

Constitution

1. NAME

ASIIP, successor to the Adler Society established in 1927 (the London branch of the International Society of Individual Psychology), re-formed in 1952 as the Adlerian Society of Great Britain for Individual Psychology, reformed again in 1996 (AGM of 9th June 1996, as amended at the SGM of 8th June 1999) as the Adlerian Society (of the United Kingdom) and Institute for Individual Psychology (A.S.I.I.P.), now changes its name to the Adlerian Society UK and Institute for Individual Psychology (ASIIP).

2. DEFINITIONS

- a. The "Society" shall mean the Adlerian Society UK and Institute for Individual Psychology.
- b. The "Council" shall mean those Members elected in accordance with the Constitution to act as Trustees of the Society and entrusted with the governance of the Society.

3. OBJECTS

The Objects of the Society shall be:

- a. to advance public education in the work of Alfred Adler and in the school of psychology he founded, known as Individual Psychology, based on the principle of unity of the personality and the correlation between mental and emotional balance, and well-being of individuals and the community, and Social Interest.

- b. to promote the mental and emotional health and well-being of the community by providing training, therapy, preventative education, support and practical advice.

4. POWERS

In furtherance of the above-mentioned Objects, but not further or otherwise, the Society shall have the following powers:

- a. To arrange and provide, or join in arranging and providing, exhibitions, meetings, lectures, seminars, workshops, training courses and residential summer schools.
- b. To promote, encourage and undertake research relevant to the aims of the Society and to stimulate further scientific and academic development of Individual Psychology.
- c. To support the professional development of individuals and groups in the teachings and practice of Individual Psychology.
- d. To encourage and assist local or area groups and training centres to organise, to obtain recognition from, and to accredit their courses with, the Society.
- e. To publish journals, books and pamphlets on Individual Psychology.
- f. To promote knowledge and understanding of the Society through suitable media.
- g. To appoint and pay staff.
- h. To augment and raise funds for the furtherance of the Objects in Clause 3.
- i. To buy, hire or take on lease any property for the purpose of carrying out the above Objects.
- j. To do all such other lawful things as are necessary for the achievement of the above Objects.

5. APPLICATION OF INCOME AND PROPERTY

- a. The income and property of the Society shall be applied cost-effectively solely towards the promotion of the Objects of the Society.
- b. A Trustee may be paid out of, or be reimbursed from, the property of the Society reasonable expenses properly incurred by him or her when acting on behalf of the Society.
- c. No Trustee may receive a benefit from the Society in money or money's worth unless it is in accordance with S73 A-C of the Charities Act 1993 as amended 2006, or where the prior consent of the Charity Commission has been obtained in writing. Where a benefit is to be paid under this provision he or she must:
 - i. Declare his or her interest in the proposal;
 - ii. Be absent from that part of any meeting at which the proposal is discussed and take no part in it;
 - iii. Not be counted in determining whether the meeting is quorate;
 - iv. Not vote on the proposal.
- d. No portion of the funds of the Society shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profits to any Member of the Society. This does not prevent:
 - i. A Member who is not a Trustee from receiving reasonable and proper remuneration for any goods and services supplied to the Society.
 - ii. A Trustee from receiving a benefit from the Society in the capacity of a beneficiary of the Society, provided that the Trustees comply with the provisions of sub clause (d) above, or as a Member of the Society and upon the same terms as other Members.
- e. Any Trustee who possesses specialist skills or knowledge required by the Society for its proper administration, in pursuance of the Society's Objects, may charge and be paid reasonable charges for work of that nature done by him or her, or his or her firm, when instructed by the other Council Members to act on behalf of the Society, provided that:

- i. At no time shall a majority of the Council Members benefit under this provision; and
 - ii. Any decisions are in accordance with Clause (d) above; and
 - iii. Only when no reasonable alternative is available.
- f. In this Clause 5, "Trustee" shall include any person, firm or company connected with the Trustee.

6. NON-POLITICAL AND NON-SECTARIAN ORGANISATION

The Society is a non-political and non-sectarian organisation that is committed to ensuring there is no discrimination on grounds of age, colour, nationality, religion, ethnic or national origin, gender, marital status, sexual orientation, or disability. The Society cannot allow this commitment to be breached at its meetings or official functions, or in the course of its activities. Should the ruling of the Chair or facilitator to this effect be ignored this would constitute a serious cause for the expulsion of the Member concerned.

7. MEMBERSHIP

- a. Membership is open to individuals over 18 or organisations approved by the Trustees.
- b. Membership shall be open to all who are or have been interested in promoting, or hold training qualifications relevant to promoting the Objects of the Society.
- c. The Trustees may only refuse an application for Membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application.
- d. New Members shall be accepted upon receipt of an application and upon receipt of the first year's subscriptions.
- e. Membership rights shall be suspended on non-payment of Membership fees and, unless arrears are paid within 6 months, Membership shall

- cease altogether. Re-application for Membership shall be at the discretion of the Council.
- f. The Trustees must keep a register of names, addresses and details of the Society's Members in observance of the Data Protection legislation as currently defined.
 - g. Membership falls into the following categories:
 - i. Full Membership: shall be granted at the discretion of the Council, after receiving a written application, sponsored by two existing Full Members to whom the applicant is personally known. Sponsors will be expected to have some knowledge of the applicant's study of Individual Psychology and its practice, and will be required to write a supporting letter accordingly; Students (Associate Members) will automatically become Full Members after gaining their Certificates in the Theory of Individual Psychology and Adlerian Counselling Skills from the Institute for Individual Psychology and prior to working towards their Diploma. In exceptional circumstances the Council may exempt a person of adequate Adlerian qualification and admit him or her as a Full Member.
 - ii. Associate Membership: Associate Members may be admitted at the discretion of the Council on application in writing by those interested in joining the Society. Students in training towards a Certificate awarded by the Institute for Individual Psychology are required to have associate Membership. This Membership category is also open to anyone from other professions interested in Adlerian principles, e.g. Parenting/Teaching practitioners.
 - iii. Organisational Membership: shall be granted to Organisations that are committed to furthering the Objects of the Society in their developments.
 - iv. Supporting Membership: undertake to give financial support as Friends of the Society. Supporting Members, who may also be Full or Associate Members, contribute more than the required annual subscription fee.

8. TERMINATION OF MEMBERSHIP

Membership (whether this is individual or organisational) is terminated if:

- a. The Member dies or the organisation ceases to exist.
- b. The Member resigns by written notice to the Society.
- c. Any sum due from the Member to the Society is not paid in full within 6 months of it falling due.
- d. The Member is removed from Membership by a resolution of the Trustees that it is in the best interests of the Society that his, her, or its Membership should be terminated. A resolution to remove from Membership may only be passed if:
 - i. The Member has been given notice in writing at least 15 working days prior to a General Meeting specially called for that purpose by the Council, of which written notice, giving the reasons for such a resolution, shall be sent to Full Members of the Society at least 10 working days previously. The expulsion shall be the resolution of two-thirds of the Full Members voting at an Extraordinary General Meeting provided that one-tenth of the Full Members (other than Council Members) or 10 Full Members (other than Council Members) whichever shall be the larger number shall vote.
 - ii. The Member, or the Member's representative (who need not be a Member of the Society), has been allowed to make representations to the meeting.
- e. Pending such a resolution, the Member may be temporarily suspended by the Council.

9. SUBSCRIPTIONS

- a. The Council shall from time to time determine the annual subscription rates for Full Members, Associate Members and Organisational Members. When determining the level of annual subscriptions, the level of current expenditure forecast by the Treasurer shall at least be taken into account so as to ensure the viability of the Society. Supporting

Members undertake to pay an amount in excess of the annual subscription.

- b. The Council has the power to fix concessionary rates.
- c. Subscriptions are payable on admission and subsequently annually in advance of the due date, but the Council shall have discretion to permit the subscription to be paid in instalments.
- d. Any Member (individual or organisational) whose subscription is 6 months in arrears shall cease to be a Member, but they shall remain liable to the Society for the arrears of subscription. In exceptional circumstances, the Council may allow suitable remissions of subscriptions, and waive the consequences of being in arrears.
- e. Only paid-up Members shall have the rights of Membership.

10. HONORARY PRESIDENTS

- a. The title of Honorary President and Honorary Vice-President may be conferred by a vote taken at an Annual General Meeting on Full Members of adequate academic or equivalent educational standing, and/or for exceptional services rendered to the Adlerian Society UK and Institute for Individual Psychology, and/or for exceptional merit in the Adlerian movement.
- b. The nomination for Honorary President and Honorary Vice-President shall be made in writing by two existing Full Members to whom the nominee is personally known, and of whom they give an account of his or her achievements and merits.

11. OFFICERS AND OTHER MEMBERS OF THE COUNCIL

- a. The Officers of the Society shall consist of a Chair, Vice-Chair, Secretary, Treasurer and Administrator (the latter two may if necessary be appointed without being Trustees) who together with no fewer than 5 Members and no more than 7 Members which should, if possible, include representatives of Adlerian Regional Centres, shall form the

Council. In the case that more than one representative of an Adlerian Regional Centre is elected to serve on the Council, this Adlerian Regional Centre shall be represented by a single vote on any recommendation submitted to the Council's vote.

- b. The Council Members shall severally and collectively be responsible for carrying into effect all policy and other decisions and will not enter upon any action or make any pronouncement that will or may reflect unfavourably on the policy, finances or reputation of the Society.
- c. The Council shall be elected yearly by ballot at the Annual General Meeting. A list of names of the Council in office and those Members who wish to stand again or for the first time, shall be sent to each Member of the Society, together with the notice of the Annual General Meeting and a personal statement by applicants standing for Council Membership, 15 working days before the General Meeting is due to be held.
- d. Only Full Members of the Society shall be eligible for election to the Council of the Society.
- e. The Council shall have the power to fill any vacancy on the Council between one Annual General Meeting and the next by co-option.
- f. All acts done by the Council in good faith notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any or all the Members of the Council shall be as valid as if every such Member had been duly elected.
- g. Any Officer or other Member of the Council shall cease to hold office when:
 - i. A resignation is received in writing.
 - ii. Two-thirds of the meetings of the Council are missed by the Member, except by mutual agreement with the Council.
 - iii. Special circumstances exist for retirement from the Council that would be in the interests of the Society and by decision by a majority of two-thirds of the Council Members as shall be present at a meeting duly convened for that purpose.

- iv. The continuing Council Members may continue their functions notwithstanding any vacancies in its body.

12. COUNCIL AND COUNCIL MEETINGS

- a. The governance of the Society and the control and accountability of its management are vested in the Council. All acts of the Council executed in good faith will stand and remain valid irrespective of future amendment that may come into force on a future occasion.
- b. All summonses calling the Council to meetings shall state the business and shall be sent to each Council Member 10 working days before the date of the proposed meeting.
- c. The Council shall meet from time to time when deemed necessary by the Chair or at any time by the requisition in writing of four of its Members sent at least 10 working days before the date of such proposed meeting.
- d. No business shall be transacted at any meeting unless a quorum is present. Four Members of the Council shall constitute a quorum, with the proviso that an Adlerian Regional Centre shall be represented only by a single vote on any recommendation submitted to the Council's vote.
- e. Every Member of the Council, in accordance with the proviso in the above sub-clause d), shall have one vote except in the case of equality of votes when the Chair shall have a second and casting vote.
- f. Proposals or motions submitted to the Council shall be carried by a simple majority of those voting.
- g. Minutes of the proceedings of every meeting of the Council shall be taken and afterwards recorded and kept. When approved as correct at a subsequent meeting of the Council, they shall be signed by the Chair, and then made available on request.
- h. In this Constitution, the expression "meeting" shall include all meetings as the Council Members see fit in order to meet the Objects of the Society and except where inconsistent with any legal obligation:

- i. a physical meeting;
 - ii. a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio-participation; and
 - iii. a telephone conference.
- i. The Council shall meet physically at least 3 times a year.
- j. If at any time for the holding of any meeting the Chair is not present, the Council Members present may elect a substitute Chair for the meeting.
- k. The Accounts of the Society shall be from time to time examined by the Council who shall present to the Annual General Meeting an Annual Return and Annual Statement of Accounts together with an Annual Report on the Society's activities during the preceding year and shall transmit them to the Charity Commission, as required by the Charity Law, after having being laid before, and accepted by, the Members at the Annual General Meeting.

13. ANNUAL GENERAL MEETING

- a. There shall be an Annual General Meeting of the Society at a date decided by the Council and not more than 15 months may elapse between successive annual general meetings.
- b. The Council shall decide on a date to call an Annual General Meeting. The Administrator shall give at least 15 working days' notice of the Annual General Meeting to all the Members of the Society. All the Members of the Society shall be entitled to attend and all Full Members are entitled to vote at the meeting.
- c. The invitation to Members to submit questions, proposals, or nominations may be done in writing or by electronic means at least 30 working days prior to the meeting.
- d. Among questions and proposals put in the hands of the Administrator, the Council, at a meeting prior to the Annual General Meeting, or by telephone or electronic means, shall select those that are pertinent to the Annual General Meeting.

- e. The Chair of the Council shall be entitled to take the Chair at every General Meeting of the Society and if he or she shall not be present within 15 minutes after the time appointed for holding such Meeting, the Full Members present shall choose one of their number to take the Chair, before any other business may be transacted.
- f. The Administrator shall keep a full record of proceedings at every General Meeting of the Society.
- g. Every resolution, proposal, or question submitted to the Meeting other than the election of Officers and Council Members of the Society shall be decided by a show of hands and carried by a simple majority subject to Clause 13 j) below, Clause 21 a) and b), and Clause 22 a).
- h. Every Full Member present shall have one vote except in the case of equality of votes when the Chair of the meeting shall have a casting vote in addition to that to which he or she is entitled as a Full Member of the Society.
- i. The Council shall present to each annual general meeting the Annual Reports and Accounts of the Society for the preceding year, after having sent them together with the advance notice of the Annual General Meeting to all the Members.
- j. Nominations for election to the Council must be made by Full Members of the Society in writing and must be in the hands of the Administrator at least 30 working days before the annual general meeting. Should nominations exceed vacancies, election shall be by ballot.
- k. The quorum at an Annual General Meeting, of the Society shall be ten Full Members, other than the Council Members (see 12.h.ii).
- l. Postal and electronic votes shall be admitted and organised in such a manner by the Council as to ensure their reliability (subject to Clauses 20 and 21).
- m. No vote shall be given by proxy.
- n. At any Meeting of the Society, a declaration by the Chair that a resolution has been carried or not carried by a simple majority or, if relevant, by a specified majority, shall be conclusive evidence of the fact,

which shall be recorded with the number or relative proportion of the votes in favour of, in abstention or against such resolution.

- o. If within half an hour of the time appointed for the General Meeting (whether Annual or Special General Meeting) a quorum is not present the Meeting shall stand adjourned to the same day in the following week or such other more convenient day or time that the Chair of the Council may determine and if at such adjourned Meeting a quorum is not present, those Full Members (other than the Council Members) who are present shall constitute a quorum and may transact the business for which the Meeting was called.
- p. The Chair of the meeting, may, with the consent of the General Meeting, adjourn the same from time to time.

15. EXTRAORDINARY MEETING

- a. An Extraordinary General Meeting (EGM) may be called at any time on 15 working days' notice by the Chair or three Council Members or on the requisition in writing of ten Full Members stating the business to be discussed and no other business shall be considered at such meeting.
- b. An EGM will follow the procedures described in Clause 14.

16. BYE-LAWS

- a. The Council may from time to time make secondary regulation by way of bye-laws for the conduct of its business, alter, add or repeal any bye-laws, after submission and approval at a General meeting by simple majority of the Full Members (other than Council Members) as shall be present.
- b. The bye-laws may regulate the following matters but are not restricted to them:
 - i. Financial guidelines
 - ii. Conduct of Members of the Society in relation to one another, and to the Society's employees and volunteers;
 - iii. Procedure at general meetings and Council meetings in so far as such

procedure is not regulated by the Constitution;

- iv. Keeping and authenticating of records: if regulations made under this clause permit records of the Society to be kept in electronic form and

requires a Trustee to sign the record, the regulations must specify a method of recording the signature that enables it to be properly authenticated;

- v. Notices;
 - vi. Funding of libraries;
 - vii. Electoral system;
 - viii. Book service;
 - ix. Summer School;
 - x. Annual Residential Weekend;
 - xi. Newsletter;
 - xii. Year Book;
 - xiii. Publication of books;
 - xiv. Review Day;
 - xv. Workshops;
 - xvi. CPD certificates;
- c. The bye-laws shall be binding on all Members of the Society. No bye-law shall be inconsistent with, or shall affect or repeal anything contained in the Society's Constitution.
 - d. The bye-laws shall be recorded in numerical order and bear the date of their adoption at a General Meeting.

17. THE INSTITUTE FOR INDIVIDUAL PSYCHOLOGY

- a. The Institute for Individual Psychology is the Society's Training wing.
- b. The Institute for Individual Psychology makes provision for the pursuance of the Objects of the Society as set out in clause 3 of the Constitution.
- c. The Institute will serve its responsibilities as set out below:

- i. To set learning assessment criteria for all recognised training programmes and workshops.
 - ii. To validate and/or accredit all recognised training activities held in the Society's name, or the training activities recognised and/or accredited by the Institute.
 - iii. To evaluate and validate the moderation of all recognised training activities.
 - iv. To design and designate appropriate awards.
 - v. To be responsible for the appointment of awards Assessors and the Registrar.
 - vi. To put forward names of Society's Members to join the Institute for Individual Psychology for approval by the Council.
 - vii. To use its delegated powers to provide regulation that may be deemed necessary by the Council in the pursuit of the Society's Objects.
 - viii. To endeavour to reach its decisions preferably by consensus, or otherwise by simple majority.
- d. Where no Member of the Council is appointed to serve on the Institute, a Member of the Council will act as liaison officer with the duty to obtain information concerning the Institute's proceedings in order to report in writing to Council as soon as possible. In the case that more than one Council Member is appointed to serve on the Institute, the Institute shall be represented in Council by a single vote on any recommendation to the Council submitted by the Institute.

18. ADLERIAN REGIONAL CENTRES

- a. The Council may formally recognise an Adlerian Regional Centre constituted with a view to furthering the Objects of the Society as set out in Clause 3 and to ensuring consistency in quality standards as assessed by the Institute for Individual Psychology.
- b. To be recognised as an Adlerian Regional Centre, a grouping must submit a Membership list and a constitution or statement of purpose

consistent with the Objects of the Society to the Council and meet the requirements set out by the Institute for Individual Psychology regarding its training standards.

- c. The resolution to rescind recognition of an Adlerian Regional Centre is passed at an Extraordinary General Meeting by two-thirds of the Full Members voting.
- d. The Council shall from time to time determine the organisational fees payable by the Adlerian Regional Centres.
- e. Each recognised Adlerian Regional Centre shall be either represented on the Council and/or on the Institute for Individual Psychology by at least one and no more than two duly elected Council Members.
- f. All recommendations of any Adlerian Regional Centre shall be reported back in writing to the Council as soon as possible.
- g. Any Adlerian Regional Centre whose organisational fees are 6 months in arrears shall cease to be recognised by the Society, but it shall remain liable to the Society for the full annual fees. The Council may consider special circumstances at its discretion.
- h. Where the Council or the Membership at an Annual General Meeting shall raise concerns regarding the actions of a recognised Adlerian Regional Centre, such matters will be referred to the relevant procedure according to Clause 8.

19. COMMITTEES

- a. The Council may establish from time to time Committees within the Society for the purpose of specialised activities, such as Parenting and Family Education, Fundraising, Conferences, Distribution of Bursaries, Publicity and Marketing.
- b. Each Committee shall be under the direction of the Council and the Council shall review from time to time the activities of such Committees as may be deemed necessary.
- c. Committees may include Members who are not Members of the Council. In the case that no Member of the Council is appointed to serve on a

Committee, a Member of the Committee shall act as liaison officer in order to report in writing to the Council on the proceedings of that Committee.

- d. Every Committee shall in exercise of the powers delegated to it conform to any regulation that may from time to time be imposed upon it by the Council and no act, order or resolution of any Committee shall bind the Society unless it is done by the direction, and under the authority, of the Council.
- e. All acts and proceedings of any Committee shall be reported back in writing to the Council as soon as possible.
- f. The Council shall have the power to determine a budget for a Committee when appropriate and provided the request for funds is in accordance with the Objects and Powers of the Society (Clauses 3 and 4).
- g. The Council shall have the power to dissolve any Committee when it deems it necessary.

20. ACCOUNTS

- a. The Council shall comply with their obligations under the current Charity Law in force with regard to:
 - i. The keeping of accounting records for the Society;
 - ii. The preparation of annual statement of accounts and an Annual Return of the Society to be laid before, and accepted by, Members at the Annual General Meeting;
 - iii. The auditing or independent examination of the statement of accounts and Annual Return of the Society
 - iv. The transmission of the statement of accounts and Annual return of the Society to the Charity Commission.
- b. The Council shall appoint two Members, in addition to the Treasurer, one of whom must be a Trustee, to have the authority for signing cheques on behalf of the Society.

21. AMENDMENTS TO THE CONSTITUTION

- a. The Society may propose any new provision, and amend or repeal any provision contained in this Constitution provided that:
 - i. No amendment may be made that would have the effect of making the Society cease to be a charity at law.
 - ii. No amendment may be made to the Objects and Powers (Clauses 3 and 4) if the change would not be within the reasonable contemplation of the Members of, or donors to, the Society.
 - iii. No amendments may be made to Clauses 3, 4 and 5 without the prior written consent of the Charity Commission.
- b. Any new provision or any provision in this Constitution may be amended or repealed on the recommendation of the Council, provided that any such change is made by a resolution passed by no less than two-thirds of the Full Members (other than Council Members) present and voting at a General Meeting convened for such a purpose.
- c. Any ten Full Members may propose any new provision, and amend or repeal any provision contained in this Constitution by letter addressed to the Administrator and, if dissatisfied with the answer of the Council, they may require that their proposition be referred to an Extraordinary General Meeting, which the Council shall convene within 30 working days after receiving such requisition.
- d. A copy of any resolution amending part of this Constitution shall be sent to the Charity Commission within 21 days of it being passed.
- e. No alteration may be made to this Constitution that confers any personal benefit on the Trustees (that is the Members of the Council) without the prior written approval of the Charity Commission.

22. DISSOLUTION

- a. The Society shall be dissolved if at any General Meeting a resolution for the dissolution of the Society is passed by a majority of two-thirds of such Full Members (other than Council Members) as shall be present and shall vote thereon provided that 30 working days' notice of any such proposal shall have been given to all Members.
- b. In the event of dissolution of the Society, any assets remaining after the satisfaction of all debts and liabilities shall not be paid or distributed among the Members of the Society but shall be given or transferred to recognised charitable bodies of which the Objects are similar to those of the Society and which will be determined by two-thirds of such Full Members (other than Council Members) as shall be present at the time of dissolution or, in default thereof, by such Judge of the High Court having jurisdiction in the matter.
- c. If the Members resolve to dissolve the Society, the Council Members will remain in office as Charity Trustees and be responsible for winding up the affairs of the Charity.