

INTBU (Pty) LTD

International Bureau of Understanding

The Worlds' Premier **'Crime Fighting'** Organization

Most people have only interpreted the world, in various ways; the point is to change it. To do anything in the world worth doing, we must not stand back shivering and thinking of the cold and danger, but jump in and scramble through as well as we can. It's never too late to have a change of heart and finish differently.

CONSTITUTION

250 Countries | 42 Languages | 24 Currencies

Name

The name of the organisation is the International Bureau of Understanding, hereinafter referred to as INTBU.

Scope

This Constitution applies to all Directors, Deputy Directors, Senior Managers (SM), Senior Support Managers (SSM), and Supervisors as well as all members of INTBU (Pty) LTD.

Such Directors, Deputy Directors, Senior Managers (SM), Senior Support Managers (SSM), and Supervisors as well as all members are referred to herein collectively as the "Covered Parties." INTBU (Pty) LTD and all its Sub-Committees are referred to herein collectively as the "Company" and/or "Organization."

Purpose

The Company is proud of the values with which it conducts business. It has and will continue to uphold the highest levels of business ethics and personal integrity in all types of interactions and transactions.

1. To this end, this Constitution serves to:
 - 1.1. emphasize the Company's commitment to ethics and compliance with the law;
 - 1.2. set forth basic standards of ethical and legal behaviour;
 - 1.3. provide reporting mechanisms for known or suspected ethical or legal violations; and
 - 1.4. help prevent and detect wrongdoing.
2. Given the variety and complexity of ethical questions that may arise in the Company's course of business, this Constitution serves only as a rough guide. Confronted with ethically ambiguous situations, the Covered Parties should remember the Company's commitment to the highest ethical standards and seek advice from specialized people or entities to ensure that all actions they take on behalf of the Company honour this commitment.

Character

3. 'The Company' is an "all-inclusive," non-racial, non-sexist and democratic private company.
 - 3.1. Its policies are determined by the INTBU (Pty) LTD Associates.
 - 3.2. 'The Company's' leadership is accountable in terms of the procedures laid down in this Constitution.
 - 3.3. 'The Company' shall, in its composition and functioning, be democratic, non-racial and non-sexist and combat any form of racial, tribalistic or ethnic exclusivism or chauvinism.
 - 3.4. While striving for the maximum unity of purpose and functioning, 'The Company' shall respect the linguistic, cultural and religious diversity of all Collective Parties.
 - 3.5. The principles of freedom of speech and free circulation of ideas and information shall operate within 'The Company'.
 - 3.6. 'The Company' shall cooperate closely with other organizations (government and non-governmental) and structural bodies in every country where it has members and shall provide solutions, for the recognition of the social needs of its many members who are residing in those communities.

Contractual Liability

4. Only the Management Committee shall have the authority to bind 'The Company' or to create any legal relationships. Any other person purporting to bind 'The Company' must produce a written authorisation from the Management Committee, which must indicate the extent of that person's authority.

Borrowing Power

5. The Management Committee may from time to time borrow any amount of money, on such terms and conditions as the Management Committee considers fit, with the power from time to time to alter the terms of such borrowing, and to secure such borrowing or any other obligations of 'The

Company' by the mortgage or pledge, either generally or specifically, on the assets of 'The Company.'

Steering Committee

6. A Steering Committee shall:

- 6.1. Be registered and endorsed by the Management Committee when it has a minimum of 200 (two hundred) registered members within a specific community. The Management Committee may confer special recognition, where due to exceptional circumstances, a Steering Committee that has fewer than 200 (two hundred) members;
- 6.2. Meet as provided for in the rules and regulations, at least once per month in a general meeting;
- 6.3. Be the place where members exercise their basic democratic rights to discuss and formulate community development projects;
- 6.4. be the basic unit of activity for members within the community.
- 6.5. Elect an Executive Committee consisting of a Senior Manager (SM), and 2 (two) Senior Support Managers and a Non-Executive Committee consisting of either 2 or 4 Supervisors. A person must have at least 5 (five) votes from the community before she or he can be nominated to be a leader in a Steering Committee.
- 6.6. On being accepted as a leader in 'The Company', a new leader shall, make the following solemn declaration to the Management Committee or person designated to administer such oaths:

"I, [...], solemnly declare that I will abide by the aims and objectives of the International Bureau of Understanding as set out in the Constitution, that I am joining the Organisation voluntarily and without motives of material advantage or personal gain, that I agree to respect the Constitution and the structures and to work as a loyal member of the Organisation, that I will place my energies and skills at the disposal of the Organisation and carry out tasks given to me, that I will work towards making The Company an even more effective instrument in the hands of the people and the community, and that I will

defend the unity and integrity of the Organisation and its principles, and combat any tendency towards disruption, factionalism and corruption.

7. Steering Committees covering an extensive geographical area, or in respect of which some special circumstance exists, may adopt smaller manageable units. Such units shall only be used as a co-ordinating and administrative tool by the Steering Committee and shall not possess any Community Support Account (CSA). These units shall operate on the basis of acceptable democratic principles and practices.

7.1. The Executive Committee shall

7.1.1. Meet as and allocate tasks and functions among its members to enable it to carry out the day-to-day activities of the Steering Committee;

7.1.2. Carry out the organisational work in its community in furtherance of the policies, programmes and decisions of the organization;

7.1.3. Submit monthly reports on its work to the Management Committee;

7.1.4. Co-opt not more than 4 (four) Supervisors, if it considers it necessary to ensure greater representivity

7.1.5. The quorum for each meeting of the Steering Committee shall be all Executive Members.

8. In the event that the Steering-Committee closes:

8.1. any surplus funds in the CSA of the Steering-Committee will be shared amongst members according to each member in terms of his/her contribution.

8.2. Liability and debts will also be shared equally in the Steering-Committee if such debt is made by the Steering-Committee.

Membership

9. Membership in 'The Company' shall be open to all people, irrespective of race, colour and creed, who accept its principles, policies and programmes and who are prepared to abide by its

Constitution and rules. Every member of the organization shall belong to a Steering Committee, which is the basic structure of the organisation

10. Rights & Duties of Members

10.1. A member shall be entitled to:

- 10.1.1. Take a full and active part in the discussion, formulation and implementation of the community development programs of the organization;
- 10.1.2. Receive information on all aspects of the organization, its programs and activities;
- 10.1.3. Offer constructive ideas and/or criticism of any member, Supervisor, SSM or SM, programme or activity of the organization within its community;
- 10.1.4. Take part in elections and be elected or appointed to any Steering Committee, *Ad-hoc* Committee, commission or delegation of the organization; and
- 10.1.5. Submit proposals or statements to the Management Committee, provided such proposals or statements are submitted through the appropriate Steering Committee.

10.2. Duties:

- 10.2.1. Belong to and take an active part in the life of his or her Steering Committee;
- 10.2.2. Take all necessary steps to understand and carry out the aims, policies and programmes of the organization;
- 10.2.3. Explain the aims, policies and programmes of the organization to other people;
- 10.2.4. Deepen his or her understanding of the social, cultural and economic problems of the community;
- 10.2.5. Combat propaganda detrimental to the interests of the company and defend the policies, aims and programme of the organization;

- 10.2.6. Fight against racism, tribal chauvinism, sexism, and religious intolerance or any other form of discrimination or chauvinism

Corporate Opportunities

11. Covered Parties are prohibited from taking for themselves opportunities that are discovered through the use of corporate property, information or position without the consent of the Management Committee.
12. No Covered Party may use corporate property, information or position for improper personal gain and no member may compete with the Company directly or indirectly. Covered Parties owe a duty to the Company to advance its legitimate interests whenever possible.

Fair Dealing

13. Covered Parties shall behave honestly and ethically at all times and with all people. They shall act in good faith, with due care, and shall engage only in fair and open competition, by treating ethically competitors, suppliers, customers, and members. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited.
14. No Covered Party should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice.
15. The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered or accepted by a Covered Party or any family member of a Covered Party unless it:
 - 15.1. is consistent with customary business practices,
 - 15.2. is not excessive in value,
 - 15.3. cannot be construed as a bribe or payoff and
 - 15.4. does not violate any laws or regulations.

16. The offer or acceptance of cash gifts by any Covered Party is prohibited. Covered Parties should discuss with their Supervisors, Managers or other appropriate personnel any gifts or proposed gifts which they think may be inappropriate.

Insider Trading

17. Covered Parties who have access to confidential information are not permitted to use or share that information for any other purpose except the conduct of the Company's business.
18. All non-public information about the Company should be considered confidential information. It is always illegal to trade in INTBU (Pty) LTD | Projects while in possession of material, non-public information, and it is also illegal to communicate or "tip" such information to others.

Confidentiality

19. Covered Parties must maintain the confidentiality of confidential information entrusted to them, except when disclosure is authorized by an appropriate legal officer of the Company or required by laws or regulations.
20. Confidential information includes all non-public information that might be of use to competitors or harmful to the Company or its members if disclosed. It also includes information that suppliers and members have entrusted to the Company. The obligation to preserve confidential information continues even after membership ends.

Protection & Proper Use of Company Assets

21. All Covered Parties should endeavour to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. The Company's equipment should not be used for non-Company business.
22. The obligation of Covered Parties to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records and any unpublished financial data and reports.

Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or criminal penalties.

Compliance with Laws, Rules & Regulations

23. Obeying the law, both in letter and in spirit, is the foundation on which the Company's ethical standards are built. In conducting the business of the Company, the Covered Parties shall comply with applicable governmental laws, rules and regulations at all levels of government in South Africa and in any non-South African jurisdiction in which the Company does business.
24. Although not all Covered Parties are expected to know the details of these laws, it is important to know enough about the applicable local, provincial and national laws to determine when to seek advice from Supervisors, Managers or other appropriate personnel.

Timely & Truthful Public disclosure

25. In reports and documents filed with or submitted to any Government Organization and other regulators by the Company, and in other public communications made by the Company, the Covered Parties involved in the preparation of such reports and documents (including those who are involved in the preparation of financial or other reports and the information included in such reports and documents) shall make disclosures that are full, fair, accurate, timely and understandable.
26. Where applicable, these Covered Parties shall provide thorough and accurate financial and accounting data for inclusion in such disclosures. They shall not knowingly conceal or falsify information, misrepresent material facts or omit material facts necessary to avoid misleading the Company's independent public auditors or investors.

Meetings

27. All Committees of 'The Company' shall held monthly meetings which shall take place as far as practicable on the first Wednesday of every new month.
 - 27.1. Notice in writing of any special business to be brought forward by any member shall be given to the Presiding Chairman seven (7) days at least before the day on which the meeting of the Steering Committee is to be held

- 27.2. A Steering-Committee shall nominate its own presiding Chairman at a meeting. Such person will be in charge and be responsible and accountable for the Committee until the next monthly meeting where another person will be nominated.
- 27.3. A presiding Chairman has to be a Manager, and may be nominated as the Acting Chairman for more than one term (month) consecutively.
- 27.4. If for any reason the Acting Chairman is or is deemed to be absent or is unable to perform his/her functions or, should that person for any reason not be available, the person nominated by him/her shall act in his/her place during his/her absence or deemed absence or inability.
- 27.5. Should both the Acting Chairman and the nominated person for any reason not be available, that one of the other persons who serves as a Senior Support Manager (SSM) in the Steering Committee shall so act.
- 27.6. The quorum for a meeting of all Steering-Committees shall be minimum three (3) members. All the executive members need to be present at all meetings.
- 27.7. Decisions of Steering-Committees shall be taken by majority vote.
28. The Steering-Committee may hold additional meetings at such times as it may in its discretion decide.
29. If so required by notice in writing specifying the nature of the business to be considered, the Steering-Committee shall hold a special meeting at such time and place as may be decided by the Acting Chairman.
30. At each monthly meeting, a report on the activities of the Steering-Committee during the previous month together with its suggestions to the Management Committee of the priorities which should receive the attention of the Management Committee shall be presented.

Resolutions

31. In order to avoid the calling of meetings of the Management Committee more often than is necessary, a resolution signed by the INTBU (Pty) LTD CEO, shall be regarded in all respects as if it had been formally passed at a meeting.

General

32. 'The Company' shall have perpetual succession and power, apart from its individual members, to acquire, hold and alienate property, enter into agreements and do all things necessary to carry out its aims and objects and defend its members, its property and its reputation.

Alterations of the Constitution

33. Notice of intent to propose any amendments or alterations to the Constitution should be forwarded to the Management Committee at least three months before its annual meeting
34. At its annual meeting the Management Committee may from time to time alter, amend, add to or repeal any of the rules governing the 'The Company.'

Code of Ethics

Norms

35. WORK

- 35.1. All Members shall share equal in all aspects.
- 35.2. All Members shall at all times maintain the honour and dignity of their work. They shall abstain from any behaviour which may tend to discredit the reputation of the Company.
- 35.3. All Members shall bear in mind their obligations as citizens to their country and their communities, and to give them their unswerving loyalty in word, act, and deed. To give them freely of their time, labour and means.
- 35.4. All Members shall treat each other with the utmost courtesy, respect and fairness.
- 35.5. All Members shall remember that in building up their referral networks' it is not necessary to tear down another's; to be loyal to his/her referrals and true to him/herself.
- 35.6. All Members shall hold friendship as an end and not a means. To hold that true friendship exists not on account of the service performed by one to another, but that true friendship demands nothing but accepts service in the spirit in which it is given.
- 35.7. All Members shall activate their empathy to others by giving their support to those
 - 35.7.1. in distress; and
 - 35.7.2. their assistance to the weak; and
 - 35.7.3. their substance to the needy.

36. COMMUNICATION

- 36.1. All Members shall be careful with their criticism and liberal with their praise; to build up and not destroy.

- 36.2. All communication between Members shall in principle be accorded a confidential character, unless certain promises or acknowledgements are made therein.
- 36.3. All Members shall without fear defend the interest of other members and without regard to any unpleasant consequences to themselves or to any other person. They shall never knowingly give incorrect information or advice which is to their knowledge contrary to the facts.
- 36.4. It shall be considered improper for any Member to communicate about a particular person with any person whom they know, without the latter's consent.
- 36.5. It is contrary to the dignity of INTBU Members to resort to any form of aggression, lies and fraudulent behaviour.
- 36.6. Covered Party's should never disclose any confidential information what has been communicated to them, even after they have ceased to be a member. This duty extends to their friends, family and other people.
- 36.7. Covered Party's shall never forget that they should put first not their rights, but the interests of their community served by them.

37. COOPERATION

- 37.1. Decisions regarding all aspects of the Steering-Committee that are under the control of the Steering-Committee shall be taken based on consensus in the committee.
- 37.2. Problems that cannot be solved within the Steering-Committee shall be solved through either the Complaints or Disciplinary Procedure outlined below.
- 37.3. Covered Party's shall respect each others' privacy.
- 37.4. Covered Party's shall respect each others' property.

38. CONFLICT OF INTEREST

- 38.1. A conflict of interest exists when a person's private interest interferes in any way with the interests of the Company. A conflict can arise when a Covered Party takes actions or has

interests that may make it difficult to perform his or her work for the Company objectively and effectively.

- 38.2. Conflicts of interest may also arise when a Covered Party, or members of his or her family, receives improper personal benefits as a result of his or her position at the Company. Loans to, or guarantees of obligations of, Covered Parties and their family members may create conflicts of interest.
- 38.3. It is almost always a conflict of interest for a Covered Party to work simultaneously for a competitor or supplier.
- 38.4. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with your supervisor or manager or, if circumstances warrant, the chief financial officer or chief legal officer of the Company.
- 38.5. Any Covered Party who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel or consult the procedures described in Section 34 of this Code.
- 38.6. All Steering Committees, both executive and non-executive members, shall disclose any material transaction or relationship that reasonably could be expected to give rise to such a conflict to the Management Committee. No action may be taken with respect to such transaction or party unless and until such action has been approved by the Management Committee.

Complaints Guidance

39. We must all work together to ensure prompt and consistent action against violations of this Code. In some situations, however, it is difficult to know if a violation has occurred. Because we cannot anticipate every situation that will arise, it is important that we have a way to approach a new question or problem. These are the steps to keep in mind:

- 39.1. Make sure you have all the facts. In order to reach the right solutions, we must be as informed as possible.

- 39.2. Ask yourself: *What specifically am I being asked to do? Does it seem unethical or improper?* Use your judgment and common sense. If something seems unethical or improper, it probably is.
- 39.3. Clarify your responsibility and role. In most situations, there is shared responsibility. *Are your colleagues informed?* It may help to get others involved and discuss the problem.
- 39.4. Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the questions, and he or she will appreciate being consulted as part of the decision-making process.
- 39.5. Seek help from Company resources. In rare cases where it would be inappropriate or uncomfortable to discuss an issue with your supervisor, or where you believe your supervisor has given you an inappropriate answer, discuss it locally with your Steering Committee.
- 39.6. You may report ethical violations in confidence without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected to the maximum extent consistent with the Company's legal obligations. The Company in all circumstances prohibits retaliation of any kind against those who report ethical violations in good faith.
- 39.7. Ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

Complaints Procedure

40. In case of complaints or problems arise, the following complaints procedure should be followed:
 - 40.1. Members should as far as possible first try to solve problems themselves. If not,
 - 40.2. The problem could be reported to the person who has referred you.
 - 40.3. If that person cannot solve the problem, report the problem to a Supervisor, who will then try to solve it.
 - 40.4. If your Supervisor cannot solve the problem, report the problem to the Executive Committee of the Steering Committee, who will then try to solve it.

- 40.5. If the problem involves any of the people mentioned above, or if they delay unreasonably in solving the problem, the problem should be reported directly to the Management-Committee. If the Management-Committee cannot solve the problem, or delays unreasonably in solving the problem, the problem should be reported directly to the Board of Directors. This should always be a last resort.

Disciplinary Procedure

41. In case of a possible contravention of this Code the following procedure should be followed:
- 41.1. Any possible contravention should be reported to and handled by the Steering-Committee.
 - 41.2. The Steering-Committee will form an *ad hoc committee* with a minimum of 3 members.
 - 41.3. The *ad hoc committee* will convene a disciplinary hearing.
 - 41.4. At the disciplinary hearing all parties will be given the opportunity to state their case.
 - 41.5. If a contravention of the Code of Ethics is found, the disciplinary hearing may:
 - 41.5.1. Issue a verbal warning (*Not more than 2 verbal warnings*); or
 - 41.5.2. Issue a written warning (*Not more than 2 written warnings*); or
 - 41.5.3. Suspend the member involved for a period of not more than 90 days; or
 - 41.5.4. Expel the involved member from INTBU.
 - 41.6. If a member is suspended, during the suspension the member should not be or get involved in any formal or informal activities of the Steering-Committee. Should the member ignore this rule, his/her membership could be terminated, depending on a decision from the Management Committee.
 - 41.7. If a member is expelled his/her membership will be terminated and monthly earnings will be forfeited.

42. The Management Committee should be informed by the Steering-Committee whenever a contravention of the Code of Ethics is reported, as well as the decision taken by the disciplinary hearing.