

No. 23092

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**MULTILATERAL**

**Memorandum of Understanding on the Commonwealth  
Foundation. Adopted at London on 15 July 1982**

*Authentic text: English.*

*Registered by the Director of the Commonwealth Foundation, acting on  
behalf of the Parties, on 21 September 1984.*

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**MULTILATÉRAL**

**Mémorandum d'accord relatif à la Fondation du Common-  
wealth. Adopté à Londres le 15 juillet 1982**

*Texte authentique : anglais.*

*Enregistré par le Directeur de la Fondation du Commonwealth, agissant  
au nom des Parties, le 21 septembre 1984.*

## MEMORANDUM OF UNDERSTANDING ON THE COMMONWEALTH FOUNDATION

### PREAMBLE

1. The Commonwealth Foundation was established by Agreed Memorandum approved by Heads of Government in London in 1965 and has hitherto been registered as a charitable Trust under the laws of England to administer a fund for the purpose of promoting professional co-operation among Commonwealth countries.

2. In view of the difficulties which have been encountered in the Foundation discharging its mandate as enlarged by Heads of Government at Lusaka in 1979 while still remaining within the definition of a charity in English law, Heads of Government in Melbourne in 1981 decided that the Foundation, together with its funds and assets, will be reconstituted as an international organisation and the Trust Deed of 1966, under which the Foundation has functioned, will cease to operate.

3. This decision is incorporated in this Memorandum of Understanding which restates the objects, autonomous character and organisational arrangements of the Commonwealth Foundation, as an international organisation with international legal personality, in broadly the same terms approved in the Agreed Memorandum of 1965 with the additional functions approved by Heads of Government at Lusaka in 1979.

### PURPOSE, AREAS OF INTEREST AND FUNCTIONS

4. The purposes and areas of interest of the Foundation will be the administration of funds for increasing interchanges between Commonwealth organisations of the skilled or learned professions or skilled auxiliary occupations in order

<sup>1</sup> Came into force in respect of the following States on 14 February 1983, the date when it was adopted by their respective Governments, and immediately before the day on which the Headquarters Agreement\* entered into force, in accordance with paragraph 21:

Antigua and Barbuda  
Australia  
Bahamas  
Bangladesh  
Barbados  
Botswana  
Canada  
Cyprus  
Dominica  
Fiji  
Gambia  
Ghana  
Grenada  
Guyana  
India  
Jamaica  
Kenya  
Kiribati  
Lesotho  
Malawi  
Malaysia  
Malta

Mauritius  
New Zealand  
Nigeria  
Papua New Guinea  
Saint Lucia  
Saint Vincent and the Grenadines  
Samoa  
Seychelles  
Sierra Leone  
Singapore  
Solomon Islands  
Sri Lanka  
Swaziland  
United Republic of Tanzania  
Tonga  
Trinidad and Tobago  
Uganda  
United Kingdom of Great Britain and Northern Ireland  
Zambia  
Zimbabwe

\* See footnote on p. 73 of this volume.

to maintain and improve standards of knowledge, attainment and conduct; and between non-governmental organisations of a voluntary rather than a strictly professional character throughout the Commonwealth. The Foundation's areas of interest will also extend to include culture, information and the media, rural development, social welfare and the handicapped, and the role of women.

5. Within this broad framework, the functions of the Foundation will include:
  - 5.1. To support attendance at conferences, seminars, symposia, workshops, short courses and other such activities;
  - 5.2. To assist professional and other non-governmental bodies at the national, regional and Commonwealth level;
  - 5.3. To facilitate advisory, exchange and study visits and training attachments;
  - 5.4. To stimulate the flow of information between professional and other non-governmental bodies;
  - 5.5. To stimulate and support any other activities which fall within the Foundation's areas of interest by any other means that may be thought fit by the Board.

#### MEMBERSHIP, PARTICIPATION AND CONTRIBUTIONS

6. Membership of the Foundation is open to all members of the Commonwealth. The present member governments of the Foundation which have adopted this Memorandum of Understanding are those listed in the Annex. The government of any other member of the Commonwealth may become a member of the Foundation by notifying in writing to the Director its willingness to accept the terms of this Memorandum. Hereinafter, members of the Foundation are referred to as "Member Governments".

7. Professionals, skilled auxiliaries, professional bodies and other non-governmental organisations of a voluntary rather than a strictly professional character in any member of the Commonwealth, any State associated with a member of the Commonwealth and any dependent territory of any member of the Commonwealth will be eligible for assistance from the Foundation.

8. The Foundation will receive contributions made annually by its Member Governments on a basis to be agreed from time to time; in addition, it may seek and receive voluntary contributions from States associated with members of the Commonwealth, from dependent territories of members of the Commonwealth and from private sources; and may receive interest earned on all such funds.

#### LEGAL CAPACITY, PRIVILEGES AND IMMUNITIES

9. In the territory of the host country the Foundation will have the legal capacity of a body corporate, that is, the capacity to contract, to acquire and dispose of movable and immovable property and to be party to legal proceedings. Such capacity and the privileges and immunities of the Foundation, which are required for the performance of its functions and the fulfilment of its purposes, will be governed by a Headquarters Agreement between the host government and the Foundation.<sup>1</sup>

<sup>1</sup> United Nations, *Treaty Series*, vol. 1335, p. 313.

### GOVERNANCE

10. The Foundation will be governed by a Chairman and a Board of Governors. Each Member Government will be represented on the Board by a Governor. The Board will meet twice a year and more often if necessary; it will draw up its own rules of procedure and will appoint such committees as may in its view be necessary for the performance of the Foundation's functions.

11. The Board of Governors will be entrusted by Member Governments with responsibility for the Foundation's policies, programmes, priorities and approval of the annual budget in accordance with the purposes of the Foundation. In the exercise of this responsibility Governors will have regard to the interests of the Commonwealth as a whole. The Board will report to Member Governments at the Commonwealth Heads of Government Meeting.

12. The Chairman of the Foundation will be a distinguished private citizen of a Commonwealth country appointed by Heads of Government for a term of up to two years, subject to reappointment for a further term of two years. The Chairman will preside over meetings of the Board. In the Chairman's absence the Board may appoint a Vice-Chairman for the time being.

### LIAISON WITH THE COMMONWEALTH SECRETARIAT

13. The Commonwealth Secretariat will be represented on the Board by the Secretary-General or an officer appointed by him.

14. The Foundation will maintain close liaison with the Secretariat.

### ADMINISTRATION

15. The Director will be a citizen of a Commonwealth country appointed by Member Governments on the recommendation of the Board for a term of not less than two years nor more than three years. The initial term may, however, be subsequently extended so that the total aggregate term may be up to five years, or such longer term as the Board, taking into consideration the interests of the Foundation, may decide. The Director will be responsible to the Board for the administration of the Foundation and the implementation of its policies and programmes. The Foundation will be represented by the Director.

16. The Director will be assisted by a Deputy who will be a citizen of a Commonwealth country appointed by the Board for a term of not less than two years nor more than three years. The initial term may, however, be subsequently extended so that the total aggregate term may be up to five years, or such longer term as the Board, taking into consideration the interests of the Foundation, may decide. The Director will recruit such professional, secretarial and other staff as are from time to time considered necessary by the Board.

### ACCOUNTS

17. The accounts of the Foundation will be audited annually by an external auditor appointed by the Board and his report will be submitted to the Board. The financial year of the Foundation will be from 1 July to 30 June.

### AMENDMENTS

18. The purpose and areas of interest of the Foundation as defined in paragraph 4 may be amended from time to time by Heads of Government. Other

provisions in this Memorandum may be amended from time to time by Member Governments acting through the Board in accordance with its rules of procedure.

#### DEFINITIONS

19. “Skilled or learned professions” will mean any vocation in which a professed knowledge of some department of learning is used in its application to the affairs of others or is imparted to others.

20. The expression “skilled auxiliary occupations” will mean any occupation in which a special skill is exercised for the purposes of furthering and assisting the professional work of a skilled or learned profession by persons trained for that purpose.

#### COMING INTO EFFECT

21. The provisions of this Memorandum will come into effect, after its adoption by the representatives of Member Governments, immediately before the day on which the Headquarters Agreement enters into force.

Adopted at Marlborough House  
London on 15 July 1982