

**FINAL DRAFT – FOR APPROVAL AT THE UNA-UK GENERAL MEETING  
ON 24 NOVEMBER 2011 BY THE MEMBERSHIP**

**Draft UNA-UK Articles of Association and Rules  
1 November 2011**

1	<p><b>The company's name is United Nations Association – UK (UNA-UK)</b></p> <p>(and in this document it is called the charity)</p>
2	<p><b>Interpretation</b></p> <p>In the articles:</p> <p>“address” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or a telephone number for receiving text messages, in each case registered with the charity;</p> <p>“the articles” means the charity's articles of association;</p> <p>“the Board” means the Board of directors of the charity;</p> <p>“the charity” means the company intended to be regulated by the articles;</p> <p>“clear days” in relation to the period of a notice means a period excluding:</p> <ul style="list-style-type: none"><li>• the day when the notice is given or deemed to be given; and</li><li>• the day for which it is given or on which it is to take effect;</li></ul> <p>“the Chair of the Board” has the meaning given to it by article 32(1)(a);</p> <p>“the Commission” means the Charity Commission for England &amp; Wales;</p> <p>“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the charity;</p> <p>“connected persons” has the meaning given to it in article 62;</p> <p>“the directors” means the directors of the charity listed in article 32(1). The directors are charity trustees as defined by section 97 of the Charities Act 1993;</p> <p>“document” includes, unless otherwise specified, any document sent or supplied in electronic form;</p> <p>“Elected Directors” means those directors specified in articles 32(1)(c), (d), (e) and (f);</p> <p>“electronic form” has the meaning given in section 1168 of the Companies Act 2006;</p>

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<p>"Executive Director" means the Executive Director of the charity as defined by article 32(1)(g). The Executive Director shall be an employee of the charity and is entitled to remuneration for the performance of his/her duties of employment under article 7;</p> <p>"General Director" has the meaning given to it by article 32(1)(h). A maximum of one of the General Directors in office at any given time may be an employee of the charity and entitled to remuneration for the performance of his/her duties of employment under article 7;</p> <p>"head office" means the registered office of the charity;</p> <p>"honorary member" means a member of the charity who has been awarded membership by the Board and who is not required to pay any sum of money to become or continue to be a member of the charity;</p> <p>"member" means an honorary member or a paid-up member;</p> <p>"the Honorary Treasurer and Chair of the Management and Finance Committee" has the meaning given to it by article 32(1)(b);</p> <p>"the Management and Finance Committee" has the meaning given to it in the Objects and Rules;</p> <p>"memorandum" means the charity's memorandum of association;</p> <p>"Objects" means the objects of the charity set out in article 4;</p> <p>"Objects and Rules" means the Objects and Rules of the charity;</p> <p>"officers" means those directors listed in article 32(4);</p> <p>"paid-up member" means a member of the charity who is not an honorary member and who has paid to become a member of the charity in accordance with article 11 and the Objects and Rules;</p> <p>"Policy Conference" has the meaning given to it by article 48(1);</p> <p>"Procedure Committee" has the meaning given to it in the Objects and Rules;</p> <p>"Replacement Director" has the meaning given to it by article 37(1);</p> <p>"the seal" means the common seal of the charity;</p> <p>"secretary" means any person appointed to perform the duties of the secretary of the charity in accordance with article 47;</p> <p>"UNA Youth" has the meaning given to it in the Objects and Rules;</p> <p>"UNA Youth Council" has the meaning given to it in the Objects and Rules;</p>
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	<p>“the United Kingdom” means Great Britain and Northern Ireland;</p> <p>"Vice-Chair of the Board" has the meaning given to it by article 32(3); and</p> <p>words importing one gender shall include all genders, and the singular includes the plural and vice versa.</p> <p>Unless the context otherwise requires, words or expressions contained in the articles have the same meaning as in the Companies Act but excluding any statutory modification not in force when this constitution becomes binding on the charity.</p> <p>Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.</p>
3	<p><b>Liability of the members</b></p> <p>The liability of the members is limited to a sum not exceeding £1 (one pound), being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she, or it is a member or within one year after he, she or it ceases to be member, for:</p> <ol style="list-style-type: none"> <li>(1) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;</li> <li>(2) payments of the costs, charges and expenses of winding up; and</li> <li>(3) adjustment of the rights of the contributories among themselves.</li> </ol>
4	<p><b>Objects of the Charity</b></p> <p>The charity's objects ("Objects") are specifically restricted to the following:</p> <ol style="list-style-type: none"> <li>(1) The furtherance of such purposes as for the time being and from time to time are charitable in accordance with law of England and Wales as the trustees may from time to time in their absolute discretion determine.</li> <li>(2) Without prejudice to the generality of the foregoing the application of the income and capital of the charity in any part of the world in furtherance of any of the following purposes PROVIDED THAT no monies shall be applied for any purpose which is not by law charitable as aforesaid: <ol style="list-style-type: none"> <li>(a) The prevention and relief of poverty, hunger and distress and the relief of those in need by reason of youth, age, ill-health, disability, financial hardship or other disadvantage</li> </ol> </li> </ol>

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	<ul style="list-style-type: none"> <li>(b) The advancement of human rights, conflict resolution and reconciliation and the promotion of religious or racial harmony or equality and diversity</li> <li>(c) The raising of awareness of human rights issues and securing the enforcement of human rights law</li> <li>(d) The advancement of the study of and research into international problems and institutions with a view to the education of the public and the dissemination of the results of such study and research for the purpose of assisting such relief as aforesaid</li> <li>(e) The advancement of environmental protection improvement and sustainable development</li> <li>(f) The promotion of volunteering and good citizenship</li> <li>(g) The support generally, within the powers hereby conferred, of the work of the United Nations Organisation or of any of its related associate agencies insofar as such work promotes all or any of the objects mentioned in (a) to (f) above.</li> </ul>
5	<p><b>Powers</b></p> <p>The charity has the power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular the charity has power:</p> <ul style="list-style-type: none"> <li>(1) to raise funds, in doing so, the charity must only undertake any taxable permanent trading activity that complies with any relevant statutory regulations;</li> <li>(2) to buy, take on a lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;</li> <li>(3) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;</li> <li>(4) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with section 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land;</li> <li>(5) to co-operate with other charities, voluntary bodies and other organisations and to exchange information and advice with them;</li> <li>(6) to establish or support any charitable trusts, associations, or institutions formed for any of the charitable purposes included in</li> </ul>

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	<p>the Objects;</p> <p>(7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;</p> <p>(8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;</p> <p>(9) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by articles 7 and 8 and provided it complies with the conditions in those articles;</p> <p>(10) to:</p> <ul style="list-style-type: none"> <li>(a) deposit or invest funds;</li> <li>(b) employ a professional fund-manager; and</li> <li>(c) arrange for the investments or other property of the charity to be held in the name of the nominee,</li> </ul> <p>in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;</p> <p>(11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;</p> <p>(12) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity; and</p> <p>(13) to make any charitable donation either in cash or assets for the furtherance of the Objects.</p>
6	<p><b>Application of income and property</b></p> <p>(1) The income and the property of the charity shall be applied solely towards the promotion of the Objects.</p> <p>(2) (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.</p> <p>(b) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.</p> <p>(c) A director may receive an indemnity from the charity in the circumstances specified in article 58.</p>

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	<p>(d) Subject to article 7, a director may not receive any other benefits or payment unless it is authorised by article 8.</p> <p>(3) Subject to article 8, none of the income or property of the charity may be paid or transferred directly or indirectly by way of dividend bonus, or otherwise by way of a profit to any member of the charity. This does not prevent a member who is not also a director receiving:</p> <p>(a) a benefit from the charity in the capacity of a beneficiary of the charity; and</p> <p>(b) reasonable and proper remuneration for any goods or services supplied to the charity.</p>
7	<p><b>Directors who may receive a salary</b></p> <p>(1) This article 7 applies to the Executive Director. However, articles 7(2) to 7(5) may, at the discretion of the Board, be extended to also apply to a maximum of one of the General Directors in office at any given time.</p> <p>(2) The Executive Director shall be an employee of the charity and shall undertake such duties of employment as the Board determines.</p> <p>(3) The Executive Director is entitled to such remuneration as the Board determines for his/her services as an employee of the charity.</p> <p>(4) Subject to the articles, the remuneration of the Executive Director may:</p> <p>(a) take any form; and</p> <p>(b) include any arrangement in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of him/her.</p> <p>(5) Unless the Board decides otherwise, the Executive Director's remuneration accrues from day to day.</p> <p>(6) Nothing in articles 7(1) to (5) shall alter the requirements of articles 9 and 10.</p> <p>(7) Articles 7(1) to (5) are subject to the requirement that a majority of directors then in office are not in receipt of remuneration for services provided as an employee of the charity.</p> <p>(8) Article 8 is disapplied only to the extent necessary to give effect to articles 7(1) to (5).</p>

8	<p><b>Benefits and payments to charity directors and connected persons</b></p> <p>(1) <b>General provisions</b></p> <p>Subject to article 7, no director or connected person may:</p> <ul style="list-style-type: none"><li>(a) buy any goods or services from the charity on terms preferential to those applicable to members of the public; or</li><li>(b) sell goods, services or any interest in land to the charity; or</li><li>(c) be employed by, or receive any remuneration from, the charity; or</li><li>(d) receive any other financial benefit from the charity,</li></ul> <p>unless the payment is permitted by article 8(2) or authorised by the court or the Commission.</p> <p>In this article a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.</p> <p>(2) <b>Scope and powers permitting directors' or connected persons' benefits</b></p> <ul style="list-style-type: none"><li>(a) A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.</li><li>(b) A director or connected person may enter into a contract for the supply of goods or services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, section 73A or 73C of the Charities Act 1993.</li><li>(c) Subject to article 8(3) a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.</li><li>(d) A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the directors.</li><li>(e) A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of rent and other terms of the lease must be reasonable and proper. The director concerned</li></ul>
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	<p>must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.</p> <p>(f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.</p> <p>(3) <b>Payment for supply of goods only – controls</b></p> <p>The charity and its directors may only rely upon the authority provided by article 8(2)(c) if each of the following conditions is satisfied:</p> <p>(a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods (the "supplier") under which the supplier is to supply the goods in question to or on behalf of the charity;</p> <p>(b) the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;</p> <p>(c) the other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so;</p> <p>(d) the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity;</p> <p>(e) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting;</p> <p>(f) the reason for their decision is recorded by the directors in the minute book; and</p> <p>(g) a majority of the directors then in office are not in receipt of remuneration or payments authorised by article 8.</p> <p>(4) In articles 8(2) and 8(3):</p> <p>(a) "charity" includes any company in which the charity:</p> <p>(i) holds more than 50% of the shares: or</p>
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	<p>(ii) controls more than 50% of the voting rights attached to the shares; or</p> <p>(iii) has the right to appoint one or more directors to the board of the company.</p> <p>(b) "connected person" includes any person within the definition in article 62 'Interpretation'.</p>
9	<p><b>Declaration of directors' interests</b></p> <p>A charity director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself or herself from any discussions of the charity directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).</p>
10	<p><b>Conflicts of interests and conflicts of loyalties</b></p> <p>(1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provisions in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:</p> <p>(a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;</p> <p>(b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and</p> <p>(c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.</p> <p>(2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.</p>
11	<p><b>Members</b></p> <p>(1) The subscribers to the memorandum are the first members of the charity.</p> <p>(2) Membership is open to other individuals or organisations who:</p>

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	<p>(a) apply to the charity in the form required by the directors; and</p> <p>(b) are approved by the directors.</p> <p>(3) (a) The directors may refuse an application for membership only if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.</p> <p>(b) The directors must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.</p> <p>(c) The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.</p> <p>(4) Membership is not transferable.</p> <p>(5) The directors must keep a register of names and addresses of the members.</p>
12	<p><b>Classes of membership</b></p> <p>(1) The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.</p> <p>(2) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.</p> <p>(3) The rights attached to a class of membership may only be varied if:</p> <p>(a) three quarters of the members of that class consent in writing to the variation; or</p> <p>(b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.</p> <p>(4) the provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.</p>
13	<p><b>Termination of membership</b></p> <p>Membership is terminated if:</p> <p>(1) the member dies or, if it is an organisation, ceases to exist;</p>

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	<p>(2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;</p> <p>(3) any sum due from the member to the charity is not paid in full within six months of it falling due;</p> <p>(4) the member is removed from the membership by a resolution of the directors that is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may be passed only if:</p> <p style="padding-left: 40px;">(a) the member has been given at least twenty one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed; and</p> <p style="padding-left: 40px;">(b) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.</p>
	<p><b>General meetings</b></p> <p>14 (1) The charity must hold its first annual general meeting within eighteen months after the date of its incorporation.</p> <p>(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.</p>
15	The directors may call a general meeting at any time and place agreed by the Board.
	<p><b>Notice of general meetings</b></p> <p>16 (1) The minimum periods of notice required to hold a general meeting of the charity are:</p> <p style="padding-left: 40px;">(a) twenty-one clear days for an annual general meeting or for a general meeting called for the passing of a special resolution; and</p> <p style="padding-left: 40px;">(b) fourteen clear days for all other general meetings.</p> <p>(2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.</p> <p>(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting then it must say so.</p>

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	<p>The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 23.</p> <p>(4) The notice must be given to all the members and to the directors and auditors.</p>
17	<p>The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.</p>
	<p><b>Proceedings at general meetings</b></p>
18	<p>(1) No business shall be transacted at any general meeting unless a quorum is present at the time that the business of the meeting commences.</p> <p>(2) A quorum is:</p> <p>(a) 25 members present in person or by proxy and entitled to vote on the business to be conducted at the meeting; or</p> <p>(b) 10% of the total membership,</p> <p>whichever is fewer.</p>
19	<p>(1) If:</p> <p>(a) a quorum is not present within half an hour of the time appointed for the meeting; or</p> <p>(b) during the meeting a quorum ceases to be present,</p> <p>the meeting shall be adjourned to a time and place as determined by the directors.</p> <p>(2) The directors must then reconvene the meeting, giving at least seven clear days' notice to all members of the reconvened meeting stating the date, time and place of the meeting.</p> <p>(3) If no quorum is present at the reconvened meeting, within fifteen minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute the quorum for that meeting.</p>
20	<p>(1) General meetings shall be chaired by the Chair of the Board or, in the absence of the Chair of the Board, the Vice-Chair of the Board. If there are multiple Vice-Chairs of the Board, then the directors present shall select one of the Vice-Chairs of the Board present to chair the meeting.</p> <p>(2) If there is no such person present within fifteen minutes of the time</p>

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	<p>appointed for the meeting a director, nominated by the directors present, shall chair the meeting.</p> <p>(3) If there is only one director present and they are willing to act they shall chair the meeting.</p> <p>(4) If no director is present and willing to chair the meeting within fifteen minutes of the appointed time for holding it, the members present in person or by proxy and entitled to vote must choose one of the members present to chair the meeting.</p> <p>(5) A proxy holder who is not a member shall not be entitled to be chair of the meeting.</p>
21	<p>(1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.</p> <p>(2) The person chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.</p> <p>(3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.</p> <p>(4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven days' clear notice shall be given to all members of the reconvened meeting stating the date, time and place of the meeting.</p>
22	<p>(1) Any vote at a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:</p> <p style="margin-left: 40px;">(a) by the person chairing the meeting; or</p> <p style="margin-left: 40px;">(b) by at least two members present in person or by proxy and having the right to vote at the meeting; or</p> <p style="margin-left: 40px;">(c) by any member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.</p> <p>(2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.</p> <p style="margin-left: 40px;">(b) The result of the vote must be recorded in the minutes but the number or proportion of votes cast need not be recorded.</p>

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	<p>(3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.</p> <p>(b) 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.</p> <p>(4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.</p> <p>(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.</p> <p>(5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.</p> <p>(b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.</p> <p>(c) The poll must be taken within thirty days after it has been demanded. If the poll is taken after the meeting at which it was demanded, all members of the charity are entitled to vote.</p> <p>(d) If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.</p> <p>(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.</p>
23	<p><b>Content and delivery of proxy notices</b></p> <p>(1) Proxies may be validated only by a notice in writing (a "proxy notice") which:</p> <p>(a) states the name and address of the member appointing the proxy;</p> <p>(b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;</p> <p>(c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and</p>

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	<p>(d) is delivered to the charity in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.</p> <p>(2) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.</p> <p>(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.</p> <p>(4) Unless an appointment of a proxy indicates otherwise, it must be treated as:</p> <p>(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</p> <p>(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as to the meeting itself.</p> <p>(5) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.</p> <p>(6) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.</p> <p>(7) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.</p> <p>(8) If the proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.</p>
24	<p><b>Written resolutions</b></p> <p>(1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided</p>

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	<p>that:</p> <p>(a) a copy of the proposed resolution has been sent to every eligible member; and</p> <p>(b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution in accordance with article 24(2).</p> <p>(2) A member's agreement to a written resolution is valid only if it is contained in an authenticated document which has been received at the registered office of the charity within the period of 28 days beginning with the circulation date.</p> <p>(3) A resolution in writing may comprise several copies to which one or more members have signified their agreement.</p> <p>(4) In the case of a member that is an organisation, its authorised representative may signify its agreement.</p>
	<p><b>Votes of members</b></p>
25	Subject to article 12, every member, whether an individual or an organisation, shall have one vote.
26	Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
27	<p>(1) Any organisation that is a member of the charity may nominate any person to act as its representative at any meeting of the charity.</p> <p>(2) The organisation must give written notice to the charity of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the charity. The representative may continue to represent the organisation until written notice to the contrary is received by the charity.</p> <p>(3) Any notice given to the charity will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The charity shall not be required to consider whether the representative has been properly appointed by the organisation.</p>
	<p><b>Directors</b></p>
28	<p>(1) A director must be a natural person and a paid up member of the charity aged 18 years or older.</p> <p>(2) No one may be appointed a director if he or she would be</p>

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	disqualified from acting under the provisions of article 38.
29	Subject to articles 38(5) and 42, the number of directors shall not be less than five.
30	The first directors shall be those persons notified to Companies House as the first directors of the charity, listed at schedule A.
31	A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.
32	<p>(1) The Board shall consist of the following:</p> <ul style="list-style-type: none"><li>(a) the Chair of the Board, appointed by the Board under article 35(1);</li><li>(b) the Honorary Treasurer and Chair of the Management &amp; Finance Committee, appointed by the Board under article 35(1) having consulted the Management and Finance Committee;</li><li>(c) four national directors, being one director each for England, Northern Ireland, Scotland and Wales, elected by the members of the charity by ballot in accordance with the Objects and Rules;</li><li>(d) three additional directors elected by the members of the charity by postal ballot in accordance with the Objects and Rules;</li><li>(e) one director representing UNA Youth, elected by the UNA Youth Council in accordance with the Objects and Rules;</li><li>(f) the Chair of the Policy Conference, elected by members of the charity at a Policy Conference organised under article 48;</li><li>(g) the Executive Director of the charity, appointed by the Board under article 35(1); and</li><li>(h) up to 5 further directors (the "General Directors") appointed by the Board under article 35(1), at its discretion</li></ul> <p>but if any of the above positions are vacant from time to time, this shall not invalidate any proceedings of the directors (subject to article 41(1)).</p> <p>(2) Nothing in article 32(1) shall restrict the power of the Board to appoint Replacement Directors under article 37.</p> <p>(3) The Honorary Treasurer and Chair of the Management and Finance Committee shall be a Vice-Chair of the Board. The Board may also appoint any number of other directors to serve as Vice-</p>

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	<p>Chairs of the Board, according to the procedure set out in the Objects and Rules.</p> <p>(4) The Chair of the Board, the Honorary Treasurer and Chair of the Management and Finance Committee, and any directors appointed to serve as Vice Chair(s) of the Board shall be the officers of the charity. The Chair of the Board shall be the political head of the charity and entitled to give leadership on all matters.</p>
33	<p><b>Powers of directors</b></p> <p>(1) The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Act, the articles or any special resolution.</p> <p>(2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.</p> <p>(3) Any meeting of directors at which a quorum is present at the time of the relevant decision is made may exercise all the powers exercisable by the directors.</p>
34	<p><b>Terms of office and retirement of directors</b></p> <p>(1) Except as provided in articles 34(2) to (5) all directors:</p> <p>(a) have an initial term of three years;</p> <p>(b) may then stand for a further term of three years before retiring; and</p> <p>(c) must then not stand for office for a further two years.</p> <p>(2) The Chair of the Board is initially appointed for a term of one year and then may hold the office for up to two further terms of two years after which article 34(1)(c) applies.</p> <p>(3) The director representing UNA Youth has a term of office of one year beginning on the conclusion of the annual general meeting of UNA Youth. He/she may then be elected for one further term of one year after which article 34(1)(c) applies.</p> <p>(4) The Chair of Policy Conference has a term of office beginning on the conclusion of the Policy Conference in which he/she was elected and ending on the conclusion of the next Policy Conference. The Chair of the Policy Conference may be elected for one subsequent term of office after which he/she is not eligible to serve as Chair of the Policy Conference until the end of the next Policy Conference.</p> <p>(5) General Directors are appointed for an initial term of office of one</p>

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	<p>year, they are then eligible for re-appointment for up to six consecutive one year terms after which article 34(1)(c) applies.</p> <p>(6) If a director is required to retire at an annual general meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.</p>
<p>35</p>	<p><b>Appointment of directors</b></p> <p>(1) The Board may at its absolute discretion appoint a person who is willing to act to be a director either to fill one of the positions specified in articles 32(1)(a), (b), (g) or (h) or to appoint a Replacement Director under article 37.</p> <p>(2) The directors may not appoint a director if, as a result of this appointment, the number of General Directors would then exceed five.</p>
<p>36</p>	<p>The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.</p>
	<p>37</p> <p>(1) If a director resigns the Board may resolve to appoint or, where one of the Elected Directors has resigned, arrange the election of a new director to fill that place (a "Replacement Director"). The term of office of the Replacement Director shall be for such a period as the Board shall determine subject to it not extending beyond the point at which the term of office of the director that the Replacement Director has replaced would have ceased.</p> <p>(2) Where one of the Elected Directors has resigned, the Board may, at its absolute discretion decide whether the Replacement Director shall be selected by Board appointment or by election by the members ( in the case of the director representing UNA Youth, election by the UNA Youth Council).</p> <p>(3) If the Replacement Director is re-appointed as a director after the end of the period in article 37(1) either by:</p> <p>(a) being appointed by the Board under article 35(1) to any of the Board positions specified in articles 32(1)(a), (b), (g) or (h); or</p> <p>(b) being elected to any of the Board positions specified in</p>

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	<p style="text-align: center;">articles 32(1)(c), (d), (e) or (f),</p> <p style="text-align: center;">then, for the purposes of article 34, his/her initial term shall begin on the date of his/her re-appointment.</p>
38	<p><b>Disqualification of Board members</b></p> <p>A director shall cease to hold office if he or she:</p> <ol style="list-style-type: none"> <li>(1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director; or</li> <li>(2) is disqualified from acting as a trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); or</li> <li>(3) ceases to be a member of the charity; or</li> <li>(4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or</li> <li>(5) resigns as a director by written notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect); or</li> <li>(6) is absent, without notifying the Board in advance, from all Board meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.</li> </ol>
39	<p><b>Remuneration of directors</b></p> <p>Subject to article 7, the directors must not be paid any remuneration unless it is authorised by article 8.</p>
40	<p><b>Proceedings of directors</b></p> <ol style="list-style-type: none"> <li>(1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.</li> <li>(2) Any director may call a meeting of the Board.</li> <li>(3) The secretary must call a meeting of the directors if requested to do so by a director.</li> <li>(4) Questions arising at a meeting of the directors shall be decided by a majority of votes.</li> <li>(5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.</li> <li>(6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all</li> </ol>

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	<p>the other participants.</p>
41	<p>(1) No decision may be made at a meeting of the directors unless a quorum is present at the time the decision is made. It is intended that the term present includes being present by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.</p> <p>(2) The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be 50% of the Board or five directors, whichever shall be the smaller.</p> <p>(3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.</p>
42	<p>If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.</p>
43	<p>(1) The Chair of the Board shall chair the meetings of directors.</p> <p>(2) The Chair of the Board shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.</p> <p>(3) If the Chair of the Board is not present within five minutes of the time appointed for the meeting then:</p> <p>(a) if there is only one Vice-Chair of the Board present, he/she shall chair the meeting; or</p> <p>(b) if there are multiple Vice-Chairs of the Board present, the directors present shall select one of the Vice-Chairs of the Board present to chair the meeting; or</p> <p>(c) if there are no Vice-Chairs of the Board present, the directors present may appoint one of their number to chair the meeting.</p>
44	<p>(1) A resolution in writing or in electronic form agreed by all of the directors entitled to receive a notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.</p> <p>(2) the resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.</p>

45	<p><b>Delegation of powers</b></p> <p>(1) The Board may delegate any of its powers or functions to sub-committees consisting of such persons and roles as described in the Objects and Rules.</p> <p>(2) A sub-committee may meet and adjourn as it thinks proper. Decisions arising at any sub-committee meeting shall be determined by a majority of votes of sub-committee members present, and in the case of an equality of votes the person appointed to chair the sub-committee meeting shall have a second or casting vote.</p> <p>(3) The directors may revoke or alter a delegation.</p> <p>(4) All acts and proceedings of any sub-committees must be fully and promptly reported to the directors.</p> <p><b>Validity of directors' decisions</b></p>
46	<p>(1) Subject to article 46(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:</p> <ul style="list-style-type: none"> <li>(a) who was disqualified from holding office; or</li> <li>(b) who had previously retired or who had been obliged by the constitution to vacate office; or</li> <li>(c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,</li> </ul> <p>if without:</p> <ul style="list-style-type: none"> <li>(d) the vote of that director; and</li> <li>(e) that director being counted in the quorum,</li> </ul> <p>the decision has been made by a majority of the directors at a quorate meeting.</p> <p>(2) Article 46(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 46(1), the resolution would have been void, or if the director has not complied with article 9.</p>
47	<p><b>Secretary</b></p> <p>A secretary shall be appointed by the Board. The secretary will have no voting rights at meetings of the Board. The secretary will be responsible for ensuring that all notices are served to members and for the</p>

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	arrangements of all general and annual general meetings.
48	<p><b>Policy Conference</b></p> <p>(1) The Policy Conference is a national UNA-UK event, open to all paid-up and honorary members of United Nations Association- UK.</p> <p>(2) The Board will support the convening of a membership-led Policy Conference. The level of support provided, financial and otherwise, will be agreed by the Board in advance with the Chair of the Policy Conference in conjunction with any branch, regional or national committee undertaking to host the conference.</p> <p>(3) A Policy Conference will be held once in every Policy Conference Period. A Policy Conference Period will normally be a period of time of up to two calendar years. The first Policy Conference Period shall commence on the date of adoption of the articles.</p> <p>(4) The Policy Conference shall be organised by the Procedure Committee according to the Standing Orders of Policy Conference.</p>
49	<p><b>Seal</b></p> <p>If the charity has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.</p>
50	<p><b>Minutes</b></p> <p>The directors must keep minutes of all:</p> <p>(1) appointments of directors made by the directors;</p> <p>(2) proceedings at meetings of the charity; and</p> <p>(3) meetings of the directors and committees of directors including:</p> <p>(a) the names of the directors present at the meeting;</p> <p>(b) the decisions made at the meetings; and</p> <p>(c) where appropriate the reasons for the decisions.</p>
51	<p><b>Accounts</b></p> <p>(1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its</p>

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	<p>successors and adhere to the recommendations of applicable Statements of Recommended Practice.</p> <p>(2) The directors must keep accounting records as required by the Companies Acts.</p>
	<p><b>Annual Report and Return and Register of Charities</b></p> <p>52 (1) The directors must comply with the requirements of the Charities Act 1993 with regard to the:</p> <p style="padding-left: 40px;">(a) transmission of the statements of account to the Commission;</p> <p style="padding-left: 40px;">(b) the preparation of an annual report and the transmission of a copy of it to the Commission; and</p> <p style="padding-left: 40px;">(c) the preparation of an annual return and its transmission to the Commission.</p> <p>(2) The directors must notify the Commission promptly of any changes to the charity's entry on the central register of charities.</p>
	<p><b>Means of communication to be used</b></p> <p>53 (1) Subject to the articles, anything sent or supplied by or to the charity under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.</p> <p>(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.</p> <p>54 Any notice to be given to or by any person pursuant to the articles:</p> <p style="padding-left: 40px;">(1) must be in writing; or</p> <p style="padding-left: 40px;">(2) must be given in electronic form.</p> <p>55 (1) The charity may give any notice to a member either:</p> <p style="padding-left: 40px;">(a) personally; or</p> <p style="padding-left: 40px;">(b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or</p> <p style="padding-left: 40px;">(c) by leaving it at the address of the member; or</p>

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	<p>(d) by giving it in electronic form to the member's address; or</p> <p>(e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on a website. The notification must state that it concerns a notice of a company meeting and must specify the place, date and time of the meeting.</p> <p>(2) A member who does not register an address with the charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the charity.</p> <p>56 A member present in person at any meeting of the charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.</p> <p>57 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.</p> <p>(2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.</p> <p>(3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:</p> <p>(a) 48 hours after the envelope containing it was posted; or</p> <p>(b) in the case of an electronic communication, 48 hours after it was sent.</p>
58	<p><b>Indemnity</b></p> <p>(1) The charity shall indemnify any director or officer out of the assets of the charity against any liability incurred by him or her or it in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.</p> <p>(2) In this article a "relevant" director means any director or former director of the charity.</p> <p>(3) This indemnity shall cover any liability incurred by the director as a result of defending any proceedings, whether civil or criminal, brought against the director in their capacity as a director in which judgment is given in their favour, in which they are acquitted, or in which any application for relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the charity.</p>

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59	<p><b>Rules</b></p> <p>(1) The directors may from time to time make or amend such reasonable and proper rules or standing orders as they may deem necessary or expedient for the proper conduct and management of the charity.</p> <p>(2) The rules and standing orders may regulate the following matters but are not restricted to them:</p> <ul style="list-style-type: none"> <li>(a) the admission and classification of members of the charity, 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;</li> <li>(b) provisions relating to branches and any regional structure;</li> <li>(c) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;</li> <li>(d) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;</li> <li>(e) the procedure at general meetings, meetings of the directors and sub committees in so far as such procedure is not regulated by the Companies Acts or these articles; and</li> <li>(f) generally, all such matters as are commonly the subject matter of company rules.</li> </ul> <p>(3) The charity in general meeting has the power to alter, add to or repeal the rules or standing orders.</p> <p>(4) The directors shall adopt such means as they think sufficient to bring to the rules and standing orders to the notice of members of the charity.</p> <p>(5) The rules and standing orders shall be binding on all members of the charity. No rule or standing order shall be inconsistent with, or shall affect or repeal anything contained in, the articles.</p>
60	<p><b>Disputes</b></p> <p>If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.</p>

61	<p><b>Dissolution</b></p> <p>(1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:</p> <ul style="list-style-type: none"><li>(a) directly for the Objects; or</li><li>(b) by transfer to any charity or charities for purposes similar to the Objects; or</li><li>(c) to any charity or charities for use for particular purposes that fall within the Objects.</li></ul> <p>(2) Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:</p> <ul style="list-style-type: none"><li>(a) directly for the Objects; or</li><li>(b) by transfer to any charity or charities for purposes similar to the Objects; or</li><li>(c) to any charity or charities for use for particular purposes that fall within the Objects.</li></ul> <p>(3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no such resolution in accordance with article 60(1) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the court or the Commission.</p>
62	<p><b>Interpretation</b></p> <p>In articles 8, 10(2) and 46(2) "connected persons" means:</p> <ul style="list-style-type: none"><li>(1) a child, parent, grandchild, grandparent, brother or sister of the director;</li><li>(2) the spouse or civil partner of the director or any person falling within paragraph (1) above;</li><li>(3) a person carrying on business in partnership with the director or with any person falling within paragraph (1) or (2) above.</li><li>(4) an institution which is controlled:</li></ul>

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	<ul style="list-style-type: none"><li>(a) by the director or any connected person falling within paragraph (1),(2), (3) above; or</li><li>(b) by two or more persons falling within sub- paragraph 4 (a) when taken together;</li></ul> <p>(5) a body corporate in which:</p> <ul style="list-style-type: none"><li>(a) the director or any connected person falling within paragraphs (1) to (3) has a substantial interest: or</li><li>(b) two or more persons falling within sub- paragraph (5)(a) who, when taken together, have a substantial interest.</li><li>(c) paragraphs 2 to 4 of Schedule 5 to the charities Act 1993 apply for the purposes of interpreting the terms used in this sub-clause.</li></ul>
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**Rules**

**of United Nations Association - UK**

**in accordance with article 59 of the Articles of Association of the charity**

1	<p><b>Legal status</b></p> <p>The charity is a company limited by guarantee governed by Articles of Association.</p>
2	<p><b>Title</b></p> <p>The charity is a member of the World Federation of United Nations Associations (WFUNA) which, based in New York and Geneva, initiates and coordinates international activities (both global and regional) in the name of the national UNAs in membership of WFUNA.</p> <p>WFUNA enjoys Class I Consultative Status with the Economic and Social Council (ECOSOC) of the United Nations.</p>
3	<p><b>Objects</b></p> <p>The main objects of the charity as stated in the Articles of Association are:</p> <p>(1) The furtherance of such purposes as for the time being and from time to time are charitable in accordance with law of England and Wales as the Trustees may from time to time in their absolute discretion determine.</p> <p>(2) Without prejudice to the generality of the foregoing the application of the income and capital of the charity in any part of the world in furtherance of any of the following purposes PROVIDED THAT no monies shall be applied for any purpose which is not by law charitable as aforesaid:</p> <p>(a) The prevention and relief of poverty, hunger and distress and the relief of those in need by reason of youth, age, ill-health, disability, financial hardship or other disadvantage</p> <p>(b) The advancement of human rights, conflict resolution and reconciliation and the promotion of religious or racial harmony or equality and diversity</p> <p>(c) The raising of awareness of human rights issues and securing the enforcement of human rights law</p> <p>(d) The advancement of the study of and research into</p>

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	<p>international problems and institutions with a view to the education of the public and the dissemination of the results of such study and research for the purpose of assisting such relief as aforesaid</p> <p>(e) The advancement of environmental protection improvement and sustainable development</p> <p>(f) The promotion of volunteering and good citizenship</p> <p>(g) The support generally, within the powers hereby conferred, of the work of the United Nations Organisation or of any of its related associate agencies insofar as such work promotes all or any of the objects mentioned in (a) to (f) above.</p>
<p>4</p>	<p><b>Renewal subscriptions</b></p> <p>Persons or organisations may become members of the charity at any time, subject to the approval of the directors. No person or organisation shall be deemed a member until their first subscription has been paid. Subscriptions for members will be renewable on the anniversary of the member joining.</p>
<p>5</p>	<p><b>Classes of membership</b></p> <p>The directors may establish classes of membership with different rights and responsibilities and shall record the rights and obligations in the register of members. This may include, but not exclusively, classes that recognise age or income levels as well as joint or institutional membership.</p> <p>In addition honorary membership may be awarded by the directors from time to time in recognition of distinguished or exceptional service to UNA-UK or its charitable objects.</p> <p>All paid up members should be in agreement with the charitable objects of the charity.</p> <p>The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.</p> <p>The rights attached to a class of membership may only be varied if :</p> <ul style="list-style-type: none"> <li>• Three-quarters of the members of that class consent in writing to the variation; or</li> <li>• a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.</li> </ul> <p>The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.</p>

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6	<p><b>Attachment of members to branches</b></p> <p>A member shall ordinarily be attached to the branch nearest his/her residence. A member may also be attached to more than one branch. A member may not vote at or be a representative of more than one branch.</p>
7	<p><b>Functions</b></p> <p>Each branch, regional committee, national committee and the UNA Youth shall promote the objects and policies of the charity.</p>
8	<p><b>Branches</b></p> <p>A group of at least six members may form a branch at any time. Head office of the charity will provide a recommended template constitution but it is for the individual branch to determine its own governing documents. The branch is formally constituted when these governing documents have been accepted by the Board.</p> <p>Each branch shall be financially and legally autonomous and the charity shall not be responsible for any money expended, or liability incurred, by a branch unless the branch is acting as an agent for the charity with the written authority of the Board of directors. It shall elect as soon as possible a main contact person and a treasurer and other such officers as it may wish to appoint. The names and addresses of all such officers shall be immediately forwarded to the head office of the charity for recognition to be granted.</p> <p>Recognition of a branch may be withdrawn by the Board from a branch on the recommendation of a regional committee (if it exists), if a branch numbers less than six members for a period exceeding twelve months, if it fails to carry out its work in accordance with the rules of the charity or is considered by the Board to be bringing the charity into disrepute.</p> <p>Upon the demise of a branch, if there is no other decision taken by the branch, any existing funds which were in the branch's possession may be called in by the charity upon request to the bank or other person holding the funds except where, in the case of a student society, the constitution, bye laws or declared policy of the students' union are in conflict with this rule. If a branch is re-formed within two years, any funds called in or otherwise received from the branch may be handed over to it in whole or part at the discretion of the charity's head office.</p> <p>Each branch shall send to the head office of the charity such details of its membership and activities as the head office may require.</p>
9	<p><b>Regional Committees</b></p> <p>Groups of branches may form regional committees to promote the objects and policies of the charity and provide mutual support as well as the promotion of new branches.</p>

	<p>The boundaries of regions are to be determined by the Board.</p> <p>Head office will provide a recommended template constitution but it is for the individual regional committee to determine its own governing documents. The regional committee is formally constituted when these governing documents have been accepted by the Board.</p> <p>Each regional committee will be responsible for the conduct of its own financial affairs and legally autonomous. The charity shall not be responsible for any money expended, or liability incurred, by a regional committee unless the regional committee is acting as an agent for the charity with the authority of the Board.</p> <p>The regional committee shall elect as soon as possible a main contact person and a treasurer and other such officers as it may wish to appoint. The names and addresses of all such officers shall be immediately forwarded to the head office of the charity for recognition to be granted.</p> <p>Recognition of a regional committee may be withdrawn by the Board if a regional committee fails to carry out its work in accordance with the rules of the charity or is considered by the Board to be bringing the charity into disrepute.</p> <p>Upon the demise of a regional committee, if there is no other decision taken by the regional committee, any existing funds which were in the committee's possession may be called in by the charity upon request to the bank or other person holding the funds except where the constitution, bye laws or declared policy of the regional committee are in conflict with this rule. If a regional committee is re-formed within two years, any funds called in or otherwise received from the regional committee may be handed over to it in whole or part at the discretion of the charity's head office.</p> <p>Each regional committee shall send to the head office of the charity such details of its membership and activities as the head office may require.</p>
10	<p><b>National committees</b></p> <p>The charity may put in place any national arrangements that in the opinion of the Board promote and support its overall charitable objectives. This may include the establishment of national committees.</p> <p>Head office will provide a recommended template constitution but it is for the individual national committee to determine its own governing documents. The national committee is formally constituted when these governing documents have been accepted by the Board of directors.</p> <p>Each national committee will be responsible for the conduct of its own financial affairs and legally autonomous. The charity will not be responsible for any money expended, or liability incurred, by a national</p>

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	<p>committee, unless the national committee is acting as an agent with the authority of the Board of directors.</p> <p>The national committee shall elect as soon as possible a main contact person and a treasurer and other such officers as it may wish to appoint. The names and addresses of all such officers shall be immediately forwarded to the head office of the charity for recognition to be granted.</p> <p>Recognition of a national committee may be withdrawn by the Board if a national committee fails to carry out its work in accordance with the rules of the charity or is considered by the Board to be bringing the charity into disrepute.</p> <p>Upon the demise of a national committee, if there is no other decision taken by the national committee, any existing funds which were in the committee's possession may be called in by the charity upon request to the bank or other person holding the funds except where the constitution or bye laws of the committee are in conflict with this rule. If a national committee is re-formed within two years, any funds called in or otherwise received from the national committee may be handed over to it in whole or part at the discretion of the charity's head office.</p> <p>Each national committee shall send to the head office of the charity such details of its membership and activities as the head office may require.</p>
11	<p><b>UNA Youth</b></p> <p>The UNA Youth constitution must be ratified by the Board.</p> <p>A group of at least six members may form a UNA Youth branch at any time. Head office will provide a recommended template constitution but it is for the individual branch to determine its own governing documents. The branch is formally constituted when these governing documents have been approved by the Board.</p> <p>The UNA Youth Council and each UNA Youth branch will be responsible for the conduct of its own financial affairs and legally autonomous. The charity shall not be responsible for any money expended, or liability incurred unless the UNA Youth branch or UNA Youth Council is acting as an agent for the charity with the authority of the Board.</p> <p>The UNA Youth Council shall elect as soon as possible a main contact person and other such officers as it may wish to appoint. The names and addresses of all such officers shall be immediately forwarded to the head office of the charity for recognition to be granted.</p> <p>Recognition of the UNA Youth Council and a UNA Youth branch may be withdrawn by the Board, if a branch numbers less than six members for a period exceeding twelve months, or if it fails to carry out its work in accordance with the rules of the charity or is considered by the Board to be bringing the charity into disrepute.</p>

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	<p>Upon the demise of a UNA Youth branch, if there is no other decision taken by the branch, any existing funds which were in the branch's possession may be called in by the charity upon request to the bank or other person holding the funds except where, in the case of a student society, the constitution, bye laws or declared policy of the students' union are in conflict with this rule. If a branch be re-formed, any funds called in or otherwise received from the branch may be handed over to it in whole or part at the discretion of the charity's head office.</p> <p>Each branch shall send to the head office of the charity such details of its membership and activities as the head office may require.</p> <p>The UNA Youth Council will elect one member to be a representative on the Board of directors.</p> <p>The UNA Youth representative will provide regular reports to the Board.</p>
12	<p><b>Finance</b></p> <p>All membership subscriptions are payable directly to head office, with the exception of members resident in Wales, who may pay their subscription either to head office, or to UNA Wales c/o the UNA Wales office in Cardiff.</p> <p>UNA Youth branches pay an affiliation fee in line with current subscription arrangements.</p>
13	<p><b>Management &amp; Finance Committee</b></p> <p>There shall be a Management and Finance Committee which shall report to the Board. It will be responsible for:</p> <ul style="list-style-type: none"> <li>(a) drafting the budget;</li> <li>(b) reviewing the financial and investment affairs of the charity on a regular basis and recommending to the Board of directors any action needed;</li> <li>(c) examining applications for branch recognition in advance of their submission to the Board of directors;</li> <li>(d) approving applications for UNA Youth branches;</li> <li>(e) reviewing the charity's management policies and practices, including staffing matters, on a continual basis and advising the Board of directors on changes that may be needed; and</li> <li>(f) advising the Board on any management or financial matters referred to it by that body.</li> </ul>

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	<p>The Management and Finance Committee shall consist of:</p> <ul style="list-style-type: none"> <li>(a) a Chair appointed by the Board of directors, who will also hold the post of Honorary Treasurer. Any person may serve in this post for a maximum of three years, followed by a further term of three years followed by a break of two years before becoming eligible for re-election;</li> <li>(b) one of the elected Board members and two other individual members of the charity who need not be members of the Board selected for their relevant functional (e.g. financial, investment or management) expertise and nominated by the Board;</li> <li>(c) the Secretary (subject to that post being separate from that of Honorary Treasurer); and</li> <li>(d) the Executive Director and other relevant members of staff may attend meetings of the Management and Finance Committee as appropriate. Their attendance will be in a non-voting capacity.</li> </ul> <p>All committee members may serve for a maximum of two terms of three years without break but then must take a break of at least two years before standing again for membership of the committee.</p> <p>The committee will meet at least three times a year.</p> <p>No decision may be made at a meeting of the Management and Finance Committee unless a quorum is present.</p> <p>The quorum for a meeting of the Management and Finance Committee will be three Management and Finance Committee members present. It is intended that the term present includes being present by suitable electronic means.</p>
14	<p><b>Audit Committee</b></p> <p>There shall be an Audit Committee which shall report to the Board. It will be responsible for:</p> <ul style="list-style-type: none"> <li>(a) internal financial controls and procedures;</li> <li>(b) systems for assessment and management of risk;</li> <li>(c) integrity of financial statements; ensuring best practice in both internal and external financial reporting;</li> <li>(d) external audit strategy;</li> <li>(e) external audit reports, including the responses to the external auditor's management letter; and</li> </ul>

	<p style="text-align: center;">(f) recommendations on the appointment of the auditor.</p> <p>The Audit Committee shall consist of at least three members, all with accountancy / financial/risk expertise. The Chair of the Audit Committee shall be chosen by the Board from the members of the Board. The other members will be approved by the board but may not necessarily be members of the Board.</p> <p>The Chair of the Audit Committee shall consult with the Chair of the Management &amp; Finance Committee on all matters raised by the auditors, verbally or in written reports, prior to reporting on them to the Board of directors.</p> <p>The Executive Director and other relevant members of staff may attend meetings as appropriate. Their attendance will also be in a non-voting capacity.</p> <p>All Audit Committee members may serve for a maximum of two terms of three years without break but then must take a break of at least two years before resuming membership of the Audit Committee.</p> <p>The Audit Committee will meet at least three times a year.</p> <p>The quorum for a meeting of the committee will be two Audit Committee members present. It is intended that the term present includes being present by suitable electronic means.</p>
<p style="text-align: center;">15</p>	<p><b>Procedure Committee</b></p> <p>There shall be a Procedure Committee that will be a formal sub-committee of the UNA-UK Board. The Chair of the Policy Conference will also be the Chair of Procedure Committee and will be a director of UNA-UK and report to the Board.</p> <p>The Procedure Committee will be responsible for:</p> <ul style="list-style-type: none"> <li>(a) overseeing the organisation of the Policy Conference;</li> <li>(b) regulating the procedure at the Policy Conference; and</li> <li>(c) dealing with any matters referred to it by the Policy Conference or the Chair of the Policy Conference</li> </ul> <p>The committee shall consist of at least five members. The Chair of the Policy Conference, Deputy Chair of the Policy Conference and three representatives are elected during the Policy Conference by members present at the conference. All members of the committee will be paid up or honorary members of the charity.</p> <p>All elected Procedure Committee members, including the Chair of the Policy Conference, hold office from the end of the Policy Conference at</p>

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	<p>which they are elected until the close of the next Policy Conference. They may then be re- elected for a further term of office. These two terms of office must then be followed by a break until the end of the next policy conference before becoming eligible for re-election to the committee.</p> <p>The Procedure Committee has the power to appoint up to three additional members.</p> <p>The Executive Director and other charity members of staff may be invited to attend meetings as appropriate. Their attendance will be in a non-voting capacity.</p> <p>The candidates' application forms for the posts of Chair of Policy Conference, Deputy Chair of Policy Conference and the three other members of the committee should be submitted in writing to the Secretary at least 20 working days prior to the start of the Policy Conference. The elections are by a ballot of members present at the Policy Conference.</p> <p>The Procedure Committee will meet at least three times in every Policy Conference Period. The quorum for a meeting will be three members of the Procedure Committee. The Procedure Committee will keep minutes of its meetings.</p> <p>The procedure at the Policy Conference is regulated by separate Standing Orders.</p>
16	<p><b>Eligibility for Office</b></p> <p>Only members and honorary life members of the charity shall be eligible for office either as a directors or an officer of the charity.</p>
17	<p><b>Election process for elected directors</b></p> <p>Each paid up or honorary member has four votes in total - one vote is to be used to vote for members standing for one of the four regional /national directorships, and the remaining three votes are to be used to vote for members who are standing for one of the three general elected directorships.</p> <p>It is not necessary to use all four of the allocated votes. A member may only vote for one national candidate from their regional/national area. The relevant regional/national area is determined by the address registered for that member on the UNA central register of member's names and addresses.</p> <p>Joint members are each entitled to four votes and receive one ballot form each.</p> <p>The voting process will be administered by head office in accordance with a timetable set by the Board. The guidelines will include the</p>

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	<p>stipulation that all members in the region/nation are balloted and are able to submit a vote in person or on a prescribed voting form.</p> <p>The election process may be conducted by the national committees of Northern Ireland, Scotland and Wales to meet their own individual timetables but must follow the election rules for all UNA-UK elected directors. The results of the ballots, once counted by the national committee, will be forwarded in a timely fashion to head office.</p> <p>If a regional/national committee does not exist or is unable to conduct the election then head office will administer the election process for that region/nation.</p> <p>The election process for the English national and the three additional directors will take place at the same time. If more than one candidate stands for the English national director role then the person with the highest number of votes is appointed to that role.</p> <p>Once the English national director has been determined then the candidates with the next three highest votes, from those who stood as general elected directors, are elected as additional directors.</p> <p>The elected national directors for Northern Ireland, Scotland and Wales will sit on the relevant national committee.</p>
18	<p><b>Election of Officers</b></p> <p>The Officers of the charity are as follows:</p> <ul style="list-style-type: none"><li>(a) Chair of the Board;</li><li>(b) Vice-Chair(s) of the Board; and</li><li>(c) Honorary Treasurer and Chair of the Management and Finance Committee.</li></ul> <p>The Chair of the Board is appointed by the Board. The initial period of office for the Chair of the Board is one year and then shall be eligible for re-election for a further two terms of two years in accordance with the Articles of Association article 34(2). The Chair of the Board shall be an ex officio member of the Board. When the Board needs to elect a new Chair of the Board, it will receive recommendations from Board members and then approach the agreed nominee(s) to seek their agreement to stand as Chair of the Board. The Board will be provided with information on the nominee(s) and at a Board meeting, preferably prior to the end of the term of office of the previous Chair of the Board, will agree the preferred nomination.</p> <p>The Vice Chair(s) of the Board will be appointed for a term of three years. They may hold office for a further term of three years after which there must be a break of two years before seeking office again. The Honorary</p>

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	<p>Treasurer and Chair of the Management &amp; Finance Committee is automatically a Vice Chair of the Board. The nominations(s) for the post of Vice Chair(s) of the Board will be submitted, with the nominee's approval, to the Chair of the Board and the Board will approve the preferred nominee(s) at a subsequent Board meeting.</p> <p>The Honorary Treasurer and Chair of the Management and Finance Committee will be appointed in accordance with rule 13 of these Objects and Rules.</p>
19	<p><b>Executive Director</b></p> <p>The Executive Director shall be appointed by the Board. He/she shall be the principal salaried officer of the charity and head of its staff and shall regularly submit a report on the work of the charity to the Board.</p>
20	<p><b>Policy Advisory Group</b></p> <p>There shall be a Policy Advisory Group that will not be a formal sub-committee of the Board but will provide support and guidance to the Board and the staff on the charity's stance on international policy issues.</p> <p>The membership of the Policy Advisory Group will be at the discretion of the Board, but will not be formally set, so as to be able to include policy expertise relevant to current global issues, particularly from the charity's membership.</p> <p>The Policy Advisory Group will meet on an ad hoc basis and will include the following:</p> <ul style="list-style-type: none"> <li>(a) Chair of the Board;</li> <li>(b) Chair of the Policy Conference;</li> <li>(c) Executive Director; and</li> <li>(d) charity policy staff.</li> </ul> <p>The secretariat to the Policy Advisory Group will be provided by UNA-UK staff. The Policy Advisory Group will keep minutes of its meetings, which will be reported to the Board.</p>