may be passed by the Governing Body, they become binding law only if and when (a) the changes are notified to all the members or (b) a copy of the changes has been made available to all members attending a General Meeting (normally at the next AGM or, exceptionally, at an EGM).

Any Bye Laws passed by the Governing Body may be repealed or amended at a General Meeting, provided that notice of the proposal to repeal or amend them, along with the text of any proposed amendment, accompanies the notice to members convening that General Meeting.

Proposed Bye Laws not already passed by the Governing Body may be passed into law by a General Meeting provided that notice of the proposal to adopt them, along with the text of the proposed Bye Law, accompanies the notice to members convening that General Meeting.

3. In exercising its powers the Governing Body shall endeavour to do so in a way that respects, implements, develops and promotes the values and ethos of the Association. Such values include (1) *accountability and transparency*, (2) *devolution and subsidiarity*, and (3) *communication and consultation*.
- 3.1 (i) Formal accountability of the Governing Body to the general membership shall be provided by reports to Annual General Meetings from the Chair, Secretary and Treasurer and by the allocation of time for the discussion of these.
- (ii) Informal accountability and transparency in relation to the general membership shall be provided by (for example) the issuing of Newsletters and postings on the Association website. (Such communications must, however, exclude issues that are properly confidential, and also take account of unfolding situations and negotiations where premature communication might damage the interests of the Association.)
- (iii) The Governing Body shall receive regular reports from Committees to provide for the formal accountability of the Committees.
- 3.2 (i) As noted in clause 2 above, the Association has limited the powers of the Governing Body by agreeing to Bye Laws giving certain powers to Committees. The Governing Body may also devolve some of its power, especially as regards recurrent business, to committees or *ad hoc* groupings not governed by Bye laws. In line with a commitment to subsidiarity, which as an organising principle involves allowing issues that can be dealt with effectively and fairly at “lower” or less centralised levels to be dealt with there, the Governing Body shall not normally override the decisions and actions of such groups when acting within their proper authority.

(ii) In certain cases, for example in the case of the Complaints Procedure, the Governing Body is expressly excluded from overriding decisions. In other cases, however, it does remain ultimately responsible (subject only to the general membership in General Meeting) for decisions and actions taken in the name of the Association. Accordingly, and exceptionally, it may, when it judges that natural justice or the well-being of the Association warrants it, query whether the committee has exceeded its proper authority, and in certain circumstances query also the justice or wisdom of decisions taken by committees. In such circumstance it shall seek to resolve the differences through dialogue. Only as a last resort, and where it clearly has the authority to do so, shall it override the decision of the committee and, if it does so, it shall account for its action to the next AGM if called on to do so by the committee in question.

3.3 (i) In its way of acting the Governing Body shall also endeavour to maximise communication and consultation within the organisation.

(ii) It shall seek to make involvement of its own members easier by having clear written procedures and standing orders which are accessible to all its members, and which empower them to contribute their creativity and concerns to the work of the Governing Body.

(iii) To provide formal channels of communication with each committee, it shall appoint a member of the Governing Body to be also a member of each committee, to act as a liaison between the committee and the Governing Body as regards normal business. (This is already provided for in many of the other Bye Laws.) Where lack of volunteers makes this difficult the Governing Body may also invite a committee to nominate a liaison person who may then be co-opted to the Governing Body for appointment to that committee.

(iv) If a proposal is made, either from a committee or by the Governing Body itself, to amend a Bye Law affecting a committee, consultation shall take place with the members of that committee, with the Ethics Committee, and where possible and appropriate with members of other committees. When there is agreement with the committee in question, and with the Ethics Committee, about the value and the fairness of the proposed changes the new or amended Bye Law may be passed by the Governing Body but unless there is an urgent reason it shall not normally be brought into force until the next General Meeting. Where such agreement is not forthcoming the Governing Body may propose the Bye Law or amendment to a general meeting. Only in very exceptional cases, where the Governing Body has reason to believe that urgent legal or natural justice issues require it, may the Governing Body unilaterally pass the new Bye Law or amendment and bring it into force before a general meeting. When such a decision is taken, members must be notified of the change, and the new or amended Bye Law must be brought for consideration to the next AGM or to an EGM.

- (v) To ensure that Bye Laws are intelligible, internally consistent, and consistent with all other Bye Laws, the Governing Body shall set up a clear procedure for the drafting of appropriate wording to express its final intention.
 - (vi) As regards the overall direction of its policy during the year, and in particular as regards any major changes in the structures of the Association, the Governing Body shall endeavour to inform and consult with those active on other committees. It may do this either in informal and *ad hoc* ways, or in a more formal Consultative Forum.
- 4.1 The number of members of the Governing Body is regulated by the Articles of Association, clause 33, which allows the permissible maximum and minimum numbers to be determined from time to time by the members in general meeting.
- 4.2 As specified in the Articles of Association, clause 32, members of the Governing Body are elected for two years, and must then retire, but are eligible for re-election. While the intent of the clause is to provide for continuity by ensuring that half the members retire each year, while half continue in office, unforeseen resignations of members have complicated this process over the years, and custom and practice at AGMs accepts that the intention cannot always be followed literally. However, no member of the Governing Body may serve for more than two years without being re-elected.
- 4.3 (i) The Articles of Association in clause 32, paragraph B, specify that to be eligible for election a member must normally be either (a) a member retiring from the Governing Body and offering himself/herself for re-election, or (b) a member proposed in writing not less than three and not more than twenty-one days before an AGM, and confirming in writing his/her willingness to be elected.
- (ii) Since it has frequently happened that insufficient numbers of people have been eligible for election in the ways specified in the preceding paragraph, the custom has arisen of taking nominations from the floor at AGMs. This is allowed for in the Articles in that the eligibility conditions specified above do not apply in the case of someone “recommended by the Governing Body” (Art 32 B), and such recommendation shall be construed to be implicitly made by the acceptance of nominations from the floor.
- (iii) To be fair to those who go through the formal process of nomination in writing in advance, voting shall first take place on those nominated in that way. If places remain to be filled, nominations may be taken from the floor and those nominated then voted on.
- (iv) Any member of the Association may be co-opted to the Governing Body provided that the maximum number is not exceeded (Article 47). Any member so appointed shall retain his/her office only until the next AGM, but shall be eligible for re-election.
- 4.4 (i) The Articles of Association, clause 33, provide for the election of a Chair, Vice-Chair, Secretary, and a Treasurer (or Joint Treasurer). The members in

general meeting may also decide to create additional offices. Officers shall retire two years after being elected, but shall be eligible for re-election (Article 32 D).

- (ii) In accordance with the custom and practice adopted under Article 33, officers of the Governing Body (such as the Chair, Vice-Chair, Secretary and Treasurer) are elected by the members at AGMs.
 - (iii) In the event that any office remains unfilled by election at the AGM, or in the event of the retirement of an officer during the year, the Governing Body may either elect one of their number to fill the vacancy or co-opt a member of the Association to the Governing Body and then elect that person to fill the vacant office. Any person so elected shall retain the office only until the next Annual General Meeting, but shall be eligible for re-election.
5. (i) The Governing Body shall seek to enable all its members to be fully involved in its work and to contribute their creativity and energy to the maximum extent possible.
- (ii) Where possible, meetings shall be arranged in places and at times that facilitate the presence of any members with mobility difficulties and of those who travel from places distant from the venue of the meeting.
 - (iii) Members should declare any personal or professional involvement that might reasonably be perceived as giving rise to a conflict of interest, and declare also any personal or professional relationships with other members of the Governing Body or of other committees of the Association or of other professional associations that might impede the free flow of communication and the full involvement of each member.