

The Companies Act 2006

**COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

-of-

INTERNATIONAL BUSINESS AND DIPLOMATIC EXCHANGE

Registration No: 7181393

(Adopted by Special Resolution on 7th March 2017)

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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1 Defined terms and Interpretation

1.1 In these articles, unless the context requires otherwise:

- 1.1.1 "**articles**" means the Company's articles of association;
- 1.1.2 "**bankruptcy**" includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
- 1.1.3 "**chairman**" has the meaning given in article 10 – (3);
- 1.1.4 "**executive chairman**" has the meaning given in article 4
- 1.1.5 "**chairman of the meeting**" has the meaning given in article 34 –(1);
- 1.1.6 "**vice-chairman**" means a person elected by the board as its vice chairman from time to time;
- 1.1.7 "**Companies Acts**" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;
- 1.1.8 "**corporate member**" means a person who has been nominated as a member of the Company by virtue of being an officer or employee of an organisation including but not limited to, corporations, SMEs, diplomatic missions, governmental departments and agencies, academic institutions, which has been admitted as member of the Company

following subscription at the relevant level set out in the membership subscription application form;

- 1.1.9 **Delegated Body** has the meaning given to it in Article 7.4
- 1.1.10 **"director"** means a director of the Company, and includes any person occupying the position of director, by whatever name called;
- 1.1.11 **"document"** includes, unless otherwise specified, any document sent or supplied in electronic form;
- 1.1.12 **"electronic form"** has the meaning given in section 1168 of the Companies Act 2006;
- 1.1.13 **"hard copy form"** has the meaning given in section 1168 of the Companies Act 2006;
- 1.1.14 **"instrument"** means a document in hard copy form;
- 1.1.15 **"member"** means a person or entity admitted as a member of the Company in accordance with articles 27;
- 1.1.16 **"Model Articles"** mean the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these articles.
- 1.1.17 **"honorary member"** a complimentary membership that may be offered to some individuals and public sector organisations/institutions, development banks and similar institutions;
- 1.1.18 **"ordinary resolution"** has the meaning given in section 282 of the Companies Act 2006;
- 1.1.19 **"special resolution"** has the meaning given in section 283 of the Companies Act 2006;
- 1.1.20 **"subsidiary"** has the meaning given in section 1159 of the Companies Act 2006;
- 1.1.21 **"writing"** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company.

1.3 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:

- 1.3.1 any subordinate legislation from time to time made under it; and
- 1.3.2 any amendment or re-enactment and Includes any statute, statutory provision or subordinate legislation which It amends or re-enacts.

- 1.4** The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles or are Inconsistent with these Articles, and, subject to any such modifications, exclusions or inconsistencies, shall together with these Articles constitute the articles of association of the Company to the exclusion of any other articles or regulations set out in any statute or in any statutory Instrument or other subordinate legislation.

2 Liability of members

- 2.1** The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:
- 2.1.1** payment of the Company's debts and liabilities contracted before he ceases to be a member;
 - 2.1.2** payment of the costs, charges and expenses of winding up; and
 - 2.1.3** adjustment of the rights of the contributories among themselves.

PART 2 NAME AND ADDRESS

3 Company's name and address

- 3.1** The name of the Company is International Business and Diplomatic Exchange.
- 3.2** The registered office of the Company will be situated in England. The current Company address is: 1 Northumberland Avenue, Trafalgar Square, London, WC2N 5BW or any other location which the directors shall by ordinary resolution determine that the registered office be situated.
- 3.3** The Company will, if necessary, open offices and/or branches in the UK and overseas in accordance with its mission and its articles.

PART 3 DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

4 Chairman

- 4.1** The present Executive Chairman and Director of the Company is Rudi Guraziu. The Executive Chairman's term of office is for five years with unlimited right for reappointment.
- 4.2** All executive responsibilities rest with the Chief Executive currently being the Executive Chairman.

5 Directors' general authority

- 5.1** Subject to the articles, the business of the Company shall be managed by the directors who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company, and as are not by statute or by these Articles required to be exercised or done by the Company in general meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in General meeting shall invalidate any prior act of the directors which would have been valid if such regulation had not been made.
- 5.2** The directors for the time being may act notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be or 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 Company, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.
- 5.3** On retirement or resignation of the Founder and Executive Chairman, the directors shall have the power to appoint and remove any future Executive Chairman, Chairman and/or Chief Executive. It shall be within the directors' determination whether to split the roles of Chairman and Chief Executive based on the then prevailing of best corporate governance practices.

6 Members' reserve power

- 6.1** The members may, by special resolution, direct directors to take, or refrain from taking, specified action.
- 6.2** No such special resolution invalidates anything which directors have done before the passing of the resolution.

7 Directors may delegate

- 7.1** Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles in keeping with the Company's mission and/or objectives:
- 7.1.1** to such person, Delegated Body or committee;
 - 7.1.2** by such means (including by power of attorney);
 - 7.1.3** to such an extent;
 - 7.1.4** in relation to such matters or territories; and
 - 7.1.5** on such terms and conditions; as they think fit.
- 7.2** If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

- 7.3** The directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 7.4** From time to time and, where appropriate, on the recommendation of the Executive Chairman, the directors may appoint and delegate any of their powers to Patrons, Presidents, Vice Presidents, Hon Presidents, Hon Vice Presidents, Committees, the Advisory Board and other Advisory Groups (each a “Delegated Body” and together “Delegated Bodies”). There is no limit on the number of appointees. The role of such appointees shall be set out in rules or terms and conditions determined by the directors. Appointees do not automatically become members of the Company and can only be admitted following a payment of the relevant membership subscription fees.

8 Delegated Bodies

- 8.1** Each Delegated Body to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors and any rules and/or terms of reference under which that Delegated Body is established.
- 8.2** The directors may make rules of procedure for all or any Delegated Body, which prevail over rules derived from the articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

9 Directors to take decisions collectively

- 9.1** The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 10.

9.2 If:

9.2.1 the Company only has one director, and

9.2.2 no provision of the articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

10 Unanimous decisions

- 10.1** A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 10.2** Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 10.3** References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

10.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

11 Calling a directors' meeting

11.1 The board shall meet at least **four** times a year but subject thereto the board shall act and meet as the Executive Chairman or Chairman shall consider appropriate and otherwise in accordance with regulations adopted from time to time by the board. In all cases not less than seven days' notice of the proposed meeting shall be given to all officers (unless all directors waive such requirement in writing).

11.2 The Executive Chairman or, in his absence, any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

11.3 Notice of any directors' meeting must indicate:

11.3.1 its proposed date and time;

11.3.2 where it is to take place; and

11.3.3 if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

11.4 Notice of a directors' meeting must be given to each director, but need not be in writing.

11.5 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

11.6 Officers shall use their best efforts to attend meetings of the board.

12 Participation in directors' meetings

12.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when:

12.1.1 the meeting has been called and takes place in accordance with the articles, and

12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

12.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.

12.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

13 Quorum for directors' meetings

13.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

13.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than three, and unless otherwise fixed it is three.

13.3 If the total number of directors for the time being is less than the quorum required, all Company decisions rest with the Executive Chairman whilst his appointment subsists. In all other cases, if the total number of directors less than the quorum required, the directors must not take any decision other than a decision:

13.3.1 to appoint further directors, or

13.3.2 to call a general meeting so as to enable the members to appoint further directors.

14 Chairing of directors' meetings

14.1 The Executive Chairman shall chair a directors' meeting. In his absence, the directors may appoint a director to chair their meetings.

14.2 If the Executive Chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

15 Casting vote

15.1 If the numbers of votes for and against a proposal are equal, the Executive Chairman or other director chairing the meeting has a casting vote.

15.2 Article 15.1 does not apply if, in accordance with the articles, the Executive Chairman, chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16 Conflicts of interest

16.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

16.2 If article 16.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.

16.3 This article applies when:

16.3.1 the Company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;

16.3.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

16.3.3 the director's conflict of interest arises from a permitted cause.

16.4 For the purposes of this article, the following are permitted causes:

16.4.1 a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;

16.4.2 subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

16.4.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries which do not provide special benefits for directors or former directors.

16.5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.

16.6 Subject to articles 16.7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.

16.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

17 Records of decisions to be kept

17.1 The directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

18 Directors' discretion to make further rules

18.1 Subject to the articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT OF DIRECTORS

19 Methods of appointing directors

19.1 Following the initial appointment of directors by the Founder and Executive Chairman, subsequent directors will be appointed based on the recommendation of the Executive Chairman and the existing directors.

19.2 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:

19.2.1 by ordinary resolution, or

19.2.2 by a decision of the directors.

19.3 Unless otherwise determined by ordinary resolution and following the establishment of the first board of directors, the numbers of directors (other than alternate directors) shall be no more than fifteen or less than three.

19.3.1 The Company shall have one executive director, currently the Executive Chairman, whose appointment is pursuant to article 4 of these articles.

19.3.2 Non-executive directors shall be appointed by the directors or at a general meeting of the Company, subject to a recommendation from the Nominations Committee.

19.4 Each non-executive director shall have a term of office of three years or such other term as a general meeting shall, from time to time, decide. Each non-executive director shall be eligible for re-election.

19.5 Any Corporate Member of the Company may nominate its representative for election as an officer. Such nomination must be received by the Chairman of the Nomination Committee not less than 30 days prior to the next annual general meeting. All valid nominations shall be considered by the Nominations Committee and it shall have sole discretion in deciding the suitability of the nominated candidates to be put forward for election at any general meeting. Directors appointed by the board of directors during the year shall be subject to re-election at the next annual general meeting. Non-executive directors appointed as a result of their organisation being Corporate members, shall, unless specifically invited to remain, resign when they leave the Corporate Member organisation.

19.6 In any case where, as a result of death, the Company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

19.7 For the purposes of articles 19.6, where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

20 Termination of directors' appointment

20.1 A person ceases to be a director as soon as:

20.1.1 that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;

20.1.2 a bankruptcy order is made against that person;

20.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;

- 20.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 20.1.5 notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

20.2 The directors shall immediately dismiss any director that:

- 20.2.1 seriously violates these articles or misuses the Company's mission; or
- 20.2.2 uses the position of director to simply advance his/her organisation's vested interests.

21 Induction and training of directors

21.1 Newly appointed Directors of the Board are provided with an induction pack, which includes the articles and advice on responsibilities and duties of directors.

22 Directors' remuneration

- 22.1 Directors may undertake any services for the Company that the directors decide.
- 22.2 The directors are entitled to such reasonable remuneration as the directors determine and in consultation with the remuneration committee when such a committee is established:
 - 22.2.1 for their services to the Company as directors, and
 - 22.2.2 for any other service which they undertake for the Company.
- 22.3 Subject to the articles, a director's remuneration may:
 - 22.3.1 take any form, and
 - 22.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
- 22.4 The Executive Chairman in his capacity as Executive Director of the Company's shall be entitled to a salary in respect of the functions of his office which shall include but is not limited to the remuneration benefits set out in article 22.3 and the reimbursement of expenses pursuant to article 23.
- 22.5 Unless the directors decide otherwise, directors' remuneration accrues from day to day.
- 22.6 Unless the directors decide otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

23 Directors' expenses

- 23.1 The company *may* pay any reasonable expenses which the directors properly incur in connection with their attendance at:
 - 23.1.1 meetings of directors or committees of directors; or;
 - 23.1.2 general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

ALTERNATE DIRECTORS

24 Appointment and removal of alternate directors

24.1 Any director (other than an Alternate Director) may appoint as an alternate, any other director or any other person who is willing to act, to:

24.1.1 Exercise that director's powers; and

24.1.2 To carry out that director's responsibilities,

in relation to the taking of decisions by the directors, in the absence of the alternate's appointor.

24.2 Any appointment or removal of an alternate must be effected by notice in writing to the company signed by the appointor, or in any other manner approved by the directors.

24.3 The notice must:

24.3.1 identify the proposed alternate; and

24.3.2 in the case of a notice of appointment, contain a statement signed by the proposed alternate that the proposed alternate is willing to act as the alternate of the director giving the notice.

25 Rights and responsibilities of alternate directors

25.1 An alternate director may act as alternate director to more than one director and has the same rights in relation to any decision of the directors as the alternate's appointor.

25.2 Except as the articles specify otherwise, alternate directors:

25.2.1 are deemed for all purposes to be directors;

25.2.2 are liable for their own acts and omissions;

25.2.3 are subject to the same restrictions as their appointors; and

25.2.4 are not deemed to be agents of or for their appointors

and, in particular (without limitation), each alternate director shall be entitled to receive notice of all meetings of directors and of all meetings of committees of directors of which his appointor is a member.

25.3 A person who is an alternate but not a director:

25.3.1 may be counted as participating for the purposes of determining whether a quorum is present (but only if that person's appointor is not participating);

- 25.3.2** may participate in a unanimous decision of the directors (but only if his appointor is an eligible director in relation to that decision, but does not participate); and
- 25.3.3** shall not be counted as more than one director for the purposes of articles 25.3.1 and 25.3.2.
- 25.4** A director who is also an alternate director is entitled, in the absence of his appointor, to a separate vote on behalf of his appointor, in addition to his own vote on any decision of the directors (provided that his appointor is an eligible director in relation to that decision), but shall not count as more than one director for the purposes of determining whether a quorum is present.
- 25.5** An alternate may be paid expenses and may be indemnified by the company to the same extent as his appointor but shall not be entitled to receive any remuneration from the company for serving as an alternate director except such part of the alternate's appointor's remuneration as the appointor may direct by notice in writing made to the company.

26 Termination of alternate directorship

- 26.1** An alternate director's appointment as an alternate terminates:
- 26.1.1** when the alternate's appointor revokes the appointment by notice to the company in writing specifying when it is to terminate;
- 26.1.2** on the occurrence, in relation to the alternate, of any event which, if it occurred in relation to the alternate's appointor, would result in the termination of the appointor's appointment as a director;
- 26.1.3** on the death of the alternate's appointor; or
- 26.1.4** when the alternate's appointor's appointment as a director terminates.

COMPANY SECRETARY

27 Appointment of a Company Secretary

- 27.1** The directors may appoint any person who is willing to act as the secretary for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such person and, if the directors so decide, appoint a replacement, in each case by a decision of the directors.

PART 4 ADVISORY BOARDS

28 Role of the advisory boards

28.1 The Company's advisory boards have the main task to advise and support the Executive Chairman and the directors in its policies and activities, ensuring that the Company achieves its mission and objectives.

29 Composition of the advisory boards

29.1 The members of the advisory boards are nominated by the directors and/or the Executive Chairman. The advisory boards are made up of people who can represent the aims of the Company in the UK and internationally.

29.2 The directors can decide to limit the number of members of an advisory board to a certain maximum.

29.3 The advisory boards elect, among its members, a chairman who chairs the meetings of the advisory board. Chairs of an Advisory Board can be appointed by the Executive Chairman or the members of the particular Advisory Board. Each chairman of an advisory board shall serve a three-year term, with one re-election permitted, thereby allowing a maximum service of six years. The chairman of the Advisory Board has the right to be present at meetings of the directors as an observer. In addition to its chairman the Advisory Board shall have two vice chairmen. Each vice chairman shall have a term of two years and the right to serve for a further two, two-year terms if re-elected.

29.4 The directors can appoint and/or dismiss members of an advisory board by a simple majority vote, or by a decision taken by the Executive Chairman.

29.5 The mandate of the members of an advisory board is for three years with the right of reappointment on recommendation from the Executive Chairman, the Nomination Committee or board of directors. Members that are appointed as a result of their organisation or diplomatic mission being a Corporate member, are expected to resign when they leave the Corporate member's organisation or diplomatic mission unless that member is specifically invited to remain.

29.6 Members undertake to abide by the Company's articles, mission and objectives, which ensures the integrity of all activities related to the Company.

29.7 The directors shall immediately dismisses any member of an advisory board, if he/she:

29.7.1 seriously violates these articles or misuses the Company's mission; or

29.7.2 uses the position of advisory board member to simply advance his/her organisation's vested interests.

30 Competences

30.1 The advisory boards have the tasks (both upon request and on their own initiative) to advise the Executive Chairman and the board with regard to:

30.1.1 its policy and its strategies to reach the predefined goals; and

30.1.2 its financial capacity in proportion to the sources of income of the Company.

31 Responsibilities

31.1 The advisory boards have the responsibility to:

- 31.1.1 support and advise the Executive Chairman and the directors in shaping the Company to the needs of the international business and diplomatic community while maintaining the integrity of the organisation;
- 31.1.2 shape an international network actively promoting trade & investment through business, economic and commercial diplomacy, investment forums, seminars, policy discussion, and increase the knowledge of world markets;
- 31.1.3 make a direct contribution in ensuring a more responsible financial services and governance;
- 31.1.4 make a contribution in ensuring a sensible regulation of the global economy; and
- 31.1.5 take a lead role in enhancing an internationally recognised network, meeting a clear need within the new world economic order.

32 Meetings

- 32.1 The advisory board members shall meet at least once a year preferably during the directors' meetings. However, on the initiative of its chairman, an advisory board can meet more regularly.
- 32.2 Members of the advisory boards and the directors have the right to add issues to the agenda and members of the directors have the right to attend meetings of an advisory board. They can be invited by ordinary mail, email or fax by the chairman of the advisory board or the Executive Chairman.

33 Expenses

- 33.1 Groups of advisors may include an Honorary Board, an Advisory Board and/or other advisory groups. No advisor shall receive compensation for services rendered, except for payment of reasonable expenses in accordance with policies established by the directors, unless such compensation is authorised by a majority of the directors. A director may serve as an advisor, but may not receive compensation except for payment of reasonable expenses in accordance with the Company's policies.

PART 5

MISSION, OBJECTIVES AND ACTIVITIES

34 Mission, objectives and activities

- 34.1 The main mission of the Company is to promote *trade and investment flows* through facilitating a high-level dialogue and resource-sharing between the business, policy-making and diplomatic communities. It offers consultative forums as a rapid response to diplomatic

and business needs, facilitating cross-fertilization of ideas between business people, diplomats, politicians, academics and the representatives of NGOs, ensuring that expertise is diffused across professional boundaries.

34.2 This will be achieved through its objectives which are unrestricted and activities which involve but are not limited to the following:

- 34.2.1 to provide an independent, accessible platform for debate on the business/political/international issues in the world market. This is achieved through expanding membership and developing an international network, which is given access to a wide range of events and publications;
- 34.2.2 to encourage new ideas and forward thinking in International Business and Diplomacy;
- 34.2.3 to promote responsible banking and finance;
- 34.2.4 to provide frequent sessions covering international standards of business behaviour and diplomacy: cultivating and reinforcing corporate ethics and credibility;
- 34.2.5 to provide analysis of various governance systems and working cultures
- 34.2.6 to provide an examination of International law and principles of treaty making (soft and hard law); regulation by international organisations (particularly as they affect international business), international arbitration, mediation and judicial settlements;
- 34.2.7 to assess the functioning of intergovernmental bodies, such as the World Trade Organisation, the International Labour Organisation, plus other diverse global trading blocks.

The objectives at article 34.2 are achieved through different research activities and platforms for panel discussions, workshops and networking opportunities - featuring global topics of concern to members of the diplomatic and business communities, including best business practice and commercial law.

- 34.2.8 to hold, promote and sponsor exhibitions, meetings, lectures, classes, workshops, seminars, conferences and training courses either alone or with others;
- 34.2.9 to organise investment forums encouraging foreign direct investment;
- 34.2.10 to organise informal social interactions such as VIP Ambassadorial Luncheons;
- 34.2.11 to foster and undertake research into any aspect of the objects of the Company and its work and to disseminate the results of any such research;
- 34.2.12 to offer consultancy services;
- 34.2.13 to sustain the Company on a sound financial basis through income from membership, conferences, seminars, investment forums, research, publications, application to trusts, foundations, governments, corporate and other sponsors, which are strictly regulated;
- 34.2.14 to provide a high quality, courteous and efficient service to all members of the company, visitors, supporters and the media, through a constant review of the benefits available.

- 34.3** The company may also engage in any activity directly or indirectly connected with its objectives or conducive thereto, provided that in carrying out its objectives the company shall observe political, cultural and religious neutrality and remain within the limits set by the law.

PART 6 COMPANY POWERS

35 Powers of the Company

- 35.1** The Company has power to do anything which is calculated to further its objectives or is conducive or incidental to doing so. In particular, the Company has power:
- 35.1.1** to raise funds;
 - 35.1.2** to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - 35.1.3** to sell, lease or otherwise dispose of all or any part of the property belonging to the Company;
 - 35.1.4** to borrow money and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;
 - 35.1.5** to establish or support any other organisations, associations or institutions formed for any of the purposes included in its objectives;
 - 35.1.6** to employ and remunerate such staff as are necessary for carrying out the work of the Company.
 - 35.1.7** to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the Company to be held in the name of a nominee;
 - 35.1.8** to provide indemnity insurance for the directors; and
 - 35.1.9** to pay out of the funds of the Company the costs of forming and registering the Company.

PART 7

PUBLIC BENEFIT

36 Benefits to the public

- 36.1** There are clear identifiable public benefits through research activities, encouraging foreign investments in the UK and other countries worldwide and in particular the developing countries. The benefits from the discussion panels and seminars will promote best business practise and address the needs of growing economies - expanding the dialogue for the voices that have yet to be heard. This organisation, bringing business and diplomacy around the same table, will offer an opportunity for these nations to co-operate beyond their current sphere of impact within a neutral civil forum, therefore strengthening international security, good governance and transparency.
- 36.2** Although the company is a membership organisation, membership itself is open to all those with an interest in the company's work ranging from individuals to academic institutions, government organisations, embassies, high commissions, NGO's, corporations and national and multinational businesses. The membership contributes to, and is integral part of, the activities of the company, and hence is appropriate to the objectives of the company. Through its activities, the beneficiaries will also be the general public/humankind. Any private benefits that may arise for particular sections of the membership are incidental to the main activities of the Company.

PART 8

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

37 Applications for membership

- 37.1** The membership is open to both domestic and international entities in accordance with company's articles and UK domestic and international law.
- 37.2** Annual subscription for each calendar begins on the day when a member makes the membership application. Annual subscriptions are payable by bank transfer in British Sterling within 2 weeks from the issuance of the invoice. Online applications are payable electronically at the time the application is submitted.
- 37.3** A person or entity shall be able to enjoy the benefits of membership only if there is no outstanding debt to the Company in respect of its membership fee.
- 37.4** From time to time the directors may reset the threshold and rates for membership subscriptions.
- 37.5** The directors or the Executive Chairman may establish classes of membership with different rights and obligations, and shall record the rights and obligations in the minutes or other documents establishing specific class of members.

37.6 The directors may extend the Member category to include individual Members at their sole discretion.

37.7 From time to time the Company may accept honorary membership applications offered to some individuals, public-sector organisations, embassies, not for profits, development banks or similar institutions who support the Company' objectives regularly on an in-kind basis. Honorary Members shall not be required to pay an annual membership fee, but can choose to pay the fee voluntarily if they so wish.

37.8 No entity or person shall become a member of the Company unless:

37.8.1 that entity or person has completed an application for membership in a form approved by the directors, or the Executive Chairman; and

37.8.2 the directors or Executive Chairman have approved the application.

38 Termination of membership

38.1 A member may withdraw from membership of the company by giving 30 days' notice to the company in writing.

38.2 Membership is not transferable.

38.3 A membership terminates when that person/entity dies or ceases to exist.

39 Members' Obligations

39.1 A Member's obligations shall include:

39.1.1 hosting, where possible, company events, workshops, seminars, forums and training courses pursuant to the objectives of the Company;

39.1.2 sharing with other Members their experience in the furtherance of the objectives of the Company;

39.1.3 being represented regularly at senior level at events, seminars and workshops and to contribute significantly to their success;

39.1.4 respecting the confidentiality of the proceedings and documents of the Company;

39.1.5 nominating one senior executive and one alternate to receive all papers and to act as its representative both for the purpose of general meetings and for the election of directors.

ORGANISATION OF GENERAL MEETINGS

40 Attendance and speaking at general meetings

40.1 The Company must hold its first general meeting within eighteen months of the date of its first approval of membership applications.

- 40.2** An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between annual general meetings.
- 40.3** A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 40.4** A person is able to exercise the right to vote at a general meeting when:
- 40.4.1** that person or his/her organisation does not have any outstanding debt to the Company in respect of its membership fee, and
 - 40.4.2** that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - 40.4.3** that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 40.5** The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 40.6** In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 40.7** Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 40.8** Directors may attend and speak at general meetings, whether or not they are members.
- 40.9** The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

41 Chairing general meetings

- 41.1** The Executive Chairman of the directors shall preside as chairman at general meetings if present and willing to do so.
- 41.2** If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not be present within fifteen minutes of the time at which a meeting was due to start, the Members present shall choose a director, or if no director be present, or if all the Directors present decline to take the chair, then the Members shall choose one of their number to preside and the appointment of the chairman of the meeting must be the first business of the meeting.
- 41.3** No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

42 Adjournment

- 42.1** If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- 42.2** The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- 42.2.1** the meeting consents to an adjournment, or
 - 42.2.2** it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 42.3** The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 42.4** When adjourning a general meeting, the chairman of the meeting must:
- 42.4.1** either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - 42.4.2** have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 42.5** If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 42.5.1** to the same persons to whom notice of the company's general meetings is required to be given, and
 - 42.5.2** containing the same information which such notice is required to contain.
- 42.6** No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

MEMBERS' VOTING AT GENERAL MEETINGS

43 Voting: general

- 43.1** Subject to these Articles, every Member shall have one vote.
- 43.2** A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.
- 43.3** In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

44 Errors and disputes

- 44.1** No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 44.2** Any such objection must be referred to the chairman of the meeting, whose decision is final.

45 Poll votes

- 45.1** A poll on a resolution may be demanded:
- 45.1.1** in advance of the general meeting where it is to be put to the vote, or
 - 45.1.2** at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 45.2** A poll may be demanded by:
- 45.2.1** the chairman of the meeting;
 - 45.2.2** the director;
 - 45.2.3** two or more persons having the right to vote on the resolution; or
 - 45.2.4** a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 45.3** A demand for a poll may be withdrawn if:
- 45.3.1** the poll has not yet been taken, and
 - 45.3.2** the chairman of the meeting consents to the withdrawal.
- 45.4** Polls must be taken immediately and in such manner as the chairman of the meeting directs.

46 Content of proxy notices

- 46.1** Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 46.1.1** states the name and address of the member appointing the proxy;
 - 46.1.2** identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 46.1.3** is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 46.1.4** is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 46.2** The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

46.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.

46.4 Unless a proxy notice indicates otherwise, it must be treated as:

46.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and

46.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

47 Delivery of proxy notices

47.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the company by or on behalf of that person.

47.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

47.3 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

48 Amendments to resolutions

48.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

48.1.1 notice of the proposed amendment is given to the company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and

48.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

48.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

48.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and;

48.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

48.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.:

ADMINISTRATIVE ARRANGEMENTS

49 Means of communication to be used

- 49.1** Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 49.2** Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 49.3** A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

50 Company seals

- 50.1** Any common seal may only be used by the authority of the directors.
- 50.2** The directors may decide by what means and in what form any common seal is to be used.
- 50.3** Unless otherwise decided by the directors, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 50.4** For the purposes of this article, an authorised person is:
- 50.4.1** any director of the Company;
 - 50.4.2** the Company secretary (if any); or
 - 50.4.3** any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

51 No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

52 Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

DIRECTORS' INDEMINITY AND INSURANCE

53 Indemnity

53.1 Subject to article 53.2, a relevant director of the Company or an associated Company may be indemnified out of the Company's assets against:

53.1.1 any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated Company,

53.1.2 any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

53.1.3 any other liability incurred by that director as an officer of the Company or an associated company.

53.2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

53.3 In this article:

53.3.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and

53.3.2 a "relevant director" means any director or former director of the Company or an associated company.

54 Insurance

54.1 The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.

54.2 In this article:

54.2.1 a "relevant director" means any director or former director of the Company or an associated company,

54.2.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company, and

54.2.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

PART 10

DISSOLUTION

55 Dissolution

- 55.1** If on the winding-up of the Company there remains, after satisfaction of all its debts and liabilities any property whatever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Company or to some institution (whether or not a member of the Company) the objects of which are the promotion of charity or anything incidental or conducive thereto, such institution or institutions to be determined by the Members of the Company at or before the time of dissolution.