

Bylaw of the Association “International Consortium of Play Therapy Associations (IC-PTA)”

GENERAL PROVISIONS

Art. 1 - Name and Place

In accordance with art. 60 et seq. of the Swiss Civil Code, an Association called “International Consortium of Play Therapy Associations (IC-PTA)” was established based in Lugano, Switzerland.

PURPOSE

Art. 2 - Mission

The IC-PTA is a transglobal network of legal entities (in terms of non-profit, member driven, National Play Therapy Associations NPTAs) and individual persons that acts as reference body to value, promote, disseminate, and strengthen the integrity and quality in supporting professional Play Therapy and Therapeutic Play practice.

The IC-PTA may also carry out any other cultural and/or recreational activity and any economic or financial, movable or real estate transaction, for the best achievement of its purposes. The IC-PTA may, only for self-financing purposes, carry out marginal activities.

The IC-PTA intends to operate concretely nationally and internationally by collaborating with other national and international associations and organizations, employing its members and other professional figures.

The IC-PTA will pursue, promote, and encourage the following objectives:

- define minimum, quantitative and qualitative criteria to meet the requirements for designations in Play Therapy and Therapeutic Play sectors;
- connect National Play Therapy Associations (NPTAs) and individual persons which aim for quality professional practice, training and supervision in their countries;
- establish the prerequisites to become and remain Member of the IC-PTA;
- support the establishment and growth of NPTAs included in the IC-PTA;
- assist legal entities and individual persons in the application of the minimum criteria set for the designations in Play Therapy and Therapeutic Play sectors through training, practice and supervision in their countries;
- provide support on ethical issues related to the application of quality.

Art. 3 - Orientation

The IC-PTA is non-profit, non-party and nondenominational and operates exclusively for social solidarity purposes.

MEMBERS

Art. 4 - Members

Membership of the IC-PTA comprises four categories of membership. The Board of Directors may deliberate on the admission of members without obligation to state reasons.

Art. 5 - Types of Membership

1. Founding Members (without voting rights): individual persons who signed the IC-PTA’s Constitutive Act, and those who subsequently and with the unquestionable and unappealable resolution of the Board of Directors will be admitted with this qualification in relation to their effective work in favor of the IC-PTA. Founding members may attend board meeting in a non-voting capacity in acknowledgment the IC-PTA history.

2. Operating Members (with voting rights): the legal entities (“*persona giuridica*”) who are non-profit, member-driven National Play Therapy Associations (NPTA) and who adhere to this bylaw, provide free and/or remunerated services according to the methods established by the Board of Directors and pay the annual social contribution. The Board of Directors deliberates on the admission of Operating Members to the IC-PTA without obligation to state reasons. The Operating Members include the Board of Directors for which the conditions regarding reimbursements and services equally apply (see Art. 9).

3. Honorary Members (without voting rights): The Board of Directors may grant honorary membership to the legal entities and individual persons that have acquired particular merits for their work in favor of the IC-PTA or who are unable to be an effective part of it by express regulatory prohibition. Honorary Members may be invited to attend board meetings in a non-voting advisory capacity.

4. Individual Members (without voting rights): Individual persons (“*persona fisica*”) who shares the aims of the IC-PTA by contributing to its activity for free and by paying the annual social contribution and any other donations, including in kind, become an Individual Member (without voting rights). Individual Members may serve on Task Forces.

5. Organizational Members (without voting rights): A legal entity (“*personal giuridica*”) who shares the aims of the IC-PTA by contributing to its activity for free and by paying the annual social contribution and any other donations, including in kind, become an Organizational Member (without voting rights).

Art. 6 - Membership Fee

All Members who have not paid the Membership fee (annual social contribution) by the end of the respective year lose their Membership status.

Art. 7 - Membership Termination

Membership in the IC-PTA ceases:

- in the case of individual persons through resignation, exclusion, or death;
- in the case of legal entities through resignation, exclusion, or dissolution.

Art. 8 - Resignation and Exclusion

Resignations are possible at any time with the notice referred to in art. 70 para. 2 CC. The resignation must be sent to the Board of Directors by letter or e-mail with the related reasons. The entire annual social contribution must be paid for the year that has begun.

A Member can be excluded from the IC-PTA at any time without giving a reason. The Board of Directors decides on the exclusion (art. 65 paragraph 1 and art. 72 CC).

Indicatively, the Board of Directors proceeds with the exclusion of a Member for:

- non-payment of the annual social contribution: the forfeiture takes place upon decision of the Board of Directors after 3 (three) months from the non-payment of the contribution;
- acts carried out in contrast to the provisions of this bylaw or if serious reasons have intervened which make the continuation of the relationship incompatible.

Members who have ceased to belong to the IC-PTA cannot request the contributions paid and have no right on the assets of the IC-PTA itself.

SOCIAL ASSETS

Art. 9 - Financial Resources

The financial resources of the IC-PTA are made up of:

- annual social contributions as established by the Board of Directors.
- any proceeds from IC-PTA activities (events and initiatives);
- any other contribution, including donations, bequests and reimbursements due to agreements that Members, non-Members, public or private bodies, give for the achievement of the purposes of the IC-PTA;
- contributions from international bodies;
- income deriving from marginal commercial and production activities and proceeds from the sales of goods and services to associates and third parties.

The corporate assets consist of movable and immovable property and donations, bequests, or successions. The activity of Individual and Organizational Members is carried out for free. The activity of other types of Members can be

free and/or remunerated. For all types of Member, reimbursement of expenses actually incurred and documented for carrying out the activities is allowed within the limits set by the Social Assembly.

ORGANIZATION

Art. 10 - Bodies of the Association:

The organs of the IC-PTA are:

- a) the Social Assembly (all Voting Members);
- b) the Board of Directors (minimum 3 (three) Directors);
- c) the Auditor.

Art. 11 - Social Assembly

The supreme organ of the IC-PTA is the Social Assembly made up of Voting Members. Individual and Organizational Members may attend the Social Assembly in a non-voting capacity. An ordinary Social Assembly takes place annually. Voting members and Individual and Organizational Members are invited to this meeting by written invitation (email), with adequate notice and with the agenda attached.

The Social Assembly has the following tasks:

- a) Election or revocation of the Board of Directors: A Nominations Committee (comprised of one representative of two NPTAs on the Board of Directors and one representative of an Operating Member NPTA) provides a slate to the Social Assembly for vote.
- b) Approval of modification of the bylaw as recommended by the Board of Directors.
- c) Approval of the accounts (final balance sheet and budget);
- d) modification of the contribution of the Members (including annual social contribution) to the Board of Directors
- e) Deliberation on the eventual dissolution of the IC-PTA itself;
- f) Approval of the minutes of the previous Social Assembly;
- g) Discussion regarding proposals from Individual and Organizational Members for possible forwarding to the Board for action.

Within the Social Assembly, each Member NPTA with voting rights has the right to 1 (one) vote. Decisions come by simple majority of the votes of those who are present.

Each Social Assembly convened in accordance with the articles of the IC-PTA, can validly legislate if a Quorum of Voting Members is present. A Quorum comprises of at least ½ (half) of the total number of Voting Members.

If there is no quorum, the Assembly must wait 30 minutes (half an hour) before being called again. This new Assembly may deliberate whatever the number of those present.

A letter of authority may be submitted to delegate the vote to the head of assembly to consider. A letter of authority needs to be accepted by the social assembly before delegation to the head of assembly.

Art. 12 - Extraordinary Assembly

The Extraordinary Assembly (a specially called meeting of the Social Assembly) can be called at any time if the Board of Directors deems it necessary.

Art. 13 - Board of Directors

The Board of Directors is composed of at least 3 (three) and not more than 7 (seven) National Play Therapy Associations (NPTAs) with no more than one NPTA per country represented on the Board at the same time.

It represents the IC-PTA in Switzerland and abroad and manages ongoing activities. Each NPTA represented on the Board of Directors establishes its own selection of two representatives. Each NPTA has one vote.

The Board of Directors has the task of considering ANY general directives recommended by the Social

Assembly and of promoting any initiative aimed at achieving the social purposes.

The Board of Directors has the task of looking after the interests of the IC-PTA and representing it towards third parties. It deals with all affairs that are not reserved for the Social Assembly by this bylaw.

The Board of Directors is responsible towards the Social Assembly for the execution of all the tasks set out in this bylaw.

The convocation of the Board of Directors' meeting must reach all Directors at least 3 (three) weeks before the fixed date.

For the validity of the Board of Directors' meeting, A Quorum is a majority of voting representatives (one for each NPTA).

The meeting is chaired by the President designated for the day by the Board of Directors itself. Another Member of the Board of Directors is designated to perform the function of Secretary.

Resolutions are taken by majority of votes. In the event of a tie, the vote of the President of the Day prevails. Minutes will be drawn up from these resolutions, signed by all Board of Directors who are present.

The term for a NPTA as a member of the Board of Directors is three (3) years. the NPTA may be re-elected to the board by the Social Assembly for additional three (3) year terms.

The Board of Directors constitutes itself. The Board of Directors shares the tasks autonomously and the Members of the Board of Directors are not elected to the positions of President and Secretary of the Day or any other positions deemed necessary.

The Board of Directors can employ working groups (individuals and groups of experts, specialists, and consultants). For the purpose of achieving the aims of the IC-PTA, the Board of Directors may employ or appoint third parties, providing an appropriate compensation.

Art. 14 - Auditor

In the cases provided for by law, the Social Assembly appoints the Auditor upon the recommendation of the Board of Directors, who remains in charge until revoked by the Social Assembly itself. The Auditor annually submits a written report to the Social Assembly.

Art. 15 - Finance Management

Finance management is overseen by a Member of the Board of Directors. This individual is selected by the Board of Directors. The Board of Directors must draw up the minutes of the annual meeting and sign them. The Board of Directors is also responsible for keeping and updating the accounting books and preparing the IC-PTA balance sheet.

Each Voting Member has the right to consult the minutes of the works prepared and signed by the Members of the Board of Directors.

The fiscal years close on December 31st of each year. With the closure of the financial year, the financial statements will have to be submitted to the Social Assembly for approval within six months of the closure of the financial year.

Art. 16 - Signing Procedure

The IC-PTA is bound by the individual signature of 1 (one) (or more if needed by law) designated Member of the Board of Directors. This member is designated for this specific task by the Board of Directors.

Art. 17 - Responsibility of the Association

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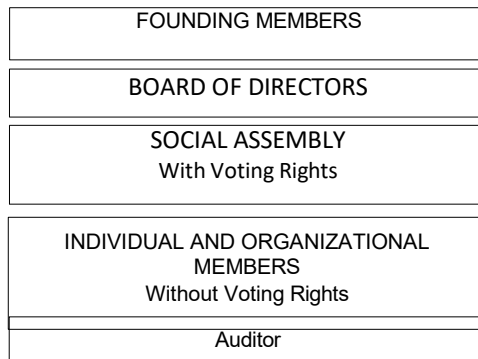
1. For the debts of the IC-PTA only the assets of the IC-PTA are liable. Members' personal liability is excluded.

2. IC-PTA has a *Data Protection Policy and Privacy Statement*. This is consistent with and required by Switzerland's Federal Data Protection Act (DPA), the Ordinance on the Federal Data Protection Act (DPA), and General Data Protection Regulation (GDPR).

Art. 18 - Dissolution of the Association

The duration of the IC-PTA is unlimited. However, the dissolution can be pronounced at any time by the Social Assembly. With the dissolution of the IC-PTA, its assets go to an institution that pursues the same or a similar purpose and that benefits from the tax exemption.

Art. 19 - Organization Chart of the Association



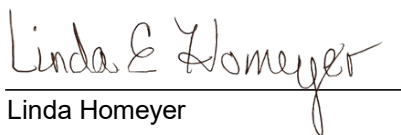
FINAL PROVISIONS

Art. 20 - Entry into force

This bylaw has been accepted within the Constitutive Assembly on February 26, 2022 and enters into force from that date.

Date and place: February 26, 2022, Lugano

The President designated for the day:


Linda Homeyer

The Secretary designated for the day:


Isabella Cassina

REVISION OF THIS BYLAW HAS BEEN ACCEPTED WITHIN THE SOCIAL ASSEMBLY ON MAY 23, 2023 AND ENTERS INTO FORCE FROM THAT DATE.

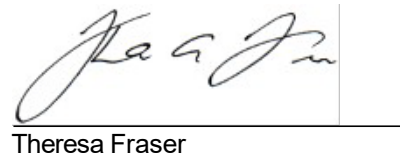
Date and place: May 23, 2023, Lugano

Signed off by:

The Head of Social Assembly designated for the day:


Akiko J. Ohnogi

The Secretary of Social Assembly designated for the day:

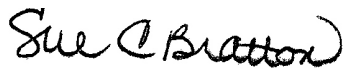

Theresa Fraser

REVISION OF THIS BYLAW HAS BEEN ACCEPTED WITHIN THE EXTRAORDINARY SOCIAL ASSEMBLY ON SEPTEMBER 27, 2023 AND ENTERS INTO FORCE FROM THAT DATE.

Date and place: September 23, 2023, Lugano

Signed off by:

The Head of Social Assembly designated for the day:



Sue C. Bratton

The Secretary of Social Assembly designated for the day:



Theresa Fraser