



The British  
Psychological Society

Promoting excellence in psychology

**The British Psychological Society**

**Special General Meeting to be held on Thursday 17 February 2022 at 5.00pm**

**This document is a comparison version of the proposed Royal Charter and Statutes,  
showing the changes to the current Royal Charter and Statutes (tracked)**

# The Royal Charter

**February 2017**

## **The Royal Charter first granted**

at the court at Buckingham Palace, the 26th day of February, 1965.

### **Present,**

THE QUEEN'S MOST EXCELLENT MAJESTY IN COUNCIL

WHEREAS there was this day read at the Board a Report of a Committee of the Lords of Her Majesty's Most Honourable Privy Council, dated the 12th day of February, 1965, in the words following, viz:

"YOUR MAJESTY having been pleased, by Your Order of the 20th day of January, 1964, to refer unto this Committee the humble Petition of the President of the British Psychological Society and others, praying for the grant of a Charter of Incorporation to the said Society:

"THE LORDS OF THE COMMITTEE, in obedience to Your Majesty's said Order of Reference, have taken the said Petition into consideration and do this day agree humbly to report, as their opinion, to Your Majesty, that a Charter may be granted by Your Majesty in terms of the Draft hereunto annexed."

HER MAJESTY having taken into consideration the said Report, and the Draft Charter accompanying it, was pleased, by and with the advice of Her Privy Council, to approve thereof, and to order, as it is hereby ordered, that the Right Honourable Sir Frank Soskice, one of Her Majesty's Principal Secretaries of State, do cause a Warrant to be prepared for Her Majesty's Royal Signature, for passing under the Great Seal a Charter in conformity with the said Draft, which is hereunto annexed.

*W.G. Agnew*

### **and amendments allowed**

*at the court at Buckingham Palace, the 18th day of December, 1987.*

### **Present,**

THE QUEEN'S MOST EXCELLENT MAJESTY IN COUNCIL

WHEREAS the Council of the British Psychological Society has duly made amendments to the Society's Charter:

AND WHEREAS the said amendments have been submitted to Her Majesty in Council for allowance:

NOW, THEREFORE, Her Majesty, having taken the said amendments into consideration, is pleased, by and with the advice of Her Privy Council, to allow the same as set forth in the Schedule to this Order.

*G.I. de Deney*

### **and**

*at the Council Chamber, Whitehall, the 18th day of July, 2001.*

BY THE LORDS OF HER MAJESTY'S MOST HONOURABLE PRIVY COUNCIL

WHEREAS the British Psychological Society has made amendments to its Statutes as set out in the Schedule to this Order:

AND WHEREAS the amendments have been submitted to the Lords of The Privy Council for approval:

NOW, THEREFORE, Their Lordships, having taken the amendments into consideration, are pleased to approve them.

*A.K. Galloway*

### **and amendments allowed**

*at the court at Buckingham Palace, the 10th day of November 2010.*

### **Present,**

THE QUEEN'S MOST EXCELLENT MAJESTY IN COUNCIL

Her Majesty has allowed amendments to the Charter of The British Psychological Society as set out in the Schedule to this Order.

*Judith Simpson*



# ROYAL CHARTER

**ELIZABETH THE SECOND by the Grace of God of the United Kingdom of Great Britain and Northern Ireland and of Our other Realms and Territories Queen, Head of the Commonwealth, Defender of the Faith:**

**TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETINGS!**

**WHEREAS** a Petition has been presented unto Us by the President of the British Psychological Society and others praying that We should be pleased to grant a Charter of Incorporation for the purpose of constituting the British Psychological Society a Corporation with the object among others of acquiring and taking over the properties and liabilities of the Institution known as the British Psychological Society and carrying on and developing its work under such regulations and with such powers as to Us might appear meet and expedient.

**AND WHEREAS** We have taken the said Petition into Our Royal Consideration and are minded to accede thereto.

**NOW THEREFORE KNOW YE** that We by virtue of Our Prerogative Royal and of all other powers Us enabling to do of Our especial grace, certain knowledge and mere motion have granted and ordained and by these Presents do for Us, Our Heirs and Successors grant and ordain as follows:

1. The persons who at the date hereof are members of The Old Institution (being the said Society known as the 'British Psychological Society' whose President presented the said Petition) and all such persons as may hereafter become members of the Corporation hereby constituted shall for ever hereafter be one Body Corporate and Politic by the name of 'The British Psychological Society' ('the Society') and by that name shall and may sue and be sued plead and be impleaded in all Courts whether of law or equity and shall have perpetual succession and a Common Seal which may be changed or varied by them or at their pleasure.
2. In this Our Charter and Statutes unless the context otherwise requires:

(1)

<b>'Affiliates'</b>	shall mean the individuals admitted as affiliates of the Society by the Trustees in accordance with the Statutes;
<b>'Annual General Meeting'</b>	shall mean an annual general meeting of the Members referred to in Article 8 and held in accordance with the Statutes;
<del><b>'Board of Trustees'</b></del>	<del>accordance with Statute 13;</del> shall mean the board of Trustees of the Society;
<del><b>'Boards of the Society'</b></del>	<del>shall mean the Society's decision making boards;</del>
<del><b>'Branches'</b></del>	<del>shall have the meaning set out in Article 10(1);</del>
<b>'Code of Ethics and Conduct'</b>	shall mean the Society's code of ethics and conduct;
<b>'Chief Executive'</b>	means the chief executive officer of the Society or the person by whatever title who holds an equivalent office in place of the chief executive officer including but not limited to any person who acts as interim or acting chief executive officer;
<b>'Connected'</b>	any person falling within one of the following categories:  (a) any spouse, civil partner, parent, child, brother, sister, grandparent or grandchild of a Trustee; or  (b) the spouse or civil partner of any person in (a); or

	<u>(c) any other person in a relationship with a Trustee which may reasonably be regarded as equivalent to such a relationship as is mentioned at (a) or (b); or</u>
	<u>(d) any company, partnership or firm of which a Trustee is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;</u>
<b>'Divisions'</b>	shall have the meaning set out in Article 10(3);
<b>'Effective Date'</b>	<u>the date on which the amendments to the Charter approved by a resolution of the Trustees of the Society, as confirmed by resolution at a Special General Meeting on 17 February 2022, take effect by, and in accordance with, an Order of the Queen in Council;</u>
<b>'Financial Expert'</b>	<u>an individual, company or firm who, or which, is authorised to give investment advice under the Financial Services and Markets Act 2000;</u>
<b>'General Meeting'</b>	shall mean a general meeting of the Members <del>as described at</del> <u>(either an Annual General Meeting or a Special General Meeting) as referred to in Article 8;</u>
<b>'Graduate Basis for Chartered Membership'</b>	<del>Statute 13(1);</del> shall have the meaning <del>as</del> set out <u>in the Statutes;</u> <del>in Statute 4;</del>
<b>'List of Members'</b>	shall mean the list of <del>members</del> <u>Members</u> maintained by the Society <u>in accordance with the Statutes;</u>
<b>'Members'</b>	shall mean <u>the</u> members of the Society namely Student Members, Graduate Members, <u>Associate Members, Full Members,</u> Chartered Members and Honorary Members; <u>(as defined in the Statutes);</u>
<b>'Member Conduct Rules'</b>	shall <del>mean</del> <u>have</u> the <del>member conduct rules of</del> <u>meaning set out in</u> the <del>Society</del> <u>Statutes;</u>
<b>'Member Network'</b>	shall have the meaning <del>as</del> set out in Article <del>12</del> <u>10;</u>

<del>'Officers'</del>	shall mean the officers appointed by the Society;
<del>'The Old Governing Body'</del>	shall mean <del>'Rules'</del> any rules made and amended by the Society from time to time under powers conferred by the Statutes;
<del>'Senate'</del>	shall have the persons constituting a meaning set out in the <del>date hereof</del> Statutes;
<del>the</del>	
	Council of The Old Institution;
<del>'Society'</del>	the <del>'Old Institution'</del> shall have the meaning given in Article 1; <del>'Representative Council'</del> British Psychological Society;
<del>'Sections'</del>	shall have the meaning set out in <del>Statute 21;</del> <del>'the Society'</del> shall have the meaning given in Article 1; Article 10(2);
<del>'Special General Meeting'</del>	shall mean a special general meeting of the <del>Society</del> Members as referred to in Article 8;
<del>'Special Groups'</del>	shall have the meaning set out in Article 10(4);
<del>'Statutes'</del>	shall mean the Statutes of the Society for the time being in force;
<del>'Subscribers'</del> <del>'Trustees'</del>	shall mean <del>subscriber</del> the trustees of the Society; referred to in Article 9 and constituted from time to time in accordance with the Statutes; and
<del>'The Trustees'</del>	shall mean the Board of Trustees of the Society; and
<del>'Writing'</del>	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied by electronic means (for example, by email) or otherwise.

(2) Except where the context otherwise requires words importing the singular number only shall include the plural number and vice versa.

(3) Any reference to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

3.

~~3.~~ The objects of the Society shall be:

(1) to promote the advancement and diffusion of a knowledge of psychology pure and applied and especially to promote the efficiency and usefulness of Members of the Society by setting up a high standard of professional education and knowledge.

(2) Nothing in these objects shall authorise an application of the property of the Society for purposes which are not charitable in accordance with section 7 of the Charities and Trustee Investment (Scotland) Act 2005.

4. In pursuance of those objects and no other the Trustees may exercise the following powers:

(1) to establish, maintain and extend a library of books, works or manuscripts on psychological science, the applications thereof and other subjects allied thereto, and to make provision for a laboratory or laboratories for research in pure and applied psychology;

(2) to maintain a Code of Ethics and Conduct for the guidance of Members and to compel the observance of strict rules of professional conduct as a condition of membership;

(3) to keep a List of Members with such particulars as the ~~Board of~~ Trustees shall decide;

- (4) to institute and conduct examinations and to issue Certificates and Diplomas to persons qualified to practise and teach psychology;
- ~~(5) to make grants of money, books, apparatus or other matters or things for the purpose of promoting invention and research in psychological science, or its applications, or in subjects connected therewith;~~
- ~~(6) to arrange, provide for, or join in arranging and providing for the holding of conferences, national or inter-national exhibitions, meetings, lectures, classes and discussions on subjects of general and special interest to persons interested in psychology, and also for the exhibition of any new, improved or other apparatus for psychological research, and any new or other experiments illustrative of psychological laws or phenomena calculated directly or indirectly to further the objects of the Society or any of them;~~
- (5) to provide and assist in the provision of money, materials or other help;
- (6) to organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- (7) to print, publish and circulate, gratuitously or otherwise, and to sell, lend, issue and distribute gratuitously or otherwise any papers, treatises, books, pamphlets, leaflets or communications made to the Society, or documents relating to psychology, and any reports of the proceedings and accounts of the Society, and for this purpose to cause translations to be made of any such papers, treatises or communications as shall be in a foreign language, and to illustrate any of the publications as the Society may think expedient in connection with the objects of the Society or any of them;

- (8) to invite and collect subscriptions and donations to the funds of the Society by any lawful means;
- (9) ~~to act as trustee trade in the course of any trusts established solely or principally for purposes associated with carrying out~~ the objects of the Society ~~and carry on any other trade which is not expected to give rise to taxable profits;~~
- ~~(10)~~ to incorporate and acquire subsidiary companies to carry on any trade;
- ~~(11)~~ to insure the property of the Society against any foreseeable risk and take out other insurance policies as are considered necessary by the Trustees to protect the Society;
- ~~(12)~~ to provide indemnity insurance to cover the personal liability of the Trustees and other office holders in respect of any negligence, default, breach of trust or breach of duty committed by them in relation to the Society, in accordance with and subject to the conditions in, Section 189 of the Charities Act 2011 and Section 68A of the Charities and Trustee Investment (Scotland) Act 2005 (provided that in the case of an officer who is not a Trustee, the second and third references to “charity trustees” in the said Section 189(1) shall be treated as references to officers of the Society);
- ~~(10)~~(13) to co-operate with other organisations with a view to the promotion of the objects of the Society or any of them;
- ~~(14)~~ ~~in furtherance of these objects to~~ amalgamate or merge with or acquire ~~and dispose or~~ undertake all or any of ~~real or personal~~ the property, liabilities and engagements of any body;
- ~~(15)~~ to undertake and ~~to invest money~~ execute charitable trusts;
- ~~(16)~~ to impose restrictions, which may be revocable or irrevocable, on the use of any property of the Society, ~~including (without limitation) by creating permanent endowment;~~
- ~~(17)~~ to acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- ~~(11)~~(18) to dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Trustees think fit (but only in accordance with the ~~provisions of the Statutes;~~ restrictions imposed by the Charities Act 2011);
- ~~(19)~~ to borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation;
- ~~(20)~~ to invest the Society’s money not immediately required for its objects in or upon any investments, securities, or property;
- ~~(21)~~ to arrange for investments or other property of the Society to be held in the name of a nominee or nominees and pay any reasonable fee required;
- ~~(22)~~ to lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- ~~(23)~~ to open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments; and
- ~~(12)~~(24) to do all such acts and things as are or may be deemed incidental or conducive to the attainment of any of the objects of the Society or the exercise of any of its said powers.

4.5. The Members shall consist of the persons who ~~at the date hereof~~ are members of ~~The Old Institution~~ the Society on the Effective Date within their respective class of membership and such other persons who ~~have met~~ such ~~qualifications in pure and applied psychology~~ eligibility criteria as may be required by the Statutes for the respective classes of

membership ~~hereinafter set out~~ and as may be admitted to membership by the ~~Board of~~ Trustees in accordance with ~~the Statutes, Rules and~~ such ~~regulations~~ rules as may be issued ~~and varied~~ from time to time by the ~~Board of~~ Trustees ~~in this behalf~~. ~~Every Member including those who at the date hereof are members of The Old Institution shall be classed according to his or her qualifications and experience as one of the following:~~

~~(1) — Student Member~~

~~(2) — Graduate Member~~

~~(3) — Chartered Member~~

~~(4) — Honorary Member~~

~~and his or her name entered in the List of Members.~~

~~5. — Subject to and in accordance with the provisions of the Statutes, the Board of Trustees may admit other persons as Subscribers to such privileges and benefits of the Society as they may determine from time to time excepting always the right to vote at General Meetings of Members.~~

6. ~~The qualifications, mode of admission~~ The eligibility, rights, privileges and obligations (including subscriptions) of Members shall, subject as herein provided, be as prescribed by the Statutes and Rules.

~~(1)7.~~ Any Member who shall have acted in breach of the Member Conduct Rules shall be liable to have ~~his or her~~ their membership terminated or suspended or to receive a reprimand in accordance with the procedures laid down in the Statutes.

~~7. — Subject to the provisions of this Our Charter, the rights and obligations of Student Members, Graduate Members, Chartered Members and Honorary Members insofar as they are provided for by the Statutes may be varied or abrogated by any amendment of or addition to the Statutes without any sanction, approval, consent or resolution by any individual or class by a General Meeting.~~

~~8. — The Statutes shall provide for the payment of entrance fees, transfer fees and subscriptions payable by Members.~~

~~9. — Members may use such titles and abbreviations after their names as specified in the Statutes.~~

~~10.8.~~ There shall be held a General Meeting of the Society once in each calendar year (known as the Annual General Meeting) and Special General Meetings at such times as may be necessary or desirable, ~~in every case~~ in accordance with the provisions of the Statutes.

~~11.9.~~ There shall be a Board of Trustees of the Society ~~totalling not less than twelve Members who are Graduate or Chartered Members or Honorary Members who have been Graduate or Chartered Members, comprising the President, Honorary Treasurer, Honorary General Secretary, President Elect, Vice President, the Chairs of the other Boards of the Society and other persons co-opted in a~~ which shall be constituted in such manner and hold office on such terms and for such period as is prescribed by the Statutes.

~~12.10.~~ The ~~Board of~~ Trustees may establish the following Member Networks of the Society, ~~as set out in this Article (accordance with the Member Networks), Statutes~~ to assist in the promotion of its objects ~~and the Statutes shall provide for the activities and conduct of the established and future Branches, Sections, Divisions and Special Groups;~~

- (1) ~~Branches~~ branches in any part of ~~Our~~ the United Kingdom of Great Britain and Northern Ireland; (~~"Branches"~~);
- (2) ~~Sections~~ sections concerned with special branches or aspects of psychology; (~~"Sections"~~);
- (3) ~~Divisions~~ divisions concerned with the standards of professional education and knowledge of their ~~Members;~~ members (~~"Divisions"~~);
- (4) ~~Special~~ special Groups (which may be otherwise designated) concerned with principal areas in which psychologists provide advice, tuition or services; (~~"Special Groups"~~); and
- (5) ~~Other~~ such other groups as the ~~Board of~~ Trustees thinks fit.

~~11.~~ The income ~~of the~~ and property of the Society ~~whencesoever derived~~ shall be applied solely towards the promotion of ~~the~~ its objects.

~~12.~~ No part of the income and property of the Society ~~set forth in this Our Charter and no portion shall~~ may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise ~~howsoever for~~ by way of profit to ~~the Members of the Society. Provided always that with the exception of Members of the Board of Trustees to whom the restrictions of the Charities Act 2006 apply nothing herein contained shall~~ any Member. This shall ~~not~~ prevent ~~the~~ any payment in good faith by the Society:

- (1) to any Member in his, her or its capacity as a beneficiary of the Society;
- (2) of reasonable and proper remuneration to any officers or servants of the Society or to any Member of the Society, for any services actually rendered to the Society, nor the payment Member for any goods or services supplied to the Society (including services performed by the Member under a contract of employment with the Society and the services of an examiner), provided that if such Member is a Trustee, Articles 13 to 14 (inclusive) shall apply;
- (3) of royalties under contract to a Member who is an author or editor under contract, nor the payment of;
- (4) of interest at a reasonable and proper fees rate on money lent by any Member to any the Society;
- (5) of any reasonable and proper rent for premises let by any Member to the Society; and
- (6) to a Member who is also a Trustee or a person Connected to a Trustee which is permitted under Articles 13 or 14.

~~13.~~ No Trustee may:

- (1) sell goods, services or any interest in land to the Society;
- (2) be employed by, or receive any remuneration from, the Society; or
- (3) receive any other financial benefit from the Society;

unless the benefit is permitted under Article 14, authorised by the Statutes or authorised by the court or the Charity Commission. In this Article 13, a "financial benefit" means a benefit,

direct or indirect, which is either money or has a monetary value.

14. A Trustee or person Connected to a Trustee may receive the following benefits from the Society:

- (1) a Trustee or person Connected to a Trustee may receive a benefit from the Society in their capacity as a beneficiary of the Society;
- (2) a Trustee or person Connected to a Trustee may be reimbursed by the Society for, or may pay out of the Society's property, reasonable expenses properly incurred by them when acting on behalf of the Society;
- (3) a Trustee or person Connected to a Trustee may be paid reasonable and proper remuneration by the Society for any goods or services including the services of an examiner appointed by the Board of supplied to the Society on the instructions of the Trustees (excluding, in the case of a Trustee, the service of acting as Trustee and services performed under a contract of employment with the Society) provided that, in relation to the Trustees whether a Member, this provision may not apply to more than half of the Board of Trustees or not provided also that at any given time the in any financial year (and for these purposes this provision shall be treated as applying to a Trustee if it applies to a person who is a person Connected to that Trustee);
- (4) a Trustee or person Connected to a Trustee who is an author or an editor may receive royalties under contract;

~~13. (5) the President and Honorary General Secretary may receive payment out of the property of the Society reasonable and proper remuneration to compensate them the President for the sum or sums of money lost from employment or deducted from their earnings by their employers in respect of time spent on the conduct of the business of the Society, provided that;~~

- ~~(1) (6) such compensation does not exceed the amount that would be regarded as a Trustee or person Connected to a Trustee may receive interest at a reasonable payment for the work undertaken on behalf of and proper rate on money lent to the Society;~~
- ~~(2) a Member shall not vote on any resolution or question relating to any fee payable to him or her, or to his or her conditions of service;~~
- (7) nothing in this a Trustee or person Connected to a Trustee may receive reasonable and proper rent for premises let to the Society;
- (8) the Society may pay reasonable and proper premiums in respect of indemnity insurance effected in accordance with Article shall prevent the 4(8); and
- (9) a Trustee may receive payment under an indemnity from the Society in accordance with the indemnity provisions set out at Article 16,

provided that where benefits are conferred under Article 14, the Society's conflict of interest at a rate not exceeding five per cent per annum on money procedures must be complied with by the relevant Trustee in relation to any decisions regarding the benefit.

15. If the Society is registered with the Office of the Scottish Charity Regulator the additional requirements under section 67 of the Charities and Trustee Investment (Scotland) Act 2005 must be complied with.

- ~~(3) Without prejudice to any indemnity to which may a Trustee might otherwise be borrowed for the purposes of entitled, the Society from any Members shall indemnify every Trustee of the Society;~~
- ~~(4) nothing in this Article shall prevent the payment of any premium in respect of any indemnity insurance to cover the liability of the Board of Trustees which by virtue of any rule of law would otherwise attach to in respect of all claims made against them in respect of any negligence, default, breach of trust liability arising from or breach of duty of which they may be guilty in relation to respect of the Society, provided that any such insurance the right of a Trustee to an indemnity under this clause shall not extend to any~~

claim arising from ~~any act~~ wilful fraud or wrongdoing or wrongful omission on their part. No  
Trustee shall be liable for any loss to the Society except in relation to loss caused by wilful  
fraud or omission which the Trustees knew to be a breach of trust ~~wrongdoing or~~  
~~breach of duty or which was committed by the Trustees in reckless disregard of~~  
~~whether it was a breach of trust or breach of duty and provided also that any such~~  
~~insurance shall not extend to the costs of an unsuccessful defence to a criminal~~  
~~prosecution brought against the Trustees in their capacity as Trustees of the~~  
~~Society.~~

~~14.16. Subject to the provisions of this Our Charter and of the Statutes the Board of Trustees shall have the management and control of the affairs of the Society and the administration of all the property and income thereof with power to delegate all or any of wrongful omission on their powers to part Committees or Sub-Committees from among their own number or otherwise appointed for the purpose. Provided that no resolution passed at a meeting of a Committee or Sub-Committee shall take effect unless a majority of the persons present at such meeting are Members or the resolution is confirmed by the Board of Trustees.~~

~~15.17. The Statutes set forth in the Schedule hereto shall be the Statutes of the Society until the same shall be amended in manner hereinafter provided.~~

~~16.18. The Board of Trustees shall have full power but subject always to the provisions of this Our Charter to make and when made to amend Statutes touching the government of the Society, the appointment and removal of all persons employed in or in connection with the Society and any other matters whatsoever relating to the administration and management of the Society. Provided that no amendment to the Statutes shall have any force or effect unless and until the same shall have been approved by resolution passed by a majority of the Members voting at a General Meeting convened by notice specifying clearly the substance of the amendment proposed nor until it shall have been approved by the Lords of Our Most Honourable Privy Council of which approval a Certificate under the hand of the Clerk of Our said Privy Council shall be conclusive evidence.~~

~~17.19. True accounts shall be kept of the income and expenditure of the Society. There shall be an audit of the Accounts ~~accounts~~ of the Society made every year ~~by one or more duly qualified Auditors to and the auditors shall make a report to the Society. The auditors, who must be a firm of registered auditors under the Companies Act 2006, shall~~ be appointed by the Members in General Meeting. ~~The Auditors shall make a report to the Society. If more Auditors than one be appointed the continuing Auditor or Auditors~~ The Trustees shall have the power to ~~act notwithstanding any appoint auditors to fill a casual vacancy. No person shall be qualified for, if necessary, but such appointment as Auditor unless he or she is a person who would be approved by the Department of Business Enterprise and Regulatory Reform as an auditor for a public company with limited liability. shall only apply until the next Annual General Meeting.~~~~

~~18.20. It shall be lawful for the Society with the sanction of two consecutive Special General Meetings thereof called for the purpose to surrender this Our Charter subject to the sanction of Us, Our Heirs or Successors in Council and upon such terms as We or They may consider fit and to wind up or otherwise deal with the affairs of the Society in such manner as shall be directed by such General Meetings or in default of such directions as the ~~Board of~~ Trustees shall think expedient having due regard to the liabilities of the Society for the time being. If upon the winding up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Society under or by virtue of ~~Article 13~~ Articles 11 and 12 hereof, such institution or institutions to be determined by the Members of the Society at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object. Throughout this our Charter and the Statute of the ~~Board of~~ Trustees, 'charitable' means charitable in accordance with the law of England and Wales provided that it will not include any purpose which is not charitable in accordance with any statutory provision regarding the meaning of the word 'charitable' or the words 'charitable purposes' in force in any part of the United Kingdom. For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England and Wales.~~

~~19. The Board of Trustees may by resolution in that behalf passed at any meeting by a majority of not less than two-thirds of the Trustees present and voting (and being an absolute~~

21. majority of all members of the ~~Board of~~ Trustees) and confirmed at a Special General Meeting held not less than one month nor more than four months afterwards by a majority of not less than two-thirds of the Members voting, amend or add to this Our Charter and such amendment or addition shall when allowed by Us, Our Heirs or Successors in Council become effectual so that this Our Charter shall thenceforward continue and operate as though it had been originally granted and made accordingly. The provision shall apply to this Our Charter as amended or added to in manner aforesaid.

~~20:22.~~ Lastly We do by these Presents for Us, Our Heirs and Successors grant and declare that these Our Charter and Statutes shall be in all things valid and effectual in law according to the true intent and meaning thereof and shall be taken, construed, adjudged in the most favourable and beneficial sense for the best advantage of the Society as well in Our Courts of Record as elsewhere by all Judges, Justices, Officers, Ministers and other subjects whatsoever for Us and Successors any non-recital or other omission, defect or thing to the contrary notwithstanding.

IN WITNESS whereof We have caused these Our Letters to be made Patent. WITNESS Ourselves at Westminster the third day of May in the Fourteenth year of Our Reign.

**BY WARRANT UNDER THE QUEEN'S SIGN MANUAL**

## STATUTES

### 1. Interpretation

- (1) These Statutes are subject to the Charter and shall be read in conjunction with the Charter. If any inconsistency exists between these Statutes and the Charter, the Charter shall prevail.

~~(2)~~(1) In these Statutes words defined in ~~Our~~the Charter shall have the same meaning in these Statutes.

### 2. Members

- ~~(1) The Trustees may admit such eligible candidates to be Members as they deem fit.~~
- ~~(2) The Trustees may make rules dealing with the conduct of Members and the procedure for dealing with conduct issues which shall be known as the 'Member Conduct Rules'.~~
- ~~(3) No person shall be admitted to membership until they have given an undertaking as determined by the Trustees which shall include but not be limited to requirements to abide by the Member Conduct Rules and the Code of Ethics and Conduct.~~
- ~~(4) Every person whose name is entered ~~on~~in the List of Members shall thereupon become and be a Member. ~~The names of all persons~~~~
- ~~(5) The Trustees shall have the right to refuse to admit a candidate to membership who, in the opinion of the Trustees, has breached the Member Conduct Rules (or would be in breach of the Member Conduct Rules if they were ~~Members of The Old Institution or a Member~~).~~
- ~~(6) Applicants for admission to any grade of membership (with the exception of Honorary Members) who ~~shall be admitted as Members~~are refused admission shall have the right of appeal in accordance with ~~the provisions of these Statutes shall be entered on the List of Members.~~ No person shall be admitted to be a Member until ~~he~~ such procedures determined by the Trustees.~~
- ~~(7) Any Member may have their membership suspended for a period and/or ~~she~~ shall have signed an undertaking as provided by the Rules. An application for admission as a Member shall be made in the manner prescribed by the Rules.terminated in line with the Member Conduct Rules and/or Rules. Any Member whose membership is suspended or terminated in accordance with this Statute shall have the right of appeal in accordance with the appeals procedure set out in the Member Conduct Rules.~~

### 3. Student Members

- (1) All persons who ~~were Student Subscribers of The Old Institution or who~~ are admitted ~~as hereinafter provided~~in accordance with this Statute 3 shall be Student Members and may describe themselves as a Student Member of the British Psychological Society- ("Student Members").
- (2) A candidate for admission as a Student Member shall satisfy the ~~Board of Trustees~~ that ~~he or she is~~they are a bona fide student registered on a course recognised by the ~~Board of Trustees~~ as being of a breadth and standard appropriate for the Graduate Basis for Chartered Membership (as defined at Statute ~~4(2)(a)(ii)-3~~) or other programme of study accredited by the Society against its standards or delivered by the Society.
- ~~(3) Student Members shall not be entitled to use any abbreviation after their name.~~
- ~~(3) The Board of Trustees shall have the right to refuse to admit a candidate to Student Membership who, in the opinion of the Board of Trustees, has breached the Member Conduct Rules as approved by the Board of Trustees. Applicants who are refused admission shall have the right of appeal. Those wishing to appeal shall notify the Honorary General Secretary of the Society in writing, who shall request the Board of Trustees to appoint a suitable person to hear the appeal in line with the Member Conduct Rules.~~

### 4. Graduate Members

- (1) ~~All persons who were elected Graduate Members or Ordinary Members of The Old Institution, all persons who were Fellows or Associate Fellows of the old Institution who were not at the date these Statutes came into effect entered on the Register of~~

~~Chartered Psychologists, and all persons who are admitted as hereinafter provided~~All persons who are admitted in accordance with this Statute 4 shall be Graduate Members and may describe themselves as a Graduate Member of the British Psychological Society- (“Graduate Members”).

(2) A candidate for admission as a Graduate Member:

- (a) ~~shall~~must satisfy the ~~Board of~~ Trustees that ~~he or she has~~they have either:
- (i) obtained an undergraduate degree conferred by an Institution of Higher Education for which psychology has been taken as a main subject and which is regarded by the ~~Board of~~ Trustees as covering appropriate areas of psychology to an appropriate breadth or standard; or
  - (ii) for graduates not covered under Statute 4(2)(a)(i) above, has such further experience or postgraduate qualifications in psychology as determined by the ~~Board of~~ Trustees as shall assure the ~~Board of~~ Trustees that the applicant has at least as broad a knowledge and understanding of the areas of psychology as that required in Statute 4(2)(a)(i) above and to the same standard.

(3) Candidates who have the qualifications referred to in Statutes 4(2)(a)(i) or 4(2)(a)(ii) may be referred to as having the ‘Graduate Basis for Chartered Membership’ ~~(GBC)~~.

~~(3)(4) The Board of Trustees may admit such eligible candidates to be Graduate Members as it thinks fit, shall be entitled to use after their name the abbreviation ‘GMBPsS’.~~

~~(4) **Associate** The Board of Trustees shall have the right to refuse to admit a candidate to Graduate Membership who, in the opinion of the Board of Trustees, has breached the Member Conduct Rules. Applicants who are refused admission shall have the right of appeal. Those wishing to appeal shall notify the Honorary General Secretary of the Society in writing within fourteen days of the date of the letter from the Society notifying the applicant of refused admission, who shall request the Board of Trustees to appoint a suitable person to hear the appeal in line with the Member Conduct Rules.~~

## **5. Chartered Members**

### **5. All persons who were entered on the Register of Members**

- (1) All persons who are admitted in accordance with this Statute 5 shall be Associate Members and may describe themselves as an Associate Member of the British Psychological Society (“Associate Members”).
- (2) A candidate for admission as an Associate Member must satisfy the Trustees that they have successfully completed an accredited programme of study to qualify for a role in the wider psychological workforce as determined by the Trustees for the grade of Associate Member.
- (3) Associate members shall be entitled to use after their name the abbreviation ‘AMBPsS’.

## **6. Full Members**

- (1) All persons who are admitted in accordance with this Statute 6 shall be Full Members and may describe themselves as a Full Member of the British Psychological Society (“Full Members”).
- (2) A candidate for admission as a Full Member shall satisfy the Trustees that they have a Graduate Basis for Chartered Membership and have:
  - (a) obtained a postgraduate degree conferred by an Institution of Higher Education for which psychology has been taken as a main subject and which is regarded by the Trustees as covering appropriate areas of psychology to an appropriate breadth or standard, and such further experience or qualifications as determined by the Trustees for the grade of Full Member;
  - (b) successfully completed an accredited programme of study to qualify for a role in the wider psychological workforce as determined by the Trustees for the grade of Full Member; or
  - (c) met the competencies as determined by the Trustees for the grade of Full Member.
- (3) Full Members shall be entitled to use after their name the abbreviation ‘FMBPsS’.

## **7. Chartered Psychologists at the date these Statutes come into force and all Members**

~~(1) All persons who are admitted as hereinafter provided in accordance with this Statute 7 shall be Chartered Members and may describe themselves as a Chartered member Member of the British Psychological Society- (“Chartered Members”).~~

~~(2)(1) A candidate for admission as a Chartered Member shall both:~~

~~(a) have the Graduate Basis for Chartered Membership; and~~

~~(b)(a) since the date of conferral of a qualification referred to in Statute 4 (2)(a)(i) or from the first date of becoming eligible for exemption from it under Statute 4(2)(a)(ii) shall have successfully completed a period of study of, or practice in, psychology, or a combination of both, acceptable to the ~~Board of~~ Trustees, the relevant period being of three years duration if full-time or an equivalent period if part-time, or such greater period as the ~~Board of~~ Trustees may stipulate.~~

~~(3) The Board of Trustees may admit such eligible candidates to be Chartered Members as it~~

thinks fit.

~~(4) The Board of Trustees shall have the right to refuse to admit a candidate to Chartered Membership who, in the opinion of the Board of Trustees, has breached the Member Conduct Rules. Applicants who are refused admission shall have the right of appeal. Those wishing to appeal shall notify the Honorary General Secretary of the Society in writing, who shall request the Board of Trustees to appoint a suitable person to hear the appeal in line with the Member Conduct Rules.~~

**6. — Honorary Members**

~~(1) Honorary Fellows and Honorary Life Members of The Old Institution shall be Honorary Members, may describe themselves as Honorary Member of the British Psychological Society and may retain the title Honorary Fellow or Honorary Life Member.~~

~~(2) The Board of Trustees may recommend for admission to Honorary Membership and award of the titles Honorary Fellow and Honorary Life Member, by acclamation at a General Meeting, persons of distinction who have satisfied such criteria as approved by the Board of Trustees from time to time.~~

## **7. Undertaking required of Members**

- ~~(1) No person shall be admitted to Membership until he or she shall have signed an undertaking as determined by the Board of Trustees, to abide by the Member Conduct Rules and the guidance provided by the Code of Ethics and Conduct.~~
- ~~(2) Removal from the List of Members~~

~~Any Member who breaches the Member Conduct Rules may have his or her membership terminated or suspended for a period in line with the Member Conduct Rules which will be approved by the Board of Trustees from time to time. Any Member whose membership is suspended or terminated in accordance with this Statute shall have the right of appeal in accordance with the appeals procedure set out in the Member Conduct Rules.~~

## **8. Associate Fellows**

- ~~(1) Associate Fellows of The Old Institution shall be entitled to use the title Associate Fellow.~~
- ~~(2) To be eligible for the award of the title of Associate Fellow a candidate shall be a Member and shall satisfy the Board of Trustees that, since first being eligible for Graduate Membership, he or she has satisfied such criteria as provided in the Rules.~~
- ~~(3) The Board of Trustees may award the title Associate Fellow to such eligible candidates as it thinks fit.~~
- ~~(4) Associate Fellows shall be entitled to use after their name the abbreviation 'AFBPsS'.~~

## **9.1. Fellows**

- ~~(1) Fellows of The old Institution shall be awarded the title Fellow.~~
- ~~(2) No Member shall be eligible for the award of the title Fellow unless he or she shall have satisfied such criteria as provided in the Rules.~~
- ~~(3) The Board of Trustees may award the title Fellow to such eligible candidates as it thinks fit.~~
- ~~(4) Members may not use the title Associate Fellow in addition to the title Fellow~~
- ~~(5) Fellows shall be entitled to use after their name the abbreviation 'FBPsS'.~~

## **10. Membership Grades and Abbreviations**

### **(1) Student Members**

- ~~(1) Student Members shall not be entitled to use any abbreviation after their name.~~

### **(2) Graduate Members**

~~Graduate members shall be entitled to use after their name the abbreviation 'MBPsS' save where the Board of Trustees has conferred a title.~~

### **(3) Chartered Members**

- ~~(1) Chartered members shall be entitled to use the title 'Chartered Psychologist' and to use after their name the abbreviation 'C.Psychol.' in addition to any title awarded by the Board of Trustees.~~

## **(4)8. Honorary Members**

- ~~(1) The Trustees may recommend for admission as Honorary Members and award of the Honorary Member titles "Honorary Fellow" and "Honorary Life Member", by the approval of a General Meeting, persons of distinction who have satisfied such criteria as approved by the Trustees from time to time ("Honorary Members").~~
- ~~(2) Honorary Members may describe themselves as an Honorary Member of the British Psychological Society and may use the title Honorary Fellow or Honorary Life Member as appropriate.~~
- ~~(a)(3) Honorary Fellows shall be entitled to use after their name the abbreviation 'HonFBPsS'~~
- ~~(b)(4) Honorary Life Members shall be entitled to use after their name the abbreviation 'HonMBPsS'~~

~~(e)~~(5) Members may not use the title Fellow in addition to the title Honorary Fellow.

~~(d)~~(6) Honorary Members who were Chartered Members at the time of their admission to Honorary Membership may continue to use the title 'Chartered Psychologist' and to use after their name the abbreviation 'C.Psychol.'

(7) The Trustees may remove an Honorary Member and/or the award of the Honorary Member title at any time.

## **9. Associate Fellows**

(1) The Trustees may award the title Associate Fellow to such eligible candidates as they deem fit and remove it at any time.

(2) Any Member (with the exception of a Member who is a Student Member or Honorary Member) is eligible for the award of the title of Associate Fellow provided they satisfy the Trustees that they have met such criteria as provided in the Rules.

(3) Associate Fellows shall be entitled to use the title Associate Fellow and to use after their name the abbreviation 'AFBPsS'.

## **10. Fellows**

## ~~11. Subscribers~~

- ~~(1) All persons who were elected Affiliates or Foreign Affiliates of The Old Institution shall be Subscribers.~~
- ~~(1) The Board of Trustees shall~~ The Trustees may award the title Fellow to such eligible candidates as they deem fit and remove it at any time.
- ~~(2) Any Member (with the exception of a Member who is a Student Member or Honorary Member) is eligible for the award of the title of Fellow provided they satisfy the Trustees that they have met such criteria as provided in the Rules.~~
- ~~(3) Fellows shall be entitled to use the title Fellow and to use after their name the abbreviation 'FBPs' and may not use the title Associate Fellow.~~

## 11. Affiliates

- ~~(2)~~(1) The Trustees may admit individuals as Affiliates of the Society and determine the rights, privileges and benefits of ~~Subscribers~~Affiliates. For the avoidance of doubt, Affiliates are not Members of the Society and do not have the right to vote at General Meetings of Members.
- ~~(3)~~(1) The ~~Board of~~ Trustees may at any time terminate the rights, privileges and benefits of ~~Subscribers~~Affiliates.
- ~~(4)~~(1) ~~Subscribers shall~~Affiliates may not use the description '~~Subscriber~~Affiliate of The British Psychological Society' in any context.

## 12. The List of Members

- (1) The ~~Board of~~ Trustees shall, in accordance with the Charter, maintain a List of Members which shall, subject to the provisions set out in this Statute, include the name of every Member and such other particulars as determined by the ~~Board of~~ Trustees.
- (2) The Society shall promptly upon the admission of each Member, provided such Member has complied with the provisions of these Statutes, arrange for the particulars of that Member to be entered on the List of Members and upon ~~his or her~~their ceasing for any reason to be a Member, or being suspended from Membership, shall remove ~~his or her~~their name from the list.
- (3) The Society shall issue each Member a Certificate of Membership. A duplicate Certificate may be issued at such fee as may be prescribed.
- ~~(4)~~ The ~~Board of~~ Trustees shall make ~~regulations with respect to~~rules governing the procedures for making applications for membership, making an appeal on the rejection of an application, the form and keeping of the List of Members and the making of entries and alterations therein and in particular:
- ~~(a)~~ regulating the making of applications for membership and providing for the evidence to be produced in support of any such applications;
  - ~~(b)~~ determining procedures by which candidates for membership whose applications are rejected may appeal to the Society for reconsideration;
  - ~~(c)~~ providing for the notification to the Society's officials of any changes in the particulars relating to Members on the List of Members and for the removal of such information from the List of Members;
  - ~~(d)~~ determining a period of time by which all Members must notify the Society of a change of address;
  - ~~(e)~~ providing for the entry in the List of Members of such additional information relating to Members as the Board of Trustees shall deem appropriate and for the removal of such information from the List of Members;
- ~~(f)~~(4) authorising the Society's officials to erase from the List of Members the name of a person whose membership fee remains unpaid or who, after the prescribed notice and

warnings, fails to supply ~~information required up to ensure that the date~~ particulars ~~entered for entry~~ in the List of Members ~~are correct~~;

~~(g) — determining a period of time after which if a membership fee remains unpaid, the Board of Trustees may authorise its officials to remove from the List of Members the name of the Member whose fee is unpaid.~~

### 13. Meetings of Members

(1) The Society shall hold meetings of Members called General Meetings.

~~(2)~~(1) In accordance with the Charter, a General Meeting shall be held once in every calendar year and shall be known as the Annual General Meeting. At this meeting the business to be transacted shall include the consideration of the accounts, the reports of the ~~Board of Trustees and Auditors~~auditors, the election of ~~Officers~~officers and ~~Members of the Board of Trustees as~~ requisite~~required~~. Special General Meetings shall be held from time to time as directed by the ~~Board of Trustees~~ or upon requisition of the President or of Members as hereinafter provided.

(1) The Trustees or the President may call and hold a Special General Meeting or call for a ballot of the Members at any time upon due notice in accordance with Statute 15.

~~(3)~~(2) Only business relating to the management and government of the affairs of the Society shall be transacted at General Meetings.

~~(4)~~(1) The President shall take the Chair at all General Meetings and in ~~his or her~~their absence the President-Elect ~~or shall take~~ the Vice-chair. ~~If neither the President but if none of these be~~ nor the President-Elect is present then the ~~Members present shall choose someone of their number~~Trustees may designate a Member to be Chair of such meeting.

~~(5)~~(1) At every General Meeting ten Members present ~~in person~~ at the commencement of the business and entitled to vote shall be a quorum. If within half an hour from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall be adjourned to the same day in the following week at such time and place as the Chair of such meeting shall announce. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting then the meeting shall be dissolved.

~~(6)~~(1) The Chair may, with the consent of the meeting, adjourn a General Meeting from time to time and from place to place but no business shall be transacted at an adjourned General Meeting other than the business left unfinished at the meeting from which the adjournment took place.

(1) The Trustees may determine that a General Meeting shall be held wholly or partly by such suitable electronic means as they shall specify (including, without limitation, video conferencing and/or other electronic platforms) in accordance with rules made and varied from time to time by the Trustees. In these circumstances, the provisions of the Statutes shall be treated as modified to permit such arrangements and, in particular, a person attending a General Meeting by the electronic means specified by the Trustees shall be treated as being present at the meeting and references to a 'place' in this Statute and Statute 15 should be construed as a reference to providing details of any physical place (if any) and suitable electronic details to allow Members to participate in the General Meeting.

### 14. Resolutions

(1) Members may bring to the notice of the ~~Honorary General Secretary~~Chief Executive resolutions within the objects of the Society for consideration by the ~~Board of Trustees~~. If the ~~Honorary General Secretary~~Chief Executive or the ~~Board of Trustees~~ ~~fails~~fail to act on the resolution to the satisfaction of the Members concerned then upon the requisition of one percentum of the Members as recorded in the Annual Report presented by the ~~Board of Trustees~~ to the last Annual General Meeting, the ~~Honorary General Secretary~~Trustees shall either convene and hold a Special General Meeting to vote on the resolution or arrange for a ballot of all Members on the resolution. ~~The Board of Trustees or the President may call and hold a Special General Meeting or call for a ballot of the Members at any time upon due notice. If upon a requisition the Honorary~~

~~General Secretary fails~~

- (2) ~~If upon a requisition the Trustees fail~~ to convene and hold a Special General Meeting or to arrange for a ballot within three months of a requisition, then a Special General Meeting or a ballot ~~to be held within forty two days of the expiration of the said period of three months~~ may be convened by the President or not less than half those making the requisition. The Special General Meeting or ballot must be held within forty-two days of the expiration of the said period of three months.

**15. Notices**

- (1) Meetings shall be called by not less than the number of clear days' notice set out in this Statute.
- ~~(2)~~(1) ~~For Annual General Meetings and Special~~ For General Meetings at which resolutions are to be proposed for the purpose of amending the Charter or Statutes, twenty-one clear days' notice shall be given; and for all other General Meetings, fourteen clear days' notice shall be given.
- ~~(3)~~(1) If any General Meeting is adjourned for more than thirty days then fresh notices shall be given for the appropriate period.

- ~~(1) Every Member shall receive if, after the sending of notice of an Annual General Meeting of at least fourteen clear days, unless paragraph (2) applies; and, but before the meeting is held or, after the adjournment of a General Meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Trustees consider that, due to circumstances beyond their control, proceeding with the General Meeting on the date or at the time or place specified in the notice calling the General Meeting would pose significant safety or other risks to the Society, the Trustees and/or the members or wider public or would be in breach of any relevant laws or regulations, they may postpone the General Meeting to another date, time and/or place.~~
- ~~(2) When a General Meeting is so postponed, notice of the date, time and place of the postponed meeting shall be given in such manner as the Trustees may, in their absolute discretion, determine. Notice of the business to be transacted at such postponed meeting shall not be required.~~
- ~~(3) No business shall be transacted at any postponed meeting other than business which might properly have been transacted at the meeting had it not been postponed.~~
- ~~(4) Every Member shall be given access to a copy of the Accounts/accounts and Auditor's Report fourteen clear days in advance of the Meeting/meeting.~~
- ~~(5)(1) Notices shall be given to all Members entitled to receive them. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any Member entitled to receive notice shall not invalidate the proceedings of that meeting.~~
- ~~(6)(1) Subject to these Statutes, the Rules shall prescribe the mode and place of service.~~

## 16. Votes

- ~~(1) At any General Meeting a resolution put to the Meeting shall be decided on a show of hands unless a ballot is demanded by the Chair or at least one hundred Members present. On any matter for which a vote is to be taken at a General Meeting, the Board of Trustees, or the President or the Honorary General Secretary may arrange in advance for the taking of a ballot, the results of which shall be announced at a General Meeting. A declaration by the Chair~~
- ~~(1)(2) At any General Meeting a resolution put to the Meeting shall be decided on a show of hands or an electronic or digital equivalent unless a ballot is demanded by the chair of the meeting or at least one hundred Members present. A declaration by the chair that a resolution has been carried or lost or carried or not carried by a particular majority and an entry to that effect in the Minute Book of the Society/minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the resolution.~~
- ~~(2)(1) On a show of hands or an electronic or digital equivalent every Member present and in a ballot every Member shall have one vote unless, at the date of the meeting or on the date of opening a ballot by despatch of the ballot papers or other means, his or her subscription is in arrears for more than three months, their membership is suspended.~~
- ~~(3)(1) In the case of an equality of votes, whether on a show of hands, or on a ballot, the Chair/chair of the Meeting/meeting at which a show of hands takes place or at which the resolution of the ballot is announced shall have a second or casting vote.~~
- ~~(4)(1) A vote demanded on the election of the Chair/chair or on any question of adjournment or any other procedural motion shall be taken forthwith. In all other cases the vote shall be taken at such time and in such manner as directed by the Chair/chair of the meeting in accordance with the voting procedure as approved by the Board of Trustees from time to time.~~

## 17. Subscriptions

- (1) Every Member shall, upon admission, pay an annual subscription for the year in which they are admitted unless the subscription is waived in accordance with the Rules and shall in each subsequent year pay such an annual subscription as may be fixed by in accordance with the

Rules. Honorary Members shall not be required to pay subscriptions.

- ~~(1)~~ The rates of subscription by ~~Subscribers~~Members of the Society shall be determined by the Trustees in accordance with the Rules.
- (2) The rates of subscription by Affiliates shall be determined by the Trustees from time to time.
- ~~(3)~~(1) Every Member on admission to a higher grade of ~~Membership~~membership shall pay ~~such an~~ admission fee to the Society ~~as may be fixed by~~in accordance with the Rules.
- ~~(4)~~ The rates of subscription by Members of the Society shall be determined by the Society in General Meeting and shall be incorporated in the Rules.
- ~~(5)~~(1) The ~~Board of~~The Trustees may in any special case reduce or remit any annual subscription, admission fee or the arrears of annual subscriptions of any Member or ~~Subscriber~~Affiliate.

## **18. The Board of Trustees**

- ~~(1)~~ Subject to the Charter, these Statutes and the Rules, the Trustees are responsible for the management of the Society's business, for which purpose they may exercise all the powers of the Society.
- ~~(2)~~ The ~~Board of~~Trustees shall comprise ~~the Officers of the Society and other members as defined below~~:
  - ~~(a)~~ Presidential team: ~~The~~the President;
  - ~~(b)~~ the President-Elect;
  - ~~(c)~~ the chair of the Senate;
  - ~~(d)~~ the chairs of the Strategy Boards;
  - ~~(e)~~ up to two Trustees elected by the Members (the 'Elected Trustees');
  - ~~(f)~~ up to three Trustees appointed by the Trustees (the 'Appointed Trustees'); and
  - ~~(g)~~ a chair appointed by the Trustees (the 'Chair').
- ~~(3)~~ No person who would be disqualified from acting as a Trustee under the provisions of Statute 21 may be elected or appointed to an office in Statute 18(2).
- ~~(4)~~ Subject to Statutes 18(5) and 18(6) a person who has served in any office(s) in Statute 18(2) for six consecutive years (or seven consecutive years in the case of a person who has served during those years as President and President-Elect) (the 'Maximum Term') must take a break from office and may not be re-elected re-appointed to office until the third anniversary of the commencement of their break from office.
- ~~(5)~~ A person may be elected as President-Elect, or serve as President, or be appointed as Chair (and reappointed for a further term as Chair) notwithstanding that they have served in office for the Maximum Term and have not taken a break of three years from office.
- ~~(6)~~ The Trustees may disapply the requirement in Statute 18(4) for a person to take a break of three years from office if the Trustees consider that special circumstances apply such that it would be in the interests of the Society to do so.
- ~~(7)~~ Any person wishing to be considered as a Trustee shall be required to declare any previous terminations or suspensions as a Member or Trustee.
- ~~(8)~~ Any transitional provisions approved by the Members to apply with effect from the Effective Date shall apply notwithstanding any other provisions of these Statutes.

## **19. Elections – President-Elect, President and Elected Trustees**

- ~~(1)~~ The President-Elect shall be elected annually from among the Members at ~~the~~an Annual General

~~Meeting. The President shall and hold office for one year until the second Annual General Meeting after his or her term as President-Elect. the Annual General Meeting at which they were elected, when they shall take up office as President.~~

(1)(2) ~~The Vice-President shall hold office for one year next following his or her retirement as President. until the second Annual General Meeting after taking up office as President. Subject to Statute 18(4), retiring Presidents may be re-elected or re-appointed to any office in Statute 18(2) other than the office of President-Elect.~~

- ~~(2)(3) Officers: The Honorary Treasurer and Honorary General Secretary Elected Trustees shall be elected by from among the Members at an Annual General Meeting and hold office until the third Annual General Meeting for a three year period of office which may be extended for a further three year period after the Annual General Meeting at which they shall be ineligible for were elected. Subject to Statute 18(4), elected Trustees may be re-election for a three year period elected.~~
- ~~(3)(4) Proposals for the election to of the President-Elect or of an Officer and Elected Trustees must be made with the written consent in Writing of the Member so proposed, by two or more Members who are Chartered Members, Graduate Members, Associate Members, Full Members or Honorary Members who have been Chartered Members or, Graduate Members. Such, Associate Members or Full Members. The proposals should be submitted to the Honorary General Secretary Trustees in such form and manner as the Board of Trustees may from time to time direct but in any event not later than eight clear weeks before the date fixed for the Annual General Meeting at which the election is intended to take place.~~
- ~~(4) The Board of Trustees shall include the following other members:~~
- ~~(a) The Chairs of the Boards of the Society;~~
- ~~(b) At least two and not more than five other members co-opted to the Board in a manner determined by the Representative Council in accordance with the Rules.~~
- ~~(5) An officer or member of the Board of Trustees who is adjudged bankrupt, or becomes of unsound mind, or who refuses to act or is unfit or otherwise unable to act, or who notifies the Honorary General Secretary of his or her wish to resign or who is absent from all meetings during the period of one year, or ceases to be a member of the Society, or has been removed from office by a resolution of Members of the Society in General Meeting shall, thereupon, cease to be a member of the Board of Trustees.~~
- ~~(6) The Board of Trustees shall take action to ensure that vacancies on the Board of Trustees are filled without delay according to the normal processes of appointment for that vacancy. Should the number of serving members of the Board of Trustees fall below the stipulated quorum for conducting its business the Board of Trustees shall make emergency appointments to bring the number up to that threshold.~~
- ~~(7) (a) If during his or her term of office the President Elect shall die or retire, or his or her office shall be vacated in accordance with Statute 18(5), the office of President Elect shall remain vacant for the remainder of such year.~~
- ~~(5) (b) At If the President-Elect, Elected Trustee or President vacates office for any reason mid-term, the Trustees may appoint a Member to fill the vacancy until the next Annual General Meeting. In those circumstances:~~
- ~~(a) at that Annual General Meeting the Members may elect a Trustee or member of the Senate (who held office as such in the year in which the vacancy has arisen) to replace the former President-Elect or Elected Trustee for the remainder of their term of office.~~
- ~~if a vacancy arises in the first year of the President's term of office, the Trustees may determine whether the office should remain vacant or be filled. If the Trustees determine that the vacancy shall be filled, at the Annual General Meeting after which such President Elect would have become President of the Society, the vacancy has arisen, the Members of the Society shall may elect as President for the ensuing year a Member of the Trustees Trustee or Representative Council a member of the Senate (who held office as such during in the year in which the President Elect shall have died, retired or vacated office, and the appropriate provisions of Statute 18(3) shall apply.~~

## **19. Powers and duties of the Board of Trustees**

- ~~(1)(b) The Board of Trustees shall conduct the business of the Society consistently with~~

~~provisions of the Charter and these Statutes and shall supervise the expenditure of all moneys on account of the business of the Society and do all such other things as are necessary for the transaction of the business of the Society and the furtherance of its objects, subject always to the directions of (vacancy has arisen) to replace the former President until the next Annual General Meetings-Meeting.~~

~~(2) — The Board of Trustees may appoint and engage such officials and servants who shall perform such duties and exercise such powers and hold office upon such terms for such period and upon such conditions as if the Board of Trustees shall from time to time determine.~~

## **20. Proceedings of vacancy arises in the Board of Trustees**

- ~~(1) The President shall chair all meetings of the Board of Trustees at which he or she is present and in his or her absence the second year of the President's term of office, the vacancy will be filled by the President-Elect or the Vice President but if none of these be present then the members present shall choose someone of their number to be the Chair of such meeting.~~
- ~~(2) Subject to these Statutes, the Board of Trustees may meet for the despatch of business and adjourn and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes and in the case of equality of votes the Chair shall have a second or casting vote.~~
- ~~(3) No business transacted by the Board of Trustees shall be valid unless at least one third of the appointed members of the Board of Trustees, or five persons, whichever is the larger number, participate in the decision.~~
- ~~(4) The Honorary General Secretary shall, on the requisition at any time of any three members of Board of Trustees, summon a meeting of the Board of Trustees by giving at least seven clear days' notice to all members of the Board of Trustees; provided that no notice need be sent to any member of the Board of Trustees for the time being absent from the United Kingdom who has given notice of this fact to the Honorary General Secretary.~~
- ~~(5) The Board of Trustees may, from time to time, at their discretion appoint from among their members or otherwise such Committees as shall appear expedient and may, from time to time, modify or dissolve any Committee.~~
- ~~(6)(c) Any Committee so appointed shall in exercise of the powers delegated to it conduct its affairs in accordance with such regulations as may be imposed on it by the Board of Trustees. Statute 19(1).~~

## **20. Appointments – Appointed Trustees and Chair**

- (1) The Trustees may appoint any person who is willing to act as a Trustee as an Appointed Trustee for a term of up to three years. For the avoidance of doubt an Appointed Trustee may (but is not required to) be appointed from among the Members.
- (2) Retiring Appointed Trustees may be reappointed subject to Statute 18(4).
- (3) Subject to Statute 20(4) the Trustees may appoint a Chair from among the Members for a term of up to three years.
- (4) The Trustees may appoint a non-Member to be Chair if the Trustees consider that it would be in the Society's interests to do so in order to appoint a Chair with the appropriate balance of skills, knowledge and experience.
- (5) Retiring Chairs may be reappointed subject to Statute 18(4).

## **21. Disqualification and removal of trustees**

- (1) A Trustee shall cease to hold office as Trustee on the cessation of the office by virtue of which they became a Trustee or if:
  - (a) they resign by notice in Writing to the Trustees but only if at least five Trustees will remain in office when the notice of resignation is to take effect;
  - (b) they are disqualified under the Charities Act 2011 or the Charities and Trustee Investment (Scotland) Act 2005 from acting as a Trustee;
  - (c) a registered medical practitioner who is treating the Trustee gives an opinion in Writing to the Society stating that they have become incapable by reason of mental disorder, illness or injury of managing and administering their own affairs;
  - (d) they fail to attend all of the meetings of the Trustees over the course of twelve months and

the Trustees resolve that the Trustee be removed for this reason:

- (e) at a meeting of the Trustees at which at least half of the Trustees are present, a resolution is passed that the Trustee be removed from office. Such a resolution shall not be passed unless the Trustee has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at their option) being heard by or of making written representations to the Trustees;
  - (f) in the case of a Trustee who is a Member, their membership is terminated or suspended;
  - (g) they are suspended or barred from serving as a Trustee under a Trustee code of conduct; or
  - (h) they are removed by resolution of the Members in a General Meeting.
- (2) On a person ceasing to be a Trustee that person shall cease to hold any other office which they hold in their capacity as Trustee (including but not limited to as a member of a committee of the Trustees) and the Trustees may if they deem fit also decide that such person shall cease to hold any other roles in the Society.

## **22. Trustees may delegate**

- (1) Subject to these Statutes and the Rules, the Trustees may delegate any of their powers or functions to any committee.
- (2) Subject to these Statutes and the Rules, the Trustees may delegate the implementation of their decisions or day to day management of the affairs of the Society to any person or committee.
- (3) Any delegation by the Trustees may be:
  - (a) by such means;
  - (b) to such an extent;
  - (c) in relation to such matters or territories; and
  - (d) on such terms and conditions;  
as they think fit.
- (4) The Trustees may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- (5) The Trustees may revoke any delegation in whole or part, or alter its terms and conditions.
- (6) The Trustees may by power of attorney or otherwise appoint any person to be the agent of the Society for such purposes and on such conditions as they determine.
- (7) ~~Committees~~ All acts done by the Board of Trustees or any Committee thereof by a person acting as a member thereof shall, notwithstanding that it was afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been appointed or qualified and continued to be a member of the Board of Trustees or such Committee as the case may be.

## **21. The Representative Council**

### **23.**

- (1) The Trustees may establish such committees as they deem fit.
- (2) In the case of delegation to committees:
  - (a) the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);

- (b) the composition of any committee shall be entirely in the discretion of the Trustees and may include such number of Trustees and/or Members (if any) as the resolution may specify;
  - (c) the deliberations of any committee must be reported regularly to the Trustees and any resolution passed or decision taken by any committee must be reported promptly to the Trustees and every committee must appoint a secretary for that purpose;
  - (d) the Trustees may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
  - (e) no committee shall knowingly incur expenditure or liability on behalf of the Society except where authorised by the Trustees or in accordance with a budget which has been approved by the Trustees.
- (3) The meetings and proceedings of any committee shall be governed by the Rules regulating the meetings and proceedings of the Trustees so far as they apply and are not superseded by any terms of reference made by the Trustees.

## **24. Delegation of investment management**

- (1) The Trustees may delegate the management of investments to a Financial Expert or Financial Experts provided that:
- (a) the investment policy is set down in Writing for the Financial Expert or Financial Experts by the Trustees;
  - (b) timely reports of all transactions are provided to the Trustees;
  - (c) the performance of the investments is reviewed regularly with the Trustees;
  - (d) the Trustees are entitled to cancel the delegation arrangement at any time;
  - (e) the investment policy and the delegation arrangements are reviewed regularly;
  - (f) all payments due to the Financial Expert or Financial Experts are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt; and
  - (g) the Financial Expert or Financial Experts must not do anything outside the powers of the Trustees.

## **25. Member Networks**

- (1) The Member Networks established on the Effective Date shall continue to be the Member Networks of the Society.
- (2) New Member Networks may be formed and dissolved in accordance with the Rules.
- (3) Members may join a Member Network in accordance with the rules relating to such Member Network as determined from time to time by the Trustees.
- (4) The rules of any Member Network shall be prescribed by the Trustees at the time of its formation and may be varied by the Member Network with the prior consent of the Trustees.

## **26. The Senate**

- (1) There shall be a ~~representative council~~ which ~~senate~~ which shall operate in accordance with the Rules (the “Senate”). The Senate shall advise the Board of Trustees (“the Representative Council”). It will and comprise:
- (1) ~~The Officers of the Society; the President, Honorary General Secretary, Honorary Treasurer, President Elect and Vice President;~~
    - (a) ~~The Chairs of the~~ the chairs of the Member Networks who shall constitute a majority of the members of the Senate; and
    - (b) up to eight co-opted members who must be Members.

~~(2)~~**27. Strategy Boards of the Society;**

- ~~(3) — A representative from each of the Member Networks approved by the Board of Trustees;~~  
~~(4) — Co-opted Members who There shall serve for one year as prescribed in the Rules.~~

**22. Examiners**

- ~~(1) The Board of Trustees be between four and six strategy boards which shall, from time to time, and as may be requisite, appoint be constituted in such competent manner, hold office on such terms and proper persons, as they shall think fit, to be Examiners for such period as the Board of Trustees may direct to conduct all such examinations as the Board of Trustees may require for admission to Membership or the Register or the issue of diplomas or otherwise and follow such procedures as are prescribed by the Trustees in terms of reference.~~
- ~~(2) — Notwithstanding that members of Boards of Examiners may be Officers of the Society or members of the Board of Trustees they shall, nevertheless, be entitled to be paid all reasonable and proper fees as Examiners.~~

## **28. Irregularities**

The proceedings at any meeting or on the taking of any ballot or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

## **23.29. The Seal**

(1) The ~~Board of~~ Trustees shall provide for the safe custody of the Common Seal which shall be affixed to an instrument only in the presence of either two members of the ~~Board of~~ Trustees ~~and of the Honorary General Secretary~~ or three other persons appointed by the ~~Board of~~ Trustees and in pursuance of a resolution of the ~~Board of~~ Trustees.

~~(2)~~(1) The ~~Honorary General Secretary~~ Trustees shall keep a Seal Book in which shall be entered the date of each occasion on which the Seal is affixed and the nature of the instruments sealed and the date of the resolution authorising the sealing.

## **24.30. The Rules**

~~(1)~~ (1) The Society in General Meeting may from time to time make, vary and revoke the Rules for the regulation of the business of the Society, (including but not limited to matters relating to membership and decision-making by Trustees), provided that no Rule shall amend any provision of these Statutes.

~~(2)~~ ~~Notwithstanding the provisions of Statute 24(1) any Rules made by the Board of Trustees within one year of the date of the Charter shall be effective only during such period of one year unless approved by a Special General Meeting.~~

## **25. Member Networks of the Society**

~~(1)~~ ~~The Branches, Sections, Divisions and Special Groups of The Old Institution shall be the Branches, Sections, Divisions and Special Groups of the Society.~~

~~(2)~~ ~~The Board of Trustees may establish such other types of Member Network as it thinks fit.~~

~~(3)~~ ~~No further Member Network shall be formed unless the proposal for its formation is supported by not less than such number of Members as may be specified from time to time by the Board of Trustees and is approved by a General Meeting of the Society.~~

~~(4)~~ ~~If the membership of any Member Network shall fall below the minimum number respectively specified by the Board of Trustees the same may be dissolved by a meeting of its members or by the Board of Trustees.~~

~~(5)~~ ~~All Members resident in the geographical area covered by a Branch shall automatically be members of that Branch.~~

~~(6)~~ ~~Members may join a Member Network in accordance with their rules as determined from time to time by the Board of Trustees.~~

~~(7)~~ ~~The activities and business of each Branch shall be to carry on the functions of the Society within its area. Their respective meetings, committee meetings and affairs shall be conducted in the same manner as meetings of Members of the Society and of the Board of Trustees as required by these Statutes except in so far as the Rules or the Board of Trustees shall otherwise prescribe or direct.~~

~~(8)~~ ~~The rules and objects of any Member Network shall be prescribed by the Board of Trustees at the time of such formation and the Board of Trustees shall, in advance of implementation, agree any subsequent proposed changes.~~

~~(9)~~ ~~The affairs of all Member Networks shall be conducted in the same manner as that of~~

~~Branches as hereinbefore mentioned, and their activities shall be to carry on the functions of the Society in relation to the objects for which they have respectively been established.~~

**26.— Investments**

~~Any moneys of the Society not needed immediately for the current purposes of the Society may, by way of investment, be used in the manner specified in the Trustee Act 2000.~~

**The British Psychological Society**

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