



BY-LAWS OF IMPACT LEBANON, LTD.

Table of Contents:

PART 1: ORGANISATION AND PURPOSE

PART 2: DEFINITIONS

PART 3: GOVERNANCE

Article I: Board of Directors

Article II: General Assembly

Article III: Advisory Board

PART 4: DISSOLUTION

PART 5: AMENDMENT

PART 1: ORGANISATION AND PURPOSE

1. **Name:** The name of the non-profit organisation is Impact Lebanon (“The Company”).
2. **Legal nature:** This organisation is organised and existing as a company limited by guarantee under the laws of England and Wales.
3. **Restrictions:**
 1. Impact Lebanon has not been established for the purposes of making profit or obtaining personal financial gain. The assets and income of Impact Lebanon shall not be distributed to the benefit of its members or directors. The assets and income shall only be used to promote and drive the non-profit purposes as set forth in the Articles and further described below.
 2. Impact Lebanon shall not become a political party.
4. **Object:** The objects of the Company are to carry on the activities which benefit the community and in particular (without limitation) to the community in Lebanon and the Lebanese community.
5. **Vision:** Impact Lebanon’s vision is “a prosperous, inclusive, united, sustainable, just, citizen-led, democratic, transparent and diverse Lebanon”
6. **Mission:** Impact Lebanon’s mission is to “bring together the Lebanese community and friends of Lebanon to (1) Promote a shared set of values; (2) Advocate for evidence-based measures; and (3) Support viable initiatives of change in Lebanon”
7. **Aim:** Impact Lebanon aims to drive engagement from the Lebanese diaspora and friends of Lebanon and to make activism and volunteering accessible, relevant and sustainable for the Lebanese diaspora and friends of Lebanon.
8. **Culture:** Impact Lebanon seeks to maintain a culture that is entrepreneurial, collaborative, impact-focused, trusting and honest.
9. **Values:** As members of Impact Lebanon
 1. We pledge to remain: non-sectarian, committed, inclusive and supportive;
 2. We pledge to uphold the values of: integrity, equality, accountability and transparency, justice and fairness, and respect; and
 3. We pledge to approach our endeavours, always respecting: human rights, the environment and the rule of law.

PART 2: DEFINITIONS

1. “Bylaws”: The present bylaws of Impact Lebanon Ltd. consisting of 11 pages; adopted and approved by the Board of Directors on 5th April 2021.
2. “Day”: unless working day is indicated, day is to mean a full calendar day;
3. “General Assembly”: The General Assembly shall be composed of the Members of the Company (as per Part 3 Article II)
4. “Impact Lebanon Community”: Wider volunteer base of Impact Lebanon.

PART 3: GOVERNANCE

Article I. Board of Directors

1. Mandate:

Subject to the provisions of the Company Act and any limitation in the Articles of Association or these bylaws relating to actions required to be approved by the General Assembly, the business and affairs of the corporation shall be managed and all corporate powers shall be exercised by or under the direction of the board of directors.

The board of directors shall, in managing the affairs of the company, focus on maintaining a continuous pipeline of projects, a sustainable enrolment of active volunteers, a wide reaching brand in line with Impact Lebanon values, and making decisions in order to ensure the Company is run efficiently.

2. Term and Appointment

1. The authorized number of the directors of the company shall be between 9 and 13 until changed by an amendment to the By-laws, in accordance with the procedure set forth herein.
2. For purposes of these By-laws, Term End Dates mean the following dates, being the end date of the term of each relevant director, and each date falling four and a half months following the Term End Date or the relevant successive four and a half months period thereafter:
 - January 31, 2021
 - June 15, 2021
 - October 30, 2021
 - March 15, 2022
 - July 30, 2022
 - December 15, 2023
 - April 31, 2023
 - November 15, 2023
3. The term of a director's service upon appointment is 9 months. The term of each director terminates on the Term End Date that is the closest to the 9 months' mark from the commencement of his/her term. (For instance, if a director's position becomes vacant by reason of removal or resignation, and the successor director is elected to the board on a date that is August 1, 2021, this successor director's term shall be until 15 March 2022 of the of the following year, being the closest date to the 9 months' mark);
4. As of the date of the adoption of the By-laws, the successive Boards of Directors shall be elected by the General Assembly in accordance with the procedure set forth herein;

One month prior to the Term End Date of one or more directors, or within one week from the date the Board of Directors learns that one or more director position(s) shall become vacant, the Board of Directors shall communicate to the Impact Lebanon Community, by email or otherwise, the number of board openings, the procedure for submitting directorship applications, the date by which such applications must be submitted, and the date scheduled for the elections.

The existing Board of Directors shall, within one week from the date of receiving the submissions, communicate to the General Assembly, the list of candidates whose applications have been duly submitted and accepted. The Board of Directors may reject a nomination of a candidate for the role of director if there are reasonable grounds to believe that:

- a) The candidate does not/no longer shares Impact Lebanon's values - in which case, the board of directors may recommend to the General Assembly the termination of the candidate's membership in Impact Lebanon; or
 - b) there exists a Conflict of Interest as defined in the Impact Lebanon Conflict of Interest Policy; or
 - c) the candidate is a member of a political party in Lebanon; or
 - d) the candidate has engaged in criminal or unethical behaviour.
5. The election will take place according to the procedure voted upon by the Board of Directors
 6. Directors need not be members of the Company. Each director, including a director elected to fill a vacancy, shall hold office until his/her successor is elected and qualified or until his/her earlier removal. All elections of directors shall be by written ballot, unless if authorized by the board of directors, such requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must be either set forth or be submitted with information from which it can be determined that the electronic transmission is authorized by the voting member.
 7. A director can serve two consecutive terms only, provided that a director may be re-elected to the Board of Directors upon the expiration of one term following the expiration of his/her two consecutive terms.
 8. A director's term may be terminated by the affirmative vote of at least 75% of the General Assembly at a duly held meeting if the director has acted in material breach to the values of Impact Lebanon, breached any written policy of the Company, acted wilfully against the general interest of Impact Lebanon, or in any other circumstance in which said director is proven to have acted in bad faith. In case of the removal of a director in accordance with this provision, the Board of Directors shall within one week announce the vacancy, and within one week therefrom decide upon and communicate to the General Assembly the list of candidates whose nominations have been accepted.

9. The Board of Directors shall, in the first meeting following each election, assign the roles that the newly elected directors shall hold. The Board of Directors may revisit these roles and assign new roles, depending on the need, from time to time. Each director who is not assigned a role shall be the parent of one or more ongoing projects. A director who is assigned a role can choose to be the parent of one ongoing project if he/she has the capacity to do so.

3. Meetings:

1. **Frequency:** The board of directors shall meet in person or by videoconference once every week, preferably on the same day and at the same time each week. The date and time of the recurring board meetings shall be resolved by the board by at least 75% of the members.

2. **Quorum:**

- a) The quorum for a board meeting is at least 75% of directors. If at any meeting of the Board there shall be less than a quorum present, the director or directors present thereat may adjourn the meeting from time to time, with notice (which need not be in writing) to the other directors, until a quorum shall have been obtained.
- b) In the case that quorum is not obtained for more than 3 weeks in a row, quorum shall be deemed met if at least 50% of the directors are present. In this case, the directors in attendance should, after the meeting, engage in dialogue with the consistently absent director(s) to determine whether the absent directors want to resume their director functions or resign. If no reasonable justification is given for the absences, and the consistently absent director elects not to resign despite not showing the willingness to continue in his/her board functions, the directors can unanimously elect to terminate the directorship of that director.

3. **Moderator:**

- a) Selection of the moderator:
 1. Every week, the board meeting shall be moderated by a different director on a rotational basis following alphabetical order of the directors' first name;
 2. If the director cannot attend the board meeting in which he/she is the designated moderator, the role of moderator shall be delegated to the director who is next in the rotation, and who shall be replaced by the absent director as moderator in the next meeting.
 3. If for any reason, the director cannot attend two consecutive meetings, the same process of delegation should be followed,

provided that no one director takes the role of moderator more frequently than the others.

- b) Role of the moderator:
 - 1. The moderator shall send the meeting invite (unless the meeting invite is automated) at least 2 days in advance of the board meeting;
 - 2. The moderator shall set out an initial agenda in writing, including electronically by using a means that is accessible to all directors at least 2 days in advance of the board meeting. Any director may add items to the agenda as necessary;
 - 3. The moderator shall ensure that:
 - 1. The agenda is followed;
 - 2. The agreed upon time for the meeting is reasonably followed;
 - 3. Any decision that requires votes is duly resolved;
 - 4. That meeting minutes are taken according to the following section.

4. Minutes:

- a) Minutes are to be taken by the moderator following an agreed upon structure, fulfilling at least the following criteria:
 - 1. Thoroughly portray the discussions that were carried out during the meeting to ensure that an absent director can refer to them and have all the necessary information;
 - 2. clearly indicate where a vote was taken and the number of votes cast in favour, in abstention and against a decision.
- b) Meeting minutes should be stored in a location previously agreed upon by the directors that can be accessed by all the directors (including, but not limited to, a folder on the Google Drive or any other tool that can be reasonably expected to be accessible to all directors.)

5. Reporting:

- a) The General Assembly shall be informed, on no less than a monthly basis, of all decisions resolved by the board of directors which affect their membership in the Company, including any policies enacted by the board.
- b) Each Director shall, upon the conclusion of each meeting, inform the team of an initiative of which he/she is the parent of any decisions affecting such initiative.

4. Decision making process:

1. Levels of approval of the board of directors:

- a) Decisions pertaining to initiatives do not require the approval of the Board of Directors insofar as they do not involve:
 - 1. creating partnerships with entities that have not been pre-approved by the directors;

2. potential reputational risks to the members, Board of Directors, or Advisory Board of Impact Lebanon (as defined Article III);
 3. the usage of Impact Lebanon funds or resources; or
 4. Potential legal, reputational, ethical, political and privacy risks to Impact Lebanon
- b) Without prejudice to other instances mentioned in the Articles of Association, these by-laws or by-law, the following matters shall require the approval of at least 75% of the Board of Directors:
1. Inviting a person to serve on the advisory board;
 2. Removing a project or initiative from the pipeline or terminating an existing project, initiative or event in the case that it contradicts Impact Lebanon's values;
 3. Approving a proposed partnership;
 4. The use of Impact Lebanon funds for a project;
 5. Deciding on or changing the date and time of the weekly board meeting; and
 6. Recommending to the General Assembly the termination of the membership of a member as per Article II.5.1
- c) Decisions that require approval of the Board of Directors by the affirmative vote of at least 50% of the directors, include but are not limited to:
1. Suggesting changes to existing procedures by which projects are run;
 2. Launching an online or an offline fundraising campaign for humanitarian purposes;
 3. Determining the existence of a Conflict of Interest in accordance with the Conflict of Interest Policy; and
 4. Approving any initiative by a team working on a project which involves raising its own funds.
 5. Any other matter which the law, articles or these by-laws do not require be resolved by a greater majority vote.

2. Mechanisms of voting:

- a) There is a preference for decisions to be made in board meetings;
- b) Urgent decisions can be made without a board meeting in writing using email or any tool that is accessible to all directors and which clearly evidences the matter voted upon and the votes cast;
- c) If a director cannot be present at a meeting, that director can make a vote in absentia in writing; either before the board meeting or preferably after the board meeting, upon reading the meeting minutes, within one day for urgent decisions or within two days for non-urgent decisions; and
- d) If there is an even number of directors and a vote is held at a meeting that reaches a deadlock, the moderator of that meeting shall have the casting

vote. If there is a vote by email or another tool wherein voting is done in writing and there is a deadlock the vote shall be postponed until the upcoming board meeting, wherein the vote is called for again and if the deadlock persists, the moderator of that meeting shall have the casting vote.

Article II: General Assembly

1. Composition:

1. The General Assembly shall be composed of the Members of the Company (as defined in section 112 of the UK Companies Act) as registered in the Company's Statutory Register.
2. In addition to the current Members of the Company (as registered in the Company's Statutory Register at the date of adoption of these by-laws), each director shall, to the extent not already a member, and upon the expiration of his/her term, be entitled to apply for membership in the Company.
3. Applications for membership shall be in the form specified by the Board of Directors.
4. Applications for membership shall be considered and voted upon by the Board of Directors in accordance with Article 21 of the Articles of Association. The Board of Directors has the right to approve or decline any membership application at its own discretion and shall not be required to communicate to an applicant the reasons for the refusal of his/her application. The General Assembly may overturn the decision of the Board of Directors rejecting the application of a member by the affirmative vote of at least 75% of its members at a duly held meeting.
5. The Board of Directors shall be responsible for maintaining a statutory members' register, which shall include the following information with respect to each member: the member's name, correspondence address, membership guarantee amount, date of membership and date of cessation of membership (if applicable).
6. The General Assembly may, by the affirmative vote of at least 75% of its members, terminate the membership of any member for any of the reasons specified for the termination of directors in Article I (2) (g) above.

2. Powers: The General Assembly shall have the right to:

1. To recommend to the Board of Directors at the annual meeting its proposal highlighting the strategic vision of the Company for the upcoming year;
2. to elect the Board of Directors members in the meetings dedicated for that purpose;
3. to exercise the reserve power specified in Article 4 of the Articles of Association; and
4. to amend the By-laws;
5. to terminate the directorship of a director or the membership of a member;
6. to exercise any other right provided for in the Articles of Association.

3. Meetings:

1. **Ordinary Annual Meeting:** The ordinary annual meeting of the General Assembly shall be held on the first Sunday of the month of December of each year.
 - a) The annual meeting shall be attended by the Board of Directors, which shall present to the General Assembly, a summary of the Company's

operations and accounts during the current year, and its proposed budget for the upcoming year.

- b) The General Assembly shall present to the Board of Directors its proposal highlighting the strategic vision of the Company for the upcoming year.
 - c) The Board of Directors shall have the discretion to adopt any of the General Assembly's recommendations with respect to the Company's strategy.
2. **Extraordinary Meeting:** An extraordinary meeting of the Assembly may be held at any time upon the call of the Board of Directors or at the request of not less than one-fifth of the total number of Members.
 3. The Meetings shall be held at such time and place (or using such reasonable electronic medium) as the Directors shall specify in the notice convening the meeting.

4. Attendance, Quorum and Voting

1. **Attendance:** Directors may attend and speak at general meetings, whether or not they are members.
2. **Voting:** Each member, registered in the Statutory Register, at the date of the notice convening a meeting, shall have one vote.
3. **Quorum:** the presence of members representing 75% of the General Assembly shall constitute a quorum at all meetings of the General Assembly. In case a quorum shall not be present at any meeting, a majority of the members present shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until the requisite members of members shall be present. At any such adjourned meeting at which the requisite amount of members shall be represented, any business may be transacted that might have been transacted at the meeting as originally noticed; but only those members entitled to vote at the meeting as originally noticed shall be entitled to vote at any adjournment or adjournments thereof.
4. **Chairing Meetings:** The General Assembly shall, prior to discussing any matter, appoint one of its members as Chairman of the meeting. The Chairman of the meeting shall be responsible for moderating the meeting and the recording the General Assembly's discussions and decisions.
5. **Majority Requirements:**
 - a) The following matters shall be resolved by the General Assembly by the affirmative vote of members representing 75% of the General Assembly:
 1. Exercising the reserve power specified in Article 4 of the Articles of Association; and
 2. Amending the by-laws;
 3. Terminating the directorship of a director or the membership of a member
 - b) The following matters shall be resolved by the General Assembly by the affirmative vote of members representing the majority of the General Assembly:
 1. Electing Directors;
 2. Recommending to the Board of Directors the proposal highlighting the strategic vision of the Company for the upcoming year

3. Any other matter not otherwise provided for in (c)(1) above.

5. Termination Procedures

1. To the extent that the Board of Directors resolves recommending to the General Assembly the termination of the directorship of a director or a member, or the General Assembly proposes terminating one of the directors / members, in each case for one or more of the reasons specified in Article I(2)(g), the General Assembly shall inform the director and/or member in writing of the reasons proposed for his termination.
2. The director/member shall be entitled to submit a written statement to the General Assembly on the reasons of the invalidity of the request of his/her termination.
3. On the next scheduled meeting, the General Assembly shall consider the veracity of the reasons for terminating the member/director and shall resolve, in a final manner, the matter by a decision of at least 75% of the members entitled to vote.
4. The termination of a director shall be communicated to the Board of Directors, which shall be responsible for the removal of the terminated director's name from the Company's Companies House records.
5. The termination of a member shall be communicated to the Board of Directors, which shall be responsible to record the date of termination of membership in the Statutory Register.

Article III: Advisory Board:

1. Within a period of three years from the date of adoption of the by-laws, the Board of Directors shall establish an advisory board consisting of three (3) to five (5) members (the "Advisory Board").
2. The functions of the Advisory Board are to provide the Board of Directors with recommendations on the expansion of the reach of Impact Lebanon as well as to introduce strong partnerships to the Company.
3. The Advisory Board shall have no legal powers and shall not perform the functions of the Board Directors in any manner, such Advisory Board being intended merely to act in an advisory capacity. The recommendations of the Advisory Board shall be advisory only and shall not obligate the Board of Directors to act in accordance therewith. The Advisory Board shall not perform any functions that would constitute participation in the control of the management of the Company for purposes of the UK Company Act.
4. Members of the Advisory Board shall be chosen by the Board of Directors. The Advisory Board may be composed of members of Impact Lebanon and non-members alike.
5. None of the members of the Advisory Board shall receive any compensation (including reimbursement of out-of-pocket expenses) in connection with their position on the Advisory Board.
6. The members of the Advisory Board shall be elected by the Board of Directors to serve an initial term of two years. The Advisory Board shall, on the first meeting it holds following its election, appoint a chairman from amongst its members.
7. The Advisory Board shall meet at least quarterly on an invitation by its chairman. The quorum for a meeting of the Advisory Board shall be a majority of its members. All actions taken by the Advisory Board shall be by a vote of a majority of the members present at the meeting



thereof. Meetings of the Advisory Board may be held in person, by telephone or other electronic means.

8. The Board of Directors may remove members of the Advisory Board in the event of an established Conflict of Interest (as defined in the Conflict of Interest Policy) that compromises such member's ability to serve effectively as a member of the advisory board or any cause exists that otherwise would allow for the removal of such person if such person were a member of the Board of Directors.

PART 4: DISSOLUTION

The Company cannot be dissolved except upon a unanimous vote of the members at a duly held General Assembly meeting.

PART 5: AMENDMENT OF BY-LAWS:

Upon their adoption by the Board of Directors, these By-laws may not be amended or repealed except the affirmative vote of members representing 75% of the General Assembly.

Adopted and approved by the Board of Directors on this day of 5th April, 2021.