

The Companies Acts 1985 and 1989

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of

BRITISH-KAZAKH SOCIETY

1. The Company's name is the British-Kazakh Society (and in this document is called "the Society").
2. The Society's registered office is to be situated in England and Wales.
3. The Society's objects ("the Objects") are promotion, study, advancement, extension and development of cultural, social, educational, business, trade, commercial and investment relationships between the Republic of Kazakhstan, the United Kingdom and the European Union and their representative communities.
4. In furtherance of the Objects but not otherwise the Society may exercise the following powers:
 - (1) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts in the name of the Society;
 - (2) to raise funds and to invite and receive contributions: provided that in raising funds the Society shall not undertake any substantial permanent trading activities and shall confirm to any relevant statutory regulations;
 - (3) to acquire, alter, improve and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - (4) subject to clause 5 below to employ such staff, who shall not be directors of the Society (hereinafter referred to as "the Council Members"), as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation to staff and their dependants;
 - (5) to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - (6) to co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - (7) to pay out of the funds of the Society the costs, charges and expenses of and incidental to the formation and registration of the Society;
 - (8) to do all such other lawful things as are necessary for the achievement of the Objects;

5. The income and property of the Society shall be applied solely towards the promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Society, and no Council Member appointed to any office of the Society shall be paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Society: Provided that nothing in this document shall prevent any payment in good faith by the Society:
 - (1) of the usual professional charges for business done by any Council Member who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or hers, when instructed by the Society to act in a professional capacity on its behalf: Provided that at no time shall a majority of the Council Members benefit under this provision and that a Council Member shall withdraw from any meeting at which his or her appointment or remuneration, or that of his or her partner, is under discussion;
 - (2) of reasonable and proper remuneration for any services rendered to the Society by any member, officer or servant of the Society who is not a Council Member;
 - (3) of interest on money lent by any member of the Society or Council Member at a reasonable and proper rate per annum not exceeding 2 per cent less than the published base lending rate of a clearing bank to be selected by the Council Members;
 - (4) of fees, remuneration or other benefit in money or money's worth to any company of which a Council Member may also be a member holding not more than 1/100th part of the issued capital of that company;
 - (5) of reasonable and proper rent for premises demised or let by any member of the Company or a Council Member;
 - (6) to any Council Member of reasonable out-of-pocket expenses.
6. The liability of the members is limited.
7. Every member of the Society undertakes to contribute such amount as may be required (not exceeding £1) to the Society's assets if it should be wound up while he or she is a member or within one year after he or she ceases to be a member, for payment of the Society's debts and liabilities contracted before he or she 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.
8. If the Society is wound up or dissolved and after all its debts and liabilities have been satisfied there remains any property it shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other charity or charities having objects similar to the Objects which prohibits the distribution of its or their income and property to an extent at least as great as is imposed on the Society by Clause 5 above, chosen by the members of the Society at or before the time of dissolution and if that cannot be done then to some other charitable object.

9. True accounts shall be kept of the sums of money received and expended by the Society, and the matter in respect of which such receipts and expenditure take place, and of the property, credits and liabilities of the Society, 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 Society shall be open for inspection by the members. Statutory Accounts shall be prepared in accordance with the provisions of the Companies Act 1985.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

Lord Peter Lovat Fraser: **Slade House
Carmyllie
Arbroath
Angus
DD11 2RE**

Douglas Townsend: **Crugawelon
Silian
Lampeter
Ceredigion
SA48 8AB**

John Langler: **2 Nigg Way
Aberdeen
AB12 5RE**

Fergus Robertson: **108 Queens Road
Aberdeen
AB15 4YH**

Rupert Goodman: **56 Haymarket
London
SW1Y 4RN**

Dated: **16th December 2008**

Witness to the above signature:

Name:

Address:

Occupation: