

AMENDED AND RESTATED
BYLAWS
of
CHARITIES AID FOUNDATION AMERICA

Amended and Effective as of September 23, 2021

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**ARTICLE I
PRINCIPAL OFFICE**

The principal office of this corporation shall be located from time to time at any place within or without the State of Delaware as may be designated by the Board of Directors. This corporation shall have and maintain at all times within the State of Delaware a registered office at such place as may be designated by the Board of Directors. The principal office is currently in Alexandria in the State of Virginia.

**ARTICLE II
MEMBERSHIP**

Section 1. Members This corporation shall have three Members unless additional Members are added. The Members shall be Ingrid Summers, Robert Buchanan, and Neil Heslop, or their successors. Any Member shall remain a Member until such time as he or she resigns (as the Member or as a member of the Board of Directors), dies, or becomes legally incompetent. Charities Aid Foundation may remove or replace Members, fill vacancies in the membership, or appoint additional members at any time, provided that at all times more than half of the Members must be residents of the United States.

Section 2. Rights and Obligations of the Members The Members of this corporation shall have the rights, including the voting rights, and obligations stated in the General Corporation Law of the State of Delaware.

Section 3. Meetings and Actions of the Members Except as otherwise expressly provided in these Bylaws, meetings and actions of the Members shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in content as are necessary to substitute the membership and the individual Members for the Board of Directors and individual directors; provided, however that the Members may vote by proxy as well as by the procedures specified in Article III.

**ARTICLE III
BOARD OF DIRECTORS AND MEETINGS**

Section 1. Powers This corporation shall have powers to the full extent allowed by law. All powers and activities of this corporation shall be exercised and managed by the Board of Directors of this corporation directly or, if delegated, under the ultimate direction of the Board; provided, however, that Board of Directors shall not have such powers as are expressly reserved to the Members as set forth in these bylaws or the certificate of incorporation of the

corporation.

Section 2. Number of Directors The number of directors shall be not less than three nor more than thirteen, with the exact number of authorized directors to be fixed from time to time by resolution of the Members.

Section 3. Appointment and Term of Office of Directors The Members shall appoint the directors of this corporation. Each director holds office for a term of three years and until his or her successor has been duly appointed and qualified or until his or her earlier death, resignation, or removal. Directors may be elected to serve for up to three consecutive three year terms. In exceptional circumstances, at the discretion of the Members, a director may serve for longer than 9 consecutive years, provided that any such waiver of this Article III, Section 3 is subject to rigorous review by the Members and takes into account the need for progressive refreshing of the Board of Directors. The Members' rationale for such waiver must be explained in the corporation's annual financial report. An outline of responsibilities for the directors is attached to these Bylaws.

Section 4. Vacancies A vacancy shall be deemed to exist on the Board in the event that the actual number of directors is less than the authorized number for any reason. Vacancies may be filled by the Members.

Section 5. Resignation and Removal Resignations shall be effective upon receipt in writing by the Secretary of this corporation, unless a later effective date is specified in the resignation. The Members may remove any director at any time, with or without cause.

Section 6. Meetings Meetings of the Board of Directors shall be held as deemed necessary by the Board of Directors at least 3 times a year. Such meetings shall be called by the Board Chair or any two members of the Board and noticed in accordance with Section 7 below. Meetings of the Members shall be called by the Members or by the Board of Directors and occur once a year.

Section 7. Notice

A. Board of Directors Notice of any meetings of the Board of Directors shall be given to each director at least four days before any such meeting if given by first-class mail, or forty-eight hours before any such meeting if given personally or by telephone, e-mail, or facsimile transmission, and shall state the date, place, and time of the meeting, and, in the case of a special meeting, the purposes for which it is called. The office of Charities Aid Foundation, West Mailing, Kent, United Kingdom shall be given the dates of all future meetings of the Board of Directors three months its advance of them occurring.

B. Members Notice of any meetings of the Members shall be given to the Members at least ten and no more than sixty days before any such meeting by first-class mail, personally or by telephone, e-mail, or facsimile transmission, and shall state the date, place, and time of the meeting, and, in the case of a special meeting, the purposes for which it is called. Where the purpose of a meeting is to approve a resolution previously passed by the Board to amend the certificate of incorporation, the minimum notice shall be 15 days. Where the purpose of a meeting is to approve a resolution to authorize a merger or the sale, lease or exchange of substantially all the assets of the corporation, the minimum notice shall be 20 days.

Section 8. Waiver of Notice The transactions of any meeting of the Board of Directors or the Members, however called and noticed and wherever held, shall be valid as though taken at a meeting duly held after proper call and notice, if a quorum is present, and if, either before or after the meeting, each of the directors or Members not present signs a written waiver of notice. The waiver of notice need not specify the purpose of the meeting. All waivers shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director or Member who attends the meeting without protesting the lack of adequate notice before the meeting or at its commencement.

Section 9. Quorum A majority of the total number of directors then in office with respect to meetings of the Board shall constitute a quorum of the Board provided that in no event shall the required quorum be less than one director. The attendance of all of the Members shall constitute a quorum of the Members. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided in these Bylaws or in the Delaware General Corporation Law. The act of all of the Members at a meeting of the Members in which a quorum is present shall be the act of the Members, and an act approved by less than all of the Members shall not be treated as an act of the Members. Each director shall be entitled to one vote at a meeting of the Board, and directors may not vote by proxy.

Section 10. Action Without a Meeting Any action required or permitted to be taken by the Board or the Members may be taken without a meeting if all directors or the Members, as the case may be, shall individually or collectively consent in writing to such action. Such written consents shall be filed with the minutes of the proceedings of the Board or the Members. Such written consents shall have the same force and effect as the unanimous vote of such directors or the Members. Notwithstanding the foregoing, a Member may authorize any officer of this corporation, or such other person as the Member shall designate, to cast the Member's vote by proxy.

Section 11. Telephone Meetings Directors or the Members may participate in a meeting through use of conference telephones or similar communications equipment so long as all participants in such meeting can hear one another. Participation in a meeting pursuant to this Section constitutes presence in person at such meeting.

Section 12. Standard of Care A member of the Board of Directors or any committee of the Board shall, in the performance of his or her duties, be fully protected in relying in good faith upon the records of this corporation and upon such information, opinions, reports, or statements presented to this corporation by any of this corporation's officers or employees, or committees of the Board of Directors, or by any other person as to matters the director reasonably believes are within such other person's professional or expert competence and who has been selected with reasonable care by or on behalf of this corporation.

Section 13. Inspection Every director shall have the right to inspect and copy all books, records and documents of this corporation.

Section 14. Compensation Directors may not receive salaries for their services as directors, but by resolution of the Board of Directors, expenses of attendance, if any, may be paid to a director for each annual or special meeting of the Board of Directors that he or she attends.

ARTICLE IV

COMMITTEES

Section 1. Board Committees The Board of Directors may, by resolution adopted by a majority of the directors then in office, create any number of Board Committees, each consisting of one or more directors, to serve at the pleasure of the Board. Appointments to any Board Committee shall be made by any method determined by a majority vote of the directors then in office. Board Committees may be given all the authority of the Board, except for the powers to:

- (a) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (b) create any other Board Committees or appoint the members of any Board Committees; or
- (c) approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of this corporation.

Section 2. Advisory Committees The Board of Directors may establish one or more Advisory Committees to the Board. The members of any Advisory Committee may consist of directors or non-directors and may be appointed and removed as the Board determines.

Section 3. Meetings

A. Of Board Committees Meetings and actions of Board Committees shall be governed by and held and taken in accordance with the provisions of Article III of these Bylaws concerning meetings and actions of the Board of Directors, with such changes in the content of those Bylaws as are necessary to substitute the Board Committee and its members for the Board of Directors and its members. Minutes shall be kept of each meeting of any Board Committee and shall be filed with the corporate records.

B. Of Advisory Committees Advisory Committees shall determine their own meeting rules and whether minutes shall be kept.

The Board of Directors may adopt rules for the governance of any Board or Advisory Committee not inconsistent with the provisions of the Bylaws.

ARTICLE V OFFICERS

Section 1. Officers The officers of this corporation shall be a Board Chair, a Vice Chair and a Secretary. The corporation may also have, at the discretion of the Members, such other officers, including a Treasurer, as may be appointed by the Members. An outline of responsibilities for the Board Chair, Vice Chair, Secretary and Treasurer are attached to these Bylaws. Any number of offices may be held by the same person.

Section 2. Election The Members shall elect the officers of this corporation, and each shall serve at the pleasure of the Members, subject to the rights, if any, of an officer under any contract of employment. The Board Chair must be a member of the Board of Directors. The term of office of all officers of the Board is three years, and all officers may serve for up to three consecutive three year terms. In exceptional circumstances, at the discretion of the Members, an officer may serve for longer than 9 consecutive years, provided that any such waiver of this Article V, Section 2 is subject to rigorous review by the Members and takes into account the need for progressive refreshing of the Board of Directors. The Members' rationale for such waiver must be explained in the corporation's annual financial report.

Section 3. Removal Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Members, or by an officer on whom such power of removal may be conferred by the Members.

Section 4. Resignation Any officer may resign at any time by giving written notice to the Secretary or Board Chair of this corporation. Any resignation shall take effect on receipt of that notice by such officer or at any later time specified by that notice and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of this corporation under any contract to which the officer is a party.

Section 5. Vacancies A vacancy in any office for any reason shall be filled in the same manner as these Bylaws provide for election to that office.

Section 6. Board Chair The Board Chair shall preside at all meetings of the Board of Directors and shall, subject to control of the Board, generally supervise, direct and control the business and other officers of this corporation. The Board Chair shall have the general powers and duties of management usually vested in the office of Board Chair of a nonprofit non-stock corporation and shall have such other powers and duties as may be prescribed by the Members or these Bylaws. In the event a Treasurer has not been appointed, the Board Chair shall also carry out such duties as are assigned to the Treasurer pursuant to these bylaws or as may be assigned from time to time by the Members.

Section 7. Vice Chair The Vice Chair shall assist the Board Chair in the supervision, direction and control of the business and other officers of the corporation, in such a manner as may be prescribed by the Members.

Section 8. Secretary The Secretary shall supervise the keeping of a full and complete record of the proceedings of the Board of Directors and its committees, shall supervise the giving of such notices as may be proper or necessary, shall supervise the keeping of the minute books of this corporation, and shall have such other powers and duties as may be prescribed by the Members or these Bylaws.

Section 9. Treasurer The Treasurer shall supervise the charge and custody of all funds of this corporation, the deposit of such funds in the manner prescribed by the Board of Directors, and the keeping and maintaining of adequate and correct accounts of this corporation's properties and business transactions, shall render reports and accountings as required, and shall have such other powers and duties as may be prescribed by the Members or these Bylaws.

ARTICLE VI
INTERESTED DIRECTOR OR OFFICER TRANSACTIONS

Section 1. Voidability of Transaction No contract or transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers, are directors or officers, or have a financial interest, shall be void or voidable solely for that reason, or solely because the director or officer is present at or participates in the meeting of the Board or committee which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if either:

(a) The material facts as to his or her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested directors even though the disinterested directors be less than a quorum;

(b) The material facts as to the director's or officer's relationship or interest and as to the contract or transaction are disclosed or are known to the Members and the contract or transaction is specifically approved in good faith by the Members; or

(c) The contract or transaction is fair to the corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee or the Members.

Section 2. Quorum in Interested Director Transactions Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

ARTICLE VII
INDEMNIFICATION AND INSURANCE

Section 1. Right of Indemnity This corporation shall indemnify any Member, director, officer, employee or agent; any former Member, director, officer, employee or agent; and any person who may have served at its request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit; against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative, or investigative) to which he or she may be or is made a party by reason of being or having been such Member, director, officer, employee or agent, provided he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of this corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. However, this corporation shall not indemnify any current or former Member, director, officer, employee or agent for any claim, issue or matter as to which he or she shall have been adjudged to be liable to this corporation unless and only to the extent that the Court of Chancery or the court in which such action or suit was brought shall determine, upon application, that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses, which the Court of Chancery or such other court shall deem proper. With respect to any threatened, pending or completed action or suit by or

in the right of the corporation to procure a judgment in its favor, the corporation may indemnify only against expenses (including attorneys' fees) actually and reasonably incurred.

Section 2. Advancing Expenses This corporation may pay expenses (including attorneys' fees) incurred by a Member, an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such Member, officer or director, to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by this corporation under this Article. Such expenses (including attorneys' fees) incurred by former Members, directors and officers or other employees and agents may be paid upon such terms and conditions, if any, as the corporation deems appropriate.

Section 3. Scope of Application The provisions of this Article shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after adoption hereof.

Section 4. Nonexclusivity The indemnification and advancement of expenses provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, Bylaw, agreement, vote of members or disinterested directors or otherwise, and shall not restrict the power of this corporation to make indemnification permitted by law.

Section 5. Former Agents The indemnification and advancement of expenses provided by this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a Member, director, officer, employee or agent and shall inure to the benefits of the heirs, executors and administrators of such a person.

Section 6. Insurance The Board of Directors may adopt a resolution authorizing the purchase of insurance on behalf of any current or former Member, director, officer, employee or agent or person who is or was serving at the request of the corporation as a director, officer, employee or agent of another enterprise against any liability asserted against or incurred by the person in such capacity or arising out of the person's status as such, and such insurance may provide for coverage against liabilities beyond this corporation's power to indemnify the person under law.

ARTICLE VIII GRANTS ADMINISTRATION

Section 1. Purpose of Grants This corporation shall have the power to make grants and contributions and to render other financial assistance for the purposes expressed in this corporation's Certificate of Incorporation.

Section 2. Exclusive Power in the Board of Directors The Board of Directors shall have exclusive control over grants, contributions, and other financial assistance given by this corporation. All requests for funds shall be reviewed by the Board or by an officer or other person designated by the Board. Requests must specify the use to which the funds will be put. If the Board or an officer of this corporation acting under the direction of the Board approves a request for funds,

the Board or the Board-designated individual shall authorize payment of such funds to the approved grantee.

Section 3. Refusal; Withdrawal The Board of Directors, in its absolute discretion, shall have the right to refuse to make any grants or contributions, or to render other financial assistance, for any or all of the purposes for which the funds are requested. In addition, the Board, in its absolute discretion, shall have the right to withdraw its approval of any grant at any time and use the funds for other purposes within the scope of the purposes expressed in this corporation's Certificate of Incorporation.

Section 4. Accounting The Board of Directors may require a grantee to furnish a periodic accounting to show that the funds granted by this corporation were expended for the purposes that were approved by the Board.

Section 5. Restrictions on Contributions This corporation shall retain complete control and discretion over the use of all contributions it receives. Contributions received by the corporation for the benefit of donor-advised funds held at the corporation from solicitations for specific grants shall be regarded as for the use of this corporation and not for any particular organization or individual mentioned in the solicitation. This corporation shall be permitted to accept contributions that are restricted to support one or more foreign or domestic organizations, so long as (i) the corporation retains complete control and discretion over the use of such contributions, and (ii) such contributions are not for the benefit of a donor-advised fund held at the corporation.

ARTICLE IX MISCELLANEOUS

Section. 1. Fiscal Year The fiscal year of this corporation shall end each year on April 30th.

Section 2. Contracts, Notes, and Checks All contracts entered into on behalf of this corporation must be authorized by the Board of Directors or any person or persons on whom such power may be conferred by the Board, and, except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of this corporation shall be signed by any person or person on whom such power may be conferred by the Board.

Section 3. Amendments Proposed amendments to these Bylaws shall be submitted in writing to the Members. The approval of the Members shall be required to adopt a bylaw amendment.

Section 4. Governing Law In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the provision of the Delaware General Corporation Law applicable to non-stock corporations as then in effect shall apply.

RESPONSIBILITIES OF DIRECTORS

The responsibilities of the directors include, but are not limited to, the following:

1. To select and determine the recipients of the grants which shall be made by the corporation in any year;
2. To invest the corporation's property in such stocks, funds, shares, securities and other investments or property as the directors shall think fit;
3. To select and determine policies which shall be followed by the corporation with respect to the maintenance and investment of its restricted funds (which include client balances awaiting distribution);
4. To select and determine policies which shall be followed by the corporation with respect to the maintenance and investment of its unrestricted funds;
5. To review the corporation's investment policies annually;
6. To enter into agreements under which the corporation receives professional investment advice and management services (including advice on the process and criteria for selection of brokers and market makers) as the directors shall think fit;
7. To monitor on a quarterly basis compliance with the corporation's investment policies and performance benchmarks;
8. To document the procedures relating to investment of the corporation's assets;
9. To monitor the integrity of the corporation's financial statements, including significant financial reporting judgments contained in them;
10. To review the corporation's internal financial controls and its internal control and risk management systems;
11. To monitor and review the effectiveness of the corporation's internal audit function;
12. To appoint or remove the external auditor and to approve the remuneration and terms of engagement of the external auditor;
13. To review and monitor the external auditor's independence and objectivity and the effectiveness of the audit process, taking into account relevant professional and regulatory requirements;
14. To develop and implement policy on the engagement of the external auditor to supply non-audit services, taking into account relevant ethical guidance regarding the provision of non-audit services by the external audit firm;

15. To review arrangements whereby staff of the corporation may, in confidence, raise concerns about possible improprieties in matters of financial reporting or other matters;
16. To review the policy and procedures for complying with anti-money laundering regulations; and
17. To review the work of the compliance function in the context of regulatory and legal requirements and codes of best practice.