

**The Companies Acts**

**Russo-British Chamber of Commerce  
("the Chamber")**

**Private Company Limited by Guarantee**

The following resolution was passed as a Special Resolution of the Chamber at the Annual General Meeting of Shareholders of the Chamber held on 22<sup>nd</sup> June 2001:

**Special Resolution**

"The Memorandum of Association of the Chamber be and it is hereby amended by:

1. inserting the following new sub-clause as a new sub-clause 3(h):

"to organise, establish, incorporate, re-organise, companies, corporations, partnerships, associations, branches, representative offices, associations and firms of all kinds and to subscribe for shares or other securities therein for the purpose of carrying on any business which the Chamber is authorised to carry on or in the furtherance of any of the objects of the Chamber or for any other purpose which may seem directly or indirectly to benefit the Chamber.

2. to renumber sub-clauses 3(h) to 3(j) as 3(i) to 3(k) accordingly".

*Norman Wooding*

**Sir Norman Wooding  
Chairman of the Meeting**

## MEMORANDUM OF ASSOCIATION

of

### THE RUSSO-BRITISH CHAMBER OF COMMERCE<sup>1</sup>

1. The name of the Association is "**THE RUSSO-BRITISH CHAMBER OF COMMERCE**".<sup>2</sup>
2. The Registered Offices of the Chamber will be situated in London.
3. The objects for which the Association is established are:
  - (a) To promote, study, extend and develop economic relations, investment and trade, between the United Kingdom and the Russian Federation, and to represent and express the views of the mercantile and commercial communities of both countries thereon; to promote or oppose legislative or other measures connected with economic relations, investment and trade, and to study and intervene in questions relating to international enactments affecting the same; and to represent the majority opinions of the members of the Chamber on commercial matters of all kinds.
  - (b) To collect, publish and disseminate information and statistics relating to economic relations, investment and trade, between the United Kingdom and the Russian Federation; and to publish any Journal or Bulletin containing reports of the proceedings of the Chamber, reports or statistics or information of any description of interest to persons carrying on trade between the two countries.
  - (c) To promote, study, extend and advance the interests of Russian subjects undertaking or carrying on investment or trade in or with United Kingdom; and also the interests of British subjects undertaking or carrying on investment or trade in or with the Russian Federation.
  - (d) To act as commercial, business and administrative consultants or advisers on matters related to business in the United Kingdom or the Russian Federation and to provide or procure commercial, business, administrative, secretarial and office services and any other services ancillary to the business or commercial needs of any individual or undertaking engaged in business or commercial
  - (e)

<sup>1</sup> Adopted by Special Resolution passed on 22 August 1996

<sup>2</sup> The name of the Association was changed from the British Soviet Chamber of Commerce to the Russo-British Chamber of Commerce by Special Resolution passed on 18 September 1995

activity in the United Kingdom or the Russian Federation, and to charge for the provision or procurement of such advice or services.

- (f) To organise, promote, sponsor or subsidise any commercial, cultural or educational event, performance, exhibition, trade or business fair appropriate to the attainment of the objects of the Chamber.
- (g) To undertake and arrange for settlement by arbitration of disputes arising out of commercial transactions between British and Russian subjects.
- (h) To pay all expenses consequent upon the formation of the Chamber and carrying out of its objects.
- (i) To organise, establish, incorporate, re-organise, companies, corporations, partnerships, associations, branches, representative offices, associations and firms of all kinds and to subscribe for shares or other securities therein for the purpose of carrying on any business which the Chamber is authorised to carry on or in the furtherance of any of the objects of the Chamber or for any other purpose which may seem directly or indirectly to benefit the Chamber.<sup>3</sup>
- (j) To do all such other lawful things as are incidental to the attainment of the above objects including paying, and creating trusts to secure or provide for the payment of, premiums in respect of a superannuation scheme policy securing a pension or other monetary relief for the benefit of any officer or employee of the Chamber, who is not a Member of the Chamber, and either with or without any death benefit.
- (k) To borrow and raise money for the attainment of the objects of the Chamber and to secure its repayment in any manner.
- (l) To do all such other lawful things as are ancillary to the attainment of the objects of the Chamber.

Provided that the Chamber shall not support with its funds any object, or endeavor to impose on, or procure the observance by its Members or others, of any regulation or restriction which, if an object of the Chamber, would make it a trade union.

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<sup>3</sup> Inserted by Special Resolution passed on 22 June 2001

Provided also that in case the Chamber shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Chamber shall not sell, lease, mortgage or otherwise dispose of the same without such consent as may be required by law, and as regards any such property the Managers or Trustees of the Chamber shall be chargeable for such property as may come into their hands, and shall be answerable and accountable for their own acts, receipts, neglects, defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Chamber were not incorporated. In case the Chamber shall take or hold any property which may be subject to any trusts, the Chamber shall only deal with the same in such manner as allowed by law having regard to such trusts.

4. The income and property of the Chamber shall be applied solely towards the promotion of the objects of the Chamber as set forth in this Memorandum of Association, and no portion of it shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise, by way of profit to the Members of the Chamber. Nothing in this Paragraph shall prevent the payment in good faith of reasonable and proper remuneration to any officers or servants of the Chamber, or to any Member of the Chamber, in return for any services specifically commissioned by the Chamber and actually rendered to the Chamber. No Member of the Council or governing body of the Chamber shall be appointed to any salaried office of the Chamber, or any office of the Chamber paid by fees. No remuneration shall be given by the Chamber to any Member of such Council or governing body except reasonable and proper remuneration in return for any additional services specifically commissioned by the Chamber and actually rendered to the Chamber, repayment of out-of-pocket expenses and interest at a rate not exceeding 5 per cent per annum on money lent or reasonable and proper rent for premises occupied by the Chamber. This provision shall not apply to any payment to any railway, gas, electricity, water, cable or telecommunications company of which a Member of the Council or governing body may be a member, or any other company in which such Member shall not hold more than one-hundredth part of the capital, and such Member shall not be bound to account for any share or profit he may have received in respect of such payment.
5. The liability of the Members is limited.
6. Every Member of the Chamber undertakes to contribute to the assets of the Chamber, in the event of the same being wound up during the time that he is Member or within one year afterwards for payment of the debts or liabilities of the Chamber contracted before the time at which he ceases to be a Member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of contributories amongst themselves, such amount as may be required not exceeding Three Pounds.
7. If upon the winding up or dissolution of the Chamber there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or

distributed among the Members of Chamber, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Chamber, 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 Chamber under or by virtue of Paragraph 4. Such institution or institutions are to be determined by the Members of the Chamber at or before the time of dissolution, and in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the foregoing provision, then to some charitable object.

8. True accounts shall be kept of the sums of money received and expended by the Chamber, and the matter in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Chamber, and, subject to any reasonable restrictions upon the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Chamber shall be open for inspection by the Members. Once at least in every year the accounts of the Chamber shall be examined and the correctness of the balance sheet ascertained by one or more properly qualified auditor or Auditors.