



Statutes of Dr. Helmut Rothenberger -Tools for Life - Foundation, legally incorporated foundation

§ 1 - Name, Legal Form, Location

- (1) The foundation bears the name "Dr. Helmut Rothenberger -Tools for Life- Foundation"
- (2) It is a legally incorporated foundation.
- (3) Its office is located in Frankfurt, Germany.

§ 2 - Purpose of the Foundation

- (1) This foundation directly and exclusively pursues non-profit and charitable purposes as defined by the "Tax-Exempt Objectives" section of the tax code. The foundation operates in an altruistic interest. It does not primarily pursue commercial objectives. The resources of the foundation may only be used for the purposes specified in the statutory goals. No one may benefit from spending not aligned with the foundation's mission or from disproportionately high compensation.
- (2) The charitable purpose of the foundation is, as defined by the German Tax Code (Abgabenordnung), § 52:
 - a) the promotion of development cooperation (Tax Code § 52 Par. 2 Cl. 1 No. 15)
 - b) the promotion of public and vocational education (Tax Code § 52 Par. 2 Cl. 1 No. 7)
 - c) the promotion of climate protection (§ 52 para.2 sentence 1 no. 8 AO).

- (3) The charitable purpose of the foundation, as defined by § 53, is to support victims of natural disasters, especially in, but not limited to, developing nations.

- (4) An essential task of the foundation is the development of efficient and sustainable supplies for water and energy, the development of clean drinking water, and the development of projects for the creation of sanitary measures, within the framework of development cooperation.

These tasks are primarily accomplished through:

- a) the development and implementation of projects to provide access to energy, basic sanitation, and drinking water;
- b) the development and implementation of education in the areas of technical water, energy supply, and the installation of sanitation facilities;
- c) the development and implementation of education in the areas of water utilization, energy resources, as well as water and energy management,

An essential task of the foundation in relation to education, such as public and vocational education, is the promotion of schools and vocational training to support people primarily in, but not limited to, developing nations.

These tasks are primarily accomplished through:

- a) Financial support for the establishment or modernization of schools and other training facilities;
- b) Initiatives for on-the-job training.

An essential task of the foundation regarding supporting victims of natural disasters is to grant financial and material resources to fulfill the immediate needs of people after natural disasters primarily, but not limited to, developing nations.

- (5) The foundation's board of directors decides how to allocate the foundation's resources. There is no legal entitlement to the granting of foundation resources.
- (6) The foundation may also fulfill its goals by allocating funds to another domestic and tax-privileged corporation, or a corporation with tax-exempt purposes under public law as defined by Par. 2 and 3

§ 3 - Foundation Assets

- (1) The foundation's assets are to remain undiminished. Payments from the foundation's assets is only permissible with prior approval from the governing body if the wishes of the founder cannot be fulfilled and the standing of the foundation is guaranteed for a reasonable length of time.
- (2) The foundation's assets as defined by Par. 1 do not include recurring benefits, unless the recipient of the benefits specifies otherwise.
- (3) The foundation's assets may be increased through donations by the founder or third parties.

§ 4 - Revenue of Foundation Assets

- (1) Available foundation funds may only be dispensed for statutory purposes.
- (2) Nobody may profit from the investments, benefits, or donations that are not aligned with the foundation goals or are from disproportionately high compensation.
- (3) Board members do not receive benefits from the foundation assets.
- (4) At the board's discretion, the foundation can create free reserves up to the maximum rate provided in the Tax Code.
- (5) At the board's discretion, the foundation can use up to one third of its income, within reason, to support the founder and his next of kin in order to maintain their graves and honor their memory.

§ 5 - Foundation Members

- (1) The foundation is governed by its board of directors.
- (2) The members of the board carry out their work on a voluntary basis. They are entitled to reimbursement of expenses and receive an appropriate level of compensation for their time spent.

§ 6 - Board

- (1) The board consists of up to five people. The term of office ends at the age of 65, unless the board unanimously decides to extend this to age 70. This, however, does not apply to the founder. The founder determines who and how many people are on the board. After the founder's death, the board will elect substitute members in accordance with Par 2. The initial board includes:

Dr. Helmut Rothenberger
Mrs. Silvia Rothenberger
Dr. Sandra Rothenberger
Dr. Sabine Rothenberger

- (2) If a board member leaves, the founder will appoint a replacement. If the founder cannot find a replacement, the board will elect a replacement through a simple majority.
- (3) The board elects a chairperson from among its members. The founder, Dr. Helmut Rothenberger, was the first to be appointed. After the founder resigns, the board will choose a chairperson and a deputy chairperson by simple majority vote.
- (4) Before their term of office expires, members of the board can be dismissed by a majority vote on reasonable grounds. This does not apply to the founder.

§ 7 - Board Responsibilities

- (1) The board administers the foundation and decides on changes to its statutes. In particular, they are responsible for:
 - a) the administration of foundation assets,
 - b) the allocation of income from the foundation assets
- (2) A CEO may be appointed for ongoing business.
- (3) The board represents the foundation judicially and extrajudicially with at least 2 of its members. One of these must be the chairperson or deputy chairperson of the board. As long as the founder is the chairman of the board, he may represent the foundation alone.

§ 8 - Board Resolutions

- (1) The board passes resolutions with a simple majority of the present members, unless these statutes regulate other majorities.
- (2) During the founder's lifetime, board resolutions require the founder's approval.
- (3) In the event of a resolution being passed in writing, all members of the board are required to participate.
- (4) If necessary, the chairperson or deputy chairperson should invite the board to convene two weeks in advance, announcing the agenda in writing (either by fax or email).
 - a) The board has a quorum if more than half of its members are present.
 - b) A board member can be represented by another member or someone obliged to confidentiality (lawyer/auditor/accountant) if a letter of attorney has been issued in writing. Initially, only Mr. Klaus Kappe, Bonn, can serve as a person obliged to professional confidentiality.
 - c) If the board does not have a quorum, another meeting can be called, which will have a quorum regardless of the number of members present. § 8 Par. 2 remains unaffected.

§ 9 - CEO

If a CEO is appointed in accordance with § 7 Par. 2, he/she will manage the day-to-day business where necessary, in accordance with a set of guidelines. He/she is answerable to and bound by the board and its directives.

§ 13 - Business Management

- (1) The management of the foundation assets must be overseen with the prudent care of a businessperson.
- (2) The board is to be called together by the chairperson or deputy chairperson as often as necessary for proper management, at least once a year. The board must also meet if at least one third of its members or the founder so requests.

§ 14 - Foundation Supervision

The foundation is subject to state supervision in accordance with the applicable foundation legislation.

§ 15 - Foundation Dissolution, Mergers, and Amendments of Statutes

- (1) Requests to the supervisory authority for amendments of statutes, repeals, change of purpose, or merging with another foundation are permitted without significant changes of circumstance.
- (2) Requests in accordance with Par. 1 require the approval of the competent tax office.

§ 16 - Asset Entitlements

- (1) In case of dissolution or annulment of the foundation, or the cessation of tax-exempt purposes, its assets fall to a non-profit corporation under public law, to be determined by the foundation board or another tax-privileged corporation that will use these assets directly and exclusively for purposes in accordance with § 2 of these statutes, or for other non-profit/charitable/ecclesiastical purposes.
- (2) In case of change of purposes in addition to the dissolution or annulment of the foundation, such a decision requires prior approval by the competent tax office regarding the use of the foundation assets