

Rules and Operating Constitution for the Association of Counselling and Therapy Online

To be read and implemented along with the Memorandum and Articles of Association dated 15th
February 2017.

1. **Defined terms:** director (M & A point 1.1): “Director”
 - 1.1. For ACTO a director will be the members of the Board, which before formation of this company limited by guarantee was an association with an executive that managed and ran the association.
 - 1.2. All members of the Board of Director will need to provide passports, proof of address, full name and contact details for the ACTO Directors’ Register.
 - 1.3. All directors coming into post will need a directors’ pack that will include
 - The mem and arts
 - Last three years of accounts
 - Last three months of meeting of the directors
 - Any protocols to follow, particularly those concerning expenses and conflicts of interests.

2. **Membership and Training** (M & A point 3.1.2)
 - 2.1. Membership of ASSOCIATION FOR COUNSELLING AND THERAPY ONLINE (“ACTO”) is open to counsellors, psychotherapists psychologists and other mental health practitioners who have completed their general training, either in the UK or elsewhere in the world who work to the professional guidelines of an accrediting body, either within their own country or within the UK, such as BACP, UKCP, BPS, RCN, BCP and who have undertaken additional training in online therapy by an approved training organisation listed by ACTO.
 - 2.2. In the case where a qualification has been gained by a different method a detailed dossier of relevant training to work therapeutically online and experience will need to be presented to the membership sub-committee of ACTO which should demonstrate equivalence;
 - 2.3. All members are required to be a member of a professional membership body such as BACP, UKCP or BPS, with an ethical framework and complaints procedures. Members may conduct their practice either from the UK or abroad providing that they are legally permitted to work within that country and insured to do so;
 - 2.4. ACTO reserves the right to amend the requirements of 3.1.2 in accordance with changing training requirements in online counselling and psychotherapy. This would include that training may in future be via a modular route or formal training route and ACTO reserve the right to modify the requirements for training in line with changing circumstances;
 - 2.5. ACTO’s decision on acceptance as a member is final, subject to one appeal.

3. **Forging links**

- 3.1. Within the context of carrying on any trade or business whatsoever ACTO will be open to forging links with online therapy associations in other countries and any associations, and other interested parties, in the UK whose members practise online therapy such as the British Association for Counselling and Psychotherapy, (BACP), United Kingdom Council for Psychotherapy (UKCP) and British Psychological Society (BPS).
- 4. Promoting the rights and status of members**
 - 4.1. ACTO will promote the rights and status of Association members working from the UK or abroad.
- 5. Register of Members**
 - 5.1. To keep a register of members and their status as online therapists, supervisors, trainers and others as appropriate, which may include their qualifications, appointments and experience, and to verify and audit these qualifications, appointments and experience in order to provide members with a service and in order to provide the public with accurate and up to date detail.
- 6. To formulate and maintain standards of professional conduct including guidelines**
 - 6.1. To formulate and maintain standards of professional conduct and competence for those engaged in online therapy and incorporating guidelines for online therapy in collaboration with other UK professional membership bodies.
- 7. Publications**
 - 7.1. To cause to be written, printed or digital produced, and published or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or audio or text recordings within the remit of available funds.
 - 7.2. To promote and facilitate the dissemination and exchange of information on matters of professional interest among members and others by the holding of online conferences, meetings, seminars for the reading of papers and reports, by the publication, by electronic or other means, of periodicals, books, monographs or papers and by the promotion, compilation and publication of research studies, within the remit of available funds, partnership with publishing houses and whilst respecting all copyrights.
 - 7.3. To acquire, establish and hold any copyright, patent, translation, publication, right of publication or other intellectual property right which may appear useful to the Company and to protect, prolong, register, renew, exercise, develop, use or manufacture the same for any one or more objects of the Company.
- 8. An Information Service**
 - 8.1. To formulate a development plan which would include establishing services (including information services to the public and the membership) for the public good and online therapy in general.
- 9. Research**

- 9.1. To foster and encourage members to undertake research into any aspect of the objects of the Company and its work, where it is feasible for the Company to do so, and to disseminate the results of any such research in partnership with other organisations and whilst respecting all copyrights.
- 10. An online Library and Resource Centre**
 - 10.1. To establish and maintain an online library of material and resources relating to online therapy and to afford members facilities for the use of the same.
- 11. Collaboration**
 - 11.1. To co-operate and collaborate with any voluntary or statutory body in any charitable project directed to the furtherance of the above objects.
- 12. Grants and Loans**
 - 12.1. From time to time at the discretion of the Board the Company may give grants or loans for training or research.
- 13. Subscriptions, gifts and bequests**
 - 13.1. To receive any subscriptions, gifts, endowments or bequests of money, property or other assets whether subject to any special trust or at the discretion of the Board and used for the furtherance of the Company under the instruction of the Board and complying to the Company's policy and procedure.
- 14. Appeals and Fundraising**
 - 14.1. To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise.
- 15. Committees and Roles (M and A 18)**
 - 15.1. The Board reserves the right to structure itself as it sees fit, to create permanent or temporary committees in line with the roles and duties required at any time.
- 16. Directors' Meetings**
 - 16.1. Usually Directors' meetings will take place online, with occasionally face to face meetings.
 - 16.2. The Board will fix on a six monthly basis their usual schedule of meetings. 14 days' notice is required for any additional or extraordinary meeting.
 - 16.3. Directors may send in their vote in writing via email on specific issues to be voted on in line with the meeting's previously published agenda.
 - 16.4. 65% of Directors are required for quorum.
- 17. Directors' Appointments and Terminations**
 - 17.1. Subject to the terms of the Company's Memorandum and Articles of Association items 21 and 22, one quarter of the members of the Board of Directors shall stand for election each year and can serve for up to two years). Retiring Directors shall be eligible for re-

election but no Director may serve for a period exceeding seven consecutive years without a two-year break. The same rules will apply to Directors with or without a named role such as Secretary.

18. Directors' remuneration

18.1. Subject to the terms of the Company's Memorandum and Articles of Association item 23, Directors will not normally be remunerated for their services to the Company. Any payment for services will be agreed by the directors.

19. Directors expenses

19.1. Subject to the terms of the Company's Memorandum and Articles of Association item 24, Directors are entitled to reasonable out-of-pocket expenses but are expected to limit their expenses, using second class travel, and limited subsistence costs should these be required.

20. Alternate Directors

20.1. Subject to the terms of the Company's Memorandum and Articles of Association items 25, 26, and 27 concerning Alternate Directors, the Company has decided not to allow Alternate Directors, but reserves the right to modify this clause should Alternate Director later be required.

21. Role of Directors

21.1. Chair:

21.1.1. A Chair shall be elected for a period of two years at the Annual General Meeting.

21.1.2. The Chair, or in her/his absence the Deputy Chair, shall Chair all General Meetings of the Company and all meetings of the Board of Directors.

21.1.3. The Chair shall be entitled to attend any meeting of all sub-committees and boards of the Company howsoever they may be constituted.

21.1.4. The Chair shall be entitled to delegate to the Deputy Chair or to any one or more members of the Board of Directors any or all of her/his powers and duties for such period and subject to such conditions and generally as s/he shall think fit.

21.1.5. The same individual shall not hold office as Chair for more than two consecutive terms.

21.2. Deputy Chair:

21.2.1. A Deputy Chair shall be elected for a period of two years at the Annual General Meeting.

21.2.2. In the absence of the Chair, the Deputy Chair, shall Chair all General Meetings of the Company and all meetings of the Board of Directors.

21.2.3. The Chair shall be entitled to delegate to the Deputy Chair or to any one or more members of the Board of Directors any or all of her/his powers and duties for such period and subject to such conditions and generally as s/he shall think fit.

21.2.4. The same individual shall not hold office as Deputy Chair for more than two consecutive terms.

21.3. Secretary:

21.3.1. A Secretary shall be elected for a period of two years at the Annual General Meeting.

21.3.2. The same individual shall not hold office as Secretary for more than two consecutive terms.

21.4. Treasurer:

21.4.1. A Treasurer shall be elected for a period of two years at the Annual General Meeting.

21.4.2. The same individual shall not hold office as Treasurer for more than two consecutive terms.

21.5. Other Directors:

21.5.1. Other named Director roles may including Training, Standards and Ethics, Research, International and others as required at the discretion of the Directors.

21.5.2. Not all Directors will have named roles.

21.6. Term of Office:

21.6.1. No individual shall hold a named or unnamed Director office for more than two consecutive terms.

22. Sub-committees

22.1. The Board of Directors reserve the right to establish sub-committees and working groups on a permanent or ad hoc bases. These committees may be composed entirely of members of the Board, or they may also have co-opted members for a maximum of two years.

23. Applications for membership

23.1. Subject to the terms of the Company's Memorandum and Articles of Association items 29 and 30, any prospective Professional Member will need to have completed training in line with the requirements and provisions set out in item 3.1.2 of the Company's Memorandum and Articles of Association and item 2 of this Constitution.

23.2. Application to all membership categories shall be made to the Membership Officer of the Company by email (members@ACTO-org.uk) and in such form and containing such information as the Board of Directors may from time to time prescribe. Full information about each section and an application form are available on the website at <https://acto-org.uk/membership-options/>. The Company may, before any decision on any application is made, require any additional information.

24. Membership Categories

24.1. There will be a number of membership categories available. All categories of membership are expected to pay a fee. The majority of sections listed in this Constitution are for individuals, 24.7 and 24.8 in this Constitution refer to organisational membership categories.

24.2. Professional membership:

- 24.2.1. On production of the required training, professional and identity paperwork and acceptance by the Membership committee. A Professional Member is required to have professional liability insurance suitable for working therapeutically online and be a member of a Professional membership organisation with an ethical framework and complaints procedure.
- 24.2.2. A Professional Member is eligible to go on the ACTO register of online therapists.
- 24.2.3. Professional members will have access to the Online Library and Forums.
- 24.2.4. The fee for Full Members is £30.00 per year, commencing in April 2017, rising to £38.75 on 1st April 2018. Professional Members joining in the middle of the financial year will be charged pro rata. The Directors reserve the right to increase or reduce the fees as required.
- 24.2.5. Only Professional Members are eligible for election to the Board of Directors with the exception of one Student Member and one representative from the Online Training Council.
- 24.2.6. Only Professional Member are entitled to be listed on the Professional Members/ Register, available to the public on the website. <https://acto-org.uk/seeking-a-therapist/>. There is an additional cost, from 1st April annually, of £15.00 until 31st March 2018, and £18.00 from 1st April 2018. If a Professional Member is also eligible to be on the ACTO Online Supervisors' Register, There is an combined additional cost, from 1st April annually, of £25.00 until 31st March 2018, and £30.00 from 1st April 2018

24.3. Associate membership:

- 24.3.1 For those who are unable to provide evidence of training or / and who have an interest in online therapy.
- 24.3.2 An Associate Member is required to have professional liability insurance suitable for working therapeutically online, should they be working therapeutically online in any way.
- 24.3.3 An Associate Member is NOT eligible to go on the ACTO register of online therapists.
- 24.3.4 Associate members will have access to the Online Library and Forums.
- 24.3.5 The fee for Associate members is £25.00 per year, commencing in April 2017, rising to £30.00 on 1st April 2018. Members joining in the middle of

the financial year will be charged pro rata. The Directors reserve the right to increase or reduce the fees as required.

24.3.6 Associate Members may not be Directors of the Company.

24.4. **Student membership:**

24.4.1. For those who are in training but who are not eligible for Professional membership.

24.4.2. A Student Member is required to have professional liability insurance suitable for working therapeutically online and be a member of a Professional membership organisation with an ethical framework and complaints procedure.

24.4.3. Student members will have access to the Online Library and Forums.

24.4.4. One Student Member may be elected as a Director of the Company to represent student interests.

24.4.5. The fee for Student Members is £15.00 per year, commencing in April 2017, rising to £19.00 on 1st April 2018. Student Members joining in the middle of the financial year will be charged pro rata. The Directors reserve the right to increase or reduce the fees as required.

24.4.6. A student member is NOT eligible to go on the ACTO register of online therapists.

24.4.7. Should a Student Member withdraw from training then their membership is deemed to be cancelled and the student will need to reapply should they wish to be listed within a section.

24.4.8. No member may stay in this section for more than six months after qualifying. Those qualifying in the middle of their membership year will be offered free membership of the Professional Membership section for the rest of the ACTO year.

24.4.9. It is the responsibility of the Student Member to supply annual evidence of their status as a student with their membership renewal.

24.5. **Retired members:**

24.5.1. This section is open to all those who have been full Professional Members of ACTO for at least three years and is a recognition of their service to online therapy.

24.5.2. Retired members are not required to have professional liability insurance and will not be practising.

24.5.3. A retired member is NOT eligible to go on the ACTO register of online therapists.

24.5.4. A retired member is not eligible to become an Acto Company Director but may be co-opted for specific projects and services.

24.5.5. Retired members will have access to the Online Library and Forums.

24.5.6. The fee for Retired Members is £10.00 per year, commencing in April 2017. Retired Members joining in the middle of the financial year will be charged pro rata. The Directors reserve the right to increase or reduce the fees as required.

24.6. Online supervisors' section and register:

- 24.6.1. Membership of this section is only available on production of the required training paperwork as a qualified online supervisor, or who can otherwise demonstrate how they have understood and implemented item 12 of the BACP Ethical Framework 2015, and acceptance by the Membership committee. An online supervisor is required to have professional liability insurance suitable for supervising therapeutically online and also to be listed as a full member under item 24.2 above.
- 24.6.2. The fee for Online Supervisors is including in the Professional Membership, but with an additional combined (professional member and online supervisor) register fee of £30.00 per year, commencing in April 2018. Online Supervisors joining in the middle of the financial year will be charged pro rata. The Directors reserve the right to increase or reduce the fees as required.

24.7. Online Training Providers (OPT):

- 24.7.1. This section is for Online Training Providers. It is organisationally based and not open to individuals.
- 24.7.2. No vote is available for this section on an individual basis.
- 24.7.3. Online Training Organisations may organise themselves as an Online Training Council and in this instant the Board of Directors may consider the Chair of the Online Training Council having a vote in their capacity as representing the Online Training organisations, and on request from the Online Training Council.
- 24.7.4. The fee for Training Council Members is £100.00 per year, commencing in April 2017. Training Council Members joining in the middle of the financial year will be charged pro rata. The Directors reserve the right to increase or reduce the fees as required.
- 24.7.5. The section is organisationally based and each Online Training Organisation may appoint one person to represent their organisation on the Online Training Council.
- 24.7.6. Training Organisations may only be eligible for membership of the Online Training Council if they has achieved acceptance onto the ACTO list on Online Training providers.
- 24.7.7. To apply to the register of Online Training Providers the Online training Provider must apply to the Board of Director as published on the ACTO website under the Online Training Providers' section.
- 24.7.8. Training council members will have not access to the Online Library and Forums unless those members are also Full Members in their own right.
- 24.7.9. *APTs (Approved Training Providers) are entitled to use the ACTO logo on their marketing materials with the following wording "X Online Training Organisation is an Approved ACTO Online Training Provider". This entitlement ends when an organisation does not renew its membership.*

24.8. Organisational members:

- 24.8.1. This section is organisationally based and not open to individuals. Organisations who might wish to join this section will have an interest in therapeutic work online, such as insurers, platform developers.
- 24.8.2. No vote is available for this section.

- 24.8.3. Organisational members are not eligible to become an ACTO Company Director, but may be co-opted for specific projects and services.
- 24.8.4. The fee for Organisational Members is £100.00 per year, commencing in April 2017. Organisational Members joining in the middle of the financial year will be charged pro rata. The Directors reserve the right to increase or reduce the fees as required.
- 24.8.5. Organisational members will have not access to the Online Library and Forums unless those members are also Full Members in their own right.
- 24.8.6. Organisational members will have their own web page on the ACTO website in a dedicated section for ACTO organisational members. Organisational members will not be online training providers which have their own section.
- 24.8.7. **Organisational members will have First priority for trade stand space at any event with a 20% reduction on the advertised price.**
- 24.8.8. **Organisational members may not use the membership list to market their goods. Any breach of this condition will result in expulsion from the association.**

24.9. Research Student membership:

- 24.9.1. For those undergraduate and postgraduate students who are not in online therapy training but who are researching online therapy in some capacity.
- 24.9.2. A Research Student Member is not required to have professional liability insurance suitable for working therapeutically online and is not required to be a member of a Professional membership organisation with an ethical framework and complaints procedure, although this would be encouraged.
- 24.9.3. Research Student Members will have access to the Online Library and Forums.
- 24.9.4. Research Student Members may not use the ACTO list for asking for help with research either by recruiting for samples or for professional advice without the Research Student Member submitting their proposal to the Standards and Ethics Director of ACTO for approval. Research projects will only be considered once ethical approval has been granted within your academic organisation. There will be a limit of 10 acceptances per year to use ACTO Professional Members as samples, so that ACTO members are not overwhelmed with requests. Subject to approval, this will be on a first come, first served basis. The ACTO New Year begins of 1st April. Anyone found abusing the list will be expelling from ACTO forthwith.
- 24.9.5. The fee for Research Student Members is £19.00 from 1st April 2018, and will be subject to a small rise each year. Research Student Members joining in the middle of the financial year will be charged pro rata. The Directors reserve the right to increase or reduce the fees as required.
- 24.9.6. A Research Student Member will be included in the ACTO Research Network listing, showing as a Student Researcher. A Research Student Member is NOT eligible to go on the ACTO register of online therapists.
- 24.9.7. Should a Research Student Member withdraw from training then their membership is deemed to be cancelled and the student will need to reapply should they wish to be listed within a section.

- 24.9.8. No member may stay in this section for more than six months after completing their qualification. After qualification the research student may, free of charge for the rest of the ACTO year, joining the ACTO Research Membership section.
- 24.9.9. It is the responsibility of the Research Student Member to supply annual evidence of their status as a student with their membership renewal.

24.10 Research Membership:

- 24.10.1 For those researchers who are not online therapists but you have an interest on research into any aspects of online therapists and its adjuncts. A Research Member is not required to have professional liability insurance. A Research Member is not required to be a member of a Professional membership organisation with an ethical framework and complaints procedure, although this would be encouraged.
- 24.10.2 Research Members will have access to the Online Library and Forums.
- 24.10.3 Research Members may not use the ACTO list for asking for help with research by recruiting for samples or for professional advice without the Research Student Member submitting their proposal to the Standards and Ethics Director of ACTO for approval.
Research Members may use the ACTO list for asking for professional help and advice with research. Research projects will only be considered once ethical approval has been granted within your academic organisation. There will be a limit of 10 acceptances per year to use ACTO Professional Members as samples (in addition to the 10 student research requests itemised in 24.9 above, so that ACTO members are not overwhelmed with requests. Subject to approval, this will be on a first come, first served basis. The ACTO New Year begins of 1st April. Anyone found abusing the list will be expelling from ACTO forthwith.
- 24.10.4 The fee for Research Members is £30.00 from 1st April 2018, and will be subject to a small rise each year. Research Members joining in the middle of the financial year will be charged pro rata. The Directors reserve the right to increase or reduce the fees as required.
- 24.10.5 A Research Member will be included in the ACTO Research Network listing. A Research Member is NOT eligible to go on the ACTO register of online therapists.
- 24.10.6 It is the responsibility of the Research Member to supply annual evidence of their status as a researcher with their membership renewal.
- 24.10.7 Research Members may not be Directors of the Company.

25. Membership Transfer from ACTO Local Association to ACTO Company Limited by Guarantee

- 25.1. Any member who is listed on the ACTO register of training organisations, online therapists or online supervisors at the point of creation of the Company is automatically transferred to one of the above sections as appropriate.
- 25.2. All new candidates applying for membership from the date this Constitution is activated will be required to provide evidence as outlined above in item 2 and item 24 before being considered for membership.
- 25.3. Membership is not automatic and is dependent on a standard as deemed by the Membership Sub-Committee.
- 25.4. The Board of Directors or any sub-committee or working group set up for the purpose may decline any application made to the Company for membership. Any decision so made shall be final.
- 25.5. Every member of the Association shall be bound to further, to the best of their ability, the objects of the Association and shall observe all regulations laid out herein and any regulations made under both the ACTO Memorandum and Articles of Association and this associated Constitution.
- 25.6. A member of the Company shall cease to be a member on the following grounds unless the Board of Directors determines otherwise:
 - 25.6..1. if the application on the basis of which membership was granted contained or referred to information which was false or misleading provided that due notice is given and the said member be given an opportunity to make representations to a meeting convened for that purpose
 - 25.6..2. if such member resigns by giving notice by email of resignation
 - 25.6..3. if the member becomes unfit to practise due to psychological, emotional or physical impairment which may impact their ability to provide services to the standard expected of ACTO members. This suspension of membership is open to review on resubmission of information by the member, which satisfies the Board of Directors of their suitability to retain their previous membership status
 - 25.6..4. If the person is excluded from membership under item g below
 - 25.6..5. If they otherwise cease to qualify for membership under the Articles.
 - 25.6..6. Provided always that any member who ceases to be a member shall remain subject to any liability imposed on them by the Memorandum and Articles of Association or any regulations made under these Articles.
 - 25.6..7. Any member of the Association may be excluded from membership of the Company by a resolution of the Board of Directors acting upon the recommendation of a sub-committee of that Board of Directors whose function is to consider the conduct of such members in accordance with the regulations made under these Articles for the time being in force provided that due notice is given and the said member be given an opportunity to make representations to a meeting convened for that purpose.
 - 25.6..8. Unless the members of the Board of Directors or the Company in General Meeting shall make other provision, the Executive Committee members may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not

less than three.

26. Communications:

- 26.1. Subject to the terms of the Company's Memorandum and Articles of Association item 47.2.1:
- 26.1.1. Unless otherwise agreed the legal and correspondence address for the Company will be **19B Front Street, Sacriston, County Durham, DH7 6JS United Kingdom.**
 - 26.1.2. The legal and correspondence address for the Company will be publicised on the ACTO website.
 - 26.1.3. The legal and correspondence address for the Company will serve as the official address for each of the directors.
 - 26.1.4. With the exception of the legal and correspondence address for the Company, all other communication and business will be conducted virtually with a web-based office.
 - 26.1.5. The Directors reserve the right to alter the communications and working arrangements at any time including from virtual to physical office premises.

27. No right to inspect accounts and other records

- 27.1. ACTO have an open policy for members to inspect the accounts on request with a period of 15 days' notice, together with any other items which might come under the Freedom of Information Act.

28. Trustee Liability:

- 28.1. Subject to the terms of the Company's Memorandum and Articles of Association item 52 The Company require all Directors will be expected to be covered by Trustee Liability Insurance, and the Company will provide this cover.

29. Accounting Procedures

- 29.1. A copy of every balance sheet (including those documents required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Board of Directors' report, and a Chartered Accountant's Report to the Board of Directors on the preparation of the Unaudited Statutory Accounts of the Company, shall, not less than fourteen days before the date of the meeting, be available to every member via the ACTO members' forum.
- 29.2. All accounting and legal records will be maintained within secure web space with a backup held in a secured setting by the Chair, for a minimum of six years.

30. Data Protection and GDPR

- 30.1. The Board of Directors will regularly review the requirements of GDPR and the Data Protection Bill 2018.
- 30.2. It will appoint a GDPR Officer to ensure implementation of all aspects of GDPR.

31. Amendments

The Board of Directors (BoD) will regularly review and amend this Constitution to ensure that it is a living document that keeps pace with the changes to the Association, its membership and online therapy. All amendments will be shown in blue as draft until agreed by the Board of Directors at one of their regular meetings.

Last update: **03/03/2018**

Last Changed Voted on by the BoD: **07/04/2018**