

Statute
of
IRE|BS Foundation for African Real Estate Research
in
Regensburg

§ 1

Name, Legal Form, Office of the Foundation

The name of the Foundation is "IRE|BS Foundation for African Real Estate Research". The Foundation shall have legal capacity and its headquarters shall be in Regensburg.

§ 2

Purpose of the Foundation

- (1) The purpose of the Foundation is to support co-operation through supporting research activities at various universities in Africa. At the same time, by integrating the IRE|BS International Real Estate Business School which is an integral part of the Faculty of Business, Economics and Management Information Systems of the University of Regensburg will strengthen the internationality of the University of Regensburg.
- (2) The purpose of the Foundation shall be realized through the following activities:
 1. Funding the establishment and maintenance of African Real Estate Research Center at IRE|BS International Real Estate Business School
 2. Funding of travel and living expenses for research stays for African scientists at IRE|BS International Real Estate Business School and at partner universities of the University of Regensburg and their participation in conferences organized by real estate societies which are in the International Real Estate Society (IRES) network
 3. Funding of teaching and research stays for scientists from IRE|BS International Real Estate Business School at African universities
 4. Supporting the establishment of Real Estate Departments in African universities
 5. Funding the organization and transportation of books, journals and other teaching and learning aids to Real Estate Departments in African universities

6. Supporting the running of African Real Estate Society office
 7. Sponsoring IREIBS Best Paper Award for African Real Estate Research
 8. Sponsoring African Real Estate Society conferences etc.
- (3) The Foundation shall exclusively pursue charitable purposes as stipulated under "Tax Beneficiary Purposes" section of the Tax Code.
- (4) The Foundation can also avail financial or other support to other tax-privileged bodies, institutions, foundations or any public authorities which are in the same tax category, if such bodies can use the support to promote activities provided in paragraph 2 (1) & (2) of § 2.

§ 3

Restrictions

- (1) The Foundation shall not be selfish. It shall not be for profit. It shall not undertake expenses or give favors to any legal or natural person thereby contravening the purpose of the Foundation.
- (2) There shall be no legal claim to receive support from the Foundation.

§ 4

Property of the Foundation

- (1) The € 100.000.00 (one hundred thousand Euros) founding capital of the Foundation shall be maintained.
- (2) Donations are allocated to the founding capital. Donations received from a will without a specific purpose can be allocated to founding capital.

§ 5

Working Capital of the Foundation, Financial Year

- (1) The Foundation shall fulfill its tasks using:
 1. Interest income generated by the founding capital of the Foundation
 2. Interest income generated by other assets of the Foundation

3. Donors' contributions which are not defined for increasing the founding capital. Paragraph 2 of § 4 is not affected.

- (2) All income of the Foundation shall only be spent for the designated activities of the Foundation.
- (3) Cash reserves may be formed in accordance with the tax law.
- (4) The financial year shall be the calendar year.

§ 6

Organs of the Foundation

- (1) Organs of the Foundation shall be:
 1. The Foundation's Board of Directors and
 2. The Foundation's Board of Trustees
- (2) The Members of the Foundation's organs shall oblige themselves to a conscientious and economical administration of the Foundation.
- (3) Participation in the duties of the Foundation shall be honorary. Expenses are reimbursed. As far as it is justified by the workload, especially the members of the Board of Directors, can receive an adequate lumpsum in pursuit of the duties of the Foundation. The payment of the lumpsum shall be regulated by a contract and shall need a decision of the Board of Trustees.

§ 7

Board of Directors

- (1) The Board of Directors shall consist of two persons who shall be appointed and relieved of duties by the Foundation's Board of Trustees. A member of the Foundation's Board of Trustees shall not be a member of the Board of Directors.
- (2) The Foundation's Board of Trustees shall appoint the chairperson of the Foundation's Board of Directors and his/her deputy.

§ 8

Representation of the Foundation, Tasks of the Board of Directors, Management

- (1) The Board of Directors shall legally and extra judicial represent the Foundation. It shall have the status of the legal representative. Its members shall be entitled to individual representation. In internal governance affairs it shall be determined, that the representative of the chairperson shall represent the Foundation only if the chairperson is unable to attend.
- (2) The Board of Directors shall, in accordance with the guidelines and decisions of the Board of Trustees, execute the business of the current management, which in particular includes management of the capital of the Foundation, preparation of the Board of Trustees meeting, implementation of the resolutions of the Board of Trustees, and development of initiatives to achieve the purpose of the Foundation.
- (3) The Board of Directors is empowered, on behalf of the Board of Trustees, to give urgent orders and to execute not postponable business. The Board of Trustees must however be notified during the next meeting of the Board of Trustees, at the latest.
- (4) The Foundation's Board of Directors shall ensure that accounts are audited by a certified auditor. The audit shall check compliance with conservation of the founding capital, and the use of income from the assets and donors' contributions which are not defined for increasing the founding capital.
- (5) The provisions of § 11 of Statute are analogously applicable for the business of the Foundation's Board of Directors.

§ 9

Foundation's Board of Trustees

- (1) The Board of Trustees of the Foundation shall consist of at least five and at most twelve natural persons. The composition shall be as follows:
 1. The Founder, Prof. Dr. Karl-Werner Schulte, shall be member for life.
 2. An appointee of Schulte Management Ltd with its headquarters in Geisenheim, who shall be appointed by the company's shareholders meeting. Member No. 1 cannot be appointed to fill the position of Member No. 2.

3. One Professor of IRE|BS Department of Real Estate of the University of Regensburg, who shall be nominated by the Head of the Department.
4. An appointee of BGAG-Stiftung Walter Hesselbach with its headquarters in Frankfurt am Main.
5. One representative of African Real Estate Society (AfRES), who shall be nominated by AfRES Board of Directors.
6. More members up to the highest number as per paragraph 1 of § 9 could be appointed by the existing Foundation's Board of Trustees. Such members shall serve for a term of three years and shall be subject to re-appointment and relief from office. Upon the expiry of the term of office, the incumbent members shall remain in office until their successors are appointed, unless the Foundation's Board of Trustees declares that the position is not filled again. Only persons or representatives of judicial persons who give material and ideal support to the activities of the Foundation and thereby promote the realization of the Foundation's purpose shall be appointed.

The term of office for the members of the Board of Trustees under paragraph 2 – 5 above shall depend on the decision of their appointing authorities.

- (2) A member of the Foundation's Board of Trustees shall not be a member of the Foundation's Board of Directors.
- (3) The Board of Trustees shall elect a chairperson and deputy chairperson amongst its members. In the absence of the chairperson, the deputy chairperson shall represent him/her in all matters.

§ 10

Tasks of the Board of Trustees

- (1) The Board of Trustees shall make decisions on all basic matters of the Foundation. In particular, the Board of Trustees shall perform the following tasks:
 1. Allocation of funds for the activities of the Foundation, provided that the guidelines do not authorize the Board of Directors to perform such a task.
 2. Preparing budgets and annual accounts.
 3. Appointment of the external auditor as per paragraph 4 of § 8 of the Statute.
 4. Supervision of the Foundation's Board of Directors.

5. Acting on plans of the Foundation which require the approval of the Foundation's supervisory authority.
6. Appointment or relief of members of the Foundation's Board of Directors
7. Appointment of the chairperson and the deputy chairperson in the Foundation's Board of Directors.
8. Appointment and re-appointment of members of the Foundation's Board of Trustees as per the provision of the Statute.
9. Changing of the Statute and applications for transformation or abolition of the Foundation.

In addition, the Foundation's Board of Trustees is entitled to ad-hoc decisions in certain isolated cases; the Board of Trustees may give special instructions to the Foundation's Board of Directors.

- (2) The Chairman of the Board of Trustees of the Foundation shall represent the Foundation in legal transactions with the Foundation's Board of Directors or individual members of the Foundation's Board of Directors.

§ 11

Operational Rules of the Board of Trustees

- (1) The Foundation's Board of Trustees meeting shall be called by the Chairman or by the Board of Directors upon his instructions as desired by him, at least once a year with a provision of the meeting agenda in writing three weeks prior to the meeting. A meeting can also be called, if at least a quarter of the members of the Foundation's Board of Trustees or the Foundation's Board of Directors demand it and upon providing a statement of the reason for the meeting.
- (2) In matters of urgency, the meeting notification time can be shortened to ten days. The chairperson of the Board of Trustees shall ascertain the urgency of a matter.
- (3) To have a quorum at the Board of Trustees meeting, members shall be adequately notified and the quorum shall be at least half of the members including the Chairperson or his/her deputy. Meeting notification irregularities shall be ignored if all members are present and there are no complaints from affected members.

- (4) The meeting of the Board of Trustees, which is called for the second time following failure to hold a previously called meeting on ground of quorum requirement, will take place even without meeting the quorum requirement.
- (5) The decisions of the Board of Trustees, except for the provisions of § 12 shall be by a simple majority. In case of a tie in vote, the vote of the Chairperson or during his/her absence his/her deputy shall be decisive.
- (6) If no member objects, decisions can be reached by voting through written or telex communication or other form of telecommunication, provided that the documentation of the votes is guaranteed. This does not apply to decisions under § 12 of this Statute.
- (7) The members of the Board of Directors shall take part in all meetings of the Board of Trustees. They can make a motion. In case of personal involvement of members of the Board of Directors or for other special reasons exclusive to the affected members, as decided by the Board of Trustees, the Board of Trustees in the isolated case may totally or partially exclude members of the Board of Directors from taking part in the meetings.
- (8) Minutes of the meetings shall be prepared and signed by the Chairperson and the Secretary. The minutes of the meetings shall be made available to all members of the Foundation's Organs and to the Foundations' Supervisory Authority.

§ 12

Change of the Statute, Transformation and Abolition of the Foundation

- (1) Changes to the Statute are allowed, as far as they seem to be compulsory for the adaptation to changed relations. If the changes affect the tax status of the Foundation, they should be immediately reported to the relevant tax authority.
- (2) Changes to the Foundation purpose are only allowed if its fulfillment becomes impossible or the relations have so much changed that the fulfillment of the Foundation purpose seems no more meaningful. Transformation and abolition of the Foundation shall comply with the legal regulations.
- (3) Decisions with respect to sub-section 1 above shall require the approval of half of the members of the Foundation's Board of Trustees. Decisions with respect to sub-section

2 above shall require the approval of three quarters of the members of the Foundation's Board of Trustees.

§ 13

Property

Upon abolition or dissolution of the Foundation or upon cancellation of its current tax privileged status, shall the rest of the remaining capital belong to The Hans Vielberth Foundation of Real Estate of the University of Regensburg with its headquarters in Regensburg, which shall use the capital immediately and exclusively for purposes similar to those which were performed by the Foundation or other charitable purposes.

§ 14

Supervision of the Foundation

- (1) The Foundation is subject to the supervision of the Government of Oberpfalz.
- (2) Changes of the address, authorized representation and the composition of the organs shall be immediately communicated to the Foundations' supervisory Authority.

§ 15

Privileges of the Founder - Prof. Dr. Karl-Werner Schulte

- (1) The Founder shall be a lifetime member of the Board of Trustees. He can decide to be the Chairman of the Board of Trustees.
- (2) As long as the Founder is a member of the Board of Trustees, changes to the Statute shall require his approval.
- (3) The Founder can waive his individual or general privileges, the decision of which shall not be reversible.
- (4) The privileges of the Founder provided under paragraph 1 and 2 have priority over the general regulations of the Statute.

§ 16

Effective date

The Statute shall come into effect upon recognition of the Foundation by the Government of Oberpfalz.

.....

(Place, Date)

.....

.....

.....

.....

.....

.....

.....

(Signatures of the Founders)