BY-LAWS

OF

GENERATIONS FOR PEACE INC.

ESTABLISHED UNDER THE LAWS OF MARYLAND, USA,
AS A TAX-EXEMPT NON-STOCK CORPORATION

These amended By-Laws were adopted by
Resolution of the Members dated 13 July 2014,
and from that date replace the
original By-Laws dated 20 November 2012
SECTION ONE: ESTABLISHMENT, DEFINITIONS, AND PURPOSES

1. Establishment of the Corporation
1.1 In accordance with its Articles of Incorporation and under the laws of the State of Maryland, a nonprofit charitable peace-building organisation with the name “Generations For Peace Inc.” is hereby established as a tax-exempt non-stock corporation (hereinafter “the Corporation”), which shall enjoy separate legal identity with financial and managerial independence and the right to carry out lawful acts.

1.2 The Corporation shall have its registered office in the State of Maryland, USA, and it shall have the right to establish other branches within and outside the USA.

1.3 The Corporation has been established by the first Members subscribed below.

2. Definitions and Interpretation
2.1 In these By-Laws, the following terms shall have the meaning assigned to them, unless the context requires otherwise:

- **Board:** The board of directors of the Corporation.
- **Chairman:** The chairperson of the Board.
- **Chief Executive Officer:** The chief executive officer of the Corporation.
- **Corporation:** Generations For Peace Inc.
- **General Assembly:** The general assembly of members of the Corporation.
- **President:** The president of the Corporation.
- **USA:** The United States of America.

2.2 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.

2.3 These By-Laws are produced and subscribed in English. In the event of any difference in interpretation between the English version and any translation thereof, the English version shall prevail.

2.4 Whenever the term “Connected Person” is used in these By-Laws, this shall mean:
   a. a child, parent, grandchild, grandparent, brother or sister of the person;
   b. a spouse of any person listed in (a) above; or
   c. anyone carrying on business in partnership with the person or any person listed in (a) above; or
   d. an institution or body corporate which is controlled by:
      (1) the person or any Connected Person defined in (a) or (b) above; or
      (2) two or more persons falling within paragraph (1) above, when taken together.

3. Purposes and Powers of the Corporation
3.1 The Purposes of the Corporation are exclusively charitable, educational, scientific, and nonprofit purposes, as defined under section 501(c)(3) of the and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or any corresponding provisions of any future United States Internal Revenue Law or regulations promulgated thereunder, hereinafter collectively referred to as the “Internal Revenue Code”) as follows:

   a. To follow the finest traditions of Jordan’s Royal Family and strive incessantly for the highest standards of planning, coordination, support, delivery and research of programmes, whether harnessing the power of sport or otherwise, that lead or contribute to sustainable peace for future generations;

   b. To design, lead, coordinate, support, promote and research programmes educating the public concerning the nature, causes and effects of conflict, and on approaches for conflict resolution, restoring and maintaining peace, reconciliation, reintegration, and conflict
prevention, whether through harnessing the power of sport or otherwise and including without limitation through the prevention or relief of poverty, the advancement of human rights, non-discrimination, equality and respect for diversity, tolerance and inclusiveness, racial and religious harmony, the advancement of health, education, good governance, citizenship, and community development;

c. To innovate, test, monitor, evaluate and research or procure the research of different models of peace-building interventions and programme management and to make such research available to the public; to become universally recognized as a leader in the theory and the best practice delivery of sustainable peace building for future generations; and to become a partner of choice for peace building initiatives across the world;

d. To support the cultivation in communities facing conflict of a positive, innovative and empowering environment in which the core values of leadership, respect and tolerance, empowerment, teamwork, and responsibility are respected, upheld and promoted;

e. To pursue these purposes in any community facing past, present, or potential future conflict in any form, in any country, place, and without any differentiation or discrimination on the ground of race, color, nationality, creed or sex;

f. To perform other activities permitted to corporations under the general laws of the State of Maryland to the extent such activities are permitted by organizations which are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code;

g. To make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, and

h. To solicit and collect donations and request funds in the form of monies, properties, real, and personal, stocks, bonds, securities and other things of value to hold title to property, collect income there from and to disburse and pay the proceeds over to tax exempt organizations and do all other acts that are permitted by 501(c)(3) Corporations. The Corporation is intending to qualify as an organization referred to under Section 501(c)(3) of the Internal Revenue Code.

3.2 The foregoing enumerated Purposes shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other section of these By-laws, and each shall be construed as a power as well as a purpose and object of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the general laws of the State Maryland.

3.3 In order to carry out the Purposes, the Corporation shall have the following powers within the limitations stated herein:

a. To purchase, take, receive, lease as lessor, take by gift, devise, bequest, or otherwise acquire, and to own, hold, use and otherwise deal in and with any real or personal property, or any interest therein, situated in or out of this State of Maryland as may be necessary and proper for carrying on its legitimate affairs;

b. To receive and take by gift, grant, assignment, transfer, devise or bequest any real or personal property in trust for any charitable, educational, or social purposes and for such other purposes as may be necessary and proper for carrying out the Corporation's legitimate affairs;

c. To sell, convey, mortgage, pledge, lease as lessor, grant security interests in and otherwise dispose of all or any part of its property and assets;

d. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof,
e. To make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income;

f. To sue and be sued, complain and defend, in its corporate name;

g. To make donations for the public welfare or for charitable, scientific, literary or educational purposes, or for other purposes for which the Corporation is organized;

h. To invest the Corporation’s funds from time to time in any real or personal property; to lend money for its corporate purposes and to take and hold real and personal property as security for the payment of funds so invested or loaned; and

i. To do all things necessary or desirable to carry on and accomplish the Purposes for which the Corporation is organized as the Directors of the Corporation may from time to time deem appropriate and which are not inconsistent with powers conferred upon a non-stock Corporation by the general laws of the State of Maryland and the requirements of the Internal Revenue Code.

SECTION TWO: MEMBERSHIP

4. Membership

4.1 Membership Qualifications:

Anyone who shall be nominated to become a member of the Corporation shall maintain the following qualifications:

a. to be of good reputation and of distinguished personality.

b. to have good influence in the public, business, administrative, science or arts sectors or other civil society sectors.

c. to have shown a leading role in dealing with matters outside his direct professional interest and to adhere to the mission and objectives of the Corporation and to show ability to contribute towards achieving its Purposes.

4.2 Classes of Members:

a. Active Members: those who maintain the membership qualifications and have been admitted as members in the Corporation and are entitled to vote in the General Assembly meetings.

b. The Board may establish different classes of membership with different rights and obligations and the Board shall record the rights and obligations in the register of Members. The rights attached to a class of membership may only be varied if passed by a majority resolution adopted by three quarters of the members of that class.

4.3 Nomination for Membership in the Corporation:

a. Potential members may be nominated by any existing Member or a Board Member.

b. Membership applications shall be submitted in the form approved by the Board which shall include the full name of the applicant, its address, business activity, profession and other information requested by the Board. The Member must inform the Board of any change to such information.

c. The Board shall decide whether to accept or reject any membership application and in the case the Board rejects an application it shall not be required to provide reasons for such rejection.

4.4 Right to Vote:

a. Only Active Members have the right to vote unless such right has been granted to other classes of Members that have been established.

b. An Active Member may delegate to another Active Member the right to attend any of the General Assembly Meetings on his behalf.
4.5 Liability of Members:
   a. The liability of the Members is limited to any unpaid subscription charges and any amounts owed by them to the Corporation.
   b. No Member or connected person to a Member may:
      (1) buy goods or services from the Corporation on terms preferential to those applicable to other members of the public; or
      (2) sell goods or services to the Corporation or receive remuneration from the Corporation; or
      (3) receive any other financial benefit from the Corporation;
   unless the explicit prior written approval of the Board is obtained by a resolution of three quarters of the Board members attending in a legally held meeting, provided that the reasons for approval are explicitly stated in the minutes of the Board meeting.

4.6 Members' Subscriptions
   a. The Board shall have the right to impose subscription or registration charges as it deems appropriate which charges shall, in addition to other revenue, be directed toward achieving the Corporation's Purposes. The Board shall have the right to increase, decrease or cancel such charges.
   b. The Board shall have the right to exempt such Members originating from public institutions or non-governmental and not-for-profit organizations from payment of charges.

4.7 Termination of Membership
   a. Membership shall terminate in the following instances:
      (1) the Member dies or, if it is a corporate body, the legal corporate personality ceases to exist;
      (2) the Member becomes incapable by reason of mental disorder, illness or injury, of managing and administering his or her own affairs;
      (3) the Member becomes bankrupt;
      (4) the Member resigns by written notice to the Board;
      (5) any sum due from the Member to the Corporation is not paid in full within six months of it falling due;
      (6) the Member is removed from Membership by a three quarter vote of the General Assembly Members attending in a legally held meeting, which resolution may only be passed if:
          (i) the Member has been given at least fourteen days' notice in writing of the proposed resolution and the reasons why it is proposed; and
          (ii) the Member has been allowed to make representations to the General Assembly before they vote on the resolution.

SECTION THREE: FUNDS OF THE CORPORATION, ITS MANAGEMENT AND USE

5. Revenue for the Corporation
   The revenue for the Corporation shall derive from:
   5.1 Membership charges.
   5.2 Donations and contributions from government and/or governmental institutions and/or donors and sponsors.
   5.3 The revenue generated from the Corporation's activities;
   5.4 Other revenue approved by the Board.
6. Financial Year and Spending

6.1 The fiscal year for the Corporation shall commence on 1 January and end on 31 December of every calendar year.

6.2 The Corporation's funds shall be deposited in the bank selected by the Chief Executive Officer. However, the Corporation may maintain an amount not to exceed (10,000) US Dollars in cash for miscellaneous expenses. The Board shall have the right to increase or decrease such amount as the need arises.

6.3 The Board shall nominate the authorized signatories on behalf of the Corporation on financial matters and shall determine their signature authorities.

6.4 The Corporation shall maintain books of accounts in accordance with approved standards which shall be maintained by the financial manager or anyone in his stead.

7. Audit

7.1 The Corporation shall have its accounts audited every year by a certified auditor. The audit shall be conducted within a maximum period of three months from the end of the fiscal year. The auditor shall be responsible for:

a. auditing the accounts of the Corporation, and to prepare the Auditor's Report and audited financial statements of the Corporation, for presentation at the next annual General Assembly Meeting.

b. providing recommendations to the Board on ways to improve financial management and governance of the Corporation.

SECTION FOUR: GENERAL ASSEMBLY

8. Composition of the General Assembly

The General Assembly shall comprise all the Active Members who have satisfied their obligations towards the Corporation in accordance with these By-Laws, unless new classes of members have been created and have been integrated into the General Assembly.

9. Meetings of the General Assembly

9.1 The Corporation shall hold annual General Assembly meetings every year and the General Assembly shall be invited for the meeting within two months from the date the audit of the Corporation's accounts have been completed.

9.2 The General Assembly shall hold Extraordinary meetings as the need arises.

9.3 The Board shall call the General Assembly for meetings at the headquarters of the Corporation or at such other place as determined by the Board whether inside or outside the USA (as appropriate for the convenience of Members) by a notice to be sent to all the Members and all the Board Members at least two weeks prior to the date of the meeting provided that the agenda for the meeting is sent along with the invitation. The notice period for the meeting may be shortened if it is so agreed by a three quarter vote of the General Assembly Members attending in a legally held meeting.

9.4 One third of the Members acting together may include an item on the agenda provided they send a written notice to the Chairman of the Board within at least one week before the date of the meeting.

9.5 One third of the Members shall have the right to request to hold a General Assembly meeting by a written request sent to the Board specifying the purpose for holding the meeting.

9.6 The proceedings at a General Assembly meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Corporation.

10. Quorum for General Assembly Meetings

10.1 No business shall be transacted at any General Meeting unless a quorum is present.

10.2 A quorum is present if an absolute majority of the Members entitled to vote upon the business to be conducted are present, in person or by proxy.

10.3 The authorized representative of a Member corporate shall be counted in the quorum.
10.4 If a quorum is not present within half an hour from the time appointed for the meeting, or if during the meeting a quorum ceases to be present, then:
   a. the meeting shall be adjourned to such time and place as the Board shall determine;
   b. the Board must reconvene the meeting and must give at least seven days' notice of the reconvened meeting stating the same information as in Article (9.3); and
   c. if no quorum is present at the reconvened meeting within fifteen minutes of the time appointed for the meeting, then the Members present in person or by proxy at that time shall be deemed to constitute a quorum for that meeting.

11. Agenda for General Assembly Meetings
11.1 The General Assembly shall discuss the following matters in its annual meeting:
   a. The auditor's report and audited financial statements for the preceding year;
   b. The annual report of the Corporation and its status for the preceding year;
   c. Appointment of the auditor for upcoming year;
   d. Any other matter presented by the Board.

11.2 The General Assembly may not discuss other matters not included in the agenda for the meeting.

12. Proceedings of General Assembly Meetings
12.1 General Assembly meetings shall be chaired by the Chairman of the Board, or in his absence by the Vice Chair of the Board, or in his or her absence by another Board member so nominated by the Chair of the Board, otherwise the General Assembly members present shall vote and choose a Board member or a General Assembly member to chair the meeting.

12.2 The Members present in person or by proxy at a General Meeting may resolve by a simple majority resolution that the meeting shall be adjourned to a date, time and place specified in the said resolution, and such resolution shall be deemed notice of the reconvened meeting, provided that the resolution must be communicated to all Members not actually present when it was passed.

13. Resolution by the General Assembly
Resolutions at the General Assembly meetings shall be passed by a simple majority of the Members present in a legally held meeting and by three quarters majority of the Members present in a legally held meeting in the situations stipulated in these By-laws.

14. Voting
14.1 Each Member present at a General Meeting in person or by proxy and entitled to vote shall have one equal vote.

14.2 Voting at a General Meeting shall be conducted by a show of hands unless the person chairing the meeting or any Member actually present demands that the vote be conducted as a poll. Where no poll is demanded, the declaration of the person chairing the meeting of the result of the vote shall be conclusive and the result of the decision shall be recorded in the Minutes without recording the number of votes for and against. Whenever a poll is taken, the number of votes recorded for and against the resolution shall be recorded in the Minutes.

14.3 Any objection to the qualification of any voter raised at the meeting at which the vote is tendered shall be decided by the chair of the meeting and the decision of the person chairing the meeting shall be final.

15. Proxies at General Assembly Meetings
15.1 A member of the General Assembly may appoint another member from the General Assembly as proxy to represent him in General Assembly Meetings;

15.2 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
   a. states the name and address of the Member appointing the proxy;
   b. the name of the Member appointed as proxy;
   c. the General Assembly meeting for which the proxy is appointed;
   d. is signed by the Member appointing the proxy; and
e. is brought to the attention of the chairman of the meeting at the start of the meeting and prior to any voting being conducted.

15.3 Proxy notices may instruct the person appointed as proxy how to vote or to abstain on one or more resolutions, but in the absence of any such instruction the person appointed as proxy shall have discretion as to how to vote or abstain on any resolution.

15.4 Unless otherwise notified in writing by the Member appointing the proxy, a proxy appointed in respect of one particular meeting shall also act as proxy in relation to any adjournment and reconvening of that meeting.

15.5 A proxy notice will be deemed revoked if the Member appointing the proxy actually attends the meeting in question.

16. Written Resolutions

16.1 The General Assembly shall have the right to pass written resolutions without the need to hold a meeting and such resolutions shall be effective provided that:

   a. a copy of the proposed written resolution was sent to every General Assembly Member eligible to vote on such resolution;
   b. a simple majority of the General Assembly Members have signified in writing their agreement to the resolution in the case such resolution requires a simple majority vote of the General Assembly Members;
   c. a three quarters majority of the General Assembly Members have signified in writing their agreement to the resolution in the case such resolution requires a three quarter majority vote of the General Assembly Members;
   d. A written resolution may comprise several copies to which one or more Members has signified their agreement, and shall be equally valid if the written resolution is sent and/or signified and returned by electronic communications.

17. Minutes of General Meetings

17.1 The person chairing any General Assembly Meeting shall ensure that proper minutes of the meeting are duly recorded and then sent to every Member and every Board member promptly after the meeting.

17.2 Any proposed corrections to the Minutes must be notified to the President within ten days from sending to the Members.

SECTION FIVE: BOARD OF DIRECTORS

18. Composition of the Board

18.1 The Corporation shall be guided and governed by a Board of Directors comprising of a Chairman and of not less than two and not more than forty Board members.

18.2 HRH Prince Feisal Bin Al Hussein shall be the first Chairman and shall appoint one of the Board members from time to time to be Vice Chair.

18.3 The Chairman of the Board shall appoint the Board members and shall reappoint any Board member whose term has ended.

18.4 A Board member must be a natural person aged 18 years or older and may be of any nationality. A Board member is not required to be a Member.

18.5 A Board member may not appoint an alternate Board member or anyone to act on his behalf at any Board meetings.

19. Term of Board Membership

The term for Board membership shall be four years and they may be reappointed.

20. Termination of Board Membership

A Board member shall cease to hold office if he:

20.1 resigns as a Board member by written notice to the Chairman of the Board of the;
becomes bankrupt or disqualified by law from holding office;

becomes incapable by reason of mental disorder, illness or injury, of managing and administering his or her own affairs;

is absent without the permission of the Board from all their meetings held within a period of six consecutive months and the Board resolve that his office be vacated;

his appointment as Board member terminates by a unanimous resolution of all other Board members, which resolution may only be passed if:

the Board member has been given at least twenty-one days' notice in writing of the proposed resolution and the reasons why it is proposed; and

the Board member has been allowed to make representations to the Board before they vote on the resolution.

21. **Board Meetings**

21.1 The Chairman of the Board may call a Board meeting by giving notice to all other Board members. Any two Board members may request the Chairman to call a Board meeting.

21.2 The Board members may regulate their Board meetings as they see fit, subject to the provisions of these By-Laws.

21.3 Board meetings may be held in or outside the USA as appropriate for the convenience of Board members, and may take place by Board members being present in person, by telephone conference, video conference, or other electronic means.

21.4 Board Meetings shall be chaired by the Chairman of the Board, or in his or her absence by the Vice-Chair if present, or in his absence by any Board member nominated by the Chairman of the Board, otherwise the Chair shall be chosen by those Board members present.

21.5 Any employee of the Corporation or other person of expertise may be invited to attend a Board Meeting for consultation in respect of any particular matter to be discussed.

21.6 No decision may be made at Board meeting unless a quorum is present at the time the decision is purported to be made. The quorum shall a simple majority of the Board members provided always that the Chairman of the Board or Vice Chair of the Board must be present for a quorum.

21.7 A Board member shall not be counted in the quorum present when any decision is made about a matter upon which that Board member is not entitled to vote.

21.8 Except as otherwise provided in these By-Laws, decisions of the Board shall be passed by a simple majority of votes. Each Board member present and eligible to vote shall have one vote. In the event of a tie, the Chair of the meeting shall have a casting vote.

22. **Powers of the Board**

22.1 The Board shall have the following responsibilities and duties:

   a. Manage the business of the Corporation and exercise all the powers of the Corporation save for such duties delegated to any other body or person in accordance with these By-Laws.

   b. Represent the Corporation before all governmental, private or judicial entities in all its rights and obligation.

   c. approve strategic and annual plans of the Corporation;

   d. approve any annual budget plans of the Corporation;

   e. ensure that the Corporation's resources are dedicated towards the Corporation's Purposes;

   f. ensure good governance, transparency, accountability, and efficiency of the Corporation; and

   g. to guide and support the President and employees of the Corporation to perform their work in pursuit of the Corporation's Purposes.

22.2 No alteration to the By-Laws or any resolution shall have retrospective effect to invalidate any prior act of the Board.
23. **Vacancies**

23.1 If the Chairman of the Board steps down or withdraws or if his membership terminates, the Vice Chairman shall become Chairman of the Board and shall appoint a new Vice Chairman. In the event that the Chairman of the Board and Vice Chairman simultaneously step down or withdraw or cease to be Board members by operation of Article (20), the Board members shall vote to appoint a new Chairman of the Board from amongst their members.

23.2 If a position on the Board becomes vacant (except for the Chairman of the Board), the Chairman of the Board may appoint a replacement of that Board member for the remaining term, from amongst or from outside the Members of the General Assembly.

23.3 If more than half of the Board members, including the Chairman of the Board and the Vice-Chairman, resign or cease to be Board members for any of the reasons stipulated under Article (20) of these By-Laws, then the Board shall be dissolved and the General Assembly shall appoint a new Board within thirty days, from amongst or from outside the Members of the General Assembly.

23.4 No one may be reappointed as Board member if he ceased to hold office under the provisions of Article (20) unless the Board accepts such reappointment by a three quarter vote of the Board members attending in a legally held meeting.

24. **Written Resolutions of the Board**

24.1 The Board shall have the right to pass written resolutions without the need to hold a meeting and such resolutions shall be effective provided that:

   a. a copy of the proposed written resolution was sent to every Board member eligible to vote on such resolution;

   b. a simple majority of the Board members have signified in writing their agreement to the resolution.

24.2 A written resolution may comprise several copies to which one or more Board members have signified their agreement, and shall be equally valid if the written resolution is sent and/or signified and returned by electronic communications.

25. **Declaration of Directors’ interests**

25.1 A Board member must declare any interest, direct or indirect, which he has in a proposed transaction or arrangement with the Corporation or in any transaction or arrangement entered into by the Corporation which has not been previously declared.

25.2 If a conflict arises between the interests of the Corporation and the interests of the Board member whether such conflict is due to a direct interest (including but not limited to any personal financial interest) or due to an indirect interest as a result of his relationship with another organization or person, then the un-conflicted Board members may authorize such a conflict of interests if they consider it is in the interests of the Corporation to authorize the conflict of interests by a resolution adopted by three quarters of the Board members present in a legally held meeting provided that:

   a. the conflicted Board member is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organization or person;

   b. the conflicted Board member does not vote on any such matter and is not to be counted when considering whether a quorum of Board members is present at the meeting; and

25.3 If a conflict of interests cannot be authorized, then the conflicted Board member shall either:

   a. terminate his relationship with such person or organization causing the conflict and satisfy the un-conflicted Board members that the conflict has thereby been terminated; or

   b. resign as Board member.

26. **Minutes of Board Meetings**

The Directors must keep proper minutes of all Board meetings, including the names of the Board members present, the decisions made at the meeting, and the reasons for the decisions.
27. Directors' benefits

27.1 Subject to article (27.2) below, no person shall be allowed to be a Board member and work for the Corporation (for a fee) at the same time. Moreover, no Board member or Connected Person to such Board member shall be allowed to:
   a. buy goods or services from the Corporation on terms preferential to those applicable to other members of the public; or
   b. sell goods or services to the Corporation or receive remuneration from the Corporation; or
   c. receive any other financial benefit from the Corporation;

unless the explicit prior written approval of the Board is obtained by a resolution of three quarters of the Board members attending in a legally held meeting, and the reasons for approval are explicitly stated in the Minutes of the Board Meeting.

27.2 Any Board member shall be entitled to be reimbursed any costs or expenses properly incurred by him when acting on behalf of the Corporation.

28. Indemnity of Directors

The Corporation may, at its option, indemnify any current or former Board member against any liability incurred by him or her in the capacity of Board member, but no Board member shall have an automatic right to be indemnified by the Corporation.

29. Seal

If the Corporation has a seal it must only be used by the authority of the Board or the Chief Executive Officer.

30. Delegation of Directors' Powers

30.1 Subject to Article (18.5), the Board members may delegate any of their powers or duties to:
   a. any single Board member;
   b. a committee of two or more Board members; or
   c. the President;

provided that the terms of any such delegation must be recorded in the minutes of Board meetings.

30.2 The Directors may impose conditions when delegating, including the conditions that:
   a. the relevant powers are delegated only for a particular period of time and/or only for a particular purpose;
   b. the relevant powers are to be exercised exclusively by the person or committee to whom they delegate;
   c. no expenditure may be incurred on behalf of the Corporation except in accordance with a budget previously approved by the Board.

30.3 The Board members may revoke or alter a delegation.

30.4 All acts and proceedings by any delegate person or committee must be fully reported to the Board.

SECTION SIX: PRESIDENT AND EMPLOYEES OF THE CORPORATION

31. The President

31.1 The President shall be appointed by the Chairman of the Board and employed on such terms and conditions as the Chairman of the Board prescribes and approved by the Board;

31.2 The President shall report to the Board.

31.3 If the President is also a Board member, then the provisions of Article (27.1) shall apply.

31.4 The President shall be responsible for:
   a. the strategy of the Corporation (subject to such approvals by the Board and/or by the General Assembly as may be required in these By-laws);
b. the selection, appointment, management, performance appraisal and dismissal of the Chief Executive Officer; and

c. other duties delegated by the Board or the Chairman of the Board.

32. The Chief Executive Officer

32.1 The Chief Executive Officer shall be appointed by the President and employed on such terms and conditions as the President prescribes and approved by the Board.

32.2 The Chief Executive Officer shall report to the President.

32.3 Subject to such approvals by the Board or President as may be required in these By-laws, the Chief Executive Officer shall have full responsibility for day to day operations of the Corporation, including the human resource management of employees, volunteers and consultants employed or engaged by the Corporation.

32.4 The Board may delegate to the Chief Executive Officer any of their duties or powers, including:
   a. executing and managing all contracts and agreements where the Corporation is a party;
   b. the financial management of the Corporation.

33. Employees, Volunteers, and Consultants

33.1 Except for the Chief Executive Officer, all employees and all volunteers and consultants employed or engaged by the Corporation shall be selected on merit and appointed by the Chief Executive Officer on such terms and conditions as the Chief Executive Officer prescribes, and shall report to the Chief Executive Officer or anyone nominated by the Chief Executive Officer.

33.2 Employees, volunteers, or consultants, of USA or other nationality, may be employed or engaged in or outside the USA, having regard to the applicable local laws in each case.

33.3 Subject to any conditions imposed on delegation in accordance with Article (32.4), the Chief Executive Officer may delegate to employees all or part of his authorities as necessary or expedient for the operations of the Corporation, provided that all employees, volunteers, and consultants are ultimately responsible for reporting to the Chief Executive Officer and shall be subject to regular review of performance.

SECTION SEVEN: THE ADVISORY COUNCIL AND OTHER ENTITIES

34. Advisory Council

34.1 An Advisory Council shall be established and maintained by the Corporation, comprising individuals with experience from a range of diverse fields able to support the Corporation with advice, guidance, and contacts.

34.2 Persons shall be invited to become Advisory Council members by the Chairman of the Board, and if accepting such invitation shall be appointed by the Chairman of the Board for an initial term of three years, with possibility of renewal, and subject always to the right of any Advisory Council member to retire by notice in writing to the Chairman of the Board.

34.3 Advisory Council members shall be entitled to reimbursement of any expenses approved in advance by the Corporation and incurred in pursuit of the interests of the Corporation, but shall not be entitled to any remuneration unless the explicit prior written approval of the Board is obtained by resolution adopted by three quarters of the Board members present in a legally held meeting, and the reasons for approval are explicitly stated in the minutes of the Board meeting.

35. Other entities

35.1 The Corporation may from time to time establish such other offices, branches, bodies, councils, committees or sub-committees, whether in or outside the Kingdom, as may be necessary or expedient to pursue its Purposes.
SECTION EIGHT: GENERAL PROVISIONS

36. Rules

36.1 The Board members may from time to time make such reasonable and proper rules as they may deem necessary or expedient for the proper conduct and management of the Corporation, including but not limited to:
   a. rules regarding conduct of Board members and of Board Meetings
   b. rules regarding conduct of General Meetings and of Members
   c. rules regarding conduct of employees or volunteers of the Corporation
   d. rules regarding property and funds of the Corporation
   e. rules regarding financial authorities and bank accounts of the Corporation

   and such rules shall be binding on the Board members and Members provided they are not inconsistent with anything in these By-Laws.

36.2 The members in General Assembly meeting have the power to alter, add to, or repeal any rule.

37. Annual Report

The Board must prepare an Annual Report each year, for presentation to the General Assembly and for publication. The Annual Report shall include:

37.1 a description of the activities and progress of the Corporation over the year;
37.2 a list of the current Members and Board members, noting any Members or Board members appointed or departed during the year;
37.3 the Auditor's report and a summary of the accounts; and
37.4 a brief description of the main priorities for the Corporation in the year ahead.

38. Notices and means of communication

38.1 Any notice to be given to or by any person under these By-Laws must:
   a. be in writing; or
   b. be given in electronic form.

38.2 The Corporation may give notice either:
   a. by hand personally or by leaving it at the address of the person, in which case notice shall be deemed to have been given that day; or
   b. by sending it by post in a prepaid envelope addressed to the person, in which case notice shall be deemed to have been given forty-eight hours after the envelope was posted; or
   c. by sending it in electronic form to the person's address used for electronic communications, in which case notice shall be deemed to have been given forty-eight hours after it was sent.

38.3 A person entitled to be given notice of any meeting, and who is present at such meeting, shall be deemed to have received notice of the meeting.

39. Dissolution of the Corporation

39.1 The Corporation may be dissolved only by resolution of the General Assembly by a three quarter vote of the members attending a legally held General Assembly meeting.

39.2 Upon resolving to dissolve the Corporation, all debts and liabilities shall be settled and any remaining assets shall, by resolution of the General Assembly by a three quarter vote of the members attending a legally held General Assembly meeting, be gifted and/or transferred to designated charitable or not-for-profit organization(s) within USA otherwise, the net assets shall be distributed in accordance with the Articles of Incorporation.

39.3 In no circumstances shall the net assets of the Corporation be paid to or distributed among the Members (except to a Member that is itself a charitable organization).
40. Amendments to the By-Laws

40.1 No amendment to these By-Laws or to any Article in it may be made unless approved by resolution of the General Assembly by a three quarter vote of the members attending a legally held General Assembly meeting.

40.2 Any proposal for amending these By-Laws or any Article in it must be communicated in writing to all Members with the notice of the meeting, showing the full text of the Article or Articles being amended.

41. Coming into force

These By-Laws shall come into force from the date of subscription by the Members below.

THESE BY-LAWS ARE HEREBY SUBSCRIBED BY THE MEMBERS AS FOLLOWS:

Feisal Bin Al Hussein
Generations For Peace
Al Hussein Youth & Sport City
PO Box 963772
Amman 11196
Jordan

Sarah Kabbani
Generations For Peace
Al Hussein Youth & Sport City
PO Box 963772
Amman 11196
Jordan

Date: 13 day of July, 2014

Date: 13 day of July, 2014