

Charter - Academy for Lean Program Management e. G.

§ 1 Name, registered office

- (1) The cooperative is called: **Academy for Lean Program Management e. G.**
- (2) The registered office of the cooperative is Erlangen.

§ 2 Purpose and object

- (1) The Academy for Lean Program Management e. G. (corporation) with its registered office in Erlangen pursues exclusively and directly charitable purposes within the meaning of the section "Tax-privileged purposes" of the German Tax Code.
- (2) The purpose of the corporation is to promote science and research, health, tolerance in a digital corporate culture based on international diversity as a vocational training and accompanying educational institution.
- (3) The purpose of the cooperative is to provide practical support and guidance on digital corporate culture in resolving conflicts, avoiding frictional losses and building constructive cooperation between companies and their members. This is achieved by the members inviting, encouraging and inspiring each other, and by optimally unfolding the development opportunities created in each member and in their cooperation as a community. The cooperative is concerned with the development, promotion and stabilisation of such business cultures in all areas of the economy with attractive orientation models for the spread of a mutually inviting, encouraging and inspiring business culture. The cooperative researches, promotes and disseminates the findings within its activities and makes them available. The cooperative trains people as coaches in the course of its projects. The main focus is on the training of coaches for: "Business organisation, business management, creativity and potential development".
- (4) The cooperative is selflessly active and does not pursue any self-economic purposes.
- (5) The funds of the cooperative may only be used for purposes in accordance with the statutes. The shareholders (members) may not receive any shares in profits or other allocations from the funds of the corporation. Upon their resignation or upon the dissolution of the corporation or upon the discontinuation of tax-privileged purposes, they shall not receive back more than their paid-up capital shares (business assets) and the fair market value of their contributions in kind.
- (6) No person may be favoured by expenses that are alien to the purpose of the corporation or by disproportionately high remuneration.
- (7) Transactions with non-members are permitted.
- (8) The cooperative may establish branches and acquire interests in other enterprises.

§ 3 Basic principles

- (1) The guiding principle of the cooperative is based on the recognition that the internal structure, i.e. the culture of relationships characterised by international diversity within an institution determines how the institution in question can be effective externally.
- (2) The cooperative is itself conceived as a corporate culture community. Every employee, every supporter and every member is valued in his or her uniqueness and is never treated or even used as the object of any evaluations, expectations, instructions or measures.
- (3) The interest of the cooperative is not aimed at maximising profits and distributing these profits to its members, but rather at developing and spreading a new corporate culture that enables the highest level of creative power to be used for the implementation of projects and tasks with the innate desire to think for ourselves and to work together. The focus is on the development and dissemination of a new high performance and entrepreneurial culture characterised by appreciation of the individual and its practical implementation.

The focus is on the individual development, demand and promotion of the respective talents and aptitudes in order to promote a community culture that is designed to avoid frictional losses and to focus on health as well as well-being in the community. The deliberate renunciation of the distribution of profits for the promotion of the common good is the central concern of the cooperative.

- (4) The profits generated by the cooperative will be used to promote further projects.
- (5) The cooperative shall behave fairly, both externally (towards customers, partners and third parties affected by business activities) and internally (payment and treatment of employees).
- (6) When choosing its partners, the cooperative should always ensure that they too act according to the same principles.
- (7) The cooperative undertakes to ensure consistent transparency.
- (8) The cooperative shall provide its members with appropriate feedback mechanisms and discussion forums in which the business policy of the cooperative in general and on specific issues can also be publicly discussed. This can be done by means of suitable virtual instruments.

§ 4 Membership

- (1) All those natural persons who feel committed to equivalent basic principles and the funding mission of the cooperative can become members, hereinafter referred to as "Fellows".
- (2) To acquire membership, an unconditional written declaration of accession is required. The executive committee decides on the admission. A refusal does not require a written statement of reasons.
- (3) Membership ends by
 - (a) Termination,
 - (b) transfer of the entire business assets,
 - (c) death, or
 - (d) exclusion.

§ 5 Share, entrance fee, additional contributions

- (1) The share in the company is 200 euros. It is to be paid in full immediately.
- (2) The members can take over up to 100 shares.
- (3) The members are not obliged to make additional contributions.
- (4) The admission fee may be determined by resolution of the General Assembly.

§ 6 Termination, exclusion and dispute

- (1) Membership or individual shares may be terminated with two years' notice to the end of the financial year. The notice of termination must be in writing.
- (2) Members may be expelled at the end of a business year if they cause damage to the cooperative.
- (3) Members are obliged to inform the cooperative of their postal and electronic (e-mail) address. Members who cannot be reached can be excluded. This also applies to the inaccessibility by email.
- (4) The General Assembly is responsible for the exclusion of members. The general assembly or meeting of representatives can be held online.
- (5) An objection to the Executive Board's exclusion resolution may be lodged with the Supervisory Board within six weeks (cut-off period). Only after the decision of the Supervisory Board can the exclusion be challenged in court.
- (6) The staff meeting shall decide on the exclusion of members of the executive board; the general meeting shall decide on the exclusion of members of the supervisory board.
- (7) The dispute shall be based on the annual accounts adopted by the General Assembly. The retired member has no claim to the reserves and other assets of the cooperative.
- (8) Losses carried forward shall be deducted proportionately from the credit balance in the event of a dispute.

§ 7 Transfer of the business assets

- (1) Each member may at any time transfer its share capital to another member in whole or in part by written agreement and thereby terminate its membership without dispute or reduce the number of its shares, provided that the acquirer becomes or is already a member of the cooperative and the share capital to be transferred, together with the previous share capital, does not exceed the total amount of shares in which the acquirer participates or is permitted to participate.
- (2) If the acquirer becomes a member of the cooperative, he shall provide the services for new members as decided by the General Assembly.
- (3) The transfer of the business assets requires the approval of the Executive Board.

§ 8 General Assembly

- (1) The General Assembly is convened by direct notification of all members in text form, preferably by email. The General Assembly shall be convened by the Board of Directors, the Supervisory Board may convene the General Assembly if this is necessary in the interest of the cooperative.
- (2) The invitation to the General Assembly must be issued at least two weeks before the General Assembly. Additions or changes to the agenda must be made at least one week before the general assembly. The notifications are considered received if they have been sent two working days before the beginning of the period.
- (3) Every duly convened General Assembly has a quorum regardless of the number of participants.
- (4) Each member has one vote.
- (5) Members may only be represented by other members of the cooperative
- (6) A corresponding power of attorney must be submitted to the Executive Board before the General Assembly.
- (7) A member may represent a maximum of three other members.
- (8) The General Assembly decides by a majority of the votes cast (simple majority of votes), unless a larger majority is specified; abstentions are not taken into account. Elections are carried out with the majority of the votes of the members present. Abstentions have the same effect as votes against.
- (9) The General Meeting shall determine the chairperson of the meeting upon proposal of the Supervisory Board.
- (10) The resolutions are recorded in minutes in accordance with § 47 GenG.
- (11) The General Meeting elects the members of the Supervisory Board and the regular term of office is 3 years. It ends with the election of the successors.

§ 9 Online General Meeting/Online Meeting of Representatives

(1) In the following, the term online assembly includes both online general assemblies and online assemblies of representatives. The term assembly also includes both the general assembly and the assembly of representatives. The meeting can be held on the website of the cooperative as an online meeting. The online meeting consists of a discussion phase and a subsequent voting phase.

(2) With the invitation to the Online General Assembly, the members receive access data for participation in the discussion and voting, the beginning and end of the discussion and voting phase, as well as information on the form of the Online General Assembly. With regard to the form and deadline for the invitation to the Online General Assembly, § 8.1 and § 8.2 apply accordingly.

(3) The Online General Assembly shall be chaired by a member of the Executive Board appointed by the Executive Board.

(4) The discussions take place in a closed user group in a protected environment. Discussion areas are set up for each agenda item; these can be divided into sub-topics by the chairperson of the meeting. Each member has discussion rights. The number and scope of discussion contributions is not limited. The discussion phase lasts at least three weeks. The board of directors may determine a longer discussion phase.

5. The voting phase shall last seven days. The vote shall be open and by roll call. Votes shall be cast by an electronic procedure that ensures the transparency and verifiability of votes cast by members. The concrete voting procedure is determined by the executive committee. Each member may submit motions within the scope of the announced items for resolution up to three days before the start of the voting phase and may also submit his or her own

Amend or withdraw applications. The chairman of the meeting decides whether motions are voted on alternatively or separately. After the voting phase, the chairman of the meeting immediately determines the voting result and informs the members.

(6) For the recording of the minutes of the online General Assembly, reference is made to § 47 of the Cooperatives Act.

In particular, the protocol must contain

The place and date of the meeting, the name of the chairman, as well as the type and result of the vote and the chairman's determination of the resolution. The minutes shall then be signed by the Chairman and the members of the Executive Board present. Here, the receipts of the convening of the meeting are to be enclosed as an attachment.

The chairman of the meeting shall prepare minutes of the online general meeting, which shall contain at least the following information:

- (a) the date of the start of the discussion phase
- (b) the date of the start and end of the coordination phase
- (c) the names of the members who took part in the vote
- (d) the wording of motions, the results of votes and statements the inclusion of which was expressly requested in the minutes.

(7) The minutes shall be signed by the chairman of the meeting and the Executive Board and published on the website of the cooperative in the protected member area. A version without details of the data pursuant to paragraph 6 letter c) shall be published on the website.

8. An objection to the minutes may be lodged within seven days of their publication. The Supervisory Board shall decide on the objection.

(9) Paragraphs 1 to 8 shall apply mutatis mutandis to a virtual general meeting in preparation for the representatives' meeting.

(10) If a member does not have an Internet online connection, the member is obliged to appoint a representative immediately after the beginning of membership, within seven days, who has an Internet online connection and who is then entitled to receive all declarations and also to exercise the voting right for the member concerned who does not have an Internet online connection.

§ 10 Representative Assembly

(1) If the number of members exceeds 1,500, a Representatives' Assembly shall be formed.

(2) The Representatives' Assembly shall consist of at least 50 members. One representative represents

30 members. If the cooperative has more than 5,000 members, one representative represents 100 members. At least 10 substitute representatives should be elected at the election. If a representative ceases to be in office before the end of his term of office, a substitute representative must take his place. His term of office shall expire at the latest upon expiry of the term of office of the representative who has ceased to be in office. The rules applicable to the representative shall apply to the election of the substitute representative.

(3)

(a) The representatives shall be elected for four years in accordance with point (b). They may be re-elected.

(b) The office of representative shall begin with the acceptance of the election, but not earlier than the date on which at least 50 representatives have accepted the election. There is no obligation to accept the election as a representative. However, the person elected must declare his acceptance of the election without delay.

(c) The office of representative ends when, after a new election has been held, at least 50 representatives have accepted the election, at the latest, however, at the end of the ordinary representatives' meeting which decides on the adoption of the annual financial statements and the discharge of the Management Board and Supervisory Board for the fourth financial year after the beginning of the term of office, not counting the financial year in which the term of office began. However, it ends prematurely if the representative leaves or is excluded from the Cooperative, accepts election to the Board of Management or Supervisory Board, resigns from office, dies, becomes incapable of acting or is restricted in his legal capacity.

(4) An early re-election of the Representatives' Meeting is only necessary if the number of representatives falls below the legally required minimum of fifty representatives.

(5) The electoral board shall draw up a list of candidates, which shall require the signature of 50 members entitled to vote in order to be valid. Further candidates may be nominated with five supporting signatures of members entitled to vote. Members who have terminated their membership at the time of the announcement of the election or to whom a resolution of exclusion has been sent are not eligible for election as representatives.

(6) With the consent of the Executive Board and the Supervisory Board, the election committee may establish election districts in which the election will take place.

(7) The election shall take the form of a personal election. The candidates are listed on the ballot paper in alphabetical order.

(8) Detailed provisions on the election procedure, the election committee including the determination of the election results shall be laid down in election regulations. The election regulations are not part of the statutes and are regulated outside the statutes.

§ 11 Staff meeting

(1) The staff meeting consists of all employees of the cooperative who are also members of the cooperative.

(2) The staff meeting shall meet together with the general assembly as soon as the cooperative has at least eight employees.

(3) Each employee has one vote. The staff meeting decides by simple majority.

(4) Employees may grant proxies. No proxy may represent more than two employees. Only employees of the cooperative may be authorised representatives.

(5) An extraordinary staff meeting may be convened by the Chairman of the Supervisory Board at the request of 25% of the employees. The invitation must be issued at least one week in advance in text form, preferably by email.

(6) Every properly convened staff meeting has a quorum regardless of the number of participants.

(7) The provisions of § 8 shall apply to the convening of the staff meeting/the chairmanship of the meeting; the resolutions shall be recorded in minutes in accordance with § 47 of the Cooperatives Act, with the minutes to be written by the chairman of the meeting.

§Article 12 Supervisory Board

- (1) The Supervisory Board consists of at least three members elected by the General Assembly.
- (2) The Supervisory Board shall constitute a quorum if at least half of its members participate in the adoption of the resolution. The Supervisory Board may pass resolutions in writing, by telephone and by electronic means if no member of the Supervisory Board objects to this method of passing resolutions.
- (3) The Supervisory Board supervises the management of the cooperative, advises the Executive Board and reports to the General Assembly. Employment contracts with members of the Board of Directors are concluded by the Supervisory Board.

§Article 13 Management Board

- (1) The Executive Board consists of at least two members. It is appointed and recalled by the staff meeting. The term of office is three years. Until the cooperative has at least eight employees, the Board of Directors shall be appointed and dismissed by the Supervisory Board.
- (2) The members of the executive committee are entitled to represent the company alone.
- (3) The Executive Board may also pass resolutions in writing, by telephone and by electronic means.
- (4) The Board of Directors shall manage the cooperative on its own responsibility. In its business policy it shall always observe the basic principles laid down in § 3. It requires the approval of the Supervisory Board for:
 - a) Investments or taking out loans from a sum of € 20,000 each,
 - b) Conclusion of rental, leasehold or leasing contracts, as well as other contracts with recurring obligations, which exceed the value of € 20,000 each, calculated for the period until the possible termination of the contract,
 - (c) the establishment and closure of branches,
 - (d) the creation of undertakings and participation in other undertakings,
 - (f) granting of power of attorney; and
 - (g) the establishment and amendment of the Rules of Procedure.
- (5) The Management Board shall discuss the business plan with the Supervisory Board.

§ 14 Distribution of profits, loss coverage, reimbursement and reserves

(1) The General Meeting shall decide on the profit or loss for the financial year resulting from the adoption of the annual financial statements.

(2) A profit, insofar as it is not allocated to the reserves, may only be used for the purposes of the cooperative in accordance with its statutes. Any other use of the annual net profit shall be excluded. In particular, there shall be no distribution of profits or cooperative reimbursement to the members of the cooperative.

(3) The legal reserve serves only to cover balance sheet losses. At least 20% of the net income for the year must be allocated to it until at least 100% of the sum of the shares has been reached. The General Meeting decides on the use of the legal reserve. Reserves are permissible as long as they do not conflict with the tax concession.

(4) Other reserves can be formed within the framework of § 62 AO. The Management Board and Supervisory Board shall decide on their use in a joint meeting.

(5) Claims for payment of credit balances in the event of a dispute shall become statute-barred two years after the due date. The amounts shall be allocated to reserves.

§Section 15 Liquidation

In the event of the dissolution of the corporation or if tax-privileged purposes cease to apply, the assets of the corporation, to the extent that they exceed the paid-up capital shares (business assets) of the partners (members) and the fair value of the contributions in kind made by the partners (members), shall fall to Kiva Microfunds, a California non-profit public benefit corporation,

Kiva Microfunds

Attn: Privacy Policy

875 Howard Street, Suite 340 San Francisco, CA 94103

which it must use directly and exclusively for non-profit or charitable purposes.

§ Article 16 Announcements

Announcements, the publication of which is mandatory, are made under the name of the cooperative in the "Erlanger Nachrichten", Erlangen.

We declare that by signing these Articles of Association of Academy for Lean Program Management e. G. as a founding member:

No.	Company, Organization	Name	First name	Date	Signature
1	LPM Academy	Bernert	Christian	24.02.2017	
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