

## Table of Changes: Articles of Association and Bylaws

The table below sets out a brief summary of the proposed amendments to BAAT’s Memorandum, Articles of Association (the “Articles”) and Bylaws. A copy of the articles is attached to this table.

A resolution proposing the adoption of the new Articles and Bylaws will be put before members at BAAT’s 2023 Annual General Meeting.

### Proposed changes to Articles of Association

Matter	Article number	Summary
<b>New Articles</b>		<p>All of the Articles will be replaced with a new set, based on the template Articles of Association for a company Limited by Guarantee, found on the Companies House Website. Any deviations from the template are listed and explained below.</p> <p>The detail which exists in the current Articles will be included, and in places added to, in Bylaws which will provide a more comprehensive and accessible suite of procedures and rules.</p>

<b>Matter</b>	<b>Article number</b>	<b>Summary</b>
Defined Terms	Defined Terms	A new paragraph is included simply to say that all references to one gender shall include all genders, the singular shall also mean plural, etc. This is a standard explanation in any Articles.
Objects	2	The proposed Articles include the Objects (or principle purpose) for BAAT as they are currently drafted in the current Articles. The only exception is the reference to 'arts psychotherapy', alongside 'arts therapy'.
Benefits to Members	4	As BAAT is a membership body this Article makes it clear that all of BAAT's assets must be devoted to the Objects. This is a standard Article and preserves the membership body principles over how BAAT operates.
Calling a Directors Meeting	11	This is amended to replicate the current position where either the Chair or three Directors may call a Directors meeting.
Quorum	13	The quorum for Directors' meetings is stated as five, which is what the current Articles state.
Making of Rules	18	This minor revision requires the Directors to inform all members of any changes they may make to any rules.
<b>Matter</b>	<b>Article number</b>	<b>Summary</b>

Methods of appointing Directors	19	<p>Clause a) is added to explain that Bylaws will set out how a member may become a Director (e.g. elections process, etc.)</p> <p>Clause c) is revised to make it clear that only vacancies between General Meetings can be filled by the Directors. Other substantive vacancies must be filled in accordance with the requirements of the Act or the usual elections procedures.</p>
Termination of a Director's Appointment	20	<p>The Act provides for methods to remove a Director, usually a vote of members at a General Meeting but the addition of clause f) also allows for the Directors to remove one of their number. While a General Meeting can still remove a Director this allows the Board to remove a Director in cases where they have breached the Act, Code of Conduct, etc. and allowing them to remain would immediately prejudice the company.</p> <p>This power already exists in the current Articles so it is replicated here. There will be Bylaws to deal with investigations and disciplinary proceedings for Directors (as well as for all members), which should be followed before such a decision is taken.</p>
<b>Matter</b>	<b>Article number</b>	<b>Summary</b>

Applications for membership	23 a)	This revision includes the setting of membership criteria in Bylaws
Termination of membership	24 1) and 4)	<p>1) Similarly to membership criteria above, this revision allows for Bylaws to be created to set out criteria as to how members may resign, etc.</p> <p>4) This revision provides the Directors with the power to remove a member from membership, as is stated in the current Articles. The process will be defined in the Bylaws.</p>
Attendance at General Meetings	25	The new Articles at 25(4) provide for the power to hold a virtual General Meeting, something that Associations have become used to in the past few years but is missing in the current Articles.
Quorum for business meetings	26	This revision is added to reflect the criteria in the current Articles.
Proxy notices	33 1) b)	This revision requires that a proxy can only be another member. In the current Articles a proxy could be a non member and can have the power to vote on matters which affect the membership as a whole (on issues which they have not been given authority to vote on). This revision tightens the rules to ensure only other members can vote at General Meetings.
<b>Matter</b>	<b>Article number</b>	<b>Summary</b>

Inspection of accounts	38	Like all Companies, BAAT is required to publish audited accounts. Anyone can view these. The template Articles state that no member has a right to view the accounts but this revision changes that to ensure that members have a reasonable right to view the accounts.
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### Proposed changes to Bylaws

Matter	Bylaws	Summary
Membership	<b>Membership Bylaws</b>	<p>The current definitions and procedures in the current Articles have been included in this set of Bylaws.</p> <p>The element which has been removed is the right for any member to inspect the register of members (the list of every member) as this is a breach of the General Data Protection Regulation. It would be illegal to allow anyone to have access to personal information without the permission of each and every member.</p> <p>The additions to the Bylaws (section 9) go on to detail the process for different categories of membership, decision making, membership payments, etc.</p>
General Meetings	General Meeting	The current procedures relating to general meetings, set out in the current

Matter	Bylaws	Summary
	Bylaws	<p>Articles, have been included in this set of Bylaws.</p> <p>One element which has been deleted is the format of the proxy voting form. There is no legal requirement to include this in the Articles and it is unhelpful to do so. However BAAT is required to provide one where necessary so the revision requires BAAT to make one available for each General Meeting where there is a resolution to be voted on.</p> <p>Additionally the appointment of a proxy has been amended (clause 11.1) so that a proxy must be another member. Currently a proxy may be a non member which means that non members may have a say in the running of BAAT and is not desirable.</p> <p>Clarification is also provided on Resolutions at General Meetings, using the legal interpretation of the Companies Act. The purpose of advisory votes is also explained.</p>
Directors	Directors Bylaws	The current definitions and procedures in the current Articles have been included in this set of Bylaws.