

# **OBJECTS AND RULES OF UNITED NATIONS ASSOCIATION OF GREAT BRITAIN AND NORTHERN IRELAND**

## **in accordance with Article 59 of the Articles of Association of the Company**

As amended by Annual Conference April 2004, effective from 1 July 2004, confirmed by the Board of Directors of the United Nations Association of Great Britain and Northern Ireland at its meeting on 21 April 2006 and amended by its meetings on 3 November 2007, 5 July 2008, 29 November 2008, 21 March 2009 and 28 November 2009.

### **LEGAL STATUS**

1. The Association is a Company Limited by Guarantee governed by a Memorandum and Articles of Association.

### **TITLE**

2. UNA-UK 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. WFUNA enjoys Class I Consultative Status with the Economic and Social Council (ECOSOC) of the United Nations.

### **OBJECTS**

3. The main objects of the Association as stated in the Memorandum of Association are:
  - a) To promote greater understanding of the role, functions and potential of the United Nations and its agencies in securing peace and freedom from poverty and oppression among all peoples;
  - b) To encourage and generate governmental and public support for UN initiatives:
    - i) in conflict avoidance and resolution, peacekeeping and disarmament;
    - ii) for sustainable economic and social development, environmental protection and human rights;
  - c) To promote and lead discussion of new structures, new roles and all measures which could strengthen the United Nations;

- d) To work to ensure that the United Nations has the resources it requires effectively to fulfil the many responsibilities placed upon it;
- e) In pursuance of the principles of the Preamble to the United Nations Charter, to:
  - i) work for friendship and understanding between the peoples of different countries and their co-operation in the tasks of peace; and
  - ii) foster among the people of this country a sense of responsibility as world citizens.

## **RENEWAL SUBSCRIPTIONS**

- 4. Persons may join the Association at any time. No person shall be deemed a member until his/her first subscription has been paid. National subscriptions for new members will be renewable on the anniversary of the member joining.

## **BRANCHES**

### **Constitution and Recognition**

- 5. A Branch may be formed at any time and is formally constituted when it has been recognised by the Board of Directors. It shall consist of at least six members. Each Branch shall be financially and legally autonomous and the Association shall not be responsible for any money expended, or liability incurred, by a Branch unless the Branch is acting as an agent for the Headquarters with the 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 Headquarters for recognition to be granted.
- 6. Recognition may be withdrawn by the Board of Directors from a Branch on the recommendation of the Regional Council if it 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 Association.
- 7. Upon the demise of a Branch any existing funds of which it was possessed may be called in by the Region upon request to the bank or person holding the same 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 reformed, 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 Regional Executive Committee if a functioning Region exists. If after two years the Branch is still defunct, the money shall be divided equally between the Headquarters and the Region concerned, if a functioning Region exists.

### **Attachment of Members to Branches**

8. A member shall ordinarily be attached to the Branch nearest his residence, provided that members may be enrolled by and attached to Headquarters or to a Regional Council. A member may pay a subscription and may be attached to more than one Branch. A member, for whom no suitable Branch is available, shall be attached to Headquarters in consultation with the Region, to a Regional Council or a District Council until such a Branch is formed.

### **Functions**

9. Each Branch shall take part in such national campaigns as may be adopted by Annual Conference or the Board of Directors.
10.
  - a) Each Branch shall by notice in writing convene its Annual General Meeting. At this meeting there shall be elected a main Contact Person and Treasurer, together with such other Officers and a committee as may be required.
  - b) All Officers and elected members of the Committee shall hold office until the next Annual General Meeting; and any casual vacancies occurring among them may be filled by the Committee. The Committee shall have power to co-opt additional members to serve on it.
11. The Officers and Committee where it exists shall be responsible for the conduct of the affairs of the Branch, subject to any directions given by a General Meeting of the Branch.

### **Representation on Regional Councils**

12. Any Branch in the area of a Regional Council (see Rule 20) is entitled to elect to that Regional Council one representative. Additional representatives may be elected on a basis decided by the Regional Council. The names and addresses of the representative(s) shall be sent to the Secretary of the Regional Council within seven days of election.
13. If a Branch's representative is unable to attend a meeting of the body on which he/she represents the Branch, the Officers on the Committee of the Branch may appoint a substitute who shall have the same voting power as the representative.

### **Return of Membership**

14. Each Branch shall render to Headquarters such return of membership as the Board of Directors may require.

## **Finance**

15.

- a) In the interest of good management and to protect the good name of the Association each Branch shall, on request submit to Headquarters through its Regional Council a Report and annual statement of income and expenditure. Where there is no functioning Region, each Branch should submit the Report and annual statement of income and expenditure directly to Headquarters.
- b) In accordance with the Memorandum of Association of the Company Limited by Guarantee, section 4, the expenditure of Branch finances shall be devoted to the objects of the Association equal priority shall be given to:
  - i) Contributing the share of the Regional quota, if any, allocated to the Branch;
  - ii) Expenditure necessary for the running of the Branch.

16.

- a) All national subscriptions are payable directly to headquarters, with the exception of members resident in Wales, who may pay their subscription either to headquarters, or to UNA Wales c/o the UNA Wales office in Cardiff. In the year of his/her joining, the recruiting Branch may retain half the subscription of any new member they recruit subject to that member completing either a direct debit mandate or a standing order in favour of UNA Headquarters to cover future subscription payments. Subject only to this condition Branches and Regions shall forward, in full any such subscriptions paid to them to Headquarters within one month of their receipt.
- b) Contributions below the level of the appropriate national subscription rate shall be treated as a Branch subscription and retained by the Branch. Any such contribution remitted to Headquarters shall be forwarded to the local Branch (or in the absence of a Branch to the Region) within one month of receipt.
- c) Students' Branches recognised by the Student Union will pay an affiliation fee in line with current subscription arrangements.

## **YOUTH AND STUDENT BRANCHES**

17.

- a) There may be Youth and Student Branches, open to members under 26 years of age and full-time students, comprising 6 or more members. Each Branch shall be financially and legally autonomous and the Association shall not be responsible for any money expended, or liability incurred, by a

- Branch unless the Branch is acting as an agent for the Headquarters with the authority of the Board of Directors.
- b) There may be individual youth members under 26 years of age or full-time students;
  - c) Other youth bodies may affiliate to the Youth Council and they will be termed "Youth Affiliates";
  - d) A Youth or Student branch shall be entitled to all representation rights set out in these rules for Branches.

18.

- a) The Youth Council shall organise special activities especially through their own Branches.
- b) There shall be one General Meeting in each academic year which will, among things, elect a Youth Executive to oversee and direct the work of the Youth Council between Annual General Meetings.
- c) The Youth Council shall affiliate to such bodies concerned with youth and international affairs as the General Meetings shall from time to time determine with the approval of the Board of Directors of UNA.
- d) The Annual General Meeting shall adopt a set of rules which will be called the "Youth Council Constitution" with the approval of the Board of Directors of UNA, and which will cover the size and make up of the Youth Executive, delegates' voting entitlement and such other matters as the AGM shall think fit, except that nothing in the Youth Council Constitution shall contradict anything in these rules or in the Memorandum and Articles of Association.
- e) The Youth Council shall have the right to appoint one representative to serve on the Board of Directors. The Board of Directors will appoint one representative to serve on the Youth Council.

## **REGIONAL COUNCILS**

19. Regional Councils shall be formed of the Branches in appropriate areas of the country, the boundaries of such Regions to be determined by Annual Conference, provided that the Board of Directors shall have the power to sanction arrangements for the sub-division of any Region or for the amalgamation of certain Regions or parts of Regions. Such arrangements shall be reported to the next following meeting for Annual Conference approval. Branch boundaries shall be determined by Regional Councils. Regional Councils may designate individual members as Voluntary Representatives in areas where no Branch currently exists.

## **Constitution**

20. A Regional Council shall consist of the representatives elected by the Branches and Voluntary Representatives in its area (see Rules 12, 19, 26). The Regional Council shall have power to co-opt other individual members and members of its Branches not exceeding one-quarter of the number of elected representatives, and to accept as further members, representatives of any organisation which is affiliated to, or represented on, the Annual Conference of the Association or one of its Committees. Each Regional Council will be responsible for the conduct of its own financial affairs and legally autonomous, and the Association will not be responsible for any money expended, or liability incurred, by a Regional Council, unless the Region is acting as an agent for the Headquarters with the authority of the Board of Directors.

## **Functions**

21. The Regional Council shall be responsible for forming Branches in its area, for ensuring that all Branches in the Region work in accordance with the Rules of the Association and the Memorandum and Articles of Association and for assisting them in every possible way to carry out the work of the Association in accordance with the directions of Annual and Special Conferences and the Board of Directors.

## **Annual General Meeting**

22. The Regional Council shall hold an Annual General Meeting. At this meeting there shall be elected a Chairperson, Secretary and Committee, together with such other officers may be required. All Officers and members of the Committee shall hold office until the next Annual General Meeting and any casual vacancies among them may be filled by the Regional Council or by the Committee. The Regional Council, shall draw up its own Constitution and Rules which shall be consistent with these Rules and shall operate after approval by the Board of Directors.

## **Representation on the Board of Directors**

23. Each Regional Council shall elect one representative and one alternate representative to serve on the Board of Directors, however, only the principal representative shall, in accordance with the Articles of Association, be entitled to vote as a Director of UNA-UK. All these representatives shall be members of the Association.

## **Regional Finances**

24.  
a) Each Regional Council will be expected to raise annually, with the assistance of the Branches and members in the Region, such a sum of money as shall be determined by the Board of Directors. This Appeal may

- be conducted in conjunction with other charitable objects approved by the Annual and Special Conferences or the Board of Directors.
- b) At each Annual General Meeting the accounts for the previous year, after being duly audited, shall be presented for adoption.
25. Each Regional Council shall supply Headquarters with an annual report and statement of income and expenditure.

## **NATIONAL COUNCILS AND OVERSEAS ASSOCIATIONS**

26. The Board of Directors shall have the power to approve any arrangements:
- a) for the formation of National Councils for Scotland and Wales by the Branches and members living in these countries, provided that the financial and legal arrangements shall correspond with those approved for a Region or that the Branches shall be responsible for the financial support of their National Council;
- b) for the adherence of a United Nations Association in a British non-self-governing territory. Such an Association shall pay an Annual Subscription to be fixed by the Board of Directors and shall receive such publications as the Board of Directors may authorise. It shall be entitled to send a representative to Annual and Special Conferences.

## **NATIONAL ORGANISATIONS**

27. The Annual Conference shall have the power to set up National Organisations of the Association for any purpose of the Association and in particular for the promotion of any of the Association's objects among young people.

## **OFFICERS OF THE ASSOCIATION**

28. The following shall be the Officers of the Association:
- The Chairperson and Vice-Chairpersons of the Board of Directors
  - The Treasurer and Deputy Treasurer if any
  - The Chairperson and Deputy of Conference
  - The Chairperson of the Management and Finance Advisory Sub-Committee
  - The Chairperson of the Policy Sub-Committee
  - The Executive Director and Deputy Executive Director

## **ANNUAL AND SPECIAL CONFERENCES**

29. The Annual and Special conferences shall consist of up to:

- a) Three representatives, having not less than 3 months continuous membership at the date of the commencement of the Conference, elected by each National Council;
- b) Representatives, having not less than 3 months continuous membership at the date of the commencement of the Conference elected by Branches, and by Regional Councils;
- c) Representatives nominated by Youth Branches;
- d) Three representatives of each National Organisation (see Rule 28);
- e) Members of the Board of Directors;
- f) Chairpersons of sub-committees of the Board of Directors if any;
- g) Members of the Procedure Committee;
- h) Two representatives of each National Affiliate;
- i) Three representatives of the UNYSA Youth Council;
- j) One representative from any UK body formally recognised by an UN Agency as its representative in the UK;
- k) Individual fully paid up members of the Association with not less than 3 months continuous membership at the date of the commencement of the Conference who shall have indicated their intention to attend in accordance with Rule 35.

### **Control and Direction over Affairs of the Association**

30. Subject to the requirements of the law applying to a company limited by guarantee and the provisions of the Articles of Association the Annual and Special Conferences shall have full power over all the affairs of the Association and shall control and direct the policy and operation of the Association, functioning through a Board of Directors and other committees.

### **Representation and voting at Annual and Special Conferences**

31.

- a) Each Branch including any Youth branch is entitled to elect to the Annual and Special Conferences two representatives of its paid-up membership if its total does not exceed 50, plus one for each additional 50 paid-up members. In these Rules, paid-up membership shall be taken to mean the total number of subscriptions received by Headquarters during the

- preceding calendar year. Branches recognised during the current year shall be entitled to elect representatives on the basis of their paid-up membership as at the date when the notice of Annual and Special Conferences is sent out by Headquarters. Each Branch representative attending the Conference shall have 3 votes.
- b) Each representative of the Youth Council (UNYSA) attending the Conference shall have 3 votes.
  - c) Each Regional Council may elect to the Annual and Special Conferences representatives who shall be members of the Association. Regions with 500 or less members shall be entitled to 2 representatives, thereafter for each 250 members the Region shall be entitled to 1 additional representative. Each representative attending the Conference shall have 3 votes.
  - d) Each National Council representative attending the Conference shall have 3 votes.
  - e) Each National Organisation representative attending the Conference shall have 3 votes.
  - f) Each National Affiliate representative attending the Conference shall have 3 votes.
  - g) All persons listed in Rule 29 and not otherwise defined shall have 1 vote each.

### **Annual Conference**

32.

- a) An Annual Conference, as defined by the Memorandum of Association and the Articles of Association, will be held at least once every two calendar years. At this meeting there shall be elected the following who shall hold office until the next Annual Conference:
  - Honorary Presidents
  - Joint Presidents
  - Vice-Presidents
  - Chairperson and Deputy Chairperson of Conference
  - 3 Members of the Procedure Committee
- b) Nominations for the above offices, except for the Chairperson and Deputy of the Conference and 3 members of the Procedure Committee, may be made by the Board of Directors, or by any Branch, or by Regional Council, any National Council, or by the Youth council, and all nominations shall be sent to the Executive Director not later than 1 December in the previous year to the AGM. Other positions not referred to above shall be elected in accordance with Rules of the Association relating to these particular offices.

## Notice of Meeting of Annual Conference: Entitlement to Submit Motions etc

33.

- a) The Executive Director of the Association shall give not less than fifteen weeks notice of a meeting of the Annual Conference to all its individual members and to all organisations entitled to appoint representatives to it. All motions to be included in the Preliminary Agenda must reach the Executive Director not less than 8 weeks before the meeting. The Preliminary Agenda shall be posted to all individual members of the Annual Conference and to all organisations entitled to appoint representatives to it as defined in rules 29 a to j not less than 6 weeks before the meeting. Individual members as defined in rule 29 k wishing to receive the Preliminary Agenda should apply to the Executive Director not less than 8 weeks before the meeting. Those entitled to submit motions as provided below defined in rule 33 c plus any group defined in 33 f who have submitted a motion shall at the same time be sent ballot papers for the determination of the priority of topics to be included in the Final Agenda.
- b) Complete ballot papers, amendments and, if possible, urgency motions must reach the Executive Director not less than 4 weeks before the meeting. A Final Agenda containing such substantive motions and amendments as have been determined by the Procedure Committee in accordance with Standing Orders, and such urgency motions as have been received, together with proposals of the Procedure Committee, shall be posted to a person who has registered, not less than one week before the meeting.
- c) Branches, Youth Branches, Regional and National Councils, National Organisations, the Board of Directors, the Youth Council and National Affiliates are entitled to submit five policy motions and one domestic motion to be included in the Preliminary Agenda, five amendments thereto, one application for the granting of urgency, and one ballot paper each for the determination of topics to be included in the Final Agenda. Business which is not in the Final Agenda shall not be taken unless urgency is voted by the Annual Conference in accordance with Standing Orders.
- d) In addition to motions submitted by the organisations entitled to do so. The Board of Directors may submit for inclusion in the Preliminary Agenda a Policy Statement not longer than 1000 words. This Statement shall concentrate on important issues, notably those associated with UNA-UK campaigns and major ongoing issues. No attempt should be made in the Statement to cover all issues before or concerning the UN system. Alternatively the Board of Directors may submit ten policy motions and two domestic motions to be included in the preliminary agenda, ten amendments thereto and two applications for granting urgency.
- e) Motions from Branches, Regions, the Board of Directors and other eligible bodies, which do not obviously form amendments to the Policy Statement

(if submitted) will be debated separately but can be incorporated into the Statement after the Conference, if passed. Motions on specific country/area issues will remain as discrete resolutions if passed.

- f) Any group of six individual members entitled to attend Conference as defined in rule 29 k, provided that not more than two of them belong to the same branch, may propose five policy motions and one domestic motion to be included in the Preliminary Agenda, five amendments thereto, one application for the granting of urgency, and receive one ballot paper for the determination of topics to be included in the Final Agenda. No one individual may put his/her name to more motions or amendments than the limit imposed upon Branches, Regions and National Affiliates.
  - g) A motion (not concerned with the domestic affairs of the Association) is deemed to be in order if it is addressed to or requires action by Her Majesty's Government, the British Parliament, The European Council of Ministers and Parliament, the UN, the Secretary-General of the UN or appropriate executive officers of UN Agencies, the Commonwealth, the World Federation of United Nations, Associations or the Executive Committee, Branches, Members, Corporate Members, Affiliated Organisations and National Organisations or the British Public: and shall explicitly relate to the furtherance of one or more of the purposes of the United Nations or any of its subsidiary organisations or to matters before, or which might come before, the United Nations or such subsidiary organisations.
  - h) A motion or amendment qualifies for urgency if it deals with a matter which has arisen too late for the formal notice required by Rules 33a and b respectively to be given for its submission either as a motion or, where appropriate, as an amendment.
  - i) Motions should bear a title and be no longer than 150 words. They should not include long preambles but additional supporting information can be appended. The Procedure Committee may request additional information from a proposer.
  - j) Motions should have been adopted formally by the body submitting them and should be dated and identify the main contact person and secretary of the body.
34. Every National or Regional Council, Branch, Youth Branch, the UNYSA Youth Council, National Organisation and National Affiliate shall notify to Headquarters the name and address of the person or persons who will represent it at Annual Conference. Individual members as defined in rule 29 k wishing to attend shall also notify Headquarters of their intention in writing. Such organisations and individuals shall pay fees on a scale to be determined by the Procedure Committee. Notification and payment shall be made not less than 14 days before the meeting.

### **Special Conferences in case of emergency**

35. In case of emergency a Special Conference may be summoned by the Board of Directors or the Officers named in Rule 28. A notice shall be sent out as long before the meeting as possible, which shall specify the nature of the business to be transacted and the extent to which rules concerning the registration of representatives will apply.

### **Quorum**

36. The quorum at meeting of Annual and Special Conferences shall be 25.

### **Standing Orders**

37. The Annual Conference shall, adopt Standing Orders for the conduct of its business and these Standing Orders shall be altered only by two-thirds majority of those present and voting at an ordinary meeting of the Conference. Proposed amendments to Standing Orders shall be submitted in accordance with rules 33 c and 33 f.

### **Procedure Committee**

38. There shall be a Procedure Committee as defined in Standing Orders.

## **ELECTION OF BOARD OF DIRECTORS AND TRUSTEE OF THE UNA TRUST**

39.

- a) Four members of the Board and one Trustee of the UNA Trust who shall be elected by individual members, joint members shall have a total of two votes, by postal ballot to be completed one week before the AGM.
- b) Nominations for these places may be made by any two fully paid up members of the Association and by the Board of Directors (acting corporately) and shall reach the Executive Director of the Association by the date set by the Board of Directors in accordance with legal requirements. Ballot papers will be sent to all fully paid up members of the Association and must be returned by the date set by the Board of Directors in accordance with legal requirements. The result shall be announced at the AGM together with the number of votes cast for each individual member and those whose names appeared on the ballot paper but were not elected.
- c) Each nomination shall be accompanied by a signed statement of acceptance from the candidate. Each candidate shall provide an up-to-date profile, containing biographical and other relevant information, together, in the case of candidates for the Board, with a statement of the main tasks that they believe the Board of Directors and Association should accomplish in the coming year (maximum 100 words in total). Where

candidates are standing for re-election their attendance record shall be sent out with the ballot papers, profiles and statements.

- d) The Board shall elect from its members up to two Vice-chairs at its first meeting after the AGM. The Vice-chairs may also hold the posts of Chairs of the Management and Finance sub-committee and the Policy subcommittee as laid down in Article 26c of the Company's Articles of Association in which case they need not be elected members of the Board of Directors.

## **MANAGEMENT AND FINANCE ADVISORY SUB-COMMITTEE**

40. There shall be a Management and Finance Sub-committee which shall report to the Board of Directors. It will be responsible for:

- a) drafting the Association's budget;
- b) reviewing the accounts on a regular basis and recommending to the Board of Directors any action needed in the light of the figures presented;
- c) examining applications for branch recognition; applications for affiliation and corporate membership in advance of their submission to the Board of Directors;
- d) reviewing UNA-UK's administration on a continual basis and advising the Board of Directors on changes that may be needed;
- e) making recommendations to the Board of Directors on Staff matters;
- f) advising the Board of Directors on any management or financial matters referred to it by that body.

41. The Sub-committee shall consist of:

- a) A Chairperson appointed by the Board of Directors. Any person may serve in this post for a maximum of five years without a break followed by a break of two years before becoming eligible for re-election.
- b) The Treasurer;
- c) The Company Secretary (subject to that post being separate from that of Treasurer);
- d) The Executive Director;
- e) The Deputy Executive Director(s);
- f) The Finance Officer as a non-voting member;

- g) Three UNA members, selected for their relevant functional (eg financial and/or management) expertise and nominated by the Board of Directors, but not necessarily members of that committee;
- h) A representative of the staff, as a non-voting member of the sub-committee;
- i) All Committee members may serve for a maximum term without break of five years and then must take a break of at least two years before standing again for membership of the Committee.

## **POLICY SUB-COMMITTEE**

42. There shall be a Policy Sub-committee which shall report to the Board of Directors. It will be responsible for:

- a) Advising on all aspects of policy;
- b) Drafting motions for Annual Conference and special conferences concerned with policy.

43. The Sub-committee shall consist of:

- a) A Chairperson appointed by the Board of Directors but not necessarily a member of the Board:

The Chairperson may serve for a maximum term without a break of five years and then may not be re-appointed for a further two years;

Service as an elected member of the Board, as defined in Article 35 of the Memorandum and Articles of the Association shall not count in calculating the period of service in this post.

- b) The Executive Director;
- c) The Deputy Executive Director(s);
- d) Three UNA members, selected for their relevant functional expertise and nominated by the Board of Directors, but not necessarily members of that committee;
- e) All Staff members with policy responsibilities;
- f) Co-opted members with specific expertise in policy matters. Such co-optees may either be co-opted on an annual basis or ad hoc for a shorter term in the context of specific policy concerns;

- g) All Committee members may serve for a maximum term without break of five years and then must take a break of at least two years before standing again for membership of the Committee.

## **STANDING CONFERENCE**

44.

- a) To assist the Annual Conference and the Board of Directors in promoting the objects and work of the Association there shall be a standing Conference composed of:
- The Officers
  - Two representatives of each functioning National and Regional Council
  - One representative from UN Youth and Student Association
  - Such Headquarters staff as the Executive Director may nominate.
- b) The Board of Directors may convene the standing Conference as required but not more than once yearly.
- c) The Standing Conference shall discuss and advise upon matters of organisation, special events, campaigns and programmes, publications and similar problems. It will not discuss policy matters.
- d) All members of staff attending will be full members of Standing Conference and free to take part in all of its discussions.
- e) The Chairperson (or in his/her absence the Deputy Chairperson) of Conference shall chair the meeting.

## **ELIGIBILITY FOR OFFICE**

45. Only paid-up Members and Honorary Life Members of the Association shall be eligible for election as Officers or as members of the Committees and this shall apply throughout the Association, whether at National, Regional or Branch level.

## **DIRECTOR AND DEPUTY EXECUTIVE DIRECTOR**

46. The Executive Director shall be appointed by the Board of Directors. He/she shall be the principal salaried officer of the Association and head of its staff and shall submit annually to the Company Annual General Meeting a report on the work of the Association.

The Deputy Executive Director shall be appointed by the Board of Directors and shall be the principal assistant to the Executive Director.