

TO: <<LABELNAME>>  
<< JOB TITLE>>  
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<<ADDRESS1-6>>  
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IF UNDELIVERED PLEASE RETURN TO:

UNA-UK  
3 Whitehall Court  
London SW1A 2EL



## EGM IDENTIFICATION NUMBER

15 March 2016

Dear UNA-UK member,

We – the Trustees of UNA-UK – are writing to encourage you to take part, in person or by proxy, in our forthcoming Extraordinary General Meeting (EGM), at which you and other members will be asked to vote on a crucial proposal to secure UNA-UK's future.

The proposal to be put to the EGM seeks to amend members' voting rights at Annual General Meetings (AGMs). It emerged from our discussions on a new strategic plan and is part of a broader agenda to revitalise and strengthen UNA-UK, which was discussed at our most recent AGM on 5 March 2016.

We realise that only a very small number of members take part in our AGMs and that most of you will therefore not be affected in any practical way by the changes to voting rights that are being proposed. However, any change to members' rights is a serious matter under company law. We therefore urge you to read this letter and the enclosures carefully – with apologies in advance for length, and in the enclosures, for legal language! – and to take part in this decision in person or by proxy.

### Enclosures and proxy voting arrangements

The first enclosure is the **formal notice of the EGM**, which will be held at 5pm on Thursday 28 April 2016 at Resource for London, 356 Holloway Road, London N7 6PA.

We recognise that our membership is UK-wide and that attendance in person may not be possible. If you are unable to attend, we ask that you cast your vote by proxy. In order to make this process as easy as possible, we have enclosed a **proxy voting form and a freepost envelope**.

We have also created an online voting form – this is available at [www.una.org.uk/EGM2016](http://www.una.org.uk/EGM2016). You will need to use your unique EGM identification number, sent to all members by post and email. Please note that the deadline for returning/completing the form is **4pm on 26 April 2016**.

### Reasons for the changes

Last year, UNA-UK celebrated its 70<sup>th</sup> anniversary and completed its 2011-15 strategic plan. The Board used this occasion to reflect on UNA-UK's future and the opportunities and challenges that lie ahead.

The past few years have been a period of unprecedented success for UNA-UK. Our “1 for 7 Billion” campaign to improve how the UN selects its Secretary-General has led to a more transparent selection process for the first time in the UN's history. In the UK, we have campaigned successfully for the UN to be taught in schools, for the biggest increase in British peacekeepers for two decades, and for greater arms control and export scrutiny.

As the “go-to organisation” for all things UN in the UK, we regularly run high-profile events, produce expert publications, and bring together people from all walks of life – policy-makers, local communities, NGOs, businesses, journalists and young people – in support of UN goals. Our grassroots base has increased more than five-fold over the past three years, with 15,000 new supporters.

However, while our policy and outreach is moving in the right direction, we continue to face deep challenges. We urgently need to improve our precarious financial situation, arising from decades of over-reliance on a small number of funders and compounded by the economic

downturn. Second, we need to address our falling membership numbers. And third, we need to strengthen our governance to ensure that we can tackle these challenges.

The Board has thought long and hard about how best to address these challenges. You can see the results in our **draft strategic plan for July 2016 to June 2018**. It features our fundraising strategy, and plans to increase dramatically our grassroots outreach and campaigning, including through innovative events such as our recent Activist Summit.

The full draft, a one-page summary and FAQs are available from: [www.una.org.uk/plan2016](http://www.una.org.uk/plan2016) and we are inviting members to provide feedback using the online form or by writing to us.

## **Proposed changes**

Proposals to strengthen our governance can be found in section 6 of the draft plan. They include two main changes: ensuring that our Articles empower those who are legally responsible for UNA-UK – the Trustees; and ensuring that the Board has the necessary skills, experience and diversity to secure UNA-UK's future. We plan to implement these changes in two stages, with the first taking place at the EGM.

### Stage one – EGM on changes to members' voting rights

At the EGM, members will be asked to amend UNA-UK's Articles so that only Trustees will have voting rights at AGMs. This will entail changing our Articles to distinguish between members with AGM voting rights – the Trustees or "voting members" – who are responsible for the governance of the company, and "ordinary members", who will continue to play a key role in our activities and have all the rights they currently do with the exception of the ability to vote at AGMs.

This change is necessary to ensure that Trustees are empowered to fulfil their legal and financial duties, and that they have the flexibility to take decisions in this rapidly changing funding environment. It is also necessary to ensure we have a quorum for these meetings. Over the past 10 years, only 2.6% of our members have taken part in AGMs. Excluding Trustees, just 23 members attended our most recent meeting, along with five who voted by proxy. We therefore only just met the required number of 25 members.

It is clear that the formulaic business conducted at AGMs – the approval of our accounts and auditors – is not attractive to members. While those who do attend are invited to ask questions on our finances and governance, they rarely do. Most are keen to discuss the work of UNA-UK: international affairs, UK foreign policy, outreach and education. We have tried hard to make these meetings more attractive, including by tacking them on to other events, such as our policy conferences. Even then, many members chose to leave when the AGM begins.

Given the need to deploy our constrained resources to maximum effect, the Board believes that the formal AGM business should be conducted by Trustees, saving considerable time and money which could then be spent on a more engaging annual event for members to discuss the issues they care about, and to grill the Trustees and staff on the health of UNA-UK. Such an event would be part of our wider initiatives to increase member participation in campaigns.

Trustees therefore hope that all members will vote in favour of the proposed changes at the EGM on 28 April. Members would, of course, continue to be able to access our annual reports and accounts, quarterly reports on our activities, and summaries of Board meetings. Members would also continue to be able to raise any concerns by contacting staff and Trustees.

### Stage two – building a stronger board

In the summer, Trustees will begin discussions on how to build a stronger board over the course of the new strategic plan. Many charities have Trustees who are qualified and/or experienced in fundraising, charity law, charity finance, non-profit communications and IT, as this minimises expenditure on consultants and ensures staff time is focussed on delivering the charity's objectives. Many charities have well-known public figures on their Board to boost their profile, and major donors (or those with access to them) to help with fundraising.

At present, the majority of UNA-UK's Trustees are elected from its membership. While this has produced some excellent Trustees over the years, there is a shrinking pool of candidates and voters. We now run the risk of our Trustees not being representative of our membership, especially as the vast majority of our members are not actively involved in our local and regional structure and prefer direct communication with UNA-UK.

This process has also not delivered the mix of skills or diversity that UNA-UK needs. During its discussions on this strategic plan, Trustees unanimously agreed that the composition of the Board should be improved as a matter of priority to enable UNA-UK to meet its future challenges.

Trustees have agreed to create a Board over the next couple of years on the following basis:

- A mix of skills, with fundraising as the top priority and appointments to fill specialist skill gaps
- Diversity of perspective, including: gender, age, geography and sectoral diversity
- Wide recruitment, with positions advertised within and outside UNA-UK's networks
- Improved channels for communication with members and supporters

This change is not being put to the EGM. Members will have the opportunity to comment on the Board structure through the strategic plan consultation, and further input will be sought once draft proposals on Board composition and channels for communications have been developed.

We are including this information now so that members have a sense of the broader direction that UNA-UK needs to take for its governance structure to keep pace with the exciting progress it has made on campaigning and outreach.

### **We need your help**

We – your Trustees – urge you to participate in this vote. We hope you will support the proposed amendment and help us to take this essential step towards securing UNA-UK's future.

All documentation related to the EGM will be available at: [www.una.org.uk/EGM2016](http://www.una.org.uk/EGM2016). This webpage also includes a link to our draft strategic plan and consultation. Hard copies can be requested from Angie Pankhania, UNA-UK Head of Finance & Governance, via 020 7766 3455, pankhania@una.org.uk or UNA-UK, 3 Whitehall Court, London SW1A 2EL. Please note that to save paper and costs, we have not sent by post the full set of Articles. A marked-up copy showing the proposed changes is available online.

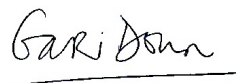
At a time when multiple crises are converging, when the UN is stretched to breaking point, when states are shirking their global responsibilities, and when people are increasingly frustrated by the lack of global leadership, UNA-UK is needed more than ever. We thank you for supporting UNA-UK and look forward to working with you to build a stronger organisation over the coming years.

Yours sincerely,

### **The UNA-UK Trustees**



Sir Jeremy Greenstock  
(Chairman)



Dr Gari Donn



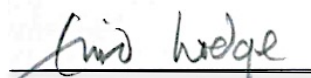
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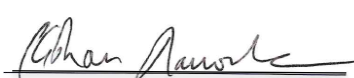
Patricia Irvine



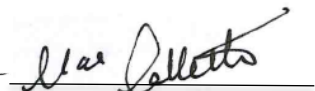
Tim Jarman



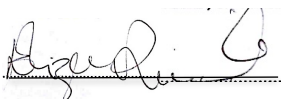
Enid Lodge



Dr Kishan Manocha



Dr Marc Pollentine



Elizabeth Richards



Naima Siddiqi



Viv Williams



Natalie Samarasinghe  
(Executive Director)