

## **The Transactional Analysis Association (Scotland)**

### **Trading as the STAA**

#### **CONSTITUTION**

*This Constitution is the internal purpose, procedures and protocol for the operation of the Transactional Analysis Association (Scotland). It is complementary to, and in no way in conflict with, the Memorandum and Articles of Association of the Transactional Analysis Association (Scotland).*

#### **Name**

- 1) The registered name of the organisation shall be "The Transactional Analysis Association of Scotland", trading and operating as "STAA — The Scottish Transactional Analysis Association". The organisation is hereinafter referred to as "the STAA".

#### **Objects**

- 2) The objects of the STAA shall be:
  - i. To advance the education of the public generally with regard to the study, theory and practice of Transactional Analysis, hereinafter referred to as 'TA', and its application in accordance with the recognised standards of professional competence in the practice of TA in the United Kingdom of Great Britain and Northern Ireland generally and in Scotland in particular.
  - ii. For the promotion of the foregoing (which is the primary object of the STAA) to do such of the following things as may be lawfully done by a body established for public purposes, but only in furtherance of its primary object:
  - iii. In the field of TA, the support, promotion and regulation of training in all four fields of application (that is, psychotherapy, counselling, organisational and educational TA), post-qualification, refresher and other courses and conferences, the setting up, by way of examination boards or otherwise, examinations or other tests, the publishing of the results of such examinations, and the sponsorship or donation of awards in connection therewith.
  - iv. The preparation, printing, publishing and sale of journals and publications relating to the practice of TA in all its aspects.
  - v. The co-operation of the STAA with other professional bodies having similar intents or standards
  - vi. The carrying out of research into the theory and practice of TA in all its aspects, and the publication of the results of such research.
  - vii. The training of teachers specialised in the aspects of education specified in the object of the STAA, as set out above.

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- viii. To determine, establish and maintain recognised standards of professional competence in the practice of TA in the UK, and Scotland in particular, and to secure for the community the existence of a class of persons suitably qualified to teach or to practice TA in any or all of its aspects in general or specific fields of application in particular, thereof to establish, discipline and prevent the abuse of the relationship of TA practitioners and their clients and the community.
- ix. The employment and remuneration of suitable persons for the purposes set out above on such terms as the STAA considers proper.
- x. The acceptance of gifts of, and the purchase, lease or exchange, hire or acquisition in any other manner of any real or personal property and any rights and privileges necessary for the promotion of the objects and the construction, maintenance and alteration of any building or erection necessary for the work of the STAA.
- xi. The sale, letting, mortgaging, disposal of or turning to account of all or any of the property or assets of the STAA with a view to the promotion of the primary object.
- xii. The borrowing and raising of money for the purposes of the primary objects of the STAA on such terms and on such security as may be thought fit.
- xiii. The investment of the moneys of the STAA not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that such moneys shall only be invested in such securities and with such sanctions (if any) as may be in the time being prescribed by law.
- xiv. The payment or application of the whole or any part or parts of the funds, assets and property of the STAA for the furtherance of the primary object of the STAA as set out in this clause in such proportions and in such manner in all respects as from time to time be necessary.
- xv. The collection of funds for furthering the primary object of the STAA as set out in this clause and to accept gifts, legacies, devises and sums payable under deeds of covenant.
- xvi. The making of all reasonable and necessary provision for employees of the STAA, their widows or other dependants by means of contributory or non-contributory pension or superannuation funds and of sickness or unemployment benefit schemes.

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- xvii. The obtaining and taking the benefit of and the assumption of duties under any statutory enactment, ministerial order, warrant of the Minister or statutory instrument as may be consistent with primary object of the STAA and not prejudicial to its status as a not-for profit association.
- xviii. The transfer of the duties, obligations, assets and liabilities (so far as the same are capable of transfer) to a corporate charitable body having like objects to those set out in this document.
- xix. PROVIDED that the objects of the STAA shall not extend to the regulation of relations between workers and employers and organisations of workers and organisations of employers.
- xx. PROVIDED ALSO that nothing in this Clause contained shall empower the STAA to undertake or engage in any venue or activity in the nature of permanent trade.

**Members**

3) The first Members of the STAA shall be:

(List of STAA Founder Members to be inserted)

- i. The Members of the STAA shall be the first Members listed above and such persons and corporate bodies as the may hereafter be admitted to membership.
- ii. The Council shall establish Standing Orders as to the qualification for membership, and at its discretion may divide the Members into two or more classes each having its own respective qualification.
- iii. Membership shall not be a requirement for any member of the public to attend, receive or take part in the courses or literature organised or published by the STAA in pursuit of its object.
- iv. The Council shall determine the manner and procedure for the application and admission of persons or organisations into membership.
- v. The rights and privileges of each Member shall be personal to him or her or the Member organisation and not transferable by his or her own act or operation of law.
- vi. The Council shall annually confirm the membership of each person whose name appears on the Register and who has paid such subscription as shall from time to time be reserved in the Standing Orders of the STAA in respect of such membership.

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**Cessation of Membership**

- 4) A Member shall forthwith cease to be a Member:
  - i. If the Member resigns his membership in writing
  - ii. If the Council by a majority of two thirds of those Members present and voting at the meeting called for that purpose (at which the Member concerned shall first have been given a reasonable opportunity to speak) resolves that his or her membership shall terminate.
  - iii. If at any time the Member fails to fulfil any of the conditions or principles of membership contained in this document.
  - iv. If the Member's subscription (if any) remains unpaid six months after it is due and the Council resolves to end that person's membership

**Register**

- 5) The Honorary Secretary of the Council shall keep a register by categories of the name and address of all past and present Members of the STAA

**Honorary Members**

- 6) The Council may elect any person as Honorary Member for such period and subject to such conditions as the Council may think fit.

**The Council**

- 7) The Council shall consist of the following Members elected from among and by the membership of the Company for a term of two years. The council shall be comprised of:
  - i. Four Officers namely:
    - a. A Chairperson
    - b. A Vice-Chairperson (may not be necessary)
    - c. An Honorary Secretary
    - d. An Honorary Treasurer
  - ii. Five ordinary Members

**Retirement of Members of the Council**

- 8) At each Annual General Meeting, hereinafter referred to as 'AGM', four Members of the Council including two officers must retire. Those retiring are eligible for re-election subject to serving a maximum of two terms of two years in any six consecutive years

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**Change in Make-up and Number of the Council**

- 9) The make-up and number of the Council may be varied but not reduced below seven. Variation can only be by resolution approved by two-thirds of the Council and ratified at an AGM by a majority vote of the Members present at the meeting

**Co-option of Members of the Council**

- 10) The Council can appoint anyone to fill a vacancy in the membership of the Council or can co-opt additional Members of the Council up to a maximum of four. They will hold office until the next annual general meeting. They will be eligible for re-election

**Ending of Council Membership**

- 11) A Member of the Council must cease to be a Member if he or she:

- i. Is employed by the Company or holds any office of profit under the Company; or
- ii. Becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- iii. Becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or
- iv. Resigns the office by notice in writing to the Company but only if at least five Members of the Council including two Officers will remain in office when the resignation takes effect; or
- v. Is directly or indirectly involved in any contract with the Company and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the Member became interested in the contract; or
- vi. Is removed from office

**Removal of a Member of the Council by a General Meeting**

- 12) An AGM of the Company may remove any Member of the Council before the end of his or her period of office. Removal can take place only by the Company passing an ordinary resolution saying so. At least 28 days notice must be given to the Company and at least 21 days notice to the membership. Once the Company receives such notice it must immediately send a copy to the Members of the Council concerned. He or she has a right to be heard at the AGM. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice

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of the Meeting. If it is not sent out, the Member may require it to be read to the Meeting.

**Removal of a Member of the Council by the Council**

13) If a Member of the Council fails to attend three consecutive meetings of the Council or to attend three meetings in any twelve-month period, the Council may resolve that he or she be removed from the Council. The Member must be given at least 7 days notice in writing of the resolution

**The Business of the Council**

14) The administration and general business of the STAA shall be conducted by the Council which shall have all powers necessary to that end and (without prejudice to the generality of the foregoing or any other power expressly or impliedly conferred upon it) the following powers:

- i. To appoint an Executive Officer (the "EO") and to provide for such other employees as it may from time to time think proper for the carrying out of the activities of the STAA
- ii. To appoint from time to time committees with such quorum and terms of reference and conduct for each (including the keeping of minutes) as the council may think fit. The terms of reference of each committee may include the power to appoint sub-committees. The Council shall appoint the chair of every committee, and the formation and operation of any sub-committee will be with the agreement of the Council.
- iii. Committees shall keep minutes of all meetings with a record of resolutions and actions completed. Such minutes will be submitted to the Council Secretary within four weeks of any meeting.
- iv. To delegate to the EO or to any such committee such of its powers and duties as it may think fit but so that such delegation shall not be taken as a abrogation of its own rights in any field.
- v. To appoint the first principal officers of the STAA who shall all retire (but be eligible for re-election) at the first AGM of the STAA.
- vi. To consider nominations for the election at the first or any subsequent AGM of the STAA of persons to be Officers of the STAA (as so defined) and to make recommendations thereon in accordance with the provisions of Clause 9 hereof.

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- vii. To make such Standing Orders not being inconsistent with the provisions of this constitution as it may from time to time think fit.
- viii. The terms of office of the Council and of the Officers shall (save in the case of the first Members whose terms of office shall commence pursuant to Clause 9 hereof) commence at the end of every AGM and shall continue the end of the AGM next following
- ix. Meetings of the STAA Council shall be held as often as business may require, but not less frequently than five times in any one year, and one of the meeting shall be held not more than twenty eight days before the AGM
- x. A quorum for a meeting of the STAA Council shall be three Members of whom at least two shall be Officers.
- xi. Notwithstanding anything contained in the Constitution a resolution in writing signed by not less than two thirds of all Members of the Council for the time being shall be as valid and effectual as if it had been passed at a meeting of the Council duly convened and constituted provided such persons would have constituted a quorum at such a meeting.

**Proper Accounts must be kept**

- 15) The Council must have proper books of account kept in accordance with the law, showing, in particular:
- a) All amounts received and spent by the Company, and for what
  - b) All sales and purchases by the Company
  - c) The assets and liabilities of the Company.
- i. The books of account must give a true and fair view of the state of the Company's affairs and explain its transactions
  - ii. The books of account must be kept at a designated address decided by the Council. The books of account must always be open to inspection by Members of Council.

**Inspection of Books**

- 18) The Council shall decide whether, how far, when, where and under what rules the books of account may be inspected by Members who are not on the Council. A Member who is not on the Council may only have the right to inspect a book of account or document of the Company if the right is given by law or authorised by the Council or an AGM. The funds and any other monies which may be received by the STAA shall be under the control of the Council.

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**Profit and Loss Account and Balance Sheets**

- 17) The Council must, for each accounting reference period, put before a general meeting of the Company:
- a) Any profit and loss accounts
  - b) A report by the Council on the state of the Company as required by the law

**Documentation for Members**

- 18) Certain documents must be sent to Members of the Company at their last known address at least 14 days before the date of the AGM. These documents are:
- a) A copy of every balance sheet, which is to be laid before the Company at the general meeting.
  - b) A copy of any Auditors or independent examiner's report.
  - c) A copy of the report of the Members of the Council

**Appointment of Auditors or Independent Examiner**

- 19) Independent examiners shall be appointed to verify the STAA accounts meeting the legal requirement for voluntary organisations

**Service of Notices**

- 20) The STAA may give notice to any Member either personally or by delivering it or sending it by ordinary post to his or her registered address. If the Member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom, which he or she has given the Company for that purpose. If a notice is sent by post it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. The notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post

**Accidental omission of Notice**

- 21) Sometimes a person entitled to receive a notice of a meeting does not get it because of accidental omission or some other reason. This does not invalidate the proceedings of that meeting

**Entitlement to Notice of General Meetings**

- 22) Notice of every general meeting must be given to
- a) Every Member (except those Members who lack a registered address within the United Kingdom and have not given the Company an address for notices within the United Kingdom
  - b) An Auditor or independent examiner of the Company (if any)
  - c) All Members of the Council
  - d) All those with rights of nomination to the Council (if any).

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No one else is entitled to receive notice of general meetings

**Dissolution**

23) The STAA may be dissolved by:

- a) An ordinary resolution passed at an AGM by more than two thirds of the membership
- b) A resolution in writing sent to the Council and signed by not less than two thirds of the membership

**Transfer of Property**

24) If, on the dissolution of the company, any property remains after the satisfaction of all the company's debts and liabilities, such property shall be transferred to such body or bodies (whether incorporated or unincorporated) as may be determined by the Members of the company at or before the time of dissolution (or, failing such determination, by such court as may have or acquire jurisdiction), to be used solely for a not-for-profit purpose or purposes

- i. For the avoidance of doubt, a body to which property is transferred under article 24 may be a Member of the company
  - ii. To the extent that effect cannot be given to article 24 (as read with 24, i), the relevant property shall be applied to some other not-for-profit purpose or purposes.
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