

COMPANY NUMBER 2153193

THE COMPANIES ACTS 1985
COMPANY LIMITED BY GUARANTEE
CERTIFICATE OF PASSING

A

SPECIAL RESOLUTION

Sub STANDING INTERNATIONAL FORUM OF
ON ETHNIC CONFLICT GENOCIDE
AND HUMAN RIGHTS - INTERNATIONAL ALERT

I certify that the following resolution was duly passed as a special resolution
on *10 May 2002*

"That the regulations set forth in the printed document placed before the
members, and for the purpose of identification signed by the Chairman, are
hereby approved and adopted as the ~~Memorandum and~~ Articles of Association
of the Company, in substitution for, and to the exclusion of the existing
Articles of Association."

Signed.....
Secretary

Dated.....*10 / May / 2002*



THE COMPANIES ACT 1985

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

STANDING INTERNATIONAL FORUM ON ETHNIC CONFLICT GENOCIDE & HUMAN RIGHTS-INTERNATIONAL ALERT

(as amended by special resolutions dated 8th November 1996
and 1st October 1999 pursuant to consent of the Charity Commissioners
under section 64 of the Charities Act 1993)

1. The name of the Company (hereinafter called "the Association") is "STANDING INTERNATIONAL FORUM ON ETHNIC CONFLICT GENOCIDE & HUMAN RIGHTS - INTERNATIONAL ALERT".
2. The registered office of the Association will be situate in England.
3. The objects of the Association are firstly to relieve poverty suffering and distress; secondly to advance the education of the public by the promotion of research into the causes and effects of conflict (whether within or between ethnic or other groups or public entities of any kind) and research into the maintenance of human rights and development of economic well being in the context of such conflict and to disseminate the useful results of such research and thirdly to promote all means of conciliation and resolution of such conflict and reparation in relation to the same so as to assist the resolution of such conflict such charitable objects to be carried on anywhere in the world. And the Association shall have the following powers exercisable in furtherance of its said object but not otherwise, namely:
 - (a) to establish and maintain a research centre or centres in the United Kingdom and elsewhere
 - (b) to promote research of any and every kind and to collaborate with others to that end such basis and terms as may be appropriate

- (c) to organise talks meetings lectures conferences and film presentations and other expositions of audio-visual material in the United Kingdom and elsewhere
- (d) to publish or sponsor or assist in the publication of books pamphlets leaflets newsletters and other printed materials
- (e) to disseminate relevant information and advice among the public generally
- (f) to maintain a library accessible to members of the public
- (g) to offer mediation services to those concerned in situations of ethnic and group conflict
- (h) to send out students to research a local situation involving ethnic or group conflict in any part of the world where in the opinion of the Association there is concern about the maintenance of human rights or economic wellbeing and to disseminate the useful results of such research
- (i) to purchase take on lease or in exchange hire or otherwise acquire real or personal property and rights or privileges and to construct maintain and alter buildings or erections
- (j) to sell let mortgage dispose of or turn to account all or any of the property or assets of the Association
- (k) to undertake and execute any charitable trusts which may lawfully be undertaken by the Association
- (l) to take any gift of property whether subject to special trusts or not for the object or purposes of the Association
- (m) to take such steps by personal or written appeals public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association in the shape of donations annual subscriptions or otherwise
- (n) to print and publish and distribute any newspapers periodicals books leaflets cinematograph or phonographic recordings or other audio-visual materials that the Association may think desirable for the promotion of its object
- (o) to borrow or raise money on such terms and on such security as may be thought fit
- (p) to invest the moneys of the Association 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

- (q) to amalgamate affiliate or co-operate with and subscribe to any association society or corporation whose objects shall be charitable and similar to the object to the Association and to purchase or otherwise acquire and undertake all or any part of the property assets liabilities and engagements of any such association society or corporation provided that the Association shall not prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on the Association under or by virtue of clause 4 hereof
- (r) to employ and engage such persons on such terms and to provide such retirement arrangements for them and their dependants as shall be deemed expedient
- (s) to carry on trade insofar as either the trade is exercised in the course of the actual carrying out of the objects or the trade is temporary and ancillary to the objects
- (t) to provide indemnity insurance to cover the liability of the directors:
 - (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company; or
 - (ii) to make contributions to the assets of the company in accordance with the provisions of section 214 of the Insolvency Act 1986;

provided that any such insurance in the case of (i) shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company; and in the case of (ii) shall not extend to any liability to make such a contribution where the basis of the director's liability to make such a contribution where the basis of the director's liability is his knowledge prior to the insolvent liquidation of the company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the company would avoid going into insolvent liquidation.

- (u) to do all such other things as are incidental to the attainment or furtherance of the object of the Association

PROVIDED that:

- (i) in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with or invest the same in such manner as allowed by law having regard to such trusts
 - (ii) the Association's object shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
 - (iii) in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Association 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 Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such Council of Management or Governing Body but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated
4. The income and property of the Association shall be applied solely towards the promotion of its object or within the powers as set forth in this 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 Association and no member of its Council of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or benefit in money or moneys worth from the Association provided that nothing herein shall prevent any payment in good faith by the Association:
- (i) of reasonable and proper remuneration to any member, officer, or servant of the Association (not being a member of its Council of

Management or Governing Body) for any services rendered to the Association;

- (ii) of interest on money lent by any member of the Association or of its Council of Management or Governing Body at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Council of Management or Governing Body or 3% whichever is the greater;
- (iii) of reasonable and proper rent for premises demised or let by any member of the Association;
- (iv) to any member of its Council of Management or Governing Body of any reasonable out of pocket expenses;
- (v) of any premium in respect of any indemnity insurance to cover the liability of the directors:-
 - (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the company; or
 - (ii) to make contributions to the assets of the company in accordance with the provisions of S214 of the Insolvency Act 1986

Provided any such insurance in the case of (i) shall not extend to any claim arising from any act or omission which the directors knew to be a breach of trust or breach of duty or which was committed in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the directors in their capacity as directors of the company: and in the case of (ii) shall not extend to any liability to make such a contribution where the basis of the director's liability is his knowledge prior to the insolvent liquidation of the company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the company would avoid going into insolvent liquidation.

- 5. The liability of the members is limited.
- 6. No such addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force as shall make the Association a company to which Section 30 of the Act does not apply.

7. Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while he is a member or within one year after he ceases to be a member for payment of the debts and liabilities of the Association 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 sum as may be required not exceeding £5.
8. If upon the winding up or dissolution of the Association 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 Association but shall be given or transferred to some other charitable institution or institutions having objects similar to the object of the Association 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 Association under or by virtue of Clause 4 hereof such institution or institutions to be determined by the members of the association at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some charitable object.

THE COMPANIES ACT 1985

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

STANDING INTERNATIONAL FORUM ON ETHNIC CONFLICT GENOCIDE & HUMAN RIGHTS-INTERNATIONAL ALERT

(as amended by special resolutions dated 30th June 1994,
8th November 1996, 12th May 2000 and 10th May 2002)

GENERAL

1. In these presents the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

WORDS	MEANING
"The Act"	The Companies Act 1985
"These presents"	These Articles of Association and the regulations of the Association from time to time in force
"The Association"	The above-named company
"The Board"	The board of directors for the time being of the Association
"The Office"	The registered office of the Association
"The United Kingdom"	Great Britain and Northern Ireland
"Month"	Calendar month
"in writing"	Written, printed or transmitted using electronic communication

“electronic communication” as defined in the Electronic Communication Act 2000

And words importing the singular number only shall include the plural number, and vice versa. Words importing the masculine gender only should include the feminine gender. Words importing persons shall include corporations.

Subject as aforesaid, any words expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

2. The Association is established for the purposes expressed in the Memorandum of Association.
3. The subscribers to the Memorandum of Association and such other individuals as are appointed members of the Board in accordance with the Articles shall be members of the Association.
4. Any member of the Association may resign his membership by notice in writing to the Association and upon receipt of such notice he shall cease to be a member and his name shall be removed from the Register of Members. Membership shall not be transferable and shall cease upon the death of a member. A member shall cease to be a member if he ceases to be a member of the Board.
5. The Board may admit any association or body of persons which supports the object and purpose of the Association as an affiliate of the Association but such affiliate shall neither be a member of the Association nor entitled to vote at General Meetings. The Board may make rules from time to time in relation to the admission to the Association and the rights of affiliates and such rules for the time being in force shall be binding on the Association and shall have full effect accordingly. The Board may vary or annul any such release.

GENERAL MEETINGS

6. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen

- months after its corporation it need not hold it in the year of its incorporation or in the following year.
7. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
 8. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by the Act.
 9. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notice as those members may think fit.
 10. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

11. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, the election of members of the Board in the place of those retiring, and the appointment of and the fixing of the remuneration of the Auditors.
12. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business, provided however that three members personally present shall be a quorum.
13. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman may determine, and if at such adjourned meeting a quorum is not present within half an hour

- from the time appointed for holding the meeting the members present shall be a quorum.
14. The Chairman (if any) of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some other member of the Board who shall be present to preside.
 15. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.
 16. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands and a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
 17. Every member present in person shall have one vote. In the case of an equality of votes the Chairman of the meeting shall be entitled to a second or casting vote.
 18. A resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings shall be as valid and effective as if the same had been passed at a General Meeting of the Association duly convened and held.
 19. A General Meeting may be held either in person or by suitable alternative means agreed between the members in which all participants may communicate simultaneously with all other participants.
 20. Any affiliates of the Association may in accordance with any rules made by the Board under the provisions of Article 5 nominate such person or persons as it thinks fit to act as its representative or representatives at any meeting of the Association.

BOARD OF MANAGEMENT

21. Until otherwise determined by a General Meeting, the number of the members of the Board shall not be less than three nor more than fifteen provided however that the minimum number of members of the Board shall in no case be less than three.
22. Members of the Board shall be appointed by resolution of the Board. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Board.
23. At the Annual General Meeting to be held in 2002 those members of the Board who have been in office for six years or more shall retire. At each subsequent Annual General Meeting those members of the Board who have been in office for a period of at least three years retire. Any member of the Board so retiring shall be entitled to stand for re-election and if re-elected shall retire at the third Annual General Meeting following such re-election but may not stand again for election without a break of at least 11 months.

POWERS OF THE BOARD

24. The business of the Association shall be managed by the Board who may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised or done by the Association and as are not by these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless, to the provisions of the Act for the time being in force and affecting the Association.
25. The members for the time being of the Board may act notwithstanding any vacancy in their body; provided always that in case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Association filling up vacancies in their body, or summoning a General Meeting, but not for any other purpose.
26. The Board may from time to time and at any time by power of attorney appoint any association, firm or person or body of persons, whether nominated directly or indirectly by the Board to be the attorney or attorneys of the Association for such purpose outside the United Kingdom and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit.

PROCEEDINGS OF THE BOARD

27. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined three members of the Board shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes provided that not less than three shall be required for any decision to be valid. Decisions may be taken by telephone conference at such times as meeting in person is not convenient. In case of an equality of votes the Chairman shall have a second or casting vote.
28. Not less than three members of the Board may, and on their request the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board.
29. The Board shall from time to time elect a Chairman who shall be entitled to determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.
30. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Association for the time being vested in the Board generally.
- 31(i) The Board may delegate any of its powers or the implementation of any of its resolutions to any committee.
- (ii) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number).
- (iii) The composition of any such committee shall be entirely in the discretion of the Board and may comprise such of their number (and never less than one) as the resolution may specify.
- (iv) The decisions of any such committee shall be reported forthwith to the Board and for that purpose every committee shall appoint a secretary.
- (v) All delegations under this Article shall be revocable at any time.

- (vi) The Board may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit.
 - (vii) For the avoidance of doubt the Board may delegate financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any member of the Board provided always that no committee shall incur expenditure on behalf of the Association except in accordance with a budget which has been approved by the Board.
- 32. The Board may on such terms as it thinks fit appoint as its chief executive a Secretary-General of the Association who shall be responsible to the Board for the efficient development, management and administration of the Association and who shall perform such functions as are entrusted to him by the Board.
 - 33. All acts bona fide by any meeting of the Board or of any committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person action as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Board.
 - 34. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
 - 35. A resolution in writing signed by all the members for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

SECRETARY

- 36. Subject to section 283 of the Act the Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as they think fit and any secretary so appointed may be removed by them. The provisions of the Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy secretary

- and a person so appointed may act in place of the Secretary if there be
• no Secretary or no Secretary capable of acting.

ADVISORY COUNCIL

37. The Board may appoint an Advisory Council whose function shall be to advise and assist the Board in conduct of the affairs of the Association and such other functions as may be assigned to them by the Board from time to time. The Board shall appoint a Chair and Vice-Chair of the Advisory Council. Members of the Advisory Council shall serve for a three year term and shall be eligible for re-appointment. The Advisory Council shall meet from time to time.

PATRONS

38. The Board may appoint as Patrons of the Association such persons of high moral standing who will exercise such functions as shall be entrusted to them by the Board from time to time.

ACCOUNTS AND REPORTS

39. The Board shall comply with the requirements of the Act and of the Charities Act 1993 (or any statutory re-enactment or modification of those Acts) as to keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Charity Commission of annual reports, annual returns and annual statements of account.

NOTICES

40. Any notice to be given to or by any person pursuant to the Articles shall be given in writing to an address for the time being notified for the purpose to the person giving the notice except that a notice calling a meeting of the members of the Board need not be given in writing.
41. The Association may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his or her registered address or by leaving it at that address, or by electronic communication to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him or her.
42. A member present at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

43. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute for Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted, or in the case of a notice contained in an electronic communication at the expiration of 48 hours after the time it was transmitted.

DISSOLUTION

44. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

NAMES AND ADDRESSES OF SUBSCRIBERS

BENJAMIN CHARLES GEORGE WHITAKER
13 Elsworthy Road,
London, NW3

MICHAEL DUNLOP, LORD YOUNG OF DARTINGTON
18 Victoria Park Square,
Bethnal Green,
London, E2 9PF

Dated the 16th day of March, 1987.

Witness to the above Signatures:

VERONICA HYNES
29 Craven Street,
London, WC2