



UNA-UK General Meeting on 24 November 2011

Update to members

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SECTION 1: THE UNA-UK GENERAL MEETING

1.1. Outcomes

On 24 November 2011, UNA-UK held a General Meeting. The purpose of the meeting was to put to the UNA-UK membership the following proposals by the UNA-UK Board:

- Adoption of UNA-UK's four-year strategic plan
- Approval of the merger of UNA-UK and The UNA Trust into a new charitable company
- Approval of the proposed Articles of Association for the new charity
- Approval of other matters associated with the new charity (e.g. transfer of assets and liabilities, and authorising the Board to perform any other acts necessary to proceed)

Ahead of the meeting, members, branches, regions and nations had the opportunity to provide feedback on the strategic plan and the proposal to seek charitable status. All the relevant documentation for the meeting, including feedback received ahead of the meeting, is available from

www.una.org.uk/generalmeeting

At the General Meeting members voted overwhelmingly to adopt the new strategic plan. All other proposals, including the merger of UNA-UK and The UNA Trust into a new charitable company, were also approved, with over 75% of the membership present or voting by proxy casting votes in favour.

An amendment to the Articles of Association was voted on and accepted before the Articles as a whole were approved. The amendment pertains to the composition of the Board under Article 32(1)(c), (d) and (h). It is included below in full. The Articles now provide for the new charity to have a Board of 16.

Article 32(1) – as amended at the General Meeting on 24 November

(c) three national directors, being one director each for Northern Ireland, Scotland and Wales, elected by the members of the charity by ballot in accordance with the Rules;

(d) four directors, each from a specific geographic area of England as determined by the Board. All elections will be by ballot in accordance with the Rules

(h) up to four further directors (the "General Directors") appointed by the Board under article 35(1), at its discretion

1.2. Next steps

Immediately after the General Meeting, the UNA-UK Board of Directors met to discuss necessary next steps.

These will include:

- Communicating the outcomes of the General Meeting to the UNA-UK membership and producing this information document.
- Amending the Articles of Association to reflect the amendment tabled at the General Meeting. This will include the Board agreeing, in consultation with relevant representatives of English regions, the new geographic constituencies for the four directors to be elected from the membership in England.
- Agreeing a timetable for elections of Directors to the new charity. The Board will discuss this at its meeting on 26 January 2011.
- Applying to the Charity Commission. It is believed that the original aim of getting the new charity approved by end April 2012 is still achievable.

SECTION 2: A NEW CHARITABLE UNA-UK

2.1. Background

To date, the 'United Nations Association' in the UK has functioned as two legally-separate entities: UNA-UK (a non-charitable company limited by guarantee) and The UNA Trust (a registered charitable trust). The Trust was founded in 1968 by UNA-UK members. Historically, it has been one of UNA-UK's main funders.

The issue of whether UNA-UK should merge with The UNA Trust into a charitable company has been discussed several times during the past decade. Many of UNA-UK's traditional activities are charitable (e.g. educational work, promoting poverty relief) and it receives the vast majority of its funds from charitable trusts and foundations. However, prior to 2006, it was felt that charitable law at that time might curtail UNA-UK's ability to undertake campaigning work.

The 2006 Charities Act for England and Wales changed this thinking. The Act's provisions updated the Charity Commission's position on campaigning and political activity substantially. Its guidance states:

"[Charities] are united by a desire to change ... it is not surprising then that many charities wish to speak out, to use their voice and influence, and to campaign for the changes that would best help them achieve their purposes ... it is right that [charities] should have a strong and assertive voice ... and the major role they play in public life is something [charities] should be proud of ... [therefore, charities] may undertake campaigning and political activity as a positive way of furthering or supporting their purposes."

The Act permits charities to engage in campaigning and political activity to further their objectives, as long as they do not engage in **party** political activity and as long as campaigning does not become the **only** activity they engage in.

As UNA-UK is currently strictly non-party political and carries out many functions other than campaigning (education, membership, public information etc), the UNA-UK Board decided in 2006 to begin exploring whether UNA-UK should seek charitable status and merge with The UNA Trust into a new organisation.

2.2. Process

Since 2006, the Board has undertaken several activities to explore whether UNA-UK should seek charitable status, including a brainstorming sessions at the 2007 UNA-UK Conference in Warwick, where members present showed overwhelming support for the proposal. Members who provided feedback on UNA-UK's strategic plan were also in favour of the move, with 91% of respondents supporting charitable status.

In parallel to these consultation exercises, the Board established two time-limited sub-committees to produce: a scoping document on all issues relating to becoming a merged, charitable organisation; new governing arrangements and supporting documents, and a transition plan if the proposal was agreed by the UNA-UK membership.

At its meeting on 29 September 2011, the Board approved the draft governing documents for a new charitable company and agreed to recommend them to the UNA-UK membership at a General Meeting, along with a proposal to transfer UNA-UK's activities and net assets to that company, subject to approval by the Charity Commission. The Board's proposals were carried at the General Meeting with an overwhelming majority (over 75%) in favour.

Separately, the Trustees of The UNA Trust have also agreed to transfer the Trust's activities and net assets to the new charitable company, subject to Charity Commission approval.

2.3. The benefits of a new charitable UNA-UK

UNA-UK's new strategic plan outlines how the organisation will continue to campaign for peace, development and human rights whilst re-tooling itself to become an effective and well-resourced organisation with an vibrant grassroots base. Becoming a charitable organisation with The UNA Trust is an important part of the overall plan.

As a new charity, we will be able to increase our effectiveness; make better use of existing resources; appeal to new funders, donors and supporters; and – most importantly – continue our campaigning, advocacy, outreach, education and information work in support of UN goals and values.

If approved by the Charity Commission, this new structure will bring many benefits to UNA-UK, for example:

- ✓ **It will help UNA-UK to increase its efficiency, cut costs and find new sources of income.** The current economic climate is challenging for all NGOs. UNA-UK must now contend with a 90% cut in project funding from government and the fact that it is now mid-way through the charitable grants for its programme funding. A reduction in membership subscriptions and donations is also to be anticipated and must be set against the backdrop of steadily declining membership numbers.
- ✓ **It will save time and money, and enable more staff time to be devoted to campaigning, outreach, membership, policy and education work.** At present, the UNA-UK staff service two separate organisations, support two cycles of Board/Trust and committee meetings, produce two sets of annual reports and accounts, process two streams of income and two separate audit processes. This is not only time-consuming but also costly in terms of audit charges, committee costs, promotional literature, etc.
- ✓ **It will allow UNA-UK to access a wider pool of potential funders:** at present, there are some donors and trusts that UNA-UK cannot apply to because it is not a registered charity. Whilst charitable status alone will not guarantee that this income is secured, it will greatly widen the pool of funders we can approach.
- ✓ **It will increase income from current and prospective supporters:** by recouping Gift Aid on donations and, possibly, at a later stage, on subscriptions, UNA-UK will be able to boost its income. A charitable organisation might also appeal to members of the public who only wish to support charities. Feedback from many UNA branches indicates that people often express a preference for supporting charitable organisations and are surprised to learn that UNA-UK is not already a charity.
- ✓ **Having a single, new charitable organisation will present a clearer, more compelling narrative for UNA-UK and The UNA Trust:** at present, members have reported to us the difficulty in explaining the relationship between UNA-UK and The UNA Trust, what both organisations do and why people should support them. A single charitable organisation will send a signal that we are clear about our purpose, our objectives and our role, and will help to simplify the ways in which people can support us.
- ✓ **It will increase accountability to the UNA-UK membership:** the new charity's Board will have a greater proportion of directors directly elected by members and UNA-UK's detailed reports and accounts will be easily available from the Charity Commission's website.
- ✓ **It will enable us to update and improve our governance arrangements and constitutional documents.**

Most importantly, the UNA-UK Board is satisfied that UNA-UK will be able to enjoy these benefits without changing the nature of the organisation's work and activities because:

- As a result of the changes in charity law, UNA-UK can now seek charitable status and continue to campaign in support of its objectives
- Changes in UNA-UK's programme of work would be minimal, given that UNA-UK already receives the majority of its funding from charitable sources and therefore has to meet charitable requirements such as demonstrating 'public benefit'
- UNA-UK is already non-party-political so this restriction would not affect its activities

SECTION 3: WHAT EFFECT, IF ANY, WILL CHARITABLE STATUS HAVE ON...

3.1. CAMPAIGNING

a. How will charitable status affect UNA-UK's ability to campaign?

The short answer is: it won't. The 2006 Charities Act makes extensive provisions for charities that campaign in support of their objectives, which the Charity Commission has clearly distilled in its guidance (entitled 'Speaking out: guidance on campaigning and political activities by charities, CC9, available from www.charity-commission.gov.uk)

'**Campaigning**' is defined as "awareness-raising and efforts to educate or involve the public by mobilising their support on a particular issue, or to influence or change public attitudes." It also encompasses "activity which aims to ensure that existing laws are observed."

The Charity Commission also states that charities can have 'campaigning' listed in their governing documents, as long as they clearly explain that this will be a means of furthering their objectives.

b. What types of campaign activities will UNA-UK be able to undertake?

Examples of permissible campaigning activities listed in Charity Commission guidance include:

- **Calling on a government to e.g. observe certain fundamental human rights or end the practice of torture and rendition, including through public petitions**
- **Campaigning against e.g. investment by some banks in fossil fuel extraction projects**
- **Calling for existing legislation, e.g. on cluster munitions, to be adhered to**
- **Mobilising public support for e.g. nuclear disarmament, including through public demonstrations**
- **Seeking to change public attitudes e.g. towards women's rights or homosexuality**
- **Forming and joining partnerships and coalitions with relevant organisations, charitable and non-charitable, to lobby and campaign**

See pages 5-6 for a chart illustrating some of the above using UNA-UK activities as examples.

c. How will charitable status affect UNA-UK's ability to undertake political activities?

Again, the short answer is: it won't. The Charity Commission defines '**political activity**' as "activity by a charity which is aimed at securing, or opposing, any change in the law or in the policy or decisions of central government, local authorities or other **public bodies***, whether in this country or abroad. It includes activity to preserve a piece of legislation, where a charity opposes it being repealed or amended".

* Crucially, the Charity Commission defines public bodies as **including the "UN**, other international bodies and their agencies", extending the permissible activities to include UN policy and international law.

d. What types of political activity will UNA-UK be able to undertake?

Examples of permissible political activity listed in Charity Commission guidance include:

- **Seeking to secure or oppose a change in law, including raising public support for this**
- **Seeking to influence political parties, independent candidates, decision-makers, politicians, public servants and public bodies in support of the charity's objectives**
- **Responding to consultations carried out by political parties**
- **Writing letters to decision-makers and providing them with information, including giving evidence in Parliament**
- **Meeting with government officials, parliamentarians and other politicians**
- **Participating in events organised by political parties (e.g. speaking at a fringe at a party conference)**

See pages 5-6 for a chart illustrating some of the above using UNA-UK activities as examples.

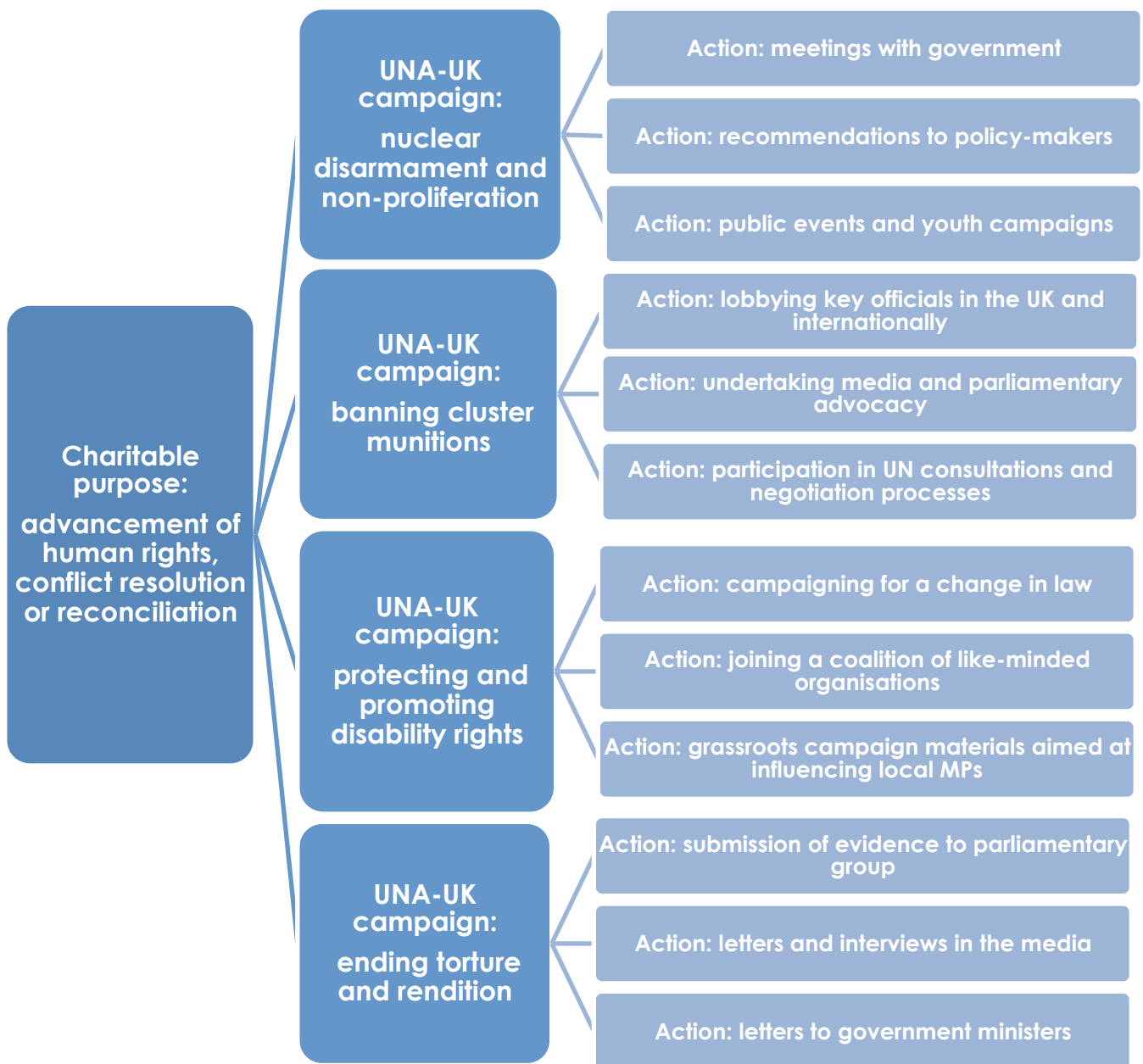
e. Are there any exceptions to the above?

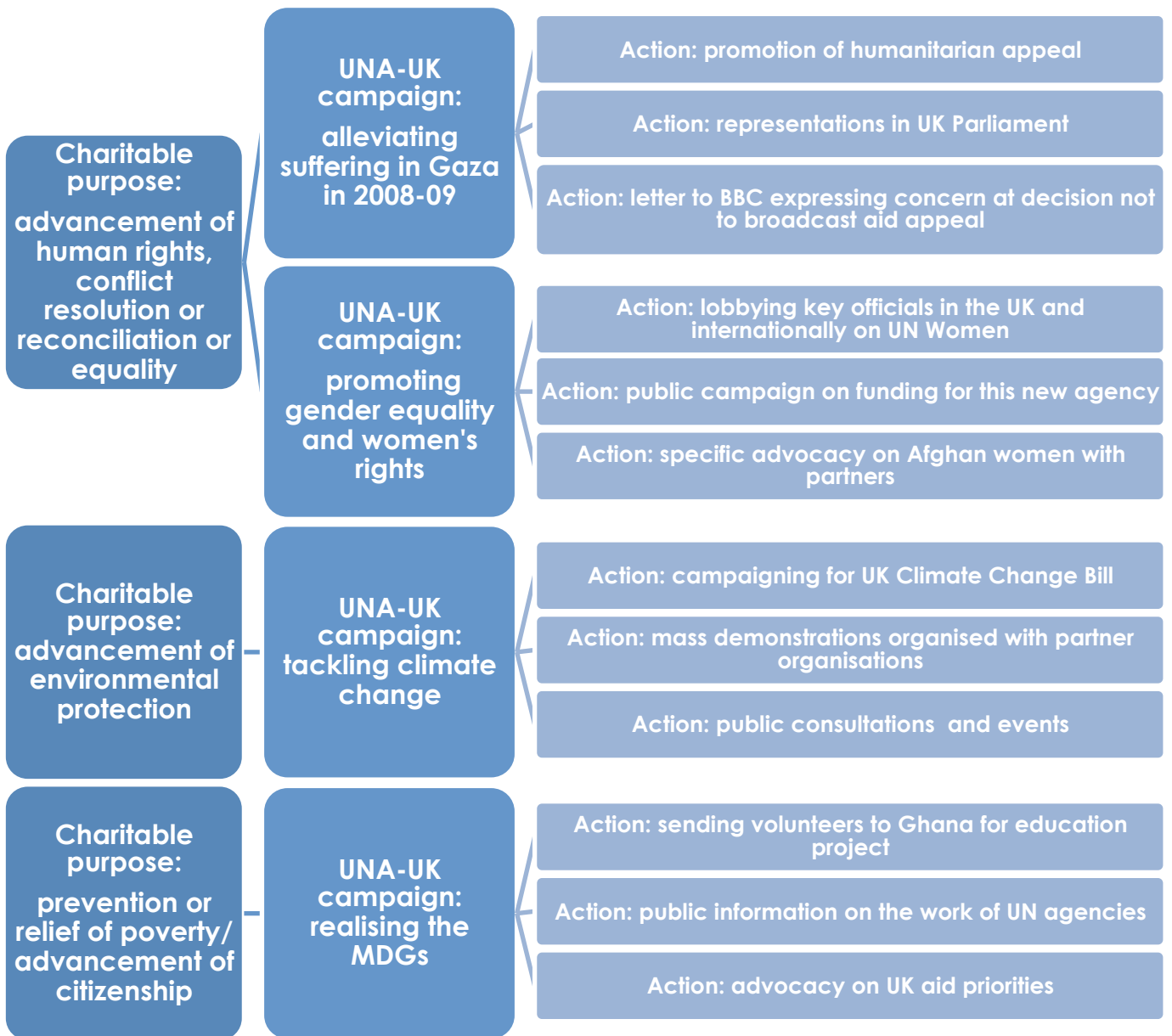
The UNA-UK Board is satisfied that the wide scope offered by the Charity Commission's guidance will enable UNA-UK and its members to continue undertaking campaigning and political activities in support of UNA-UK's objectives.

But all members should be aware that there is one exception and one caveat to the above:

The exception is **party** political activity, which UNA-UK, currently a non-party-political organisation, does not engage in. This includes activities that would imply that the organisation has a particular party political preference, such as endorsing a particular party candidate.

The caveat is that campaigning must not become the **only** activity the organisation engages in. As UNA-UK currently carries out multiple functions at the same time – e.g. it services its membership, provides education and public information, works with young people – this will not occur unless the nature of the organisation changes dramatically.





3.2. POLICY-MAKING

a. Will charitable status affect UNA-UK's policy-making?

No – UNA-UK will continue to work on the same policy areas and issues, and UNA-UK members will continue to play an active role in policy-making and prioritisation, including through regular 'policy conferences'.

The organisation's new strategic plan, developed in consultation with the membership, outlines three programme areas and priorities for the next four years. Each year, these broad priorities will be distilled into specific objectives within an operational plan. The UNA-UK Board will be responsible for adopting and reviewing these annual plans, which will draw on the following to help steer policy matters:

- The outcomes of the most recent and future policy conferences
- Suggestions from the membership through policy input channels that operate on an ongoing basis
- Input from the Board's Policy Advisory Group and external stakeholders, such as NGO partners

The UNA-UK membership will be able to hold the Board to account on the organisation's performance each year at the Annual General Meeting.

See the guidance note on UNA-UK policy-making available from www.una.org.uk/generalmeeting

b. Will members still be able to participate in policy-making, including through policy conferences?

Yes – UNA-UK members will continue to play an active role in helping us to achieve our objectives and to identify policy priorities. There are three main channels for this:

i) **Policy conferences:** UNA-UK holds regular policy conferences at which individual members and those representing our branches, regions and nations come together to debate issues of concern to the UN and to identify emerging developments. Issues that are adopted are included in the conference policy document.

ii) **Policy Advisory Group:** This new group will advise the Board and staff on policy matters and act as a sounding board for policy positions and suggestions from the wider membership. The chair of the policy conference organising committee will be a member of the group, which will consist of UN experts, including from within the UNA-UK membership.

iii) **Policy inbox:** Members will be able to raise policy issues and suggest campaign actions on an ongoing basis by submitting ideas to UNA-UK's 'policy inbox', which will be set up in early 2012. The inbox will be monitored on a regular basis and action taken as appropriate. While the staff will not be able to respond to every suggestion individually, they will endeavour to post a monthly overview of any action taken in response to member suggestions.

c. Will charitable status change the nature of UNA-UK's policy work?

No. The new strategic plan adopted by the membership sets out an ambitious agenda for UNA-UK, based on its core areas of policy focus with some forward-looking priorities and cross-cutting themes:

- **A safer world:** peace and security, including nuclear disarmament and non-proliferation; peacekeeping, peacebuilding and conflict prevention; and emerging security challenges

- **A fairer world:** human rights and humanitarian action, including the 'Responsibility to Protect'; protecting and promoting existing human rights and humanitarian law; and developing new structures and mechanisms to secure human rights for all

- **A more sustainable world:** international development and the environment, including food security; climate change and sustainable development; and the future of the UN Millennium Development Goals

We will also embed the following themes in all three programmes to ensure that they are addressed across our work: gender, population and effective multilateral institutions.

d. Will charitable status result in UNA-UK losing its critical stance?

No. Charity Commission guidance clearly states that campaigning and political activity that furthers the charity's objects is permitted, including activities aimed at securing changes in the laws or policies or decisions of central governments and public bodies (which the Commission defines as including the UN, amongst other institutions).

This covers activities such as calling on governments, including the UK government, to uphold international law or desist from activities that are contrary to peace, poverty relief, human rights or environmental protection.

3.3. MEMBERS

a. What effect will charitable status have on individual UNA-UK members?

Very little will change for members of UNA-UK (i.e. those who pay the organisation a regular subscription). UNA-UK members will continue to receive the same membership benefits and will keep the same membership number and membership record on the UNA-UK database. The rights of members remain unchanged, as does their liability, which will continue to be £1.

b. Will members have to do anything (e.g. amend Direct Debit) to ensure their membership continues?

UNA-UK will make the necessary arrangements for members, including those who pay by Direct Debit or Standing Order.

When UNA-UK transfers to the new charitable company, subscriptions paid by Direct Debit or Standing Order will switch to being in favour of this new company. This process will be supported by the UNA-UK staff and the staff will keep members informed of any changes.

c. Will membership fees increase as a result of becoming a charity?

There are no requirements arising from becoming a charity that necessitate a change in the membership fee structure – this would remain within the purview of the Board of Directors of the new charity.

d. Will members be able to 'Gift Aid' their subscriptions?

It will not be possible for UNA-UK to recoup Gift Aid on membership subscriptions immediately as this process will require negotiations with HM Revenue & Customs. However, members will be encouraged to Gift Aid their donations to UNA-UK.

e. Will members need to complete new Gift Aid forms?

An application will be made to HM Revenue & Customs to seek its permission to use the Gift Aid forms currently held by The UNA Trust.

f. What will happen to donations and legacy bequests?

Members (and members of the public) will be able to make donations and bequests to the new UNA-UK charitable company. The existing UNA-UK company and The UNA Trust will remain operational for a suitable period to ensure a seamless transfer of funds and activities to the new charitable company.

g. Will anything change in terms of data protection?

UNA-UK will continue to operate a strict Data Protection Policy in line with the Data Protection Act. Nothing in this regard will change as a result of UNA-UK becoming a charity.

h. Will members still be able to campaign?

UNA-UK members will be able to continue campaigning on UN issues as individuals and collectively with other members. See section 3.1. to find out more about how UNA-UK will be able to continue campaigning in support of its objectives.

3.4. BRANCHES AND YOUTH BRANCHES, REGIONS AND NATIONS

a. Will charitable status affect branches and youth branches?

Charitable status will not change the nature, status or operation of branches and UNA Youth branches.

At present, branches and youth branches are legally and financially autonomous entities. They are formally associated with UNA-UK once they have met the minimum requirements for establishing and have applied to the UNA-UK Board of Directors for recognition. They generally run their own programmes of activities, including local events, fundraising and campaigning.

The main difference for branches, regions and nations will be lighter reporting requirements to the UNA-UK office.

b. Will branches receive financial benefits from UNA-UK's charitable status? (e.g. claim Gift Aid)

Branches and youth branches will not be able to claim Gift Aid on donations made directly to the branch, nor apply for funding that is only open to charities. However, feedback from branches indicates that being associated with a registered charity could help to attract new members and supporters.

c. Will branches be restricted in their activities?

Branches and youth branches will be able to continue running independent programmes of activities. As legally-separate entities, they would also, should they wish, be able to function solely as a campaigning group and engage in party-political work at the local level.

The only restriction that UNA-UK currently places on branches is that they campaign on issues that fall within the scope of the UN's work, and that they adhere to the objectives expressed in the UNA-UK's Articles of Association and the values contained in the UN Charter and the Universal Declaration of Human Rights. Within these parameters, branches are – and will remain – free to follow the interests of their members and the local community.

d. Will charitable status affect regions?

Like branches, UNA regions (geographic hubs for branches located in England) are legally and financially autonomous from UNA-UK, so the sections above on branches apply to regions as well, but there is one exception: Board representation.

At present, regions that have functioning regional committees nominate a representative to the UNA-UK Board of Directors. The composition of the Board of the new charity allows for four directors elected by the membership in England from four geographic areas.

The UNA-UK Board is currently consulting with relevant regional representatives (and branches in those areas that do not have one) on the constituencies to be used for election purposes. This will not affect existing regional committees or programmes of activities, but is solely to do with elections to the new UNA-UK Board.

e. Will charitable status affect nations?

Like branches and regions, UNA nations (geographic hubs for branches located in Northern Ireland, Scotland and Wales) are legally and financially autonomous from UNA-UK, so the above information pertaining to branches applies to them as well.

All three nations will continue to have Board representation.

3.5. ORGANISATIONAL MATTERS

a. What will happen to UNA-UK's Annual General Meeting?

UNA-UK will continue to hold Annual General Meetings. It is at these meetings that the UNA-UK membership can hold the Board to account on the organisation's activities, performance, finances and strategic direction. It is envisaged that as a new charity, these AGMs will be an important occasion for membership engagement and for dialogue on the organisation's future.

AGMs are different to UNA-UK policy conferences, which is where members assemble to debate policy issues and develop policy positions. In the past, AGMs have been held around the same time as policy conferences, but as the conferences have moved to a biennial cycle, it is envisaged that AGMs will generally be separate occasions.

b. Will there be staff redundancies as a result of the move to charitable status?

No, UNA-UK does not plan to lower staffing levels as a result of the move to charitable status. What will happen is that staff will be able to devote more time to achieving the organisation's objectives rather than servicing two separate organisations.

For more information on the above, please contact Carol Hodson, Deputy Director (Finance & Governance) on 020 7766 3455 or hodson@una.org.uk

This guidance document was produced in December 2011.

It is available from www.una.org.uk/generalmeeting and in hard copy format by contacting Hayley Richardson on 020 7766 3454 or richardson@una.org.uk