

CATALYSE CAT LTD: CONSTITUTION

1. Purpose

1.1 The purpose of Catalyse is to understand and help to relieve psychological distress in individuals and society by promoting the practice of, and the provision of facilities for, Cognitive Analytic Therapy in all settings in which it is likely to be effective, and especially in clinical settings in the public sector.

1.2 In fulfilling this purpose, Catalyse provides professional services within a business model of a not-for-profit social enterprise, i.e. “an enterprise whose primary objective is to achieve social impact rather than generate profit for owners and stakeholders. It operates in the market through the production of goods and services in an entrepreneurial and innovative way, and uses surpluses mainly to achieve social goals. It is managed in an accountable and transparent way, in particular by involving workers, customers and stakeholders affected by its business activity.”¹ (European Union Article 2, 2011)

1.3 Catalyse is a trading identity of Catalyse CAT Limited, which is a Private Company Limited by Guarantee in England and Wales. Company registration Number 07504821 Registered at: 3, Woodcock Street, Castle Cary, Somerset, BA7 7BJ

1.4.1 Catalyse provides a range of services, including but not limited to the following:

- a) Training qualified mental health professionals in Cognitive Analytic Therapy applied to mental health problems. This two-year post-qualification course prepares trainees to meet the standard required for Cognitive Analytic Therapist accreditation with the Association of Cognitive Analytic Therapy. Shorter courses may also be provided, for example Foundation level and CAT Skills level accreditation with the Association of Cognitive Analytic Therapy.
- b) Courses recognised as part fulfilment of ACAT accredited Supervisor Training.
- c) Providing education and training in Cognitive Analytic Therapy skills and their wider applications in ways accessible to the mental health professions, other professionals in public and independent sector health and social care, and the general public.
- d) Providing Continuing Professional Development opportunities to CAT Practitioners, Psychotherapists and other psychological therapy professionals.

¹ European Union, Article 2, proposed definition, 2011

- e) Promoting the development of, and research into, the continuing integration of psychological therapies through Cognitive Analytic Therapy theories and methods.
- f) Providing psychotherapy services to the general public, to CAT trainees, organisations and employee assistance programmes
- g) Providing personal reformulation services to clinical psychology trainees, ACAT skills and foundation course trainees and others requesting these services.
- h) Fostering professional and public engagement, leading to creative collaboration and networking among CAT practitioners and others interested in CAT, and wider public awareness of CAT, through a range of engagement strategies including open meetings, website pages and social media, partnerships and collaboration with other organisations and service users.

1.5 This purpose and these activities are geographically focussed on the North of England, but do not exclude other national and international collaboration where appropriate in fulfilling the aims of Catalyse.

2. Organisational Structure

2.1 The *Catalyse Board* maintains oversight of Catalyse CAT Ltd. and the conduct of the Executive group. The Board consists of the non-Executive Directors, the Executive Directors and other members of the Executive Group.

2.2 The Executive Group reports to the Board and the Chair of the Executive Group is accountable to the Non-executive Chair of the Board.

2.3 The Catalyse Board meets annually at the AGM, where it will approve the Accounts returned to Companies House and agree the tariff of standard fees and expenses payable to Associates for their roles within the organisation. In normal circumstances it does not meet other than on this occasion, but it will be convened under the terms of this Constitution in the following circumstances:

a) to investigate complaints from any user of Catalyse services, including members of the public, which have not been satisfactorily resolved by Executive action through the relevant complaints process, and to decide on the appropriate response;

b) to act as a final arbiter in a disputed decision within the Executive group (i.e. when it has not proved possible for the Executive to reach consensus);

c) If it were necessary to wind up the affairs of Catalyse, the Board would direct the process of closure and disposal of assets.

- 2.4 The Chair of the Board is a non-Executive Director and is appointed by the non-Executive Directors for a term of office agreed by them.
- 2.5 Catalyse activities are organised by an *Executive Group*, which is responsible for strategy, policy, the good governance of Catalyse work streams and for financial management. It is composed of Associates (see 4 below) with responsibility for leading a work stream. In addition, one member will hold and update the risk register and maintain oversight of governance issues including General Data Protection Regulations.
- 2.6 Where a workstream lead is appointed as Chair of the Executive Group, a deputy lead is appointed from that workstream to represent the workstream at Executive meetings.
- 2.7 Work streams include practitioner training, continuing professional development, personal reformulations, psychotherapy services, website and social media and other projects including research & evaluation. The Executive may initiate new work streams and appoint a workstream lead to serve on the Executive *ex officio*.
- 2.8 The two-year CAT practitioner training is overseen by a *Core Group of Trainers* (see 3 below), and the Course Co-ordinator is *ex officio* a member of the Executive Group. The Executive Group and the Trainers' Group may hold joint meetings where this is the most efficient way to manage shared business.
- 2.9 A larger network of *Catalyse Associates* helps to provide the services listed above. Associate status is granted by the Executive Group.
- 2.10 Nothing in this Constitution prevents or precludes a) Catalyse Associates offering their professional services outside Catalyse or b) other ACAT members establishing training courses or events in the North of England.
- 2.11 The Executive is supported by three *non-Executive directors* who have an advisory role and who are also members of the Catalyse Board (see 2.1 above).
- 2.12 At any one time, three Executive Committee members and all three non-Executive directors will be Directors of the Company, Catalyse CAT Ltd, hence legally accountable for the conduct of the business and its returns to Companies House and HMRC.
- 2.13 The Executive Group has two officers: the Chair and the Finance Director. The Executive appoints its own officers.
- 2.14 There is an *Annual Meeting* to which the Executive group, non-Executive directors and all Associates are invited. The Annual Meeting approves the Chair's report and Finance report. In the event that these reports are not approved, or amendments to the Report not accepted, the Chair and / or Finance Director will step down and new officers will be appointed. Any Catalyse Associate not attending the annual meeting is assumed to approve the Executive's functioning unless indicating otherwise in writing.

2.15 Catalyse operates independently of any other body and has no ultimate controlling party. Associates are members in good standing of the Association for Cognitive Analytic Therapy (ACAT) and all Catalyse operations, including training courses, function in accordance with ACAT policies, accreditation requirements and ethical code.

3. Core Group of Trainers

3.1 The Core Group normally consists of seven members.

3.2 Each CG member is equally responsible for course organisation, management and finance (i.e. there is no division into executive and advisory roles).

3.3 All CG members are qualified as CAT practitioners or CAT psychotherapists, and as supervisors (or are working towards ACAT accreditation as a supervisor). They are skilled and experienced as teachers or are gaining such experience with support of other Trainers.

3.4 Every CG member will normally teach on, and be an internal examiner for, the Practitioner course.

3.5 Membership of the Core Group is not a paid function, although reasonable expenses of members for travel to meetings etc. will be met and CG members will be reimbursed for the time spent at meetings and on other roles within the course, at the standard rate in the fees tariff agreed by the Board.

3.6 The Core Group conducts its business through meetings, mail, email and telephone as it chooses, but is required to hold one meeting per year that all members attend, to review its function and to confirm or change its officers.

3.7 The Core Group will appoint a Chair and a Course Co-ordinator as officers from its own membership. The Course Co-ordinator is a member of Catalyse Executive group *ex officio*.

3.8 Members will undertake other roles as required, e.g. taking minutes at meetings, liaison with course supervisors, seminar groups etc.

4. Associates

4.1 Associates provide CAT-based services as sole traders, responsible for their own professional conduct and tax affairs, trading under the Catalyse business identity.

4.2 Associates must be qualified CAT practitioners or psychotherapists, members in good standing of ACAT and they must adhere to its code of ethics, including the criteria for re-accreditation.

4.3 Associates may provide services under the Catalyse trading identity, either singly or jointly, if these services are consistent with the Catalyse purpose and approved by the Executive Committee.

4.4 Associates are accountable for what they do, when trading under the Catalyse logo, by sharing their practice with other Associates and routinely seeking feedback from clients, trainees or other stakeholders.

4.5 Associates will hold professional indemnity insurance.

4.6 It is expected that each Associate will make some contribution towards the Practitioner Course and at least one other workstream.

4.7 Associates will maintain contact and involvement with Catalyse, via email, phone or by attending meetings. Associates are expected to attend at least one meeting a year and if inactive for more than one year, their Associate status will lapse, unless special dispensation is agreed in exceptional circumstances.

5. CAT dissemination

5.1 Catalyse will organise two meetings a year with the aim of a) promoting an open door for sharing CAT practice and promoting Catalyse, b) supporting CAT practitioners and psychotherapists in developing new projects and c) encouraging them to generate ideas for training/workshops.

5.2 These meetings may take whichever format the Executive deems appropriate, but will be open to all qualified and trainee CAT practitioners and psychotherapists.

5.3 Attendance at such meetings does not confer Associate status and does not provide CPD attendance certificates.

6. Decision-making

6.1 Each work stream within Catalyse is autonomous in making decisions and managing allocated budgets within the work stream and is accountable to the Executive through the work stream lead.

6.2 The Catalyse executive group and each work stream subgroup will make decisions by consensus. This means taking account of all opinions within the group and actively seeking solutions which address members' concerns and which everyone can actively support or at least live with. The aim is to tolerate disagreement and only proceed with decisions when an agreed way forward has been negotiated.

6.3 The quorum for any meeting for the purpose of decision-making is a simple majority of members, except for the purpose of amending the Constitution, a two-thirds majority is required (see 7.1 below).

6.4 Once consensus is reached, a single member does not have the power of veto over a decision. If, after extensive, committed exploration of all views and attempts to address differences, one member of a work group or of the Executive cannot accept a proposal, this may result in them deciding to leave the group. In the case of a single member of the Executive being unable to agree with the others, he or she may request the support of the non-Executive directors to resolve the dispute before taking this step.

6.5 If the Catalyse Executive is split on a decision, it shall be taken to the Catalyse Board, which will hold the responsibility of making a final decision. This will normally be by agreement, but if agreement cannot be reached the decision will be made by a majority vote of the Board with the Chair having a casting vote.

7. Changes to these Rules

7.1 These Rules may be changed by the Executive Group, by two thirds majority vote of those attending and those sending postal, email or proxy votes. The proposed amendment must be circulated in writing three weeks before the date of the meeting.

7.2 Amended Rules must be approved by the non-Executive Directors and by the Annual General Meeting of Associates before taking effect.

7.3 Rule changes may not have retrospective effect.

/end

Approved by Executive Group 29th May 2020

To be ratified by AGM January 2021