

**Company number: 7824306**  
**Private Company Limited by Guarantee**  
**Articles of Association of United Nations Association-UK (UNA-UK)**

1	<p><b>Articles of association</b></p> <p>These articles constitute the articles of association of the company. No regulations contained in any statute or subordinate legislation, including the regulations contained in Schedule 2 to The Companies (Model Articles) Regulations 2008, apply to the company.</p>
2	<p><b>Interpretation</b></p> <p>In the articles:</p> <p>“address” means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or a telephone number for receiving text messages, in each case registered with the charity;</p> <p>“Appointed Director” has the meaning given to it by article 32(1)(e);</p> <p>“the Articles” means the charity’s articles of association;</p> <p>“the Board” means the board of directors of the charity;</p> <p>“the charity” means United Nations Association - UK, being the company regulated by the Articles;</p> <p>“clear days” in relation to the period of a notice means a period excluding:</p> <ul style="list-style-type: none"><li>• the day when the notice is given or deemed to be given; and</li><li>• the day for which it is given or on which it is to take effect;</li></ul> <p>“the Chair of the Board” has the meaning given to it by article 32(1)(a);</p> <p>“the Commission” means the Charity Commission for England &amp; Wales;</p> <p>“Companies Acts” means the Companies Acts as defined in section 2 of the Companies Act 2006 insofar as they apply to the charity;</p> <p>“connected persons” has the meaning given to it in article 62;</p> <p>“the directors” means the directors of the charity listed in article 32(1). The directors are charity trustees as defined by section 177 of the Charities Act 2011;</p> <p>“document” includes, unless otherwise specified, any document sent or supplied in electronic form;</p>

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"Executive Director" means the Executive Director of the charity as defined by article 32(1)(d);

"honorary member" means a member of the charity who has been awarded membership by the Board and who is not required to pay any sum of money to become or continue to be a member of the charity;

"member" means an honorary member or a paid-up member of the charity;

"the Honorary Treasurer and Chair of the Finance and Governance Committee" has the meaning given to it by article 32(1)(b);

"the Finance and Governance" has the meaning given to it in the Rules;

"memorandum" means the charity's memorandum of association;

"Objects" has the meaning given to it in article 4;

"Ordinary Member" means a member who is designated on the register of members of the charity as an ordinary member, and such class of member shall have the rights and is subject to the restrictions described in article 12(2);

"paid-up member" means a member of the charity who is not an honorary member and who has paid to become a member of the charity in accordance with article 11 and the Rules;

"Policy Conference" has the meaning given to it by article 48;

"Procedure Committee" has the meaning given to it in the Rules;

"Replacement Director" has the meaning given to it by article 37(1);

"Rules" means the rules and bye-laws referred to in Article 59, as adopted from time to time in accordance with Article 59;

"the seal" means the common seal of the charity;

"secretary" means any person appointed to perform the duties of the secretary of the charity in accordance with article 47;

"Standing Orders of the Policy Conference" means the standing orders applicable to the Policy as adopted at the Policy Conference from time to time;

"the United Kingdom" means Great Britain and Northern Ireland;

	<p>"Vice-Chair of the Board" has the meaning given to it by article 32(3); and</p> <p>"Voting Member" means a member who is designated on the register of members of the charity as a voting member, and such class of member shall have the rights described in article 12(2);</p> <p>words importing one gender shall include all genders, and the singular includes the plural and vice versa.</p> <p>Unless the context otherwise requires, words or expressions contained in the Articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when the Articles become binding on the charity.</p> <p>Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.</p>
3	<p><b>Liability of the members</b></p> <p>The liability of the members is limited to a sum not exceeding £1 (one pound), being the amount that each member undertakes to contribute to the assets of the charity in the event of its being wound up while he, she, or it is a member or within one year after he, she or it ceases to be member, for:</p> <ol style="list-style-type: none"> <li>(1) payment of the charity's debts and liabilities incurred before he, she or it ceases to be a member;</li> <li>(2) payments of the costs, charges and expenses of winding up; and</li> <li>(3) adjustment of the rights of the contributories among themselves.</li> </ol>
4	<p><b>Objects of the Charity</b></p> <p>The charity's objects (the "Objects") are specifically restricted to the following:</p> <ol style="list-style-type: none"> <li>(1) The furtherance of such purposes as for the time being and from time to time are charitable in accordance with law of England and Wales as the trustees may from time to time in their absolute discretion determine.</li> <li>(2) Without prejudice to the generality of the foregoing, the application of the income and capital of the charity in any part of the world in furtherance of any of the following purposes PROVIDED THAT no monies shall be applied for any purpose which is not by law charitable as aforesaid: <ol style="list-style-type: none"> <li>(a) The prevention and relief of poverty, hunger and distress and the relief of those in need by reason of youth, age, ill-health, disability, financial hardship or other disadvantage</li> </ol> </li> </ol>

	<ul style="list-style-type: none"> <li>(b) The advancement of human rights, conflict resolution and reconciliation and the promotion of religious or racial harmony or equality and diversity</li> <li>(c) The raising of awareness of human rights issues and securing the enforcement of human rights law</li> <li>(d) The advancement of the study of and research into international problems and institutions with a view to the education of the public and the dissemination of the results of such study and research for the purpose of assisting such relief as aforesaid</li> <li>(e) The advancement of environmental protection improvement and sustainable development</li> <li>(f) The promotion of volunteering and good citizenship</li> <li>(g) The support generally, within the powers hereby conferred, of the work of the United Nations or of any of its related associate agencies insofar as such work promotes all or any of the objects mentioned in (a) to (f) above.</li> </ul>
5	<p><b>Powers</b></p> <p>The charity has the power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular the charity has power:</p> <ul style="list-style-type: none"> <li>(1) to raise funds, in doing so, the charity must only undertake any taxable permanent trading activity that complies with any relevant statutory regulations;</li> <li>(2) to buy, take on a lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;</li> <li>(3) to sell, lease or otherwise dispose of all or any part of the property belonging to the charity. In exercising this power, the charity must comply as appropriate with sections 117 and 122 of the Charities Act 2011;</li> <li>(4) to borrow money and to charge the whole or any part of the property belonging to the charity as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The charity must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land;</li> <li>(5) to co-operate with other charities, voluntary bodies and other organisations and to exchange information and advice with them;</li> <li>(6) to establish or support any charitable trusts, associations, or institutions formed for any of the charitable purposes included in the Objects;</li> </ul>

	<p>(7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity;</p> <p>(8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;</p> <p>(9) to employ and remunerate such staff as are necessary for carrying out the work of the charity. The charity may employ or remunerate a director only to the extent it is permitted to do so by articles 7 and 8 and provided it complies with the conditions in those articles;</p> <p>(10) to:</p> <ul style="list-style-type: none"> <li>(a) deposit or invest funds;</li> <li>(b) employ a professional fund-manager; and</li> <li>(c) arrange for the investments or other property of the charity to be held in the name of the nominee,</li> </ul> <p>in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;</p> <p>(11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;</p> <p>(12) to pay out of the funds of the charity the costs of forming and registering the charity both as a company and as a charity; and</p> <p>(13) to make any charitable donation either in cash or assets for the furtherance of the Objects.</p>
6	<p><b>Application of income and property</b></p> <p>(1) The income and the property of the charity shall be applied solely towards the promotion of the Objects.</p> <p>(2) (a) A director is entitled to be reimbursed from the property of the charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the charity.</p> <p>(b) A director may benefit from trustee indemnity insurance cover purchased at the charity's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.</p> <p>(c) A director may receive an indemnity from the charity in the circumstances specified in article 58.</p> <p>(d) Subject to article 7, a director may not receive any other</p>

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

8	<p style="text-align: center;"><b>Benefits and payments to charity directors and connected persons</b></p> <p>(1)      <b>General provisions</b></p> <p>Subject to article 7, no director or connected person may:</p> <ul style="list-style-type: none"> <li>(a)    buy any goods or services from the charity on terms preferential to those applicable to members of the public; or</li> <li>(b)    sell goods, services or any interest in land to the charity; or</li> <li>(c)    be employed by, or receive any remuneration from, the charity; or</li> <li>(d)    receive any other financial benefit from the charity,</li> </ul> <p>unless the payment is permitted by article 8(2) or authorised by the court or the Commission.</p> <p>In this article a "financial benefit" means a benefit, direct or indirect, which is either money or has a monetary value.</p> <p>(2)      <b>Scope and powers permitting directors' or connected persons' benefits</b></p> <ul style="list-style-type: none"> <li>(a)    A director or connected person may receive a benefit from the charity in the capacity of a beneficiary of the charity provided that a majority of the directors do not benefit in this way.</li> <li>(b)    A director or connected person may enter into a contract for the supply of goods or services, or of goods that are supplied in connection with the provision of services, to the charity where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.</li> <li>(c)    Subject to article 8(3) a director or connected person may provide the charity with goods that are not supplied in connection with services provided to the charity by the director or connected person.</li> <li>(d)    A director or connected person may receive interest on money lent to the charity at a reasonable and proper rate which must be 2% (or more) per annum below the base rate of a clearing bank to be selected by the directors.</li> <li>(e)    A director or connected person may receive rent for premises let by the director or connected person to the charity. The amount of rent and other terms of the lease must be reasonable and proper. The director concerned</li> </ul>
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must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.

- (f) A director or connected person may take part in the normal trading and fundraising activities of the charity on the same terms as members of the public.

(3) **Payment for supply of goods only – controls**

The charity and its directors may only rely upon the authority provided by article 8(2)(c) if each of the following conditions is satisfied:

- (a) the amount or maximum amount of the payment for the goods is set out in an agreement in writing between the charity or its directors (as the case may be) and the director or connected person supplying the goods (the "supplier") under which the supplier is to supply the goods in question to or on behalf of the charity;
- (b) the amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question;
- (c) the other directors are satisfied that it is in the best interests of the charity to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so;
- (d) the supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the charity;
- (e) the supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting;
- (f) the reason for their decision is recorded by the directors in the minute book; and
- (g) a majority of the directors then in office are not in receipt of remuneration or payments authorised by article 8.

(4) In articles 8(2) and 8(3):

- (a) "charity" includes any company in which the charity:
  - (i) holds more than 50% of the shares: or

	<p>(ii) controls more than 50% of the voting rights attached to the shares; or</p> <p>(iii) has the right to appoint one or more directors to the board of the company.</p> <p>(b) "connected person" includes any person within the definition in article 62 'Interpretation'.</p>
9	<p><b>Declaration of directors' interests</b></p> <p>A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the charity or in any transaction or arrangement entered into by the charity which has not previously been declared. A director must absent himself or herself from any discussions of the charity directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the charity and any personal interest (including but not limited to any personal financial interest).</p>
10	<p><b>Conflicts of interests and conflicts of loyalties</b></p> <p>(1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provisions in the Articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:</p> <p>(a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;</p> <p>(b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and</p> <p>(c) the unconflicted directors consider it is in the interests of the charity to authorise the conflict of interests in the circumstances applying.</p> <p>(2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.</p>
11	<p><b>Members</b></p> <p>(1) The subscribers to the memorandum are the first members of the charity.</p> <p>(2) Membership is open to other individuals or organisations who:</p>

	<ul style="list-style-type: none"> <li>(a) apply to the charity in the form required by the directors; and</li> <li>(b) are approved by the directors.</li> </ul> <p>(3) (a) The directors may refuse an application for membership only if, acting reasonably and properly, they consider it to be in the best interests of the charity to refuse the application.</p> <p>(b) The directors must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.</p> <p>(c) The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.</p> <p>(4) Membership is not transferable.</p> <p>(5) The directors must keep a register of names and addresses of the members.</p>
12	<p><b>Classes of membership</b></p> <p>(1) Notwithstanding any other provision of the Articles or the Rules, there are two classes of member of the charity within the meaning given in the Companies Acts:</p> <ul style="list-style-type: none"> <li>a) Voting Members; and</li> <li>b) Ordinary Members.</li> </ul> <p>For the avoidance of doubt, those members who are not registered on the register of members of the charity are not members of the charity within the meaning given in the Companies Acts and are neither Voting Members nor Ordinary Members for the purposes of the Articles.</p> <p>(2) The Voting Members and the Ordinary Members shall each have the same entitlements by virtue of their membership save that Ordinary Members shall not have the right to:</p> <ul style="list-style-type: none"> <li>a) receive notice of or attend general meetings (including the annual general meeting) of the charity;</li> <li>b) vote or appoint a proxy to vote at general meetings of the charity; or</li> <li>c) vote by means of written resolutions of the charity.</li> </ul> <p>(3) The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.</p>

	<p>(4) The rights attached to a class of membership may only be varied if:</p> <p>(a) three quarters of the members of that class consent in writing to the variation; or</p> <p>(b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.</p> <p>(5) the provisions in the Articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members <i>mutatis mutandis</i>.</p> <p>(6) Following the appointment of a director, the charity may, by ordinary resolution, register such director as a Voting Member (or, in the event that he is already an Ordinary Member, re-designate him as a Voting Member and reflect such re-designation on the register of members of the charity).</p> <p>(7) Each Voting Member who is a director agrees that, upon his ceasing to hold office as director for whatever reason, the charity may, by ordinary resolution, re-designate him as an Ordinary Member and reflect such re-designation on the register of members of the charity, without the need for any further consent from him.</p>
13	<p><b>Termination of membership</b></p> <p>Membership is terminated if:</p> <p>(1) the member dies or, if it is an organisation, ceases to exist;</p> <p>(2) the member resigns by written notice to the charity unless, after the resignation, there would be less than two members;</p> <p>(3) any sum due from the member to the charity is not paid in full within six months of it falling due;</p> <p>(4) the member is removed from the membership by a resolution of the directors that is in the best interests of the charity that his or her or its membership is terminated. A resolution to remove a member from membership may be passed only if:</p> <p>(a) the member has been given at least twenty one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed; and</p> <p>(c) the member or, at the option of the member, the member's representative (who need not be a member of the charity) has been allowed to make representations to the meeting.</p>

14	<p><b>General meetings</b></p> <p>(1) The charity must hold its first annual general meeting within eighteen months after the date of its incorporation.</p> <p>(2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.</p>
15	<p>The directors may call a general meeting at any time and place agreed by the Board.</p>
16	<p><b>Notice of general meetings</b></p> <p>(1) The minimum periods of notice required to hold a general meeting of the charity are:</p> <p>(a) twenty-one clear days for an annual general meeting or for a general meeting called for the passing of a special resolution; and</p> <p>(b) fourteen clear days for all other general meetings.</p> <p>(2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of Voting Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.</p> <p>(3) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting then it must say so. The notice must also contain a statement setting out the right of Voting Members to appoint a proxy under section 324 of the Companies Act 2006 and article 23.</p> <p>(4) The notice must be given to all the Voting Members and to the directors and auditors of the charity.</p>
17	<p>The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the charity.</p>
18	<p><b>Proceedings at general meetings</b></p> <p>(1) No business shall be transacted at any general meeting unless a quorum is present at the time that the business of the meeting commences.</p> <p>(2) A quorum is:</p> <p>(a) 5 Voting Members present in person or by proxy and entitled to vote on the business to be conducted at the</p>

	<p>meeting; or</p> <p>(b) 50% of the total number of Voting Members from time to time,</p> <p>whichever is fewer.</p>
19	<p>(1) If:</p> <p>(a) a quorum is not present within half an hour of the time appointed for the meeting; or</p> <p>(b) during the meeting a quorum ceases to be present,</p> <p>the meeting shall be adjourned to a time and place as determined by the directors.</p> <p>(2) The directors must then reconvene the meeting, giving at least seven clear days' notice to all Voting Members of the reconvened meeting stating the date, time and place of the meeting.</p> <p>(3) If no quorum is present at the reconvened meeting, within fifteen minutes of the time specified for the start of the meeting, the Voting Members present in person or by proxy at that time shall constitute the quorum for that meeting.</p>
20	<p>(1) General meetings shall be chaired by the Chair of the Board or, in the absence of the Chair of the Board, the Vice-Chair of the Board. If there are multiple Vice-Chairs of the Board, then the directors present shall select one of the Vice-Chairs of the Board present to chair the meeting.</p> <p>(2) If there is no such person present within fifteen minutes of the time appointed for the meeting a director, nominated by the directors present, shall chair the meeting.</p> <p>(3) A proxy holder who is not a Voting Member shall not be entitled to be chair of the meeting.</p>
21	<p>(1) The Voting Members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.</p> <p>(2) The person chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.</p> <p>(3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.</p>

	<p>(4) If a meeting is adjourned by a resolution of the Voting Members for more than seven days, at least seven days' clear notice shall be given to all Voting Members of the reconvened meeting stating the date, time and place of the meeting.</p>
22	<p>(1) Any vote at a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:</p> <ul style="list-style-type: none"> <li>(a) by the person chairing the meeting; or</li> <li>(b) by at least two Voting Members present in person or by proxy and having the right to vote at the meeting; or</li> <li>(c) by any Voting Member or Voting Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Voting Members having the right to vote at the meeting.</li> </ul> <p>(2)</p> <ul style="list-style-type: none"> <li>(a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.</li> <li>(b) The result of the vote must be recorded in the minutes but the number or proportion of votes cast need not be recorded.</li> </ul> <p>(3)</p> <ul style="list-style-type: none"> <li>(a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.</li> <li>(b) The withdrawal of the demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.</li> </ul> <p>(4)</p> <ul style="list-style-type: none"> <li>(a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.</li> <li>(b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.</li> </ul> <p>(5)</p> <ul style="list-style-type: none"> <li>(a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.</li> <li>(b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.</li> <li>(c) The poll must be taken within thirty days after it has been</li> </ul>

	<p>demand. If the poll is taken after the meeting at which it was demanded, all Voting Members are entitled to vote.</p> <p>(d) If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.</p> <p>(e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.</p>
23	<p><b>Content and delivery of proxy notices</b></p> <p>(1) Proxies may be validated only by a notice in writing (a "proxy notice") which:</p> <p>(a) states the name and address of the Voting Member appointing the proxy;</p> <p>(b) identifies the person appointed to be that Voting Member's proxy and the general meeting in relation to which that person is appointed;</p> <p>(c) is signed by or on behalf of the Voting Member appointing the proxy, or is authenticated in such manner as the directors may determine; and</p> <p>(d) is delivered to the charity in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.</p> <p>(2) The charity may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.</p> <p>(3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.</p> <p>(4) Unless an appointment of a proxy indicates otherwise, it must be treated as:</p> <p>(a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and</p> <p>(b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as to the meeting itself.</p> <p>(5) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so</p>

	<p>entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the charity by or on behalf of that person.</p> <p>(6) An appointment under a proxy notice may be revoked by delivering to the charity a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.</p> <p>(7) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.</p> <p>(8) If the proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.</p>
	<p><b>Written resolutions</b></p> <p>24 (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the Voting Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:</p> <p>(a) a copy of the proposed resolution has been sent to every eligible Voting Member; and</p> <p>(b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of Voting Members has signified its agreement to the resolution in accordance with article 24(2).</p> <p>(2) A Voting Member's agreement to a written resolution is valid only if it is contained in an authenticated document which has been received at the registered office of the charity within the period of 28 days beginning with the circulation date.</p> <p>(3) A resolution in writing may comprise several copies to which one or more Voting Members have signified their agreement.</p> <p>(4) In the case of a Voting Member that is an organisation, its authorised representative may signify its agreement.</p>
	<p><b>Votes of members</b></p> <p>25 Subject to article 12, every Voting Member shall have one vote.</p>
26	Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.

27	LEFT BLANK INTENTIONALLY
	<p data-bbox="300 237 427 271"><b>Directors</b></p> <p data-bbox="236 309 1345 376">28 (1) A director must be a natural person and a paid-up member of the charity aged 18 years or older.</p> <p data-bbox="300 416 1238 483">(2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 38.</p> <p data-bbox="236 524 1326 591">29 Subject to articles 38(5) and 42, the number of directors shall not be less than ten and no more than 14.</p> <p data-bbox="236 631 1321 698">30 The first directors shall be those persons notified to Companies House as the first directors of the charity, listed at schedule A.</p> <p data-bbox="236 739 1337 806">31 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.</p> <p data-bbox="236 846 1356 1989">32 (1) The Board shall consist of the following directors:</p> <ul style="list-style-type: none"> <li data-bbox="411 913 1356 981">(a) the Chair of the Board, appointed by the Board under article 35(1);</li> <li data-bbox="411 1021 1356 1167">(b) the Honorary Treasurer and Chair of the Finance and Governance Committee, appointed by the Board under article 35(1) having consulted the Finance and Governance Committee;</li> <li data-bbox="411 1207 1356 1308">(c) the representative from the Policy Conference, elected in accordance with the then prevailing Standing Orders of the Policy Conference;</li> <li data-bbox="411 1348 1356 1516">(d) the Executive Director of the charity, appointed by the Board under article 35(1). The Executive Director shall be an employee of the charity and is entitled to remuneration for the performance of his/her duties of employment under article 7;</li> <li data-bbox="411 1556 1356 1989">(e) two elected directors who, having been members of the charity for a minimum of 6 months prior to standing for election, have been appointed by the Board under article 35(1) as the "Appointed Directors" (and for such purposes the Board shall be bound to appoint the two candidates who have received the most votes in a poll via post and online open to all UK members of the charity and organised in accordance with the Rules). A maximum of one of the Appointed Directors in office at any given time may be an employee of the charity and entitled to remuneration for the performance of his/her duties of employment under article 7; and</li> </ul>

	<p>(f) between four and eight additional directors appointed by the Board at its absolute discretion, provided that the Board shall have regard to the diversity targets set out in the Rules from time to time.</p> <p>but if any of the above positions are vacant from time to time, this shall not invalidate any proceedings of the directors (subject to article 41(1)).</p> <p>(2) Nothing in article 32(1) shall restrict the power of the Board to appoint Replacement Directors under article 37.</p> <p>(3) The Board shall appoint any other director to serve as Vice-Chair of the Board, according to the procedure set out in the Rules.</p>
33	<p><b>Powers of directors</b></p> <p>(1) The directors shall manage the business of the charity and may exercise all the powers of the charity unless they are subject to any restrictions imposed by the Companies Acts, the Articles or any special resolution.</p> <p>(2) No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.</p> <p>(3) Any meeting of directors at which a quorum is present at the time of the relevant decision is made may exercise all the powers exercisable by the directors.</p>
34	<p><b>Terms of office and retirement of directors</b></p> <p>(1) Except as provided in articles 34(2) to (3) all directors except for the Executive Director:</p> <p>(a) have an initial term of three years;</p> <p>(b) may then stand for a further term of three years before retiring; and</p> <p>(c) following the expiry of such further term, may not stand for office for a further two years.</p> <p>(2) The Chair of the Board is initially appointed for a term of one year and then may hold the office for up to a further five years, after which article 34(1)(c) applies.</p> <p>(3) The representative from the Policy Conference appointed by the organising committee has an initial term of two years, in line with the election process and can serve up to six years provided they are re-designated as the representative of the Policy Conference by the</p>

	<p>organising committee.</p> <p>(4) The Executive Director's term continues for so long as he/she is an employee of the charity unless otherwise determined by the board.</p>
	<p><b>Appointment of directors</b></p> <p>35 (1) Subject to articles 29 and 32, the Board may at its absolute discretion appoint a person who is willing to act to be a director either to fill one of the positions specified in articles 32(1) or to appoint a Replacement Director under article 37.</p> <p>(2) The directors may not appoint a director if, as a result of this appointment, the number of directors would then exceed fourteen.</p> <p>36 The appointment of a director, whether by the charity in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.</p>
	<p>37 (1) Subject to article 37(2), if a director resigns the Board may resolve to appoint a new director to fill that place (a "Replacement Director"). The term of office of the Replacement Director shall be for such a period as the Board shall determine subject to it not extending beyond the point at which the term of office of the director that the Replacement Director has replaced would have ceased.</p> <p>(2) Where one of the Appointed Directors has resigned before the end of their term, the Board may, at its absolute discretion decide whether the Replacement Director shall be selected by the Board acting in its sole discretion or by the Board acting in accordance with the results of the poll described in article 32(1)(e).</p> <p>(3) If the Replacement Director is re-appointed as a director after the end of the period in article 37(1) by being appointed by the Board under article 35(1) to any of the Board positions specified in articles 32(1), then, for the purposes of article 34, his/her initial term shall begin on the date of his/her re-appointment.</p>
	<p><b>Disqualification of Board members</b></p> <p>38 A director shall cease to hold office if he or she:</p> <p>(1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director; or</p> <p>(2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision); or</p>

	<p>(3) ceases to be a member of the charity; or</p> <p>(4) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs; or</p> <p>(5) resigns as a director by written notice to the charity (but only if at least two directors will remain in office when the notice of resignation is to take effect); or</p> <p>(6) is absent, without notifying the Board in advance, from all Board meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated.</p>
	<p><b>Remuneration of directors</b></p> <p>39 Subject to article 7, the directors must not be paid any remuneration unless it is authorised by article 8.</p>
	<p><b>Proceedings of directors</b></p> <p>40 (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.</p> <p>(2) Any director may call a meeting of the Board.</p> <p>(3) The secretary must call a meeting of the Board if requested to do so by a director.</p> <p>(4) Questions arising at a meeting of the directors shall be decided by a majority of votes.</p> <p>(5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.</p> <p>(6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.</p> <p>41 (1) No decision may be made at a meeting of the directors unless a quorum is present at the time the decision is made. It is intended that the term present includes being present by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.</p> <p>(2) The quorum necessary for the transaction of the business of the Board may be fixed by the Board and unless so fixed shall be 50% of the Board or five directors, whichever shall be the smaller.</p> <p>(3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.</p>

42	If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
43	<p>(1) The Chair of the Board shall chair the meetings of the Board.</p> <p>(2) The Chair of the Board shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Board.</p> <p>(3) If the Chair of the Board is not present within five minutes of the time appointed for the meeting then:</p> <p>(a) if there is only one Vice-Chair of the Board present, he/she shall chair the meeting; or</p> <p>(b) if there are multiple Vice-Chairs of the Board present, the directors present shall select one of the Vice-Chairs of the Board present to chair the meeting; or</p> <p>(c) if there are no Vice-Chairs of the Board present, the directors present may appoint one of their number to chair the meeting.</p>
44	<p>(1) A resolution in writing or in electronic form agreed by all of the directors entitled to receive a notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.</p> <p>(2) the resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.</p>

**Delegation of powers**

- 45 (1) The Board may delegate any of its powers or functions to sub-committees consisting of such persons and roles as described in the Rules.
- (2) A sub-committee may meet and adjourn as it thinks proper. Decisions arising at any sub-committee meeting shall be determined by a majority of votes of sub-committee members present, and in the case of an equality of votes the person appointed to chair the sub-committee meeting shall have a second or casting vote.
- (3) The Board may revoke or alter a delegation.
- (4) All acts and proceedings of any sub- committees must be fully and promptly reported to the Board.

**Validity of directors' decisions**

- 46 (1) Subject to article 46(2), all acts done by a meeting of directors, or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
- (a) who was disqualified from holding office; or
  - (b) who had previously retired or who had been obliged by the constitution to vacate office; or
  - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise,
- if without:
- (d) the vote of that director; and
  - (e) that director being counted in the quorum,
- the decision has been made by a majority of the directors at a quorate meeting.
- (2) Article 46(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 46(1), the resolution would have been void, or if the director has not complied with article 9.

47	<p><b>Secretary</b></p> <p>A secretary shall be appointed by the Board. The secretary will have no voting rights at meetings of the Board. The secretary will be responsible for ensuring that all notices are served to members and for the arrangements of all general and annual general meetings.</p>
48	<p><b>Policy Conference</b></p> <p>(1) The Policy Conference is a national UNA-UK event, open to all members, supporters and stakeholders of United Nations Association- UK.</p> <p>(2) The Board will support the convening of a membership-led Policy Conference. The level of support provided, financial and otherwise, will be agreed by the Board in advance with the Chair of the Policy Conference in conjunction with any branch, regional or national committee undertaking to host the conference.</p> <p>(3) A Policy Conference will be held once in every Policy Conference Period. A Policy Conference Period will normally be a period of time of up to two calendar years. The first Policy Conference Period shall commence on the date of adoption of the articles.</p> <p>(4) The Policy Conference shall be organised by the organising committee according to the Standing Orders of the Policy Conference.</p>
49	<p><b>Seal</b></p> <p>If the charity has a seal it must only be used by the authority of the directors or of a committee of directors authorised by the directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the secretary or by a second director.</p>
50	<p><b>Minutes</b></p> <p>The directors must keep minutes of all:</p> <p>(1) appointments of directors made by the directors;</p> <p>(2) proceedings at meetings of the charity; and</p> <p>(3) meetings of the directors and committees of directors including:</p> <p>(a) the names of the directors present at the meeting;</p> <p>(b) the decisions made at the meetings; and</p> <p>(c) where appropriate the reasons for the decisions.</p>

51	<p><b>Accounts</b></p> <p>(1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.</p> <p>(2) The directors must keep accounting records as required by the Companies Acts.</p>
52	<p><b>Annual Report and Return and Register of Charities</b></p> <p>(1) The directors must comply with the requirements of the Charities Act 2011 with regard to the:</p> <ul style="list-style-type: none"> <li>(a) transmission of the statements of account to the Commission;</li> <li>(b) the preparation of an annual report and the transmission of a copy of it to the Commission; and</li> <li>(c) the preparation of an annual return and its transmission to the Commission.</li> </ul> <p>(2) The directors must notify the Commission promptly of any changes to the charity's entry on the central register of charities.</p>
53	<p><b>Means of communication to be used</b></p> <p>(1) Subject to the Articles, anything sent or supplied by or to the charity under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the charity.</p> <p>(2) Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.</p> <p>54 Any notice to be given to or by any person pursuant to the Articles:</p> <ul style="list-style-type: none"> <li>(1) must be in writing; or</li> <li>(2) must be given in electronic form.</li> </ul> <p>55 (1) The charity may give any notice to a member either:</p> <ul style="list-style-type: none"> <li>(a) personally; or</li> </ul>

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

	<p>brought against the director in their capacity as a director in which judgment is given in their favour, in which they are acquitted, or in which any application for relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the charity.</p>
59	<p><b>Rules</b></p> <p>(1) The Board of directors may from time to time as they may deem necessary or expedient adopt such rules and bye laws for the proper conduct and management of the charity, subject always to the Articles (the "Rules").</p> <p>(2) The Rules may regulate the following matters but are not restricted to them:</p> <p>(a) the matters referred to in the Articles as being subject of such Rules;</p> <p>(b) the admission of members of the charity, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;</p> <p>(c) provisions relating to the structure of local UNAs;</p> <p>(d) the conduct of members of the charity in relation to one another, and to the charity's employees and volunteers;</p> <p>(e) the setting aside of the whole or any part or parts of the charity's premises at any particular time or times or for any particular purpose or purposes;</p> <p>(f) the procedure at general meetings, meetings of the directors and sub committees in so far as such procedure is not regulated by the Companies Acts or the Articles; and</p> <p>(g) generally, all such matters as are commonly the subject matter of company rules.</p> <p>(3) The charity in general meeting has the power to alter, add to or repeal the Rules.</p> <p>(4) The directors shall adopt such means as they think sufficient to bring the Rules to the notice of members of the charity.</p> <p>(5) The Rules shall be binding on all members of the charity. No provision of the Rules shall be inconsistent with, or shall affect or repeal anything contained in, the Articles provided that, in the event of any inconsistency or conflict between the Rules and the Articles, the Articles shall prevail.</p>
	<p><b>Disputes</b></p>

60	<p>If a dispute arises between members of the charity about the validity or propriety of anything done by the members of the charity under the Articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.</p>
61	<p><b>Dissolution</b></p> <p>(1) The members of the charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the charity be applied or transferred in any of the following ways:</p> <ul style="list-style-type: none"> <li>(a) directly for the Objects; or</li> <li>(b) by transfer to any charity or charities for purposes similar to the Objects; or</li> <li>(c) to any charity or charities for use for particular purposes that fall within the Objects.</li> </ul> <p>(2) Subject to any such resolution of the members of the charity, the directors of the charity may at any time before and in expectation of its dissolution resolve that any net assets of the charity after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the charity be applied or transferred:</p> <ul style="list-style-type: none"> <li>(a) directly for the Objects; or</li> <li>(b) by transfer to any charity or charities for purposes similar to the Objects; or</li> <li>(c) to any charity or charities for use for particular purposes that fall within the Objects.</li> </ul> <p>(3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the charity (except to a member that is itself a charity) and if no such resolution in accordance with article 60(1) is passed by the members or the directors the net assets of the charity shall be applied for charitable purposes as directed by the court or the Commission.</p>
62	<p><b>Interpretation</b></p> <p>In articles 8, 10(2) and 46(2) "connected persons" means:</p> <ul style="list-style-type: none"> <li>(1) a child, parent, grandchild, grandparent, brother or sister of the director;</li> </ul>

	<p>(2) the spouse or civil partner of the director or any person falling within paragraph (1) above;</p> <p>(3) a person carrying on business in partnership with the director or with any person falling within paragraph (1) or (2) above.</p> <p>(4) an institution which is controlled:</p> <p style="padding-left: 20px;">(a) by the director or any connected person falling within paragraph (1),(2), (3) above; or</p> <p style="padding-left: 20px;">(b) by two or more persons falling within sub- paragraph 4 (a) when taken together;</p> <p>(5) a body corporate in which:</p> <p style="padding-left: 20px;">(a) the director or any connected person falling within paragraphs (1) to (3) has a substantial interest: or</p> <p style="padding-left: 20px;">(b) two or more persons falling within sub- paragraph (5)(a) who, when taken together, have a substantial interest.</p> <p style="padding-left: 20px;">(c) Sections 250-252 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this sub-clause.</p>
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