

DATED 1st AUGUST 2014

**CONSTITUTION
of the
INTERNATIONAL BUSINESS STRUCTURING ASSOCIATION**

**International Business Structuring Association
44 Southampton Buildings
London WC2A 1AP
Tel: 020 7426 8010**

1. THE VISION OF THE IBSA

1.1 The International Business Structuring Association ("**IBSA**") is an international organisation with branches throughout the world dedicated to advancing the practice of international business structuring across multiple disciplines. Its principal objectives are:

- (a) To promote the practice of international business structuring as transparent, effective and professional without the aggressive tax connotations currently perceived by the public.
- (b) To create a community where professionals at all levels learn from each other and have access to worldwide knowledge and contacts opening up professional and commercial opportunities for all.
- (c) To professionalise the practice of international business structuring.

1.2 All IBSA activities and communications must be in line with the above principles

2. BUSINESS OF THE IBSA

To establish IBSA Membership in Regional Branches throughout the World, to hold Branch Meetings and Discussion Groups, to produce Conferences on topics related to international business structuring, to exchange information between IBSA Members in all Regional Branches and to promote IBSA Members as being accredited professionals for client referral work. The business is conducted by Istructuring Holdings Ltd ("**the Company**") as further explained in Section 9 below, and the structure and management of the IBSA is to be effected by the Company subject to requirements imposed by law.

3. OVERVIEW OF THE STRUCTURE AND MANAGEMENT OF THE IBSA

3.1 The IBSA shall have the following structure, more particularly described in this Constitution:

- (a) The IBSA shall be formed by its members.
- (b) The members depending on their jurisdiction shall belong to their respective Regional Branches.

3.2 The IBSA and its constituent parts shall be managed by the following bodies, more particularly described in this Constitution:

- (a) The IBSA shall be managed and controlled by the Global Advisory Board ("**GAB**") formed by the GAB Members.
- (b) The Regional Branches shall be managed and controlled by the respective Regional Branch Committees.

4. LOCATION OF THE GAB

The principal office of the IBSA shall be located at the office of the Company. The current registered office of the Company is located at 44 Southampton Buildings, WC2A 1AP, London, UK. The IBSA may maintain additional offices at such other places as the GAB may designate.

5. MEMBERS

- 5.1 The IBSA shall have two (2) categories of members. The first category of members shall be designated as “Original Members” and shall consist of the IBSA members admitted as of the date of this Constitution. The second category of members shall be designated as “Ordinary Members” and shall consist of the members admitted in accordance with Section 5.3 below. Unless the context requires otherwise, the term “members” shall include the Original Members and the Ordinary Members.
- 5.2 The Original Members shall be deemed to have satisfied the admission requirements to form part of the IBSA and shall remain IBSA Members until their membership ceases in accordance with Section 5.7 below.
- 5.3 Eligible Ordinary Members shall be individuals who have successfully completed such examination requirements or achieved such entry standards as the GAB shall from time to time lay down or determine. Students may be admitted as Student Members provided they demonstrate that they are studying for such examinations or entry standards.
- 5.4 The Regional Branch Committees or GAB may at their discretion invite or allow individuals who while not formally meeting the admission requirements stipulated in Section 5.3 above would be likely to benefit the IBSA to become Ordinary Members.
- 5.5 The IBSA shall also have corporate membership, provided that each nominated individual belonging to the corporate member satisfies the conditions applicable to the Original and Ordinary Members.
- 5.6 Eligible individuals or legal entities shall become Members upon the receipt of their written application by the GAB or their Regional Branch, approval by the GAB or their Regional Branch and receipt by the IBSA of their annual dues as established by the GAB in accordance with Section 5.12 below.
- 5.7 Membership in the IBSA shall not be transferable. Membership shall be for life, subject to annual payment of dues and the right of the GAB or the Branch Committee to terminate any membership as provided by this Constitution, unless otherwise specified at the time of the member’s election. Notwithstanding the foregoing, any member, after having fulfilled all obligations to the IBSA, may resign by written notice to the Secretary of the IBSA (any such resignation to take effect as specified therein, or if not so specified, upon receipt by the Secretary), and any member may be removed or suspended at any time, with or without cause by the GAB or the relevant Regional Branch Committee at a special meeting called for such purpose.
- 5.8 Annual or special meetings of the members of the IBSA are not required and shall be held, if at all, only as determined by the GAB at its discretion or at the request of the Regional Branch Committees.

- 5.9 No business shall be transacted at any annual meeting or special meeting unless a quorum is present when the meeting proceeds to business. Save as otherwise provided, the presence of at least two-thirds of the GAB Members shall constitute a quorum.
- 5.10 No member's vote may be exercised by proxy.
- 5.11 Except as otherwise provided by law, every individual member of record of the IBSA entitled to vote on any matter at any meeting of members shall be entitled to one vote. For the avoidance of doubt, corporate members shall not be entitled to vote.
- 5.12 The initiation fees, if any, assessments, and annual dues payable by each member to the IBSA shall be in such amount as may be fixed by the GAB. Any member who fails to pay his or her annual dues and is in arrears for three (3) months or more shall stand excluded from membership effective upon notification by the Secretary of the IBSA and shall not be entitled to vote or participate in matters of the IBSA.
- 5.13 A member who has been declared an excluded member for non-payment of dues may be restored to full privileges upon the payment in full of all dues in arrears for the time such member was an excluded member plus an assessment in such amount as may be fixed by the GAB; provided, however, that the total amount charged to an excluded member hereunder shall not exceed in total more than 2 years' dues at time of reinstatement.

6. GLOBAL ADVISORY BOARD

- 6.1 The business and affairs of the IBSA shall be managed by the Company which will undertake such management in accordance with the directions provided by the GAB.
- 6.2 The number of GAB Members constituting the entire GAB shall be not more than fifteen (15). The persons who shall act as GAB Members shall be determined as described in Section 6.3 below. The number of GAB Members may be increased or decreased by amendment of the Constitution.
- 6.3 The initial GAB shall be the GAB in existence as of the date of this Constitution comprised of the individuals described in Annex 1 hereto ("**Founding Members**"). Thereafter, the GAB Members shall be determined as follows:
- (a) Each Founding Member shall remain a GAB Member until he terminates his membership unilaterally or until the rest of the Founding Members vote unanimously to have his membership terminated.
 - (b) Each Regional Branch Chairman shall be a GAB Member for so long as that person serves as a Regional Branch Chairman.
 - (c) The Founding Members and the Regional Branch Chairmen shall be entitled to appoint and remove any individuals to be GAB Members by the vote of a majority to reach the maximum number stipulated in Section 6.2 above.
- 6.4 The GAB Members will all be invited to be members of International Business Structuring Association, the company limited by guarantee.

- 6.5 Beginning with the first annual meeting of the GAB, each GAB Member appointed in accordance with Section 6.3(c) above shall hold office for a term of one year and until his successor is elected or appointed and qualified or until his or her earlier resignation or removal. The tenure of incumbent members of the GAB shall not be affected by an increase or decrease in the number of directors.
- 6.6 Vacancies resulting from the resignation, removal or the death of a GAB Member may be filled by the vote of a majority of the GAB Members then in office.
- 6.7 Newly created GAB memberships resulting from an increase in the authorised number of GAB Members may be filled by the vote of a majority of the GAB Members then in office.
- 6.8 Any GAB Member may resign at any time upon written notice to the IBSA. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein no acceptance of such resignation shall be necessary to make it effective.
- 6.9 Unless a greater proportion is required by law, by any corporate documents regulating the conduct of the IBSA or by this Constitution, at least 5 members of the GAB shall constitute a quorum for the transaction of business, and except as otherwise provided by law or by any corporate documents regulating the conduct of the IBSA or by this Constitution, the vote of a majority of the GAB Members present at the meeting at which a quorum is present shall be the act of the GAB.
- 6.10 An annual meeting of the GAB shall be held at least once a year for the transaction of such business as may properly come before the meeting.
- 6.11 Periodic (“regular”) meetings of the GAB in addition to the annual meeting may be held at such times as may be fixed by the GAB. Special meetings of the GAB may be called at any time by the Chair or by any three GAB Members.
- 6.12 Meetings of the GAB may be held at such places as may be fixed by the GAB for annual and regular meetings and in the notice of meeting for special meetings.
- 6.13 Notice of all meetings of the GAB except regular meetings occurring monthly or more frequently shall be given to all the GAB Members by the Secretary.
- 6.14 Unless otherwise restricted by any corporate documents regulating the conduct of the IBSA or by this Constitution, any action required or permitted to be taken at any meeting of the GAB, including an annual meeting, may be taken without a meeting if all GAB Members consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the GAB.
- 6.15 Unless otherwise restricted by any corporate documents regulating the conduct of the IBSA or by this Constitution, any one or more GAB Members may participate in a meeting of the GAB by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation in a meeting by such means shall constitute presence in person at the meeting.

- 6.16 No compensation shall be paid to the GAB Members for services in carrying out their duties. The IBSA shall reimburse all reasonable expenses of the GAB Members incurred for IBSA business.
- 6.17 The GAB shall present at the annual meeting of the GAB a report, verified by the Chair and Treasurer or by a majority of the GAB Members, or certified by an independent public or certified public accountant or a firm of such accountants selected by the GAB, showing in appropriate detail the following: (i) the assets and liabilities, including the trust funds, of the IBSA as of the end of a twelve-month fiscal period terminating not more than six months prior to said meeting; (ii) the principal changes in assets and liabilities, including trust funds, during said fiscal period; (iii) the revenue or receipts of the IBSA, both unrestricted and restricted to particular purposes, during said fiscal period; (iv) the expenses and disbursements of the IBSA, for both general and restricted purposes during said fiscal period; and (v) the number of members of the IBSA as of the date of the report, together with a statement of increase or decrease in such number during said fiscal period, and a statement of the place where the names and places of residence of the current members may be found.
- 6.18 The annual report of the GAB Members shall be filed with the records of the IBSA and either a copy or an abstract thereof entered in the minutes of the proceedings of the annual meeting of members.

7. REGIONAL BRANCHES

- 7.1 The IBSA shall operate through Regional Branches and Chapters that are organised according to the IBSA Guidelines dated 1st August 2014 as may be updated from time to time. A Regional Branch is a group of members who come together for the purpose of the furtherance of the objects of the IBSA and who are recognised as such by the GAB. A Chapter is a group of members which is too small to constitute a Regional Branch and which may or may not become a Regional Branch. In most cases a Chapter shall be associated with a specific Regional Branch. Each Regional Branch and each Chapter shall be made up of Original and Ordinary Members (“**Regional Branch Members**”).
- 7.2 It is intended that each Regional Branch would be engaged in the following activities:
- (a) Organise local members’ meetings and activities in the jurisdiction for the benefits of all members.
 - (b) To promote membership of the IBSA in the jurisdiction as a multi-disciplinary association of professionals involved in international business structuring.
 - (c) To report on the outcome of member meetings to the IBSA.
 - (d) To help coordinate reporting on relevant local issues, legislation and regulations by local members (all members have the opportunity to contribute to the global knowledgebase of the IBSA; it is suggested that branches may help manage this in an informal manner to avoid duplication of efforts).
 - (e) To approve membership applications to the IBSA from the jurisdiction and manage any disciplinary issues related to membership in jurisdiction (i.e. in

the case of a member being convicted of a crime / disqualified as a director etc.).

(f) Represent the jurisdiction on the IBSA's GAB.

7.3 The Regional Branches in existence as of the date of this Constitution include regional branches that have been or are in the process of being organised in Asia (Shanghai, Hong Kong and Singapore), Continental Europe (Italy, France, Spain, Belgium, Germany, Netherlands, Luxembourg, Cyprus and Malta), North America (US and Canada) and the UK (to include Ireland and the Channel Islands). Additional Regional Branches shall be formed from time to time according to number of the potential Regional Branch Members.

7.4 Each Regional Branch shall be managed by the Regional Branch Committee, which will have a minimum of three executive positions, being a Chairman, Secretary and Treasurer, which will be appointed by the GAB. Other executive positions may be recommended, including a Membership Secretary, a Programme Secretary and a Media Liaison Officer among others, who will be appointed as considered necessary according to the internal provisions of the specific Regional Branch. Roles of each of these persons are described in detail below.

(a) The Regional Branch Chairman is responsible for the overall activities of the Regional Branch.

(b) The Regional Branch Secretary is responsible for the formal aspects of branch administration, including calling meetings, taking or arranging for minutes of meetings, and handling statutory matters as required (such as government filings).

(c) The Regional Branch Treasurer is responsible for accounting for the branch's activities, banking matters, which will include bank deposits, approving expenses, and writing cheques, and other financial matters (such as cash flow projections and budgets).

(d) The Programme Secretary is normally responsible for all aspects of conducting educational programs for Members, including the design of the program itself, arranging for speakers, selection of venue, handout materials etc., and other related logistics.

(e) The role of Membership Secretary is a very important one, particularly in the first two years or so of a Regional Branch's life. During this period, there should be a concerted membership drive, and a large number of membership applications can be expected. In addition, the Membership Secretary should maintain the quarterly regional branch reports sent to the GAB, follow up with prospective members whose applications are in process, prospective members details, and updating Member contact details on the IBSA website www.istructuring.com. The Membership Secretary should be familiar with the various routes to IBSA membership, details of which can be found on the website.

7.5 Each Chapter shall be associated with and be a part of a Regional Branch and shall have a Chapter Chair and other officers that are elected by the Chapter Members.

Each Chapter shall operate according to the rules and guidelines established by the Regional Branch that it is associated with.

- 7.6 Where there is a sufficient number of individuals willing to be members of the IBSA in the region where no Regional Branch or Chapter exist, such individuals can approach the GAB for the creation of such Regional Branch or Chapter.

8. OFFICERS, AGENTS AND EMPLOYEES

- 8.1 Roy Saunders shall remain the Chair of the GAB until such time that he notifies the GAB of his resignation in writing or his physical inability to perform the duties of the Chair. For the avoidance of doubt, the rest of Section 8 shall be interpreted as applying subject to the terms of this Section 8.1.
- 8.2 After Roy Saunders's resignation or inability to perform the duties of the Chair in accordance with Section 8.1 above, by a vote of a majority of the GAB Members then in office although less than a quorum, the GAB Members shall elect a Chair, one or more Vice Chairs, a Secretary, and a Treasurer and such other officers as the GAB may determine from time to time, all of whom must be members. Any two or more offices may be held by the same person, except the offices of Chair and Secretary.
- 8.3 Each officer shall hold office for a term of two years until the annual meeting of the GAB immediately following the annual meeting of the members after his or her appointment and until his or her successor is elected or appointed and qualified or until his or her earlier resignation or removal. All officers shall be elected or appointed at the annual meeting of the GAB. Vacancies resulting from any resignation or removal may be filled by the GAB, as provided in Section 8.2 above. An officer appointed or elected to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office, and until his or her successor is elected and qualified. Any officer may be removed by a majority vote of the GAB with or without cause at any time. Such removal without cause shall be without prejudice to such person's contract rights, if any, but the appointment of any person as an officer, agent or employee of the IBSA shall not of itself create contract rights.
- 8.4 Any officer may resign at any time by giving written notice to the IBSA. Unless otherwise specified in the written notice, the resignation shall be effective upon delivery to the GAB.
- 8.5 Subject to the control of the GAB, all officers as between themselves and the IBSA shall have such authority and perform such duties in the management of the IBSA as may be provided by the GAB and, to the extent not so provided, as generally pertain to their respective offices.
- (a) The Chair shall preside at all meetings of the GAB and, subject to the supervision of the GAB, shall perform all duties customary to that office and shall supervise and control all of the affairs of the IBSA in accordance with policies and directives approved by the GAB.
- (b) In the absence of the Chair or in the event of his or her inability or refusal to act, the Vice Chair, if any, shall perform the duties of the Chair. The Vice Chair shall perform such other duties and other powers as the GAB may provide from time to time by standing or special resolution, or as the Chair

may from time to time provide, subject to the powers and the supervision of the GAB.

- (c) The Secretary shall be responsible for the keeping of an accurate record of the proceedings of all meetings of the GAB, shall give or cause to be given all notices in accordance with this Constitution or as required by law, and, in general, shall perform all duties customary to the office of Secretary. The Secretary shall have custody of the corporate seal of the IBSA, if any; and shall have authority to affix the same to any instrument requiring it; and, when so affixed, it may be attested by the Secretary's signature. Notwithstanding the Secretary's custody of the corporate seal, the GAB may give general authority to any officer to affix the seal of the IBSA, if any, and to attest the affixing by that officer's signature.
 - (d) The Treasurer shall have the custody of, and be responsible for, all funds and securities of the IBSA. He or she shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the IBSA, and shall deposit all monies and other valuable property of the IBSA in the name and to the credit of the IBSA in such banks or depositories as the GAB may designate. Whenever required by the GAB, the Treasurer shall render a statement of accounts. The Treasurer shall at all reasonable times exhibit the books and accounts to any officer or director of the IBSA, and shall perform all duties incident to the office of Treasurer, subject to the supervision of the GAB, and such other duties as shall from time to time be assigned by the GAB. The Treasurer shall, if required by the GAB, give such bond or security for the faithful performance of duties as the GAB may require.
- 8.6 The GAB may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the GAB. The GAB may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, but the appointment of such person shall not itself create contract rights.
- 8.7 Officers shall not receive compensation for services rendered to the IBSA; provided that the IBSA shall reimburse all reasonable expenses of its officers, agents and employees incurred for IBSA business.
- 8.8 The IBSA may pay compensation in reasonable amounts to agents and employees for services rendered, such amount to be fixed by the GAB or, if the Board delegates power to any officer or officers, then by such officer or officers.

9. DEVELOPMENT OF CORPORATE STRUCTURE

The IBSA was created as a limited liability company known as ITSAPT Ltd which changed its name to Istructuring Holdings Ltd to have the same name as the domain name of the website www.istructuring.com. The IBSA venture was financed by Datacentre Dynamics Ltd (DCD) and International Fiscal Services Ltd (IFS) in equal amounts ("**Development Loans**"). Following a decision of DCD and IFS to make the IBSA a not-for-profit association, DCD is in the process of transferring its shares in the Company to IFS who will then own 100% of the shares in the Company pending repayment of the Development Loans. IFS is in the process of creating Deferred Shares in the Company which will be held by International Business

Structuring Association, a not-for-profit company limited by guarantee incorporated on 1st August 2014. The deferred shares in the Company will be converted into ordinary shares on repayment of the Development Loans, and the shares held by IFS in the Company will then lapse and have no value.

10. MISCELLANEOUS

- 10.1 The fiscal year of the IBSA shall be the same as that of the Company, namely the calendar year or such other period as may be fixed by the GAB.
- 10.2 The IBSA shall keep at its office correct and complete books and records of account of the Company, the activities and transactions of the IBSA through the Company, minutes of the proceedings of its members, the GAB, and a current list of all members, GAB Members and officers of the IBSA and their residence addresses. Any of the books, minutes and records of the IBSA may be in written form or in any other form capable of being converted into written form within a reasonable time.
- 10.3 The Constitution of the IBSA may be adopted, amended or repealed in whole or in part by a majority vote of the GAB then in office at a special meeting duly called for the purpose of considering and approving such amendment.
- 10.4 Except as otherwise specified in this Constitution, notices pursuant to this Constitution shall be given to the persons entitled thereto by the Secretary verbally or in writing.

Annex 1 – Founder Members of the Global Advisory Board

Roy Saunders (Chairman)

Kishore Sakhrani

Shanker Iyer

Robert Kiggins

Matteo Rapinesi

Aliasghar Kanani

Andreas Neocleous

Lesley Gregory