



Executive Council Terms of Reference

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1	26 September 2019	
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Association for Dance Movement Psychotherapy UK

EXECUTIVE COUNCIL

Terms of Reference

1. MEMBERSHIP

- 1.1 **Elected Members** (See Articles of the Articles of Association)
Only registered members are permitted to be Council members. Membership of the Council is through an election at the AGM. The term of office is two years. Members may be re-elected but can only hold the same office for four years.
- 1.2 **Co-opted Members**
The Chair and Council may co-opt registered members onto the Council to fulfil specific tasks and roles. Co-opted members do not have a vote. A co-opted member who fails to attend half the Council meetings, either in person or via Skype, will be required to stand down from Council.
- 1.3 **Resigning Members**
It is recommended that Council members who wish to resign should provide a minimum of two months' notice and should confirm their intention to resign in writing to the Chairperson.
- 1.4 Council members should support the ongoing work of ADMP by regular attendance at Council meetings and commit to participating in the work of the Association.
- 1.5 Council members should undertake specific areas of responsibility as defined within the structure of Council posts or on a co-opted basis. Council members should report formally to Council concerning their areas of responsibility, and network informally with other groups and individuals within the Association and externally as appropriate.
- 1.6 Council members have all the duties of company directors under general company law and the Companies Act 2006. ADMP UK is subject to regulation and sanction by Companies House. The Council is required to manage the business of the Association in accordance with its Articles of Association and the law generally. This includes appropriate accounting procedures.

The Memorandum of Association is the document that was used to set up the company in 1985. The Articles of Association updated in October 2019 set out how the company is run, governed and owned. The Articles of Association includes the responsibilities and powers of the directors and the means by which the members exert control over the board of directors.

Companies Act 2006; Section 21: Amendment of articles

Subsection (1) provides that, as now, a company's articles can, in general, be amended by special resolution. This restates section 9(1) of the 1985 Act.

- 1.7 Council members are expected to act reasonably and with care in all matters relating to ADMP UK, bearing in mind the best interests of the association, as set out in the ADMP UK “Overview of responsibilities” document. The Council is subject to the principles of duty of good faith, loyalty to the company and members are expected to declare any conflict of interest, including not putting themselves in a position where a conflict of interest arises or, where a conflict of interest has arisen, taking appropriate action.

2. OFFICER

2.1 The Chair (see Article of the Articles of Association)

The Chair shall be elected at the AGM. The appointment of office of Chair is two years. The maximum length of office is four years. The Chair must have been a member of the Council for at least one year before being elected. The Chair will take charge of all meetings when he/she is present. Otherwise, the meeting will be chaired by the Vice Chair.

Duties will include chairing committee meetings, setting agendas, drafting the annual report, and taking Chair's action over correspondence relating to issues where policies are already in place. The Chair's actions are to be reported to Council at the first available subsequent meeting.

2.2 The Vice Chair

The Vice Chair shall be appointed by the Executive Council and support the Chair as above.

2.3 Treasurer

The Treasurer shall be appointed by the Executive Council and take the lead on: making sure ADMP UK keeps proper accounts; reviewing the financial performance; drawing up or reviewing policies for finance and investment; ensuring that ADMP UK has robust and effective financial controls in place; liaising with the chosen independent examiner of the annual accounts; reporting on financial matters to the members.

If there are sufficient funds available, the Treasurer may share these responsibilities with a paid member of ADMP UK staff to carry out day-to-day finance functions. (However, it is the full Executive Council's responsibility to ensure that appropriate accounting procedures are upheld.)

2.4 Companies House

The Executive Council are responsible for ensuring that ADMP UK is familiar and compliant with Companies House regulations and requirements. Companies House will need to be notified of any changes to directors within 28 days. The annual return, which includes a Chair's report and independently examined accounts in the appropriate format are submitted in November each year. ADMP UK need to maintain a registered office for Companies House.

Companies Act 2006: Section 86: A company's registered office

This section restates section 287(1) of the 1985 Act. It requires every company to have a registered office and provides for that office to be an address to which communications and notices may be sent. Section 1139 provides that the service of a document on a company is effective if it is sent to its registered office.

2.5 Administration

The Council will be responsible for its own administration. This will include the responsibility for setting an agenda, taking minutes at each Executive Council meeting, circulating the agenda and minutes to the full Council and other ADMP committees.

If there are sufficient funds available, the Council may employ paid administration support in line with employment law and good practice guidance. The post-holder will be managed and given clear instruction on their role and responsibilities by the Executive Council. Their duties will include membership correspondence, membership registration, maintaining registers and databases and supporting the subcommittees when appropriate. The paid administrator post may also include membership correspondence in accordance with the Executive Council's guidance. All correspondence is to be made available for the scrutiny of the Council on request.

3. MEETINGS

- 3.1 Meetings of the Council are to take place at least four times a year.
- 3.2 Council can invite any member and sub-committee member to select Council meetings. This shall be to provide an update, seek advice/guidance, address agenda items specific to the individual subcommittee, and to generally check-in to maintain an open line of communication throughout the year.
- 3.3 Agreed costs incurred by Council members in carrying out their Council duties will be financed by Council.
- 3.4 The quorum for a meeting is three elected members.
- 3.5 Members are expected to attend the meeting in person but may attend via Skype with the prior agreement of the Chair but no more than twice a year.
- 3.6 The Chair may call a meeting via Skype for a specific item of business.
- 3.7 Members with items for the agenda should notify the Chair at least two weeks ahead of the next meeting.
- 3.8 The Chair will prioritise agenda items.

- 3.9 Members are requested to read and familiarise themselves with any papers circulated before a meeting.
- 3.10 Minutes are to be recorded and posted online for all member of the association to see. An annual report is to be written for the AGM each year.

4. MANDATE

The Executive Council of ADMP UK exists in order to undertake the following duties and functions on behalf of the membership:

- To promote the use of Dance Movement Psychotherapy throughout the UK in accordance with the professional standards;
- To establish and maintain a register of professional members;
- To represent the membership in negotiations with relevant bodies concerning issues of employment;
- To support the development of training courses which provide professional competence in the theory and practice of Dance Movement Psychotherapy;
- To facilitate the exchange of relevant information, knowledge and thought in Dance Movement Psychotherapy in liaison with other professional organisations;
- To protect and promote the interests of its members;
- To encourage and support research and publications in Dance Movement Psychotherapy;
- To be aware of issues relevant to the professional standing of Dance Movement Psychotherapists and to act as a support to the members;
- To investigate, examine and debate issues and to form proposals for policies to present to the membership;
- To make decisions and vote upon proposals;
- To implement agreed decisions, policies and procedures;
- To keep proper accounts and to manage the resources of the Association;
- To keep proper minutes of all Council meetings and decisions.

- Professional Development Committee
The Chair and members of PDC will be appointed by ADMP UK Executive Council. New members of the Committee will be nominated by the Council, in consultation with the PDC Chair and existing members provided there is a relevant vacancy on the committee.
- Education and Training Committee
The Chair and members of ETC will be appointed by the ADMP UK Executive Council, including members from other relevant organisations. New members of the committee will be nominated by the council, in consultation with the ETC chair and existing members provided there is a relevant vacancy on the Committee.
- Ethics Committee
The Chair and members of the Ethics Committee will be appointed by the ADMP UK Executive Council. New members of the Committee will be nominated by the Council, in consultation with the Ethics Chair and existing members provided there is a relevant vacancy on the Committee.
- UKCP Accreditation Committee
The Chair and members of the UKCP Accreditation Committee will be appointed by the ADMP UK Executive Council. New members of the Committee will be nominated by the Council, in consultation with UKCP AC Chair and existing members provided there is a relevant vacancy on the Committee.

Members of ADMP UK Executive Council are separately and severally liable, in law, for all matters pertaining to the administration of ADMP UK for and on behalf of its membership. Therefore all decisions of sub-committees must be ratified by Council before implementation.

5. DECLARATION FORM - ACCEPTANCE OF ALL ADMP UK LTD AND UKCP/HIPC POLICIES AND PROCEDURES

All ADMP UK Ltd council and subcommittee members will be required to sign a declaration form to state that they have read and accept the following policies and procedures:

- The current Articles of Association (updated May 2021)
- The ADMP Overview Summary of Roles and Responsibilities dated Sept 2019;
- The Terms of Reference for the committee on which they serve updated June 2023
- Have submitted an up-to-date CV with a declaration of any known potential conflicts of interest of which they are aware, including dual roles.
- Agree to engage to the best of their ability in a professional collaborative partnership with the committee on which they serve and all other ADMP representatives.
- Will inform the chair of the committee on which they serve if they are no longer in a position to contribute to the committee and need to either take a break or step down from the role.
- That they will ensure that they have a working knowledge of Conflicts of Interest, Dual Roles and respect for Intellectual property.
- All relevant UKCP and HIPC documents as ADMP UK Ltd is an organisational member of UKCP under HIPC.