

THE CHARTER

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Introduction

The GGI Charter sets out the aims of GGI Global Alliance AG.

A copy of the Charter is distributed to every partner in each member firm. Its purpose is to help them in their day-to-day dealings with other members, as well as being a useful information guide about GGI.

The GGI Charter as a whole is for internal use by members of GGI and not for public consumption. However, much of the information within can be used to good effect externally, for example, by clients and the press. For instance, the GGI Mission Statement (Chapter 2) provides a concise definition of what GGI is and what it is committed to achieving. Similarly, if a client requires details on business referral procedures or quality standards that GGI recommends, all the necessary information is contained in the Charter.

Any questions concerning the GGI Charter should be addressed to the GGI Head Office:

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The GGI

Mission Statement

GGI Global Alliance AG, registered in Switzerland, is a global alliance of independent professional firms whose principal activities are in the fields of accountancy, tax, management consultancy and law. Its members are committed to offering a real alternative to large international professional service providers, for clients with international business interests or for those looking to expand across borders.

Unlike other international affiliations or associations, GGI's multidisciplinary philosophy offers a new approach to international markets.

Since its foundation in 1995, GGI has grown to become one of the world's largest multidisciplinary alliances.

GGI is committed to:

- Building an alliance whose independent member firms each provide a partner-led service and value for money.
- Encouraging international business and cultural links, as well as the promotion of international trade.
- Ensuring GGI has member firms in all major financial and commercial centres worldwide.
- Offering businesses a real alternative to the large international accounting, tax consulting and legal firms through membership in GGI.
- Providing a forum for the exchange and interpretation of technical and business information.
- Appreciating the independence of its members.
- Raising the profile of GGI around the world.

GGI Core Values

GGI member firms are located throughout the world, from Australia to the USA; from India to Brazil. The GGI core values unite them, irrespective of any cultural differences and mind-sets.

Integrity

Successful business is based on trust. At GGI, our aim is to fulfil our remit. Clients rely on integrity and objective independent advice to help them make intelligent business decisions. For this reason, GGI Members adhere to the highest professional and ethical principles and strive to have no conflicts of interest. This is what clients expect from our Member firms, who are all at the highest level of their profession.

Competence

Professional excellence is one of our foremost principles, and is applied by GGI at every level. This constant effort to deliver the highest possible competence leads not only to client satisfaction, improvement in business lines and staff development, but it also demonstrates the most reliable proof of our independence.

Independence

We strongly believe that only an organisation of genuinely independent member firms is able to meet the many challenges faced by businesses in today's expanding markets. Although every member firm is unique and independent, the same high quality standards apply.

Respect

GGI respects the cultural differences that combine to make our alliance strong. We are made up of a diverse range of independent teams in more than 100 countries, in each of which a broad mix of individual skills and approaches can be found. Since such diversity leads to innovation and strength, we treat clients and one another with respect, as well as appreciate cultural differences.

Passion

The GGI spirit encompasses the relationship that exists with clients, each other, ourselves, our principles and the GGI philosophy. It sums up how we practice our passion to serve, on both a collective and individual level. Our aim is to always put the client first, which shows a strong commitment to resolve clients' issues, improve their business, advance their goals and surpass their expectations.

GGI Management Structure

The Executive Committee consists primarily of Members of the Board of Directors and the Regional Management.

Board of Directors

Claudio G. Cocca	Chairman of the Board of Directors
Prof Dr Teodoro Cocca	Vice Chairman of the Board of Directors
Michael Reiss von Filski	Global Chief Executive Officer and Member of the Board of Directors

Regional CEOs

Dr Miguel Mantelli	Latin America (Buenos Aires)
Peter Kaeser	Middle East/Asia-Pacific/Africa (Dubai and Bangkok)

Other members of the Executive Committee (ExCom):

Francesca Baldi
 Ulrich Gehrke
 Cornelia Van Heerden
 Randall Leff
 Brian Marita
 David Neste
 Paul Simmons
 Robert Thompson
 Dr Hubert Tramposch (General Counsel)

Executive Management (Head Office)

Claudio G. Cocca	Founder and Chairman
Michael Reiss von Filski	Global Chief Executive Officer
Csaba Valentik	Chief Financial Officer
Barbara Reiss	Head of Communications
Linda Soriton	Head of Conferences & Events
Marco Izzo	Chief Operating Officer

Responsibilities

Board of Directors

The Board of Directors is responsible for mid and long-term corporate strategy, defines details for policies and controls finance and administration.

Executive Committee

The Executive Committee is made up primarily of members of the Board of Directors, Regional CEOs and Heads of Professional Divisions. It assists with and advises on development of the organisation, determines the mid and long-term corporate strategy and creates GGI's organisational policy.

The Executive Committee shall consider and present all of the Board of Directors' proposals for implementation. The Board of Directors has the final legal authority on all proposals, but it must also take into account proposals from the Executive Committee. The Chairman of the Board of Directors is also the Chairman of the Executive Committee. If ever a vote amongst the Board of Directors or the Executive Committee were to be split 50/50, the Chairman shall make the final decision.

Admission and expulsion is also decided by the Executive Committee.

Executive Management (Head Office)

The Executive Management is responsible for day-to-day administration, bookkeeping, sales and marketing, organisation of events and conferences, public relations, finance and organisational development.

Regional Management

Regional Management is responsible for compiling a yearly report on overall region-specific developments. It must also maintain contact with members and other Regional CEO's, identifying their needs and reporting the necessary information to Head Office. Additional responsibilities include:

- Identifying potential new members.
- Visiting potential new members
- Identifying and relaying area requirements, ideas and problems to Head Office.
- Assisting Head Office with coordinating regional marketing activities.
- Identifying opportunities for and arranging staff exchanges.

Regional CEO's are nominated by the Executive Committee. All Regional CEO's are members of the Executive Committee.

Regional Advisory Councils

The GGI Regional Advisory Councils are institutionalised regional and/or sub-regional interest groups, open to all members of each region or sub-region in which individual GGI disciplines operate.

Membership in a Regional Advisory Council is limited to one representative partner per member firm. Council membership is a voluntary role which does not involve compensation from GGI. As soon as there is a written confirmation of interest in establishing a Council from at least ten GGI member firms in a specific region, the interested individuals should contact GGI Head Office.

Regional Advisory Councils' responsibilities include:

- Exchange information to find better approaches and solutions to region-specific issues.
- Stay locally connected to information and issues relevant to their specific professional areas.
- Develop relationships and identify ideas and concepts through networking with individuals from the same region.
- Gain insight into local market trends and needs.
- Act as a resource for vetting qualified GGI candidates seeking membership.

Councils are advisory bodies for the Regional Managers and for the Executive Management of GGI. They must strictly follow the GGI Internal Mission Statement (credo), the GGI Core Values, the GGI Charter and the global policies of GGI, as well as decisions taken by the Executive Management and/or the Executive Committee. Councils ultimately report to GGI's Executive Management.

Please refer to the Regional Advisory Council Guidelines for further information. These guidelines are available on GGI's intranet (www.ggi.com) or directly from GGI Head Office.

Professional Divisions

Professional Divisions report once a year on the activities and projects of each division. Heads of Division must identify their division's needs and report them to the Executive Committee. Additional responsibilities of Professional Divisions include:

- Identifying potential new members.
- Identifying and relaying particular needs and requirements.
- Assisting Head Office with creating and coordinating new projects and activities.
- Identifying opportunities for cooperation and public relations work.

Heads of Professional Divisions are nominated by the Executive Committee. All Heads of Professional Divisions are also members of the Executive Committee.

Liability Issues

Advice has been sought and received from GGI's legal advisers regarding the liability issues surrounding membership with organisations such as GGI. A number of important points have been clarified and are listed below:

Holding out

From a legal standpoint, it is imperative that no member of GGI is seen to be “holding out” as part of a worldwide partnership or network. This is due to the fact that certain offices of a worldwide partnership or network could be held jointly liable for another's debts and obligations.

GGI Logo / Acknowledgement of GGI

If GGI member firms mention GGI in any of their publications, they must adhere to the Corporate Design manual.

Internal

All partners and staff in each member firm must have the nature of their association with GGI explained to them, and must be aware that individual members are not in partnership with GGI, nor are they in partnership with any of its other members; that GGI is simply “a global alliance of independent professional firms”.

This is most easily achieved by showing the GGI presentation to all staff and partners of the firm. All members receive a copy of this presentation upon joining GGI; further copies can be obtained from the GGI website, www.ggi.com, or by contacting Head Office. The indication of membership must also be displayed on all members' internal documents (business cards, letterheads, brochures, websites etc.) showing the GGI logo and acknowledging a link to GGI in accordance with the regulations set forth in the GGI Corporate Design manual.

Disclaimer

The following disclaimer must be included on all GGI member websites in accordance with the Corporate Design manual:

GGI Global Alliance AG is a global alliance of independent professional firms. GGI Global Alliance AG, a company incorporated in accordance with the laws of Switzerland, operates solely as an administrative resource of the alliance and therefore provides no legal, audit or other professional services of any type to third parties. Such services are provided solely by GGI member firms in their respective geographic areas. GGI and its member firms are legally distinct and separate entities. These entities are not and shall not be construed to be in the relationship of a parent firm, subsidiary, partner, joint venture, agent or a network. No member firm of GGI has any authority (actual, apparent, implied or otherwise) to obligate or bind GGI or any other GGI member firm in any manner whatsoever, equally, nor does GGI have any such authority to obligate or bind any member firm. All GGI members are independent firms, as such they all render their services entirely on their own account (including benefit and risk), without any involvement of GGI and/or other GGI member firms.

Referrals

When referring work to other GGI member firms, the referring firm must make it absolutely clear to the client at all times that GGI is an organisation made up of independent professional firms, and that the referring firm cannot take responsibility for work carried out by another independent firm. Full details of Business Referral Procedures are shown in Chapter 13 of this Charter.

Responsibility of Head Office

Head Office shall provide the member firms with information on an ongoing basis on the subject of liability issues and, when any new issues occur, suitable material for presentations, so that this knowledge may be shared with members.

The Responsible Partner

Each member firm must appoint a Responsible Partner, fluent in English, who will act as the main link between the firm and Head Office.

The Responsible Partner shall carry out the following duties on a best effort basis:

- Ensuring that work referred by GGI members is prioritised within the firm.
- Responding annually to the Annual Member Questionnaire (see Chapter 18).
- Coordinating activities that are connected with GGI within their own firm.
- Promoting the GGI concept to their firm's clients and contacts.
- Identifying potential new members and reporting leads to Head Office.
- Arranging editorial contributions for GGI publications.
- Providing facilities for technical exchange between members.
- Responding promptly to reasonable requests for information from Head Office.
- Maintaining regular contact with the local Regional CEO.
- Ensuring an alternative partner is available to deal with GGI matters during periods of absence.
- Participating in GGI conferences and regional meetings.

7.0

Quality Standards

8.0

The following standards are considered to be the minimum required of GGI member firms.

National Standards

Each member firm must ensure that it operates in accordance with the legislation applicable to its respective country or state. Firms must also comply with the guidelines or regulations set by their respective governing bodies.

International Standards

For international work, each member firm must comply with the applicable international standards. For GGI referral work, the referred member firm should obtain guidelines from the referring member firm. All GGI member firms must commit to having English-speaking staff and maintaining an up-to-date and readily accessible list of personnel at the firm who are able to speak and read both their language and English.

Prioritisation of Referred Work

Member firms must ensure that all business referred by other members is prioritised in order to maintain and enhance the good names of those firms involved. All GGI member firms must commit to promptly acknowledging enquiries and requests for services received by telephone, fax, email or post, and in no event later than the business day after receipt. The first response shall establish a timetable for providing the information or advice requested that is consistent with the nature of the enquiry. Where email or voicemail is used to receive enquiries or requests for services, English language voicemail greetings or email greetings shall be used if the recipient is unavailable for more than one business day. Alternatives must be provided for immediate service.

Ensuring Quality Standards

Each member firm must implement satisfactory procedures to ensure that all work carried out on behalf of GGI members or their clients is of the highest professional standards.

Continuing Professional Education

Each member firm must ensure the continuing professional development of their partners and staff in order to maintain the highest standards.

Confirmation of Status

Upon joining GGI, each member will confirm that their firm's systems and procedures are appropriate and enable compliance with these quality standards. This confirmation may occasionally need to be repeated.

Technologies

All GGI member firms commit to providing the following technologies:

- A website in English.
- Microsoft Word or compatible software.
- An email service with individual email addresses for all partners.
- A voicemail service in English that is reachable before and after normal business hours.
- An emergency plan covering the preservation and rebuilding of electronic databases.

New Member Recruitment

9.0

Introducing New Members

Each member must actively assist in the development of the organisation by identifying suitable candidate firms and forwarding details to Head Office. Initial details should include the following:

- Name of contact partner
- Name of firm
- Address
- Discipline (accountant/lawyer/tax consultant/management consultant/other)
- Number of partners/principals
- Number of professional staff
- Specific information or instructions for accounting and law firms in accordance with the corresponding Checklist for the Admission of New Members, available on GGI's website, www.ggi.com, and from Head Office.

In each case, the member should indicate how the contact arose, whether the candidate firm has expressed an interest in joining GGI and whether the member can be referred to as the "introducer" in subsequent correspondence from Head Office.

The Role of Head Office

Head Office will respond to new member introductions by providing full details of GGI to the prospective new member. Upon receipt of a positive response, due diligence procedures will be implemented in conjunction with the local Regional CEO. The due diligence team is appointed by Head Office on a case-by-case basis and consists of GGI members from the member's relevant discipline. The written Due Diligence Report will be sent, along with the completed Checklist for Admission of New Members and all other relevant information, to all members of the Executive Committee. The Executive Committee makes the final decision regarding members' admission.

Expulsion from the organisation

It is agreed that the Executive Committee has the power to terminate a cooperation agreement. If there is any issue between the Executive Management and a member, the former will report to the Executive Committee, which makes the final decision on all expulsions.

Expulsion is the last step taken by GGI. The main reasons for expulsion are a lack of quality, not respecting the GGI core values (refer to Chapter 3), entering into a competitor alliance or network (refer to Chapter 14), or not paying GGI's membership fees.

The Head of the Professional Division has the right to veto decisions, except when expulsion is considered as a result of not paying membership fees.

In case of non-payment of GGI outstanding fees by the member, the Board of GGI reserves the right to report such behaviour and the status of the fees collection process to the appropriate professional bodies. Member firms failing for more than two years to send any delegate to attend a GGI conference can either be expelled or lose their exclusivity.

In case a GGI member firm or representatives of this GGI member firm is reasonably considered to be deliberately working against the interests of GGI, this shall be considered as good cause for immediate termination according to the GGI Cooperation Agreement.

Acquisition of another GGI member

If a GGI member firm acquires another existing GGI member, or takes over more than 50% of another GGI member firms' shares or quotas, or has any other new contractual arrangement through which it can exercise direct or indirect control over the other existing GGI firm (e.g. by re-branding it; holding uniform information materials for clients; appearing together on a group website; determining the business policy; implementing standards and/or joint quality assurance measures and procedures; sharing cost and/or profit; sharing company management; shared specialist resources; etc.) in a different city, the acquiring firm has to fulfill the obligations of the GGI membership agreement and pay the annual membership fee of the acquired firm to GGI in addition to the member fee of the acquiring firm in the event that the acquired firm defaults on any of its obligations to GGI. The acquiring or surviving member firm has to assume any outstanding financial obligation of the acquired or merged GGI member firm towards GGI, such as unpaid membership fees, conference fees, etc. This is a condition of ongoing GGI membership for the acquiring firm.

This continues for the duration of the acquiring firm's GGI membership. Should the acquiring firm choose not to pay the acquired firm's membership fee in the future where there has been default by the acquired firm, then the acquired member's office location(s) will be removed from the GGI platform (website, directory, etc.), forfeit any previous exclusivity agreements, and prohibited from attending any future GGI conferences. GGI would then be free to pursue another member firm to replace the acquired firm in said jurisdiction and/or city.

Marketing the GGI Concept

All member firms must promote the GGI concept in their own countries to maximise the potential benefits for all members around the world and to aid local marketing activity. GGI recognises that in some countries, professional rules do not allow active marketing of professional firms.

It falls within the remit of Head Office and the Executive Committee to:

- Promote the GGI concept and brand on an international basis.
- Assist members by providing marketing material and ideas for use in local markets.
- Provide members with a range of publications for distribution to their partners, clients and the press.
- Assist members whenever possible in their attempts to market the GGI concept and brand.

In countries where professional rules allow the marketing of professional firms, members should make efforts to:

- Suggest marketing ideas to Head Office for consideration on an ongoing basis.
- Try to incorporate the GGI name and concept into their own firm's marketing activities wherever possible.

Business Referral Obligations

GGI's main objective is to encourage the development of international business. Wherever possible, this business should be referred to GGI members, unless it is inappropriate to do so.

Referral obligations between members are stated as follows:

- a) Subject to the wishes of the client, the "giver" of international work shall use their best efforts to refer clients to member firms located in the jurisdictions where international work is to be performed, provided that the "receiver" of work has the necessary expertise.
- b) Relationships which exist between member and non-member firms at the time of joining GGI are not affected by the obligation mentioned above in (a).
- c) In the event of any doubt about the expertise of a member firm in relation to any business matter, the "giver" should contact the "receiver" with full details of the work to be carried out. Upon such an approach, the "receiver" is obliged to consider whether the necessary expertise is available within their organisation and, if it is not, they must immediately draw this to the attention of the "giver" and refuse the work.

12.0

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- d) In the event that the “receiver” is unable to accept the work for any reason (e.g. lack of expertise, conflict of interest etc.) they will assist the “giver” in finding a suitable firm to carry out the work.

Head Office recommends that members make use of the GGI Database, which identifies individuals within member firms by their specific expertise. All members receive an explanation of how to use the GGI Database upon joining GGI. The Database is also accessible online at www.ggi.com.

Business Referral Procedures

14.0

All members must comply with certain business referral procedures. However, the procedures only apply to chargeable work which is referred between member firms. Members should not refer work unless they are absolutely satisfied that the client is able to settle the fees. The business referral procedures are set forth as follows:

- a) Upon reception of a business referral, acknowledgement must be given by the “receiver” of business to the “giver”.
- b) Subcontracting: In case of subcontracting, the receiver is not allowed to establish direct contact with the clients without the prior approval of the giver. The receiver shall solely carry out services to the giver and invoice the giver accordingly.
- c) All new referrals must be followed by the receiver, as soon as is reasonably possible, by a letter of engagement to the client, which must include the following information:
- The fact that GGI is a worldwide organisation of independent professional firms; that there is no partnership between member firms, and that member firms act as independent principals in their relationships with clients.
 - The scope of the work and the services to be provided. In cross-border instructions, the definition of the work requires special emphasis: both professional personnel and the foreign client will judge the work based on their knowledge of their respective home jurisdiction, and may therefore easily overlook other problems in the respective foreign jurisdiction on the presumption that those other questions will be dealt with in a similar way in their home country.
 - The name of the partner responsible for carrying out the instructions together with details of the staff assigned.
 - An estimate of time and costs, with an agreement on the basis upon which fees will be charged, as well as procedures for engaging external consultants (e.g. barristers, insolvency practitioners, notary publics, technical experts, etc.).
 - An estimate of the likely length of time needed to deal with the instructions (taking into account the client’s requirements and expectations).
 - An outline of the client complaints procedures in the member firm and the name of the relevant country’s statute(s) which deal(s) with client complaints about professional services.

- A legally binding agreement on the limitation of professional liability. The amount of limitation must be carefully estimated and occasionally reviewed, according to the possible damages the client may face under a worst case assumption. The amount may be considerably higher than the minimum coverage required by law. Strict and reliable procedures and responsibilities must be established to obtain additional coverage from insurance companies.
- Where appropriate, the likely outcome.
- Where appropriate, advice concerning the recoverability of costs from other persons.
- A partner of the “receiving” firm must always be responsible for satisfactory completion of the work referred by another GGI member.
- No member shall conduct business in the name of GGI, but only in the name of their own independent professional firm.

GGI Referral Protocol

15.0

Introduction: GGI is an international alliance of independent member firms, consisting of Law firms, Accounting firms and Consulting firms, which are legally separate from one another and where GGI has no control over its member firms. In order to avoid being considered as a network according to the IFAC-definition or the Statutory Audit Directives of the EU, there is no central peer review applied on member firms. The main purpose of GGI member firms is to potentially refer business and to have business referred. In order to ensure the highest level of satisfaction and professionalism for member firms and their respective clients, these Referral Guidelines have been elaborated. These Referral Guidelines are not a standard in accordance with the GGI Cooperation Agreements and Charter, however, they are strongly recommended to be followed by GGI member firms to assure high quality interaction with fellow member firms. It has to be stressed that international and national legal aspects supersede any suggestion contained therein.

Referrer

1. The introductory email, or the follow up email, from the referrer shall always contain sufficient and reasonably precise information so that recipient can scope out the work and be in a position to provide a reasonable estimate of anticipated costs and disbursements with sufficient comfort.
2. Introductory email, or follow up email, shall contain particulars of client that would enable recipient to clearly and legally identify the client (KYC) and which contains other relevant general information known to the referrer regarding the aptitude of the client and its financial soundness to pay professional fees. Some jurisdictions, for some transactions, may eventually require certificates of incorporation and certified copies of passports, drivers' licenses, utility bills, or reference letters for individuals, beneficial owners, ultimate beneficial owners and directors etc. to properly identify the client according to internationally valid standards, regulations and laws (eg OECD standards, FATCA, national laws and professional regulations of Bar Associations, Professional Institutes, Professional Chambers, etc.)
3. If a referrer sends out a proposal to more than one professional or professional firm on the same matter, this must be disclosed to each recipient, without the need of mentioning the details or the identities of the other recipients.

4. Referrer and recipient should agree on applicable jurisdiction for potential resolution of disputes arising out of the engagement between them, usually the jurisdiction of the party carrying out the assignment.
5. It is up to the referrer and the recipient to check the level and degree of Professional Indemnity Insurance coverage of the referrer and the recipient. Depending on the jurisdictions involved, PI coverage might not be available or eventually capped to the amount of fees disbursed.
6. Whenever a referral has been made, this should be mentioned in the annual survey submitted to GGI for statistical purposes. Should the referral be of a potentially marketable dimension and not subject to confidentiality, it is appreciated if a press release is sent to GGI in order to publish the matter as a success story in the newsletter of GGI.
7. As a general principle, any referral should be handled with utmost professionalism, transparency and openness to always ensure the highest level of professionalism and the highest level of service for the client. Correct judgement of the subject matter, the own capacities and credentials, related budget and disbursements, related time-frame and any other information reasonable deemed to be of importance for the recipient or the referrer needs to be shared in advance and ideally in writing to avoid any misunderstandings.

Recipient

1. The Recipient should respond within 24 hours of receiving an initial email from the referrer, to at the very least acknowledge receipt of enquiry and to indicate if the matter can be handled and what the time-frame for a more detailed response is going to be, eventually indicating involved cost.
2. The recipient has to inform accurately and openly about his/her credentials, experience and capacity to execute the required assignment.
3. If he/she is not in a position to do the work, the recipient must inform the referrer immediately about this fact and is expected to eventually recommend another professional or professional firm who could execute the requested mandate, if possible.
4. The recipient is expected to provide a correct and reasonable preliminary estimate of fees and other costs.
5. The recipient should inform the referrer on the currently available level of PI insurance and liability caps in the jurisdiction concerned, the referrer should do the same regarding the referrer's jurisdiction.
6. The recipient should produce a standard letter of engagement when an agreement has been made and agree on client's requirements for status reporting, fee arrangements, confidentiality matters, etc.
7. The recipient should provide regular feedback/reporting as stipulated with the referrer and/or the client concerned during work carried out and at the end of the mandate or assignment in form of a de-brief.
8. The recipient should produce regular and periodic, detailed billing statements for work performed, according to client's requirements or according to the national legal requirements for professional service firms.

9. Referrer and recipient should agree on applicable jurisdiction for potential resolution of disputes between them, usually the jurisdiction of the party carrying out the assignment.
10. The recipient has to make best effort to ensure the referrer of the mandate or assignment is kept in uninterrupted and permanent correspondence in order to be aware of all developments, should the referrer require so.
11. Whenever a referral has been made, this should be mentioned in the annual survey submitted to GGI for statistical purposes. Should the referral be of a potentially marketable dimension and not subject to confidentiality, it is appreciated if a press release is sent to GGI in order to publish the matter as a success story in the newsletter of GGI.
12. As a general principle, any referral should be handled with utmost professionalism, transparency and openness to always ensure the highest level of professionalism and the highest level of service for the client. Correct judgement of the subject matter, the own capacities and credentials, related budget and disbursements, related time-frame and any other information reasonable deemed to be of importance for the recipient or the referrer needs to be shared in advance and ideally in writing to avoid any misunderstandings.

Exclusivity

16.0

Regional Exclusivity

Each member firm of GGI shall be entitled to regional exclusivity, subject to the following:

- Entitlement to regional exclusivity shall be limited to each member firm's main office and major discipline or specialisation. This does not preclude, for example, a law firm becoming a member of GGI in a region where there is already a GGI member firm from another discipline in operation, e.g. an accounting, tax, corporate finance or management consultancy. It would also not preclude, for example, a law firm specialising in intellectual property becoming a member in a region where there is already a GGI member firm from the same discipline operating which has a different specialisation, e.g. a taxation law firm. In cases of doubt, the Executive Committee shall make the final and binding decision.

For the purposes of regional exclusivity, the definition of a region shall be agreed between the candidate member firm concerned and the existing member firm in the same jurisdiction. Should they be unable to agree on the definition, the definition of a region shall be a major business centre or city in the same jurisdiction.

- If the parties involved cannot agree on the points mentioned above, the vote cast by the ExCom on the admission of the candidate member firm will be subject to a 75% majority.

The regulations regarding regional exclusivity do not apply in case of firms whose head office is located in a so called "metropolitan area". In this case the acceptance of a new GGI member shall be decided solely by ExCom with a 75% majority. For the

definition of “metropolitan area”, GGI considers the “list of metropolitan areas by population” provided by Wikipedia.

- Member firms failing for more than two years to send any delegate to attend a GGI conference can either be expelled or lose their exclusivity.

GGI member firms who fail to settle their membership fees after having received 3 reminders from the GGI Head Office or demonstrate to be in default for more than 6 months, may lose their exclusivity rights. This condition applies also regardless if specific arrangements in terms of territorial exclusivity have been agreed upon via a side letter to the GGI cooperation agreement.

Competitor Alliances and Networks

It is understood that member firms cannot be a part of other alliances or networks considered to be competitors of GGI. In cases of doubt, members can contact GGI Head Office to consult which alliances and networks are considered competitors. Head Office keeps an updated (non-allowance) list of competitor alliances and networks. Joining a competitor alliance or network is considered a good and sufficient reason for GGI to terminate the cooperation agreement with a member firm with immediate effect. These provisions are valid for all GGI member firms, any organisation affiliated (directly or indirectly) with a GGI member firm and/or any person who is a director of GGI member firm and/or has any material control over a GGI member firm entering into a cooperation, affiliation, membership with or directly/indirectly participating in another alliance or network which pursues the same and/or similar objectives and/or purposes as GGI.

Exchange of Information and GGI Publications

17.0

The exchange of information is a cornerstone of GGI. All member firms are expected to contribute to the production and editing of GGI publications. Wherever possible, all publications produced by member firms for general circulation should adapt to the GGI style in accordance with the GGI Corporate Design manual.

It is Head Office’s responsibility to:

- Produce GGI INSIDER on a bi-monthly basis.
- Provide all members with an up-to-date GGI Corporate Design manual for the use of GGI logos, colours and standard designs.
- Suggest new publication ideas for discussion at Regional Meetings and the Annual Conference.
- Develop and maintain a website which provides a forum for the exchange of information.
- Maintain the GGI Database online (www.ggi.com), which is available to all members.
- Implement and coordinate a staff exchange programme.

GGI Practice Groups

18.0

The GGI Practice Groups are institutionalised interest groups, open to all GGI members from every GGI discipline. Practice Groups are established as initiatives of active GGI members. Being involved in these Groups allows GGI members to stay at the forefront of their professions by providing their clients with a global network of professionals who have similar practice focuses and interests, through which they can:

- Exchange information to find better approaches and solutions to clients' issues.
- Stay internationally connected to information and issues relevant to their professional areas.
- Exchange ideas, experiences and views to further strengthen communications among fellow members with common practice backgrounds.
- Develop relationships and generate business opportunities through networking with individuals from all over the world with common practice backgrounds.
- Gain insight into specialised issues.

Practice Groups should aim to publish their results periodically, making them available to all GGI members. Practice Groups are encouraged to publish analyses and brochures in order to market their services outside of GGI.

For further information, please refer to the Practice Group Guidelines. All members receive a copy of these Guidelines upon joining the organisation; the information is also available in GGI's intranet (accessible via www.ggi.com).

Staff Exchange

19.0

The need for professional firms to understand other markets around the world has never been greater. For this reason, staff exchanges and secondments between member firms are encouraged. The benefits for member firms can be high, as international experience is highly valued in today's market.

Members wishing to arrange an exchange of staff or a secondment should send details to Head Office. Details required of professionals who are interested in working for another member firm can be obtained from Head Office and/or from GGI's website.

Head Office is responsible for circulating details to the Responsible Partners of firms in the relevant countries.

Annual Member Questionnaire

20.0

The Annual Member Questionnaire ensures that Head Office holds a wide range of information about each member firm. All individual questionnaires returned to Head Office are treated with strict confidentiality.

The questionnaires are vital not only in administrative terms, but also for marketing purposes. Information is required on such areas as fee income (on a “range” rather than “exact figure” basis) to ensure that GGI can become involved in worldwide and regional network surveys.

Head Office annually produces and sends a summary of firms to all members, the details of which are derived from the Annual Member Questionnaire.

The Annual Member Questionnaire is sent out in April and should be completed and returned to Head Office by mid May each year by the Responsible Partner.

www.ggi.com