

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. I believe that it's never too late to have a change of heart and finish differently.

CORPORATE GOVERNANCE GUIDELINES

250 Countries | 42 Languages | 24 Currencies

The Board of Associates has adopted the following guidelines to promote the effective governance of the Company and its Steering Committees. The Board of Associates will also review and amend these guidelines as it deems necessary or appropriate.

On behalf of the Company's Associate(s), the Management Committee is responsible for overseeing the management of the business and affairs of the Company. The Management Committee acts as the ultimate decision-making body of Company, except on those matters reserved to or shared with the Board of Associates of Company under the laws of South Africa.

1. The structure and administration of the Company shall be represented by the following Committees, Sub-Committees and Portfolios:

1.1. BOARD OF ASSOCIATES

The board of associates represent the shareholder(s) of the Company and establish the corporate management structure that make decisions on major company issues.

The membership of the Board of Associates is comprised of recognized business, professional, volunteer and civic leaders in the community. The purpose of the Board of Associates is to connect the business, professional and civic leadership of the community with the Company for the purposes of fostering community understanding and community support for the Company.

1.2. MANAGEMENT COMMITTEE

The Management Committee is responsible for the overall management of the Company, its Sub-Committees and Membership Structures and shall consist of the following portfolios:

- 1.2.1. A **General Manager**, who will have the responsibility to:

- 1.2.1.1. Increases management's effectiveness by recruiting, selecting, orienting, training, coaching, counselling, and disciplining managers and members of Steering Committees; communicating values, strategies, and objectives; assigning accountabilities; planning, monitoring, and appraising job results; developing incentives; developing a climate for offering information and opinions; providing education opportunities.

- 1.2.1.2. Develops strategic plan by studying technological and financial opportunities; presenting assumptions; recommending objectives.

- 1.2.1.3. Accomplishes subsidiary objectives by establishing plans, budgets, and results measurements; allocating resources; reviewing progress; making mid-course corrections.
- 1.2.1.4. Regulates and coordinates efforts by establishing procurement, production, marketing, field, and technical services policies and practices; coordinating actions with management and Steering Committees.
- 1.2.1.5. Builds the Company's image by collaborating with members, government, community organizations, and employees; enforcing ethical business practices.
- 1.2.1.6. Maintains quality service by establishing and enforcing organization standards.
- 1.2.1.7. Maintains professional and technical knowledge by attending educational workshops; reviewing professional publications; establishing personal networks; benchmarking state-of-the-art practices; participating in professional societies.
- 1.2.1.8. Contributes to team effort by accomplishing related results as needed.
- 1.2.1.9. Approve budget requests and money withdrawals from Steering Committees.

1.2.2. A **General Secretary**, who will have the responsibility of:

- 1.2.2.1. Produces information by transcribing, formatting, inputting, editing, retrieving, copying, and transmitting text, data, and graphics.
- 1.2.2.2. Organizes work by reading and routing correspondence; collecting information; initiating telecommunications.
- 1.2.2.3. Maintains department schedule by maintaining calendars for department personnel; arranging meetings, conferences, teleconferences, and travel.
- 1.2.2.4. Completes requests by greeting customers, in person or on the telephone; answering or referring inquiries.
- 1.2.2.5. Maintains customer confidence and protects operations by keeping information confidential.
- 1.2.2.6. Prepares reports by collecting information.

- 1.2.2.7. Maintains office supplies inventory by checking stock to determine inventory level; anticipating needed supplies; placing and expediting orders for supplies; verifying receipt of supplies.
- 1.2.2.8. Keeps equipment operational by following manufacturer instructions and established procedures.
- 1.2.2.9. Secures information by completing database backups.
- 1.2.2.10. Provides historical reference by utilizing filing and retrieval systems.
- 1.2.2.11. Maintains technical knowledge by attending educational workshops; reading secretarial publications.
- 1.2.2.12. Contributes to team effort by accomplishing related results as needed.

1.2.3. An **Accounts Manager**, who will have the responsibility to:

- 1.2.3.1. Manage and maintain all fiscal accounts.
- 1.2.3.2. Prepares work to be accomplished by gathering and sorting documents and related information.
- 1.2.3.3. Pays member commissions' and invoices by verifying transaction information; scheduling and preparing disbursements; obtaining authorization of payment.
- 1.2.3.4. Obtains revenue by verifying transaction information; computing charges and refunds; preparing and mailing invoices; identifying delinquent accounts and insufficient payments.
- 1.2.3.5. Collects revenue by reminding delinquent accounts; notifying customers of insufficient payments.
- 1.2.3.6. Prepares financial reports by collecting, analyzing, and summarizing account information and trends.
- 1.2.3.7. Maintains accounting ledgers by posting account transactions.
- 1.2.3.8. Verifies accounts by reconciling statements and transactions.
- 1.2.3.9. Resolves account discrepancies by investigating documentation; issuing stop payments, payments, or adjustments.
- 1.2.3.10. Maintains financial security by following internal accounting controls.
- 1.2.3.11. Secures financial information by completing data base backups.
- 1.2.3.12. Maintains financial historical records by filing accounting documents.
- 1.2.3.13. Contributes to team effort by accomplishing related results as needed.
- 1.2.3.14. Keep accurate account of all the Company's finances.
- 1.2.3.15. Have signing powers with General Manager and General Secretary.

1.2.4. A **Campaigns Manager**, who will have the responsibility to:

- 1.2.4.1. Accomplishes marketing and sales objectives by recruiting, selecting, orienting, training, assigning, scheduling, coaching, counselling, and disciplining employees; communicating job expectations; planning, monitoring, appraising, and reviewing job contributions; planning and reviewing compensation actions; enforcing policies and procedures.
- 1.2.4.2. Achieves marketing and sales objectives by contributing marketing and sales information and recommendations to strategic plans and reviews; preparing and completing action plans; implementing production, productivity, quality, and customer-service standards; resolving problems; completing audits; identifying trends; determining system improvements; implementing change.
- 1.2.4.3. Meets marketing and sales objectives by forecasting requirements; preparing an annual budget; scheduling expenditures; analyzing variances; initiating corrective actions.
- 1.2.4.4. Determines annual and gross-profit plans by forecasting and developing annual sales quotas for regions; projecting expected sales volume and profit for existing and new products; analyzing trends and results; establishing pricing strategies; recommending selling prices; monitoring costs, competition, supply, and demand.
- 1.2.4.5. Accomplishes marketing and sales objectives by planning, developing, implementing, and evaluating advertising, merchandising, and trade promotion programs; developing field sales action plans.
- 1.2.4.6. Identifies marketing opportunities by identifying consumer requirements; defining market, competitor's share, and competitor's strengths and weaknesses; forecasting projected business; establishing targeted market share.
- 1.2.4.7. Improves product marketability and profitability by researching, identifying, and capitalizing on market opportunities; improving product packaging; coordinating new product development.
- 1.2.4.8. Sustains rapport with key accounts by making periodic visits; exploring specific needs; anticipating new opportunities.

- 1.2.4.9. Provides information by collecting, analyzing, and summarizing data and trends.
 - 1.2.4.10. Protects the Company's value by keeping information confidential.
 - 1.2.4.11. Updates job knowledge by participating in educational opportunities; reading professional publications; maintaining personal networks; participating in professional organizations.
 - 1.2.4.12. Accomplishes marketing and organization mission by completing related results as needed.
 - 1.2.4.13. Manage all campaigns and promotions on behalf of partners.
- 1.2.5. A **Dashboard Manager**, who will have the responsibility to:
- 1.2.5.1. Manage the relationship with all members through the Members Dashboard.

1.3. STEERING COMMITTEES

As an international organization, the Company is embodied by Sub-Committees within communities known as '**Steering-Committees**.' A Steering Committee will be set up and constituted when there are a minimum of 200 supporting members from the specific community.

A Steering Committee is managed by a smaller groups of five (5) to seven (7) members separated into two groups named an '**Executive**' and '**Non-Executive**' Committee. Members within these committees functions as Intrapreneurs and have the following responsibilities:

- 1.3.1. Upholds and protects the Company's Constitution.
- 1.3.2. Taking care of the day-to-day activities & business operations of the Steering Committee.
- 1.3.3. Building and maintaining a supporting membership network in the community.
- 1.3.4. Responsible for the Community Support Account (CSA).
- 1.3.5. Provide the community with meaningful humanitarian services.

- 1.3.6. Assist in the accelerating of education, entrepreneurship development and economic growth.

Steering Committees consist of the following member portfolios:

Executive Committee:

- 1.3.7. **Senior Manager (x1)**, who will serve the Steering-Committee as an Executive, Independent Service Provider, and have the responsibility to:
 - 1.3.7.1. Accomplishes the Company's **membership strategies** by determining Committees structure; establishing, communicating, and enforcing values, policies, and procedures; implementing recruitment, selection, orientation, training, coaching, counselling, disciplinary, and communication programs; planning, monitoring, appraising, and reviewing job contributions; establishing compensation strategies.
 - 1.3.7.2. Establishes the Company's **organizational strategies** by contributing opinions and substantiation to the Company's strategic thinking and direction; creating functional strategic thinking and direction; establishing functional objectives in line with the Company objectives.
 - 1.3.7.3. Establishes the Company's **operational strategies** by evaluating trends; defining critical measurements; establishing production, productivity, quality, and client-service strategies; evaluating service results; defining systems objectives; accumulating resources; establishing change strategies.
 - 1.3.7.4. Establishes the Company's **financial strategies** by forecasting and anticipating requirements and trends; distributing monetary resources; evaluating results.
 - 1.3.7.5. Creates understanding and positive image of the Company by building relationships; maintaining credibility; providing information to the local community, media, government, and the public;

building commitment to the Company and the community; following the Company's Corporate Governance Guidelines.

- 1.3.7.6. Generates partnerships by attracting new members to the Company "Infopreneurship Development Program"; and also obtaining new referrals from existing partners.
- 1.3.7.7. Increases revenues by exploring new and additional services; developing and presenting cost-benefit analyses of new and additional services to Management Committee.
- 1.3.7.8. Maintains stability by establishing and communicating the Company value system; enforcing ethical legal practices; inspiring service excellence.
- 1.3.7.9. Prevents disruptive conflicts by observing and resolving disagreements among specialty groups and between service areas; remaining objective; identifying root causes of internal problems; implementing pragmatic solutions; promoting harmonious work relationships.
- 1.3.7.10. Updates job knowledge by creating state-of-the-art practices within the committee; providing leadership; contributing to professional publications; maintaining personal networks.
- 1.3.7.11. Enhances the Company's reputation by doing anything and everything legally, ethically, and morally appropriate to assist the organization in helping the community. Skills/Qualifications: Legal Compliance, Financial Planning and Strategy, Decision Making, Customer Focus, Building Relationships, Managing Profitability, Planning, Process Improvement, Verbal Communication, Informing Others, Written Communication
- 1.3.7.12. Directors will be compensated an additional (3.75%) from the gross revenue of the entire referral network managed by the committee.
- 1.3.7.13. A minimum of 125 'Indirect Referrals' are required for this position.

- 1.3.8. **Senior Support Managers (SSM) (x2)**, who will serve the Steering-Committee as Executive, Independent Service Providers, and will have the following responsibilities:
- 1.3.8.1. Accomplishes marketing and sales objectives by communicating job expectations; planning, monitoring, appraising, and reviewing job contributions; enforcing policies and procedures.
 - 1.3.8.2. Achieves objectives by contributing information and recommendations to strategic plans and reviews; preparing and completing action plans; implementing production, productivity, quality, and customer-service standards; resolving problems; completing audits; identifying trends; determining system improvements; implementing change.
 - 1.3.8.3. Meets objectives by forecasting requirements; preparing an annual budget; scheduling expenditures; analyzing variances; initiating corrective actions.
 - 1.3.8.4. Accomplishes marketing and sales objectives by planning, developing, implementing, and evaluating advertising, merchandising, and trade promotion programs; developing field sales action plans.
 - 1.3.8.5. Identifies marketing opportunities by identifying consumer requirements; defining market, competitor's share, and competitor's strengths and weaknesses; forecasting projected business; establishing targeted market share.
 - 1.3.8.6. Improves product marketability and profitability by researching, identifying, and capitalizing on market opportunities; improving product packaging; coordinating new product development.
 - 1.3.8.7. Sustains rapport with key accounts by making periodic visits; exploring specific needs; anticipating new opportunities.
 - 1.3.8.8. Provides information by collecting, analyzing, and summarizing data and trends.

- 1.3.8.9. Protects the Company's value by keeping information confidential.
- 1.3.8.10. Updates job knowledge by participating in educational opportunities; reading professional publications; maintaining personal networks; participating in professional organizations.
- 1.3.8.11. Accomplishes marketing and organization mission by completing related results as needed.
- 1.3.8.12. Managers will be compensated an additional (2.5%) from the entire referral network managed by the committee.
- 1.3.8.13. A minimum of 25 'Indirect Referrals' are required for this position.

Non-Executive Committee:

- 1.3.9. **Supervisors (2-4)**, who will serve the Steering-Committee as Non-Executive, Independent Service Providers. Supervisors are a voluntary position and may be filled by any person who qualifies according 1.3.10 below.
 - 1.3.9.1. Supervisors will not receive additional compensation and their authority in a meeting of the Steering Committee is only in voting and observation.
 - 1.3.9.2. Supervisors are in anticipation of filling executive positions when available.
- 1.3.10. **Movers & Shakers** is the required prerequisite and basic entry point for anybody to serve on a Steering-Committee. Any member who has referred at least 5 'Direct Referrals' where both you and they are active members, are to be called a Mover & Shaker.

1.4. INTERNATIONAL INSTITUTE FOR PROFESSIONAL MENTORS

- 1.4.1. **Mentors**, who will serve the Steering-Committee as Independent Service Providers, and have one major responsibility of:

- 1.4.1.1. Reaching out to people in the community, with the sole purpose of implementing the Company's Programs by helping people to help themselves.
 - 1.4.2. Individuals, who have successfully completed the Program will become recognized Mentors of the International Institute for Professional Mentors and will serve their communities in the capacity of Professional Mentors.
 - 1.4.3. Professional Mentors will be compensated for their work, according their level of experience, on an individual basis.
 - 1.4.5. Potential applicants shall be considered and sponsored by the Management Committee upon the recommendation of the Steering Committee.
 - 1.4.6. Applications must be submitted in the form of a written proposal to the Steering Committee.
 - 1.4.7. The term of all Mentors shall be indefinite, and will only ceased on contravening the Rules and Code of Ethics described in this document, which allow another member to apply for such position. Such application will be considered and recommended by the Steering Committee, but the final decision will be with the Management Committee.

2. Executive Member Qualifications

In choosing Executive Members serving on the Management Committee or any Steering Committee, the Company seeks individuals who have very high integrity, business savvy, self-respect and a genuine interest in what the Company do. Executive members are required to serve the committees as Independent Service Providers. All references to "Executive Members" in these guidelines are to Directors and Senior Support Managers (SSM) and "Non-Executive Members" are to be referred to as Supervisors who are fully qualified Movers & Shakers according to the Company Constitution and Guidelines. The Management Committee does not have limits on the number of terms an executive member may serve in his/her portfolio. The Management Committee does not have any retirement or tenure policies that would limit the ability of an executive member to be nominated to serve the Committee.

3. Management Committee Size and Sub-Committees

The Management Committee presently has 4 Executive Members (one General Manager, one Campaigns Manager, one Accounts Manager and one Dashboard Manager). Under the By-Laws of the Company, the Management Committee has the authority to change its size, and the Management Committee will periodically review its size as appropriate. The Management Committee has three Sub-Committees: (i) Steering Committees; (ii) Institute for Professional Mentors; and (iii) Audit Committee.

The Audit Committee consist solely of Supervisors who make proposals to the Steering Committee regarding community outreach programs and opportunities. The Management Committee may, from time to time, establish and maintain additional or different committees, as it deems necessary or appropriate.

4. Voting for Executive Members

Any nominee for an Executive Member in an uncontested election (i.e., an election where the number of nominees is not greater than the number of Executive Members to be elected) who receives a greater number of votes "withheld" from his or her election than votes "for" such election shall, promptly following certification of the shareholder vote, offer his or her resignation to the Management Committee for consideration in accordance with the following 2 procedures. All of these procedures shall be completed within 90 days following certification of the shareholder vote.

The Board of Associates (as defined below) shall evaluate the best interest of the Company and shall decide on behalf of the Management Committee the action to be taken with respect to such offered resignation, which can include: (i) accepting the resignation, (ii) maintaining the Executive Member but addressing what the Board of Associates believe to be the underlying cause of the withhold votes, (iii) resolving that the Executive Member will not be re-nominated in the future for election, or (iv) rejecting the resignation.

In reaching their decision, the Board of Directors shall consider all factors they deem relevant, including: (i) any stated reasons why members withheld votes from such executive member, (ii) any alternatives for curing the underlying cause of the withheld votes, (iii) the executive member's skills, (v) the executive member's past and expected future contributions to the Company, and (vi) the overall composition of the Management Committee, including whether accepting the resignation would cause the Company to fail to meet any applicable organizational goals or requirements.

Following the Board of Director's determination, the Management Committee shall promptly disclose publicly in a document furnished or filed with the Board's decision of whether or not to accept the resignation offer. The disclosure shall also include an explanation of how the decision was reached, including, if applicable, the reasons for rejecting the offered resignation. An executive member who is required to offer his or her resignation in accordance with this Section 3 shall not be present during the deliberations or voting whether to accept his or her resignation or, except as otherwise provided below, a resignation offered by any other executive member in accordance with this Section 3. Prior to voting, the Board of Directors will afford the affected executive member an opportunity to provide any information or statement that he or she deems relevant.

For purposes of this Section 3, the term "Board of Associates" means:

- (a) All shareholders who (1) are independent directors and (2) are not required to offer their resignation in accordance with this Section 3.
- (b) If there are fewer than three shareholders serving on the Board of Associates, then the Board of Associates shall mean all of the Executive Members of the Management Committee.

The foregoing procedures will be summarized and disclosed each year in the proxy statement for the Company's annual meeting of shareholders.

5. Executive Member Responsibilities

The basic responsibility of Executive Members is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its communities, and to conduct themselves in accordance with their duties of care and loyalty. Executive Members are expected to attend meetings of the Steering Committees on which they serve, and to spend the time needed to carry out their responsibilities, including meeting as frequently as necessary to properly discharge those responsibilities. Executive Members are also expected to review in advance all materials for the meetings of the Steering Committee on which they serve.

6. Access to Management and Advisors

Executive Members has full access to all members of the Steering Committee. Executive Members of Steering Committees has the authority to hire independent legal, financial or other advisors as it may deem to be necessary without consulting or obtaining the advance approval of the Management Committee.

7. Committee Meetings

The Senior Manager of the Steering Committee is responsible for establishing the agenda for each meeting. Each member is free to suggest items for inclusion on the agenda and to raise at any meeting subjects that are not on the agenda for that meeting. At least once a year, the Steering Committee should review its long-term plans and the principal issues that the community will face in the future.

8. Executive Sessions

Executive Members meet in regularly scheduled executive session (i.e., without non-executive supervisors). Executive Members also meet in a separate executive session consisting solely of Executive Members at least once a year. The presiding chairman at each executive session is chosen by the members present at that meeting.

9. Executive Member Compensation

Executive Members receive compensation for serving on the Steering Committee. Compensations are between an additional 2.5% - 3.75% from the membership fees of every member who are in the referral network managed by the Steering Committee. Changes in the form and amount of compensation are determined by the Management Committee. The Management Committee critically reviews any amounts that an Executive Member might receive directly or indirectly from the Company, as well as any charitable contributions the Company may make to organizations with which an Executive Member is affiliated, in determining whether an Executive Member is independent. The Company does not purchase Executive Members liability insurance.

10. Orientation and Continuing Education

All new Executive Members receive an orientation from the General Manager and are expected to maintain the necessary level of expertise to perform his or her responsibilities. The Company does not maintain any formal orientation or continuing education programs.

11. Management Succession

Assuring that the Steering Committee has the appropriate successors to the current Executive Members in the event of death or disability is one of the Steering Committee's primary responsibilities. The Steering Committee does not anticipate that any of the Executive Members will retire other than due to disability. The Director reports annually to the Management Committee on executive management succession planning and makes available, on a continuing basis, his/her recommendations. The

Management Committee regularly review succession planning and the strengths and weaknesses of certain individuals serving the Steering Committee who could succeed any executive position in the event of death or disability.

12. Annual Performance Evaluation

The Management Committee conducts an annual evaluation to determine whether the Steering Committees are functioning effectively and reports its conclusions to the Board of Associates. Each of the Steering Committees separately conducts an annual evaluation of its performance relative to the requirements of its Constitution and reports its conclusions to the Management Committee. The Management Committee annually conducts a self-evaluation of its performance based in part on the reports of all Steering Committees.

13. Public Disclosure of Corporate Governance Policies

The Company post on its website copies of the current version of these guidelines, the Company's Constitution & Code of Ethics and other relevant documents, and discloses in its annual report that such information is available on its website or in print to any member that requests it.



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