



Restructure Review Group

Final Report

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## ANNEXES

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DRAFT CATENIAN CHARTER



**We commit to recent Vatican pronouncements on ecumenism, respect for other faiths, and equality**

We recognise that since its foundation in 1908, the Catenian Association has its roots in the Roman Catholic faith and that, if the organisation is to survive in its present form, it needs to adapt to the rapid social and economic changes that are threatening our faith, peace and security.<sup>1-4</sup>

<sup>1</sup> Document of the Pontifical Council for Promoting Christian Unity, 4 December 2020. It urges all to act *“with humanity and charity towards brothers and sisters who are not in full communion with the Roman Catholic Church and to foster ecumenism.”*

<sup>2</sup> Encyclical Letter Lumen Fidei of Pope Francis, 29 June 2013. He writes: *“the light of faith in Jesus also illumines the path of all those who seek God and makes a specifically Christian contribution to dialogue with the followers of the different religions.”*

<sup>3</sup> Address of Pope Francis to the meeting “Faith and Science: Towards COP26” 4 October 2021. *“Each of us has his or her religious beliefs and spiritual traditions, but no cultural, political, or social borders or barriers prevent us from standing together”.*

<sup>4</sup> Encyclical Letter Fratelli Tutti of Pope Francis, 3 October 2020. The Holy Father argues that the organization of societies worldwide is still far from reflecting clearly that women possess the same dignity and identical rights as men.

**Catenian Aims**

**We recommit to Fun, Family and Friendship**

**We commit to empowering Circles to recruit according to their circumstances**

1. To demonstrate a commitment to adapt to the rapid social and economic changes that are threatening our faith, peace and security.
2. To strengthen family support, including children, spouses and widows/widowers, through fun and friendship.
3. To support one another in the practice of our Catholic Faith.
4. To recognise that only Circles can admit or remove members, and to enable Circles to determine their membership policy appropriate to their local circumstances in accordance with this Charter.
5. To ensure each Circle is enabled, should it so decide, to vary practices and procedures to flourish according to its local needs and opportunities.
6. To enable those Circles **who wish to**, to recruit students, apprentices, women, those who have lost or no longer practice their faith, members of the clergy, and those Christian spouses who attend Mass regularly in support of their Catholic families.

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7. To assist those in difficulty or need through charity, including but not limited to the Catenian Benevolent and Children's Fund.
8. To advance the interests, education and careers of young people, including but not limited to promoting the Catenian Bursary Fund and the grants available to young persons in any country where the fund is accessible.
9. To support parishes and communities by relieving difficulty or need through Catenian charities and the charities and other organisations which the Circles, Provincial Councils and National Associations consider appropriate.
10. To support and pray for vocations, clergy, diaconate, and religious life.

### Catenian Values

**Non-judgmental,  
Courteous,  
Respect for  
others and Non-  
political**

1. To be encouraging, supportive and non-judgemental in dealings with members and their families, including spouses and widows/widowers at all times.
2. To behave in a courteous manner and maintain high standards of behaviour at all times.
3. To live our personal lives in accordance with the ideals of our Faith where every person matters.
4. To encourage individual action in community and public life without bringing political affiliations into our meetings or social gatherings.

### We the members of the Catenian Association

**The Catenian  
Charter**

**Independent,  
autonomous  
National  
Bodies**

**A Catenian  
Secretariat**

1. Recognise that all National Associations are committed to take full account of this Catenian Charter in their National Governing Documents.
2. Recognise that the Catenian Association is a voluntary international organisation of independent and autonomous National Associations, each responsible for their own policies according to domestic law, consulting and co-operating in the common interests of their cultures and communities, in the promotion of international understanding and co-operation through the pursuit of common Aims and Values, and in ensuring that decisions are taken at the lowest possible level.
3. Recognise that a Catenian Secretariat will organise an annual meeting of the Representatives of the National Associations, co-ordinate any actions that involve two or more National Associations, certify that the governing documents and any amendments of each National Association do not conflict with the Catenian Charter, and oversee international development.

## DRAFT CATENIAN ASSOCIATION INTERNATIONAL AGREEMENT

*Texts in grey italics are explanatory notes – Figures in [square brackets] are suggested, not necessarily recommended.*

**THIS AGREEMENT IS MADE ON THE XX<sup>th</sup> DAY OF XXX 2023**

### **PARTIES:**

1. The Catenian Association (Australia) Limited, a company limited by guarantee, registered in New South Wales, Australia (CAN 638 660 812), and
2. The Catenian Association (Great Britain) Limited, a company limited by guarantee, incorporated in England (company number xxxxx) \* and
3. The Catenian Association (India) \* and
4. The Catenian Association (Ireland) \* and
5. The Catenian Association (Malta) \*.

*\* or other appropriate name and form which has legal personality under domestic law. As noted in the Final Report, decisions on the most appropriate legal form remain to be resolved on a country-by-country basis.*

### **BACKGROUND**

- A. The Catenian Association is an unincorporated institution, governed by the Constitutional Documents which came into effect on xxx, following approval by its members and is subject to the laws of England and Wales.
- B. The members of the Catenian Association have decided that it should be converted into a voluntary international organisation of independent and autonomous National Associations, each with its own National Governing Body which is responsible for its own constitution as required by its local laws and culture, each consulting and co-operating in the common interests through adherence to The Catenian Charter, which sets out the Catenian Aims and Values, hereafter referred to as the restructured Catenian Association.
- C. The parties have agreed to establish a Catenian Secretariat.

IT IS HEREBY AGREED AS FOLLOWS:

#### **1. Definitions and Interpretation**

**Administrative Year** means a calendar year commencing on 1 January or such other date as the National Representatives may decide unanimously.

**Catenian Charter** means the document set out in Schedule 1.

**Catenian Secretariat** means the body referred to in clause 3 and Schedule 2

**Catholic** means Roman Catholic Church or any Church faith in full communion with it.

**Circle** means a group of individuals designated as such by the National Governing Body.

**Constitutional Documents** means the governing documents for a National Association and the individual members in the relevant country or of The Catenian Association as the context requires.

**Director of International Development** means the individual appointed by unanimous vote of the National Representatives to take responsibility for developments in countries not yet advanced to National Association status.

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**National Association** means a party to this Agreement, or which is later granted National Association status and is still a member of the restructured Catenian Association.

**National Governing Body** means the governing body of a National Association.

**National Representative** means the individual appointed by a National Governing Body as its representative at any meeting of the Catenian Secretariat and with the authority to vote on behalf of the National Association.

**Super Majority** means more than 50% of the votes cast AND more than 50% of the National Associations for which votes were cast. For the avoidance of doubt, an abstention shall be ignored for all purposes.

2. The Central Council of the Catenian Association has agreed to assist the parties in implementing the restructuring of the Catenian Association and in transferring all the activities, assets and liabilities to the Catenian Secretariat and relevant National Associations, including in particular those referred to in Schedule 3.
3. The Parties shall arrange forthwith for the establishment of the Catenian Secretariat, as a company limited by guarantee incorporated in England, with the role and responsibilities set out in Schedule 2.
4. The Parties shall constitute the founding shareholders of the Catenian Secretariat company formed in accordance with the preceding clause. Thereafter, the shareholders of that company shall be each of the National Associations.
5. The Parties shall ensure that their Constitutional Documents comply in every respect with the Catenian Charter for as long as they remain members of the restructured Catenian Association. If so required by a Super Majority of the National Representatives, a National Governing Body shall take any and all steps required to ensure such compliance. Appeals against any such decision shall lie to a tribunal established in accordance with clause 16.

### **Fundamental Principles**

6. Every National Association and any subsidiary or other entities and persons controlled by or associated with or in any way connected to or with it shall ensure that any decisions are devolved to the lowest possible level. All decisions about membership admission and removal and Circle procedural matters shall rest exclusively with the members of the Circle, subject only to review and possible annulment by the National Governing Body where a decision is contrary to the Catenian Charter, or of local laws and customs, or is likely to bring the restructured Catenian Association into disrepute.
7. National Governing Bodies shall certify that Circles operate in conformity with the Catenian Charter and shall oversee and take responsibility for membership development in their Country.
8. No person shall serve as a National Representative, or as a member of a tribunal established under clause 16, for a total period of more than [four] years, whether consecutive or otherwise, unless agreed unanimously by the National Representatives.

### **Legal and administrative provisions**

9. This Agreement shall be interpreted under the Laws of England and Wales.
10. At any meetings of the National Representatives votes shall be cast only by National Representatives on behalf of, and with the authority of, their respective National Associations.
11. Subject to clause 12, the number of votes attributable to each National Association shall be the number of individual members belonging to, or subject to the authority of, that National

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Association on the first day of each Administrative Year, as certified by the relevant National Governing Body.

*(This is only one of the options mentioned in the Final Report)*

12. The voting rights of a National Association shall be suspended at any time when the number of individuals belonging to, or associated with, that National Association does not exceed [50].
13. For the purposes of determining whether there is a Super Majority, a National Association shall be disregarded at any time when the number of individuals belonging to, or associated with, that National Association does not exceed [100].
14. All decisions to admit a new National Association into the restructured Catenian Association or to revoke National Association status shall be decided by a Super Majority.
15. Any changes to the Catenian Charter shall require unanimity of all the National Representatives.
16. At the annual meeting of the National Representatives, and subject to the over-riding requirement of clause 8 above, they may establish tribunals to decide on matters of interpretation of this Agreement, or on any appeals against decisions, including but not restricted to, those under clauses 6, 8, 12, 13, 23, and 25 to 27. The membership and terms of reference of each tribunal shall be decided by a Super Majority of the National Representatives. The Catenian Secretariat shall send written details of both the membership and the terms of reference by email or other method of communication approved unanimously by the National Representatives to each National Association within [five] working days of the National Representatives' decision. The decision shall not take effect until a further [five] working days after such notification.
17. Any prospective National Association wishing to join the restructured Catenian Association shall execute an agreement accepting all the provisions of this Agreement with such modifications as the National Representatives may agree unanimously.
18. In the event that a National Representative is unable to attend a meeting of the National Representatives for any reason, they may vote electronically or, with the unanimous approval of the other National Representatives, may appoint a proxy.
19. In case of emergency, any two or more National Associations may require the Catenian Secretariat to convene a special meeting of the National Representatives to be held within not more than [ten] working days from the date of submitting the request.
20. All meetings of the National Representatives shall be held electronically, unless a Super Majority of the National Representatives decides otherwise, having voted on the matter electronically not less than [ten] days prior to the date of the planned meeting.
21. Minutes shall be kept by the Catenian Secretariat of all meetings of the National Representatives and shall be circulated to each National Association within [ten] working days after the meeting.
22. A copy of the Constitutional Documents of each National Association shall be provided to the Catenian Secretariat. Following a request from another National Association, the Catenian Secretariat may make available the documents of any National Association, subject to the approval of the National Association concerned, such approval not to be unreasonably withheld, and subject to any copyright or other relevant laws.
23. Subject to the [unanimous] approval in writing of the National Representatives, no National Association or individual member of, or connected to, or associated with, a National Association shall use, or permit to be used, the name, logo or property of the restructured Catenian Association or of any National Association or of their connection with either, for any advertisement, letter or announcement whether for charitable, personal or business

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purposes in any form of media. Approval for use by a National Association shall not be unreasonably withheld.

24. The official language of the restructured Catenian Association shall be English. If a National Association produces its own Constitutional Documents in a different language, it shall provide the Catenian Secretariat with an English translation. Should any conflict of interpretation arise, the English language version shall prevail.
25. The National Associations agree to finance:
  - 25.1. all the costs of the Catenian Secretariat which have been included in a budget approved by a Super Majority of the National Representatives at its annual meeting. Such budgets may include amounts available for use at the absolute discretion of the Catenian Secretariat, provided always that such discretionary amounts do not exceed [10%] of that total approved budget; and
  - 25.2. additional emergency funding which has been approved unanimously by the National Representatives at a specially convened meeting.
26. Unless otherwise determined by a Super Majority of all the National Representatives, all the costs approved under the preceding clause shall be shared pro rata the number of members in each National Association, calculated in accordance with clause 11 as adjusted by such purchasing power parity percentage as may be approved unanimously by the National Representatives. The National Representatives may, by unanimous vote, agree not to include a National Association in whole or in part in calculating the allocated shares. \*  
*(\*For example, if the amounts involved are immaterial, or if it would be illegal to do so under local capital controls, anti-money laundering provisions or UN sanctions.)*
27. The National Associations agree to pay their allocated share of the costs within [30] days of receiving a demand from the Catenian Secretariat. The voting rights of a National Association that is in arrears shall be suspended until the arrears have been settled, unless alternative arrangements or measures are agreed by unanimous vote of the National Representatives of those National Associations who are not in arrears.  
*(A National Association could appeal, particularly if there were some capital controls in force in the country. A successful appeal might be made subject to agreement to pay the arrears at the earliest opportunity or to forfeit money or investments under the care/custody of the Catenian Secretariat.)*
28. Amendments to this Agreement shall require the [unanimous] approval of the National Representatives.
29. This Agreement shall come into force when signed by all the Parties or such later date that may be agreed unanimously by the parties hereto. This Agreement may consist of several documents each signed by one of the Parties hereto. Each National Association undertakes to inform all the other Parties within [24] hours of signing a copy of the Agreement.

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**SCHEDULE 1**  
**THE CATENIAN CHARTER**

*The Catenian Charter (see annex A) would be set out in full in this Agreement.*

**SCHEDULE 2**  
**THE CATENIAN SECRETARIAT**

1. The governing body of the Catenian Secretariat shall be the National Representatives for the time being. The Director of International Development shall be entitled to attend all meetings of the governing body of the Catenian Secretariat.
2. The Catenian Secretariat shall be responsible for:
  - 2.1. organising an annual meeting of the National Representatives or such other meetings as may be authorised under this agreement; and
  - 2.2. co-ordinating any actions that involve two or more National Associations or National Governing Bodies; and
  - 2.3. reviewing applications for approval as a National Association and making recommendations on such applications to the National Representatives; and
  - 2.4. reviewing the constitution of each National Association every [five] years and certifying that those national constitutions are maintained in conformity with the Catenian Charter; and
  - 2.5. overseeing and supporting international development under the direction of the National Representatives and the Director of International Development; and
  - 2.6. ensuring the effective and efficient completion of such administrative or other duties as may be assigned to it, in writing, as a result of a Super Majority decision of the National Representatives.
3. Subject to approval by a simple majority of the National Representatives, it may establish a range of administrative services to assist the National Associations and shall make available these services to any National Association at an agreed fee designed to recover only the cost of providing the services, including but not restricted to an agreed proportion of the overheads. All such arrangements shall be in writing.
4. At the end of each Administrative Year, the Catenian Secretariat shall produce a written report and annual accounts of its operations in a form approved by a Super Majority of the National Representatives. Such accounts shall be circulated to all National Associations within [six] months after the end of each Administrative Year. The National Representatives shall decide by a Super Majority whether such accounts are to be audited or subject to an Independent Examination.
5. Subject to the [unanimous] approval of the National Representatives, the Catenian Secretariat may sub-contract any or all its responsibilities to one or more of the National Associations or to a third party for such period not exceeding [four] years as the National Representatives unanimously agree, provided always that such arrangements are in writing. The arrangements may be renewed for further periods not exceeding [four] years by unanimous vote of the National Representatives.

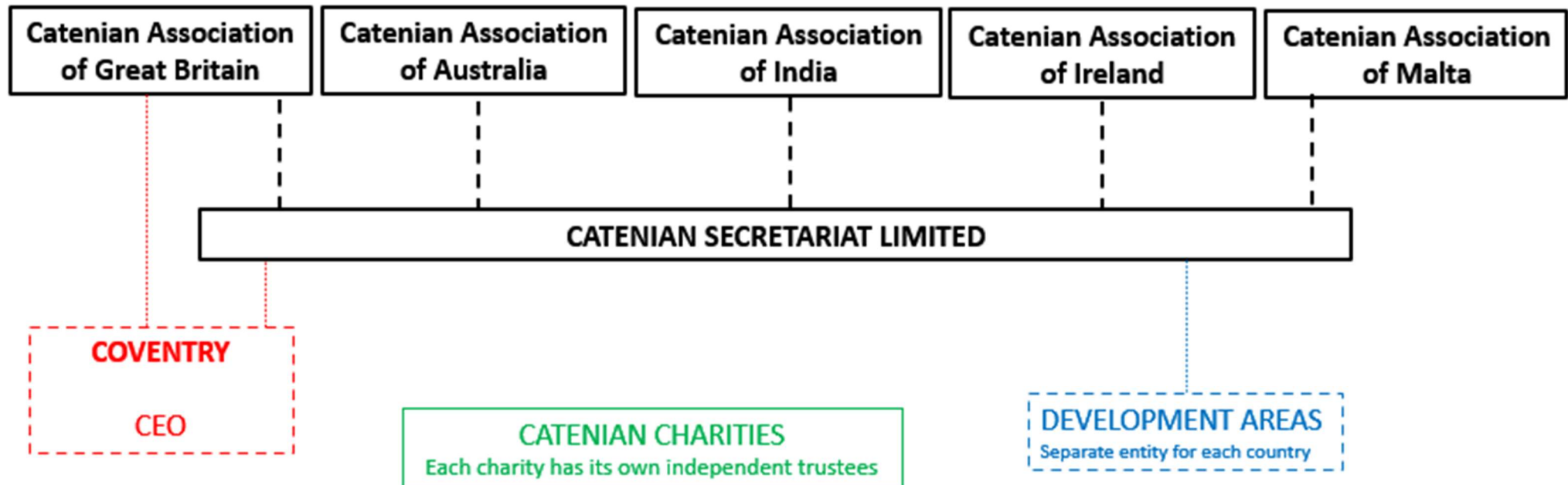
**SCHEDULE 3**

This schedule has not yet been drafted; it would contain the details of assets to be transferred from The Catenian Association Limited, notably the investments – See annex D for illustrative figures.



# PROPOSED RESTRUCTURED CATENIAN ASSOCIATION

Each National Association would take the legal form most appropriate for its own country. The only absolute requirements are that it should have "legal personality", and the power to sign agreements and comply with the Catenian Charter and the Catenian Association international Agreement. Ideally, it should be able to be a shareholder in the Catenian Secretariat Limited (a Company Limited by Guarantee).



- - - - Shareholder in the Catenian Secretariat Limited and signatory to the Catenian Association International Agreement
- ..... Subject to any over-riding VAT considerations, in the interests of efficiency and effective resource management, Head Office staff would be employees of CA(GB). That company could have an agreement to provide services to the Catenian Secretariat
- ..... Each Development Areas country would have a bespoke agreement with CSL which could lead to National Association status in due course

## POSSIBLE DIVISION OF INVESTMENTS - A BASIS FOR DISCUSSION

The investments could be distributed, based on the following principles:

1. Before any dispersion, sums could be set aside to:
  - a. Cover the costs of the proposed restructuring, including the use of outside change management professionals and a specified (or agreed) sum per country to cover legal and regulatory costs.
  - b. Finance the cost of establishing the Catenian Secretariat and several years of its initial operations. Thereafter it should be financed via appropriate charges to each National Association.
  - c. Be held in trust by the Catenian Secretariat to cover all the costs of establishing Circles in each of the countries in the Development Areas, with the balance of each country's allocation then being transferred as an initial "dowry" on becoming a member of the restructured Catenian Association.
2. The balance to be distributed, pro rata the number of members in each National Association on the date of the new structure taking effect. Purely as a transitional measure, the amount so allocated should not be less than the proposed "dowry", after adjustment for amounts already expended.

The following figures are illustrative, based primarily on the number of members in each country as at 31 March 2022. The actual figures would be a matter for unanimous agreement between the five initial proposed National Associations. Because of the urgent need to complete the restructuring as soon as possible, it is suggested that if such agreement cannot be reached within [90] days of the approval of the proposals via the "indicative" vote (see Annex E), the figures reflected in this illustrative example should be adopted, but not distributed until the restructuring is finally completed.

All figures rounded to the nearest £'000

Costs of the restructuring	300	
Part of initial finance for Catenian Secretariat	250	
For international development	<u>300</u>	
Held by the Catenian Secretariat as trustee	<u>850</u>	850 (See 1 Above)
Distributed to countries, pro rata – see below		<u>3,533</u>
Value of the investments on 31 March 2022		<u>4,383</u>
Australia*		380
Bangladesh – Notes 1, 2 and 3		50
GB*		2,714
India* – Note 1		167
Ireland* – Note 2		50
Israel – Notes 2 and 3		50
Malta*		71
South Africa and Zimbabwe – Notes 1, 2 and 3 below		<u>51</u>
Total distributed to national entities		<u>3,533</u>

Note 1 – Figures to be adjusted for any amounts not yet remitted to Central Council.

Note 2 – Initial "dowry" to be adjusted for figures expended to date.

Note 3 – In the early years of a new National Association, the Catenian Secretariat may request that an established National Association acts as a trustee until the new National Association is able properly to manage the "dowry".

\* The initial five National Associations of the restructured Catenian Association.

## Steps to Implementation

1. Indicative vote to:
  - a. Approve the commonwealth model.
  - b. Agree the Catenian Charter.
2. CC, acting in conjunction with National Councils:
  - a. Appoints appropriate third-party change management professionals (including lawyers).
  - b. Approves National Council status for India, Ireland and Malta.
  - c. Confirms President of IRC as Interim Director of International Development.
  - d. Ensures an appropriate voice for Groups or Development Areas.
  - e. Incorporates an English company limited by Guarantee, as the prospective Catenian Secretariat – See also 5b below.
  - f. Resolves outstanding legal issues.
  - g. Forms a shadow Catenian Secretariat, established from within CC, until the Catenian Secretariat takes effect.
3. The shadow Catenian Secretariat, formed from within Central Council:
  - a. Agrees proposed wording of the Catenian Charter for later endorsement by the membership.
  - b. Agrees wording of the Catenian Association International Agreement.
  - c. Agrees financial issues in discussion with National Councils.
  - d. Agrees voting arrangements for definitive resolution to approve the new structure, which will be preceded by circulation of all relevant details – see also 7 below.
4. Each National Council (including those in 2b above), and the Director of International Development for Groups (where relevant):
  - a. Ensures that there is in place an entity with legal personality.
  - b. Develops its own new Constitution, ideally as short and as simple as possible, or as an interim measure adopts with local amendments the current Constitution and Rules and Regulations.
  - c. Submits the outcome of 4b to the shadow Catenian Secretariat for confirmation that they comply with the Catenian Charter.
5. GBNC, in addition:
  - a. Sets up a GBNC Incorporated Company (as required by 4a above).
  - b. Assists CC in incorporating the prospective Catenian Secretariat.
  - c. Sets in hand a review of Coventry organization and setting up of new GB Governance structure commensurate with the size of the organisation.
6. CC (in its role as shadow Catenian Secretariat) provides finance for the restructuring depending upon the outcome of the “beneficial ownership” and division of assets issues.
7. CC arranges for the preparation and circulation to the entire membership of a document explaining the steps that need to be taken to complete the restructuring and drafts appropriate resolutions to:
  1. Implement the arrangements for Zimbabwe and the remaining Development Areas, subject to the necessary assurances regarding future admission to the restructured Catenian Association.
  2. Approve the Catenian Charter (annex A, as subsequently amended).
  3. Approve the Catenian Association International Agreement (annex B, as subsequently amended), to take effect when all the Agreements have been signed (which is expected to be virtually simultaneously).
  4. Approve the financial arrangements (annex D, as subsequently amended).
  5. Any other resolutions required to complete the transformation of the Catenian Association (an unincorporated institution) into the restructured Catenian Association.
8. At an appropriate point thereafter, CC:
  - a. Arranges for the founder Members of the restructured Catenian Association to sign the various Catenian Association International Agreements.
  - b. Arranges for The Catenian Association Limited to transfer its assets and liabilities as set out in Schedule 3 of the Catenian Association International Agreement (annex B, as amended)-
  - c. Formally notifies all the relevant parties that the transformation of the Catenian Association into the restructured Catenian Association has been completed, and that the 2016 Constitutional Documents (which includes the Rules and Regulations) no longer apply.