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BACP Articles of Association

Update for members

October 2026

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Articles of Association Review

We're updating our Articles of Association to enable a more agile, effective organisation while strengthening transparency, accountability and governance.

Our current Articles have provided a strong foundation, but in some areas, they now limit our ability to respond quickly and effectively to evolving needs

This review is about creating a more agile, modern BACP by evolving and strengthening our governance framework, while staying true to our purpose and member expectations

The legal, regulatory and operating environment has moved on, and our governance framework must keep pace with modern standards and good practice

Transparency, accessibility and member involvement have been central to this process, with the proposals requiring confirmation by members at the AGM in November.

In this presentation you'll see information on:

- Why we've reviewed the Articles of Association
- The process we've followed so far to develop the proposed changes
- The key themes and proposed changes
- What the changes mean in practice
- The next steps, including the member vote and where to find further information

What this means for you

While we're proposing some updates to our Articles, the things that matter most to you are staying the same. These proposals are about strengthening and modernising our governance, not changing our purpose or your rights.

What's staying the same:

- Our purpose – we're still here to advance counselling and psychotherapy
- Our charitable objects
- Your voting rights and how members vote on key decisions
- Your rights and role within BACP
- Our commitment to strong governance, transparency and accountability
- Our legal and regulatory responsibilities, including independent audit, regulatory compliance and appropriate oversight

Timeline of our current Articles

	2020	2021	2022	2023	2024	2025	2026
	Our current Articles were adopted		Trowers & Hamlins LLP completed a review and suggested changes, but these were not progressed far enough for members to vote on	Governance challenges were experienced in this period		The Board commissioned a review of the Articles to take place in 2026	Review completed and updated Articles have been prepared
Number of members	52,200	57,700	61,900	66,400	69,500	73,500	76,600

The Articles Working Group

The Articles Working Group was established in March 2026 to carry out a review of the Articles of Association.

The group is made up of:

- Five members of the Board, three of whom are BACP members
- The Chair of BACP Workplace Division who is also a BACP member
- Legal advice from Trowers & Hamlins LLP
- The group has been assisted by members of BACP staff

The review and proposed changes

Changes made across the Articles

Before looking at the individual changes, it's worth highlighting some of the updates we've made across the Articles as a whole to make them clearer, more up to date and easier to use:

- Brought the Articles up to date to reflect changes in legislation
- Strengthened some areas to reflect current governance good practice
- Made the wording clearer so there's less room for different interpretations
- Removed outdated references
- Added headings and improved the layout to make the document easier to follow
- Updated the language throughout to be gender neutral
- Minor housekeeping updates to improve clarity and flexibility without changing the substance

The proposed changes to the Articles will be explained under these categories:

What we're adding | What we're amending | What we're clarifying | What we're removing

Summary of the changes

What we're adding	What we're amending	What we're clarifying	What we're removing
Introducing a formal scheme of delegation to provide clarity on the decisions that may be delegated by the Board, while maintaining overall accountability.	Specifying where membership rules sit Board term limits and re-election Integrity of the process under which a Board member can be removed Alignment President and Vice President terms Chair and Deputy Chair term length Chair and Deputy Chair eligibility Frequency of Board meetings	Majority of Trustees to be BACP members	Remove some "Allowed Payments" to Board members Remove Chair and Deputy Chair remuneration Role of the Treasurer

Change 1: Remove some "Allowed Payments" to Board members

Current:

- The Articles currently allow a Board member to receive interest on money they lend to BACP
- The Articles also allow a Board member to receive payment where they rent property to BACP

Proposed:

- To remove both these provisions

Why are we proposing this?

- These provisions originate from standard model Articles and are designed for smaller charities
- They are not considered appropriate or necessary for an organisation of BACP's size, scale and financial maturity
- Removing them strengthens governance arrangements and reinforces the principle that Board members should not derive financial benefit from their position

What does it mean for members?

- Members will see stronger safeguards around Board member financial interests and potential conflicts
- There will be no impact on members' rights, services or the day-to-day operation of BACP

Change 2: Remove Chair and Deputy Chair remuneration

Current:

- The Articles currently allow the Chair or Deputy Chair to be remunerated for representing BACP
- This provision was included to provide flexibility but is not aligned with current governance practice

Proposed:

- To remove this provision

Why are we proposing this?

- The provision is not consistent with how BACP currently operates or intends to operate in the future
- Removing the provision strengthens governance and ensures any future proposal to reinstate this remuneration would require approval from the Charity Commission

What does it mean for members?

- Members can be assured that Board leadership roles will continue to be undertaken on a voluntary basis
- The change strengthens transparency, accountability and confidence in BACP's governance arrangements

Adding

Change 3: Introducing a formal scheme of delegation to provide clarity on the decisions that may be delegated by the Board, while maintaining overall accountability

Current:

- The Articles currently require the Board to ratify recommendations made by a panel regarding membership.
- This means that some membership decisions must be formally agreed by the Board before they are finalised.

Proposed:

- To give the Board the ability to delegate decision making responsibilities, as set out in a formal scheme of delegation.
- The Board will retain oversight through the Public Protection Committee (PPC) but will no longer be required to ratify individual membership decisions

Why are we proposing this?

- This is a more structured governance mechanism and will be outlined through clear standing orders and a scheme of delegation
- Requiring Board ratification creates an unnecessary administrative burden and can delay decision making
- A formal scheme of delegation will provide clarity, accountability and appropriate governance controls

What does it mean for members?

- Decisions will be made more efficiently
- Members will continue to benefit from clear processes and safeguards, with no reduction in oversight or accountability. Member's rights to make written representations and appeal are unchanged.

Amending

Change 4: Specifying where membership rules sit

Current:

- The Articles currently state that BACP has two membership categories: organisational and individual
- The Standing Orders provide more detail by setting out the different membership classes

Proposed:

- Move all membership categories and classes into the Standing Orders, rather than splitting them between the Articles and Standing Orders
- This creates a single place for managing BACP's membership structure

Why are we proposing this?

- This is primarily an operational change that makes our governing documents simpler and easier to understand
- It gives greater flexibility as the profession and our members' needs evolve
- It supports future growth by making it easier to develop new membership offers that align with our charitable purpose and objects

What does it mean for members?

- This change does not create any new membership categories, it simply puts the rules about membership in one place
- It gives the flexibility to respond more quickly to future opportunities and the changing needs of members
- Any future changes to membership categories or classes would continue to be made through our governance processes and in line with our charitable purpose

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Clarifying

Change 5: Majority of trustees to be BACP members

Current:

- In practice, the majority of Board members are BACP members
- Although this is reflected in the current Articles, the provision is not expressed clearly

Proposed:

- To amend the Articles to make it an explicit requirement that a majority of Board members must be members of BACP

Why are we proposing this?

- The change makes the requirement clear
- It provides greater clarity and certainty about the role of members in the governance of the Association
- It helps ensure that the Board retains a strong connection to the profession, membership and interests of BACP members

What does it mean for members?

- Members will have assurance that BACP members will continue to form the majority of the Board
- This strengthens the link between the membership and BACP's governance, while still allowing the Board to benefit from broader expertise from others

Amending

Change 6: Board term limits and re-election

Current:

- Trustees currently serve a four-year term
- Trustees may serve a maximum of two terms, equivalent to eight AGMs or eight years in practice
- The Articles currently require a two-year break before a former Board member can stand for election again

Proposed:

- To align Trustee terms to three years across all roles [See also Change 8]
- To increase the break period so that a Board member who has completed two terms must wait four years before being eligible to stand for election or appointment to the Board again

Why are we proposing this?

- It creates a clearer and more coherent structure across all Trustee roles
- It creates opportunities for a wider range of members to contribute to the Board over time
- It helps maintain an appropriate balance between continuity and fresh perspectives
- It supports good governance by enforcing a break between a Board member completing their maximum term and being eligible to stand for re-election or re-appointment

What does it mean for members?

- More members will have opportunities to stand for election and contribute to BACP's governance
- The Board will continue to benefit from new ideas and experiences while maintaining effective oversight and continuity

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Amending

Change 7: Integrity of the process under which a Board member can be removed

Current:

- The Articles currently require a Board member to be removed if they are subject to sanctions or an ongoing conduct hearing of the Association
- This automatic removal could be based on allegations alone and before the conduct process has concluded

Proposed:

- To amend the Articles so that removal in these circumstances applies only where the matter is considered sufficiently serious
- This will allow the circumstances of each case to be assessed before a decision is made on whether removal is appropriate

Why are we proposing this?

- It provides greater flexibility to respond proportionately to different situations
- It avoids the automatic removal of Board members on allegations alone, and before the outcome of a conduct process is known
- It enables decisions to be made on the seriousness of the matter and the potential impact on BACP, its members and its reputation

What does it mean for members?

- Decisions about Board member removal will be based on the specific circumstances and seriousness of the case rather than applying an automatic rule
- This change supports both fair process and robust governance by allowing appropriate action to be taken where necessary

Amending

Change 8: Alignment of President and Vice President terms

Current:

- The President serves a three-year term
- The Vice President serves a five-year term, creating inconsistency between the two honorary roles

Proposed:

- To amend the Articles so that the Vice President serves a three-year term, aligned with the President
- Both roles will therefore be subject to the same term length

Why are we proposing this?

- It removes inconsistency in the current Articles
- It creates greater clarity and consistency across BACP's honorary roles
- It simplifies governance arrangements and succession planning for these positions

What does it mean for members?

- Members will see a more consistent approach to the appointment and tenure of honorary office holders
- The change aligns governance arrangements but does not alter the purpose or responsibilities of either role

Amending

Change 9: Chair and Deputy Chair term length

Current:

- The Chair and the Deputy Chair of the Board serve a four-year term
- This term length is longer than is typical for many comparable professional bodies and membership organisations

Proposed:

- To reduce the term of office for the Chair and Deputy Chair of the Board from four years to three years
- The revised term will align with governance practice across comparable organisations and the term of office of all other BACP officer roles

Why are we proposing this?

- It aligns BACP's governance arrangements with benchmarking undertaken through PARN
- It supports regular leadership renewal while maintaining continuity and stability
- It reflects current good practice across professional membership organisations

What does it mean for members?

- Members will continue to benefit from strong leadership and effective governance, with more regular opportunities for leadership succession
- The change brings BACP's governance arrangements into line with sector norms and recognised good practice

Amending

Change 10: Chair and Deputy Chair eligibility

Current:

- The Articles currently require the Board to have a Chair and a Deputy Chair who are both BACP members which can be restrictive in practice
- The Articles also require the Chair to be appointed from among the existing elected Trustees.

Proposed:

- Remove the requirement that the Chair be appointed from among the elected Trustees, enabling the Board to appoint a Chair from within or outside the Board, subject to eligibility requirements
- To amend the Articles so that a Deputy Chair may be appointed if required, but there is no obligation to have one
- To introduce that any Deputy Chair does not need to be a BACP member

Why are we proposing this?

- It retains the provision the Chair should come from within the membership and maintain a direct connection with the profession and members
- It broadens the range of candidates available for appointment, helping to ensure the strongest possible leadership and oversight on behalf of members
- It introduces greater flexibility by allowing the Board to decide whether a Deputy Chair is needed and to appoint the most appropriate candidate if the role is established

What does it mean for members?

- Members will have certainty that the Chair of the Board will always be a BACP member
- The Board will have greater flexibility to structure its leadership arrangements

Removing

Change 11: Role of the Treasurer

Current:

- The Articles currently allow the Board to appoint a Treasurer as an officer of the organisation
- In practice, BACP has a Chief Operating Officer (COO) who is responsible for the day-to-day management of finances
- Financial oversight and budgeting is carried out through delegated responsibility to the Finance, Risk and Audit Committee (FRAC) rather than by a Treasurer

Proposed:

- To remove the role of Treasurer from the Articles

Why are we proposing this?

- To remove potential duplication between a Treasurer and FRAC
- To reflect how we already operate in practice, and intend to operate in the future
- For a charity of our size and complexity, it is more appropriate to have FRAC, supported by a professional finance team and intensive audits, rather than having a single trustee acting as Treasurer
- It also clarifies that the whole Board, not a single trustee, is responsible for financial stewardship of BACP

What does it mean for members?

- The change clarifies BACP's governance arrangements and ensures financial oversight continues through the Board and FRAC rather than through a separate Treasurer role

Amending

Change 12: Frequency of Board meetings

Current:

- The Articles currently require the Board to meet at least twice each year
- In practice, the Board already meets more frequently than this to fulfil its governance responsibilities

Proposed:

- To amend the Articles to require the Board to meet at least four times each year

Why are we proposing this?

- It ensures the Articles reflect the importance of regular Board meetings
- It supports effective oversight of BACP's activities, performance and strategic priorities

What does it mean for members?

- It strengthens the Board's commitment to get things right and steer the organisation
- Members can be assured that the Board will continue to meet regularly to oversee the organisation and make key decisions
- The change formalises existing practice and strengthens the governance framework

Looking ahead to the AGM

What happens next

We hope that these slides have helped you understand the proposed changes and the rationale behind them.

We want to make sure you feel well informed ahead of the voting period and the AGM in November.

Supporting information and how to get in touch with us

We have a dedicated webpage with information about the review and links to key resources.

You can email us at governance@bacp.co.uk if you have specific questions that you would like us to respond to ahead of the AGM.

Vote at the AGM

The voting period for this year's AGM opens on Thursday 15th October.

The new Articles will be available for you to vote on in the Mi-Voice portal.

As this is a Special Resolution to amend the Articles, the changes can only take effect if approved by at least 75% of votes cast at the AGM

Thank you