

**MEMORANDUM OF ASSOCIATION
FOR A COMPANY LIMITED BY GUARANTEE**

**COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**MEMORANDUM OF ASSOCIATION
OF UNITED NATIONS ASSOCIATION OF GREAT BRITAIN AND NORTHERN IRELAND**

Including changes passed at the Annual General Meetings on 8 April 2000, 20 April 2001, 5 April 2002, 25 April 2003, 2 April 2004 (change in 26 (g) effective 1 July 2004) and 4 June 2005.

1. The name of the Association (hereinafter called 'The Company') is United Nations Association of Great Britain and Northern Ireland.
2. The registered office of the Company will be situated in England.
3. The Company is established:-
 - (a) To promote greater understanding of the role, functions and potential of the United Nations and its agencies in securing peace and freedom from poverty and oppression among all peoples.
 - (b) To encourage and generate governmental and public support for UN initiatives
 - (i) in conflict avoidance and resolution, peacekeeping and disarmament;
 - (ii) for sustainable economic and social development, environmental protection and human rights.
 - (c) To promote and lead discussion of new structures, new roles and all measures which could strengthen the United Nations.
 - (d) To work to ensure that the United Nations has the resources it requires effectively to fulfil the many responsibilities placed upon it.
 - (e) In pursuance of the principles of the Preamble to the United Nations Charter, to:
 - (i) work for friendship and understanding between the peoples of different countries and their co-operation in the tasks of peace; and
 - (ii) to foster among the people of this country a sense of responsibility as world citizens.

In furtherance of the said objects, but not further or otherwise, the company shall have power:

- (i) to cause to be written and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes; and to form and maintain a library of literature and other material in connection with the Company's objects;
- (ii) to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;
- (iii) to foster and undertake research into any aspect of the objects of the Company and its work;
- (iv) to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- (v) to accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate maintain and alter any of the same as are necessary for any of the objects of the Company and sell, lease or otherwise dispose of or mortgage any such fed or personal estate;
- (vi) to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise;
- (vii) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (viii) to borrow or raise money for the objects of the Company on such terms and on such security as may be thought fit;
- (ix) to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Company;
- (x) to invest the moneys of the Company not immediately required for its objects in or upon such investments, securities or property as may be thought fit;
- (xi) to make any charitable donation either in cash or assets for the furtherance of the objects of the Company;

- (xii) to establish, become a member of or support any association, corporation or body whether English or otherwise, having objects of a similar nature to those of the Company and to affiliate, or otherwise associate with the Company any such association, corporation or body and to subscribe or guarantee money for charitable or public purposes calculated to further the objects of the Company;
- (xiii) to lend money and give credit to, take security for such loans or credit and to guarantee and become or put security for the performance of contracts by any person or company as may be necessary for the work of the company;
- (xiv) to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Company;
- (xv) to insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit;
- (xvi) to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Company and their dependants;
- (xvii) to apply monies in insuring any buildings or other property to their full value;
- (xviii) to amalgamate with any companies, institutions, societies or associations and have objects altogether or mainly similar to those of the company and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Company by this Memorandum of Association;
- (xix) to establish where necessary local Branches, Regions, District and National Councils (whether autonomous or not);
- (xx) to do all such other lawful things as shall further the above objects or any of them.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Company

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company for any services rendered to the company;
- (b) of interest on money lent by any member of the Company or of its Board of Directors at a rate per annum not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by a clearing bank selected by that Board of Directors or 3 per cent whichever is the greater;
- (c) of reasonable and proper rent for premises demised or let by any member of the Company or of its Board of Directors;
- (d) to any member of its Board of Directors or any other committee or individual of out-of-pocket expenses.

5. The liability of the members is limited.
6. Every member of the Company undertakes to contribute to the assets of the Company, in the event of the same being wound up while he/she is a member, or within one year after he/she ceases to be a member, for payment of the debts and liabilities of the company 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 among themselves, such amount as may be required not exceeding one pound.
7. If upon the winding-up or dissolution of the Company 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 Company, but shall be given or transferred to some other voluntary organisation having objects similar to the objects of the company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the company under or by virtue of Clause 4 hereof, such voluntary organisation to be determined by the members of the Company at or before the time of dissolution.