RULES OF
THE INTERNATIONAL PSYCHOANALYTICAL ASSOCIATION[1]

These Rules serve as the Rules of The IPA, a company incorporated in England and Wales under Registered Number 34967651 limited by guarantee and Registered Charity Number 1071752.

(Adopted pursuant to the Articles of Association)

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[1] This document is organised as follows:
Rules are in Arabic numbers (1, 2, etc.);
Sections in capital letters (A, B, etc.);
Subsections in numbered parentheses ((1), (2), etc.);
Paragraphs in lower-case letters (a, b, etc.); and
Sub-Paragraphs in lower-case roman numbers ((i), (ii), etc.).

Rule 1. IPA ORGANISATIONAL STATUS, HISTORY, STRUCTURE

Section A. Name. The IPA, referred to herein as "the IPA," is the organisation governed by these Rules.

Section B. Corporate Status. The IPA is incorporated in England and Wales under the Companies Acts 1985 to 1989 as a company limited by guarantee under registered number 3496765. The Corporation is governed by the law for the time being in England and Wales governing companies limited by guarantee and not having a share capital ("English Company Law"). It 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 ("English Charity Law").

Section C. Tax-exempt Status. The IPA functions as a charity for the purposes of the United Kingdom tax laws.

Section D. History. The IPA is a professional association of psychoanalysts, founded by Sigmund Freud in 1910, the operations and assets of which are now run and owned by the Corporation.

Section E. IPA Members. The IPA is an association of psychoanalysts throughout the world ("IPA Members"), who govern the IPA pursuant to these Rules. IPA Members are trained and qualified for psychoanalytic 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.

Section F. Constituent Organisations. 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.

Section G. IPA Operations. The IPA may operate in any jurisdiction where it (1) is incorporated or (2) actively conducts substantial operations. The IPA may establish subsidiary entities in the United Kingdom and other jurisdictions, as necessary or desirable to achieve its purposes.

Section H. Administrative offices. The IPA's administrative offices shall be in London, England, unless the Board determines otherwise. The office of the President shall be located in the country where the President resides.

Section I. Corporate authority. The IPA shall possess and may, subject to its Memorandum and Articles of Association, exercise the fullest powers permitted it by English Company Law (subject always to English Charity Law). Without limiting the prior sentence's generality, the IPA's powers include (1) to purchase, lease or otherwise acquire title to or interest in land or premises and (2) to sell, let, assign or otherwise dispose of such land or premises.

Rule 2. PURPOSES OF THE IPA

The IPA shall in promoting its charitable objects:-

Section A. facilitate communication among psychoanalysts and psychoanalytic organisations; educate psychoanalysts and the public, by means of appropriate research, study, publications, scientific congresses and other meetings; and otherwise foster the development of psychoanalytic knowledge and mental health;

Section B. establish, for application by its Constituent Organisations, the essential professional and ethical criteria for selecting, training and qualifying psychoanalysts;

Section C. support the formation and development of, and sound basic criteria for, psychoanalytic organisations;

Section D. inform the public via publications, media and governmental and non-governmental organisations, of the purposes, capacities, and uses of psychoanalysis as a means of promoting and preserving individual and social well-being and health;

Section E. advance the psychoanalytic profession and the professional needs and interests of psychoanalysts; and

Section F. exercise discretion in serving any of the foregoing purposes or objects and making or implementing decisions and actions permitted or required by its Memorandum and Articles of Association and these Rules.

Rule 3. DEFINITIONS AND TERMINOLOGY

Certain important terms used in these Rules are defined as follows:

Section A. Binding Resolutions of the Business Meeting are those that (1) require or prohibit any action by the Board of Representatives or by an Organisational Officer, which shall remain in effect until the commencement of the next Business Meeting;

(2) approve or change the IPA's relationship with a Constituent Organisation or IPA Member; or

(3) require that a matter be submitted to the full IPA Membership by IPA Membership ballot.

Section B. Board of Representatives ("Board") is the IPA's Board of Directors.

Section C. Constituent Organisations. Constituent Organisations are the psychoanalytical Component Societies and Provisional Societies of the IPA.

Section D. The Corporation refers to the English corporation, formed on 21 January 1998, named the IPA.

Section E. Entire Voting Membership. The Entire Voting Membership of a body, such as the Board is 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.

Section F. Gender. The words "he" and "his" refer equally to the words "she" and "hers" respectively, and vice versa.

Section G. Geographical Areas. The IPA's Membership is divided into 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).

Section H. IPA refers to the IPA, the organisation and corporation governed by these Rules.

Section I. IPA Criteria are 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 honored by, IPA Members and/or Constituent Organisations. Changes in applicable IPA Criteria apply prospectively to IPA Members and Constituent Organisations.

Section J. IPA Members are 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.

Section K. Officers. The IPA's Organisational Officers are IPA Members duly elected or appointed to the offices of President (or Interim President), Treasurer and Vice President to manage the IPA, per Rule 7. Corporate Officers, if any, are appointed by the Board, which designates their administrative functions.

Section L. Procedural Code. 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 these Rules.

Section M. 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 the fundamental psychological discoveries made by Sigmund Freud. The words "psychoanalysis," "psychoanalytical," etc., are the equivalents of the words "psycho-analysis," "psycho-analytical," etc.

Section N. Rules. These Rules are the Rules of the IPA adopted pursuant to the Articles of Association of the Corporation.

Section O. Survey Method refers to 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 these Rules. Survey Method seeks to distribute information to (and/or receive it from) the IPA Membership promptly and cost-effectively.

Section P. Exceptional Circumstance. "Acts of God", pandemics, international travel restrictions, volcanic eruptions and other events of a similarly serious level such as would make holding a Business Meeting ill-advised for reasons of safety or practicality taking into account the international nature of IPAs organisation and work.
[NB: "Act of God" is a technical term in English law which refers to out-of-the-ordinary natural events — eg, a volcano eruption or unusually severe weather. There is no religious connotation.]

Rule 4. CONSTITUENT AND OTHER ORGANISATIONS

Section A. Constituent Organisations.

(1) Types of Constituent Organisations. The IPA's Constituent Organisations are its

a. Component Societies;

and

b. Provisional Societies.

(2) Component Society. 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.

(3) Provisional Society. 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.

d. 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.

(4) Obligations of IPA Constituent Organisations. Each Constituent Organisation must comply with these Rules and the Procedural Code.

(5) Training and Qualification of Psychoanalysts.

a. 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 these Rules.

b. 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.

(6) Application for a Change of Status. 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.

(7) Obtaining/retaining Constituent Organisation status.

a. Component Societies and Provisional Societies obtain that status by the approval of a Business Meeting on recommendation of the Board.

b. To retain its status, a Constituent Organisation must comply with current IPA Criteria.

(8) Incorporation. 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.

(9) Termination or Suspension of a Constituent Organisation Status.

a. **By Business Meeting**. 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.

b. **Emergency Suspension by the Board**. 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.

Section B. Study Groups.

(1) Recognition. 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.

(2) Status. Study Groups are approved and overseen by the Board and do not collect or pay dues to the IPA.

(3) Obligations. Each Study Group must comply with these Rules and the Procedural Code.

(4) Training IPA Direct Membership. 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.

(5) IPA Members. The members of a Study Group who are also IPA Direct Members or members of an IPA Component Society or Provisional Society must retain their IPA Membership at least until the Study Group is recognised as a Provisional Society.

(6) Termination or Suspension of a Study Group. 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.

Section C. Associated Organisations. The Board may, from time to time, establish relationships with other groups and create guest study groups. 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.

Section D. Disclaimer of IPA Liability. 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.

Rule 5. MEMBERS OF THE IPA

Section A. Qualifications for Individual IPA Membership. IPA Members are those individual psychoanalysts who meet and comply with applicable IPA Criteria and either:

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

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

Section B. IPA Direct Membership. Under special circumstances or where no Constituent Organisation exits, 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 or Provisional Society.

Section C. Relocation of an IPA Member. An IPA Member who is not an IPA Direct Member and relocates may remain an IPA Member by

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

(2) achieving membership in another Constituent Organisation; or

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

Section D. Dual Membership. 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.

Section E. Termination of IPA Membership.

(1) Loss of Constituent Organisation membership. 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.

(2) Violation of IPA Criteria. 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.

(3) Constituent Organisation Primary Jurisdiction. 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.

Section F. Attendance at Scientific Meetings. Subject to applicable rules adopted by the Board, all IPA Members may attend scientific meetings held by the IPA or any Constituent Organisation.

Section G. Disclaimer of Liability. 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.

Rule 6. GOVERNANCE

Section A. Overview. The IPA is governed by the IPA Members and, pursuant to Rule 7, managed by its Board of Representatives and Organisational Officers.

Section B. IPA Membership governance.

(1) Overview. IPA Members exercise supreme control of the IPA by

a. participating in biennial Business Meetings, and

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

(2) Business Meetings. 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.

a. ***Quorum action by majority vote***. A quorum of at least:

(i) 100 IPA Members may by majority vote accept a report of the Board or any Organisational Officer.

(ii) 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.

(iii) 200 IPA Members may by majority vote approve Component Society or Provisional Society status.

(iv) 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 [per Rule 4, Section A(10)a], or (b) by majority vote adopt any other Binding Resolution (defined Rule 3, Section A(1) and (3)).

b. ***Reports from the Board***. 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.

c. ***Agenda, resolutions introduced by petition***. 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").

d. ***Resolutions of Business Meeting***. 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.

e. ***Notifying IPA Members of Business Meeting Actions***. 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.

(3) Voting by mail ballot. 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 these Rules:

- Electing the voting members of the Board [per Rule 7 Section A(4)a]
- Amending these Rules [per Rule 10 Section A]
- Approving the dissolution or merger of the IPA [per Rule 10 Section B]
- Matters referred to IPA Membership ballot by the Board or by Binding Resolution of the Business Meeting.

Rule 7. MANAGEMENT: BOARD OF REPRESENTATIVES

Section A. Board of Representatives

(1) **Authority and Tenure**. The IPA is managed by its Board of Representatives ("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.

(2) Operating Rules. 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 these Rules, and any Binding Resolutions adopted by IPA Members.

(3) Procedural Code. The contents of the Procedural Code, as defined in Rule 3, Section L, 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.

(4) Composition of the Board.

a. ***Voting Members***. The Board's voting members are the President, Vice President, twenty-one Representatives (seven (7) from each Geographical Area) and the Treasurer, all elected by IPA Membership ballot.

b. ***Non-voting Members***. Any Honorary Officers of the IPA shall be non-voting members of the Board. The President-Elect and Vice President-Elect shall be non-voting members of the Board.

(5) Meetings and Actions of the Board. There shall normally be two meetings of the Board each year. These meetings, and any additional meetings, 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.

(6) Board meetings may be held in person or by telephone conference call or by a comparable (and legally valid) communication means. Subject to these Rules, Board members participate in a Board meeting, or part of a Board meeting, when:

a. the meeting has been called and takes place in accordance with these Rules; and

b. they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

(7) In determining whether Board members are participating in a Board meeting, it is irrelevant where the Board member is, nor is the medium of communication they use relevant.

(8) If all the Board members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

(9) **Quorum; Majority Vote**. 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 these Rules or by law.

(10) **Polling to Achieve Majority or More of the Board's Entire Voting Membership Following a Meeting**. Whenever any law or provision of these 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 pursuant to the preceding subsection (9), such majority may be obtained by the Vice President (or designee) polling all non-attending members of the Board in writing (including telefax and electronic mail) and securing sufficient written approval(s) (including telefax or electronic mail) to constitute the requisite majority.

(11) **Electronic Decisions of the Board**. An Electronic Decision is a decision of a majority of the Board's Entire Voting Membership, taken in accordance with these Rules, where communications can take place through Electronic Means.

(12) An Electronic Decision can only be taken with regard to:

a. routine, non-controversial or uncomplicated business as determined by the President;

b. appointment of members to Committees other than the Executive Committee.

(13) 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 Rule 7A.13 shall not apply to decisions taken with regard to the appointment of members to Committees in accordance with Rule 7A.12(b)."

(14) Where one-third of the Board object to an Electronic Decision being taken with regard to a matter under Rule 7A.12(a) and this has been communicated to the President, then such an Electronic Decision cannot be taken and any such decision shall be invalid and ineffectual. This Rule 7A.14 shall not apply to decisions taken with regard to the appointment of members to Committees other than the Executive Committee.

(15) A decision with regard to matters under Rule 7A.12(a) which is made in accordance with these Rules 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:

a. 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;

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

c. 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 may be extended to a maximum of 28 days at the discretion of the President. The Discussion Period shall be determined by the President;

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

e. 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;

f. in determining the votes, the following rules shall apply:

(i) "Yes" votes shall be counted as "Yes" votes;

(ii) "No" votes shall be counted as "No" votes;

(iii) Abstentions shall be counted as "Abstentions";

(iv) Non-responses shall be counted as absences from the meeting;

g. 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 these Rules;

h. 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.

(16) A decision with regard to matters under Rule 7A.12(b) which is made in accordance with these Rules 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:

a. The President shall submit to the Board at any time a list of proposed appointment(s) to the Committees other than the Executive Committee with accompanying biographical sketches of proposed appointees;

b. the Directors shall vote on the list without discussion or debate;

c. 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 these Rules;

d. 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 may be extended to a maximum of 28 days at the discretion of the President. The Replacement Nominee Discussion Period shall be determined by the President;

e. on the day after the Replacement Nominee Discussion Period has ended or where Rule 7A.16(d) 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 may be extended to a maximum of 28 days at the discretion of the President (the "Voting Period"). The Voting Period shall be determined by the President. The Voting Period may terminate earlier if the majority has been achieved;

f. 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;

g. in determining the votes, the following rules shall apply:

(i) FOR to agree appointments;

(ii) AGAINST to vote against the appointments;

(iii) ABSTENTION to record an abstention;

h. 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 these Rules;

i. 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.

(17) Responsibilities of 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.

(18) Nonvoting Members of the Board. Honorary Officers, the President-Elect and Vice President - Elect may be requested to discharge IPA duties by the President or Board.

(19) Conflicts of Interest. 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 the Articles of Association, these 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, the Articles of Association, these 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.

Section B. Executive Committee of the Board.

(1) Composition. The Executive Committee of the Board consists of the President, Vice President , 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 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.

(2) Authority. Subject to applicable rules, procedures, restrictions, resolutions, and requirements of the Board or of these 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.

(3) Meetings. 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.

(4) Minutes. 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.

Section C. Honorary Officers. 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.

Section D. Surveys of IPA Membership. 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.

Section E. Corporate Officers. 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 these Rules, the Procedural Code, and pertinent resolutions, budgets, directives, rules and restrictions of the Board. In the Board's discretion, these Corporate officers may (but need not) include:

(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

(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.

Rule 8. ORGANISATIONAL OFFICERS OF THE IPA

Section A. Titles and Authorities.

(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, these 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.

(2) **The Vice President** is the IPA's associate chief executive officer and spokesperson. The Vice-President shall effectuate and comply with the Board's orders, resolutions, rules, requirements and restrictions, and act consistent with, and in furtherance of these 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 committees, task forces and other special bodies in consultation with (and subject to rejection by) the Board.

(3) **The Vice President** presides at meetings in the absence of the President. The President-Elect presides at meetings in the absence of the President and the Vice President. The President-Elect, while presiding in the President's and Vice President's absence at the Board or in other meetings, shall have a vote only to make or break a tie.

(4) **The Interim President**. Only a Representative from the same Geographical Area as then applies to the presidency may be eligible, pursuant to Rule 9, Section C(2)(b), to be elected by the Board as Interim President.

(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 these Rules.

(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.

Rule 9. ELECTIONS TO AND HOLDING OFFICE

Section A. Elected Organisational Officers: Terms.

(1) Terms of Elective Office. 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 Board, serve as a non-voting member of Board and an advisor to the incoming Treasurer for up to one year.

(2) Criteria for President and Treasurer.

a. ***Geographic***. 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.

b. ***IPA Membership***. Each candidate for President, Vice President, President-Elect, Vice President-Electand Treasurer must be an IPA Member through a Component Society (except with the Board's express waiver – per Rule 9B(1)h).

Section B. Nomination, Election and Tenure of Organisational Officers and Representatives.

(1) Nominations of candidates for President (with Vice President), President-Elect (with Vice President-Elect), Treasurer, and Representatives.
All provisions of this subsection B(1) 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 or from at least ten (10) IPA Members. Nominations for President must include the nomination of a Vice President as they are voted upon as a team.

a. ***Regional Nominating Committees***.

(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.

b. ***Central Nominating Committee***. 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 with Vice President or Treasurer is standing for re-election, the Central Nominating Committee may nominate only the incumbent. The President may name a different Vice President to serve with him/her for his/her second term.

c. ***Criteria for nomination***. 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 Organisational Officers in Rule 9, Section C(2)a, (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.

d. ***Nominating Committee Slate***. 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.

e. ***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). 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.

f. ***Nominee consent to run/serve***. Before a nomination becomes valid, the nominee must consent (or nominees in the case of the President and Vice-President) in a timely manner in writing to run and, if elected, serve the IPA as provided in these Rules. No person may consent to be nominated for more than one office in a given election.

g. ***Ballot distribution***. 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.

h. ***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, is not eligible to run for or hold IPA elected office.

(2) President, Vice President and President-Elect and Vice President-Elect.

a. 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's and Vice President's Geographical Area.

b. 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 person 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.

(3) Voting for Organisational Officers and Representatives.

a. ***Voting***. The President, Vice President, President-Elect, 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.

b. ***Balloting Deadlines***. 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.

c. ***Electing President, Vice President, President-Elect, Vice President-Elect and Treasurer***.

(i) When two (2) presidential teams or candidates for Treasurer are nominated a simple majority of the votes cast shall decide.

(ii) When three or more presidential 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 or presidential 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, 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.

d. ***Electing Representatives***. 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.

e. ***Announcement of Election Results***. Election results will be announced promptly by Survey Method and in the IPA Newsletter and Business Meeting.

(4) Tenure of office.

a. ***Terms***. Newly elected Representatives and Organisational Officers take office at the close of the Business Meeting following their election and serve for two (2) years. Their terms end (unless duly re-elected) at the close of the following Business Meeting.

b. ***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 and Vice President – Elect has assumed the Presidency before the beginning of the term to which elected.

Section C. Organisational Officers: Voluntary Status, Removal, and Replacement.

(1) Organisational Officers as Volunteers. Organisational Officers, listed above, are the IPA's elected and appointed leaders and serve as volunteers. An Organisational Officer's expenses in serving the IPA may be paid or reimbursed by order of the Board.

(2) Removal and Replacement of Organisational Officers.

a. ***Removal of Organisational Officer***. 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 the Entire Voting Membership, relieve or reassign that Organisational Officer's responsibilities, or replace or suspend the Organisational Officer, permanently or temporarily.

b. ***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 has 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) 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.

c. ***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 area 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 majority of the Board's total voting membership) an interim Vice President from among the voting members of the Board whoa re from the geographical region that then applies to the President.

d. ***Replacement of Treasurer***. If the Treasurer dies, resigns, becomes incapacitated or is removed, the President, in 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.

e. ***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.

Rule 10. AMENDMENTS TO THESE RULES AND DISSOLUTION OR MERGER

Section A. Amendments to these Rules. These Rules may be amended (which expression shall include a replacement) as follows:

(1) **Initiation of Amendments**. 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.

(2) **Distribution of Proposed Amendments**. Each proposed amendment shall be sent to the IPA Membership by Survey Method.

(3) **Referral to Business Meeting**. 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.

(4) **IPA Membership Balloting**. 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.

(5) **Adoption**. 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, pursuant to Rule 6, Section B(3) 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.

Section B. Dissolution or Merger of the IPA.

(1) **IPA Membership approval**. The IPA may be dissolved or merged with another entity, subject to compliance with English Charity Law and English Company Law and the Memorandum and Articles of Association, 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.

(2) **Asset distribution on dissolution**. Upon dissolution, the Organisational 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 forth in its Memorandum and Articles of Association.

Rule 11. DUES, FINANCE, AUDIT

Section A. Annual Subscriptions (Dues).

(1) **Establishing level of dues**. The annual subscription (dues) shall be established by the Board by at least a two-thirds majority of its Entire Voting Membership.

(2) **Annual Statements**. 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.

(3) **Dues obligations of Constituent Organisations**. 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 [per Rule 5, Section D] 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.

(4) **IPA Direct Members**. IPA Direct Members shall be directly responsible to the IPA for their dues.

(5) **Remedies for failure to pay dues**. 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.

(6) **Requests for dues reduction or waiver**. All requests to reduce, waive or suspend dues shall be directed to the Treasurer (or designee) pursuant to procedures adopted by the Board.

(7) **Currency**. 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.

(8) **Late Dues**. The Board may impose, and shall record in the Procedural Code, penalties for the late payment of dues.

Section B. Finance and Audit of Accounts.

(1) **Organisational assets**. 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.

(2) **Audits**. 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.

Rule 12. GENERAL PROVISIONS

Section A. IPA Discretion. In exercising any authority provided or permitted by these 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.

Section B. Biennial Congress. Every two years a Congress of the IPA 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 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.

Section C. Publications for IPA Members. 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.

Section D. Liability and Indemnification.

(1) **Liability**. 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 (2) Below) shall be personally liable to the IPA or any third party for any act or omission in a corporate capacity.

(2) **Indemnification**. 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.

Section E. IPA Languages.

(1) Legal. For legal purposes only the official language of the IPA shall be English. For legal purposes, the English-language version of these Rules shall be the official version.

(2) Working. The working languages of the IPA are: English, French, German, Spanish and Portuguese. (Authority to add further working languages is delegated to the IPA Board, without the need for a vote by the membership.)

Section F. Meeting Rules. Current Robert's Rules of Order Revised, if applicable, shall govern all IPA meetings to the extent not inconsistent with the Articles of Association, these Rules or any special rules in the Procedural Code.

Section G. Board authority in Exceptional Circumstance. Where, in the opinion of a two-thirds majority of the Board of Representatives, it is not practicable to hold a Business Meeting when one would normally be due because of an Exceptional Circumstance, no Business Meeting shall be held that year and all business which would normally be transacted by the Business Meeting which cannot be held may instead be transacted by the Board of Representatives, where a motion will be considered passed as if by a Business Meeting if it achieves a two-thirds majority of the entire voting membership of the Board of Representatives at a meeting that is duly held according to Rule 7A(5) or 7A(6)-(8). In the event of this Rule Section G applying, Rule 6B(2) shall be read accordingly.

Change record

1. Originally approved as the Constitution and Bylaws serving as the corporate "Bylaws" (U.S. legal spelling) of The International Psychoanalytical Association, a nonprofit corporation formed on September 15, 1997 in Delaware (U.S.A.).

2. Ratified by the IPA Membership by mail ballot in May 2001.

3. Change to Rule 6, Section B(2)a on the Business Meeting quorums ratified by the IPA Membership by mail ballot in May 2003.

4. Changes concerning the election system ratified by the IPA Membership by mail ballot in May 2004.

5. Changes to: a) remove the distinction between Globally and Regionally Elected Representatives, b) change of title from 'Secretary' to 'Secretary General', c) delete redundant transition entries, d) move authority on dues decisions from the Business Meeting to the Board, ratified by the IPA Membership by mail ballot in May 2005.

6. Dissolution of the US Company, 'The IPA', ratified by the IPA Membership by mail ballot in May 2005. Revised document approved by the Board on 21 January 2007 as the Rules of the International Psychoanalytical Association on the dissolution of the US Company, 'The IPA', and the transfer of assets, liabilities and activities of that company to the UK Charity, the IPA.

7. Transfer of the authority to appoint IPA Direct members from the Business Meeting to the IPA Board – ratified by the IPA Membership by mail ballot in May 2009.

8. Secretary General replaced with the office of Vice-President to be elected as part of the 'Presidential team' – ratified by the IPA Membership by ballot in April 2010. References to Secretary General left to cover the Secretary General until the position changes in July 2013.

9. Secretary General replaced with the office of Vice President in entire document when first Vice President took over from Secretary General in July 2013.

10. Inclusion of electronic Board meetings and ability to extend voting period prior to the elections - ratified by the Membership by Mail ballot in May 2013.

11. Modifications to the ballot distribution date and balloting deadline for IPA elections - ratified by Membership ballot in May 2017.

12. Addition of section G under Rule 12 to allow the Board, in exceptional circumstances, to make decisions typically reserved for the Business Meeting; and addition of section P under Rule 3 to define "exceptional circumstance" – both additions ratified by Membership ballot in April 2023.

13. Additions to Rule 12 Section E (2) to allow the addition of Portuguese as an IPA language and to delegate authority to the IPA Board for the addition of further languages going forward without the need for a membership vote – amendments ratified by membership ballot in May 2025.

14. Amendments to remove the Regional Association status – ratified by membership ballot in May 2025.