



the british
psychological society
promoting excellence in psychology

Draft Charter amendments

As referred to in Resolution 1 in the Notice of Special General Meeting.
Special General Meeting to be held on Thursday 17 February 2022 at 5.00pm.

DRAFT AMENDMENTS TO ROYAL CHARTER

1. Delete Article 2 and substitute the following:

“2. In this Our Charter and Statutes unless the context otherwise requires:

(1)

<i>‘Affiliates’</i>	<i>shall mean the individuals admitted as affiliates of the Society by the Trustees in accordance with the Statutes;</i>
<i>‘Annual General Meeting’</i>	<i>shall mean an annual general meeting of the Members referred to in Article 8 and held in accordance with the Statutes;</i>
<i>‘Branches’</i>	<i>shall have the meaning set out in Article 10(1);</i>
<i>‘Code of Ethics and Conduct’</i>	<i>shall mean the Society’s Code of Ethics and Conduct;</i>
<i>‘Chief Executive’</i>	<i>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;</i>
<i>‘Connected’</i>	<i>any person falling within one of the following categories:</i>

(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.”

2. In Article 3:

(1) re-number *“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.”* as paragraph (1);

(2) add paragraph (2) as follows:

“(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.”;

(3) delete:

“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;*
- (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; to invite and collect subscriptions and donations to the funds of the Society by any lawful means;*
- (8) to act as trustee of any trusts established solely or principally for purposes associated with the objects of the Society;*
- (9) to co-operate with other organisations with a view to the promotion of the objects of the Society or any of them;*
- (10) in furtherance of these objects to acquire and dispose of real or personal property and to invest moneys of the Society in accordance with the provisions of the Statutes;*
- (11) 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.”*

3. Re-number Articles 4 to 20 as Articles 5 to 21 and insert new Article 4 as follows:

- “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 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 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 trade in the course of 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);*
 - (13) to co-operate with other organisations with a view to the promotion of the objects of the Society or any of them;*

- (14) *to amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;*
- (15) *to undertake and 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;*
- (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 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*
- (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. In re-numbered Article 5:

- (1) delete *"at the date hereof"*;
- (2) delete *"The Old Institution"* and substitute *"the Society on the Effective Date within their respective class of membership"*;
- (3) delete *"meet"* and substitute *"have"*;
- (4) delete *"qualifications in pure and applied psychology"* and substitute *"eligibility criteria"*;
- (5) delete *"hereinafter set out"*;
- (6) delete *"Board of"* whenever it occurs;
- (7) delete *"such regulations"* and substitute *"the Statutes, Rules and such rules"*;
- (8) insert *"and varied"* after *"issued"*;

(9) delete *“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. Delete re-numbered Article 6 and re-number re-numbered Articles 7 to 21 as Articles 6 to 20.

6. In re-numbered Article 6:

- (1) delete *“qualifications, mode of admission”* and substitute *“eligibility”*;
- (2) insert *“(including subscriptions)”* after *“obligations”*;
- (3) insert *“and Rules”* after *“Statutes”*.

7. Re-number Article 6(1) as Article 7 and re-number re-numbered Articles 7 to 20 as Articles 8 to 21.

8. In re-numbered Article 7:

- (1) delete *“his or her”* and substitute *“their”*;
- (2) insert *“or to receive a reprimand”* after *“suspended”*.

9. Delete re-numbered Articles 8 to 10 and re-number re-numbered Articles 11 to 21 as Articles 8 to 18.

10. In re-numbered Article 8:

- (1) insert *“(known as the Annual General Meeting)”* after *year*;
- (2) delete *“, in every case”*.

11. In re-numbered Article 9:

- (1) delete *“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”* and substitute *“which shall be constituted”*;
- (2) delete *“a”* after *“constituted”* and substitute *“such”*;
- (3) insert *“and hold office on such terms and for such period as is”* after *“manner”*;
- (4) delete *“by”* after *“prescribed”* and substitute *“in”*.

12. In re-numbered Article 10:

- (1) delete *“Board of”* wherever it occurs;
- (2) insert *“the following”* after *“establish”*;

- (3) delete “, as set out in this Article (‘the Member Networks’), 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;” and substitute “in accordance with the Statutes to assist in the promotion of its objects:”;
- (4) in paragraph (1), delete “Branches” and substitute “branches”, delete “Our” and substitute “the” and insert “(“**Branches**”)” after “Ireland”;
- (5) in paragraph (2), delete “Sections” and substitute “sections”, and insert “(“**Sections**”)” after “psychology”;
- (6) in paragraph (3), delete “Divisions” and substitute “divisions”, and delete “Members” and substitute “members (“**Divisions**”)”;
- (7) in paragraph (4), delete “Special” and substitute “special”, and delete “;” and substitute “(“**Special Groups**”); and”;
- (8) in paragraph (5), delete “Other” and insert “other” after “such”.

13. Delete re-numbered Article 11 and insert “The income and property of the Society shall be applied solely towards the promotion of its objects.”.

14. Re-number renumbered Articles 12 to 18 as Articles 16 to 22 and insert the following as Articles 12 to 15:

“12. No part of the income and property of the Society may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member. This shall not prevent 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 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;*
- (4) *of interest at a reasonable and proper rate on money lent by any Member to 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 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, this provision may not apply to more than half of the Trustees 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;*
 - (5) *the President may receive reasonable and proper remuneration to compensate the President for the sum or sums of money lost from employment or deducted from their earnings in respect of time spent on the conduct of the business of the Society;*
 - (6) *a Trustee or person Connected to a Trustee may receive interest at a reasonable and proper rate on money lent to the Society;*
 - (7) *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 4(12); 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 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."*

15. Delete re-numbered Article 16 and substitute the following:

"Without prejudice to any indemnity to which a Trustee might otherwise be entitled, the Society shall indemnify every Trustee of the Society in respect of all claims made against them in respect of any liability arising from or in respect of the Society, provided that the right of a Trustee to an indemnity under this clause shall not extend to any claim arising from 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 wrongdoing or wrongful omission on their part."

16. In re-numbered Article 18 delete “Board of”.

17. In re-numbered Article 19:

- (1) delete “Accounts” and substitute “accounts”;
- (2) delete “by one or more duly qualified Auditors to” and substitute “and the auditors shall make a report to the Society. The auditors, who must be a firm of registered under the Companies Act 2006, shall”;
- (3) delete “The Auditors shall make a report to the Society. If more Auditors than one be appointed the continuing Auditor or Auditors” and substitute “The Trustees”;
- (4) insert “the” after “shall have”;
- (5) delete “act notwithstanding any” and substitute “appoint auditors to fill a”;
- (6) delete “. No person shall be qualified for” and substitute “, if necessary, but such”;
- (7) delete “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.” and substitute “shall only apply until the next Annual General Meeting.”

18. In re-numbered Article 20:

- (1) delete “Board of” wherever it occurs;
- (2) delete “Article 13” and substitute “Articles 11 and 12”.

19. In re-numbered Article 21 delete “Board of” wherever it occurs.



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