

**ARTICLES OF ASSOCIATION
FOR A COMPANY LIMITED BY GUARANTEE**

**COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF UNITED NATIONS ASSOCIATION OF GREAT BRITAIN AND NORTHERN IRELAND**

Including changes passed at the Annual General Meetings on 8 April 2000, 20 April 2001, 5 April 2002, 25 April 2003, 2 April 2004 and 4 June 2005 and at the Extraordinary General Meeting on 27 November 2007.

INTERPRETATION

1. In these Articles:

'the Act' means the Companies Act 1985 as amended by the companies Act 1989 or any re-enactment or statutory modification of those Acts.

'Clear Days' in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given, and the day for which it is given or on which it is to take effect.

'The Board' means the Board of Directors of the Company.

'the Company' means the above-named Company.

'the Office' means the registered office of the Company.

'the Seal' means the common seal of the Company.

'Secretary' means any person appointed to perform the duties of the secretary of the Company.

'the United Kingdom' means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

Words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations.

OBJECTS

2. The Company is established for the objects expressed in the Memorandum of Association.

MEMBERS

3. All persons who signify their general agreement with the objects of the Company and willingness to pay an annual subscription are eligible as full members of the Company.

Students in UNA Societies in universities and colleges are required to pay the subscription rate as set by the Students' Union.

The Annual Conference shall have the power to fix the rates of annual subscription.

NATIONAL AFFILIATES

4. The Board of Directors shall have the power to admit as a National Affiliate any nationally organised educational, industrial, professional or social body, or any local authority, which signifies in writing its general agreement with the objects of the Association and pays an annual subscription which shall be fixed by the Annual Conference. Such bodies shall be invited:

(a) to set forth the aims and work of the UN to its members and to urge them to become individual members of the Association;

(b) to appoint a representative who shall make the Organisation's obligations as an National Affiliate his/her special care and who shall receive such literature as the Board of Directors may authorise;

(c) to submit motions to Annual and Special Conferences; and

(d) to submit nominations for The Board of Directors and take part in the postal ballot.

LOCAL AFFILIATES

5. The Board of Directors shall have the power to admit as a Local Affiliate on the recommendation of a Branch or Regional Council any local organisation which signifies in writing its general agreement with the

Objects of the Association and pays an annual subscription which shall be fixed by the Annual Conference. Such bodies shall be invited:

(a) to set forth the aims and work of the UN to its members and to urge them to become individual members of the Association; and

(b) to appoint a representative who shall make the Organisation's obligations as a Local Affiliate his/her special care and who shall receive such literature as the Board of Directors may authorise.

6. An application for membership may be approved or rejected by The Board. The Board shall have the right for good and sufficient reason to terminate the membership of any member PROVIDED THAT the member concerned shall have a right to be heard before a final decision is made.

7. Unless the members of The Board or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 59 the Board members may in their absolute discretion permit any member of the company to retire provided that after such retirement the number of members is not less than two.

GENERAL MEETINGS

8. The Company shall each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Board shall appoint. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

9. The Board may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act. If at any time there are not within the United Kingdom sufficient members of The Board to form a quorum, any member of the Board or any two members of the Company may convene an Extraordinary General Meeting.

NOTICE OF GENERAL MEETINGS

10. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice in writing. Other meetings shall be called by at least fourteen clear days'

notice in writing. In every notice calling a general meeting there must appear with reasonable prominence a statement informing the member of his or her right to appoint another person as his or her proxy at a general meeting. The notice shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner; if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

PROVIDED THAT a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- (a) in the case of the Annual General Meeting, by all the members entitled to attend and vote; and
- (b) in the case of any other meeting, by a majority of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

11. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

PROCEEDINGS AT GENERAL MEETINGS

12. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of The Board and auditors the ratification of the election or appointment of Board members and the appointment of, and the fixing of the remuneration of, the auditors.

13. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; twenty-five members present in person or by proxy shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as The Board may determine.

14. The chairperson of The Board, or in his/her absence a vice chairperson, shall chair every General Meeting of the Company, if there is no such chairperson or deputy chairperson, or if she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of The Board present shall elect one of their number to chair the meeting.

15. If at any meeting no Board member is willing to act as chairperson or if no Board member is present within fifteen minutes after the time appointed for holding the meeting, the members present shall choose one of their number to chair the meeting save that a proxy holder who is not a member shall not be entitled to be appointed chairperson of the meeting.
16. The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no other business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for fourteen days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
17. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- (a) by the chairperson; or
 - (b) by any member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting

and a demand by a person as proxy for a member shall be the same as a demand by the member.

Unless a poll is so demanded, a declaration by the chairperson that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn before the poll is taken, but only with the consent of the chairperson. The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

18. In the case of an equality of votes, whether on a show of hands or on a poll, the chairperson shall be entitled to a second or casting vote in addition to any other vote s/he may have.
19. A poll demanded on the election of a chairperson, or on a question of adjournment, shall be taken immediately. A poll demanded on any other

question shall be taken at such time and in such manner as the chairperson of the meeting directs not being more than thirty days after the poll is demanded, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

20. Subject to the provisions of the Act, a resolution in writing signed by all the members entitled to receive notice of and to attend and vote at General Meetings (or being organisations by their duly authorised representatives) shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held. Any such resolution in writing may consist of two or more documents in like form each signed by one or more members.
21. No notice need be given of a poll not taken immediately if the time and the place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

VOTES OF MEMBERS

22. Subject to Article 23, every member present in person or by proxy shall have one vote.
23. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by her/him to the Company have been paid.
24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.
25. A vote given or poll demanded by the duly authorised representative of an affiliated organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

25A. An appointment of a proxy shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve):-

"United Nations Association of Great Britain and Northern Ireland

Name of member appointing the proxy:

Address:

I/We hereby appoint [name of proxy] of [address of proxy] as my/our proxy to vote in my/our name(s) and on my/our behalf at the meeting of the Company to be held on [date], and at any adjournment thereof.

The form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 for against abstain
Resolution No 2 for against abstain

*Tick box as desired.

Unless otherwise instructed, the proxy may vote as he or she thinks fit or abstain from voting.

Signed:

Dated:

25B. Unless an appointment of a proxy indicates otherwise, it must be treated as:

- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
- (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

25C. The appointment of a proxy and any authority under which it is executed or a copy of such authority in some way approved by the Board may:

- (a) be deposited at the registered office of the Company or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting at least 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote;

(b) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and at least 24 hours before the time appointed for the taking of the poll; or

(c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairperson or to the Secretary or to any Director;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

25D. A vote given or poll demanded by proxy shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Company at the registered office of the Company or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded, or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

25E. An appointment under a proxy notice may be revoked by delivering to the Company a notice given by or on behalf of the person by whom or on whose behalf the proxy notice was given. A notice revoking a proxy instrument only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

BOARD OF DIRECTORS

26. The Board of Directors shall consist of the following:

(a) the Chairperson of the Board of Directors;

(b) the Executive Director of the Company from time to time;

(c) the Annual Conference Chair;

(d) three National Council elected Directors, being one Director elected by the National Council in each of Wales, Scotland and Northern Ireland;

(e) one Director elected by each Regional Council which is recognised by the Board of Directors from time to time in accordance with Rules made under Article 59;

(f) four Directors elected by the members of the Company;

(g) one Director appointed by the Youth Council; and

(h) up to three Directors co-opted by the Board of Directors, one of whom shall also be the Chairperson of the Audit Committee of the Board of Directors

but if any of the above positions are vacant from time to time, this shall not invalidate any proceedings of the Directors (subject to the requirement for there to be a quorum for the transaction of any business).

27.(a) The Chairperson of the Board of Directors shall be elected by the Board of Directors and hold office for one year and shall be eligible for re-election for a further four years, two years at a time. The Chairperson shall be an ex officio member of The Board.

(b) The Chairperson of the Board of Directors shall be the political head of the Association and entitled to give leadership on all matters of policy, within the framework of the decisions of Annual and Special Conferences and of the Board of Directors.

28. With the exception of the Chairperson, who shall be elected in accordance with Article 27, Directors shall be appointed in accordance with Rules or Standing Orders made in accordance with Article 59.

BORROWING POWERS

29. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

POWERS AND DUTIES OF THE BOARD

30. The business of the Company shall be managed by The Board who may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting. Any such requirement may be imposed either by the Act or by these Articles or by any regulation made by the Company in General Meeting; but no such regulation shall invalidate any prior act of The Board which would have been valid if that regulation had not been made.

31. All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as The Board shall from time to time determine.

32. The Board shall cause minutes to be made:

- (a) of all appointments of officers made by The Board;
- (b) of the names of The Board members present at each Board Meeting;
- (c) of all resolutions and proceedings at all meetings of the Company, and of The Board.

DISQUALIFICATION OF BOARD MEMBERS

33. The office of Board member shall be vacated if the member:

- (a) ceases to be a Board member by virtue of any provision in the Act;
- (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her property and affairs;
- (c) resigns his/her office by written notice to the Company;
- (d) is absent without the permission of The Board members from all their meetings held within a period of six months and The Board members resolve that his/her office be vacated.

34. A Board member shall not vote in respect of any contract in which s/he is interested or any matter arising thereout, and if s/he does so vote his/her vote shall not be counted.

TERM OF OFFICE OF BOARD MEMBERS

35. (a) Directors appointed in accordance with Articles 26(d), 26(e), 26(f) and 26(h) shall be appointed for a term of two years, but may be re-appointed for one further consecutive term of two years.

(b) Directors appointed in accordance with Article 26(g) shall be appointed for a term of one year, but may be re-appointed for up to three further consecutive terms of one year.

(c) a Director who has served the maximum number of consecutive terms specified in Article 35(a) or 35(b) shall not be eligible for re-appointment until at least two years have passed since he or she retired from office.

(d) Any Director who holds office on 27 November 2007 shall be eligible to hold office for consecutive terms totalling five years before he or she must retire from office. After this, he or she will not be eligible for re-appointment until at least two years have passed since he or she

retired from office, and if he or she is re-appointed after this time, the limits set out in Articles 35(a) to (c) shall apply to his or her appointment.

(e) The Annual Conference Chair serving as a Director in accordance with Article 26(c) shall be appointed for a term of one year, but may be reappointed. The Chair of Annual Conference shall be an ex officio member of the Board, and shall not be subject to any limit on the number of consecutive terms for which he or she may hold office.

36. The Board shall have power at any time to appoint any person to be a Board member, either to fill a casual vacancy or as an addition to the existing members but so that the total number of Board members shall not at any time exceed any maximum number fixed in accordance with these Articles. Any Board member so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election in accordance with the procedures set out in regulations made under Article 59.

37. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Board member before the expiration of his/her period of office notwithstanding anything in these articles or in any agreement between the Company and such member. The Company may by ordinary resolution appoint another person in place of a Board member removed under this Article.

38. No person may be appointed as a Board member:

(a) unless s/he has attained the age of 18 years;

(b) unless s/he is a member of the Company; or

(c) in circumstances such that, had s/he already been a Board member, s/he would have been disqualified from acting under the provisions of Article 33.

PROCEEDINGS OF THE BOARD

39. The Board may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairperson shall have a second or casting vote. A Board member may, and the secretary on the request of a Board member shall, at any time summon a Board meeting. It shall not be necessary to give notice of a Board meeting to any member for the time being absent from the United Kingdom.

40. The quorum necessary for the transaction of the business of The Board may be fixed by The Board and unless so fixed shall be ten.

41. The Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members, The Board may act for the purpose of increasing the number of members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
42. Board meetings shall be chaired by the chairperson or in his/her absence a vice-chairperson. If at any meeting the chairperson or deputy chairperson is not present within five minutes after the time appointed for holding the same, The Board members present may choose one of their number to chair the meeting.
43. The Board may delegate any of their powers to sub-committees consisting of such persons as they think fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by The Board and shall report all acts and proceedings to The Board fully and promptly.
44. A sub-committee with the exceptions of the Management and Finance sub-committee and the Policy sub-committee may elect a chairperson and a deputy chairperson of its meetings; if no such chairperson or deputy chairperson is elected, or if at any meeting including those of the Management and Finance sub-committee and the Policy subcommittee the chairperson or deputy chairperson is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
45. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairperson shall have a second or casting vote.
46. All acts done by any meeting of The Board or of a sub-committee, or by any person acting as a Board member, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board member.
47. A resolution in writing, signed by all The Board members entitled to receive notice of a Board meeting, shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held, and may consist of several documents in like form each signed by one Board member or more.

SECRETARY

48. Subject to Section 283 of the Act, the secretary shall be appointed by The Board for such term at such remuneration and upon such conditions as The Board may think fit and any secretary so appointed may be removed by it.
49. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Board member and the secretary shall not be satisfied by its being done by or to the same person-acting both as Board member and as, or in place of, the secretary.

THE SEAL

50. The Board shall provide for the safe custody of the seal, if any, which shall only be used by the authority of The Board or of a sub-committee authorised by The Board in that behalf and every instrument to which the seal shall be affixed shall be signed by a Board member and shall be countersigned by the secretary or by a second Board member or by some other person appointed by The Board for the purpose.

ACCOUNTS

51. Accounts shall be prepared in accordance with the provisions of part VII of the Act.

NOTICES

52. Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of The Board need not be in writing.
53. The Company may give any notice to a member either personally or by sending it by post to her/him or to his/her registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives the Company an address within the United Kingdom at which notices may be given to her/him shall be entitled to have notices given to her/him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
54. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for giving of notices to them;

(b) every person being a legal personal representative or a trustee in bankruptcy or a member where the member but for his/her death or bankruptcy would be entitled to receive notice of the meeting;

(c) the auditor for the time being of the Company; and

(d) each Board member.

No other person shall be entitled to receive notices of General Meetings.

55. A member present in person at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

56. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 72 hours after the envelope containing it was posted.

INDEMNITY

57. Subject to the provisions of the Act every Board member or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by her/him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his/her favour or in which s/he is acquitted or connection with any application in which relief is granted to her/him by the court whom liability from negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

DISSOLUTION

58. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

RULES OR STANDING ORDERS

59. (a) The Board may from time to time make such Rules or Standing Orders as it may deem necessary or convenient for the proper conduct and management of the Company and for the purpose of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Standing Orders regulate:

- (i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may

resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

- (ii) Provisions relating to Branches and the Regional Structure;
 - (iii) The conduct of members of the Company in relation to one another, and to the Company's employees;
 - (iv) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
 - (v) The procedure at General Meetings and meetings of The Board and sub committees in so far as such procedure is not regulated by these Articles;
 - (vi) And, generally, all such matters as are commonly the subject matter of Company rules.
- (b) The Board or Company in General Meeting shall have power to alter or repeal the Rules or Standing Orders and to make additions to them and The Board shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules and Standing Orders, which, so long as they shall be in force, shall be binding on all members of the Company, PROVIDED, nevertheless, that no Rule and Standing Order shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or Articles of Association of the Company.