

Statutes
of the
Karmel Missionsstiftung – Dr. Fernando

§ 1
Name, legal form and registered office of the foundation

1. The name of the foundation is “Karmel Missionsstiftung – Dr. Fernando”.
2. It is a foundation with legal status under private law based in Berlin.

§ 2
Purpose of the foundation

The purpose of the foundation is to procure funds to support church, benevolent and charitable purposes through another tax-advantaged corporation or through a corporation under public law. The purpose of the foundation is realised in particular by the procurement of funds to support the Order of the Carmelites, e.g. for

- the promotion of science and research, training and education,

If the financial situation of the foundation allows, the foundation can also procure funds for in particular the following purposes:

- the construction, decoration and maintenance of places of worship, church community halls and monastery buildings,
- the holding of church services,
- the training of clergy,
- the provision of religious education,
- the burial of the dead and maintenance of monuments to the dead,
- the management of church assets,
- the remuneration of clergy, church officials and church sextons,
- old age and disability care for these persons,
- the selfless support of people
 1. who as a result of their physical, mental or spiritual condition are reliant on the help of others or
 2. whose earnings are not higher than rates specified in § 52 of the German Tax Code (AO),
- the promotion of the Christian religion,
- the promotion of development aid.

The purpose of the foundation can also be realised if it is not the Order of the Carmelites OCD that supports the facility, but another corporation in terms of sentence 1.

With donations to the Order of the Carmelites, the foundation has to ensure that the Disalced Carmelites in Munich and the Teresian Carmelites in Austria are considered in equal measure.

A unanimous decision by the Foundation Board can extend the purpose of the foundation and the way in which the purpose can be realised.

§ 3 Charitable nature

1. The foundation pursues solely and directly charitable, benevolent and church purposes in terms of the German Tax Code (AO).
2. The foundation operates on a selfless basis. It does not pursue primarily economic purposes. It may not support legal or natural persons with disbursements that are not consistent with the purpose of the foundation or with excessively high levels of support, donations or remuneration.

§ 4 Foundation's assets

1. At the time the foundation was recognised, its assets consisted of an entitlement to the assignment of EUR 100,000 and 40 % of the shares in Avila Management & Consulting AG of Berlin (Charlottenburg Local Court HRB 93325, share capital EUR 300,000).
2. The shares acquired in Avila Management & Consulting AG by way of contribution, donation and participation in capital increases may not be sold. This will of the founder cannot be changed by an amendment to the statutes.

The foundation's assets must be kept undiminished in their amount.

3. The foundation is entitled to accept donations, inheritances, gifts and contributions.
4. The foundation may build up reserves, provided this does not negatively affect its tax advantage.

§ 5 Use of funds

1. The foundation performs its tasks with
 - the earnings of the foundation's assets,

- contributions, provided these are not donations to the foundation's assets,
 - public grants,
 - other income.
2. All funds may, after the costs necessary for the management of the foundation have been deducted, only be used for the tasks of the foundation in accordance with the statutes.
 3. There is no entitlement to performance by the foundation. The bodies are only bound by the legal regulations and the provisions of these statutes in respect of the allocation of the foundation's funds.

§ 6 Foundation organisation

1. The bodies of the foundation are:
 - a) the Management Board,
 - b) the Board of Trustees,
 - c) the Foundation Board.
2. In order to perform its tasks, the foundation may employ people in return for payment or assign tasks in whole or in part to third parties.

§ 7 Management Board

1. The Management Board consists of 1 or 3 natural persons. The number is determined by the Board of Trustees. The first Management Board is appointed in the foundation business.
2. The members of the Management Board are appointed by the Board of Trustees. They may be removed from the board if there is good cause. Members of the Board of Trustees may not be appointed as members of the Management Board at the same time.
3. The Management Board's term of office is three years. It may be reappointed. When the term of office comes to an end, the respective Management Board member remains in office until a new Management Board member has been appointed.
4. The Management Board represents the foundation in and out of court. If only one Management Board member has been appointed, he will represent the foundation on his own; if more than one Management Board member has been appointed, the foundation will be represented jointly by two Management Board members.
5. The Management Board conducts the business of the foundation. It ensures that the foundation's assets are maintained and that the foundation's funds are used for the benefit of the purposes specified in § 2.
6. The members of the Management Board may receive appropriate remuneration for their activity or work full-time for the foundation. The Board of Trustees decides on the level of remuneration.
7. The Board of Trustees may issue rules of procedure for the Management Board.

§ 8
Financial year, management

1. The financial year is the calendar year.
2. The foundation has to keep a record of its income and expenditure in accordance with commercial principles. For each financial year its income and expenditure is to be listed and a report is to be produced on its assets and the fulfilment of the foundation's purpose.

The Management Board has to arrange for the foundation to be audited by an auditor.

§ 9
Board of Trustees

1. The Board of Trustees consists of three natural persons.
2. The provincials of the Disalced Carmelites, Munich, and the Teresian Carmelites in Austria are both by virtue of their office members of the Board of Trustees. They may each appoint another member of the order as a deputy member of the Board of Trustees. The two order provincials elect the third member of the Board of Trustees. This member should be a layman and have professional experience in the area of finance and real estate.
3. The Board of Trustees chooses the Chairman of the Board of Trustees. It may assign further tasks to individual members of the Board of Trustees.
4. The term of office of the third member of the Board of Trustees is 5 years. He may be re-elected. If the elected member of the Board of Trustees leaves before his term of office has finished, the provincials will elect a successor.
5. The Board of Trustees monitors the foundation's compliance with the will of the founder and decides on matters of fundamental importance. In particular the following is subject to the Board of Trustees' decision-making:
 - a. the appointment, removal and discharge of the Management Board as well as the number of Management Board members;
 - b. the approval of the budget plan and annual report;
 - c. consent for the sale or purchase of real estate and legal transactions of a value of more than EUR 50,000.00, where this does not concern the use of foundation funds for the purposes specified in § 2. This requirement of consent only applies internally.
6. The Chairman of the Board of Trustees represents the foundation in its dealings with the Management Board.

§ 10
Business of the Board of Trustees

1. The Board of Trustees generally makes its decisions in meetings. Unanimous decisions can be made by way of circulation.
2. The Board of Trustees is called to a meeting by the Chairman as and when required, and at least once a year, stating the agenda and giving two weeks' notice. Meetings are also called if a member of the Board of Trustees or Management Board so requests. The meetings are conducted by the Chairman.
3. The Board of Trustees has a quorum if invitations were sent in due form and time and at least two of its members are present. With the consent of all of the members, the requirement that invitations are sent in due form and time can be waived.
4. At the request of the Board of Trustees, the members of the Management Board participate in the meetings of the Board of Trustees.
5. Minutes are to be taken of the results of the meetings, signed by the Chairman and minute-taker and distributed to all of the members of the Board of Trustees and the Management Board.
6. The members of the Board of Trustees work for the foundation on a voluntary basis. The Board of Trustees may decide, if the economic conditions of the foundation allow, that the members' cash expenses are reimbursed or that they are granted appropriate compensation for their time and the costs they have incurred.

§ 11
Foundation Board

1. The Foundation Board consists of all of the members of the Board of Trustees and the Bursar General of the "Carmelites OCD" in Rome.
2. The Chairman of the Foundation Board is by virtue of his office also the Chairman of the Foundation Board.
3. The Foundation Board rules on amendments to these statutes.
4. The Chairman has to call a meeting of the Foundation Board in writing giving two weeks' notice if an amendment to the statutes has been announced and summon the Chairman or two members of the Foundation Board or a provincial.
5. The Foundation Board has a quorum if invitations were sent in due form and time and at least half of its members, including both provincials, are present. With the consent of all of the members, the requirement that invitations are sent in due form and time can be waived.
6. Decisions on any amendment to the statutes, any amendment to the purpose of the foundation and any merger with another foundation must be unanimous. The registered office of the foundation may be relocated to another federal state. Decisions may not affect or abolish the charitable nature of the foundation and they also require the approval of the state foundations supervisory authorities. Amendments to the statutes involving tax law require the prior consent of the responsible tax authorities.

7. If, even with an amendment to the statutes, the continuation of the foundation does not seem to be possible or, due to a significant change in conditions, does not seem to make sense, the foundation is to be terminated. The decision to terminate the foundation requires the consent of all of the members of the Foundation Board.

In the event of the termination of the foundation, with such a decision to be made in particular if its tax-advantaged purposes no longer exist, the foundation's assets will be transferred to the Catholic diocese in which the registered office is located, currently the Archdiocese of Berlin. The diocese must use the funds solely and directly for church, benevolent or charitable purposes.

**§ 12
Foundation Supervisory Authorities**

1. The foundation is subject to the supervisory control of the state of Berlin in accordance with the legal regulations.
2. The members of the Management Board must:
 - a) immediately inform the supervisory authorities of the respective composition of the foundation's bodies including the allocation of offices within the bodies, provide evidence of this (minutes of the election, certificates of appointment, letters of acceptance or resignation or any other documentary evidence) and inform the supervisory authorities of the address of the foundation and the residential addresses of the members of the Management Board;
 - b) submit to the supervisory authorities the annual report, consisting of the report on the fulfilment of the foundation's purpose and the audit report in accordance with the applicable legal requirements; the annual report should be submitted within eight months of the end of the financial year with the Board of Trustees' resolution approving the annual report enclosed.

Berlin, 06.09.06

 Place, date

Berlin, 06.09.06

 Place, date

SIGNATURE AND STAMP

 Father Paul Weingartner OCD

SIGNATURE AND STAMP

 Father Konstantin Kurzhals OCD

Berlin, 06.09.06

 Place, date

.....
 Dr. Douglas Fernando