

ARTICLES OF ASSOCIATION

For more than sixty years the Wannseeheim für Jugendarbeit e.V. furthers the education and training of young people in Berlin (Germany). Due to a long-term trustful cooperation its members were able to pursue the public-benefit purposes of the association sustainably and successfully. In order to secure the association's assets continually, to ensure the property's use for non-profit purposes in the long term and to maintain at the same time the democratic participation of its current members, the association decided to transfer its assets to a foundation. It will however be guaranteed that the current members can exert their influence in the foundation's bodies based on democratic principles.

§ 1

Name, Legal Form, Seat

- (1) The foundation's name is: Stiftung wannseeFORUM
- (2) It is an incorporated foundation under German civil law.
- (3) The foundation has its seat in Berlin (Germany). It exclusively and directly pursues public-benefit purposes in the meaning of the section "Tax-privileged Purposes" of the German Tax Code (Abgabenordnung).

§ 2

Purpose

- (1) The foundation's purpose is the following:
 - a) support of youth welfare through emancipatory youth projects and offerings of political and cultural education,
 - b) the advancement of the upbringing, adult education and vocational training including assistance of students through the promotion of basic and continued training of pedagogical staff and other participants involved in political and cultural educational programs,
 - c) the advancement of science and research in connection with the testing of new concepts to reach the above-mentioned objectives and
 - d) the promotion of an international mindset and tolerance in all cultural areas and of understanding between different peoples by supporting international

exchange programs and an intercultural dialogue.

(2) In particular, the purpose of the Articles of Association is achieved by way of educational programs aiming at the self-determination of human beings. These educational programs shall further political insight and individual and joint independent activities based on the exercise of fundamental rights. The activities include but are not limited to artistic, cultural and intercultural education and the development and critical use of media as a means of communication, articulation and information.

(3) The foundation's activities are primarily designed for young people (e.g. students, young employees, trainees, interns and college students) and pedagogical staff (e.g. working in the field of youth welfare, in other socio-pedagogical areas and in schools). By organising according events and programs, the foundation furthers the cooperation between youth groups and youth associations and supports European and international exchange and youth exchange. It participates in the development and execution of model child and youth programs and aims at integrating handicapped people in its activities.

(4) The foundation's work can include research projects in the context of which the foundation's objectives are evaluated on a scientific basis.

(5) Insofar as the foundation's funds do not allow further pursuing of objectives, fulfilment of the objectives is limited to the cost-efficient or – if sufficient funds are available – to the cost-efficient provision of premises/rooms for tax-privileged purposes pursuant to § 58 no. 4 of the German Tax Code (AO) to also tax-privileged corporations preferably also pursuing purposes according to section 1 in connection with sections 3 and 4.

(6) There is no legal claim to an allocation of the foundation's assets.

(7) The foundation is a charitable organisation; it does not primarily pursue its own financial purposes.

§ 3

Assets, Use of the Funds

(1) At the time the foundation has been recognized as such, the foundation assets consist of an entitlement to transfer of the land plot located at Hohenzollernstraße 14 in Berlin-Wannsee, with 1,164 sqm water area Pohlesee (plot 1, parcel 1725) and 9,580 sqm of land with buildings and free spaces at Hohenzollernstraße 14 (plot 1, parcel 1726), entered in the Land Register of Wannsee, folio 2013, serial numbers 9 and 10.

(2) The foundation assets shall be kept undiminished in its value. All allocated funds designated to this end will accrue to the foundation assets. The foundation is permitted to accept such endowment contributions. It may also transfer non-earmarked donations to its assets based on a disposition mortis causa as well as free reserves in the meaning of § 58 no. 7a of the German Tax Code (AO).

(3) The proceeds arising from the foundation assets and the donations not intended to be added to them must be used to achieve the purpose of the foundation.

(4) The foundation may set up reserves under the proviso that the tax-privilege status of the foundation is not impaired by this.

(5) Foundation funds may only be used to fulfil the purpose(s) stipulated in its Articles of Association. No person may benefit from expenditures that are not related to the foundation's purpose or through inappropriately high allowances.

(6) The property mentioned in section 1 is used as an educational facility and location and thus directly serves the public-benefit purposes of the foundation. It may therefore only be sold if the property can no longer be used in a way to fulfil the foundation's purpose. Its sale requires a unanimous decision of the Managing Board and the approval of 80% of the members of the Board of Trustees.

§ 4

Bodies

(1) The foundation's bodies are:

- a) the Managing Board and
- b) the Board of Trustees.

(2) Both bodies shall cooperate in a trustful and transparent manner. Suggestions of the Board of Trustees shall be considered by the Managing Board. Internal and external decision-making of the bodies shall take place based on democratic

principles and an equal partnership.

(3) The member of one body may not at the same time be a member of the other body. Both bodies are liable for their activities only pursuant to § 31a of the German Civil Code (BGB).

§ 5

Managing Board, Chair

(1) The Managing Board consists of 3 or 5 members, among them

- a) the chairperson,
 - b) the deputy chair and
 - c) one or three additional members
- of the Managing Board,
all of which are appointed by the Board of Trustees for a term of five years.

(2) The Board of Trustees must ensure that retired members of the Managing Board are immediately replaced. A repeated appointment and dismissal shall be possible for good cause.

(3) After expiry of their term the members of the Managing Board shall continue their work until the successors take up their duties. If Board members withdraw from their position early, the remaining members of the reduced Managing Board shall carry out the urgent administrative tasks of the foundation until a successor is appointed to replace the retired Board member.

§ 6

Resolutions of the Managing Board

(1) The Managing Board makes its resolutions during its meetings or – in exceptional cases – by way of written vote. The written vote may take place via facsimile, e-mail (or comparable technical systems which allow tracing and verification of a vote) or by written circular. The chairperson or the deputy chairperson invites all Board members in writing or in text form to a meeting and informs them of the agenda items and/or the subject of the resolution to be adopted in the meeting or asks the member to vote in writing. The Board has a quorum if at least half of its members are present in the meeting. A written vote requires that all members approve of this written voting procedure and exercise of the voting rights of at least two to three or four to five

Managing Board members.

(2) Resolutions are taken by simple majority of the present members or in case of a written vote by simple majority of the members participating in the written voting procedure unless otherwise stipulated by the Articles of Association.

(3) Minutes shall be taken to record the items discussed in the meetings and the votes of the Board. The minutes are to be signed by the chair or the deputy chair.

§ 7

Tasks of the Board, Representation

(1) The Managing Board represents the foundation in and out of court. It holds the position of a legal representative in the meaning of §§ 26, 86 of the German Civil Code (BGB). The Board acts through two of its members, whereby one of them must be the chairperson or the deputy chairperson.

(2) On principle, the Board works on a voluntary basis and manages the foundation according to these Articles of Association and in its own responsibility. It shall fulfil the will of the donor as effective and sustainable as possible. The Board members must administer the foundation assets and other funds with care and economically. In particular, the tasks of the Managing Board are the following:

- a) preparation of the foundation's budget,
- b) taking of decisions on how to use the proceeds of the foundation assets and the donations not intended to be added to these assets.
- c) writing of the report proving fulfilment of the foundation's purpose and set-up of the annual accounts listing the income and expenditure of the foundation and showing its financial situation and
- d) appointment of an auditor or an audit company if this is mandatory according to the Berlin Foundation Law (Berliner Stiftungsgesetz).

(3) The members are entitled to the reimbursement of their necessary expenses (travel costs etc.) if the foundation's funds allow this. In addition, the Managing Board may request materials and staff if it seems necessary to carry out its work. The Board of Trustees must decide on such additional material or staff members.

(4) The Managing Board shall adopt its own rules of procedure. They must be approved by the Board of Trustees.

§ 8

Board of Trustees, Chair

(1) The Board of Trustees consists of those members who joined the Wannseeheim für Jugendarbeit e.V. at the time it was recognized as a foundation and under the condition that they are natural persons who declare within four weeks after the foundation's recognition their membership to the Board of Trustees (acceded trustees). The Managing Board's chair shall document the time of receipt of the recognition certificate. The declaration of membership must be made in writing to the first Managing Board listed in the Foundation Act and becomes effective upon receipt. Proof of the valid membership is given by the chair of the Managing Board by way of a declaration with external legitimation. Furthermore, the Board of Trustees consists of up to fifteen additional members who are elected by the Board of Trustees (elected trustees). Legal persons who are members of the Wannseeheim für Jugendarbeit e.V. at the time of the foundation's recognition may each propose to the chair of the Board of Trustees a natural person as candidate for the Board of Trustees. The trustees work on a voluntary basis. They are entitled to the reimbursement of their necessary expenses (travel costs etc.) if the foundation's funds allow this. The minimum number of members of the Board of Trustees is fifteen.

(2) From among its members, the Board of Trustees elects a chairperson and a deputy chairperson.

(3) The acceded trustees will remain members of this Board for life. The elected trustees shall hold office for a term of eight years. Each member of the Board of Trustees may propose one candidate. That person is elected who receives the majority of votes of the number of acting members of the Board of Trustees during the first ballot. If no such majority is reached, another ballot will take place in which the candidate is elected who received most of the during the first ballot votes.

(4) Exclusion of a member of the Board of Trustees is only possible by majority of the acting members if the member has violated with gross negligence or intent the statutory objectives of the foundation, causes damage to the foundation or was validly sentenced to a period of imprisonment even if the enforcement is suspended. In case of exclusion due to grossly negligent or intentional violation of the foundation's objectives the excluded member has a right of objection. The objection must be submitted to the chair of the Board of Trustees in writing within one month

after becoming aware of the exclusion. The Board of Trustees shall make a final decision about the exclusion within three months after receipt of the written objection.

§ 9

Resolutions of the Board of Trustees

- (1) The Board of Trustees makes its resolutions during its meetings or – in exceptional cases – by way of written vote. The provisions of § 6 section 1 apply accordingly. In case of a written vote at least two thirds of the members of the Board of Trustees must participate in this voting procedure.
- (2) Resolutions are taken by simple majority of the present members or in case of a written vote by simple majority of the members participating in the written voting procedure unless the Articles of Association provide otherwise.
- (3) Minutes of the meetings of the Board of Trustees shall be taken which have to be signed by the person or the deputy chairing the relevant meeting.

§ 10

Tasks of the Board of Trustees

The Board of Trustees meets at least twice a year and advises, supports and monitors the Managing Board's work. In particular, its task is to adopt resolutions on:

- a) the number of members of the Managing Board,
 - b) the appointment and dismissal of members of the Managing Board,
 - c) the number of members of the Board of Trustees,
 - d) appointment and dismissal of members of the Board of Trustees,
 - e) general recommendations as to the administration of the foundation assets and use of the foundation funds,
 - f) discharge of the Managing Board, approval of the rules of procedure of the Managing Board and of the appointment of a Managing Director pursuant to § 12 (4),
 - g) all questions of principal relevance, in particular regarding all legal transactions involving an object value higher than the amount determined for the time being by the Board of Trustees but only with effect to its internal relationship.
- (2) In case of a higher workload of the Managing Board, the Board of Trustees can decide on a compensation which may not exceed per calendar year 0.3 % of the

foundation assets for the entire Managing Board and may be paid for the first time in the foundation's business year following this decision if the budget adopted by the Board of Trustees including the Board's compensation is balanced and the foundation assets are therefore maintained fully and unimpaired pursuant to § 3 section 2.

(3) The Board of Trustees determines in its resolution the basis of calculation, the amount and the period of time for which the compensation will be paid. The Managing Board decides on how to allocate the compensation based on the workload when preparing the budget. The foundation assets used as basis of calculation also include assets serving the realization of the foundation's purpose in the context of taxation. If the value of an asset cannot be determined, the general value (market value) shall be estimated. As regards real estate, at least the rateable assessed by the German tax authorities (Einheitswert) must be used if the Board of Trustees cannot agree by majority vote on a verifiable fair market value (bank collateral value, real estate agent's price, assessor value, value according to the ground value database plus estimated value of building or similar). No compensation shall be paid to members of the Managing Board in case a Managing Director is appointed or in case of the foundation's merger with another foundation.

(4) The Board of Trustees shall adopt its own rules of procedure.

§ 11

Advisory Committees

(1) The Board of Trustees may by simple majority vote of its members appoint topical advisory committees to advise and support the foundation, e.g. for setting up curricula or supervising research projects.

(2) The appointment shall be limited to a certain period of time.

(3) From among its members, the advisory committee appoints a chair who calls for and heads the meetings and reports to the foundation's bodies.

(4) Invitations to a meeting of an advisory committee shall be made four weeks prior to the meeting date indicating the topic(s) to be discussed.

(5) The advisory committees work on a voluntary basis. Their expenses are only reimbursed if sufficient foundation funds are available for this purpose and if they have been provided for in the annual budget.

§ 12

Management

(1) The foundation's business year is identical to the calendar year.

(2) The Management must enter in the books all income and expenditure of the foundation and collect and keep the receipts. At the end of each business year the staff prepares a list of all income and expenditure of the foundation and reports on its assets and the foundation's fulfilment of its objectives.

(3) The Board of Trustees reviews and approves of the documents according to section 2 sentence 2 (annual report).

(1) If the Board of Trustees agrees, the Managing Board appoints a Managing Director

who may not be a member of the Managing Board. Instead of a compensation in the meaning of § 10 section 2 a customary remuneration can be paid if the financial funds of the foundation allow this.

§ 12a

Special Representatives, Powers of Attorney granted to Employees

(1) One or more employees of the foundation may be appointed by the Managing Board as special representatives upon resolution of the Board of Trustees in the meaning of § 30 of BGB. The following areas of responsibility may be assigned:

- external representation of the foundation for representation purposes, reporting and provision of documents showing the use of funds and similar acts vis-à-vis authorities, associations, bodies of public law, schools, other non-profit organisations and sponsors;
- filing, amendment and withdrawal of applications for public-law financial support of the foundation;
- conclusion of occupancy or accommodation agreements up to a business value determined by the Board of Trustees,
- giving of instructions to employees of the foundation, but not including any instructions for the justification, amendment and cancellation of employment contracts,
- acceptance of declarations made by the Work Council,
- acceptance of donations and endowment contributions up to a maximum amount determined by the Board of Trustees,

- payment transactions,
- submission and change of tax declarations and tax returns, except income returns, annual returns, legal remedies, other correspondence with financial authorities,
- making of declarations as to temporarily assumed duties of supervision of children, adolescents and young adults.

In the context of the appointment the areas of responsibility can be limited in terms of reason and scope and be limited with regard to the right of full representation together with other persons.

(2) Regardless of the appointment of special representatives in the meaning of section 1 the Managing Board may grant powers of attorney, acting unanimously, to one or more employees of the foundation to engage in specific legal transactions.

(3) The Managing Board shall inform the Board of Trustees of the appointment of special representatives (sec. 1) or the granting of powers to employees (sec. 2) as well as of amendments to and cancellations of powers of representation immediately but at the latest during the meeting following the appointment or granting of powers in writing or orally in the meeting of the Board of Trustees. The Board of Trustees may decide at any time to instruct the Managing Board to immediately revoke the appointment of special representatives or to change the scope of the relevant powers of representation. The Managing Board must inform the foundation supervisory authority of the appointment of special representatives and the scope of the powers of representations (areas of responsibility). The same applies to amendments, cancellations and revocations of such appointments.

§ 13

Amendments to the Articles of Association, Dissolution of the Foundation, Merger with another Foundation, Remaining Assets

(1) Resolutions on amending the foundation's Articles of Association must be taken – subject to section 2 – by a two-third majority of the members of the Board of Trustees present at a meeting or of the trustees participating in a written vote.

(2) Resolutions on amending the foundation's Articles of Association pertaining to the purpose of the foundation, its dissolution or a merger with another foundation can only be taken in a meeting in which two thirds of all members of the Board of Trustees are present and provided that at least three quarters of these members vote for it. Such resolutions are only admissible if circumstances change in a way making

the fulfilment of the foundation's purpose seem no longer meaningful.

(3) In the event of the foundation's dissolution or at the discontinuation of its non-profit status its assets will devolve upon a legal entity of public law or to any other tax-privileged body for use of promoting youth welfare, upbringing, adult and vocational education including support of students, science and research, an international attitude, tolerance in all cultural areas and international understanding among peoples. Resolutions on the future use of the assets may only be implemented following the approval of the competent Tax Authority.

§ 14

State Supervision

(1) The foundation is subject to the supervision of the federal state of Berlin (Germany) pursuant to the provisions of the Berlin Foundation Law.

(2) Under Section 8 of the Berlin Foundation Law the members of the representative body shall be obliged to inform the supervising authority forthwith of the current composition of the foundation bodies, including the distribution of offices among the members of the bodies, to verify this (election minutes, appointment certificates, acceptance and resignation letters and other evidence) and the address of the foundation and the addresses of the members of the representative body and to submit the approved annual report. This shall be completed within four months after expiry of the business year. The resolution of the Board of Trustees must be attached thereto.

(3) Resolutions on amending the foundation's Articles of Association, dissolution of the foundation or a merger with another foundation require the approval of the supervisory body. The members of the Managing Board having a power of representation pursuant to § 7 section 1 must apply for such an approval to the supervisory body