Commonwealth Foundation

Memorandum of Understanding

Revised by Commonwealth governments 21 September 2012

Preamble

1. The Commonwealth Foundation was established by an Agreed Memorandum approved by Heads of Government in London in 1965 and was originally registered as a charitable trust under English laws to administer a fund for the purpose of promoting professional cooperation among Commonwealth countries.

2. At the 1979 Heads of Government Meeting in Lusaka the Foundation's mandate was enlarged and this proved difficult to reconcile with the original charitable objects. In 1981 at Melbourne, Heads of Government called for the Foundation, together with its funds and assets to be reconstituted as an international organisation and the Trust Deed of 1966, under which the Foundation functioned, ceased to operate.

3. In 1982 this decision was incorporated into a Memorandum of Understanding which restated 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.

4. This revised Memorandum of Understanding was developed following the Perth 2011 Heads of Government Meeting, which in Paragraph 9 (c) of its Communiqué called for a relaunch of the Foundation in 2012, while retaining its fundamental intergovernmental nature and maintaining its accountability to member states, with a revised mandate and Memorandum of Understanding.

Objective and outputs

5. The objective of the Foundation will be to strengthen and mobilise civil society in support of Commonwealth principles and priorities.

6. Within this broad framework, the Foundation will:

   (i) assist civil society organisations, including Commonwealth professional bodies and networks at the national, regional and Commonwealth level;

   (ii) support exchange between civil society including Commonwealth professional bodies and networks;

   (iii) stimulate the flow of information between civil society organisations including Commonwealth professional bodies and networks and governments through Commonwealth processes; and

   (iv) stimulate and support any other activities which fall within the Foundation's four year strategic plan as approved by the Board of Governors.

Membership, participation and contributions

7. Membership of the Foundation is open to all members of the Commonwealth; any Commonwealth member government 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." Non-members of the Commonwealth are not eligible to join the Foundation. The present Member Governments of the Foundation which have adopted this Memorandum of Understanding are those listed in the Annex.

8. Associate Membership of the Foundation is open to associated states or overseas territories of Member Governments. Such a territory may become an Associate Member by notifying in writing to the Director its willingness to accept the terms of this memorandum. Hereinafter such members of the Foundation are referred to as "Associate Members."

9. Civil society organisations in any member state of the Commonwealth will be eligible to participate in the work of the Foundation, including Commonwealth professional bodies and networks, which conform to the values and principles of the Commonwealth. In allocating resources in support of its mandate, the Foundation will note those Governments that are in membership.

10. The Foundation will receive annual contributions from its Member Governments and Associate Members according to a scale of contributions agreed by Commonwealth Heads of Government; in addition, it may seek and receive voluntary contributions from Member Governments and Associate Members, from States associated with members of the Commonwealth and from private sources as approved by the Board of Governors; and may receive interest earned on all such funds.

11. Member Governments or Associate Members may withdraw from membership of the Foundation. A formal letter to the Chair of the Board in the agreed notice period of 12 months will commence a process as set out in the Foundation's Governance Guide regulations governing membership.

Legal capacity, privileges and immunities

12. 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 fulfillment of its purposes, will be governed by a Headquarters Agreement between the host government and the Foundation.

Governance

13. The Foundation will be governed by a Chair and a Board of Governors. Each Member Government will be represented on the Board by a Governor. Each Associate Member may be represented on the Board by an observer. The Board will meet twice a year and more often if necessary; it will draw up rules of procedure and will appoint such committees as may in its view be necessary for the effective governance and stewardship of the Foundation.

14. The Board of Governors will be entrusted by Member Governments with responsibility for and oversight of the Foundation's policies, programmes, priorities and approval of the annual budget and for ensuring that these are in accordance with the strategic plan 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.

15. The Board of Governors will appoint an Executive Committee. The Executive Committee will: receive and review reports from the Director on the operation of the Foundation; oversee all matters related to finance personnel and administration; make policy recommendations to the Board; review and finalise plans and budgets for presentation to the Board; and make recommendations on any matter referred to it by the Board. Any Governor who is not currently a member of the Committee may attend meetings as an Observer. The Committee will meet at least four times per year.

16. The Foundation's Civil Society Advisory Committee provides the Foundation with advice, recommendations and guidance on its work with civil society. The Committee members are recruited and selected by the staff of the Foundation in consultation with the Board so as to ensure that it is broadly representative of the different regions of the Commonwealth as well as the different sectors and constituencies comprising civil society. The Committee will elect its Chair and appoint five of its members to serve on the Board of Governors and two of those will serve on the Executive Committee.

17. The Chair 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 up to two years. The Chair will preside over meetings of the Board. The Chair of the Executive Committee will act as Vice-Chair.

Cooperation with the Commonwealth Secretariat

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

19. The Foundation will maintain close cooperation with the Secretariat.

Administration

20. The Director will be a citizen of a Commonwealth country appointed by Member Governments on the recommendation of the Board for a three year term of office. The initial term may, however, be subsequently extended for a further three 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.

21. The Director will be assisted by a Deputy who will be a citizen of a Commonwealth country appointed by the Board for a three year term of office. The initial term may, however, be subsequently extended for a further three years, or such longer term as the Board, taking into consideration the interests of the Foundation, may decide. The Deputy will report to the Director. The Director will recruit such professional, secretarial and other staff as are from time to time considered necessary by the Board.

Accounts

22. The accounts of the Foundation will be maintained with reference to International Financial and Reporting Standards and audited annually by an external auditor appointed by the Board. The audit report will be submitted to the Board within a timeframe that Governors consider appropriate. The financial year of the Foundation will be from 1 July to 30 June.

Amendments

23. The Objective and Outputs of the Foundation as defined in paragraph 5 and 6 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.

Coming into effect

24. The provisions of this Memorandum first came into effect on 13 February 1983. They were amended on 23 July 2002, 10 March 2004 and on 26 May 2005. They were amended again on 21 September 2012 on the basis that the amended Memorandum will come into immediate effect on that date.

Adopted at Marlborough House, London, on 15 July 1982

Amended at Marlborough House, London by the Board of Governors (paragraphs 6, 8, 10, 21) in relation to Associate Membership, on 23 July 2002

Amended at Marlborough House, London by the Board of Governors (paragraphs 10, 21) in relation to meetings of Board of Governors, on 10 March 2004

Amended at Marlborough House, London by the Board of Governors (paragraphs 10, 15, 16) in relation to Governance and Administration, on 26 May 2005

Amended and Adopted at Marlborough House, London, on 21 September 2012