

Company Number: 3496765

Charity Number: 1071752

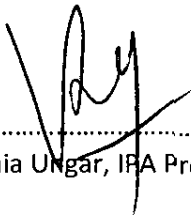
THE COMPANIES ACT 2006

**CERTIFICATE OF PASSING OF SPECIAL RESOLUTION
OF
INTERNATIONAL PSYCHOANALYTICAL ASSOCIATION (the "Charity")**

The following resolution was passed as a special resolution at a general meeting of the Charity, duly convened and held at **Park Inn by Radisson, Av 6 28, San José, Costa Rica, 494-1007** on **Monday 15 January 2018** at **2:30 pm**.

SPECIAL RESOLUTION

THAT the Articles of Association attached to this resolution be and are hereby adopted as the Articles of Association of the Charity in substitution for, and to the exclusion of the Charity's existing Articles of Association.



.....
Virginia Ungar, IPA President

15 January 2018

.....
Date

SATURDAY



A17 *A6YHTPJ6* #169
27/01/2018
COMPANIES HOUSE

COMPANIES ACTS 1985 to 2006

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
INTERNATIONAL PSYCHOANALYTICAL ASSOCIATION

Adopted by special resolution dated 15th January 2018

Company Number 3496765

1. **DEFINED TERMS**

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

2. **IPA ORGANISATIONAL STATUS, HISTORY STRUCTURE**

2.1 The IPA is incorporated in England and Wales under the Companies Acts 1985 to 2006 as a company limited by guarantee under registered number 3496765 and is governed by the law for the time being in England and Wales governing companies limited by guarantee and not having a share capital.

2.2 The IPA is a charity registered with the charity Commission in England and Wales under registered number 1071752 and consequently it is also governed by the laws for the time being in England and Wales governing charities.

2.3 The IPA functions as a charity for the purposes of the United Kingdom tax laws.

- 2.4 The IPA is to run and own the operations and assets of The Professional Association of Psychoanalysts founded by Sigmund Freud in 1910. formerly owned and run by US IPA.
- 2.5.1 The IPA may operate in any jurisdiction where it (i) is incorporated or (ii) actually conducts substantial operations.
- 2.5.2 The IPA may establish subsidiary entities in the United Kingdom and other jurisdictions, as necessary or desirable to achieve its purposes.
- 2.5.3 The IPA's administrative offices shall be in London, England, unless the Board determines otherwise.
- 2.5.4 The office of the President shall be located in the country where the President resides.
- 2.6 The IPA shall possess and may, subject to these Articles, exercise the fullest powers permitted it by English Company Law (subject always to English Charity Law).
- 2.7 In the event of any conflict between the provisions of these Articles, the Rules or the Procedural Code the provisions of these Articles shall prevail.

3. **NAME**

The name of the Company is INTERNATIONAL PSYCHOANALYTICAL ASSOCIATION ("Charity").

4. **REGISTERED OFFICE**

The registered office of the Charity is to be in England and Wales.

5. **OBJECTS**

The objects of the Charity are to promote and develop the science of psychoanalysis and to promote education relating thereto ("Objects").

6. **POWERS**

The Charity has the following powers, which may be exercised only in promoting the Objects:

- 6.1 promoting and conducting education and training in psychoanalytic theory and practice;
- 6.2 developing and promoting high standards of psychoanalytic training method, treatment and practice;
- 6.3 organising lectures, seminars and international symposia;
- 6.4 instituting research and disseminating its results;
- 6.5 publishing books and occasional papers;

- 6.6 awarding scholarships and bursaries for the study of psychoanalysis;
- 6.7 promoting or carrying out research;
- 6.8 providing advice;
- 6.9 publishing or distributing information;
- 6.10 co-operating with other bodies;
- 6.11 supporting, administering or setting up other charities;
- 6.12 raising funds (but not by means of taxable trading);
- 6.13 borrowing money and giving security for loans (but only in accordance with the restrictions imposed by the Charities Act 2011);
- 6.14 acquiring or hiring property of any kind;
- 6.15 letting or disposing of property of any kind (but only in accordance with the restrictions imposed by the Charities Act 2011);
- 6.16 making grants or loans of money and giving guarantees;
- 6.17 setting aside funds for special purposes or as reserves against future expenditure;
- 6.18 depositing or investing funds in any manner (but investing only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification);
- 6.19 delegating the management of investments to a financial expert, but only on terms that:
 - 6.19.1 the investment policy is set down in writing for the financial expert by the Directors;
 - 6.19.2 every transaction is reported promptly to the Directors;
 - 6.19.3 the performance of the investments is reviewed regularly with the Directors;
 - 6.19.4 the Directors are entitled to cancel the delegation arrangement at any time;
 - 6.19.5 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 6.19.6 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt;
 - 6.19.7 the financial expert must not do anything outside the powers of the Directors.
- 6.20 arranging for investments or other property of the Charity to be held in the name of a nominee (being a corporate body registered or having an established place of business

- in England and Wales) under the control of the Directors or of a financial expert acting under their instructions and paying any reasonable fee required;
- 6.21 insuring the property of the Charity against any foreseeable risk and taking out other insurance policies to protect the Charity when required;
 - 6.22 indemnifying and insuring the Directors and other officers of the Charity against the costs of: (a) a successful defence to a criminal prosecution brought against them as charity trustees or directors of a charitable company or (b) a successful defence against any claim of personal liability in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;
 - 6.23 subject to Article 7, employing paid or unpaid agents, staff or advisers;
 - 6.24 entering into contracts to provide services to or on behalf of other bodies;
 - 6.25 establishing subsidiary companies to assist or act as agents for the Charity and transferring to any wholly owned subsidiary company (whether or not for consideration in money or money's worth) all or any part of the property of the Charity;
 - 6.26 paying the costs of forming and maintaining the Charity;
 - 6.27 co-operating and entering into arrangements with any authorities, national, local or otherwise;
 - 6.28 receiving and accepting any gift of money, property or other assets, whether subject to any special trust or not;
 - 6.29 issuing appeals, holding public meetings and taking such other steps as may be required for the purpose of procuring contributions to the funds of the Charity in the shape of donations, subscriptions or otherwise;
 - 6.30 making any charitable donation, grant, or other payment in cash and/or other assets;
 - 6.31 establishing and supporting any charitable association or body and subscribing or guaranteeing money for charitable purposes calculated to further the objects of the Charity;
 - 6.32 amalgamating with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Charity and which prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst, their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Charity by this memorandum of association;
 - 6.33 acquiring the assets of and becoming a trustee of a trust known as "The IPA Trust" established by a Declaration of Charitable Trust dated 12 December 1990 and made by Professor Joseph John Sandler Doctor Jacqueline Amati Mehler and Doctor Howard Harvey Schlossman;

- 6.34 doing all of the above things in any part of the world and acting as principals, agents, corporate trustees of any trust or other unincorporated association, contractors or in any other capacity permitted by law, either alone or in conjunction with others and by or through agents, trustees, subcontractors or otherwise; and
- 6.35 doing anything else within the law which promotes or helps to promote the Objects;
- 6.36 in addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
 - 6.36.1 to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - 6.36.2 to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 6.36.3 to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with the Charities Act 2011;
 - 6.36.4 to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with the Charities Act 2011 if it wishes to mortgage land;
 - 6.36.5 to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - 6.36.6 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - 6.36.7 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
 - 6.36.8 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
 - 6.36.9 to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by Article 7 and provided it complies with the conditions in that clause;
 - 6.36.10 to:
 - 6.36.10.1 deposit or invest funds;
 - 6.36.10.2 employ a professional fund-manager; and
 - 6.36.10.3 arrange for the investments or other property of the Charity to be held in the name of a nominee;

In the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- 6.36.11 to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in Article 6.37, but subject to the restrictions specified in Article 6.38;
 - 6.36.12 to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;
 - 6.36.13 to do all such other lawful things as are necessary for the achievement of the Objects.
- 6.37 The liabilities referred to in Article 6.36.11 are:
- 6.37.1 any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;
 - 6.37.2 the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
- 6.38 The following liabilities are excluded from Article 6.37.1:
- 6.38.1 fines;
 - 6.38.2 costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
 - 6.38.3 liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- 6.39 There is excluded from Article 6.37.2 any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

7. **BENEFITS TO MEMBERS AND DIRECTORS**

- 7.1 The income and property of the Charity shall be applied solely towards the promotion of the Objects.
 - 7.2.1 A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.
 - 7.2.2 Subject to the restrictions in Articles 6.37 and 6.38, a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.

- 7.2 None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:
- 7.2.1 a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - 7.2.2 reasonable and proper remuneration for any goods or services supplied to the Charity.
- 7.3 No Director may:
- 7.3.1 buy any goods or services from the Charity;
 - 7.3.2 sell goods, services, or any interest in land to the Charity;
 - 7.3.3 be employed by, or receive any remuneration from the Charity;
 - 7.3.4 receive any other financial benefit from the Charity unless:
 - 7.4.4.1 the payment is permitted by Article 7.5 and the Directors follow the procedure and observe the conditions set out in Article 7.6; or
 - 7.4.4.2 the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
 - 7.3.5 A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
 - 7.3.6 A Director may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Director.
 - 7.3.7 A Director may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors.
 - 7.3.8 A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognised stock exchange and the Director holds no more than 1% of the issued capital of that company.
 - 7.3.9 A Director may receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.
 - 7.4.1 The Charity and its Directors may only rely upon the authority provided by Article 7.5 if each of the following conditions is satisfied:
 - (a) the remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances;
 - (b) the Director is absent from the part of any meeting at which there is discussion of:

- (i) his or her employment or remuneration, or any matter concerning the contract; or
 - (ii) his or her performance in the employment, or his or her performance of the contract; or
 - (iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under Article 7.5;
 - (iv) any other matter relating to a payment or the conferring of any benefit permitted by Article 7.5.
- (c) the Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
- (d) The other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against that disadvantages of doing so (especially the loss of the Director's services as a result of dealing with the Director's conflict of interest).
- (e) The reason for their decision is recorded by the Directors in the minute book.
- (f) A majority of the Directors then in office have received no such payments.

7.4.2 The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:

- (a) a partner;
- (b) an employee;
- (c) a consultant;
- (d) a director; or
- (e) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the

7.5 In Articles 7.2 to 7.6 of this Article 7;

7.5.1 "Charity" shall include any company in which the Charity:

- (a) holds more than 50% of the shares; or
- (b) controls more than 50% of the voting rights attached to the shares; or
- (c) has the right to appoint one or more directors to the Board of the company.

7.5.2 "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.

8. LIMITED LIABILITY

The liability of members is limited.

9. AMENDMENTS TO THE ARTICLES OF ASSOCIATION

These Articles may only be amended by a resolution passed by a majority of not less than three fourths of such members of the Charity as (being entitled to do so) vote in person or by proxy at a general meeting of the Charity of which not less than 14 clear days' notice in writing specifying the intention to propose the resolution has been duly given and only if the form of such resolution has been duly approved in advance by a majority of the Board of Directors.

10. GUARANTEE

Every member promises, if the Charity is dissolved while he, or she or it remains a member or within twelve months thereafter, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Charity while the contributor was a member.

11. DISSOLUTION

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

11.1.1 directly for the Objects; or

11.1.2 by transfer to any charity or charities for purposes similar to the Objects; or

11.1.3 to any charity for use for particular purposes that fall within the Objects.

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

11.2.1 directly for the Objects; or

11.2.2 by transfer to any charity or charities for purposes similar to the Objects; or

11.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

11.3 In no circumstances shall the net assets of the charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such

resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

12. **IPA MEMBERS**

12.1 The IPA is an association of psychoanalysts throughout the world (“IPA Members”), who govern the IPA pursuant to the Rules. IPA Members are trained and qualified for psychoanalytical practice and IPA Membership by Constituent Organisations that apply IPA Criteria. Qualified psychoanalysts from areas not served by an IPA Constituent Organisation may be admitted as Direct Members of the IPA.

12.2 IPA Members are those individual psychoanalysts who meet and comply with applicable IPA Criteria and either:

(a) are members (Full or Associate) of a Component Society or Provisional Society or the Regional Association, provided that the Constituent Organisation maintains IPA Criteria for the qualification of psychoanalysts and admission and supervision of its members, or

(b) are found by the Board to meet IPA Criteria for IPA Direct Membership.

12.3 Under special circumstances or where no Constituent Organisation exists, the Board in its discretion may, by a two-thirds vote of its Entire Voting Membership, accept as an IPA Direct Member any psychoanalyst with adequate training and experience who meets all IPA Criteria for IPA Direct Membership. Those approved by the Board as Direct Members will be announced at the next Business Meeting. IPA Direct Membership terminates when the IPA Member becomes a Full or Associate member of a Component Society or Provisional Society or the Regional Association.

12.4 An IPA Member who is not an IPA Direct Member and relocates may remain an IPA Member by:

(a) retaining membership in a Constituent Organisation, if permitted by the Constituent Organisation’s membership criteria;

(b) achieving membership in another Constituent Organisation; or

(c) being accepted by the IPA as an IPA Direct Member.

12.5 A psychoanalyst with membership in more than one Constituent Organisation must so inform the IPA’s Vice-President in writing and will be deemed a Dual Member. A Dual Member pays IPA dues only through one Constituent Organisation, which shall be located where the IPA Member practises psychoanalysis, unless the Board directs otherwise.

13. **REPRESENTATIVE MEMBERS**

13.1 All IPA Members who are Representatives or Organisational Officers shall be admitted by the Board as Representative Members.

13.2 Representative Members (but not IPA Members who are not Representative Members) shall have the right to receive notice of and to attend and vote at General Meetings.

13.3 In the event that a Representative Member shall cease to be a Representative or Organisational Officer he shall thereby cease to be a Representative Member but shall continue to be an IPA Member unless and until he shall cease to be an IPA Member.

13.4 In the event that a Representative Member shall cease to be an IPA Member he shall thereby cease to be a Representative Member.

14. **TERMINATION OF IPA MEMBERSHIP**

14.1 An IPA Member who is not an IPA Direct Member ceases to be an IPA Member when that person ceases to qualify as a member of a Constituent Organisation, unless the Board grants IPA Direct Membership.

14.2 The Board, after such fact-finding as it deems reasonable and a hearing that permits the IPA Member's position to be presented, by vote of two-thirds of the Board's Entire Voting Membership may suspend or expel an IPA Member for material violation of IPA Criteria. An IPA Member suspended or expelled by the Board may request that an adverse decision be reconsidered by filing a written petition with the President, who shall appoint, subject to the Board's approval, an ad hoc review panel of five (5) senior IPA Members who are not voting members of the Board; the review panel shall review the facts pursuant to procedures prescribed by the Board and issue an advisory recommendation to the Board, which shall review the matter at its next meeting. The Board may suspend its action during such a review.

14.3 The IPA shall not suspend or expel an IPA Member under the preceding paragraph unless the Constituent Organisation, if any, through which the IPA Member is qualified for IPA Membership, has had an opportunity to address the problem.

14.4 A person's IPA Membership shall not be transferable to another person and shall cease on death.

15. **BUSINESS MEETINGS AND CONGRESSES ETC**

15.1 IPA Members exercise supreme control of the IPA by:

15.1.1 participating in biennial Business Meetings, and

15.1.2 voting by IPA Membership ballot to elect Organisational Officers, adopting amendments to the Rules, and taking other actions that must or may be taken by ballot approval by the Rules.

15.2 A Business Meeting of IPA Members shall be held in conjunction with each biennial IPA Congress and shall have general IPA authority to review all actions of the Board and the Organisational Officers.

15.3 A quorum of at least:

- 15.3.1 100 IPA Members may by majority vote accept a report of the Board or any Organisational Officer;
- 15.3.2 150 IPA Members may by majority vote pass any non-binding resolution or action. A non-binding resolution is one that expresses the Meeting's preference but does not take or require any action by or for the IPA or the Board;
- 15.3.3 200 IPA Members may by majority vote approve Component Society or Provisional Society status;
- 15.3.4 300 IPA Members with at least 20% from each Geographical Area, may (a) by a two thirds vote suspend, restrict or terminate the status of a Constituent Organisation or (b) by majority vote adopt any other Binding Resolution.
- 15.4 The Business Meeting shall receive current reports from the President on matters of importance to the IPA, the Treasurer on the finances of the IPA and related organisations, and the Vice-President on (i) the prior two year's significant organisational activities, actions, and developments and (ii) the Board's recommendations for Business Meeting discussion, advice, and action.
- 15.5 The Board shall present an agenda, and accompanying recommendations, for the Business Meeting. This agenda shall contain all matters that (i) the Board presents for consideration and (ii) were raised by petition filed with the Vice-President at least three (3) months prior to the Business Meeting and signed by at least 100 IPA Members, including at least twenty (20) from each Geographical Area ("Petition Resolutions").
- 15.6 Only agenda items presented by the Board or by Petition Resolution (defined in the preceding section) may result in Binding Resolutions of the Business Meeting. Motions from the floor of the Business Meeting may be made by any two (2) IPA Members, and action thereon shall be advisory and not a Binding Resolution.
- 15.7 All Business Meeting resolutions and actions shall be communicated by Survey Method or mail to each Constituent Organisation for communication to its membership, and to the IPA's Direct Members, within three (3) months after the conclusion of the Business Meeting.
- 15.8 IPA Members shall act by mail ballot (or by fax or other reliable means determined by the Board) on the following matters and decisions as provided in the Rules:
- Electing the voting members of the Board
 - Amending the Rules
 - Approving the dissolution or merger of the IPA
 - Matters referred to IPA Membership ballot by the Board or by Binding Resolution of the Business Meeting.
- 15.9 Current Robert's Rules of Order Revised, if applicable, shall govern all IPA meetings (other than General Meetings) to the extent not inconsistent with these Articles, the Rules or any special rules in the Procedural Code.

- 15.10 Every two years an IPA Congress (“Biennial Congress”) shall be held in a location determined by the Board. All IPA Members may attend upon meeting registration and other criteria established by the Board. The Biennial Congress is primarily a forum for scientific and professional education, in which psychoanalysts from the entire IPA Membership deliver papers, discuss developments and meet on organisational and professional matters. An IPA Business Meeting shall be held in conjunction with each Biennial Congress.
- 15.11 The IPA Vice-President (or designee), as directed by the Board, shall ensure that IPA Members are duly informed of important IPA developments and business by periodic publications. These shall include at least one IPA Newsletter or Bulletin each year, which shall provide a report of each IPA Congress and Business Meeting, and a roster of IPA Members, which shall be updated at least once every two (2) years.
- 15.12 Subject to applicable rules adopted by the Board, all IPA Members may attend scientific meetings held by the IPA or any Constituent Organisation.
- 15.13 The Board may from time to time communicate information or gauge IPA Member preferences on important or potentially divisive issues by surveying the IPA Members by *Survey Method*. The mechanisms, methods and goals for surveys shall be developed by the Board in light of pertinent financial, technological, staff, and time considerations.
16. **FINANCES, DUES ETC.**
- 16.1 The annual subscription (dues) shall be established by the Board by at least a two-thirds majority of its Entire Voting Membership.
- 16.2 Annual statements of amounts owed by each Constituent Organisation and IPA Direct Member shall be sent by the Treasurer (or designee) each January, in the absence of extraordinary delay. Dues are due and payable in full by each Constituent Organisation or by IPA Direct Members by 31st July in each calendar year, unless the Board provides otherwise.
- 16.3 Each Constituent Organisation shall (a) collect and pay to the IPA the annual subscriptions (dues) for all IPA Members listed in its membership list (roster) and for pertinent Dual Members and (b) submit to the Treasurer (or designee) an up-to-date report of the number of IPA Members on which the total amount transmitted has been calculated and a complete list (roster) of its IPA Members.
- 16.4 IPA Direct Members shall be directly responsible to the IPA for their dues.
- 16.5 Pursuant to rules and procedures adopted by the Board, failure of a Constituent Organisation or an IPA Direct Member to pay dues to the IPA in a timely fashion may result in termination or suspension of IPA Membership and/or participation.
- 16.6 All requests to reduce, waive or suspend dues shall be directed to the Treasurer (or designee) pursuant to procedures adopted by the Board.
- 16.7 Dues may be paid in U.S. Dollars and any European or other currency approved by the Board, with conversion rates as shall be determined by the Treasurer.

- 16.8 The Board may impose, and shall record in the Procedural Code, penalties for the late payment of dues.
- 16.9 The IPA's assets and income shall belong to it, as a corporate entity, and shall not inure to any IPA Member or other person.
- 16.10 The accounts of the IPA and related entities shall be duly audited every year, and the auditor's report and accounts shall be sent to each member of the Board, be available for inspection by IPA Members, and be presented in summary fashion by the Treasurer to each Business Meeting.

17. **CONSTITUENT AND OTHER ORGANISATIONS**

- 17.1 The IPA's worldwide operations include those of its Constituent Organisations, which are separate entities and do not act as the IPA's agents unless expressly authorised by the IPA in writing.
- 17.2 The IPA's Constituent Organisations are its
- a. Component Societies;
 - b. Regional Association; and
 - c. Provisional Societies.
- 17.3 A Component Society is a group recognised by the IPA as being qualified to train students for the practice of clinical psychoanalysis and to determine their qualification as psychoanalysts in accordance with IPA Criteria.
- 17.3.1 For historical and legal reasons, the IPA has one Regional Association, the American Psychoanalytic Association, which is made up of members of some Psychoanalytical Societies in its geographic area, the United States of America. This Regional Association, within its structure, ultimately (i) exercises responsibility for the training and qualification of psychoanalysts; (ii) recognises subordinate bodies (its Affiliate Societies, Provisional Societies, Study Groups, and training facilities); and (iii) is responsible for developing and overseeing the performance of those subsidiary bodies.
- 17.3.2 The Regional Association's jurisdiction is not exclusive. The IPA may, in the Regional Association's territory, establish and recognise one or more separate Constituent Organisations.
- 17.4 To be recognised to operate as a Provisional Society and thus recognised by the IPA as authorised to train and qualify persons for the practice of psychoanalysis, a group must
- a. contain at least ten (10) IPA Members, at least four (4) of whom are recognised by the Board as competent to conduct training analyses;

- b. be competent to further the objects of the IPA; and
- c. comply with IPA Criteria, including those for reporting, application, training and site visits by a Board Liaison Committee.

The Board, by two-thirds vote of the Board's Entire Voting Membership, may approve interim recognition to a Provisional Society, which will lapse unless ratified by the next Business Meeting.

- 17.5 Each Constituent Organisation must comply with the Rules and the Procedural Code.
 - 17.5.1 The selection, supervision and training of students and their qualification as psychoanalysts shall be carried out by qualified Constituent Organisations and/or their duly authorised training components or affiliates. All applicants, students and members of Constituent Organisations must agree, in writing if so required by the IPA, (a) not to represent themselves as psychoanalysts unless authorised by a Constituent Organisation and (b) to abide by applicable IPA Criteria, including IPA discretion as provided in the Rules.
 - 17.5.2 A Constituent Organisation's recognition of an individual as competent to participate in the training activities of that Constituent Organisation or its training component or affiliate is valid only for that particular Constituent Organisation or its designated Training Institute.
- 17.6 Applications for a change of a Constituent Organisation's status, with requisite supporting information, may be made to the Board pursuant to applicable IPA Criteria, which shall require that the application reach the Vice-President at least three (3) months prior to the next Business Meeting.
- 17.7 Component Societies and Provisional Societies obtain that status by the approval of a Business Meeting on recommendation of the Board.
- 17.8 To retain its status, a Constituent Organisation must comply with current IPA Criteria.
- 17.9 Each Constituent Organisation shall be separately incorporated as a membership organisation or association, if possible under the laws of its territory, via organisational instruments that satisfy IPA Criteria. In jurisdictions with laws that distinguish between business and not-for-profit corporations, a Constituent Organisation shall be the latter.
- 17.10 On the Board's recommendation, the Business Meeting, by at least a two-thirds vote of a quorum of 300 IPA Members, at least 20% of whom are from each Geographical Area, may suspend, restrict or terminate the status of a Constituent Organisation upon finding a material violation of IPA Criteria or inability to maintain the Constituent Organisation's existing status. Each affected Constituent Organisation shall be given an opportunity to present its position to the Board or Business Meeting, whichever is considering termination or suspension of its status.
- 17.11 Between Business Meetings, the Board, by vote of two-thirds of its Entire Voting Membership, may suspend or impose restrictions upon a Constituent Organisation upon finding, after a hearing at which the Board considers the report of its fact-

finding Committee or agent and at which the Constituent Organisation is given an opportunity to present its position, that (a) the Constituent Organisation has materially violated applicable IPA Criteria or (b) the Constituent Organisation's continued IPA relationship poses a serious hazard to the IPA, its Members, its trainees or their adequate training, or the public. An affected Constituent Organisation may appeal the Board's action to the Business Meeting, which may choose to hold a hearing or fact-finding inquiry; however, the Board's action shall remain in effect unless the Business Meeting issues a contrary Binding Resolution.

18. STUDY GROUPS AND ASSOCIATED ORGANISATIONS

- 18.1 To apply for Board recognition as a Study Group, a local group including at all times at least four (4) IPA Members and, perhaps, one or more non-IPA Members, must
 - a. satisfy and comply with pertinent IPA Criteria, which may include recommendations by an Ad Hoc Board Site Visit Committee; and
 - b. be sponsored by a Board Sponsoring Committee, which will assist the Study Group achieve the standards necessary to apply for Provisional Society status.
- 18.2 Study Groups are approved and overseen by the Board and do not collect or pay dues to the IPA.
- 18.3 Each Study Group must comply with the Rules and the Procedural Code.
- 18.4 The selection, supervision and training of students may be carried out by a Study Group only when authorised by, and under the jurisdiction of, the Board Sponsoring Committee. On the recommendation of a Sponsoring Committee, the Board may by a two-thirds vote of its Entire Voting Membership accept a Study Group member as a Direct Member of the IPA. Those approved by the Board as Direct Members will be announced at the next Business Meeting.
- 18.5 The members of a Study Group who are also IPA Direct Members or members of an IPA Component Society, Provisional Society or the Regional Association, must retain their IPA Membership at least until the Study Group is recognised as a Provisional Society.
- 18.6 The Board, by vote of a majority of its Entire Voting Membership, may suspend, restrict or terminate the status of a Study Group, for violation of or failure to meet IPA Criteria, after a hearing at which the Board considers the report of its fact-finding Committee or agent and the Study Group has been given an opportunity to present its position.
- 18.7 The Board may, from time to time, establish relationships with other groups and create guest study groups ("Associated Organisations). The terms of any such relationship shall (a) make clear that the other group, body, or association is not a Constituent Organisation of the IPA and, therefore, is not recognised by the IPA as being authorised to train or qualify psychoanalysts or Members of the IPA, or exercise any other IPA authority of a Constituent Organisation and (b) be subject to periodic review and revision by the IPA.

19. **IPA DISCRETION**

In exercising any authority provided or permitted by the Rules, the IPA and its decision-making bodies and Organisational Officers are vested with discretion to use reasonable judgment in determining, applying and weighing relevant facts and circumstances. Any applicant to, or Member or Constituent Organisation of, the IPA, in seeking or retaining that status, acknowledges the authority and discretion of the IPA and its decision-making Board, Organisational Officers and bodies.

20. **DISCLAIMER OF LIABILITY**

20.1 The admittance by the IPA of any person, or such person's status, as an IPA Member (whether as an IPA Direct Member or through a Constituent Organisation) shall not constitute a guarantee representation or warranty of their competence and accordingly no responsibility is accepted by the IPA for any act or omission by any IPA Member.

20.2 Recognition or authorisation by the IPA of any Constituent Organisation, Study Group or Associated Organisation shall not constitute a guarantee representation or warranty of their competence and accordingly no responsibility is accepted by the IPA for any of their acts or omissions.

21. **THE RULES OF THE IPA**

21.1 The first Rules of the IPA shall be the form of the Rules of the IPA which are adopted by the Board on or after the date of the adoption of these Articles ("the First Rules").

21.2 The Rules (whether the First Rules or any subsequent Rules) may be amended (which expression shall include a replacement) as follows:

21.2.1 Amendments may be initiated by the Board or by a written Petition signed by one hundred (100) IPA Members, at least twenty (20) from each Geographical Area, and filed with the Vice-President.

21.2.2 Each proposed amendment shall be sent to the IPA Membership by Survey Method.

21.2.3 Any amendment initiated by Petition, if so decided by a two-thirds vote of the Board's Entire Voting Membership, may be submitted for consideration at the next Business Meeting before it is sent to IPA Members by IPA Membership ballot.

21.2.4 A ballot, permitting votes for, against, or abstaining, stating the proposed amendment(s) shall be submitted to each IPA Member, accompanied by the Vice-President's summary of IPA Members' views for and against the amendment. The Board shall determine the timing of ballots on proposed amendments it initiates. However, ballots on Petition-initiated proposed amendments shall be submitted to all IPA Members as determined by the Board unless the Board refers the Petition to the Business Meeting, in which case the Business Meeting shall determine the timing of the balloting.

21.2.5 An amendment shall be adopted upon receiving affirmative votes by two-thirds of the IPA Members whose ballots are actually received by mail or

other reliable means determined by the Board as provided in Article 5.8 within the time limit determined by the Board. The IPA Membership shall be notified by Survey Method or by mail of the results of the ballot.

22. CONFLICT WITH THE RULES

22.1 In the event of there being a conflict between any provision of these Articles and any provision of the Rules the relevant provision of these Articles shall prevail provided that any expansion upon and/or explanation of any provision of these Articles in the Rules shall not constitute a conflict with these Articles.

22.2 In the event of any amendment or replacement of any provision of the Rules then (subject to such amendment or replacement complying with English Company Law and English Charity Law), the Representative Members shall make such alterations to these Articles (which expression shall include adopting new Articles of Association) as may be resolved upon by the Board with a view to eliminating such conflict between any provision of these Articles and any provision of the Rules insofar as such conflict shall have arisen as a result of such amendment or replacement.

23. THE PROCEDURAL CODE

23.1 The Procedural Code is a compilation of IPA Criteria and other important IPA policies, procedures and rules. The Procedural Code's contents shall be determined periodically by the Board or as directed by the Rules.

23.2 The first Procedural Code shall be the form of Procedural Code adopted by the Board after the date of adoption of these Articles ("the First Procedural Code").

23.3 The First Procedural Code and any subsequent Procedural Code may be amended or replaced in whole or in part as determined from time to time by the Board.

23.4 In the event of a conflict between the provisions of the Procedural Code and these Articles, the provisions of these Articles shall prevail, provided that any expansion upon and/or explanation of provisions of these Articles in the Procedural Code shall not constitute such a conflict with these Articles.

23.5 In the event of any conflict between the provisions of the Procedural Code and the Rules, the provisions of the Rules shall prevail provided that any expansion upon and/or explanation of provisions of the Rules in the Procedural Code shall not constitute such a conflict with the Rules.

23.6 The contents of the Procedural Code shall be made available to all Constituent Organisations, members of the Board, and committee chairs or co-chairs, and to other IPA Members on request.

24. COMPOSITION OF THE BOARD

24.1 The number of Directors of the IPA shall not be subject to any maximum.

- 24.2 The Board's voting members are the President, the Vice-President, twenty-one Representatives (seven (7) from each Geographical Area) and the Treasurer, all elected by IPA Membership ballot.
- 24.3 Non-voting members. Any Honorary Officers of the IPA shall be non-voting members of the Board. The President-Elect and the Vice-President-Elect shall be non-voting members of the Board.
- 24.4 Representatives. Twenty-One (21) Representatives shall serve as voting members of the Board, seven (7) from each of the three Geographical Areas. Subject to Board-adopted procedures, which shall appear in the Procedural Code, each Representative shall perform duties assigned or delegated by the President or the Board, including reporting to IPA Members and Constituent Organisations in the Representative's Geographical Area.
- 24.5 Honorary Officers, the President-Elect and the Vice-President-Elect may be requested to discharge IPA duties by the President or the Board.
- 24.6 The Board may, by power of attorney or otherwise, appoint any person to be the agent of the IPA for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

25. **RETIREMENT OF DIRECTORS**

Notwithstanding any provision of these Articles or of the Rules, or of the Procedural Code, a member of the Board shall cease to be a member of the Board if:

- (a) he ceases to be or to be eligible to be a Director by virtue of any provision of English Company Law or English Charity Law or he otherwise becomes prohibited by law from being a Director; or
- (b) he resigns office by notice to the Board or to the Vice-President of the Company.

26. **ORGANISATIONAL OFFICERS**

- 26.1 The President is the IPA's chief executive officer and spokesperson. The President shall effectuate and comply with the Board's orders, resolutions, rules, requirements and restrictions, and act consistent with, and in furtherance of the Rules. The President (i) presides at the Business Meeting and other general meetings of the IPA, including meetings of the Board and its Executive Committee, and (ii) appoints the personnel of IPA committees, task forces and other special IPA bodies in consultation with (and subject to rejection by) the Board.
- 26.2 The Vice-President is the IPA's Associate Chief Officer and spokesperson. The Vice-President shall effectuate and comply with the Board's orders, resolutions, rules, requirements and restrictions and act consistently with and in furtherance of the Rules. The Vice-President (i) in the absence of the President, presides at the Business Meeting and other General Meetings of the IPA including meetings of the Board and its Executive and (ii) deliberates with the President concerning the appointments of

the personnel of the IPA Committees, task forces and other special IPA bodies in consultation with (and subject to rejection by) the Board.

- 26.3 The Vice-President presides at meetings in the absence of the President. The President-Elect presides at meetings in the President's absence of the President and Vice-President. The President-Elect, while presiding in the absence of the President and Vice-President at the Board or in other meetings, shall have a vote only to make or break a tie.
- 26.4 Only a Representative from the same Geographical Area as then applies to the presidency may be eligible to be elected by the Board as Interim President.
- 26.5 The President and Vice-President oversee the keeping of the operational, corporate and business records of the IPA and related entities, ensures the proper flow of information to IPA Members and Constituent Organisations, and performs such other duties as are required by the Rules.
- 26.6 The Treasurer, under the Board's direction, oversees the receipt, disbursement, accounting and management of all monies and assets of the IPA and related entities. The Treasurer shall submit financial statements to the Board as required, no less frequently than annually, and to the Business Meeting every two years.

27. ELECTIONS TO AND HOLDING OFFICE

Elected Organisational Officers: Terms

- 27.1 Terms of Elected Officer. The President and Vice-President shall be elected as a team. The President (with Vice-President), Representatives and Treasurer shall serve terms of two (2) years. However, the outgoing Treasurer may, if requested by the President or the Board, serve as a non-voting member of the Board and an advisor to the incoming Treasurer for up to one year.

Geographic Criteria for President and Treasurer

- 27.2 The positions of President (with Vice-President) and Treasurer shall be rotated every four years among the IPA's three Geographical Areas, in the following order: North America, then Europe, then Latin America, then North America, etc.
- 27.3 IPA Membership. Each candidate for President, Vice-President, President-Elect, Vice-President-Elect and Treasurer must be an IPA Member through a Component Society or the Regional Association (except with the Board's express waiver per Article 27.12).

Nomination, Election and Term of Organisational Officers and Representatives

- 27.4 Nominations of candidates for President (with Vice-President), President-Elect (with Vice-President-Elect), Treasurer and Representatives. All provisions of this Article 27.4 shall be carried out pursuant to rules, limits and procedures in the Procedural Code that shall be adopted, and from time to time may be modified, by the Board. Potential nominees for the offices of President (with Vice-President), President-Elect (with Vice-President-Elect), Treasurer and Representatives may be suggested by

Component Societies, by the Regional Association or any of its Affiliate Societies, or from at least ten (10) IPA Members. Nominations for President must include the nomination of a Vice-President or a Vice-President-Elect as they are voted on as a team.

- 27.5 (i) The Vice-President (or designee) shall, by timely notice, direct the Presidents of the Constituent Organisations in each Geographical Area, after consulting the members of their Societies, to select a Regional Nominating Committee of five (5) IPA Members in that Geographical Area and send their names, addresses, and telephone numbers and other contacts to the Vice-President; and
- (ii) Each Regional Nominating Committee shall choose one among them to serve as Chair and shall nominate those IPA Members it judges best qualified for the seven (7) Representatives to the Board, subject to criteria in the Procedural Code. Nominees shall be allocated to ensure a representation from a cross-section of Constituent Organisations and countries.
- 27.6 Each Regional Nominating Committee shall appoint two (2) of its members to serve on the Central Nominating Committee. The six (6) members of the Central Nominating Committee shall choose one among them to serve as Chair. The Central Nominating Committee shall nominate those IPA Members it judges best qualified for each position subject to rules and limits in the Procedural Code. If the incumbent President or Treasurer is standing for re-election, the Central Nominating Committee may nominate only the incumbent.
- 27.7 Nominees for IPA office must (i) be professionally respected, (ii) have demonstrable leadership abilities, (iii) have experience working in and with the IPA, (iv) not have contravened any of the criteria for the removal and replacement of officers in Article 27.24, (v) commit themselves to work for the IPA and attend its Business Meetings, and (vi) not have served on any IPA Nominating Committee since the last IPA elections. A candidate's false statement of qualification shall be grounds for removal from the ballot by the Board or a committee it designates.
- 27.8 The slate of Nominating Committee nominees shall be distributed by Survey Method or mail to all IPA Members by 30 September of the year before the Congress.
- 27.9 Nominations by Petition of IPA Members. A candidate for President (with Vice-President), President-Elect (with Vice-President-Elect) or Treasurer may be nominated by a written petition of at least 150 IPA Members (50 from each Geographical Area). A candidate for Representative may be nominated by a written petition of at least 100 IPA Members from the respective Geographic Area (with not more than 50 from any Constituent Organisation or, in the case of the Regional Association, of any of its Affiliate Societies). Nominations by petition must be accompanied by the written consent of the nominee and actually received by the Vice-President by the end of November of the year preceding a Congress.
- 27.10 Nominee consent to run/serve. Before a nomination becomes valid, the nominee (or nominees as the case of the President and Vice-President, and President-Elect and Vice-President Elect) must consent in a timely manner in writing to run and, if elected, serve the IPA as provided in the Rules. No person may consent to be nominated for more than one office in a given election.

- 27.11 The final slate of candidates (nominees) will be prepared and the official ballot will be dispatched directly to all IPA Members in good standing, together with brief and objective information about each candidate, by March 15 of the Congress year.
- 27.12 Candidate eligibility. Except with the Board's express waiver, a member of a Provisional Society or Study Group, who is not a member of a Component Society or the Regional Association, is not eligible to run for or hold IPA elected office.

President, Vice-President, President-Elect and Vice-President-Elect

- 27.13 The President and Vice-President may stand for re-election for a second two (2) year term if such term is within the quadrennium allocated to the President and Vice-President's Geographical Area.
- 27.14 At the end of the first two (2) year term of the presidential quadrennium of a given Geographical Area, candidates for the office of President-Elect and Vice-President-Elect will be nominated. The persons elected shall serve as President-Elect and Vice-President-Elect. The President-Elect shall succeed to the Presidency and the Vice-President-Elect to the Vice-Presidency at the close of the following Business Meeting.

Voting for Organisational Officers and Representatives

- 27.15 Voting. The President, Vice-President, President-Elect and Vice-President-Elect and Treasurer shall be elected by the whole IPA Membership. The seven (7) Representatives from each Geographical Area shall be elected by the IPA Members in that area.
- 27.16 All ballots received by April 30 of the Congress year, or such earlier date as the Board may establish if it adopts an electronic balloting system, shall be counted. The balloting deadline may be extended prior to the commencement of the balloting period by the Board if, in the Board's reasonable opinion, there are special circumstances which make it appropriate to do so.
- 27.17 When two (2) Presidential Teams, Presidential-Elect Teams or candidates for Treasurer are nominated for any office, a simple majority of the votes cast shall decide.
- 27.18 When three or more Presidential Teams, Presidential-Elect Teams or candidates for Treasurer are nominated each IPA Member shall be provided with a ballot permitting (and describing) Preferential Voting, which will be employed to determine election.

Under the system of Single Transferable Vote, also known as Preferential Voting, the elector is required to enter the figure 1 against the name of the candidate, Presidential Team or Presidential-Elect Team to whom first preference is given. The elector may then, in addition, enter the figures 2, 3 and so on, against the names of any other candidates or Presidential Teams or Presidential-Elect Teams, in order of preference. After progressive elimination of candidates with the lowest number of votes, election is achieved when a candidate acquires more votes than the total votes of the remaining contenders. The details of this system are set out in "Regulations for the Election of One Person By Means of the Single Transferable Vote," Electoral Reform Society, which shall be reproduced on each ballot to which it is pertinent.

- 27.19 Each IPA Member may vote for up to seven (7) candidates for Representative from that IPA Member's Geographical Area. To achieve diversity of representation, the Board may adopt (and shall record in the Procedural Code) rules and limits on the number of Representatives electable from Constituent Organisations and/or countries in any or all Geographical Areas. Subject to any such Board adopted rules and limits, those candidates who receive the most votes will be elected.
- 27.20 Election results will be announced promptly by Survey Method and in the IPA Newsletter and Business Meeting.
- 27.21 Tenure of Office. Newly elected Representatives and Organisational Officers take office at the close of the Business Meeting following their election (or appointment) and serve for two (2) years. Their terms end (unless duly re-elected or re-appointed) at the close of the following Business Meeting.
- 27.22 *Term limits.* An elected Organisational Officer or Representative shall be eligible to serve only two (2) full consecutive terms in the same office, except to the extent that a President-Elect has and Vice-President-Elect have assumed the Presidency before the beginning of the term to which elected.
- 27.23 Organisational Officers, are the IPA's elected and appointed leaders and serve as volunteers.

Removal and Replacement of Organisational Officers

- 27.24 By a vote of two-thirds of its Entire Voting Membership, the Board may remove or suspend from office an Organisational Officer or Representative upon finding, after a review of the pertinent facts and affording the Organisational Officer or Representative an opportunity to present his or her position, that the Organisational Officer or Representative cannot or should not continue to serve because of mental, physical or professional incapacity, malfeasance, illegal or unethical conduct, or chronic neglect of official responsibilities. If an Organisational Officer's available time for IPA affairs is inconsistent with the Board's reasonable expectations or requirements, the Board may, by a vote of two-thirds of its Entire Voting Membership, relieve or reassign that Organisational Officer's responsibilities, or replace or suspend the Organisational Officer, permanently or temporarily.
- 27.25 Replacement of President. If the President dies, resigns, becomes incapacitated or is removed, the Vice-President shall assume the position of President. If the Vice-President is also unavailable for any of the reasons above, a President-Elect and Vice-President-Elect who have held that position for at least twelve (12) months will assume the position of President and Vice-President. Otherwise, the Board (by a majority of the Board's Entire Voting Membership) and Vice-President shall elect an Interim President and Interim Vice-President from among those current voting members of the Board who are from the Geographical Area as then applies to the presidency. The Board shall decide whether to hold a special election, wait until the next scheduled election, or wait until the President-Elect and Vice-President-Elect have been in office at least twelve (12) months.

- 27.26 Replacement of Vice-President. If the Vice-President dies, resigns, becomes incapacitated, or is removed, the President will appoint a replacement Vice-President from the Geographical areas that then applies to the Presidency, with the approval of the majority of the Board's total voting membership. If the President's choice does not receive a majority vote, the Board shall elect (by a majority of the Board's total voting membership) an Interim Vice-President from among the voting members of the Board who are from the Geographical region that then applies to the President.
- 27.27 Replacement of the Treasurer. If the Treasurer dies, resigns, becomes incapacitated or is removed, the President, in the agreement with the Vice-President and with the Board's approval, shall appoint a voting member of the Board from the same Geographical Area as the prior Treasurer to hold this office until a new Treasurer is elected and takes office.
- 27.28 Replacement of Representatives. Any vacant Representative position may be filled by Presidential appointment of an IPA Member, from the same Geographical Area, in agreement with the Vice-President and with the approval of the Board.
- 27.29 The Business Meeting, on recommendation of the Board, may elect an Honorary President and one or more Honorary Vice-Presidents to hold office for up to life.

28. **CORPORATE OFFICERS**

- 28.1 The Board from time to time may designate one or more IPA employees, consultants or agents as Corporate Officers who shall serve at the pleasure of the Board. Corporate Officers are not Board members and have no governance authority, but may exercise ministerial authority in managing the IPA's affairs, pursuant to the Rules, the Procedural Code and pertinent resolutions, budgets, directives, rules and restrictions of the Board.
- 28.2 In the Board's discretion, these Corporate Officers may (but need not) include:
- 28.2.1 an Executive Director who may serve as the IPA's chief administrator or chief operating officer, and whose supervision shall be by the President or the President's designee(s); and/or
- 28.2.2 a Corporate Secretary and one or more Assistant Corporate Secretaries, who may execute corporate instruments and resolutions and maintain corporate records under the Vice-President's supervision.

29. **MANAGEMENT**

- 29.1 The IPA is managed by the Board and, under the Board's and its Executive Committee's supervision, by its Organisational Officers. Newly elected Representatives and Organisational Officers shall take office at the close of the Business Meeting following their election.
- 29.2 The Board adopts and modifies IPA Criteria and establishes rules, procedures and policies for its, and the IPA's operations, all of which must be consistent with the Rules, and any Binding Resolutions adopted by IPA Members.

29.3 No alteration to these Articles shall invalidate with retrospective effect any prior decision of the Board or of the Executive Committee or of Organisational Officers which would otherwise have been valid or authorised had such alteration not been made.

30. **PROCEEDINGS OF DIRECTORS**

30.1 There shall normally be two in person meetings of the Board each year. Additional meetings, in-person or by telephone conference call or by a comparable (and legally valid) communication means, may be called by the Board, the President or by written petition to the Vice-President signed by a majority of the Board's Entire Voting Membership. Notice of each Board meeting, in writing (including telefax and electronic mail) and designed to be received at least thirty (30) days before the meeting if reasonably possible, shall be given by the Vice-President (or designee) to all Board members.

30.2 A majority of the Board's Entire Voting Membership shall constitute a quorum. When a quorum is present at a duly called Board meeting, all actions shall be by vote of a majority of those present unless otherwise required by the Rules or by law.

30.3 Whenever any law or provision of these Articles or the Rules requires the vote or approval of a majority or more of the Board's Entire Voting Membership and such action or resolution has been approved as provided by the preceding sub-section, such majority may be obtained by the Vice-President (or designee) polling all non-attending members of the Board in writing (including fax and electronic mail) and securing sufficient written approval(s) (including fax or electronic mail) to constitute the requisite majority.

30.4 Subject to the provisions of these Articles, the Rules and the Procedural Code, the Directors may regulate their proceedings as they think fit.

30.5 All acts done by a meeting of the Board, or of the Executive Committee or any other Committee, or by a person acting as a Director, or member of such a Committee, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or member of such a Committee, or that any of them were disqualified from holding office or as such a member, or had vacated office, or had ceased to be such a member, or was not entitled to vote, shall be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director or member of such a Committee and had been entitled to vote.

30.6 A resolution in writing signed by all the voting membership of the Board or of the Executive Committee or any other Committee, as the case may be, shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) the Executive Committee or such other Committee duly convened and held and may consist of several documents in the like form each signed by one or more such persons.

31. **ELECTRONIC DECISIONS OF THE BOARD**

31.1 An Electronic Decision is a decision of a majority of the Board's Entire Voting Membership, taken in accordance with this Article 31, where communications can take place through Electronic Means.

31.2 An Electronic Decision can only be taken with regard to:

31.2.1 routine or non-controversial business as determined by the President;

31.2.2 appointment of members to Committees formed under Article 33.

31.3 The President shall not put forward any business to the Board for a decision to be taken as an Electronic Decision where the business is highly consequential, complicated or controversial. This Article 31.3 shall not apply to Article 31.2.2.

31.4 Where one-third of the Board object to a decision being taken in accordance with this Article 31 and this has been communicated to the President, then a decision cannot be taken in accordance with this Article 31 and any such decision shall be invalid and ineffectual. In such cases, the decision shall be taken in accordance with Articles 30.1 – 30.6. This Article 31.4 shall not apply to Article 31.2.2.

31.5 A decision with regard to matters under Article 31.2.1 which is made in accordance with Article 31 shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held, provided the following conditions are complied with:

31.5.1 the business to be determined by an Electronic Decision has been sent to the President by the primary mover and by a second and the President will distribute it to the Board;

31.5.2 the business shall be stated in clear language accompanied by whatever documents are necessary for an informed debate by Electronic Means;

31.5.3 a reasonable period for discussion and debate by Electronic Means shall precede the Electronic Decision (the "Discussion Period"). This Discussion Period shall be no less than 14 days, which shall be extended to a maximum of 28 days during summer months or vacation times. The Discussion Period shall be determined by the President;

31.5.4 on the day after the Discussion Period has ended the Directors shall vote on the decision by connecting to a Prescribed Electronic Site. The period for voting shall be no less than 14 days, which shall be extended to a maximum of 28 days during summer months or vacation times (the "Voting Period"). The Voting Period shall be determined by the President. The Voting Period may terminate earlier if the majority has been achieved;

31.5.5 for the avoidance of doubt, the quorum is satisfied upon the Directors being connected to a Prescribed Electronic Site and the number of votes cast, including abstentions, equals 13 or more;

31.5.6 in determining the votes, the following rules shall apply:

- (a) “Yes” votes shall be counted as “Yes” votes;
- (b) “No” votes shall be counted as “No” votes;
- (c) Abstentions shall be counted as “Abstentions”;
- (d) Non-responses shall be counted as absences from the meeting;

31.5.7 following receipt of responses from the Directors, the President must communicate to the Board (by any means) whether the resolution has been formally approved by the Directors in accordance with this Article 31;

31.5.8 the date of the decision shall be the date of the communication from the President confirming formal approval and the President must ensure a minute of the decision is prepared in accordance with Article 40 (minutes).

31.6 A decision with regard to matters under Article 31.2.2 which is made in accordance with Article 31 shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held, provided the following conditions are complied with:

31.6.1 The President shall submit to the Board at any time a list of proposed appointment(s) to the Committees formed under Article 33 with accompanying biographical sketches of proposed appointees;

31.6.2 the Directors shall vote on the list without discussion or debate;

31.6.3 any Director has the right to remove a name on the list if they consider that the appointment should not be made in accordance with Article 31;

31.6.4 where a name is removed from the list the President can replace a nominee. A reasonable period for discussion and debate by Electronic Means shall precede the Electronic Decision only with regard to the replaced nominee (the “Replacement Nominee Discussion Period”). This Replacement Nominee Discussion Period shall be no less than 14 days, which shall be extended to a maximum of 28 days during summer months or vacation times. The Replacement Nominee Discussion Period shall be determined by the President;

31.6.5 on the day after the Replacement Nominee Discussion Period has ended or where Article 31.6.4 is not applicable 14 days after the President has submitted a list of proposed appointments the Directors shall vote on the proposed appointment(s) by connecting to a Prescribed Electronic Site. The period for voting shall be no less than 14 days, which shall be extended to a maximum of 28 days during summer months or vacation times (the “Voting Period”). The Voting Period shall be determined by the President. The Voting Period may terminate earlier if the majority has been achieved;

31.6.6 for the avoidance of doubt, the quorum is satisfied upon the Directors being connected to a Prescribed Electronic Site and the number of votes cast, including abstentions, equals 13 or more;

31.6.7 in determining the votes, the following rules shall apply:

- (a) FOR to agree appointments;
- (b) AGAINST to vote against the appointments;
- (c) ABSTENTION to record an abstention;

31.6.8 following receipt of responses from the Directors, the President must communicate to Board (by any means) whether the resolution has been formally approved by the Directors in accordance with this Article 31;

31.6.9 the date of the decision shall be the date of the communication from the President confirming formal approval and the President must ensure a minute of the decision is prepared in accordance with Article 40 (minutes).

32. EXECUTIVE COMMITTEE OF THE BOARD

32.1 **Composition.** The Executive Committee of the Board shall consist of the President, the Vice-President, the Treasurer and three Representatives (one (1) from each Geographical Area). These three Representatives are elected by the Board to serve, at the Board's pleasure, terms of up to two years, a maximum of two consecutive terms. The duration of these terms must match the terms for which they were elected to serve as Representatives on the Board. Pursuant to Board-adopted rules and policies, the Executive Committee may invite the President-Elect and/or the Vice-President-Elect to attend Executive Committee meetings without vote. The Executive Director shall participate, without vote, in all Executive Committee meetings except when the Executive Committee meets in executive session.

32.2 Subject to the applicable rules, procedures, restrictions, resolutions, and requirements of the Board or of the Rules, the Executive Committee (i) acts on the Board's behalf between Board meetings and (ii) by vote of two-thirds of its Entire Voting Membership, after seeking advice from all of the Board's voting members may adopt or modify IPA policy. The Board, at its next meeting, shall review Executive Committee minutes and may modify, reject or ratify any Executive Committee action.

32.3 The Executive Committee shall hold at least eight meetings within each twelve month period. A quorum is two-thirds of the Executive Committee's Entire Voting Membership. Meetings may be in person or by telephone conference call or by a comparable (and legally valid) communication means.

32.4 Minutes shall be distributed to all members of the Board within ten (10) business days after each Executive Committee meeting, except when the Board specifies otherwise.

33. **OTHER COMMITTEES**

Other Committees may be established in accordance with the provisions of the Rules or the Procedural Code or as otherwise directed in its discretion by the Board. The Board may delegate any of its powers to any such Committee on such basis as the Board in its discretion may decide. The membership of any such Committee may constitute or include any person or persons who are not members of the Board (whether voting or non-voting). The mandates of all such Committees shall be agreed by the Board. Such powers and mandates may be withdrawn and changed in whole or in part, at any time, at the discretion of the Board. Such Committees shall operate in accordance with the operating procedures for the time being provided for in the Rules or the Procedural Code or as otherwise decided in its discretion by the Board.

34. **REMUNERATION OF DIRECTORS AND EXPENSES**

A Director (as that expression is defined in Article 7) shall be entitled to receive any fees, remuneration or other benefit in money or money's worth (including expenses) to the extent permitted by and subject to compliance with the provisions of Article 7.

35. **INTERESTS**

35.1 Each member of the Board shall:

- (a) fully disclose to the Board any and all actual and apparent conflicts of interest regarding a matter that comes before the Board or otherwise materially affects the IPA's assets or affairs (including, without limitation, conflicts deriving from material financial, family, or organisational interests);
- (b) provide such relevant information as the Board requires to evaluate the conflict and take pertinent action;
- (c) be disqualified from voting (and participating in discussions, if so requested by the Board) on any matter involving a conflict, if so voted by the Board; and
- (d) abide by all laws, provisions of these Articles, the Rules, and rules and decisions pertaining to conflicts, in general or particular, adopted by the Board or by the Business Meeting. Except if disqualified by law, these Articles, the Rules, Business Meeting resolution, or Board resolution or action under this paragraph, or if the Board member chooses to be excused from discussing or voting on a particular matter, each voting member of the Board present at a Board meeting is entitled to vote on all matters coming before the Board.

35.2 The provisions of Article 35 are without prejudice to the duty of a member of the Board who is in any way, whether directly or indirectly, interested in a contract or *proposed contract with the Company to declare the nature of his interest* in accordance with the provisions of English Company Law.

35.3 Subject to the provisions of English Company Law, English Charity Law, the Memorandum and this Article 35, and provided that he has disclosed to the Board the nature and extent of any interest of his, a member of the Board notwithstanding his office:

- 35.3.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - 35.3.2 may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, anybody corporate promoted by the Company or in which the Company is otherwise interested; and
 - 35.3.3 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- 35.4 For the purposes of Article 35.3:
- 35.4.1 a general notice to the Board that a member of the Board is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and
 - 35.4.2 an interest of which a member of the Board has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

36. **GENERAL MEETINGS**

- 36.1 All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 36.2 The Board may call General Meetings and, on the requisition of Representative Members pursuant to the provisions of English Company Law, shall forthwith proceed to convene an Extraordinary General Meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a General Meeting, any Representative Member may call a General Meeting.

37. **NOTICE OF GENERAL MEETINGS**

- 37.1 Any General Meeting shall be called by at least fourteen clear days' notice but may be called by shorter notice if it is so agreed:
 - 37.1.1 in the case of an Annual General Meeting, by all the Representative Members entitled to attend and vote thereat; and
 - 37.1.2 in the case of any other meeting by a majority in number of the Representative Members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the meeting of all Representative Members entitled to attend and vote thereat.

37.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such.

37.3 The notice shall be given to all Representative Members.

37.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.

38. PROCEEDINGS AT GENERAL MEETINGS

38.1 No business shall be transacted at any General Meeting unless a quorum is present. Two persons entitled to vote upon the business to be transacted, each being a Representative Member or a proxy for a Representative Member, shall be a quorum.

38.2 If such a quorum is not present within half an hour from the time appointed for the General Meeting, or if during a General Meeting such a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Board may determine.

38.3 The President shall preside as chairman of the General Meeting. In the President's absence, the Vice-President shall preside as chairman. In the absence of the President and Vice-President, the President-Elect shall preside as chairman. In the absence of the President, Vice-President, and President-Elect the Representative Members present and entitled to vote shall choose one of their number to be chairman.

38.4 The chairman of the General Meeting may, with the consent of the meeting at which a quorum is present (and 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 properly have been transacted at the meeting had the adjournment not taken place. When a General Meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

38.5 A resolution put to the vote of a General Meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of English Company Law, a poll may be demanded:

38.5.1 by the chairman of the meeting; or

38.5.2 by at least two Representative Members having the right to vote at the meeting; or

38.5.3 by a Representative Member or Representative Members representing not less than one-tenth of the total voting rights of all the Representative Members having the right to vote at the meeting;

and a demand by a person as proxy for a Representative Member shall be the same as a demand by the Representative Member.

- 38.6 Unless a poll is duly demanded a declaration by the chairman of the General 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 in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 38.7 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the General Meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 38.8 A poll shall be taken as the chairman of the General Meeting directs and he may appoint scrutineers (who need not be Representative Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.
- 38.9 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the General Meeting shall be entitled to a casting vote in addition to any other vote he may have.
- 38.10 A poll demanded on the election of a chairman of the General Meeting or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman of the General Meeting directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the General Meeting shall continue as if the demand had not been made.
- 38.11 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the General Meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 38.12 A resolution in writing executed by or on behalf of each Representative Member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Representative Members.
- 38.13 On a show of hands every Representative Member entitled to vote on the resolution and who is present in person at the General Meeting shall have one vote. On a poll votes may be given either personally or by proxy and every Representative Member entitled to vote on the resolution and who is present in person or by proxy shall have one vote.
- 38.14 No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time

shall be referred to the chairman of the General Meeting whose decision shall be final and conclusive.

- 38.15 The appointment of a proxy shall be executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

“[Name of the Company]

I

of

being a Representative Member of the above-named company entitled to attend and vote at the meeting hereby appoint

of

or failing him,

of

as my proxy to vote in my name and on my behalf at the Annual/Extraordinary General Meeting of the Company to be held on 20 and at any adjournment thereof.

Signed on 20 .”

- 38.16 Where it is desired to afford Representative Members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):

“[Name of the Company]

I

of

being a Representative Member of the above-named company entitled to attend and vote at the meeting hereby appoint

of

or failing him

of

as my proxy to vote in my name and on my behalf at the Annual/Extraordinary General Meeting of the Company, to be held on 20 and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No.1 *for *against

Resolution No.2 *for *against

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed this day of 20 .”

38.17 The appointment of a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may:

(a)(i) in the case of an instrument in writing be deposited at the Registered Office or at such other place as is specified in the notice convening the General Meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the General Meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

(a)(ii) in the case of an appointment contained in an Electronic Form, where an address had been specified for the purpose of receiving Electronic Means:

(a) in the notice convening the meeting; or

(b) in any instrument of proxy sent out by the Company in relation to the General Meeting; or

(c) in an invitation contained in an Electronic Form to appoint a proxy issued by the Company in relation to the meeting;

be received at such address not less than 48 hours before the time for holding the General Meeting or adjourned meeting at which the person named in the appointment proposes to vote;

(b) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman of the meeting or to the Vice-President;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this Article 38.17 and Article 38.18 “address” in relation to Electronic Means includes any address or number used for the purposes of such communications.

38.18 A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the Registered Office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an Electronic Form, at the address at which such appointment was duly received before the commencement of the General Meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the General Meeting or adjourned meeting) the time appointed for taking the poll.

39. **NOTICES**

39.1 The Company may give any notice to a Representative Member either personally or by sending it by post in a prepaid envelope addressed to the Representative Member at his registered address or by leaving it at that address, or by giving it using Electronic Means to an address for the time being notified to the Company by the Representative Member. In this Article 39.1 “address” in relation to Electronic Means, includes any number or address used for the purposes of such communications.

39.2 A Representative Member present, either in person or by proxy, at any General Meeting of the Company shall be deemed to have received notice of the General Meeting and, where requisite, of the purposes for which it was called.

39.3 Proof that an envelope containing a notice to a Representative Member was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that notice contained in an Electronic Form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an Electronic Form, at the expiration of 48 hours after the time it was sent.

40. **MINUTES**

The Board shall cause minutes to be made in books kept for the purpose of all proceedings at General Meetings and of meetings of the Board including the names of the persons present at each such meeting.

41. **THE SEAL**

The Seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board. The Board may determine who shall sign any

instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by two Directors.

42. ACCOUNTS

No IPA Member other than a Representative Member shall (as such) have any right of inspecting any accounting records or other book or document of the IPA except as conferred by law or authorised by the Board.

43. LIABILITY, INDEMNITY AND INSURANCE

43.1 To the fullest extent allowed by applicable law, no former, current or future IPA Member, Organisational Officer, Representative, Corporate Officer, member (whether voting or non-voting) of the Board or of any Executive or other committee or group, employee or authorised volunteer member (as defined in Article 43.2) shall be personally liable to the IPA or any third party for any act or omission in a corporate capacity.

43.2 To the fullest extent allowed by applicable law, the IPA shall indemnify, and may also insure, each former, current and future IPA Member, Organisational Officer, Representative, Corporate Officer, member (whether voting or non-voting) of the Board or of any Executive or other committee or group, employee and authorised volunteer member for expenses and costs, including reasonable attorney's fees, actually and necessarily incurred in connection with any claim asserted by reason of being or having served or acted in good faith in such capacity. For the purpose of this provision, an "authorised volunteer member" of the IPA is one serving as the chair or member of a duly appointed Committee or fact-finding body or otherwise providing voluntary services as requested by the Board.

44. DISSOLUTION OR MERGER

44.1 The IPA may be dissolved or merged with another entity, subject to compliance with English Charity Law and English Company Law and these Articles, following:

- (a) Board resolution adopted after two months' notice was given to all IPA Members; and
- (b) approval by a two-thirds majority of those IPA Members who vote by IPA Membership ballot.

Upon dissolution, the Organizational Officers, after paying or making provision for all its debts and liabilities, shall deal with the IPA's remaining assets, in a manner consistent with applicable law, exclusively for the purposes set out in these Articles.

SCHEDULE - INTERPRETATION

1. In these Articles:

“Associated Organisation”	means a group recognised by the IPA as an Associated Organisation;
“these Articles”	means these Articles of Association or, as the case may be, the Articles of Association of the IPA for the time being in force;
“Binding Resolutions of the Business Meeting”	means those that: (a) require or prohibit any action by the Board or by an Organisational Officer, which shall remain in effect until the commencement of the next Business Meeting; (b) approve or change the IPA's relationship with a Constituent Organisation or IPA Member; or (c) require that a matter be submitted to the full IPA Membership by IPA Membership ballot;
“Board”	means the IPA's Board of Directors for the time being;
“Business Meeting”	means a Business Meeting of IPA Members;
“clear days”	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
“communication”	means the same as in the Companies Act 2006;
“Component Society”	means a group recognised by the IPA as a Component Society;
“Constituent Organisations”	means the Component Societies and Provisional Societies and the Regional Association;
“Corporate Officers”	means those persons (if any) appointed by the Board (which designates their administrative functions) as Corporate Officers and for the time being holding office as such;
“Dual Member”	means a psychoanalyst with membership in more than one Constituent Organisation;

“Electronic Form” and “Electronic Means”	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
“Electronic Decision”	means a decision taken in accordance with Article 31;
“English Charity Law”	means the laws for the time being in England and Wales governing charities;
“English Company Law”	means the law for the time being in England and Wales governing companies limited by guarantee and not having a share capital;
“Entire Voting Membership”	the Entire Voting Membership of a body, such as the Board, means the total number of persons who serve as voting members of that body at the time, as distinguished from the total number authorised to serve or who are present at a meeting;
“executed”	includes any mode of execution;
“Executive Director”	means the person duly appointed to the office of Executive Director and for the time being holding such office;
“General Meeting”	means an Annual General Meeting or Extraordinary General Meeting of the IPA convened and held in accordance with Articles 36, 37, 38 and 39 of these Articles;
“Geographical Areas”	means those areas into which the IPA Membership is divided being the three Geographical Areas: Europe (plus Australia, Israel and India), Latin America (the Western hemisphere, excluding the United States and Canada), and North America (the United States, Canada and Japan);
“Interim President”	means the person duly elected or appointed to the office of Interim President and for the time being holding such office;
“IPA” or “the Company” or “the Charity”	means this company;
“IPA Congress”	means a Congress of IPA Members as provided for in the Rules;
“IPA Criteria”	means those professional, ethical, training, organisational or operational standards, rules,

procedures, and other requirements (including IPA Membership dues) and prohibitions duly adopted from time to time by the IPA in its discretion, which appear in the Procedural Code and apply to, and must be honoured by, IPA Members and/or Constituent Organisations. Changes in applicable IPA Criteria apply prospectively to IPA Members and Constituent Organisations;

- “IPA Members” means those individual psychoanalysts who meet prevailing IPA Criteria for IPA Membership and who attain IPA Membership status through a Constituent Organisation or by the IPA having accepted them as IPA Direct Members and “IPA Membership” shall bear a corresponding meaning;
- “Organisational Officers” means IPA Members duly elected or appointed to the offices of President (or Interim President), Treasurer and Vice-President;
- “Prescribed Electronic Site” means a secure section of the IPA website that is set up to record each Director’s vote in a manner that is transparent and allows each Director to follow the voting of every other Director including any other rules prescribed by the Directors from time to time;
- “President” means the person duly elected or appointed to the office of the President and for the time being holding such office;
- “President-Elect” means the person duly elected or appointed to the office of President-Elect and for the time being holding such office;
- “Procedural Code” means the Procedural Code of the IPA for the time being in force;
- “Provisional Society” means a group recognised by the IPA as a Provisional Society;
- “Psychoanalysis” The term “psychoanalysis” refers to a theory of personality structure and function and to a specific psychotherapeutic technique. This body of knowledge is based on and derived from fundamental psychological discoveries made by Sigmund Freud. The words “psychoanalysis”, “psychoanalytical”, etc., are the equivalents of the words “psycho-analysis”, “psycho-analytical”, etc.;
- “Regional Association” means the American Psychoanalytical Association;

“Registered Office”	means the registered office of the Company;
“Representative Members”	means IPA Members who are Representatives or Organisational Officers;
“Representatives”	means persons duly elected or appointed as Representatives and for the time being holding such office;
“Rules”	means the Rules of the IPA for the time being in force;
“Seal”	means the common seal (if any) of the IPA;
“Study Group”	means a group recognised by the IPA as a Study Group pursuant to the Rules;
“Survey Method”	means communications to, and possibly from, the IPA’s individual Members, directly or via the IPA’s Constituent Organisations using electronic or other means similar to those that might be employed in “Surveys of Membership” under the Rules. Survey Method seeks to distribute information to (and/or receive it from) the IPA Membership promptly and cost-effectively;
“Treasurer”	means the person duly elected or appointed to the office of Treasurer and for the time being holding such office;
“US IPA”	means the company incorporated in the State of Delaware in the United States of America, known as “The International Psychoanalytical Association”;
“Vice-President”	means the person duly elected or appointed to the office of Vice-President and for the time being holding such office;
“Vice-President-Elect”	means the person, duly elected or appointed to the office of Vice-President-Elect and for the time being holding such office;
“United Kingdom”	means Great Britain and Northern Ireland.

2. The words “he” and “his” refer equally to the words “she” and “hers” respectively, and vice versa.
3. References to an Act of Parliament are references to the Act as Amended or re-enacted from time to time and to any subordinate legislation made under it.

4. For legal purposes only, the official language of the IPA shall be English.
5. For legal purposes, the English-language version of these Articles and of the Rules and the Procedural Code shall be the official versions.
6. The working languages of the IPA are: English, French, German and Spanish.