BOARD RESOLUTION NO. (4) OF 2026

ON THE ADOPTION OF THE UNIFIED INSTITUTIONAL FRAMEWORK FOR INTERNATIONAL EXPANSION AND THE ESTABLISHMENT AND GOVERNANCE OF NATIONAL AND REGIONAL REPRESENTATIVE OFFICES ACROSS AFRICA AND ASIA FOR THE PERIOD 2026–2027

AAODI – National and Regional Representative Offices Establishment, Governance & Expansion Framework 2027–2026 - BOARD MEETING MINUTES AND APPROVAL :

On ..... / ..... / 2026, the International Board of Directors of the Afro-Asian Organization for Development & Investment (AAODI) convened to discuss and consider the adoption of the Unified Institutional Framework for International Expansion and the Establishment of National and Regional Representative Offices across the targeted African and Asian countries.

Attendees

- H.E. Dr. Mohamed Hamza Elhouseni – Chairman of the Board.
- H.E. Dr. Hanan Emara – Secretary-General.
- Mr. Hossam Safwat – Legal Representative of the Organization.

Following the presentation and review of the proposed Unified Institutional Framework, including its objectives, implementation mechanisms, governance structure and proposed operational arrangements for representative offices, the attendees deliberated on the proposed resolution.

The draft resolution was subsequently submitted to a vote.
The resolution was approved unanimously by all attendees, with no objections.

Accordingly, the following resolution was adopted:

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PREAMBLE : The International Board of Directors of the Afro-Asian Organization for Development & Investment (AAODI),

Having reviewed:

- The Certificate of Incorporation issued by Companies House, England and Wales, dated 2 November 2026, under Company Number 17555172.
- The Memorandum and Articles of Association of AAODI.
- Article 3 concerning the Organization's objectives in economic development, trade, responsible investment cooperation, institutional cooperation and international engagement.
- Article 8 concerning the responsibilities of the Board in strategic direction, governance, financial over-sight, risk management, legal and regulatory compliance, establishment of offices and international partnerships.
- Article 10 concerning the executive and coordinating responsibilities of the Secretary-General.
- Article 11 concerning the International Secretariat.
- Article 15 concerning the establishment of regional offices, national offices, country representations, liaison offices and programme offices.
- Articles 16, 17, 18 and 21 concerning financial resources, conflicts of interest, records and reporting, and the protection of the Organization's institutional identity and intellectual property.
- The strategic need to establish a unified institutional system for the Organization's expansion across its targeted African and Asian geographical scope.

HEREBY RESOLVES AS FOLLOWS:

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Article 1 – Adoption of the International Expansion Strategy

- The Board hereby approves the launch of AAODI's International Expansion Programme for the period 2026–2027.
- The Programme shall seek to develop an institutional representation network across the Organization's targeted geographical scope of 102 countries in Africa and Asia, in accordance with the country list adopted under AAODI's strategic plan.
- Expansion shall be pursued through the establishment and approval of national and regional representative offices and the development of institutional relations with chambers of commerce and industry, federations, business councils, investment institutions and development organizations.
- Expansion shall be implemented progressively, taking into account economic and investment priorities, institutional readiness, operational capacity and the legal requirements of each country.
- The targeted geographical scope shall not be interpreted as confirmation that AAODI already has offices or formal representation in all such countries.

Article 2 – Adoption of the Unified Framework

The Board hereby adopts the following institutional framework:
AAODI – National and Regional Representative Offices Establishment, Governance & Expansion Framework 2026–2027.

This Framework shall serve as the Organization's unified administrative, institutional and operational reference governing international expansion, candidate selection, office approval, mandates, responsibilities, reporting and performance monitoring.

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Article 3 – Strategic Objectives

The International Expansion Programme shall aim to:

- Establish an institutional representation network across targeted African and Asian countries.
- Strengthen relations with governments, public authorities, chambers of commerce and industry.
- Attract economic institutions, investors, professional federations and business organizations to AAODI's cooperation network.
- Facilitate engagement between investors, companies and institutions across Africa and Asia.
- Promote trade, industrial and investment cooperation between countries.
- Support SMEs, entrepreneurship and sustainable development.
- Promote AAODI programmes, initiatives, conferences and international forums.
- Develop national databases of investors, companies, institutions and potential partners.
- Support the development of specialized federations, councils, committees and networks in accordance with the Articles of Association.
- Strengthen AAODI's international institutional presence and develop cooperation and recognition opportunities in accordance with applicable legal procedures.

Article 4 – International Expansion Governance Structure

The following structure shall govern the Programme:

1. International Board of Directors

Responsible for strategic approval, institutional governance, office establishment, major appointments, performance oversight and approval of relevant policies.

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2. President

Responsible for institutional and strategic leadership, international representation, strategic development and oversight within the limits of the Articles of Association, Board resolutions and delegated authority.

3. Secretary-General

Responsible for executive supervision, coordination of national and regional offices, implementation of Board decisions, receipt of reports and coordination between headquarters and country representatives.

4. International Secretariat

Responsible for daily programme administration, candidate applications, country files, official correspondence, records and performance reports.

5. International Expansion & Relations Department

Responsible for country and institutional databases, invitations, nominations, institutional meetings and geographical expansion planning.

6. Regional and National Offices

Responsible for implementing AAODI activities within their approved geographical mandates and delegated authority.

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Article 5 – Approved Office and Representation Categories

The Board approves the following five institutional representation models:

1. Regional Office

An office responsible for coordinating AAODI activities across a defined group of countries within a geographical region.

2. National Representative Office

An office representing AAODI within one country and responsible for institutional relations, economic cooperation and approved programmes and activities.

3. Liaison Office

An institutional representation arrangement focused on communication with public and private institutions, economic stakeholders and cooperation partners.

4. Programme Office

A specialized office or unit responsible for implementing a designated programme, including investment, industry, trade, digital transformation or sustainable development.

5. Hosted Institutional Representation

An arrangement under which an existing local institution hosts or supports AAODI's representation or coordination activities under a written agreement defining responsibilities, authority, costs and obligations.

None of these arrangements shall automatically constitute a separate legal entity unless separately incorporated or recognized in accordance with applicable law.

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Article 6 – Priority Country Selection Policy

The Board adopts a phased expansion approach based on the following criteria:

- The country's economic and investment significance.
- Its trade and industrial relations with other African and Asian countries.
- The availability of chambers, federations and institutions capable of cooperation.
- Opportunities for investment and development partnerships.
- The legal and regulatory environment and the clarity of office-establishment requirements.
- The availability of qualified candidates and capable local institutional partners.
- Operational sustainability and the ability to manage the office effectively.
- Legal, financial, operational and compliance risks.

The International Secretariat shall prepare a country-priority report for consideration and approval in accordance with the Organization's governance arrangements.

Article 7 – Target Institutions and Invitation Recipients

AAODI may approach the following institutions and individuals in each targeted country:

- National chambers of commerce and industry federations.
- National and regional chambers of commerce and industry.
- Joint and international business councils.
- Investors' federations and business associations.
- Industrial development associations and institutions.
- Investment and trade promotion agencies, within their respective mandates.
- Specialized professional federations and associations.
- Universities and economic research institutions.
- Development organizations and private-sector institutions.

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Qualified economic, investment and academic leaders with relevant institutional networks.
Invitations may be addressed to institutional presidents, chairpersons, secretaries-general, chief executive officers, international relations directors or other duly authorized representatives.

No institution shall be described as a partner, sponsor or nominating authority without its express and documented consent.

Article 8 – Candidate Recruitment Mechanisms

AAODI shall adopt two candidate recruitment channels:

A. Institutional Nomination
Official invitations may be sent to chambers, federations and economic institutions requesting nominations of qualified candidates for the position of AAODI National Representative in their respective countries.

B. Direct Applications
Qualified economic, investment, professional and academic individuals may apply through direct invitations, institutional announcements or an approved online application process.

Existing local institutions may also apply to host or support an AAODI office, subject to assessment, approval and a written agreement.

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Article 9 – Eligibility Requirements for National Representatives

Candidates should:

- Demonstrate good personal and professional standing.
- Possess relevant experience in economics, investment, trade, industry, international relations or institutional development.
- Have a credible professional and institutional network within the country.
- Demonstrate the ability to engage with public and private institutions.
- Be capable of preparing and implementing an annual country action plan.
- Have sufficient time and administrative capacity to fulfil the role.
- Disclose relevant interests and potential conflicts of interest.
- Submit accurate and complete supporting documents.
- Comply with AAODI's Articles of Association, policies and approved resolutions.
- Comply with the laws and regulations of the country of representation.

Existing local institutions may also be considered where they demonstrate legal standing, institutional experience and operational capacity.

Article 10 – Required Application Documents

Individual applicants shall submit:

- A formal application addressed to the President of AAODI.
- An updated professional CV.
- A copy of a passport or national identification document.
- A recent personal photograph.

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- Professional qualifications and experience.
- A record of current and previous positions.
- Relevant institutional affiliations and professional relationships.
- Recommendation or nomination letters, where available.
- A proposed twelve-month country action plan.
- A proposed local team structure.
- A proposed office location or host institution, where available.
- A conflict-of-interest declaration.
- A declaration of compliance with AAODI policies and institutional identity requirements.

Institutional applicants shall additionally provide legal registration documents, constitutional documents, governance details and evidence of the authority of their nominated representative.

Article 11 – Evaluation and Selection Committee

The Secretary-General, with the approval of the President, shall establish a technical evaluation committee. The committee may include representatives from international relations, legal affairs, administration and relevant programme departments.

The Committee shall:

- Review application documents and completeness.
- Examine professional qualifications and experience.
- Assess institutional networks and operational capabilities.
- Conduct interviews where appropriate.
- Review the proposed country action plan.

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- Examine potential conflicts of interest and relevant risks.
- Submit a written recommendation for approval, rejection or further information.

The evaluation shall follow the indicative scoring system below:

Evaluation Criteria	Score
Professional experience and institutional reputation	**20**
Institutional network and local relationships	**20**
International relations and institutional cooperation experience	**15**
Economic and investment experience	**15**
Quality of the proposed country action plan	**20**
Administrative and operational capacity	**10**
Total	**100**

A score of 80 or above shall indicate that the candidate has met the proposed assessment threshold for recommendation. It shall not constitute automatic appointment. Final appointment remains subject to approval by the competent authority.

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Article 12 – Appointment and Office Approval

- The Evaluation Committee shall submit its recommendations to the Secretary-General and the President.
- The nomination shall be submitted to the Board or the authority duly delegated by the Board, as applicable.
- No candidate shall become an officially appointed National Representative until a formal appointment decision has been issued.
- The appointment letter shall specify the country, title, term, duties and limits of authority.
- A separate written authorization shall be issued where specific delegated powers are required.
- No office shall be publicly announced as legally established or registered before completing the applicable local registration and approval requirements.
- AAODI may approve a National Representative without requiring an independent physical office during the initial phase, where approved by the Organization and permitted by applicable law.

Article 13 – Appointment Term and Renewal

- The proposed term of appointment for a National Representative shall be two years from the effective date of appointment.
- The appointment may be renewed for a similar term, subject to performance evaluation and approval by the competent authority.
- Representatives shall be subject to periodic performance reviews.
- Appointment shall not create an automatic entitlement to continue in office or use the official title after the authorization expires.
- The Board may approve different terms for regional offices or executive positions according to the nature of the assignment.

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Article 14 – Mandate and Responsibilities of National Representatives

Within their approved mandate, National Representatives shall:

- Represent AAODI before relevant institutions and stakeholders in their respective countries.
- Develop cooperation with chambers, federations and business councils.
- Engage with economic, investment and development institutions.
- Promote AAODI's objectives, programmes and initiatives.
- Attract institutional members and partners in accordance with approved membership policies.
- Identify and refer trade, industrial and investment opportunities to headquarters.
- Propose conferences, forums, delegations and bilateral meetings.
- Coordinate with headquarters regarding proposed memoranda of understanding and partnerships.
- Develop databases of relevant companies, institutions and potential partners.
- Submit periodic reports on activities, opportunities and challenges.
- Implement approved programmes and projects within the country.
- Support the activities of AAODI's specialized federations and councils in accordance with approved assignments.

Article 15 – Limits of Authority and Delegation

Every National Representative shall comply with the following limitations:

- No authority to amend AAODI's Articles of Association or policies.
- No authority to issue binding resolutions on behalf of the Board.
- No authority to sign binding contracts, agreements or memoranda of understanding on behalf of AAODI without specific written authorization.

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- No authority to open or operate bank accounts in AAODI's name or manage its funds without formal approval and completion of the applicable legal and banking requirements.
- No authority to collect membership fees, subscriptions, donations or other funds on behalf of AAODI except under an approved financial policy, written authorization and proper accounting controls.
- No authority to grant membership, institutional accreditation, official status or sub-delegations beyond the approved mandate.
- No authority to appoint sub-representatives, agents or regional managers on behalf of AAODI without written approval.
- No authority to use AAODI's name or logo for personal, commercial, political or unauthorized activities.
- No authority to provide financial or legal guarantees on behalf of AAODI.
- No authority to claim governmental or diplomatic status or to represent a government or international institution merely by virtue of the appointment.

Article 16 – Obligations of National Offices

Every approved National Office shall:

- Implement its approved annual action plan.
- Protect AAODI's institutional reputation and identity.
- Comply with instructions and resolutions issued by headquarters.
- Observe all applicable local laws and regulations.
- Maintain the confidentiality of information and data.
- Use approved systems, databases and official templates.
- Maintain records of meetings, correspondence and activities.
- Disclose any potential conflict of interest.

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- Prevent the personal or unauthorized use of AAODI resources.
- Cooperate with the International Secretariat in performance monitoring and review.

Article 17 – Governmental and Institutional Relations

- National Offices shall seek to develop cooperation with ministries, public authorities, chambers of commerce and industry, federations and economic institutions.
- Official correspondence with governmental entities shall comply with the applicable protocols and procedures of the relevant country.
- No representative may use governmental or diplomatic titles or claim official governmental recognition without valid supporting documentation.
- Proposed memoranda of understanding and institutional agreements shall be subject to legal review and approval by the competent authority within AAODI.
- Communication, meetings or invitations involving a public institution shall not, by themselves, constitute evidence of an official partnership or endorsement.

Article 18 – Financial Resources and Budgets

- Every National or Regional Office shall operate under a budget approved by AAODI.
- An annual operating budget shall identify administrative expenses, events, programmes and operational activities.
- No financial commitment shall be entered into on behalf of AAODI without prior written approval.
- All income and expenditure shall be subject to the Organization's approved financial and accounting policies.
- No office may distribute profits or proceeds to representatives or members contrary to AAODI's non-profit-distributing character.

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- Reasonable remuneration for genuine services and reimbursement of properly incurred expenses may be permitted in accordance with applicable law and approved financial policies.
- Personal bank accounts shall not be used to collect or manage AAODI funds.
- All relevant invoices, receipts and accounting records shall be maintained and made available for review.

Article 19 – Legal Compliance and Risk Management

- The legal and regulatory requirements for establishing or operating an office shall be assessed separately in each country.
- The appropriate local legal form shall be determined in accordance with applicable law, including representative, liaison, programme or hosted institutional arrangements.
- Required registrations, licences and permits shall be obtained before conducting activities for which they are legally required.
- Expansion activities shall be subject to relevant compliance, sanctions, trade and financial restrictions, anti-money laundering and counter-terrorist financing reviews, in accordance with applicable law.
- Candidates, institutions, partners and relevant sources of funds shall be subject to appropriate verification where required.
- No office shall undertake regulated financial or investment activities requiring a licence without obtaining the necessary authorization.
- Approval of an office or representative shall not confer governmental, diplomatic or intergovernmental status, or legal immunity upon AAODI.

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Article 20 – Institutional Name, Logo and Identity

- Headquarters shall retain institutional control over AAODI's name, logo, visual identity, publications and certificates.
- Approved offices shall be granted the right to use the institutional identity only within the scope of their appointment and authorization.
- Official stationery, identification cards, signage and correspondence bearing AAODI's name shall be subject to the Organization's approved identity policy.
- The name and logo shall not be used for unauthorized contracts, commercial, political or personal activities.
- Headquarters may require the cessation of any unauthorized use of the name or logo and take appropriate measures to protect the Organization's identity.

Article 21 – Reporting, Monitoring and Evaluation

Every National Office shall submit the following reports:

A. Monthly Report

Including meetings, correspondence, institutions contacted, investment and trade opportunities, and activities carried out.

B. Quarterly Report

Including progress against the country action plan, institutional engagement, proposed partnerships, operational challenges and support requirements.

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C. Annual Report

Including actual achievements, economic and institutional outcomes, performance indicators, recommendations and the proposed plan for the following year.

The International Secretariat may request additional information, documents or explanations necessary to monitor the office's activities.

Article 22 – Key Performance Indicators

AAODI shall adopt measurable performance indicators, including:

- Number of institutions contacted.
- Number of institutional meetings held.
- Number of membership and institutional affiliation applications attracted in accordance with approved policies.
- Number of partnerships and memoranda of understanding formally approved and signed.
- Number of documented investment and trade opportunities referred to headquarters.
- Number of events and programmes implemented.
- Level of implementation of the annual country action plan.
- Timely submission of required reports.
- Compliance with financial, legal and administrative policies.
- Achievement of country-specific objectives.

The International Secretariat shall determine appropriate numerical targets for each office according to the country, office category and available resources. Targets shall not constitute a guarantee of specific economic or investment outcomes.

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Article 23 – Review, Renewal, Suspension and Termination

- National and Regional Offices shall be subject to periodic review by the International Secretariat.
- A corrective action plan may be required where performance deficiencies are identified.
- Delegated authority may be temporarily suspended where a legal, financial or institutional risk or violation is identified.
- Appointment or office status may be terminated by the competent authority in accordance with the Articles of Association and approved delegations.
- Grounds for suspension or termination may include policy violations, misuse of AAODI's name, undisclosed conflicts of interest, false information, failure to submit reports, damage to the Organization's reputation or violation of applicable local laws.
- Upon termination, the representative shall return all AAODI documents, records, assets, data and official materials and cease using the Organization's name, logo and official title.
- Termination shall not discharge any properly incurred prior financial or legal obligations.

Article 24 – Phased Implementation Plan 2026–2027

The Board approves the following implementation phases:

Phase I – Institutional Preparation

- Adoption of the Unified Framework.
- Establishment of the International Expansion Management Team.
- Preparation of the targeted country and institutional database.
- Preparation of invitation, nomination, assessment and appointment templates.
- Preparation of administrative guidelines and institutional identity materials.

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Phase II – Invitations and Candidate Recruitment

Dispatch of official invitations to chambers, federations and economic institutions.

Direct invitations to qualified individuals.

Opening of the nomination and application process.

Receipt and preliminary review of applications.

Phase III – Assessment and Approval

Conducting interviews and technical assessments.

Preparation of evaluation reports and recommendations.

Submission of nominations to the competent authority.

Issuance of appointment and authorization decisions.

Phase IV – Institutional Operations

Approval of national action plans.

Completion of applicable local legal requirements.

Identification of office premises or host institutions.

Commencement of approved programmes and activities.

Activation of reporting and monitoring systems.

Phase V – Expansion and Evaluation

Evaluation of initial implementation results.

Development of offices demonstrating effective performance.

Resolution of operational and legal challenges.

Expansion into additional countries in accordance with approved priorities.

The International Secretariat may prepare a detailed country-by-country implementation timetable for consideration and approval in accordance with the Organization's governance arrangements.

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Article 25 – Central Database of Offices and Representatives

The International Secretariat shall establish a central electronic register containing:

- Country and geographical region.
- Office category and current status.
- Details of the National or Regional Representative.
- Appointment decision and effective date.
- Delegated powers and limits of authority.
- Host institution details, where applicable.
- Local registration and licensing documents.
- Approved action plan and budget.
- Periodic reports and performance indicators.
- Renewal, suspension or termination status.

The central register shall remain under headquarters' administration, with appropriate access controls and data confidentiality and protection measures in accordance with applicable laws.

Article 26 – Standard Implementation Documents

The International Secretariat is instructed to prepare and adopt a unified package of implementation documents, including:

- Institutional invitation letter to chambers, federations and institutions.
- Invitation to apply for the position of National Representative.
- Individual candidate application form.

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- Institutional nomination form.
- Twelve-month national action plan template.
- Candidate evaluation and interview form.
- Conflict-of-interest declaration.
- National Representative appointment decision.
- Delegation of authority letter.
- Office hosting or institutional cooperation agreement.
- National Office operational manual.
- Monthly, quarterly and annual reporting templates.
- Performance review and renewal form.
- Suspension, termination and handover form.

Article 27 – Delegation for Implementation

The Board authorizes the Secretary-General, in coordination with the President, to take the necessary executive measures to implement this Resolution, including:

1. Preparing the database of targeted countries and institutions.
2. Issuing official invitations and correspondence.
3. Receiving candidate applications.
4. Establishing technical evaluation committees.
5. Conducting interviews and preparing evaluation reports.
6. Following up on legal and administrative requirements for offices.
7. Preparing proposed action plans and budgets.
8. Submitting appointment and approval recommendations to the competent authority.
9. Monitoring office performance and submitting reports to the Board.

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This delegation shall not include authority to create unauthorized financial or legal obligations, or to approve appointments, agreements or offices beyond the powers granted under the Articles of Association and Board resolutions.

Article 28 – Relationship with the Articles of Association and Applicable Laws

1. This Resolution shall be implemented within the framework of AAODI's Articles of Association and the laws of England and Wales.
2. Offices and representative activities shall remain subject to the laws and regulations applicable in the country in which they operate.
3. No provision of this Resolution shall be interpreted in a manner that conflicts with the Articles of Association or applicable law.
4. In the event of any conflict, the Articles of Association and applicable law shall prevail, and the matter shall be referred for legal review before implementation.
5. This Resolution shall not replace any local registration or licence required by the relevant country.

Article 29 – Effective Date and Review

1. This Resolution shall take effect on the date of its approval by the Board.
2. The International Secretariat shall review implementation after six months from the commencement of the Framework.
3. The Board may amend or further develop the Framework in light of expansion requirements and evaluation results.
4. An approved copy of this Resolution shall be maintained in AAODI's official records and circulated to the relevant departments and offices.

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Article 30 – Final Approval and Voting Outcome

Following the discussion of all provisions of the proposed Resolution, the matter was submitted to the attendees for voting. The Resolution was approved unanimously by all attendees, with no objections.

Accordingly, the International Board of Directors of the Afro-Asian Organization for Development & Investment hereby adopts Board Resolution No. (4) of 2026 concerning the Unified Institutional Framework for International Expansion and the Establishment and Governance of National and Regional Representative Offices across Africa and Asia for the period 2026–2027.

This Resolution shall take effect from the date of its approval and shall serve as the Organization's institutional and operational reference for all international expansion and representation procedures.

Adopted and approved on: 13 / 11 / 2026

SIGNATURES

H.E. Dr. Mohamed Hamza Elhouseni
Chairman of the Board
Signature:

H.E. Dr. Hanan Emara
Secretary-General
Signature:

Mr. Hossam Safwat
Legal Representative of the Organization
Signature:

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