

Constitution of the National Association of Psychiatric Intensive Care and Low Secure Units

1. Name, Domicile and Purpose

The Association name is the 'National Association of Psychiatric Intensive Care and Low Secure Services' (hereinafter "NAPICU").

NAPICU is the trademark for the Association.

1.2 AIM

To advance psychiatric intensive care, low secure services and other environments at local and national level improve mechanisms for the delivery of psychiatric intensive care, to promote research, education and practice development within the speciality in a multidisciplinary manner. To improve the experience of patients who receive and professionals who deliver care in these services.

1.3 Objectives

NAPICU will achieve these aims through:

- The organisation of an annual conference and a programme of regional meetings
- Publication of the Journal of Psychiatric Intensive Care
- Development of educational and training programs
- Undertake relevant programmes of quality improvement and research
- Maintain and develop a network of Practitioners and other stakeholders
- Publish books for educational purpose
- To support national strategy around intensive care where possible influencing policy in the U.K. and internally through evidence base and best practice

NAPICU further engages in all activities suitable to further the aims defined above. The Association pursues neither commercial objectives nor pecuniary rewards.

2. Membership

2.1 Members of the Association can be individuals or organisations. Members are admitted by the payment of the relevant fee.

2.2 The Association has the following classes of membership:

UK Organisational

UK Organisational Membership is open to the following organisations:

- Providers (PICU and LSU units)
- Charitable Mental Health organisations
- Mental Health Policy Development organisations and Commissioners
- providers of Emergency Psychiatric care including open wards and emergency departments.

The actual membership rates for provider organisations is based on membership by ward/unit.

UK Individual Membership

Any person resident in the UK may apply and be accepted for membership of the Association. Individual members of the Body of Members may attend meetings and functions organised by the Association, receive information from the Association.

International Membership for non-UK Organisations and Individuals

Outside of the UK, any institution that provides care considered equivalent to psychiatric intensive or low secure care trying to comply with NAPICU published practice standards (which may be limited due to naturalised law within government) or any worker in any relevant discipline may apply for membership. Membership fees are dependent upon the type of organisation and the status of the country as defined by the United Nations. The fee structure is designed to enable practitioners working in a developing or least developed country to join at a reasonable cost. Details are available on the Association's website.

Individual Honorary membership

The Executive Committee may confer an individual's honorary membership for a time-limited period.

Honorary Fellows

The Executive Committee may appoint Honorary Fellows. Fellows will have a lifetime membership to the association and assist the Executive Committee in achieving the aims of the Association.

Corporate Membership

This is open to commercial organisations. The Executive Committee publishes up to date guidance on the fees and terms of conditions of Corporate Membership to commercial organisations.

Affiliated Associations

Organisations that share the same or have similar aims and objectives can become affiliate members. Individual members of those organisations would still need to join the Body of Membership of NAPICU to qualify for full member status of this Association.

The use of the term NAPICU by Affiliate Associations outside of the United Kingdom needs to seek permission from the Executive Committee. The Executive Committee defines the terms of acceptance of affiliated associations.

Affiliate Associations will be asked to assure NAPICU of their governance arrangements on a three-yearly basis.

2.3 Ceasing to be a Member

Members may resign at any time in writing to the Association. Any member not having paid their membership fee within nine months of it being due will be deemed to have resigned. The Executive Committee may unanimously and for good reason, e.g. of conduct or change in circumstance which negatively affect the organisation or the individual, terminate the membership of an individual or organisation. The individual or organisation shall have the right to be heard by the Officers before a final decision is made.

3. Financial Means, Liability of the Association and Honorary Basis

3.1 To achieve the aim and objectives of the Association, membership fees, contributions from third parties will be held in the Association's bank account. The assets will be used solely for the purpose of achieving the aims and objectives of the Association.

3.2 For all obligations of the Association, only the Association's assets are liable. Any personal liability of the membership body is excluded. The Association will pay any required indemnity insurance of the Directors.

3.3 Changes to the membership dues are proposed by the Treasurer at the Annual General Meeting, stating a fixed amount for each class of membership.

3.4 The members of the Executive Committee are working on an honorary basis and are in principle only entitled to be reimbursed for their actual expenses.

3.5 The business period of the Association comprises a period of one fiscal year. The Accounts are closed annually on March 31st.

3.6 The elected Officers of the Executive Committee will also undertake the role of Company Director and Trustee for the charity for the period of office.

4. Organisation

The Association has the following bodies:

- A The Body of Members (the membership)
- B The Executive Committee
- C The Executive Committee Officers, these are also trustees of the charity.

The Body of Members

The Body of members includes individuals and organisations from these classes of membership. Membership is validated by the payment of the appropriate fee.

The Executive Committee

To stand for election to the Executive Committee, the person must be:

- A member of the association either as an individual or through organisational membership (not corporate membership).
- Resident in the UK
- A professional from any discipline with relevant PICU and/or LSU experience, or person who is a member of an appropriate organisation (e.g. patient or carer organisation) who is interested through appropriate experience in PICU or LSU care, with the exception of the patient and carer representatives.

Members are voted by the membership into committee roles at the AGM or throughout the year at EC meetings.

To stand for election to the EC the member putting themselves forward should provide a statement of intent linked to the post, require an EC member to propose their election and a member to second their proposal, and the membership should cast a vote. The person getting the post should be the one with the most votes. In the event of equal votes for candidates, the voting should move to a 1st/2nd choice system.

To stand for election to the Executive Officer's role, the person must be:

- A current EC member for 5 years
- A member of the association either as an individual or through organisational membership (not corporate membership).
- Resident in the UK

When an Officer's role becomes available current EC members putting themselves forward should provide a statement of intent linked to the post, for the role to be accepted they require to have the vote of more than 50% of the EC and both other Officers.

The Body of Members elects the Executive Committee consisting of:

- Chair*
- Treasurer*
- Journal Editor in Chief*
- Director of Operations
- Deputy Director of Operations
- Deputy Treasurer
- Director of Patient Experience
- Carer Representative
- Director of Policy and Public Relations
- Director of Educational Programmes
- Director of Research Programmes
- Deputy Director of Educational Programmes
- Membership Lead
- Up to 7 x Executive Committee Members without portfolio (must be a health or social care worker related to the Commissioning or delivery of PICU or Low Secure Services)

Non – Executive Directors (NEDs)

These posts will be advisors to the directors, they will not be able to vote. Non-Executive directors have no liability. The Non-Executive Directors will meet with the officers at least 2 times per year.

The Executive Committee Officers*

The Officers of the Association consist of the:

- Chair,
- Treasurer
- Editor in Chief

Who are from the Executive Officers of the Committee. These are directors of the company and also trustees of the charity. The Officers will have the final say in any vote/decision.

Co-opted Executive Committee members

The Executive Committee can, through combined majority agreement and with agreement from the officers, co-opt members of the Membership Body into vacant roles the committee to assist in meeting the aim and objectives of the Association. This will be confirmed and minuted through Executive meetings.

Co-opted Executive Members shall be eligible for subsequent election to the Executive Committee at the following AGM or EC meetings throughout the year.

Co-opted Executive Members will be reviewed annually

Co-opted Executive Members do have voting rights.

- Co-opted patient representative
- Co-opted carer representative
- Co-opted Executive Members

Observers

Any member of the Body of Membership can request or be invited to participate in an Executive Committee meeting (non-voting) as an Observer. This is to be encouraged by the Executive Committee to promote transparency, develop participation and succession planning.

Fellows

Fellows of the Association will have accepted the role. They will act as an ambassador for the Association and assist the Executive in meeting the aims and objectives of the association. Appointments will be made at the AGM and announced at an annual conference.

The Auditors

The financial statements of the Association shall be subject to annual inspection in accordance with the laws and regulations of the country in which the books and records are maintained (Scotland). If required the inspection shall be carried out by an organisation competent in law to conduct the level of inspection required by laws and regulations (hereafter "Auditors"). If required the Auditors shall prepare a summary report in writing addressed to the Executive Committee which shall, in turn, be presented to the AGM. This Auditors' report shall be published and presented to the Body of members at the end of the business period.

5. Roles and Responsibilities

Executive Committee Members

- Members of the Executive Committee are required to attend 50% of the formal meetings and will be able to undertake work on behalf of the association. The Executive Committee decides on all matters which are pursuant to the law or this Constitution and line with the needs of members and national PICU and / or low secure services.
- The Executive Committee represents the Association towards third parties.

Roles and Responsibilities of the Executive Committee Officers

- Collective responsibility for strategic directions of the Association, and adherence to charities' aim.
- Oversee the day to day running of the Association and the relationship with the selected administration and Event Organisation Company.
- Ensure that the Association operates within the law.
- Ensure that the Association remains solvent.
- Ensure that all transactions required for payment are scrutinised before being authorised for payment.
- Take necessary decisions and actions between meetings of the Executive to ensure the objectives of the association are met.
- Are also trustees of the charity, refer to 3.6.
- All decisions are made by voting, with a majority decision. The officers have the final casting vote
- The Chair is responsible for the strategic leadership and direction, and for driving the national impact of the Association, and the Associations' annual programme of work, and for succession planning within the EC.
- The Treasurer is responsible for the Association's accounts, financial forecasts and planning, and works closely with the selected administration company.
- The Editor in Chief leads on the logistics of publication of all NAPICU publications from all workstreams, to maximise their impact nationally, and proactively seeking new methods and routes of publication to reach a wider audience.

Roles and Responsibilities of the Executive Committee members

- The Director of Operations will be responsible for chairing EC meetings and is the operational lead for workstreams, and oversight of the Associations' activity and output.
- To main a specific portfolio a leading on specific aspects of NAPICU business. Examples of this include – increasing membership and development, international membership, accreditation and advice to specific membership queries, support with quarterly meetings, support of education programmes, specific clinical specialist device guidance, publications support for specific projects and any other need of NAPICU exec that supports strategic aims and is defined.
- To report back in writing at every NAPICU executive committee on progress relating to a defined portfolio
- Active contribution to NAPICU agenda within meetings

- Upholding the NAPICU constitution and support of strategic ambition
- Support decision making through contribution and active voting on issues within the committee
- To uphold the requirements of being an executive committee member as above.
- The Director of Policy and Public Relations is responsible for responding to national consultations on behalf of the Association The Director of Educational Programmes oversees all the educational programmes and events that the Association runs including the annual conference, quarterly events, and formal training courses.
- The Deputy Director of Educational Programmes deputizes for the director of Educational Programmes and supports this role as needed, and leads the planning committee for the annual conference.
- The Director of Research is the strategic lead for the Associations' programme of research activities.

Roles of NAPICU Non – Executive directors (NEDs)

NAPICU Trustees and EC will use the non-exec directors to provide general counsel – and a different perspective – on matters of concern. The key responsibilities of NAPICU NEDs will include the following:

- Providing strategic direction - as 'an outsider', the non-executive director may have a clearer or wider view of external factors affecting NAPICU and its business environment than the Trustees and EC. The NEDs will provide a creative and informed contribution to NAPICU strategy and to act as a constructive critic in looking at the objectives and plans devised by the Trustees and the executive committee.
- Monitoring performance - Non-executive directors will take responsibility for monitoring the performance of Trustees and executive committee, especially with regard to the progress made towards achieving the determined organisation strategy and objectives. They will have a prime role in advising appointments, and where necessary removing, trustees and EC members and in succession planning.
- Communication – NAPICU and its EC will benefit from outside contacts and opinions. An important function for NEDs, therefore, will be to help connect NAPICU business and EC with networks of potentially useful people and organisations. In some cases, NAPICU NEDs will be called upon to represent the organisation externally.

Ceasing to be a Member of the Executive Committee

Executive Committee Members may resign from the committee at any time in writing to the Chair with a 3 month period notice.

Any Executive Committee member who has not paid their membership fee within nine months of it being due will be deemed to have resigned from their membership and therefore Executive Committee role.

The Executive Committee may unanimously and for good reason terminate the role of an individual on the Executive Committee, subject to conduct or delivery deemed to be in breach of the constitution, behaviour expected of executive committee members or non-delivery of specified objectives, which have not been hindered by external factors.

To terminate an Officers role more than 50% of the rest of the EC and the other 2 Officers must be in agreement.

6. The Annual General Meeting (AGM)

The AGM shall be convened by the Executive Committee. Notice shall be given at least 14 days prior to the meeting. This will include any the Executive Committee positions which are up for election.

The AGM

- The AGM will be held during the Associations' Annual Conference.
- At the AGM the annual accounts will be made available.
- At the AGM any changes to the membership fees will be announced.

In the AGM each individual member has one vote and organisational members have one vote. In the AGM where any ballot of votes is equal, the Chairman shall have the deciding vote.

Extraordinary General Meetings (EGM)

EGM shall be called according to necessity or if so requested in writing by at least 20% of the membership body stating the purpose of such meeting. This shall be put in writing to the Executive Committee regardless if this is called by the executive committee members including the chair to all of the Executive committee and the executive officers.

7. Dissolution of the Association

The Body of Members may at all times resolve the dissolution of the Association by open vote at the AGM / EGM.

The dissolution of the Association requires an affirmative vote from two-thirds of all voting members in attendance. Arrangements will be made for voting by proxy for members who cannot attend.

In case of dissolution of the Association the Association's assets shall be donated to tax-exempt and non-profit organisations or charities with identical or similar objectives and providing a public benefit promoting the development of care and treatment for those people requiring psychiatric intensive care or low secure care.

The Body of Members are not entitled to the Association's assets.

8. Final provisions

8.1 The official language of the Association and all meetings shall be English.

8.2 This version of the Constitution was approved by NAPICU Officers on 26/8/20