

Cuscaden Family Constitution: Preamble

It is our shared purpose here to organize the Cuscaden family's approach to governance and leadership of the entire family as defined below, to define our principles and approach to family business and wealth management, and to organize and inspire the members of our family to engage in philanthropic affairs – and to do so in a mutually agreed, open and effective manner.

Family Definition, Purpose and Values

I. DEFINITION OF THE CUSCADEN FAMILY

The Cuscaden family shall be defined to include all bloodline descendants of James and Mary Cuscaden, and their children adopted before the age of five.

II. STATEMENT OF CUSCADEN FAMILY PURPOSE

It is our purpose to work together as a family to create an enduring legacy for our shared family enterprise, which is greater than our individual selves.

That family enterprise shall include our collective family and its individual family members, our businesses, family investments and societal contributions.

In so doing, we shall create a family legacy worthy of respect and the creation of something together which is greater than anything we could create if separate.

Fulfilling this purpose will require all members of our family to commit to our common aspiration and respect the values and actions necessary, at all times and in all environments, to:

- A. Be a united and harmonious family
- B. Act as good owners of successful businesses and other investment
- C. Demonstrate responsible individual behavior
- D. Reinforce and carry forward the traditions and values of a name worthy of respect

Engagement of the family and all of its members:
It is our objective to engage every Family Member in a shared effort to achieve these high common aspirations.

Family Definition, Purpose and Values

III. FAMILY VISION – THE “WHAT”

Cuscaden Vision Statement

1. The Cuscaden Family will work together to preserve and build our highly respected family business, applying the values of hard work and thrift; we shall develop a unique approach to our family business ownership, governance and management so there is an appropriate place for every family member in our family business.
2. We shall create a substantial family philanthropic enterprise to support the education of women and children in the world's ten poorest countries, with each family member spending a minimum of six months working in this charity before reaching the age of 25
3. We shall develop an approach to family education that builds on our multi-cultural roots to be highly engaged citizens of the world, reaffirming in each generation our collective reputation as “capitalists with a conscience”.

Family Definition, Purpose and Values

IV. FAMILY VALUES AND GUIDING PRINCIPLES

VALUE	GUIDING PRINCIPLES
LOYALTY	We shall place the interests of the group above our own individual interests, and always speak positively about our family and all its members in public. We shall act in a fair, reliable and honorable manner at all times in order to build the bonds of trust that will justify and reinforce our shared sense of family loyalty. We shall let no one come between us.
HARD WORK	Is defined by the level and extent of our effort, ability to focus on a specific task and follow it through to completion, never giving up, setting and achieving high standards and inspiring teams and team members - by example - to achieve their own full potential. We will acknowledge and reward the hard work of our employees and family members across all aspects of our family enterprise.
KNOWLEDGE	We shall appreciate the knowledge and wisdom of others and do our best to maximize the intellectual capital resident in our family and all of its members.
INTEGRITY	Means living by sustainable values, telling the truth, honoring our word, and 'doing the right thing even though no one is watching'.
MODESTY	We shall remain modest and respectful in the way we treat each other, employees, clients and suppliers in our family enterprise, and anyone who 'touches' our family in any way. We shall always remain down to earth and well-grounded, avoiding arrogance in attitude other behaviors inconsistent with an appreciation of the equality, dignity and respect due to all human beings.

Family Definition, Purpose and Values

V. FAMILY MEMBER RIGHTS AND RESPONSIBILITIES

Membership of the family shall carry with it certain rights and responsibilities common to all members, both Voting and Non-voting alike, which all Members agree to by signing this document:

A. Rights for all Members:

1. Attend Annual Family Meetings and family-sponsored social events
2. Receive information concerning the family business, investment portfolio, and philanthropic activities of the Cuscaden Foundation
3. Be considered for defined roles in the family business, Family Office, family philanthropy and related activities
4. Receive an appropriate education and post-formal education learning and career support
5. Be considered for participation as supporting members of the Committees and initiatives of the Family Council
6. Raise relevant issues to the Chair of the Family Council for due consideration
7. Participate in all systems of communication with the family

B. Responsibilities for all Family Members:

1. Act always to support the long-term best interests and positive reputation of the family
2. Act as conscious ambassadors always protecting and enhancing our family reputation at all times and in all places
3. Understand and respect the family's approach to family governance and the leadership of its business, commercial and philanthropic affairs
4. Be effective owners, leaders and managers of our family business and wealth management practices
5. Pursue a lifelong education to learn how to be effective owners of our businesses, good members of our family and contributing members of our communities
6. Respect the agreed principles of confidentiality with regard to private family matters
7. Act in a way to foster affection, respect and trust between all family members at all times

Approach to Family Governance

There are six coordinated elements of the family's approach to governance addressed by this Family Constitution: The Family Council, Annual Family Meeting with supporting social activities during the year, Family Philanthropic Foundation, Family Advisory Board, Family Office, and a process of Dispute Resolution.

The purpose, composition, leadership, expected operations and committees/supporting activities of each are spelled out below:

VI. FAMILY COUNCIL

The purpose of the Family Council is to address and enhance the long-term potential of the family and its individual members, the business and family philanthropy (in coordination with the Cuscaden Foundation).

The role played by the Family Council in pursuing this purpose shall include such areas as

- a. promotion of Family Unity and the long-term best interests of the family
- b. oversight of the Family Office
- c. education and development of family and its members
- d. avoidance of conflict and resolution of disputes
- e. organizing the Annual Family Meeting and other family social activities

Meeting frequency: The Family Council shall meet our times per year, with additional meetings as called by the Chair. The annual meeting schedule shall be set by the Chair and communicated before the beginning of each year.

Composition: The Family Council will be made up of even Voting Family Members – the Head of the Foundation (who must be a member of the family) plus two branch representatives from each of the three branches of the family, to be chosen as each branch decides.

Leadership: The initial Chair of the Council shall be James Cuscaden IV for a three-year term, with subsequent Chairmen to be elected by the members of the Family Council for a three-year term from among its members by majority vote; there shall be a maximum of two consecutive terms as Chair of the Family Council.

Minimum age: The minimum age for a Family Member to serve on the Family Council for his or her branch is 30.

Maximum age: The maximum age for a Family Member to serve on the Family Council for his or her branch is 80, except for the head of the Foundation, for which there will be no age limit.

Approach to Family Governance

Committees: The Family Council will be supported in its work by three committees, whose structure, corporation and leadership shall all be determined by the Council:

- Committee to oversee Total Family Wealth (including the businesses and property)
- Philanthropic Committee
- Family Culture, Education, Conflict Avoidance and Dispute Resolution Committee

This latter committee shall be made up of five members, of which two are non-family members familiar with and respected by the family.

VII. CUSCADEN FAMILY PHILANTHROPIC FOUNDATION

Our Foundation reflects our business and family commitment to social responsibility and contribution to our various communities in our home country and the more than 12 countries in which we operate as a business.

Operating separately from the Family Council according to its own by-laws and with its own oversight function, the Foundation would coordinate philanthropic initiatives and provide a member of the Family Council.

VIII. FAMILY MEETING AND SUPPORTING SOCIAL EVENTS

The overall objective of the Family Meetings and social events is to provide an attractive forum for all Family Members to come together to deepen relationships, share experiences and ideas, reinforce family purpose, values and unity, build trust between family members, share information on what is going on within and around our family, and advance our business and philanthropic activities. Three core events will be spread throughout the year and may include:

1. Annual Meeting/Weekend Retreat
2. Christmas or New Year party (social only)
3. Founder's Birthday Dinner (optional attendance) on April 17 of each year

IX. FAMILY ADVISORY BOARD

A Family Advisory Board, made up of four family members and a minimum of three experienced and respected members of similar families to ours and proven experts in fields relevant to our development and challenges, shall be appointed by the Family Council. The Family Council will appoint the Chair of the Family Advisory Board.

Approach to Family Governance

X. FAMILY WEALTH MANAGEMENT

Philosophy of Wealth and Ownership: It is our belief that we are both individual owners of private wealth and stewards for the future of family wealth in proportions to be determined by each generation of the family, as it sees fit.

Individual family members are free to invest their own funds as they see fit, so long as those investments do not conflict with, encumber, risk or otherwise have potentially negative impact on the family business and its investments.

In the area of family wealth management, the Family Office shall ensure that all family funds are well allocated to specific objectives, and structured, and are invested in a fully prudent and professional manner over the long term to achieve those objectives

XI. FAMILY OFFICE

The Family Council shall establish a Family Office, staffed and supported by a combination of dedicated staff and/or third-party service providers as they so choose.

The strategic plans, location, budget, funding, objectives, governance and operations of the Family Office shall be led by a Board made up of family members and third-party professionals as determined by the Family Council.

The Chair of that board shall be a family member appointed by the Family Council to serve up to three consecutive three year terms.

XII. DISPUTE RESOLUTION COMMITTEE

If the Family Council is not successful in resolving a conflict or dispute through the intervention of the Family Council, a pre-established Dispute Resolution Committee will be called to hear and decide on the best way forward to resolve any material issue.

That Committee will be made up of three non-family members as appointed by the Family Council.

This Committee shall agree its own Chair, define its process and time frame for decision-making and make its decision by majority vote.

XIII. VALIDATION AND REVISION OF THE CONSTITUTION

This Constitution shall be valid upon signing by 2/3 of the Voting Members of the family and be binding upon those who sign.

Non-signing family members will not receive distributions or participate in family business boards, positions in family governance, philanthropy and other positions.

This document shall be reviewed in its entirety and amended as necessary on the following dates under the guidance of the Chair of the Family Council:

- 12 months after it is adopted
- Every five years on an overview basis by the Family Council

Approach to Family Governance

- Revisions in this document shall require a 2/3 vote of The Voting Members present at the Annual Meeting or represented by proxy if not able to attend.

In addition, specific adjustments may be required or desired on an *ad hoc* basis as well, which can be made by recommendation by a member to the Family Council and agreement by five of the seven members thereof.

XIV. INDIVIDUAL COMMITMENT

To reflect acceptance of its content and commitment to its terms, this Constitution shall be signed by all Voting Family Members upon completion of its drafting, and then by all future Voting Family Members at the first Annual Meeting after their reaching age of 21 in the presence of the full Family Council.

Original signatures (with attached signatory pages as necessary)

Signature:

Name:

Date:

Signature:

Name:

Date:

Signature:

Name:

Date:

Signature:

Name:

Date:

Signature:

Name:

Date:
