

STATUTES OF THE CHERITABLE ASSOCIATION: STIFTONG LEHM

Preamble

Clay as an alternative building material and Tadelakt are to be brought back to the public through the construction or modification of various buildings in different climate zones in Europe and worldwide. Strictly speaking, we want to scientifically confirm that clay prevents mold, that clay improves the indoor climate, which is particularly good for asthmatics and allergy sufferers, that clay cools down rooms in summer and cools them down in winter. We want to scientifically prove this difference and the efficiency of clay through studies. Clay is also a natural material and, as external thermal insulation, can later be recyclable, which is not possible with existing thermal insulation composites. They are hazardous waste because they have to be glued together and can no longer be separated later. The yet-to-be-developed clay insulation panels, mixed with various aggregates such as travertine, pozzolana or tadelakt, can be bonded together using moist clay as a natural glue. The fact that clay is not flammable is another factor that should not be underestimated for future thermal insulation. Likewise, clay is a natural sound insulator that can be used to develop flexible, portable soundproof walls for interiors. This is precisely the goal of the Stiftong Lehm e.V. association: research into the building materials clay and tadelakt in combination with various aggregates, such as travertine and/or pozzolana. Furthermore, the science of how clay reacts to the application of fayance, azulejos, mosaic stones and/or terrazzo. The knowledge gained from this will be documented by the Stiftong Lehm e.V. association and then made available to the public via TV, radio, the internet and the print media.

§1 Name, Registered Office, Financial Year

(1) The association bears the name

Stiftong Lehm e.V.

(2) It is entered in the register of associations at Cologne Local Court under No.20433.

(3) It has its registered office in Cologne.

(4) The association was founded on May15, 2020.

(5) The association's financial year is the calendar year.

§2 Purpose of the Association

(1) The Stiftong Lehm association, based in Cologne, pursues exclusively and directly charitable purposes in accordance with § 52 (2) No.1 AO.

(2) The purpose of the Stiftong Lehm association is to promote science and research on clay and tadelakt as a building material in combination with various aggregates and coverings/applications and their effects on people.

(3) The purpose of the foundation is realized in particular through the research of

- various types of buildings made of clay in different climate zones in Europe and worldwide

- Clay as a load-bearing exterior wall material - as an alternative to rammed clay walls, possibly in combination with pozzolana, terrazzo and/or tadelakt and other
- Clay mortar bricks or clay masonry bricks, in particular in combination with aggregates, such as travertine, pozzolana, terrazzo or tadelakt
- Clay / Tadelakt in damp rooms, and/or also in combination with faience, azulejos, mosaic tiles, pozzolans, terrazzo and travertine and others
- Clay / Tadelakt as ceiling plaster, and/or also in combination with faience, azulejos, mosaic tiles, pozzolana, terrazzo and travertine and others
- Clay / Tadelakt as floor covering, and/or also in combination with faience, azulejos, mosaic tiles, pozzolana, terrazzo and travertine and others
- Clay / Tadelakt as interior application and/or also in combination with faience, azulejos, mosaic stones, pozzolans, terrazzo and travertine and others
- Clay and/or Tadelakt insulation boards instead of polystyrene boards for thermal insulation (exterior)
- Clay insulation boards instead of polystyrene boards for thermal insulation (interior)
- Clay granules as thermal insulation for interiors
- Soundproof clay walls

and the subsequent publication of the research results by means of documentation (TV, radio, internet, print media) and reports (TV, radio, internet, print media).

§3 Selflessness, Exclusivity

- (1) The Stifting Lehm association is selflessly active; it does not pursue its own economic purposes.
- (2) The funds of the Stifting Lehm association may only be used for statutory purposes. Members shall not receive any benefits from the association's funds.
- (3) No person may benefit from expenses that are alien to the purpose of the Stifting Lehm association or through disproportionately high remuneration.
- (4) Volunteers are only entitled to reimbursement of their expenses.
- (5) Members of the executive board/the executive board may receive (lump-sum) remuneration for their work or time spent. The amount of remuneration may not be unreasonably high. The measure of appropriateness is the non-profit objective of the association.

§4 Acquisition of membership

Every human being or company can become a member of the association. The executive board shall decide on the written application for membership.

§5 Termination of Membership

- (1) Membership ends
 - a) with the death of the member
 - b) by voluntary resignation
 - c) by removal from the list of members
 - d) by exclusion from the association
 - e) in the case of legal entities, by their dissolution

(2) Voluntary resignation is effected by written declaration to the chairman of the board of directors or his deputy. It is permissible subject to a notice period of one month.

(3) A member may be removed from the membership list by resolution of the executive board if he/she is in arrears with the payment of the membership fee despite two reminders. The member must be informed of the removal in writing.

(4) A member may be expelled from the association by resolution of the General Meeting if it has grossly violated the interests of the association. Before the resolution is passed, the member must be given the opportunity to justify himself in person. Any written statement by the member concerned shall be read out at the General Meeting.

§6 Membership Fees

(1) Contributions are collected from members. The amount of the annual contribution and its due date are determined by the General Meeting.

(2) Honorary members are exempt from paying contributions. The board determines who is an honorary member.

§7 Organs of the Association

The association's organs consist of the board and the General Meeting.

§8 The board

(1) The board within the meaning of §26 BGB consists of the chairman and his deputy, whereby the chairman and the deputy, each of them, may act independently and with their own authority for example when purchasing buildings.

(2) The board represents the association in and out of court.

§9 Term of office and duties of the board

(1) The board is appointed by the General Meeting for a period of ten years from the day of election counted on, elected. However, he will remain in office until the next board of directors is elected.

(2) If the chairman of the board leaves office during his term of office, his deputy takes over position for the remaining term of office of the person leaving. In this case, the deputy position remains the same vacant for a long time.

(3) The board of the association has the following obligations, among others:

(a) to purchase buildings of any kind and building properties for the association, either to fit them out with clay, tadelakt and the additions listed in the association's purpose, or to remodel them accordingly if they are existing buildings. These buildings form the basis of the global study. Therefore, these buildings are also to be acquired worldwide in different climate zones, as specified in the purpose of the association. Either the board of the association buys the buildings itself or uses professional brokers or real estate companies that offer buildings worldwide.

b) to convert or remodel buildings for the association that are transferred or offered to it, i.e. donations or from inherited estates or for other reasons, in accordance with point a) (the purpose of the association).

bb) reselling buildings. Not all buildings are suitable for the study, as may only become apparent later (e.g. due to official requirements or changes in the area development plan) or there may be other reasons why a clay building is not suitable for the study, e.g. because the study people drop out. Therefore, the board of the association is given the opportunity to sell buildings that have already been converted into clay houses if it is advantageous for the association and there is a profit to be made.

c) to ensure that the listed research is carried out in accordance with the purpose of the association. This requires not only the acquisition of buildings, but possibly also the development and acquisition of clay deposits or the purchase of clay processing companies or cooperation or participation in/with a clay com-

pany. The same applies to the aggregates and clay lime materials that must be procured by the board of the association. Care must be taken to ensure that the association does not in any way commercial or entrepreneurial activity.

d) manage the money for the association. In concrete terms, this means keeping the amount of money in the association's account as low as possible, because all the money in the bank account belongs to the bank and not (or no longer) to the association - so it is not safe there. The board of the association is therefore encouraged to keep as much as possible of the donations and sponsorship money received in gold and to store it securely in the association's vault. This procedure is particularly necessary for our association because our association receives considerable sums of money from sponsors and donors that cannot always be immediately converted into projects that correspond to the purpose of the association. The law on associations does not oblige the association to use a bank account, but only that the association's assets must be kept clearly separate from the private assets of the association's board. In concrete terms, this means that there is a scale that determines how much money may still be in the association's account, the amount of money received in relation to the calendar year and how much of this must be invested in gold or other investments in accordance with points e) and g). For a better view in the block:

Incoming funds: 0-50 million 5 million may remain in the association account

Incoming funds: 0-100 million 25 million may remain in the association account

Incoming funds: 0-101+million 50 million may remain in the association account

There are no specifications as to who the gold is to be purchased from, what type of gold and in what denomination. The contacts of the chairman of the association are to be used here, even in the event that he is no longer on the board of the association. Because through his contacts, the association can buy gold independently of banks and he receives the corresponding discounts. The obligation to buy gold also exists for the reason that a currency is insecure fiat money and has no value in itself. The value of gold is and retains its value even in a new currency if the Euro is abandoned. And the purpose of the association is also fulfilled with gold, because buildings, clay or cars can also be paid for with gold and gold is even more readily accepted than worthless fiat money.

dd) to increase the money for the association by the board of the association selling gold again, for example, in order to have the maximum annual amount in the association account in accordance with the above scale. Or the gold purchased at a lower price in the past is sold later in order to generate a profit from the sale for the association. It is also permitted to buy doré gold and have it remelted into fine gold in a smelter, to increase the association's assets through the difference in value.

e) to manage and increase the money of the association. This means that the board of the association may also buy and sell high-interest bank products (table transactions), government bonds, corporate bonds, shares or other assets. Speculations and bets are not permitted, but a conservative, security-oriented investment behavior must be adhered to. The board of the association is also permitted to buy and sell gold, silver, platinum, osmium and other precious metals if it serves to increase assets and is a safe transaction. The contacts of the chairman of the association are to be used, even if he is no longer a member of the board of the association. Keep away from banks and bank advisors and under no circumstances should securities and precious metals be stored at the bank or in a safe deposit box. Securities and precious metals should never be stored at the bank or in a safe deposit box, as everything that has been stored at the bank belongs to the bank and no longer to the association, which is contrary to the association's purpose of protecting the association's assets.

f) to protect the association's money by trying to avoid fees of all kinds, such as notary fees or bank charges. The purchase of gold also avoids bank charges for transfers abroad, as well as exchange rate differences at the expense of the association and currency fees. Legal fees and court costs are also to be avoided. In the event of disputes, the association is therefore obliged not to take them to court, but to commission an ombudsman or choose another form of dispute resolution, such as mediation. In principle, the board of the association has the obligation to avoid all costs and fees that may arise, for example, with a bank. When asset accumulation, premiums and/or sales commissions should be kept as low as possible. Brokerage fees and other ancillary costs should also be avoided as far as possible. The board of the association must weigh up whether it is more cost-effective to fly abroad to buy a building yourself or have a real estate

company or an estate agent. In any case, the most cost-effective option should always be chosen in order to minimize the burden on the association's assets.

g) to transfer money to so-called twin associations. This means that when buildings are purchased abroad, the foreign country refuses to approve the purchase because it is a German association and not a domestic association. Therefore, a so-called twin association must be founded abroad, namely the Stifting Lehm e.V. association under the foreign legal requirements. To enable the twin association to start its work, the board of the association is permitted to transfer donations and sponsorship money to this twin association.

§10 The General Meeting

(1) Each member present at the General Meeting- with the exception of guest members - has one vote. Guest members are members who support the purpose of the association with their membership fee but have no interest in General Meetings and other opportunities to have a say. They are also referred to as passive members and are not invited to General Meetings. The decision to become a passive member is communicated to the board of the association and is valid until revoked. Passive members can become active members again at any time.

(2) The General Meeting is responsible for the following matters in particular,

- a) Receipt of the annual report of the board of the association
- b) Discharge of the board of the association
- c) Determining the amount and due date of the annual membership fee
- d) Election and dismissal of the members of the board of the association
- e) passing resolutions on changes of the statutes of the association and on the dissolution of the association
- f) Appointment of honorary members

§11 Convening the General Meeting

The ordinary General Meeting shall take place at least once a year. It shall be convened by the board of the association by giving two weeks' written notice and stating the agenda. The notice period begins on the working day following the dispatch of the invitation. The letter of invitation shall be deemed to have been received by the member if it is sent to the last address (including email address) provided to the association in writing by the member. The agenda is set by the board of the association. The invitation can also be sent by email, text message or messenger service.

§12 The passing of resolutions by the General Meeting

(1) The General Meeting shall be directed by the chairman of the association or, if he is unable to do so, by his deputy. If both are not present, the meeting shall appoint a moderator.

(2) The protocol shall be kept by the moderator of the meeting.

(3) The type of voting shall be determined by the moderator of the meeting. Voting must be conducted in writing if one third of the members present and entitled to vote at the meeting so request.

(4) The General Meeting is not open to the public. The moderator of the meeting may admit guests. About the board of the association decides on the admission of the press, radio and television.

(5) Every duly convened General Meeting is quorate regardless of the number of members present. Physical attendance is not necessary if the meeting is connected by video, e.g. via Skype is not necessary, but is deemed to be present.

(6) The General Meeting generally adopts resolutions by a simple majority of the valid votes cast. Abstentions are therefore not taken into account. However, a majority of $\frac{3}{4}$ of the valid votes cast is required to change the statutes of the association (including the purpose of the association) and a majority of $\frac{4}{5}$ ths is required to dissolve the association.

(7) The following applies to elections: If no candidate has achieved a majority of the valid votes cast in the first ballot, a run-off election shall take place between the candidates who have achieved the two highest numbers of votes.

(8) Minutes shall be taken of the resolutions of the General Meeting, which shall be signed by the respective moderator of the meeting (the keeper of the minutes). It should contain the following statements: Place and time of the meeting, the person chairing the meeting, the number of members present, the agenda, the individual voting results and the type of vote. In the case of changing the statutes of the association, the provision to be changed must be stated.

§13 Subsequent Motions to the Agenda

(1) Any member may submit a written request (including by email, text message or messenger service) to the board of the association to add additional matters to the agenda at a later date no later than one week before the date of the General Meeting.

(2) The moderator of the meeting must supplement the agenda accordingly at the beginning of the General Meeting. The General Meeting shall decide on motions for additions to the agenda that are not submitted until the General Meeting.

(3) A majority of $\frac{3}{4}$ of the valid votes cast is required to accept the motion. Changes to the statutes of the association, the dissolution of the association and the election and dismissal of members of the board can only be resolved if the motions have been announced to the members with the agenda.

§14 Extraordinary General Meeting

The board of the association may convene an extraordinary General Meeting at any time. This must be convened if the interests of the association so require or if one tenth of all members request it in writing stating the purpose and reasons from the board. Sections 11, 12 and 13 apply accordingly to the extraordinary General Meeting.

§15 Dissolution of the association and right of seizure

(1) The dissolution of the association can only be decided in a General Meeting with the majority of votes specified in §12. Unless the General Meeting decides otherwise, the first chairman and his deputy are jointly authorized liquidators. The above provisions shall apply accordingly in the event that the association is dissolved for any other reason or loses its legal capacity.

(2) In the event of the dissolution of the association or the discontinuation of tax-privileged purposes, the assets of the association shall be going to the City of Trondheim, which must use it directly and exclusively for charitable purposes.

§16 Entry into force

The above changed statutes of the association were duly adopted by the General Meeting on November 25th, 2023 and shall enter into force immediately on that date, irrespective of the date of publication in the register of associations.



Benny Clausen
(Chairman of the board of association)



Bettina Meerländer
(Deputy of the board of association)