

To: All paid-up and honorary members of UNA-UK  
Kingston Smith LLP, Chartered Accountants and Registered Auditors



# Notice of Company Annual General Meeting

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The Annual General Meeting of the United Nations Association - UK (UNA-UK), a charitable company limited by guarantee (Co. registered number 7824306), will be held at **10:30 on Saturday 29 March 2014 at Seminar Room 2, Resource for London, 356 Holloway Road, London N7 6PA**. Tea and coffee will be served from 10:00.

All paid-up and honorary members of UNA-UK have the right to attend and vote.

Every paid-up and honorary member of the Association who is unable to attend has the right to appoint another person as his or her proxy. A proxy voting form is available from the Company Secretary, UNA-UK, 3 Whitehall Court, London SW1A 2EL (tel. 020 7766 3455). It can also be downloaded from [www.una.org.uk/AGM2014](http://www.una.org.uk/AGM2014).

Completed forms must reach the Company Secretary by **10am on Thursday 27 March 2014**. Any forms received after this time will not be counted.

## Agenda

### 1. Approval of the Minutes of the AGM 20 June 2013

### 2. Business arising from the minutes of the AGM 20 June 2013

### 3. Ordinary Resolution 1

That the accounts for the year ending 30 June 2013, together with the Directors' report, be received and adopted.

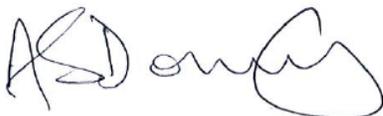
### 4. Ordinary Resolution 2

That Kingston Smith LLP, having indicated their willingness to serve, be appointed Auditors to the Company for the ensuing year and that they be paid for their services a sum agreed by the Board of Directors of the Company.

### 5. Other Business

- 5.1 Presentation by the Chairman
- 5.2 Presentation by the Executive Director
- 5.3 Members' Topics for Discussion
- 5.4 Presentation of the Distinguished Service Awards

### 6. Any other business



A. S. Donnelly  
Company Secretary

## **Agenda Item 1 – Minutes of the AGM 20 June 2013**

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### **Minutes of the 1st Annual General Meeting of the United Nations Association - UK (company number 7824306) held on 20 June 2013 in the Hudson Room of The Farmers Club, 3 Whitehall Court, London, SW1A 2EL**

Present: Sir Jeremy Greenstock (Chairman) and 53 members, including by proxy.

#### **WELCOME**

Sir Jeremy Greenstock opened the 2013 Annual General Meeting and welcomed all those present.

He explained that UNA-UK effectively merged with the UNA Trust last year to form the new charitable organisation called United Nations Association – UK (company number 7824306) and it was the purpose of this AGM to consider the business of the new entity. The old company, United Nations Association of Great Britain and Northern Ireland, had remained in place in skeletal form to ensure that outstanding matters could be dealt with appropriately. The business of the old company had been dealt with in a separate AGM.

As this was the first meeting of the company, there were no minutes of previous meetings to consider, nor any matters arising.

#### **1. ORDINARY RESOLUTION 1**

'That the audited accounts for the year ending 30 June 2012, together with the Directors' report, be received and adopted.'

Sir Jeremy Greenstock explained that the company commenced operation on 1 July 2012. On 30 June 2012, a loan of £30,000 was made by the UNA Trust to UNA-UK so that UNA-UK would have sufficient funding available should it be needed. Subsequently, this loan was converted into a donation. This was the only transaction within the accounts of the new company at 30 June 2012.

The meeting unanimously approved the resolution.

#### **2. ORDINARY RESOLUTION 2**

'That Kingston Smith, having indicated their willingness to serve, be appointed Auditors to the Company for the ensuing year and that they be paid for their services a sum agreed by the Board of Directors of the Company.'

The meeting unanimously approved the resolution.

#### **3. OTHER NOTIFIED BUSINESS**

##### 3.1 Presentation by the Chairman, Sir Jeremy Greenstock

The Chairman said that UNA-UK was emerging from a period of significant change. The UNA Trust and the United Nations Association of Great Britain and Northern Ireland had now effectively merged into the new charity. He thanked the Board and Executive for their efforts, noting in particular the contribution of Carol Hodson, the former Company Secretary, who had been the architect and implementer of the changes.

Sir Jeremy Greenstock said that there had also been other senior staff changes since the last AGM. Phil Mulligan, former Executive Director, left the organisation in February 2013 for personal

reasons. Natalie Samarasinghe had been promoted to the position of Acting Executive Director and the Board would be making a decision on the role at its meeting later that evening. She had led the organisation effectively since 1 March 2013 and had been instrumental in maintaining the effectiveness of UNA-UK over this period. Sir Jeremy Greenstock listed all UNA-UK staff members and described their roles. He thanked them for their efforts and expressed his pleasure in working with the Executive Team.

Sir Jeremy Greenstock said that it was important for this AGM to mark the passing in March 2013 of Malcolm Harper, UNA-UK's Director from 1982 to 2004. Tributes to Malcolm had been placed with the Times, Telegraph and Guardian, and both he and Natalie Samarasinghe had written to Malcolm's widow, Ann, to offer condolences. He paid tribute to Malcolm's service not just to UNA-UK but in a lifetime devoted to promoting peace and human rights, and helping those less fortunate. He described Malcolm as an exemplar of a British citizen taking seriously his global responsibilities. He asked the AGM to record its gratitude to Malcolm.

Turning to UNA-UK's activities, Sir Jeremy briefly outlined areas of UNA-UK achievement over the past 12 months, including: the new 'responsibility to protect' (R2P) programme, the supporters' initiative, major campaigns and monthly email actions, youth engagement and media work. He said that the Policy Conference this year had included real substance of debate and he thanked Andrew Boakes, who had led the organising committee, for the successful event.

He also said that the organisation was slowly but steadily raising its profile. UNA-UK was gaining respect within the political sphere, the media, other NGOs and government. He said that the combination of the website, publications, policy input channels and interaction with members was creating an effective means of developing a substantive product. UNA-UK was unique among NGOs in that it gathered grassroots opinions on its policy work, which gave it legitimacy in undertaking advocacy and campaigning.

Sir Jeremy went on to outline some challenges facing the organisation. He identified the need to compete for funding in what was a very difficult funding environment. He said that although income from members in its different forms would remain an important source of revenue, there was now an urgent need to either renew existing grants or secure new funding to replace them. This would be the top priority for the Board and Executive in 2013-14.

He also commented on the wider global context for UNA-UK's activities. Across the world, identities were sharpening, including on political and religious lines. Today, the defining relationship was not East-West or North-South, but between people and their governments. People were now more able to receive and impart information, and to organise themselves through informal channels. The reaction to protests in several regions had shown that many governments did not know how to respond to these developments. At the intergovernmental level, states were increasingly putting their domestic agendas first – Syria was an example. They also now had other fora – such as the G20 – at their disposal.

Despite these trends, Sir Jeremy said that the UN remained highly relevant. He noted that instances of inter-state conflict had significantly reduced since the UN's inception and that dialogue was now the preferred way forward. Through its norms and legitimacy, and its breadth of activity, the UN continued to offer a unique platform for engagement and UNA-UK's support for the UN's aims and work remained very important.

### 3.2 Presentation by the Acting Executive Director

Natalie Samarasinghe, Acting Executive Director, reported to the AGM on the activities of UNA-UK during the 2012-13 financial year. She noted that it had been a year of substantial progress in terms of increasing UNA-UK's policy impact, extending its reach and raising its profile. The Executive had focused on producing timely, original policy recommendations, and campaigning

for their adoption through a mixture of public and behind-the-scenes lobbying. This included an expanded programme of activity in Parliament. It had also sought ways to integrate policy and outreach activities more fully, including through the Policy Conference, Policy Advisory Group and new Policy Inbox – the three channels for policy input.

She said that UNA-UK had celebrated two major campaign successes in 2012-13: securing an Arms Trade Treaty, a campaign in which UNA-UK played a small but significant role; and encouraging parliamentary and public oversight of the UK's review by the UN Human Rights Council, where UNA-UK had been more of a driving force. She reported that hundreds of members and supporters had taken part in UNA-UK's new monthly email actions.

She further reported that on the outreach front, the UN Forum in July 2012 had attracted over 1,000 people. The supporters' initiative had seen nearly 9,000 people engage with UNA-UK. Both youth programmes, UNA Youth (18-26-year-olds) and Generation UN (13-18-year-olds), continued to grow. And UNA-UK had experienced modest media successes, with over 20 interviews, articles or letters placed in 2012-13.

She drew members' attention to the one area in which too little progress had been made – funding – saying that UNA-UK was now in a position where further cost cutting would eat into programme activity. She said that applications for multi-year core and programme trust funding would be the top priority in 2013-14. She reassured members that, despite the need to set realistic objectives given resource constraints, the Executive was not planning to drop its levels of ambition. It was presenting a challenging plan of action to the Board later today, and was already planning for major events such as UN Forum 2014, the UN's 70th anniversary and the UK elections in 2015.

She concluded by saying that UNA-UK was a unique organisation that had much to offer as a policy influencer and grassroots movement. It did not focus on short-term fixes or headline-grabbing campaign stunts but considered carefully the links between peace, development, human rights and environmental issues, and promoted long-term joined up thinking and action to address them.

In response to questions raised by members, Natalie Samarasinghe said that the World Federation of UNAs (WFUNA) was undergoing a renewal with its new Secretary-General, but it remained better suited to supporting less established UNAs. It still lacked staff and financial resources. UNA-UK continued to explore opportunities for collaboration with WFUNA and other UNAs. She also reported that the Policy Conference outcomes would be disseminated once the Procedure Committee had finalised them. The Executive had already taken action on several issues raised and incorporated points raised into the 2013-14 operational plan.

Members asked for an update on accessing new income streams as a result of charitable status. Sir Jeremy Greenstock explained that many benefits were already apparent, such as reduced servicing costs, greater clarity of message and more funding options, as many income streams were only open to charities. He added that the Executive was also pursuing the application of Gift Aid to membership subscriptions.

### 3.3 Presentation of the Distinguished Service Awards

Sir Jeremy Greenstock presented three Distinguished Service Awards on behalf of the Board.

The first recipient was Neville Grant of London and Southeast Region. Sir Jeremy paid tribute Neville Grant's long period of service to UNA-UK, noting his significant contribution to the Association at the local, regional and national levels. This included serving as: Chairman of Blackheath and Greenwich branch, Chair of the London and Southeast Region, editor of its magazine and member of the UNA-UK Board. He said that Neville Grant was someone who was

always willing to teach or to lead by example. He thanked him for his longstanding service to UNA-UK and presented him with the Distinguished Service Award certificate.

The second recipient was Malcolm Hill of Eastern Region, who was not able to attend. Sir Jeremy Greenstock thanked Malcolm Hill in absentia for his contribution to UNA-UK, including as Chairman of the Sudbury branch. He commended Malcolm Hill's work with schools and his efforts to connect the branch with the wider community, as well as his contributions to Policy Conference, particularly on Security Council reform.

The third recipient was David Oliver, also unable to attend the AGM. Sir Jeremy thanked David Oliver in absentia for his contribution to UNA-UK, including as Chair and Treasurer of the Church Stretton branch for many years. He noted in particular his outreach to young people, his talent for public speaking and his successful fundraising efforts.

Sir Jeremy Greenstock said that the certificates for Malcolm Hill and David Oliver would be transmitted to them via the regions that had nominated them.

### 3.4 Members topics for discussion

Sir Jeremy Greenstock said that two topics had been submitted for discussion.

#### *3.4.1 Members, supporters and UNA-UK profile*

Trevor Evans presented the first topic submitted by six members residing in the UNA Eastern Region, which raised points about membership numbers, supporters, organisational members and UNA-UK's profile. The submission suggested the Board and Executive consider the following: monthly subscription payments, maximising income arising from charitable status (e.g. through Gift Aid), putting supporters in touch with local branches, and clarifying and improving the organisational membership categories.

Sir Jeremy Greenstock opened the debate to other members. Members raised concerns that UNA-UK's work was not achieving high-profile coverage, particularly in the national press and television. Sir Jeremy said that although UNA-UK's policy work was as vibrant as ever, it was not easy to secure media coverage. Its interventions, though often effective, were of a relatively small scale or behind the scenes. For example, on Syria UNA-UK had given private advice to the UK FCO alongside more public campaigning. On the Arms Trade Treaty, UNA-UK's contribution had been small but significant, and was an example of working effectively with other NGOs. He said that UNA-UK needed to explore how better to identify and deploy celebrity patrons.

Sir Jeremy Greenstock went on to outline some of the methods the Executive had employed in recent years to attract new members, including: membership promotions, affinity benefits, gift membership, discounts and priority booking for events, appeals to lapsed members, and major outreach events such as the UN Forum. He said that these activities had had some success in attracting interest, but that the number of new members gained did not outweigh those leaving.

In response to members' queries on membership and supporter promotion, Natalie Samarasinghe said that UNA-UK sought to promote membership in all its activities including to supporters. If supporters agreed, their details could be passed to local branches but it was crucial for them to 'opt in' due to data protection considerations. She explained that the supporters programme had been created to ensure that everybody interested in global affairs could easily engage with the Association. After just one year, nearly 9,000 individuals had done so.

On organisational members, she confirmed that UNA-UK would be clarifying this category over the next months, along with others such as patrons. The Executive was also exploring extending Monthly Direct Debit subscription payments, which already existed for some categories. She said

that while a strong and vibrant grassroots base remained vital, the Executive's priority needed to be the replacement of existing long-term grants, three of which were due to expire in the coming two years.

Members also raised concerns about the challenge of keeping branches viable and the increasing use of electronic communications. Sir Jeremy Greenstock said that electronic communications were cost-effective and that many people preferred this method of interaction. UNA-UK ensured that each branch had a main contact with an email address. He also said that UNA-UK was seeking ways to enhance inter-branch communication and support. Natalie Samarasinghe added that the Executive had to balance serving branches and individual members, whilst ensuring it could continue to encourage other people to interact with UNA-UK.

Sir Jeremy Greenstock concluded that the Board and Executive would take away the points raised and consider them in future membership strategies.

#### *3.4.2 Timing and location of AGMs*

Viv Williams presented a topic for discussion submitted by six members residing in the UNA Southern Region. The submission said that the AGM was a major meeting for members. It suggested that holding AGMs during the daytime on weekdays made it difficult for members who were working and/or based outside London to attend. The submission also suggested that venues with a bigger capacity be explored, as well as the possibility of holding informal social gatherings before or after the meetings.

Sir Jeremy Greenstock said that the Farmers Club had been used for AGMs in recent years as it represented good value for money, and that it had been adequate in terms of capacity. However, given points raised by members, the Executive would explore the possibility of holding the AGM at another venue that offered similar value for money. The Executive would also explore the possibility of evening or weekend AGMs and how best to incorporate an informal social gathering.

Sir Jeremy asked for comments from the floor. Members generally welcomed the chance to review AGM arrangements and suggested that whatever was decided must occur before the AGM notice was issued for next year.

#### **4. ANY OTHER BUSINESS**

As there was no other business, Sir Jeremy Greenstock concluded the meeting by thanking members for attending.

## Agenda Item 3 – Financial summary for the year ended 30 June 2013

### Statement of Financial Activities

	Unrestricted Funds	Restricted Funds	Total 2012/13	Total 2011/12
	£'000	£'000	£'000	£'000
<u>Incoming resources</u>				
Income from members	85.4	-	85.4	-
Legacies	17.3	-	17.3	-
Grants	313.2	153.2	466.4	-
Income from charitable activities	37.7	-	37.7	-
Other Income	3.9	-	3.9	-
<u>Total Incoming Resources</u>	<u>457.5</u>	<u>153.2</u>	<u>610.7</u>	<u>-</u>
<u>Resources Expended</u>				
Costs of generating voluntary income	44.9	-	44.9	-
Cost of charitable activities	316.9	153.2	470.1	-
Governance costs	44.7	-	44.7	-
<u>Total Resources Expended</u>	<u>406.5</u>	<u>153.2</u>	<u>559.7</u>	<u>-</u>
<u>Net movement in funds</u>	<u>51.0</u>	<u>-</u>	<u>51.0</u>	<u>-</u>
Funds transferred	39.7	-	39.7	-
<u>Funds carried forward</u>	<u>90.7</u>	<u>-</u>	<u>90.7</u>	<u>-</u>

### Balance Sheet

	Balance at 30 June, 2013	Balance at 30 June, 2012
	£'000	£'000
Tangible Fixed Assets	35.7	-
<u>Current Assets</u>		
Debtors	58.5	-
Cash at Bank and in hand	52.4	30.0
Creditors amount falling due within one year	(55.9)	(30.0)
<u>Total Assets less Current Liabilities</u>	<u>90.7</u>	<u>-</u>
<u>Unrestricted Funds</u>	<u>90.7</u>	<u>-</u>

Note: At 30 June 2012, UNA-UK held only a £30,000 loan from the UNA Trust. At 1 July 2013 the net assets of UNA Great Britain & Northern Ireland – the old company, value £39,700, were transferred to UNA-UK.

The financial statements above show the audited financial position for UNA-UK, company registered number 7824306, which is the statutory entity for the AGM. The unaudited summary financial schedules on the page 8 show the consolidated position for the whole of UNA including the Trust.

## Summary Financial Statements UNA - UK as a whole including the Trust (Unaudited)

### Consolidated Position

#### Summary Statement of Financial Activities (Unaudited)

	<u>Total</u> <u>2012/13</u>	<u>Total</u> <u>2011/12</u>
	£'000	£'000
Grant Income	538.0	419.9
Expenditure	579.3	584.9
Investment Gains	27.8	(8.5)
<u>Net movement in funds</u>	<u>(13.5)</u>	<u>(173.5)</u>
<u>Funds Brought forward</u>	<u>948.0</u>	<u>1,121.5</u>
<u>Funds carried forward</u>	<u>934.5</u>	<u>948.0</u>

### Consolidated Position

#### Summary Balance Sheet (Unaudited)

	<u>Total</u> <u>2012/13</u>	<u>Total</u> <u>2011/12</u>
	£'000	£'000
Fixed Assets	213.8	240.6
Investments	624.7	576.1
<u>Working Capital</u>	<u>96.0</u>	<u>131.3</u>
<u>Total Funds</u>	<u>934.5</u>	<u>948.0</u>

The consolidated summary financial statements presented above are for the whole of UNA-UK, i.e. UNA-UK the charity and the UNA Trust. The accounts are unaudited because the full audit process for 2012-13 has been carried out on the separate legal entities rather than the aggregation of the individual elements (UNA-UK the charity and the UNA Trust). This summary is included as it provides a useful indication of the financial position of UNA-UK as a whole.

For each of the two years 2011-12 and 2012-13, the expenditure of the consolidated entity has exceeded its income, leading in both years to a net reduction in funds. The improvement in the year 2012-13 from the previous year is a result of increased grant income, reduced costs and gains in the value of investments.

The overall picture shows the need to secure grants to replace existing multi-year grants in order to sustain and grow the level of UNA-UK programme activity into the future.