

BYLAWS ADAM GLOBAL NETWORK

ARTICLE 1

NAME AND PURPOSE

Adam Global Limited ("Adam Global") is a for-profit organization formed to facilitate its members' development and maintenance of professional relationships globally. Provide its members with global access to use their respective expertise and provide professional programs.

Adam Global is a referral organization/network.

ARTICLE 2

CORPORATE SEAL AND FISCAL YEAR

Adam Global shall have no seal. The fiscal year of Adam Global shall end on December 31 of each year, but may be changed from time to time as determined by the Board of Directors.

ARTICLE 3

OFFICES

Adam Global shall designate a registered office in accordance with law and shall maintain it continuously. Adam Global may have offices at such other places as the Board of Directors may from time to time determine.

ARTICLE 4

MEMBERSHIP

Qualification.

- Memberships shall be held by regulated and accredited professional firms in law, accounting, consulting, medicine, education, insurance, finance and any other discipline deemed fit by the Board of Directors.
- Each Member shall be deemed to have accepted and agreed to abide by the Bylaws/agreement, rules and regulations adopted from time to time by the Board of Directors.
- Bylaws shall be construed and required to all service professional not to violate any law, regulation or rules governing its profession.

Section 2.

Application

Application for Membership:

- Any Member may request the admission of a new member from any geographical area.
- Request should be delivered to the Executive/Membership Committee for consideration of membership.
- Application for membership shall be given to the Executive/Membership Committee to investigate the appropriateness before adding the applicant as a member of Adam Global.

- Upon approval, Executive/Membership Committee submits the membership agreement/ByLaws for the applicant for review and or approval/disapproval.

Classification.

- Professional firms of Adam Global will be given a Gold memberships with exclusive rights (city/jurisdiction) per expertise (voting rights and privileges are provided for herein).
- Each Member shall be issued a certificate representing its membership.
- Membership shall carry one vote.
- A firm may not be admitted as a Member until it pays the capital contribution fee established by the Network.

Section 3.

Rules, Regulations, Resolutions, and Limitations

The Board of Directors may from time to time adopt, amend, and alter rules, regulations and resolutions in governance to determine the best interest of Adam Global.

Section 4.

Proprietary Rights

Memberships in Adam Global may not be sold, transferred, assigned, pledged, hypothecated, or otherwise encumbered or alienated.

Section 5.

Voting Rights

Member firms shall designate one individual to be the representative of the firm at corporate meetings (in case of absenteeism).

The individual shall be the representative of the Member until changed in writing.

Only members firms in good standing shall have the right to vote. A member may cast one vote. A member may vote by absentee ballot under such rules and regulations as the Board of Directors may adopt.

A Member may vote by proxy, as described in these Bylaws.

Section 6.

Annual Meetings.

The purpose of the annual meeting for the members is to elect officers as necessary to transact such other matters as may properly come before the Membership. The annual meeting of the Members of Adam Global shall be held at such location as determined by the Board of Directors and at such date and time as is designated by the Board. The annual meeting of Members for any year shall be held no later than thirteen (13) months after the last annual meeting of Members. However, failure to hold an annual meeting timely shall in no way affect the terms of Officers or Directors of Adam Global or the validity of actions of Adam Global.

Section 7.

Place of Meeting.

The Board of Directors may designate any place, as the place of meeting for any meeting of Members.

Section 8.

Notice of Meeting of Members.

Written notice stating the place, date and time of the meeting and the purpose or purposes for which the meeting is called shall be delivered personally by E-mail not less than two nor more than sixty (60) days before the date of the meeting.

Notice shall be given by or at the direction of the President or the Executive Committee or the persons calling the meeting to each member of record entitled to vote at the meeting. If emailed, such notice shall be deemed to have been given when sent and as it appears on the records of Adam Global email server.

Section 9.

Waiver of Notice.

A written waiver of notice signed by a member whether before or after a meeting shall be equivalent to the giving of such notice.

Attendance of a Member at a meeting shall constitute a waiver of notice of such meetings except when the member attends for the express purpose of objecting at the beginning of the meeting, transaction of any business because the meeting is not lawfully called or convened.

Section 10.

Member Quorum; Manner of Voting.

Fifty Percent (50%) of the Members appearing in person, by proxy or by absentee ballot shall constitute a quorum at an annual or special meetings of the members. If a quorum is present, the affirmative vote of Fifty-One Percent (51%) of the members at the meeting entitled to vote on the subject matter shall be the act of the members.

After a quorum has been established at a meeting, the subsequent withdrawal of members as to reduce the number of members entitled to vote at the meeting below the number required for a quorum shall not affect the validity of any action taken at the meeting or any adjournment thereof.

If a quorum is not present when a meeting starts, a majority of the members at the meeting may adjourn the meeting from time to time without further notice until a quorum is present.

ARTICLE 5

MEMBERSHIP INITIATION FEE, DUES AND SPECIAL ASSESSMENTS

Section 1.

Membership Initiation Fee and Annual Dues.

The Membership initiation fee and annual dues shall be determined and published by the Board of Directors from time to time. The non-refundable Membership initiation fee is due and payable at the time an applicant is approved for membership committee.

If a member firm dissolves or otherwise terminates and/or reorganizes when the designated representative of that firm moves to another firm or to a segment of the member firm as reconstituted, Executive Committee may, "in its sole discretion", determine by majority if the firm which the designated representative moved becomes the new Adam Global Member firm, that firm may be credited with the Initiation Fee of the prior firm.

Annual dues for the upcoming fiscal year shall be due and payable in advance on the last day of the fourth quarter prior to the beginning of that year or by such other deadlines as the Board of Directors may designate from time to time. Dues shall be delinquent if not paid by the fifteenth (15th) day of the following month.

Section 2.

Penalties for Delinquent Payment.

Any Member who fails to pay any fees, dues, assessments, or any other amount due Adam Global, within ninety (90) days from the date, shall be delinquent and may, upon a vote of the Board of Directors to be expelled from Adam Global and membership in Adam Global shall cease.

Board of Directors has the power, but not the duty, to reinstate an expelled a member upon payment of all amounts due.

Board of Directors notwithstanding the foregoing, may at any time, in its sole discretion, grant an extension of time to any member to pay an amount due Adam Global.

ARTICLE 6

BOARD OF DIRECTORS

Section 1.

General Powers.

All corporate powers shall be exercised by or under the authority of the Board of Directors and the management affairs of Adam Global shall be controlled by the Board of Directors wherever used in these Bylaws, the word "Board" shall mean the Board of Directors.

Section 2.

Number, Qualification, Election and Tenure.

The appointment number of Directors shall be determined by the shareholders of the company but will not be less than three (3), will be appointed by the Adam Global at the Annual General Meeting (AGM) and International Business Forum (IBF). Majority of the shareholders will appoint Chairman of the Board of directors.

Section 3.

Nominating Committee and Election Procedure.

At least ninety (90) days before the annual meeting of Members, the shareholders shall appoint a Nominating Committee of three (3) Members. The Nominating Committee shall do the following:

- ✓ Recommend one Directorship positions to be filled at AGM in order to satisfy the requirements of the Bylaws.
- ✓ Determine the Officer's positions to be filled at AGM of the Board in order to satisfy the requirements of the Bylaws.
- ✓ Present the names of the nominees to the Board of Directors for the Officer's positions at least thirty (30) days before AGM of Members. The names of all of the nominees shall be listed on one (1) ballot. The ballot shall be emailed to each Member at least ten (10) days before the annual meeting. Members may vote in person, by proxy or by absentee ballot.

Section 4.

Annual Meetings.

The Board of Directors shall hold its annual meeting (**Section 7**) following each annual meeting of Members for the purpose of the election of Officers and the transaction of such other business as may come before the meeting.

If a majority of the Directors are present at the annual meeting of members, no prior notice of the annual meeting of the Board of Directors shall be required, however, another place and time for such meeting may be fixed by written consent of all of the Directors.

Section 5.

Regular Meetings.

Meetings of the Board committee shall be held at least once a year.

Meetings of the Board or the Executive Committee of the Board may occur by conference call or may be held at such time and places shall be determined from time to time.

Section 6.

Action without Meeting.

Any action of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action so taken signed by all the Directors is filed in the minutes of the Board of Directors.

Section 7.

Notice and Waiver.

Notice of any special meeting shall be given at least seven (7) days prior thereto by written notice delivered by E-mail.

Any Director may waive notice of any meeting either before, at, or after such meeting or the manner in which it has been called or convened, except when a Director states at the beginning of the meeting any objection to the transaction of business because the meeting is not lawfully called or convened.

Section 8.

Quorum and Voting.

A majority of the board in office shall constitute a quorum for the transaction of business. The vote of a majority of board present at a meeting shall constitute the action of the Board committee. If less than a quorum is present, then a majority present may adjourn the meeting from time to time without notice until a quorum is present. Chairman's vote will carry veto powers over the board committee.

Section 9.

Vacancies.

Any vacancy occurring in the Board committee may be filled by the affirmative vote of a majority who shall select a Member to fill the vacancy provided. The vacancies shall be filled at a special meeting called for that purpose by the President or any other Officer's presiding.

Elected to fill the vacancy, shall hold office for the term specified by the Board committee during the election, but such term shall not extend beyond the term of the vacated position being filled by reason of an increase election at an annual meeting of Members or at a special meeting of Members called for that purpose.

ARTICLE 7

OFFICERS

Section 1.

Number and Titles.

The officers of Adam Global shall be a President and Vice President along with Management Team (Board Committee)

Section 2.

Election.

The officers of Adam Global may be appointed in accordance with the provisions of **Section 3** or **Section 5** of this **Article 7**, shall be chosen by a majority vote of the Board Committee for a two-years term and each shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or a successor shall be elected and qualified. The officers shall be elected in odd-numbered years for a term to commence at the first meeting.

Section 3.

Subordinate Officers.

The Board Committee may appoint another officer or agents as the business of Adam Global may require each of whom shall hold office for such period and perform such duties as provided in these bylaws or as the Board Committee may from time to time determine.

The Board Committee may delegate to any independent contractor any of the duties of the officers for such compensation as is approved by the Board.

Section 4.

Removal and Resignation

Any officer may be removed either with or without cause (decision of Board Committee) at any regular meeting of AG.

Any officer may resign at any time by giving written notice to the Board and to the President of AG.

Any resignation shall take effect at the date of the receipt of that notice or at any later time specified therein, unless otherwise specified the acceptance of that resignation shall not be necessary to make it effective.

Section 5.

Vacancy.

If the office of the President, Vice President and Board Committee becomes vacant by reason of death, resignation, removal, or otherwise, the Board shall elect a successor who shall hold office for the unexpired term, and until a successor is elected.

Section 6.

Vice President.

The Vice President shall:

- ✓ Serve at the direction of the President
- ✓ Fulfill the duties of the President, if the President is unable or unwilling to serve out his or her term as President.

ARTICLE 8

COMMITTEES

Section 1.

Executive Committee.

President, Vice President, Secretary, Country Heads/City Heads form the Executive Committee, in addition, a member of the Executive Committee shall serve as an ex officio, non-voting member to be appointed by the President of Adam Global Network to serve a one (1) year period.

ARTICLE 9

MEMBERSHIP CERTIFICATES

Section 1.

Certifications:

Members of Adam Global shall be issued Membership certificates.

The certificate itself shall convey no rights or privileges, but shall only be for identification.

Section 2.

Lost, Stolen or Destroyed Certificates.

Adam Global may issue a new certificate in the place of any certificate previously issued if the member named in the certificate requests the issuance of a new certificate and satisfies any other reasonable requirements imposed by Adam Global.

ARTICLE 10

RULES AND REGULATIONS

All Rules and Regulations adopted by the Board Committee shall be binding upon all members, unless otherwise specified in the Rules and Regulations. Rules and Regulations shall remain in effect until it is amended, terminated, repealed or withdrawn by the Board and Management committee.

ARTICLE 11

SUSPENSION, EXPULSION OF MEMBERS AND TRANSFER OF MEMBERSHIP

Section 1.

Suspension and Expulsion of Members:

Members' who violates the Bylaws, Rules or Regulations of Adam Global or who conducts itself in a manner which is calculated to discredit Adam Global or to bring Adam Global into bad repute before the public or whose conduct makes it objectionable to the Members of Adam Global or is otherwise in the best interests of Adam Global, may be suspended, denied any or all privileges of membership, or expelled from Adam Global. The membership initiation fee paid by an expelled member shall not be refunded.

Section 2.

Transfer of Membership.

No Member may transfer or otherwise dispose of its certificate other than by termination without the approval of the Board committee.

ARTICLE 12

VOLUNTARY TERMINATION

Any Member may terminate membership by giving written notice of termination to the Board and Management of Adam Global via e-mail.

ARTICLE 13

AMENDMENTS

These Bylaws may be altered, amended, repealed, or replaced and new Bylaws may be adopted by the approval of the Board and Management.

The changed Bylaws shall be submitted to the members at the next annual meeting along with written notice of the change shall be given in accordance with the notice of meeting provisions in these Bylaws.