

General Meeting

United Nations Association of Great Britain and Northern Ireland
- a company limited by guarantee: registered number 02885557 –
("UNA-UK" or "the Company")



Draft Minutes of the General Meeting of UNA-UK, held at 3:00pm on Thursday 24 November 2011 in Room G.79, Franklin-Wilkins Building, King's College London (Waterloo Campus), Stamford Street, London, SE1 8WA.

Present: Sir Jeremy Greenstock (Chairman) and 57 Members of the Company. Carol Hodson, Company Secretary, informed the meeting that 157 proxy votes had been received, and the meeting was declared quorate by the Chairman.

WELCOME

Sir Jeremy opened the General Meeting and welcomed all those present. He stated that the meeting was open only to paid up members of UNA-UK and any persons holding a proxy on behalf of a UNA-UK member. Other non-members were not entitled to be or vote at the meeting. He went on to explain the content of the ordinary resolution and the five special resolutions to be voted on at the meeting.

Sir Jeremy said that for many years the UNA-UK Board and members had been considering potential charitable status. He summarised the background to the UNA-UK Board's consideration of the transfer of its activities, net assets and employees to a new charitable company. In addition the UNA Executive Team described the benefits of the creation of a new charitable company, as proposed by the Charity Merger Working Group chaired by Rod Fielding, Chair of the UNA Trust. Rod Fielding informed the members that the Trustees of the UNA Trust had agreed to transfer the net assets of the Trust into the new charitable company if the UNA-UK members agreed the resolutions today to form a new charity, subject to Charity Commission approval.

Sir Jeremy reiterated the key reasons why the Board was recommending that charitable status be sought, all of which had been provided to members, via the website or on request in hard copy. He went on to stress that the application for charitable status would have no impact on how branches, regions and nations were administered and that they would remain legally and financially autonomous from the charity.

Sir Jeremy confirmed that the new charitable company would be a membership based organisation. He said that he would provide an annual report on the activities of the charity at the AGM and ensure that members had an opportunity to hold a full discussion on this report and the activities of the Board and the Executive.

Sir Jeremy described the proposals as an important change for the organisation. As a result of a number of queries raised by members prior to the meeting, it was proposed to hear members' views and concerns on those points prior to the formal voting on the resolutions. The discussion was focused on three topic areas; charitable status, proposed composition of the Board of Directors of the new charitable company, and any other issues.

UNA-UK's former Chairman, Lord Hannay of Chiswick, detailed the background to UNA-UK's consideration of charitable status, which had commenced prior to his time as Chair of the organization. He stressed that none of the work of UNA-UK over the last five years would have been affected by charitable status, and that the alternative to the creation of a new charitable company would have serious, negative effects on the organisation.

Sir Jeremy then opened the floor to members for comments.

- **Discussion of charity merger**

Members raised concerns as to whether the activities currently undertaken by UNA-UK could continue within a charitable company. Sir Jeremy confirmed that the Board had carefully considered the activities undertaken and were convinced that the Charity Commission guidance on campaigning and political activity (CC9) would encompass our planned activities.

Rod Fielding also confirmed that the Charity Merger working group had looked carefully at this issue and concluded that the activities of UNA-UK would fit within the Charity Commission guidelines and that the Charity Commission would monitor the activities against our charitable objects. In addition he stressed that the work at branch, region and nation level would remain unchanged as they were not charitable entities. Finally he emphasised that charitable status would be important in securing future funding of the organisation.

Natalie Samarasinghe, UNA-UK Head of Policy and Communications, informed the meeting of key elements of the Charity Commission guidelines and how a number of recent UNA-UK activities met those criteria.

- **Discussion of the composition of the Board of Directors**

Sir Jeremy invited Trevor Evans to introduce the rationale that supported his proposed amendment to the composition of the Board of the new charitable company.

Trevor Evans outlined that his proposal reflected the importance that should be placed on regional as well as national knowledge of membership activities at Board level. The current proposal specified a single representative for England but that person would have no English committee to report back to. His proposed amendment retained the ability for UNA English regional issues to be brought to the Board for consideration. The members present generally spoke supportively of the amendment. Tim Jarman reminded those present that a large proportion of UNA-UK members were not attached to branches. Phil Mulligan, UNA-UK Executive Director, reminded those present that all directors of the new charity would be responsible for representing the views of the whole constituency of the membership as well as being responsible to the membership for the activities of the charity. He went on to stress that the composition of the Board should reflect the various talents needed by the Board for effective management of the Executive and the charity.

Rod Fielding, Chair of the Charity Merger Working Group stated that they had looked very carefully at the existing composition of the board. The group felt that there should be popularly elected members from the membership as a whole. The regional structure did not exist in all areas of England and the administration of the elections under the amendments would be an extra burden on UNA-UK's administrative resources.

Gari Donn asked whether Trevor would consider changing the word 'postal ballot' in his amendment to 'ballot'. Trevor Evans was happy to agree to this amendment to his amendment to Special Resolution 3.i. There followed further discussion on the exact wording of the amendment and it was agreed that the amendments to Article 32.1 that would be voted upon would read

32.1.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;

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

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

- **Any other issues**

Trevor Evans asked that the Board consider how members could have relevant items included on a General or Annual General meeting agenda and Sir Jeremy agreed to discuss at a Board meeting how that could be achieved.

VOTING

Carol Hodson, Deputy Director- Finance & Governance and UNA-UK Company Secretary explained the voting procedure.

The Chairman stated that he had decided that all voting would be by a poll of all the members present as well as the proxy votes. He also asked the members to agree that it would be sensible to take the Special resolutions items 3.i to 3.v immediately after the Ordinary resolution and then return to a vote on Item 3 as a whole. The meeting agreed with this approach.

Ordinary Resolution

2. To adopt the UNA-UK Strategic Plan 2011-15

The votes for the Ordinary Resolution were as follows: 171 for, 43 against, and no abstentions.

The Chair declared that the Ordinary Resolution was duly carried.

Special Resolutions

3. (i) the proposed Articles of Association of the new charitable company

The votes for Special Resolution 3.(i) were as follows: 102 for, 99 against, and 7 abstentions.

The Chair declared that the Special Resolution had failed.

There then followed a vote on the amended amendment to 3.i- Board composition

The votes for amended Special Resolution 3.(i) were as follows: 178 for, 23 against, and 11 abstentions.

The Chair declared that the Special Resolution was duly carried.

Vote on the Articles of Association including the amended amendment.

The votes for amended Special Resolution 3.(i) were as follows: 161 in for, 45 against, and 4 abstentions.

The Chair declared that the Special Resolution was duly carried.

3. (ii) the Board of Directors' determination that the new charitable company is a voluntary organisation having similar objects to the objects of UNA-UK for the purposes of Article 7 of the Memorandum of Association of UNA-UK

The votes for Special Resolution 3.(ii) were as follows: 163 for, 43 against, and 4 abstentions.

The Chair declared that the Special Resolution was duly carried.

The members then agreed that the remaining Special Resolutions be voted on collectively.

3. (iii) a transfer of the assets and liabilities of UNA-UK to the new charitable company, at a future date agreed by the Board of Directors, in accordance with Article 7 of the Memorandum of Association of UNA-UK

3. (iv) the transfer of the membership, and information pertaining to the membership, of UNA-UK to the new charitable company at a future date agreed by the Board of Directors

3. (v) and to authorise the Board of Directors to perform such acts as are necessary to proceed to implement the merger and register the new company limited by guarantee as a charity

3. To approve the merger of UNA-UK and the UNA Trust into a new charitable company limited by guarantee at a future date agreed by the Board of Directors and to approve, as part of the merger:

The votes for the above Special Resolutions were as follows: 163 for, 48 against, and 2 abstentions.

The Chair declared that the Special Resolutions were duly carried.

The Chair thanked all who had attended the meeting for their contributions to the debate and process for the changes proposed. He explained that the Board would go on to discuss the necessary communications to members of the decisions made at the meeting and put in train the necessary processes for applying for charitable status.