

Statute - LPM (Lean Program Management) Academy eG

§ 1 Name, registered office

- (1) The cooperative is called: **LPM Academy eG**.
- (2) The registered office of the cooperative shall be Erlangen.

§ 2 Purpose and object

- (1) The LPM Academy eG (corporation) with its seat in Erlangen pursues exclusively and directly charitable purposes in the sense of the section "tax-privileged purposes" of the tax code.
- (2) The purpose of the corporation is to promote science and research, health and tolerance in a digital corporate culture based on international diversity as a vocational training and accompanying educational institution.
- (3) The object of the cooperative is the practical support and accompaniment of the digital corporate culture in solving conflicts, avoiding frictional losses and establishing constructive cooperation between companies and their members. This is realized by the members inviting, encouraging and inspiring each other, and by the optimal development of the development possibilities in each member and in their interaction as a community. The cooperative deals with the development, promotion and stabilisation of such corporate cultures in all areas of the economy with attractive orientation models for the spread of an inviting, encouraging and inspiring entrepreneurial culture. The cooperative researches, promotes and disseminates the findings within its activities and makes them available. The cooperative trains people to become coaches in the course of its projects. The focus is on the training of coaches for: "Corporate organization, corporate management, creativity and potential development".
- (4) The cooperative operates selflessly and does not pursue any economic objectives of its own.
- (5) The funds of the cooperative may only be used for statutory purposes. The shareholders (members) may not receive any profit shares or any other contributions from the funds of the corporation. When they leave the company or when the corporation is dissolved or tax-privileged purposes cease to apply, they will not receive back more than their paid-up capital shares (business assets) and the fair 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 permissible.
- (8) The cooperative may set up branches and participate in other enterprises.

§ 3 Basic principles

- (1) The guiding idea of the cooperative is based on the recognition that the internal structure, i.e. the culture of relationships shaped by international diversity in an institution, determines how the institution in question can be effective externally.
- (2) The cooperative itself is conceived as a corporate cultural community. Every employee, every supporter and every member is valued in its uniqueness and is never treated or used as an object of any evaluations, expectations, teachings or measures.
- (3) The interest of the cooperative is not to maximise profits and distribute these profits to its members, but rather to expand and spread a new corporate culture that enables us to develop a maximum of creative power for the implementation of projects and tasks with the innate desire to think for ourselves and shape our lives together. The focus lies on the development and dissemination of a new high performance and entrepreneurial culture, characterised by the appreciation of the individual, and its implementation in practice.

The individual development, demand and promotion of the respective talents and talents are in the foreground in order to promote a community culture which is geared towards avoiding friction losses and at the same time putting health and well-being in the community in the foreground. The conscious 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 shall 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 selecting its partners, the cooperative shall always ensure that they also 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 cooperative's business policy can be discussed in general and in public on specific issues. This can be done through appropriate virtual instruments.

§ 4 Membership

- (1) All physical persons who are committed to equivalent basic principles and the cooperative's promotional mission may become members, hereinafter referred to as "Fellows".
- (2) The acquisition of membership requires an unconditional written declaration of membership. The board decides on the admission. A rejection does not require a written reason.
- (3) Membership ends through

- (a) termination,
- (b) transfer of all the assets of the business,
- c) death, or
- (d) exclusion.

§ 5 Share, admission fee, additional payments

- (1) The share shall amount to EUR 200. It shall be paid in full immediately.
- (2) Members may acquire up to 100 shares.
- (3) Members shall not be 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 notice of two years to the end of the financial year. Notice of termination must be given in writing.
- (2) Members may be excluded at the end of a financial year if they cause damage to the cooperative.
- (3) Members are obliged to provide the Cooperative with their postal and electronic (e-mail) address. Non-accessible members can be excluded. This also applies to inaccessibility by email.
- (4) The General Assembly is responsible for the exclusion of members. The general assembly or representative assembly can be held online.
- (5) Objections to the exclusion resolution of the Management Board may be filed with the Supervisory Board within six weeks (exclusion 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 settled on the basis of the annual financial statements adopted by the General Meeting. The retired member is not entitled to the reserves and other assets of the cooperative.
- (8) Loss carryforwards are deducted pro rata in the case of credit balances.

§ 7 Transfer of business assets

- (1) Each member may at any time transfer his or her share capital in whole or in part to another member by written agreement and thereby terminate his or her membership

without dispute or reduce the number of his or her shares, provided that the acquirer becomes or already is 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 the shares with which the acquirer participates or permissibly participates.

(2) If the purchaser becomes a member of the cooperative, he shall provide the services decided by the general meeting for new members.

(3) The transfer of the business assets requires the approval of the Executive Board.

§ 8 General Meeting

(1) The General Assembly shall be convened by immediate notification of all members in text form, preferably by e-mail. The General Assembly is convened by the Executive Board; the Supervisory Board may convene the General Assembly if this is necessary in the interest of the Cooperative.

(2) Invitations to the General Meeting must be issued at least two weeks before the General Meeting. Amendments or changes to the agenda must be made at least one week before the General Meeting. Notifications shall be deemed to have been received if they are sent two working days before the beginning of the period.

(3) Each duly convened General Assembly shall have a quorum irrespective of the number of participants.

(4) Each member shall have one vote.

(5) Members may only be represented by other members of the cooperative.

(6) A corresponding power of attorney shall be presented to the Executive Board prior to the General Assembly.

(7) A member may represent a maximum of three other members.

(8) The General Assembly shall decide by a majority of the votes cast (simple majority), unless a larger majority is determined; abstentions shall not be taken into account. Elections shall be held by a majority of the votes of the members present. Abstentions from voting have the same effect as no votes.

(9) The General Meeting shall appoint the chairperson of the meeting on a proposal from the Supervisory Board.

(10) The resolutions shall be recorded in accordance with § 47 GenG.

(11) The General Meeting shall elect the members of the Supervisory Board and the regular term of office shall be 3 years. It ends with the election of successors.

§ 9 Online General Meeting / Online Representatives' Meeting

(1) In the following, the term Online Assembly includes both the Online General Assembly and the Online Representatives' Assembly. The term Assembly also includes both the General Assembly and the Representatives' Assembly. The meeting can be held on the cooperative's website 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 Assembly. With regard to the form and deadline for invitations to the Online Meeting, § 8.1 and § 8.2 shall apply mutatis mutandis.

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

(4) Discussions shall take place in a closed user group. Discussion areas are set up for each item on the agenda; these can be subdivided into sub-topics by the chairman of the meeting. Every member has the right of discussion. The number and scope of discussion contributions are not limited. The discussion phase lasts at least three weeks. The Board may determine a longer discussion phase.

5. The voting period shall be seven days. The vote shall take place openly and by roll call. A vote shall be cast by means of an electronic procedure which ensures the transparency and verifiability of a vote by members. The concrete voting procedure is determined by the Executive Board. Up to three days before the start of the voting phase, each member may submit motions within the scope of the announced resolutions and amend or withdraw motions already submitted. The chairman of the meeting shall decide whether motions shall be voted on alternatively or separately. After the voting phase, the chairman of the meeting shall immediately determine the result of the voting and inform the members thereof.

(6) The minutes of the Online General Meeting shall be recorded by reference to § 47 of the Cooperatives Act.

In particular, the protocol shall contain:

The place and date of the meeting, the name of the chairman, the type and result of the vote and the chairman's decision on the passing of the resolution. The minutes shall then be signed by the Chairman and the members of the Executive Board present. Here, the documents on the convocation must be attached as an annex.

The chairperson shall draw up minutes of the Online General Assembly which shall contain at least the following information:

- (a) the date on which the discussion phase begins
 - (b) the dates of the start and end of the voting phase
 - (c) the names of the members who took part in the vote,
 - (d) the wording of the motions, the results of the vote and any statements which have been expressly requested to be recorded in the minutes.
- (7) The minutes shall be signed by the Chairman of the Meeting and the Executive Board and published on the Cooperative's website in the protected member area. A version without the data referred to in paragraph 6(c) shall be published on the website.
8. The minutes may be objected to within seven days of publication. The Supervisory Board decides on the appeal.
- (9) Paragraphs 1 to 8 shall apply mutatis mutandis to a virtual general meeting to prepare the meeting of representatives.
- (10) If a member does not have an Internet online connection, the member is obliged to appoint a representative within seven days of commencement of membership who has an Internet online connection and who is then entitled to accept all declarations and also exercise the voting right for the member concerned who does not have an Internet online connection.

§ 10 Representatives' Meeting

- (1) If the number of members exceeds 1,500, a Representatives' Meeting shall be formed.
- (2) The Representatives' Meeting 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 shall be elected. If a representative is removed before the expiry of his term of office, a replacement representative shall take his place. His term of office shall expire at the latest on expiry of the term of office of the representative who has ceased to be a member. The rules applicable to the representative shall apply to the election of the substitute representative.
- (3)

(a) The representatives shall be elected for a term of four years in accordance with point (b). Re-election is permitted.

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

c) The office of the representative shall end if at least 50 representatives have accepted the election after a new election has been held, but at the latest at the end of the ordinary Representatives' Meeting which decides on the determination of the annual financial statements and the discharge of the Executive Board and Supervisory Board for the fourth financial year after the beginning of the term of office, whereby the financial year in which the term of office began shall not be counted.

However, it ends prematurely if the representative leaves or is excluded from the cooperative, accepts the election to the Executive Board or Supervisory Board, resigns from office, dies, is incapacitated or limited in his legal capacity.

(4) Early re-election of the Representatives' Meeting shall only be necessary if the number of representatives falls below the legally prescribed minimum of fifty.

(5) The election committee shall draw up a list of candidates, which shall require the signature of 50 members entitled to vote in order to be effective. Additional candidates may be nominated with five signatures of support from eligible members. Members who have terminated their membership at the time of the announcement of the election, or to whom an exclusion decision has been sent, are not eligible to be elected as representatives.

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

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

(8) More detailed provisions on the election procedure, the election committee including the findings 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 shall consist of all employees of the cooperative who are also members of the cooperative.

(2) The Staff Meeting shall meet together with the General Meeting as soon as the Cooperative has at least eight salaried employees.

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

(4) Employees may grant proxies. No authorised representative 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 salaried employees. The invitation must be sent at least one week in advance in text form, preferably by email.

(6) Each staff meeting duly convened shall have a quorum irrespective of the number of participants.

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

§12 Supervisory Board

(1) The Supervisory Board shall consist 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 electronically if no member of the Supervisory Board objects to this way of passing resolutions.

(3) The Supervisory Board shall supervise the management of the Cooperative, advise the Executive Board and report to the General Assembly. Service contracts with members of the Management Board are concluded by the Supervisory Board.

§13 Management Board

(1) The Executive Board shall consist of at least two members. He is appointed and dismissed by the staff meeting. The term of office shall be three years. Until the cooperative has at least eight employees, the Executive Board is appointed and dismissed by the Supervisory Board.

(2) The members of the Executive Board shall have sole power of representation.

(3) The Executive Board may also adopt resolutions in writing, by telephone and electronically.

(4) The Executive Board 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:

a) Investments or borrowing from a sum of 20,000 € each,

b) Conclusion of rental, lease or leasing contracts, as well as other contracts with recurring obligations, which exceed the value of 20,000 € each, calculated for the period up to the possible termination of the contract,

(c) the establishment and closure of branches,

(d) the setting up of undertakings and participation in other undertakings,

(f) granting of procuration 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) Unless a profit is allocated to reserves, it may only be used for the purposes of the Cooperative in accordance with its statutes. Any other use of the net income for the year is excluded. In particular, no profit distribution or cooperative reimbursement is made to the members of the cooperative.

(3) The statutory reserve serves only to cover balance sheet losses. At least 20% of the annual surplus must be allocated to it until at least 100% of the sum of the shares is reached. The General Meeting decides on the use of the legal reserve. Reserves are permissible provided they do not conflict with the tax concession.

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

(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 are allocated to reserves.

§15 Liquidation

If the corporation is dissolved or tax-privileged purposes cease to apply, the assets of the corporation shall be transferred to Kiva Microfunds, a California non-profit public benefit corporation, to the extent that they exceed the paid-up capital shares (business assets) of the shareholders (members) and the fair value of the contributions in kind made by the shareholders (members),

Kiva Microfunds
Attn: Privacy Policy
875 Howard Street, Suite 340
San Francisco, CA 94103

which must use it directly and exclusively for charitable purposes.

§ 16 Announcements

Announcements whose publication is mandatory shall be made under the name of the cooperative in the "Erlanger Nachrichten", Erlangen.

We declare that by signing this charter we have joined the Academy for Lean Program Management eG as a founding member:

Company name, surname, first name

date

Signature

1) Bernert, Christian

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