

EXECUTIVE SUMMARY

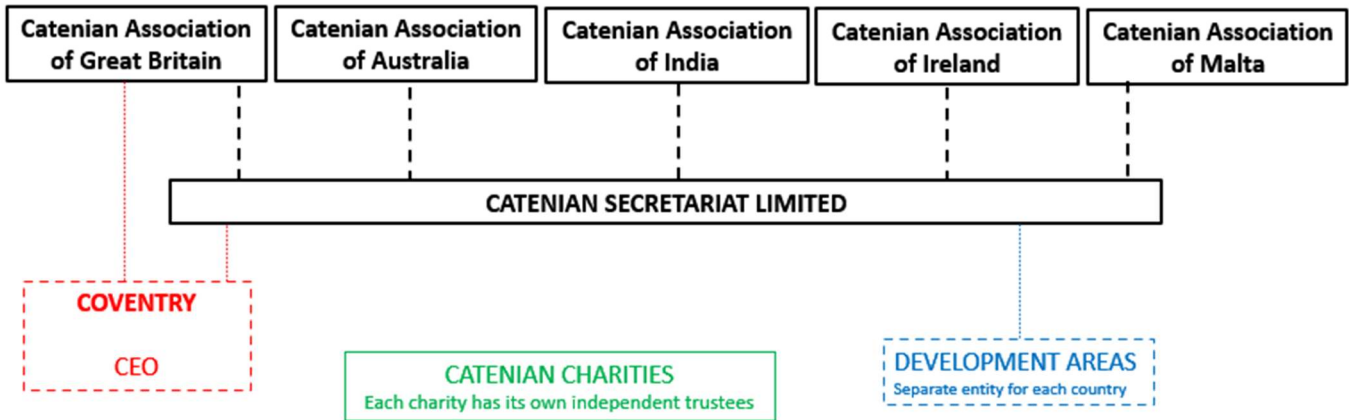
We were asked to review the outcome of the restructuring that led to the current 2016 Constitution.

1. The biggest challenge, particularly in Great Britain (GB), is recruitment. (Paragraph 4)
2. What is right for urban areas may not be right for others and what might be right for one country may not be right for others. (Final Report Paragraph 4c and 6d)
3. The 2016 Constitution was intended to enable the autonomy necessary to align recruiting to local circumstances, but in practice this severely restricts recruitment initiatives. (Paragraph 5)
4. We also found an unacceptable lack of appropriate governance arrangements for a world-wide association, which poses significant risks to the Catenian Association. (Paragraph 6)
5. The requirement to provide a structure which facilitates autonomy as well as reducing the risk arising from a lack of international governance has led us to recommend a “commonwealth model”. (Paragraph 10)
6. We propose this model comprises separate and independent National Associations, each with its own constitution, supported by a Catenian Secretariat and underpinned by a Catenian Charter which sets out the enduring Aims and Values of the Catenian Association and an International Agreement which sets out the relationship between the National Associations and with the Secretariat. (Paragraph 12 and Annexes A and B.)
7. The Charter and the Agreement will be the “glue” which holds the worldwide Association together: we have drafted a possible Charter and International Agreement. (Annexes A & B)
8. India, Ireland, and Malta would be advanced to National Associations. (Paragraph 17a)
9. The Catenian Secretariat would be an incorporated company, owned by the National Associations and with limited powers. (Paragraph 13)
10. Revised arrangements for the Development Areas, organised through the Catenian Secretariat and a Director of International Development are proposed, accompanied by a complete review of the international strategy. (Paragraph 20)
11. We address in detail only Great Britain National Council (GBNC) as it is up to other National Associations to determine their own local governance arrangements.
12. For GBNC we recommend it becomes an incorporated body, organised along modern lines with a Chair, Board, and a Chief Executive Officer (CEO) with a small executive. Local democracy would be provided by a consultative and advisory body. (Paragraph 27)
13. The “Head Office” will support two incorporated companies (the Catenian Secretariat and GBNC), which will simplify and clarify the somewhat anarchic structure and processes which exist, sharing a CEO but with their own governing boards. (Paragraph 22)
14. The Association has investments of circa £4 million and we outline possible options for the future of these funds. (Paragraph 34)
15. Central Council’s role should be transformed into the new Catenian Secretariat whilst the International Regional Council (IRC) would be absorbed into the Catenian Secretariat under a dedicated Director of International Development.
16. Implementation will not be easy. We suggest a route at Annex E and recommend that change management professionals are contracted to avoid the prolonged implementation of the 2016 Constitution. (Paragraph 37)
17. Our Main Recommendations are set out on Page 12.

18. The schematic below illustrates the proposed restructured Catenian Association.

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

FINAL REPORT

INTRODUCTION

We were asked to consider what the 2016 reorganisation was designed to achieve and were the intended aims achieved

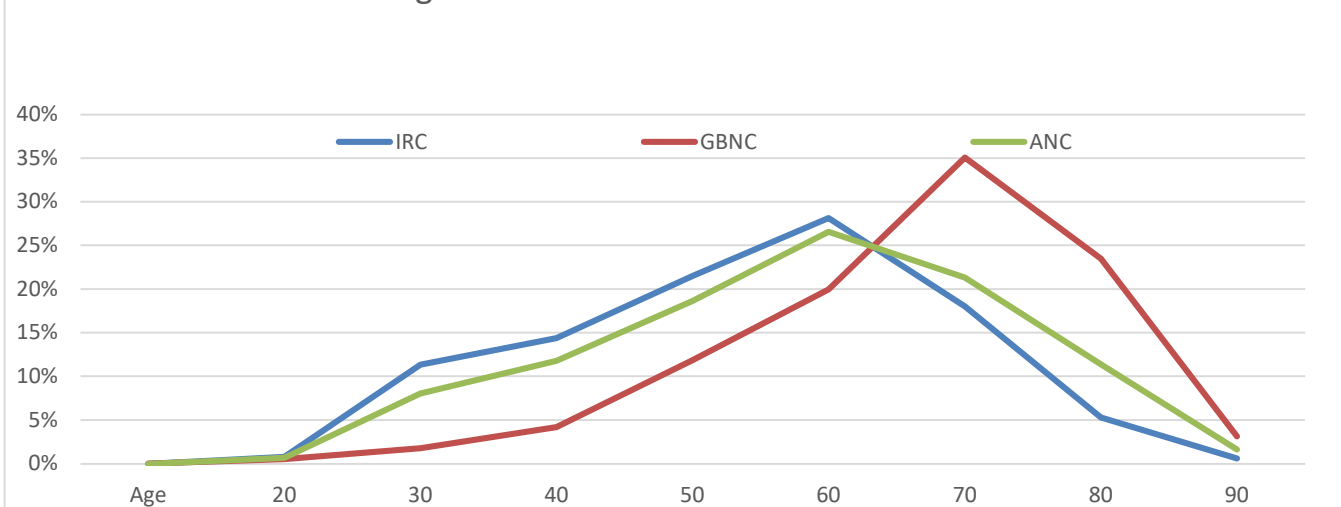
1. Central Council (CC) requested that GBNC undertook a review of restructuring as CC did not have the resources so to do¹. Further impetus to setting up a review was the Province 4 motion at the GB National Conference. Subsequently, we were asked by GBNC to review the reorganization of the Association that culminated in the current 2016 Constitution. Thus, although set up by GBNC, we have not limited our consideration to GB and indeed believe our responsibility is to the whole Association rather than just GB.

2. In formulating our recommendations three factors have particularly influenced us:

- a. The need for GB to urgently increase its recruiting of new members.
- b. The expectations of the membership on what they believed the 2016 Constitution was to deliver.
- c. The international dimension.

3. We explore each of these factors, before dealing with the structure and improved governance of the Association. We end by addressing some specific issues.

Age Distribution of the three Councils



THE MAIN FACTORS

The need to recruit younger members is more critical in GBNC than in other countries

4. Recruiting

a. We were repeatedly told in submissions that the most important issue is recruiting. We agree. The need to increase our recruiting is urgent owing to demography, particularly in GB where 72% of members are age 65 or over (see graph)² and thus recruiting of younger members is critical to the survival of the Association in GB. Without such action, given life expectancy in the UK at age 65 is 18.5

¹ GBNC Meeting Minutes dated 1st March 2021.

² Age-Province Report dated 23 Sep 22 provided via Head Office.

Society has changed while the Association has not

Circles have different needs and opportunities

We now have Circles in non-Christian countries

The membership was given to expect greater autonomy in 2016

Membership is the major issue but greater autonomy is required for membership initiatives to succeed

years, it can be expected that GBNC will lose between 4634 and 5979 members within 10 years. The situation is less critical in the other National Associations (IRC: 40% and Australian National Council (ANC) 50% over 65) both of which have a greater proportion of younger members.

b. The situation in the GB is now very different from when the Association was formed. Today, in GB, discrimination against Catholics has reduced significantly whilst society has significantly changed. Exclusively male, exclusively Catholic and with formal ritual and procedure, it has acquired by some within GB the stigma of Catholic freemasonry and has been the reason for some resignations.

c. Furthermore, the circumstances facing urban Circles in GB are very different from rural Circles, because of their access to universities, military establishments and Catholic schools. Ageing and declining Circles within ageing and reducing parishes, particularly those in a rural setting, have their own additional issues for which they need more freedom to resolve.

d. Whilst the social, economic and demographic circumstances vary within GB, there is even greater variation within the international dimension. Circles are established in countries which are predominantly non-Christian and where we know that there is discrimination against all Christians.

5. Expectation of Members of the 2016 Constitution

a. However, as we concluded in our first report³ the 2013⁴ vote was meant to enhance recruiting via greater autonomy for National Councils (and by extension Circles). The letter commending the 2016 Constitution to members stated⁵ *"At its centre is the desire to give the Association the opportunity to flourish by allowing decisions to be taken at the lowest possible level. This will remove Grand Council's tight control over the Association. The creation of National Councils, acting within the governing documents, will allow local Catenians – including those in Great Britain - to make decisions focussed on their own needs, cultures and aspirations. This will enable them to develop the Association in their own area."*

b. However, the 2016 Constitution has resulted in an 'unitary' organization that precludes, or severely limits, the expected autonomy and inhibits rather than enables recruitment with, for example, Director Province 6 stating in his New Year Newsletter *"progress is slow, and we are hampered by our Constitution and Rules which restrict what Circles can do"*. **Thus, we agree that membership is the major issue, but we also believe that without greater autonomy many new membership initiatives will be restricted.**

6. International Dimension

a. A stated purpose of the original Restructure Commission was to *"identify and evaluate options for international and national structures that would enable the Association to be governed effectively as an international organization."*⁶ However, whilst the second report⁷

³ Restructure Review Group Part 1 (Documentary Review) Report, to GBNC and the membership, 8 March 2022

⁴ Restructure Constitution Return Results, reported in GS Newsletter 37 dated 18 April 2013

⁵ 2015-12-25 GCEC10-12 5 2 2 Proposal Document as GC Paper v1.pdf

⁶ Preface to Restructure Commission Report 2009

⁷ 2012 Restructuring Report Phase 2

The International Strategy Document makes no mention of international governance

International risk has greatly increased

The current situation is unacceptable

What is right for one nation may not be right for others

The International Strategy needs reviewing

recommended that *“the Association should introduce effective structures and procedures to facilitate international governance....”* and devoted considerable effort to the structure and roles of the International Council (as it was then called) it did not address in any detail the governance. Furthermore, the current International Strategy document⁸ makes no mention of it.

b. However, being an international organization comes with myriad responsibilities and risks, and these have increased over the last decade. For example, misdemeanour and negligence at an event in one territory could result in financial penalty to the membership in another territory, and particularly to GB where most assets are held. In addition, all international organizations must be cognisant of international law embodied in national laws covering such diverse matters as transfer of data to third countries, counter-terrorist legislation, sanction legislation, anti-money laundering provisions etc. Such laws normally cover all overseas branches and makes Head Offices responsible for ensuring that their overseas branches comply with such legislation and have in place processes to investigate potential breaches. Compliance with these important matters is made more complicated by the fact that the Catenian Association is an unincorporated institution with no separate legal personality.

c. In our view, the current situation is unacceptable, and is a major influence in our selection of the appropriate structure for the Association.

d. In addition, we believe that what is right for GB may not be right for any other country. Whilst we have not looked at the local circumstances of Circles in Australia, India, Africa or the Middle East our knowledge of those countries leads us to believe that their circumstances are also very different. Thus, the 2016 Constitution which applies a “one size fits all” is inappropriate and is contrary to the outcome of the 2013 vote⁴.

e. Regardless of the outcome of our recommendations on restructuring, we recommend a review of the International Strategy document to include addressing governance issues.

SELECTION OF THE OPTIMAL MODEL

The new Constitution needs to be enabling if the Association is to survive

The current unitary and the federal governance systems are firmly rejected

7. We found the Constitutional Documents published in 2016 are confused, repetitive and restrictive, denying the promised light touch oversight. As a result, neither National Councils nor Circles **who wish to** can choose (as they expected) to consider varying practices and procedures to increase the attraction for recruitment to members of the clergy, younger Catholics, those who have lost or no longer practice their faith, those Christian spouses who attend Mass regularly in support of their Catholic families, or women.

8. The original report proposed a federal structure, with a central governing body but with certain powers devolved to the individual National Councils. A federal structure requires a comprehensive governance system in place for the Association to ensure compliance with national and international law. We are aware of one federal organization where there are significant problems arising from difficulties in implementing governance in overseas branches owing to political and practical barriers.

⁸ CC54 03May22 7.6.1 IRC Strategy & Dev Plan 2022-25 Issue 1

The commonwealth model will provide the desired autonomy to enhance recruiting and reduce governance risk

9. When we looked at other international organizations, the commonwealth model appears to be the more common model and evidence we received from members highlighted two examples (one a professional association and one the Scout Association) where the development of such a model had invigorated the organization. The St Vincent de Paul Society is another example of an organization which has a commonwealth model.

10. Our conclusion is that the commonwealth model provides the greatest flexibility, maximum autonomy and least risk, particularly in terms of international governance.

11. We stress that in fact the international governance ought to have already been in place under the unitary system. Even a commonwealth model requires certain additional governance, but the requirements and associated costs are far less than for other models.

COMMONWEALTH MODEL

A Catenian Charter will provide conformity with Catenian Aims and Values

12. A commonwealth structure would result in the Association comprising several independent National Associations, each formed under the laws and customs of the country concerned, with its own governing documents. To ensure conformity with Catenian aims and values, all National Associations would be required to comply with a Catenian Charter (we suggest a possible text at Annex A). This is not a unique or novel approach and for example it is the model used by the SVP⁹.

A Catenian Secretariat will underpin the structure

13. The structure would be supported by a Catenian Secretariat which we envisage being an incorporated body, owned by the individual National Associations, with a dedicated Director of International Development (initially the President of the current IRC whose roles and responsibilities would be absorbed into the Secretariat). The Secretariat would evolve from CC. The powers and responsibilities of its governing body would be:

Powers and responsibilities of the Catenian Secretariat

- a. Certifying compliance with the Catenian Charter.
- b. Admitting new National Associations.
- c. Expelling National Associations not complying with the Catenian Charter.
- d. International development.
- e. Managing any pooled financial resources.
- f. Organizing an annual (virtual) meeting of the Secretariat and addressing any issues affecting two or more National Associations.

National Associations to commit to a Catenian Association International Agreement

14. The Secretariat would be funded and supported by National Associations, who must also commit to complying with the Catenian Charter. We suggest a possible text for such binding arrangements via a Catenian Association International Agreement at Annex B.

15. The governing body of the Secretariat would be the nominated representatives of the individual National Associations plus the Director of International Development on behalf of Development Areas.

⁹ See *The Governance of the Society in England and Wales Article 1.3*) The individual National Statutes must comply with the International Statutes (which we are calling the Catenian Charter) which the International Council General (the equivalent of the Catenian Secretariat which we are proposing) must approve.

Voting options for the Catenian Secretariat

16. We have also considered the voting format for the Catenian Secretariat. There are 4 options, and we make no recommendation as we have not had the opportunity to canvas views from most of the countries:

- a. One vote per National Association.
- b. A weighted vote dependent upon the number of members in each National Association.
- c. Some form of “super majority” – a suggested option is in Annex B.
- d. A hybrid model where there is one vote per National Association on all matters except finance where there is a weighted vote or a “super majority” is required.

DEVELOPMENT AREAS

The need to address the status of Development Areas

Reduce risk by advancing certain countries to National Association status

Other countries to be addressed by the Director of International Development

Remaining Development Areas should not unduly influence the need for restructuring

Zimbabwe poses a particular risk owing to sanctions legislation

The Catenian Secretariat will support international development

17. In order to reduce risks for the whole Association, we considered the status of the Development Areas in the context of our other recommendations. Those areas fall into three broad categories:

a. Countries with a well-established group of Circles but which do not yet have their own National Council – India, Ireland and Malta. The risks can be mitigated by advancing the countries to National Association status immediately. We saw no convincing evidence for not so doing.

b. Countries in which a beachhead has been established but where the future development and expansion is far from certain and may be slow. In the absence of an updated international strategy which fully considers international risk, we could only reach some limited recommendations. Vitally important though further international expansion is, we concluded that it would be inappropriate for consideration of the needs of the Development Area countries unduly to influence the rest of the restructuring. Under our proposals, responsibility for international development will rest with the Catenian Secretariat working with and through a Director of International Development. It would be financed through the Catenian Secretariat – A possible broad outline of such financial assistance is set out in annex D. Each country would be encouraged to create a prospective national entity with legal personality, ready for recognition as a National Association. Where relevant, they would be provided with such information, communications and access to facilities as that provided to National Associations, but without any charge.

c. Zimbabwe is a special case, due to UN sanctions and its status in relation to the Commonwealth of Nations. However, it has had Circles for over 60 years. We recommend that a risk assessment is undertaken to consider Zimbabwe Circles’ position within the Association.

18. The alternative to our proposals above is to introduce potentially costly and complex regulatory administrative measures which history suggests are likely to increase rather than decrease. However, we did not think this was a viable alternative.

19. One difference between countries advanced to National Association status and the others would be the support received from the Catenian Secretariat. National Associations would be free to self-administer, or to contract with the Catenian Secretariat for such administrative assistance as they wished. Development Areas would receive administrative support from

The international development strategy should be reviewed

the Catenian Secretariat via the Director of International Development, free of charge as part of the costs of establishing new Circles in those areas.

20. We recommend that a review of the international development strategy should include establishing some form of “waiting room” for those aspiring to National Association status, centred around the current concept of Groups, supported financially and administratively by the Catenian Secretariat. However, the arrangements must not imply membership of, or partnership with, the restructured Catenian Association under either local or international law. When established in a country, such Groups should be given an assurance that they will be advanced to National Association status when they have met criteria to be developed as part of that strategy review.

“HEAD OFFICE”¹⁰

There are weaknesses in the governance of the Association

21. We were struck by the fact that it took nine years for the new constitution to be ratified in 2016 and even in 2022 was partially incomplete suggesting weaknesses in the governance of the Association. We were also struck by an apparent lack of a modern management structure at the “Head Office” which is best characterised as a group of employees and volunteers (we identified 78) working in an uncoordinated manner. For decades, this was a common approach in voluntary organizations and worked well in less complicated times when there was less regulation and legislation. Matters are further complicated as “Head Office’s” activities currently cover GBNC, Central Council, and the international organization (as well as support to the Catenian charities) leading to confused reporting lines and accounting complications.

Head Office structure needs to be updated and empowered

22. We believe that “Head Office” should be restructured and proportionate to the size of the membership along the following lines:

a. GBNC and the Catenian Secretariat are established as separate incorporated bodies.

Head Office and Catenian Secretariat need to be separately incorporated

b. A single CEO is appointed, responsible separately to GBNC and to the Catenian Secretariat; we propose that the CEO and staff all be employed by GBNC but the cost is shared with the Catenian Secretariat with a Service Level Agreement regulating the CEO’s responsibility to and for the Catenian Secretariat.

c. For pragmatic reasons, we believe that GBNC should be responsible for the efficient management of the “Head Office”. Decisions would be made by GBNC in respect of purely GB matters and by the Catenian Secretariat on issues affecting the whole Association.

d. We anticipate that the Catenian Secretariat would also arrange administrative and support services for National Associations (and the charities) which might be provided directly or by one of the other National Associations. Annex C shows our recommended structure.

23. We believe that without an empowered individual as CEO, the Catenian Association will be unable to co-ordinate an orderly and timely restructuring and the Association will be at significant risk of regulatory failure.

24. Further work needs to be undertaken to review the detailed structure of “Head Office”. We restrict our recommendation to the need for separate

¹⁰ We use the term “Head Office” in lieu of a more appropriate term; it is now and indeed as we envisage it not a “head office” in the sense that it controls the Association – it provides administrative functions only.

incorporated bodies and for a single CEO.

GBNC

GBNC should be governed by a Chair/President and a small executive Board working via a CEO

A longer tenure would provide continuity

An advisory body should advise and act as a conduit for members

25. In a commonwealth model each National Association will be responsible for its own governance and internal structure so in this section we only address GBNC.

26. Legislation and regulation have led to voluntary organizations (most of which are charities) adopting a structure of a Chair/President (usually a volunteer) supported by a governing board (volunteers) and a CEO and a small paid executive team. We recommend that the Catenian Association adopts such a model for GBNC. Indeed, we have been told that it was an expectation of restructuring that the size of GBNC should be reduced, and the size of the managing Board seems inordinately large.

27. Thus, we believe that GBNC should be governed by a Chair/President and a small executive Board (we recommend no more than five) working through the CEO. The Board should comprise individuals chosen for their professional competence and experience rather than on what positions they hold or have previously held in the Association. The structure would be supported by oversight bodies for example an Audit Committee, Governance Committee, Investment Committee, and an Appeals Tribunal.

28. We recommend that consideration should be given to such posts being held for 3 years or more to provide continuity and it should be recognised that the expenses (travel, accommodation, and subsistence) would be met by GBNC rather than expecting individuals to bear such costs personally.

29. In order to ensure local democracy, we also recommend that a consultative and advisory body is formed along the lines adopted by other organizations, with representatives from each Province. Such a body would have limited powers: to appoint the Chair and CEO; to approve or reject (but not amend) the annual budget; be a source of "Task and Finish" work groups; be one source of members for the oversight bodies; provide advice; and act as a conduit to members.

30. As GBNC will be co-located with the Catenian Secretariat, we envisage it will be responsible, via Service Level Agreements (SLA), for providing support to the Catenian Secretariat and on request, to any National Association or the Director of International Development. Similarly, we envisage it would provide, via an SLA, support to any Catenian Charities who so request.

FINANCE AND INVESTMENTS

Change management professionals will be required to meet the required timescale

The Association holds investments of approximately £4m

31. Time is of the essence. To expedite our proposals, we anticipate that the Association will need to appoint external change management professionals. We have not costed our proposals but recognise that implementation will require significant expenditure if it is to be completed in due time without distracting from the priority issue, which is recruiting. Going forward, both the Catenian Secretariat and international development will require additional funding for a few years; thereafter many of the costs of the Catenian Secretariat may be defrayed via charges to those for whom it is providing services.

32. The Association has few tangible assets, other than a readily realisable investment portfolio with a current value of approximately £4 million. That portfolio arose from the profit on the sale of Chesham Place, which was owned by the Association and was the headquarters location for many

years. The investments are held by The Catenian Association Limited (CAL), a trustee company incorporated in England, on behalf of the Catenian Association.

33. Because the current Catenian Association is an unincorporated institution, it is not entirely clear who are the beneficial owners of those investments and hence how they should be divided on any restructuring involving a number of separate legal entities. That legal issue has an important bearing on the future of the portfolio.

34. Several issues arise with investments:

a. Purpose: currently investment income is only used for development. However, we were told by the then Grand Treasurer that this policy was a device to protect the proceeds of the sale of Chesham Place from profligate spending, it was *“not a high ethical principle: it was a practical solution to protect the funds....”*.

b. We see no reason why investment income should continue to be restricted in this way.

c. The future: we make no specific recommendation on the future of the £4m, except for this: there is no point in having £4m if there is no viable Association within 10 years. There are 4 basic options: divide it proportionally amongst the individual National Associations according to size; leave it with GB who were the original “owners” of the property which provided the initial capital for the fund; retain it as a common pool; or a combination thereof.

d. Subject to the important caveat in paragraph 33, any final decision will have to be agreed by each National Association and quite possibly approved by the world-wide membership. Nevertheless, we strongly recommend that part of the £4m should be allocated specifically to expediting change and some to international development. Although we cannot make any firm recommendations, pending resolution of the beneficial ownership issue, in annex D we set out a possible division of the portfolio (were that option chosen) as a basis for discussion.

e. Taxation: any restructuring is likely to have tax implications, particularly UK corporation tax if the beneficial ownership of the investments is divided between the National Associations. However, it is important to note that a provision has already been made in the accounts of CAL for the tax on unrealised gains as at 31 March 2022. Professional tax advice will be required on other matters including potential exposure to tax on any possible deemed transfers of goodwill.

The use of investment income should not be unduly restricted

We identify 4 options for the future of the investments

If the investments are to be divided, we suggest a possible approach

Professional tax advice will be required to minimise any tax liability

OTHER ISSUES

Our Legal Questions have remained unresolved since March 2022

35. Our work highlighted several issues which will need to be resolved as a matter of urgency. Although our Terms of Reference authorised our right to seek expert, including legal, advice we have received no resolution to the legal questions we have raised since March 2022. Almost certainly, the following issues will require significant independent external professional advice:

a. The beneficial ownership of the circa £4m of investments.

b. Depending upon the way in which the National Associations are structured in the future, some consequential issues will arise at Provincial and Circle level, including steps to limit the liability of individual members.

Such matters were explicitly excluded from our Terms of Reference and in any case will differ between countries.

c. Any implications for the existing Charities of adopting a commonwealth structure.

d. The possibility of National Associations qualifying for charitable status in their own countries at some future date.

36. Our TOR required us to address certain issues raised by the Province 4 motion. Whilst we believe we have addressed indirectly most of the issues, one we have not is the legality of IRC under the 2016 Constitution:

a. If our recommendations are accepted, the issue is academic as we propose that the responsibility for Development Areas will lie with a Director of International Development established within the Catenian Secretariat and IRC will disappear. However, we have examined the issue albeit without the benefit of formal legal advice or the certainty that all the relevant facts have been made available to us.

b. The 2016 Constitution is somewhat confused owing to multiple references to National Councils and Development Areas in different contexts and over the extent to which CC can delegate powers and responsibilities. However, subject to those important caveats, on balance of probabilities, we believe that IRC is legitimately constituted. We note that whilst the Catenian website has a copy of the Charters (granted in 2016) to GB and Australia, there is none for IRC.

On balance, albeit without the benefit of legal advice, we believe that IRC is legally constituted

IMPLEMENTATION

Steps to Implementation

Each country will need to develop its own governing documents which will comply with the Catenian Charter

37. Implementation will require significant effort and multiple steps. We have suggested a possible series of steps at Annex E.

38. If the Association is to exploit our recommendations, then each National Association (or the Director for International Development for countries in the Development Areas) will need to develop their own governing documents. In doing so, they are free to set their own criteria for membership etc, subject only to complying with the Catenian Charter. This will require each country to consider the extent to which they give individual Circles the freedom to set their own rules and any restrictions. We recommend that these documents should be as short and simple as possible and accompanied by advice rather than in embedded regulations. Of course, what is right for India and Bangladesh may not be right for GB or Australia and thus we make no recommendation beyond highlighting the importance of getting "right" the Catenian Charter.

MAIN RECOMMENDATIONS

1. The 2016 Constitutional Documents are not compliant with the expressed wish of the members in the 2013 Vote and need replacing.
2. The Association adopts a commonwealth structure, composed of independent National Associations, underpinned by a Catenian Charter (Annex A) and supported by a Catenian Secretariat.
3. The Catenian Secretariat is owned by the National Associations, is the guardian of the Catenian Charter, supports a Director of International Development, manages any pooled resources and supports any National Association which requires administrative support.

4. Each National Association and Development Area country develops its own governing documents which facilitates rather than proscribes; we also believe that National Associations should consider delegating the increased autonomy to their Circles.
5. India, Ireland and Malta, are advanced to National Association status as soon as possible.
6. GBNC and the Catenian Secretariat are established as separate companies incorporated in England.
7. GBNC is reorganized along modern lines with a Chair, Board, and a CEO. Local democracy is provided by a consultative and advisory body.
8. "Head Office" organization is subjected to an external review: we envisage a single CEO responsible to GBNC and the Catenian Secretariat both of which will have their governing boards.
9. There is a review of the international strategy, to include criteria for Development Area countries advancing to National Association status.
10. We make no firm recommendations on the assets of the Association but do suggest four alternatives and include a suggested distribution were it decided to divide and disperse the investments (Annex D).
11. We draw attention to a number of legal issues which need resolving as a matter of urgency.
12. Even if there were no other changes there would be an urgent need to develop and implement international governance processes and changes: restructuring should seek to minimise the need for complex governance.
13. We propose draft steps towards implementation (Annex E).

ANNEXES:

- A. A draft Catenian Charter
- B. A draft Catenian Association International Agreement
- C. Schematic of the proposed new structure
- D. Possible division of investments - a basis for discussion
- E. Suggested steps towards implementation

(Annexes are published in a separate accompanying document)

ADDENDUM

A review was planned to follow the implementation of the 2016 Constitution and was originally intended to be undertaken by Central Council (CC). However, CC did not have the resources and delegated the responsibility to GBNC who sponsored our review¹¹. However, GBNC emphasised that we were independent and have not sought to influence our findings. To further ensure independence, it was a requirement that none of the members of the Review Group had served on the previous Grand Council or its successor Councils.

We would like to thank GBNC for its support and in particular to Gill Board who assisted us in identifying the relevant documentary evidence. We are also grateful to all who submitted comments to us and to those whom we approached to interview and who collaborated fully in exploring the issues.

The only expenditure on the review was a licence for a Dropbox account.

¹¹ GBNC 0609 2.0 dated 6 Sep 2019