



Aiducation International

Translation of German Execution Version

Articles of Association

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Preamble

The work of Aiducation is based on the following realizations (the “Realizations”):

- Education is the most important lever for the development of people.
- People are the most important lever for the economic, social and political development.

Moreover, Aiducation and all of its Units commit to uphold the following “4 Guiding Principles”, which characterize Aiducation worldwide:

- **100% Education:** We believe that education is the most effective way of realizing potential. Therefore, 90% of the money donated as a scholarship is invested into education and only contributions specifically designated for project and operation costs are used to cover such expenses.
- **Meritocracy:** We believe in meritocracy. Consequently, each AiduFellow has to go through a rigorous selection process in which financial neediness and brightness are carefully assessed. Therefore, our AiduFellows are high-potentials capable of contributing significantly to the social, economic and political development of their country.
- **1:1:** The AiduMaker is part of an informal selection committee and decides from a pre-selected pool of AiduSeekers who he/she wants to support. Regular reports inform AiduMakers on the progress and impact of their personal engagement.
- **Human Capital:** Aiducation supports AiduFellows financially (“Aid to Education Program”) and non-financially (“Education to Aid Program”) by making them become part of an exclusive network of high potentials. The Education to Aid Program, consisting of elements like mentorship academies, group mentoring, career rotations, workshops, project work, seminars, internships, training, startup experiences and others, allow the students to meet and learn from high profile speakers and from each other. The whole program empowers AiduFellows to live active lives and to use their potential and capabilities for the economic, political, and social development of their country.

For this purpose the following articles of association (the “Articles”) are adopted on the date mentioned above:

Title 1 – General Provisions

§1 Definitions / Abbreviations

4 Guiding Principles	The principles of Aiducation as defined in the Preamble.
Advisory Board	The advisory board is an organizational body of Aiduction International as defined in §17 and §32.
Aid to Aiducation	A support program as defined in the Preamble.
Aiducation	The international alliance as defined below in §4. It is also referred to as the Alliance.
Aiducation International	Aiducation International is the umbrella organisation of Aiducation. It is an association construed according to Swiss law as defined in §2 below. It is also referred to as the Umbrella.
Aiducation Wiki	An internet based open source platform (www.aiducation.org/mediawiki), a part of which (processes and directives) qualifies as instruments of the AiduManual.
AiduFellow	AiduSeeker, who has received a scholarship.
AiduMaker	Scholarship donor.
AiduManual	Regulations, directives or any other suitable instrument adopted by the Umbrella as defined in §5 below. Such instruments of the AiduManual are in particular the Code of Conduct and the processes and directives as contained in Aiducation Wiki.
AiduPartner	Corporate partner (donor, sponsor).
AiduSeeker	Scholarship applicant who has not yet been awarded a scholarship.
Alliance	Aiducation as defined above.
Annual General Assembly	A type of General Assembly as defined in §18 below.
Articles	The articles of association of the Umbrella as amended from time to time.
Annual Report	A report to be prepared by the Board of Directors on the activities of Aiducation International to be presented at each Annual General Assembly. It is part of the Business Report.
Auditors	The Auditors are an organizational body of Aiducation International as defined in §17 and §§33 et seq. below.
Board of Directors	The Board of Directors is an organizational body of Aiducation International as defined in §17 and §§27 et seq. below.
Business Report	In analogy to Art. 662 of the Swiss Code of Obligations, the Business Report consists of the Annual Report, the annual financial statements and, as the case may be, the consolidated financial statements. It is prepared by the Board of Directors.
City Team	A Unit as defined in §§4 and 7 below.

Code of Conduct	Such document qualifies as instrument of the AiduManual.
Education to Aid	A support program as defined in the Preamblel.
Extraordinary General Assembly	A type of General Assembly as defined in §20 below.
General Assembly	The General Assembly is an organizational body of Aiducation International as defined in §§17 et seq. below.
Head of the Advisory Board	The head of the Advisory Board as elected in accordance with §32 by the Advisory Board.
Honorary Members	A category of Members of the Umbrella as defined below §13.
Internal Contracts	Contracts as defined in §5 below.
Members	The three types of members as defined in §10 below may be collectively referred to as "Members".
Minute Books	The minute books of Aiducation International are kept at the offices of Aiducation International and contain the minutes of the General Assembly, the minutes of the Board of Directors and any other relevant corporate action or document.
National Chapter	A Unit as defined in §§4 and 6 below.
Organizational Regulations	In analogy to Art. 716b of the Swiss Code of Obligations, the organizational regulations regulates the management of Aiducation International, determines the required positions, describes their tasks and duties and defines the reporting. Such document qualifies as instrument of the AiduManual as defined in §31 below.
President/CEO	The president of the Board of Directors and CEO of Aiducation International as elected by the General Assembly according to §§24, 27 and 28.
Realizations	The realizations as defined in the Preamblel.
Scholarship Raising Chapter	A type of National Chapter as mentioned in §6 below.
Talent Raising Chapter	A type of National Chapter as mentioned in §6 below.
Tier-A-Members	A category of Members of the Umbrella as defined below §11.
Tier-B-Members	A category of Members of the Umbrella as defined below §12.
Umbrella	Aiducation International as defined above.
Universal Meeting	A meeting of the General Assembly as defined in §§19 and 20.
Units	Units of Aiducation as defined in §4 below.

§2 Name, Seat and Business Year

- (1) „Aiducation International“ is the name of an association construed and organized in accordance with Art. 60ff. of the Swiss Civil Code (Schweizerisches Zivilgesetzbuch, ZGB).
- (2) The seat of Aiducation International is Zurich.
- (3) The business year is the calender year.

§3 Purpose

- (1) Aiducation International is a charitable not-for-profit organization that gives people and societies access to their potential by supporting formal and non-formal education of individuals.
- (2) More precisely, Aiducation International, by means of awarding scholarships, supports bright and needy students, thereby turning talented but poor adolescents into empowered and active citizens that contribute to the economic, political and social development of their country.
 - a. On the one hand, Aiducation International provides classical scholarships as needed in the respective country, mainly consisting of financial support for the AiduFellows to access education.
 - b. On the other hand, and in contrast to other classical scholarship programs, Aiducation International provides access to a personal development program, that aims at developing responsible citizens, that love and respect their country, and are empowered and motivated to contribute to making their society better, either through their professions or by significant involvement in social, economical and political causes.

§4 The Alliance

- (1) „Aiducation” is an international alliance comprising the following types of Units:
 - a) Aiducation International (also referred to as the Umbrella);
 - b) National Chapters (Talent Raising Chapters and Scholarship Raising Chapters and mixed forms of the two);
 - c) City Teams.
- (2) Aiducation International may introduce additional Units as it deems fit.
- (3) The Umbrella, the National Chapters, the City Teams and any additional Unit may be individually or collectively referred to as the „Units“.

§5 The Umbrella

- (1) Aiducation International is the umbrella organization of Aiducation. It corresponds in the essence to so-called headquarters other organizations have. As such, the Umbrella
 - a) ensures the coordination of Aiducation’s international activities;
 - b) develops and implements the policies, standards and the strategy of Aiducation, its legal structure as well as its internal organization and processes;
 - c) supervises and controls the activities of the National Chapters, City Teams and the implementation of the policies, standards and strategy of Aiducation in general;
 - d) Centralizes and harmonizes the finances of Aiducation.
- (2) This enumeration is not comprehensive.
- (3) The Umbrella develops Aiducation’s corporate identity and corporate design, including but not limited to marketing and information materials for comprehensive marketing, advertisement and public relations campaign, nationally and worldwide.

- (4) The Umbrella determines and defines Aiducation's accounting principles, financial controlling and financial planning.
- (5) The Umbrella supports and assists the Units in their activities.
- (6) In order to implement the policies, the strategy, the legal structure, the internal organization and the internal processes of Aiducation the Umbrella may adopt regulations, directives or any other suitable instrument (as a whole the „AiduManual“) as it deems fit. Such instruments of the AiduManual are in particular the Code of Conduct and the processes and directives as contained in Aiducation Wiki.
- (7) In addition to such instruments regulating the internal affairs of Aiducation, contracts between the Units may be entered into (the „Internal Contracts“). Internal Contracts may also be put in place between the Units and individuals appointed as representatives, officials, organs, members or volunteers of the Units.
- (8) The Umbrella may determine Aiducation's system of internal dispute resolution as well as enforcement of the AiduManual and the Internal Contracts.

§6 National Chapters

- (1) In general, there are two types of National Chapters: the Scholarship Raising Chapters and the Talent Raising Chapters. Additional types may be defined by the Umbrella as needed.
- (2) National Chapters may be construed as associations, foundations, trusts, corporations of any legal form or any other entity with or without legal personality. National Chapters may have their registered office or seat in any country of the world.
- (3) As a rule, the Umbrella establishes the National Chapters in cooperation with a group of local individuals. To that end, the Umbrella may define, without limitation
 - a) the prerequisites for the establishment and admission of a new National Chapter;
 - b) the admission procedure;
 - c) the rights of the National Chapters as a Unit;
 - d) the obligations of the National Chapters as a Unit;
 - e) the competences and responsibilities of the National Chapters as a Unit;
 - f) the prerequisites for the dissolution, withdrawal, suspension and expulsion of a National Chapter from Aiducation.

§7 City Teams

- (1) City Teams may be construed as organs, subsidiaries or affiliates of a National Chapter in any legal form with or without legal personality.
- (2) A National Chapter may propose to the Umbrella to establish one ore more City Teams. Without the Umbrella's approval, no City Team may be established. To that end, the Umbrella may define, without limitation
 - a) the approval procedure for City Teams;
 - b) the prerequisites for the establishment of a City Team;
 - c) the competences and responsibilities of the National Chapters in respect to the National Chapter's City Teams;
 - d) the procedure of dissolution, withdrawal, suspension and expulsion of a City Team from Aiducation.

- (3) As a rule, a City Team is always affiliated with one specific National Chapter.

§8 Financial Means and Business Activities

- (1) The financial means and other resources of Aiducation International required for the pursuit of its purpose and goals are:
- a) membership fees;
 - b) donations, legacies;
 - c) contributions from the public sector, foundations or other charitable organizations;
 - d) distributions or contributions from Units
 - e) revenue from business activities of Aiducation International;
 - f) revenue from investment activities of Aiducation International;
 - g) other third party benefits, e.g. voluntary work.
- (2) The ultimate beneficiaries (students) of Aiducation International are chosen carefully and individually. The funds of Aiducation International are not distributed to a number of beneficiaries blindly. By setting criteria for the prospective beneficiaries to be eligible as beneficiary of Aiducation International, Aiducation International lives and promotes the meritocracy principle. By doing so, self-determination of the beneficiaries is emphasized and the beneficiaries are encouraged to tap their full potential.
- (3) To that end, Aiducation International may
- b) raise, collect, manage and disburse funds;
 - c) promote awareness of the paramount importance of education as human right, as prerequisite for a functioning democracy and the rule of law, for the sustainable economic, social and political development of nations, for the individual development and self-determination, in any country of the world;
 - d) design, produce and make available suitable material for educational and marketing purposes, campaigns, exhibitions and the media or to have third parties doing so;
 - e) finance, carry out or organize scientific researches;
 - f) finance, carry out or organize promotional events such as, but not limited to, conferences, seminars, lectures, meetings and discussions in any country worldwide;
 - g) finance, carry out or organize educational events such as, but not limited to, so called „Mentorship Academies“, „Career Rotations“, project work, conferences, seminars lectures, meetings and discussions in any country of choice;
 - h) finance, carry out or organize any project supporting or in line with the purpose of Aiducation;
 - i) employ persons in order to carry out its work, be it on a voluntary or remunerated basis;
 - j) develop worldwide moral, organizational and financial support for the furtherance of education;
 - k) appoint representatives which may or may not be Members;
 - l) partner with other organizations such as, but not limited to not-for-profit organizations, foundations, companies or governmental bodies in order to further its purpose;
 - m) establish permanent establishments, branches, subsidiaries or other affiliates in Switzerland and abroad, e.g. corporations, foundations or associations;
 - n) purchase, manage, administer, commercially exploit and dispose of participations in affiliated or third party companies, real estate and other assets, including intellectual property in Switzerland and abroad;
 - o) enter into loan agreements, be it as borrower or lender, or make use of any other

financing instrument or vehicle for financing purposes within Aiducation or vis-à-vis third parties;

p) engage in any other activity in the scope of the purpose as described above.

(4) With respect to the Alliance, Aiducation International may

- a) establish new or accept existing organizations as affiliated, associated or subsidiary entities;
- b) inspire, encourage, facilitate and promote the activities of the National Chapters;
- c) act as permanent body of liaison, co-ordination and study among the National Chapters;
- d) establish guidelines, policies and frameworks to ensure an "unité de doctrine" among Units and a consistent and coherent approach worldwide under the brand Aiducation International;
- e) Centralize and harmonize the Alliance's finances, payments and cash flow, i.e. receive and forward the funds for scholarships and operational costs on behalf of other Units, award scholarships to and support the ultimate beneficiaries (students) indirectly through other Units;
- f) assist the National Chapters in risk management and daily business;
- g) encourage and coordinate between National Chapters the exchange of ideas, know-how and experience;
- h) assist National Chapters to recruit members and volunteers;
- i) engage in any other activity to increase the efficiency and impact of Aiducation;
- j) engage in any other activity in the scope of the purposes as defined above.

(5) Aiducation International is independent, impartial, neutral and objective in its dealings with governments, political parties, other organizations, entities and individuals.

§9 Public Interest

- (1) Aiducation International pursues exclusively and directly charitable purposes. It does not strive to make profits for the benefit of its stakeholders or Members.
- (2) Aiducation International shall aspire to follow generally accepted best practice standards to ensure its financial solvability and the perennity of its activities. Therefore it shall make provisions and manage its funds with due care and an emphasis to sustainability. Any profits resulting from more fund-intake than disbursement in any given financial year must only be used for purposes as outlined above.
- (3) Members do not receive any distributions of profit or accumulated assets of Aiducation International nor do they receive any other financial benefits from the capital or assets of Aiducation International. When leaving Aiducation International, or in the event of voluntary dissolution, liquidation or disbandment of Aiducation International, Members do not have any right to the profit, accumulated assets or capital of Aiducation International.
- (4) No Member or official of Aiducation International may profit personally from expenses reimbursed by Aiducation International. In particular, no Member or official of Aiducation International may profit personally from unreasonably high compensations. For the sake of clarity it shall be stated that Members or officials of Aiducation International may be appropriately reimbursed and compensated for their work and efforts for the cause. In particular, Aiducation International may enter into employment and mandate agreements where it deems fit.

Title 2 – Membership

§10 Members of Aiducation International

- (1) There are three types of Members of Aiducation International: Tier-A-Members, Tier-B-Members and Honorary Members.
- (2) The Board of Directors resolves on the admission or exclusion of a Member of Aiducation International. However, the admission or exclusion of a Tier-B-Member requires the approval of the General Assembly. Such approval may be given in writing (including e-mail).
- (3) Additional types may be introduced by amendment of the Articles.

§11 Tier-A-Members

- (1) Natural or legal persons may become Tier-A-Members.
- (2) The Tier-A-Members have the following rights:
 - a) to participate in the General Assembly;
 - b) to draw up motions for inclusion in the agenda of the General Assembly;
 - c) to execute any other rights arising from the law, the Articles and the AiduManual.
- (3) The Tier-A-Members have the following obligations:
 - a) to observe and comply with the law, the Articles and the AiduManual;
 - b) to cooperate with best efforts in order to accomplish the purpose of Aiducation as outlined above;
 - c) to pay the membership fee.
- (4) The membership fee is paid annually. The exact amount of the membership fee of the Tier-A-Members is fixed by the General Assembly. However, the membership fee for the Tier-A-Members shall not exceed CHF 150.

§12 Tier-B-Members

- (1) Natural or legal persons may become Tier-B-Members.
- (2) The Tier-B-Members have the following rights:
 - a) to participate in the General Assembly;
 - b) to draw up motions for inclusion in the agenda of the General Assembly;
 - c) to vote in the General Assembly;
 - d) to execute any other rights arising from the law, the Articles and the AiduManual.
- (3) The Tier-B-Members have the following obligations:
 - a) to observe and comply with the law, the Articles and the AiduManual;
 - b) to cooperate with best efforts in order to accomplish the purpose of Aiducation as outlined above;
 - c) to pay the membership fee.

- (4) The membership fee is paid annually. The exact amount of the membership fee for the Tier-B-Members is fixed by the General Assembly. The membership fee of the Tier-B-Members must be higher than the membership fee of the Tier-A-Members.

§13 Honorary Members

- (1) Natural or legal persons may become Honorary Members.
- (2) Honorary Members do not have the right to vote or to participate in the General Assembly. Other than that, Honorary Members may execute any right as defined by the Board of Directors.
- (3) As a rule, Honorary Members shall receive the annual report of Aiducation International and the newsletters.
- (4) Natural or legal persons may be accepted as Honorary Members by the Board of Directors due to a significant contribution to the benefit of Aiducation. Such contribution may be financial or in kind, it may be a one time contribution or a contribution on an annual basis. The criteria to be accepted as Honorary Member may be further specified by the the Board of Directors.

§14 Forfeiture of Membership

- (1) The membership is forfeited by voluntary resignation, by exclusion or by death. The AiduManual may provide for additional cases.
- (2) A Member who forfeited its membership does not have any rights or claims against Aiducation International.

§15 Resignation

- (1) The Members may resign by submitting a resignation letter in writing (including e-mail) to the Board of Directors. The resignation is effective immediately upon submission.
- (2) A Member is regarded as having resigned in the event that the Member did not pay its membership fee in within three months after the last reminder.

§16 Exclusion

- (1) The Board of Directors is resolving on the exclusion of Members. A Member may be excluded without any particular or important reason. However, the exclusion of a Tier-B-Member requires the approval of the General Assembly. Such approval may be given in writing by circular resolution (including e-mail).
- (2) The exclusion is effective immediately, as of the date defined in the resolution of the Board of Directors or as of the date of the approval of the General Assembly.
- (3) The Board of Directors may define the procedure of exclusion more in detail.

Title 3 – Internal Organization of Aiducation International

§17 Bodies of Aiducation International

- (1) The bodies of Aiducation International are:
 - a) the General Assembly
 - b) the Board of Directors
 - c) the Advisory Board
 - d) the Auditors
 - e) any other organ as may be introduced in accordance with the law or the Articles.
- (2) The bodies and officials of Aiducation International must observe the law, the Articles and the AiduManual while they perform activities for the Aiducation International as well as off duty.

§18 General Assembly

- (1) The General Assembly is the supreme body of Aiducation International. It consists of the Tier-B-Members.
- (2) The General Assembly is chaired by the President. In his absence, the vice-president of the Board of Directors or any other member of Board of Directors takes the chair.
- (3) For each General Assembly, the assembly chairman appoints a secretary and a vote counter.
- (4) The minutes are submitted for approval to the General Assembly on the occasion of the subsequent General Assembly.

§19 Annual General Assembly

- (1) The Annual General Assembly is held every year not later than six months after the closing of the business year.
- (2) The Annual General Assembly is convoked by the President. The convocation in writing (including e-mail) is made at least 20 days prior to the General Assembly. The convocation contains the agenda of the meeting.
- (3) The Annual General Assembly may be held without convocation or with a shorter notice period in the event that all Tier-B-Members are present or duly represented („Universal Meeting“). Such Universal Meeting may resolve on any matter falling in the competences of the General Assembly.

§20 Extraordinary General Assembly

- (1) The Board of Directors convokes an Extraordinary General Assembly at any time it may deem fit.

- (2) The Board of Directors is obliged to convoke an Extraordinary General Assembly if it is requested in writing (including e-mail) or at a General Assembly by fifty percent of the Tier-B-Members. Such request specifies the prospective items of and motions to be included in the agenda. The Extraordinary General Assembly is held within 3 months from receipt of the request.
- (3) The Extraordinary General Assembly is convoked in the same manner as the Annual General Assembly. The Extraordinary General Assembly may be held without convocation or with a shorter notice period in the event that all Tier-B-Members are present or duly represented („Universal Meeting“). Such Universal Meeting may resolve on any matter falling in the competences of the General Assembly.
- (4) In exceptional cases, resolutions on any matters falling in the competences of the General Assembly may be taken without meeting in writing (including e-mail) (ballot vote). For the avoidance of doubt, the Annual General Assembly may not be replaced by ballot vote.

§21 Agenda

- (1) The Board of Directors draws up the agenda of the General Assembly.
- (2) The General Assembly can only resolve on items appearing in the agenda duly notified in the convocation to the Tier-B-Members, except in the event of a Universal Meeting.
- (3) As an example, the Annual General Assembly contains the following items:
 - a) Approval of the minutes of the last General Assembly;
 - b) Approval of the Annual Report on the activities and on the general situation of Aiducation International;
 - c) Approval of the financial statements;
 - d) Approval of the budget for the following year;
 - e) Discharge of the members of the Board of Directors;
 - f) Election of the members of the Board of Directors;
 - the President / CEO
 - the other members
 - g) Election of the auditors.
- (4) The Tier-A- or Tier-B-Members may propose additional motions to be included in the agenda. Such motion is submitted to the Board of Directors at latest thirty (30) days prior to the General Assembly.

§22 Right to Vote

- (1) Every Tier-B-Member is entitled to one vote in the General Assembly.
- (2) The votes in the General Assembly are given by the show of hands or by means of an electronic count.
- (3) There is a secret ballot if (1) it is requested by a majority of the Board of Directors, and if (2) it is requested by twenty percent or more of the Tier-A- and Tier-B-Members present at the General Assembly.
- (4) In the event that a Tier-B-Member is not able or willing to attend the General Assembly it is entitled to appoint another Tier-B-Member as a proxy in writing. A Tier-B-Member may act as proxy for more than one other Tier-B-Member.

§23 Invitees

The Board of Directors is free to invite other persons than Tier-B-Member to the General Assembly. Such persons do only have advisory powers.

§24 Competences of the General Assembly

- (1) The General Assembly has the following exclusive and unalienable competences and duties:
 - a) Election of the members of the Board of Directors
 - the President / CEO
 - the other members;
 - b) Election of the Auditors;
 - c) Adoption and amendment of the Articles;
 - d) Approval of the Annual Report;
 - e) Approval of the annual financial statements;
 - f) Approval of the annual budget;
 - g) Resolution to discharge and release the members of the Board of Directors;
 - h) Resolution on the amount of membership fees for the Tier-A-Members and Tier-B-Members;
- (2) In addition, the General Assembly resolves on any other business that is explicitly reserved to the General Assembly by virtue of the law, the Articles and the AiduManual, e.g. §37 Remuneration or §10 (2) Approval regarding admission or exclusion of Tier-B-Members).

§25 Quorum

- (1) Except where otherwise provided by law, the Articles or the AiduManual, the General Assembly has a quorum if at least three Tier-B-Members are present or represented.
- (2) Resolutions are passed by the majority of votes present unless the law, the Articles or the AiduManual provide otherwise.
- (3) In the event of equality, the assembly chairman has the casting vote.
- (4) Resolutions on the following items require a quorum of present or represented votes of at least fifty percent of, but at least three, Tier-B-Members. Such resolutions are passed by a qualified majority of at least three quarters of votes present or represented.
 - a) Amendment of Articles;
 - b) Voluntary dissolution of Aiducation International (see §39).

§26 Minutes of the General Assembly

- (1) Minutes are kept regarding the resolutions of the General Assembly and included in the Minute Books. The minutes are signed by the assembly chairman and the secretary.
- (2) The Minute Books are kept in custody at the offices of Aiducation International. All Tier-A- and Tier-B-Members have the right to consult the Minute Books at the offices of Aiducation International.

- (3) Resolutions of the General Assembly may be disclosed to a third party or to authorities at the discretion of the Board of Directors.

§27 Board of Directors

- (1) The Board of Directors is the executive body of Aiducation International.
- (2) The Board of Directors consists of one president (the “President”) and a minimum of two other members. The President is individually and specifically elected as such by the General Assembly.
- (3) It is mandatory that the members of the Board of Directors are Tier-A-Members. In the event that a Tier-B-Member accepts his/her election as member of the Board of Directors he/she automatically forfeits his/her Tier-B-Membership and becomes a Tier-A-Member for the term of office. If a non-Member accepts his/her election as member of the Board of Directors, he/she automatically becomes a Tier-A-Member.
- (4) The term of office of the members of the Board of Directors is one year. The term ends at the Annual General Assembly.
- (5) The members of the Board of Directors may be re-elected without limitation.

§28 Organization of the Board of Directors

- (1) It is mandatory that the President is acting as CEO of Aiducation International.
- (2) Except where otherwise provided in the applicable law or the Articles, the Board of Directors is self-organizing.

§29 Meetings of the Board of Directors

- (1) As a rule, the Board of Directors meets at least four times per year.
- (2) The meetings of the Board of Directors are chaired by the President. In his absence, the vice-president or any other member of Board of Directors takes the chair. The chairman appoints a secretary.
- (3) The meetings may be held by video or telephone conference or any other means of communication allowing immediate interaction and identification of the participants.
- (4) Minutes of the meetings, including in particular the resolutions of the Board of Directors, are kept and included in the Minute Books. The minutes are signed by the chairman and the secretary. The minutes list the members of the Board of Directors who are present at the meeting. The minutes are included in the Minute Books.
- (5) Resolutions of the Board of Directors may be taken without meeting by circular resolution in writing (including e-mail). If one member of the Board of Directors requests that the resolution is taken at a meeting instead of the circular resolution, a meeting has to be convened. Circular resolutions are also included in the Minute Books.

§30 Competences of the Board of Directors

- (1) The Board of Directors has the right and the obligation to attend to the affairs of Aiducation International and to represent Aiducation International. It has the power to resolve on all matters which are not reserved to the General Assembly or any other body of Aiducation International by virtue of the law or the Articles.
- (2) The Board of Directors contributes to its best abilities to the success of Aiducation or all Units respectively.
- (3) The Board of Directors coordinates global growth of Aiducation.
- (4) The Board of Directors has the following exclusive and unalienable competences:
 - a) strategic and ultimate management of Aiducation International, including giving the necessary instructions;
 - b) determination of the internal organization of Aiducation International;
 - c) determination of the accounting principles, financial control and financial planning, insofar as such is necessary for the performance of Aiducation International's activities;
 - d) appointment and dismissal of the persons entrusted with the management and representation of Aiducation International;
 - e) supervision of the persons entrusted with the management and representation of Aiducation International, in particular to ensure compliance with the laws, the Articles, the AiduManual and the Internal Contracts;
 - f) preparation of the Business Report, preparation of the General Assembly and implementation of the General Assembly's resolutions;
 - g) examination of the professional qualifications of the specially qualified auditors in the cases in which the law provides for the use of such;
 - h) resolution on the foundation, liquidation or acquisition of subsidiaries, branches and permanent establishments.

§31 Internal Organization and Delegation

- (1) The Board of Directors may determine the internal organization of Aiducation International by adoption of so called Organizational Regulations. In particular, the Board of Directors may delegate any of its tasks, in whole or in part, to one or more of its members, to special committees, work teams or other bodies of Aiducation International or to third parties, in accordance with the applicable law and the Articles, in particular §28 and §31.
- (2) The Organizational Regulations set out the procedures for the management of Aiducation International and, in particular, regulates the reporting obligations of the respective persons, committees, work teams and bodies as well as their supervision.
- (3) The Board of Directors may award the right to represent and legally commit Aiducation International vis-à-vis third parties to any natural or legal person it may deem fit.

§32 Advisory Board

- (1) The Board of Directors may create or dissolve an Advisory Board.
- (2) The Advisory Board consists of a minimum of one member. The members of the Advisory board are physical persons.

- (3) The Advisory Board is appointed by the Board of Directors. The Board of Directors, the General Assembly, any Member and any member of the Advisory Board may propose candidates to be appointed as members of the Advisory Board. The Board of Directors may define criteria for eligible candidates.
- (4) The members of the Advisory Board shall provide guidance and advice to the CEO and other executive officers of Aiducation International, if any. Such advice may be rendered informally or on the occasion of formal meetings. The guidance and advice of the Advisory Board focuses on the following non-exhaustive list:
 - a) Overall concept and business model of Aiducation.
 - b) Positioning of Aiducation towards the AiduMakers and AiduPartners, in terms of argumentation, differentiation criteria vis-à-vis other organizations
 - c) Global setup of Aiducation, in terms of Units, the AiduManual and the Internal Contracts.
- (5) The CEO convenes meetings of the Advisory Board as he deems fit. Other executive officers of Aiducation International may request from the CEO to convene a meeting of the Advisory Board.
- (6) The Advisory Board meetings may be run by an agenda and documented by minutes.
- (7) Through the founded discussions, particular skills and qualifications of its members the Advisory Board contributes to shaping decisions that are under the responsibility of the Board of Directors, the CEO and the other executive officers of Aiducation International. However it does not take any decision itself. For specific topics, a decision-making power may be delegated to the Advisory Board by the Board of Directors or the General Assembly.
- (8) The Advisory Board appoints a Head of Advisory Board who is expected to
 - a) Guide the discussions within the meetings if and as needed
 - b) Make time available to be the main sparring partner for the CEO and other executive officers, as the case may be.
- (9) Advisory Board members may be appointed and may resign at any time. The Board of Directors may exclude a member of the Advisory Board at any time. A member of the Advisory Board may be excluded without any particular or important reason.

§33 The Auditors

- (1) The General Assembly appoints one or more Auditors and, if appropriate, substitute auditors for a term of one year. The Auditors may be re-elected. Their tasks may be likewise performed by an audit company or by an association of auditors.
- (2) At least one of the Auditors must live in Switzerland or have his registered office or a branch registered in the register of commerce in Switzerland.
- (3) The Auditors must possess the qualification needed to perform their tasks in compliance with the law independently from the Board of Directors.

§34 Auditors Report

- (1) The Auditors examine the financial statements and present a written report to the Annual General Assembly on the financial result and audit of the accounts pursuant to the law and the Articles.
- (2) The Auditors are further obliged to comply with the provisions of Article 727 et seq. of the Swiss code of obligations.

§35 Waiver of Audit

The General Assembly may waive to appoint Auditors in accordance with the law (Art. 69b of the Swiss Civil Code).

Title 4 – Various Provisions

§36 Internal Dispute Resolution and Sanctions

- (1) The Board of Directors may determine the principles of internal dispute resolution for Aiducation, the Units as well as their respective members, officials and bodies.
- (2) The Board of Directors is further competent to define sanctions to be imposed on the members, officials, bodies of the Units as well as on the Units themselves in the event of a violation of the law, the Articles, the AiduManual and the Internal Contracts.

§37 Remuneration

- (1) The General Assembly resolves on the remuneration of the members of the Board of Directors and the top management, if any. The General Assembly may delegate this competence to a special committee provided that such committee is independent from the Board of Directors and and the top management, if any.
- (2) The General Assembly resolves on the remuneration of any employee of Aiducation International, other than the members of the Board of Directors and the top management. The General Assembly may delegate this competence to any other body of Aiducation International as it deems fit.

§38 Liabilities of Aiducation International

Aiducation International may be held accountable for its liabilities exclusively. In particular, Members of Aiducation International may not be personally held liable for liabilities of Aiducation International. The Members are in particular not liable to provide for additional cover.

§39 Dissolution of Aiducation International

- (1) Aiducation International may only be dissolved at General Assembly explicitly convened for that purpose. Such General Assembly has a quorum if at least fifty percent, but at least three, of the Tier-B-Members are present or represented.
- (2) To resolve on the dissolution of the Umbrella in the affirmative a qualified majority of at least 75 percent of the votes present or represented is required.
- (3) Upon the dissolution of Aiducation International, the associaton is liquidated in accordance with the Swiss Code of Obligations (Schweizerisches Obligationenrecht, OR) and all remaining and assets are donated to an organization with a similar purpose.

§40 Entering into force

These Articles enter into force by passing with a simple majority of the votes at the General Assembly.

Zurich, June 30, 2013

Florian Kapitza (President/CEO)