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MEMORANDUM OF ASSOCIATION OF THE BRITAIN-RUSSIA AND BRITISH EAST-WEST CENTRES

1. The name of the Company (hereinafter called "THE CENTRES") is "THE BRITAIN-RUSSIA CENTRE and the BRITISH EAST-WEST CENTRE"
2. The registered office of the Centres will be situated in England.
3. The objects for which the Centres are established are to promote a closer understanding in the United Kingdom (hereinafter referred to as "Britain") on the one hand and the Russian Federation, Ukraine, Belarus, Moldova, Armenia, Georgia, Azerbaijan, Kazakhstan, Kyrgyzstan, Turkmenistan, Uzbekistan (hereinafter referred to as "Partner Countries") on the other of their respective ways of life, to promote democratic political and economic institutions, and to encourage sustainable contacts between their peoples.
4. These objects include in particular the following:
 - a) to identify new areas for contact between Britain and Partner Countries, particularly in the following sectors: political and public administration and social reform; human and minority rights; media and information;
 - b) to develop links between institutions in Britain and Partner Countries, including professional bodies and institutes of higher education, in the above fields;
 - c) to enable decision-makers in Partner Countries from the public and private sectors to visit Britain and to gain an understanding of British policies, practices and institutions particularly in the above fields;
 - d) to have particular regard to the multiplier effect of these exchanges and to carry out effective evaluation and follow-up;
 - e) to promote within Britain interest in developing contacts with Partner Countries, through information services (including publications and the Centres' library) and the Centres' conference and lecture programme;
 - f) to provide information and advice to British individuals, companies, academic, cultural and other organisations who are working to develop closer relations with Partner Countries; and
 - g) to undertake such other activities as may from time to time be approved by the Board in furtherance of the overall aims set out in Clause 3 hereof.
5. And with a view to and for the sole purpose of carrying out the foregoing objects the Centres shall have power to:
 - a) initiate, promote, hold and generally arrange meetings, entertainments, lectures, demonstrations and other functions;
 - b) initiate, hold, direct, manage, and take part in exhibitions, shows, displays, conferences, congresses and other gatherings and to raise special funds for these and any other purposes by voluntary contributions;
 - c) obtain, collect and receive money and funds by way of contributions, donations, subscriptions, legacies, grants or other lawful methods (including appeals to the public) and to accept and receive gifts of property of any description (whether subject to any special trusts or not) for or towards the objects and administrative expenses of the Centres or any of them;
 - d) found, maintain, aid and endow prizes, scholarships and bursaries for the remuneration, instruction and support of students or persons engaged in research work;
 - e) prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, brochures, circulars and other literary undertakings and to establish, form and maintain collections, libraries and collections of literature, statistics, technical, scientific, educational or cultural data and other information;
 - f) obtain any Royal Charter, Provisional Order or Act of Parliament or other authority and to institute, promote, support or oppose legislative or other measures or proceedings and generally to consider questions concerning it;
 - g) undertake and execute any trusts;
 - h) borrow or raise any money upon such terms as may be considered expedient and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Centres or by mortgage or charge of all or any property of the Centres;
 - i) retain, employ and remunerate skilled professional or technical advisers or workers;
 - j) draw, make, accept, endorse, execute and issue promissory notes, bills of exchange and other negotiable instruments;
 - k) invest the moneys of the Centres not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
 - l) purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances and any rights or privileges and to construct, erect, alter, improve and maintain any buildings which from time to time may be considered requisite, and to manage, develop, sell, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same;
 - m) pay all expenses preliminary or incidental to the formation of the Centres and its registration;
 - n) grant pensions or gratuities to any employees or ex-employees of the Centres or the relations, connections or dependants of any such persons and to establish or support any centres, institutions, clubs, building and housing schemes, funds and trusts which may be considered calculated to benefit any such persons or otherwise advance the interests of the Centres;
 - o) do all such other lawful things as may be considered incidental to or conducive to the attainment of the foregoing objects or any of them;
 - p) to enter into any arrangements with any government or any other authority, supreme, municipal, local or otherwise, and to obtain from any such government or authority any rights, concessions, privileges, licences and permits and to promote any legislation as may be considered expedient;

q) to pay out of the funds of the Centres the cost any premium of any insurance or indemnity to cover the liability of the Members of the Board of Governors (or any or them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default or wrongful omission, breach of duty or breach of trust of which they may be guilty in relation to the Centres provided that any such insurance or indemnity shall not extend to any claim arising from wilful fraud or wrongdoing or default on the part of the Board of Governors (or any of its members);

r) to apply monies in insuring any buildings to their full value; and

s) to insure and arrange insurance cover for, and to indemnify its officers, servants and voluntary workers and Members from and against, all such risks incurred in the course of the performance of their duties as may be thought fit.

Provided that :

a) in case the Centres shall take or hold any property which may be subject to any trusts, the Centres shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;

b) the Centres shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Centres would make it a Trade Union;

c) in case the Centres shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Centres shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of Governors of the Centres shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as it would as such Board of Governors have been if no incorporation had been effected, and the incorporation of the Centres shall not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commissioners over such Board of Governors but it shall as regards any such property be subject jointly and separately to such control or authority as if the Centres were not incorporated.

6. The income and property of the Centres, whencesoever derived, shall be applied solely towards the promotion of the objects of the Centres as set forth in Clause 4 hereof; and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise however by way of profit, to the members of the Centres.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Centres or to any member of the Centres in return for any services actually rendered to the Centres, nor prevent the payment of interest at a rate not exceeding five per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Centres; but so that no member of the Board of Governors of the Centres shall be appointed to any salaried office of the Centres or any office of the Centres paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Centres to any member of the Board of Governors except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Centres; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Board of Governors may be a member and in which such member shall hold not more than one-hundredth part of the capital and such member shall not be bound to account for any share of profits he may receive in respect of such payment.

7. No addition, alteration or amendment shall be made to or in the Memorandum or Articles of Association of Centres for the time being in force, unless the same shall have been previously submitted to and approved by Companies House.

8. The sixth and seventh paragraph of this Memorandum contain conditions required to be fulfilled by the Company in order to be entitled to the exemption contained in Section 30 of the Companies Act 1985.

9. The liability of the members is limited.

10. Every member of the Centres undertakes to contribute to the assets of the Centres in the event of it being wound up while the member is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Centres contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £1 in the case of full or associate members as defined in the Articles of Association of the Centres registered herewith and £6 in the case of corporate members as therein defined.

11. If upon the winding up or dissolution of the Centres there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the Centres, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Centres and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Centres under or by virtue of Clause 6 hereof, such institution or institutions to be determined by the members of the Centres at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.