

INREV ORGANISATION & GOVERNANCE MANUAL



Updated February 2017

Contents

1. Introduction
2. INREV's strategy outline
3. INREV's organisational chart
4. Profile per INREV body
5. Meeting schedule
6. Annex: INREV Services BV



INTRODUCTION

Introduction

This document contains the organisational model for the European Association for Investors in Non-listed Real Estate Vehicles (INREV). The organisational model provides an overview of the purpose, roles, accountabilities and core activities of the different elements within INREV.

This document is aligned with the Articles of Association, as amended on 7 August 2013.

INREV recognises the value of diversity within the industry of non-listed real estate vehicles.

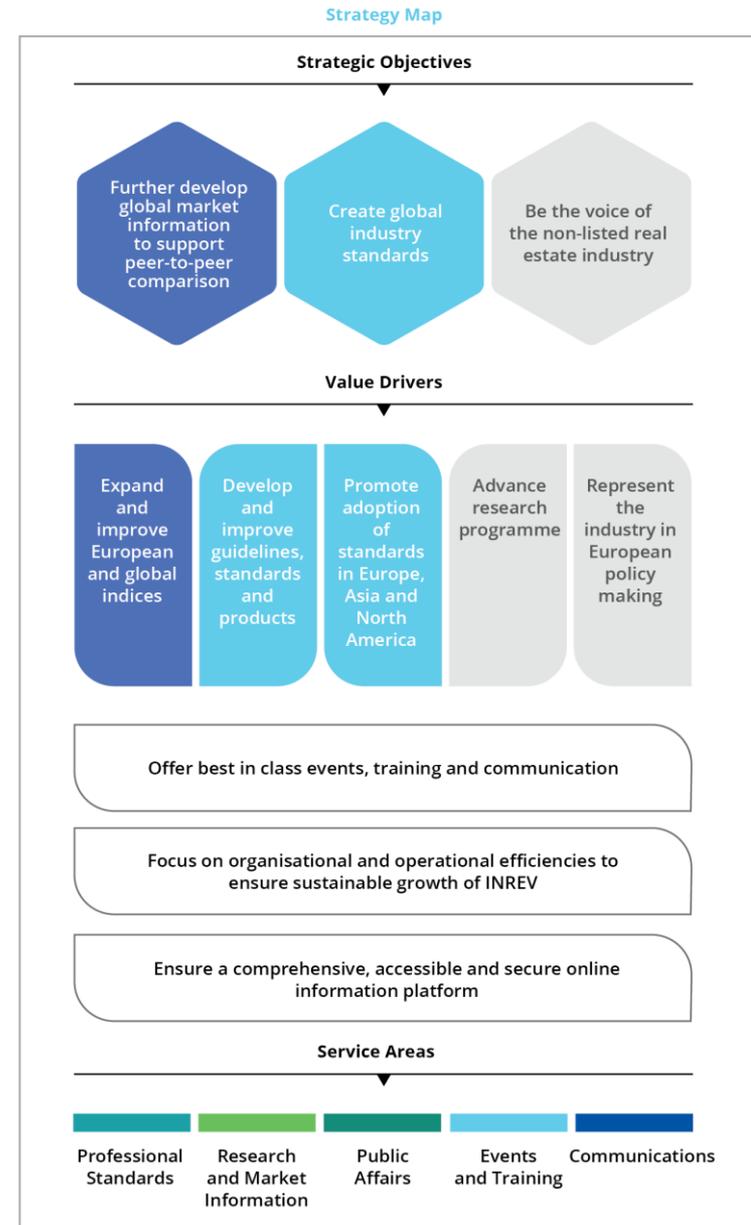




INREV'S STRATEGY OUTLINE

INREV's strategy

INREV's objectives and value drivers for 2017-2019:



For a more detailed overview of INREV's goals and priorities please see INREV's Business plan and annual report.



ORGANISATIONAL STRUCTURE

Background of INREV

INREV is a not-for-profit organisation governed by a Management Board. The daily management of the Association is carried out by a team in Amsterdam and Brussels, headed by the CEO. The Annual General Meeting (AGM) is open to all members of the Association. Every full member is entitled to one vote. The Management Board is elected by the AGM. The majority of Management Board members is appointed by the Investor Platform. The Management Board, chaired by the Chairman of INREV, is responsible for managing the Association by overseeing all its activities.

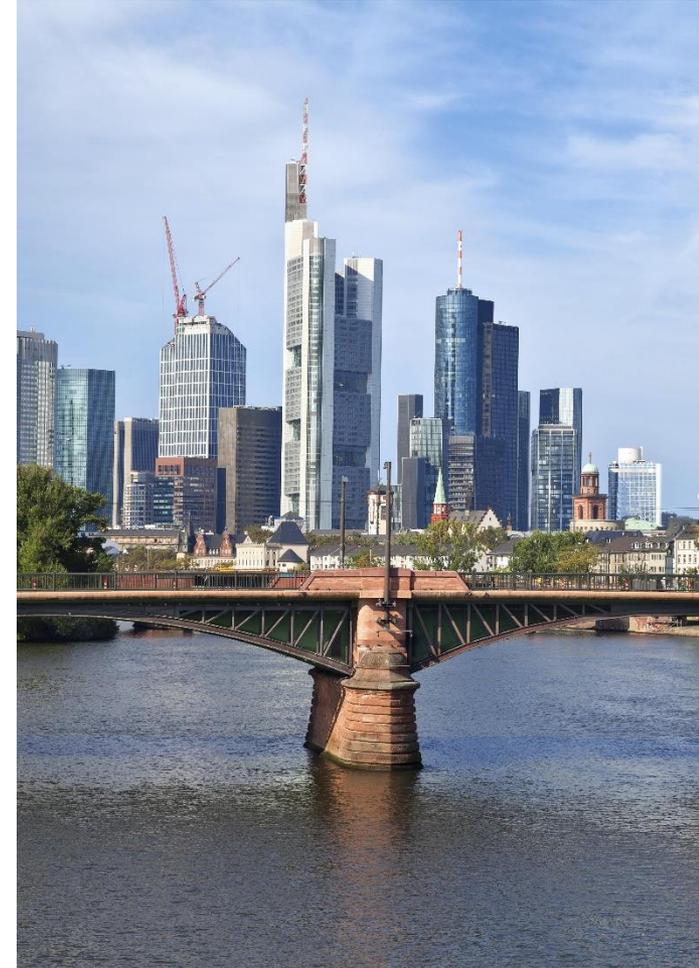
In the chart on the following pages the legal as well as functional organisational structure of INREV is displayed.



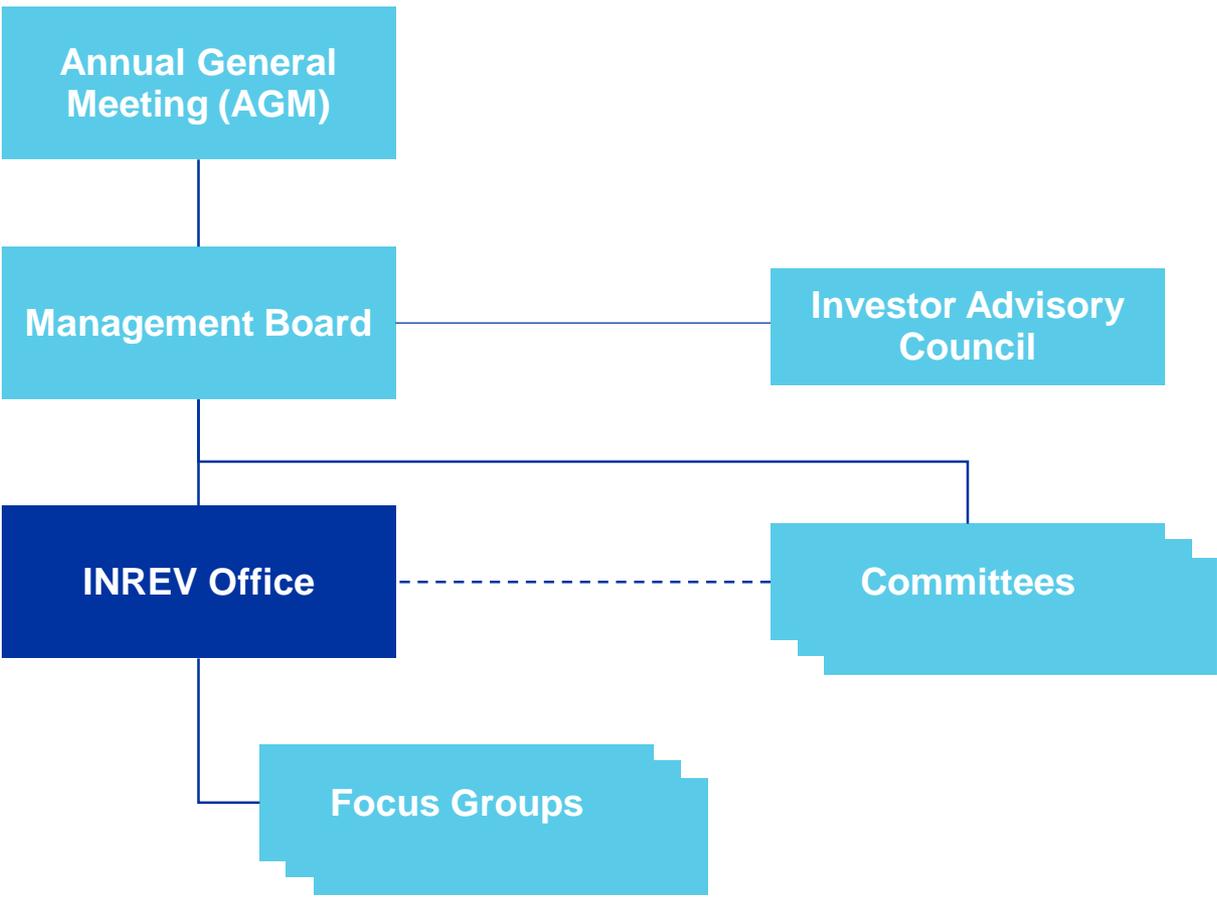
Delegation / Representation

In accordance with the articles of association:

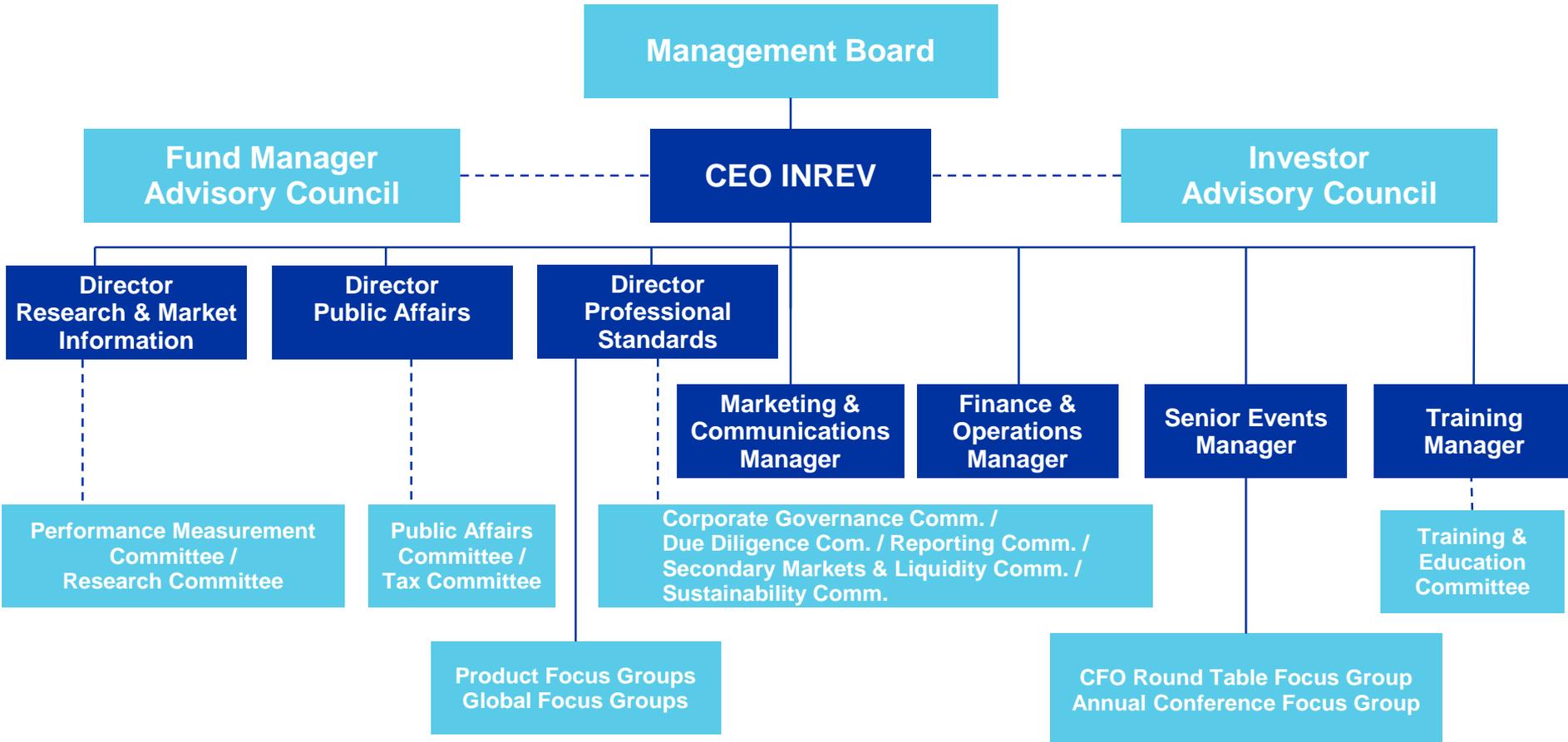
- The association can be externally represented by the Management Board as a whole; or by the Chairman and another board member acting jointly.
- The Management Board can provide restricted representation authorities to appointed board members, the CEO and/or staff directors of INREV by way of written powers of attorney.
- The Management Board may also delegate certain of its executive responsibilities to specifically appointed board members.



INREV legal organisational structure



INREV functional organisational structure





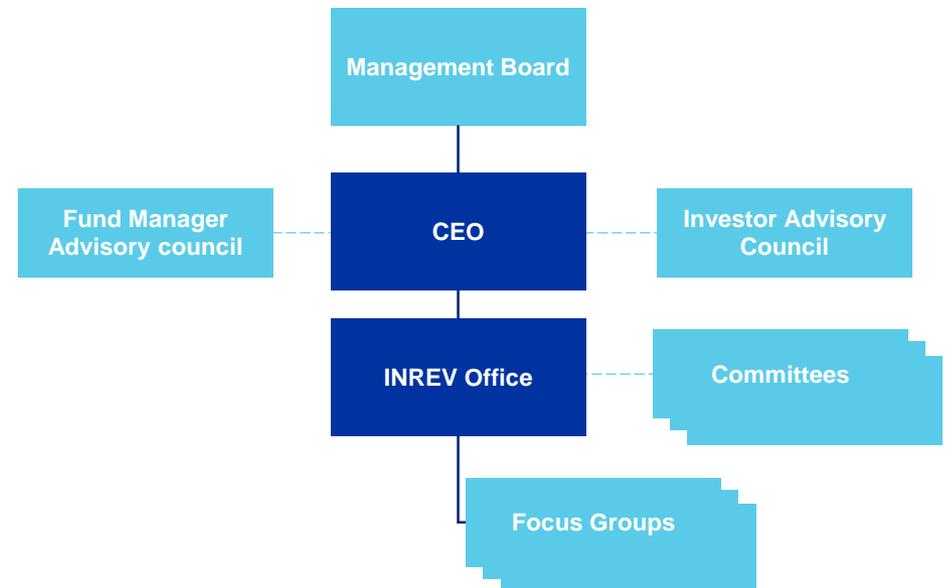
FUNCTIONAL PROFILES

Functional Profiles of INREV Organisation

The legal and functional organisation of INREV consists of the following bodies:

- Annual General Meeting (AGM)
- Management Board (MB)
- INREV office (Directors & staff)
- Investor Advisory Council
- Fund Manager Advisory Council
- Committees
- Focus Groups

INREV's organisational structure



An overview of the profile of each body containing the purpose, key accountabilities and core activities is provided on the following pages.

Management Board

1. Purpose
 - Set INREV's strategic direction and establish strategic goals and priorities in line with the objectives of the association as well as overseeing the execution of the business plan.
2. Frequency
 - At least 3 times per year
3. Key accountabilities
 - Quality of the formulated strategy of INREV and the supervision of its execution.
 - Be accountable towards the General Meeting for the annual report and accounts.
 - The quality of INREV's network of members and stakeholders.
4. Core activities
 - Develop the strategic vision of INREV.
 - Supervise and approve INREV's annual business plan, targets and budgets in order to align the financial structure of INREV with its members needs and implementation of strategic goals.
 - Supervision of INREV's funds, budgets and financial management. To ensure that INREV's funds are being used in the best interests of the association and its members in a financially prudent manner.
 - Approve goals, budgets and annual accounts.
 - Oversee all bodies, activities and affairs of INREV.
 - Periodically appoint the external auditor.
 - Approve major deviations from the approved goals during the year or material overruns on budgeted expenditure.
 - Co-sign large contracts (> €150k).
 - Select and appoint the CEO of INREV and review / evaluate the CEO's performance.
 - Discuss matters that influence the positioning, image and structure of INREV.
 - Delegate INREV topics to the committees and oversee the final outputs and recommendations of the committees.
 - Review and decide on applications for membership, suspension of membership as well as expulsion.

Board Members should hold a senior management position and have an outstanding reputation in the industry.

INREV Office - CEO

1. Purpose
 - To facilitate the organisational bodies in the execution of their assignments.
 - Act on behalf of INREV and represent INREV towards stakeholders.
 - Grow and protect the INREV brand.
2. Key accountabilities
 - The quality of the execution of INREV's strategy.
 - The quality of the daily operations of the INREV Office.
 - The performance and functioning of the committees.
 - The profile of INREV in the real estate sector and beyond
 - Member retention and expansion
 - Staff retention
3. Core activities
 - Prepare the business plan and annual budget, accounts and reports and business plan and recommend it to the Management Board for discussion and approval.
 - Implement budgets, draw up quarterly financial reports.
 - Provide financial oversight and accountability for the organisation's assets and liabilities.
 - Manage directors and managers. Select and appoint INREV office employees.
 - Ensure that the INREV Office is sufficiently resourced to deliver the business plan and to perform all day-to-day activities.
 - Review / evaluate the INREV Office performance and improve performance where necessary.
 - Monitor the progress of the day-to-day organisational and managerial tasks of INREV and act as facilitator for all organisational INREV bodies.
 - Interact with and have a consultative role towards the Management Board, Fund Manager Advisory Council and Investor Advisory Council to gather necessary information and to review the need for additional programs / activities / committees.
 - Provide committees with all tools and facilities so that they can successfully realise their goals.
 - Undertake activities aimed at developing / improving INREV's goals with regards to non-listed real estate investment environment.
 - Develop and maintain relations with other associations / bodies of interest to INREV.

INREV Office - Director

1. Purpose
 - To lead the planning and execution of the programs in their area of responsibility.

2. Key accountabilities
 - The quality of the execution of INREV's strategy in their area of responsibility.
 - The quality of the daily operations in their area of responsibility.
 - The quality of output, performance and functioning of the committees and focus groups in their area of responsibility.
 - The profile of INREV for quality in their area of responsibility

3. Core activities
 - Develop, plan and execute strategies in their area of responsibility.
 - Act as facilitator and have a consultative role towards the committees in the development of strategy, planning and execution.
 - Analyse and work out the INREV agenda which is delegated to the committees or focus groups by the Management Board.
 - Provide wider INREV background to the INREV committee or focus group chairman.
 - In case of material disagreements in a committee escalate them with the Committee Chair to the CEO, who will refer to the INREV MB if matter can not be resolved.
 - Suggest to the MB the selection of committee members and committee chairs in consultation with the CEO
 - Speak and represent INREV at conferences and events hosted by third parties
 - Interact with relevant stakeholders to ensure awareness and further the development of INREV and its programs.
 - Manage managers and program staff.
 - Manage projects to ensure high quality and timely project delivery within scope and budget constraints.
 - Support the CEO and act on his/her behalf if and when appropriate.

INREV Office - Staff

1. Purpose
 - To perform all day-to-day activities in their area of responsibility.

2. Key accountabilities
 - The quality of the execution of day-to-day activities of INREV.

3. Core activities
 - Plan and / or execute activities in their area of program or functional responsibility.
 - Interact with relevant stakeholders and service providers.
 - Contribute to the high quality and timely delivery of projects within scope and budget constraints.
 - Monitor and proactively communicate material deviations from planned execution of activities.
 - Support the achievement of INREV goals.

Investor Advisory Council

1. Purpose
 - To represent the Investor Platform and to act as a strategic sparring partner to the CEO, Management Board and other INREV bodies for relevant investor issues.
 - Effective representation of the interests of investors and effectively addressing the needs of all industry players.
2. Frequency
 - At least 3 times per year
3. Key accountabilities
 - Strengthen influence, position and reputation of INREV amongst investors.
 - Strengthen commitment of investors to INREV by supporting growth of the investor membership.
 - Profile and branding of INREV as investor led organisation.
4. Core activities
 - Communicate (periodically) with the CEO to address relevant issues.
 - Provide the CEO, the Management Board and committees with investor input and give feedback on existing and future INREV initiatives.
 - Secure representation and integration of the investor's perspective in the goals and outputs of INREV.
 - Provide input on strategy and main priorities, offer strategic advice to the CEO.
 - Encourage the universe of investors to become members of INREV.
 - Exchange views with counterparts on issues relating to investment in non-listed real estate vehicles.
 - Ensure that the investor definition is up-to-date (if necessary define a new investor definition), decide on participation for investor-only events / matters.
 - Review applications for membership of the Investor Platform.
 - Define the Investor advisory council membership criteria and review / approve applications of new members.
 - Nominate candidates for the majority of the Management Board seats.

Fund Manager Advisory Council

1. Purpose
 - To act as a strategic sparring partner to the CEO, Management Board and other INREV bodies for relevant fund manager issues.
 - Effective representation of the interests of fund managers and effectively address the needs of all industry players.

2. Frequency
 - At least 3 times per year

3. Key accountabilities
 - Strong influence, position and reputation of INREV amongst fund managers.
 - Strong commitment of fund managers to INREV.

4. Core activities
 - Communicate (periodically) with the CEO to address relevant issues.
 - Provide the CEO, the Management Board and Committees with fund manager input and give feedback on existing and future INREV initiatives.
 - Secure representation and integration of the Fund Manager perspective in the goals and outputs of INREV.
 - Provide input on strategy and main priorities, offer strategic advice to the CEO.
 - Exchange views with counterparts on issues relating to fund management for non-listed real estate vehicles.

Committees

1. Purpose
 - To support INREV in reaching its goals by providing subject matter expertise and commitment towards INREV.
2. Frequency
 - At least 4 times per year
3. Key accountabilities
 - To serve as an information source and centre of expertise for INREV bodies and members.
4. Core activities
 - Review and provide feedback on project proposals, preliminary project deliverables and draft reports.
 - Annually present the achievements of the the previous year and the plans for the next year.
 - Exchange information with the Investor advisory council, Fund manager advisory council as well as the Management Board.
 - Suggest and help introduce relevant contacts for taking part in projects.
 - Suggest and develop ideas for future INREV projects and initiatives.
 - Provide subject matter expertise.
 - Generate input for the INREV strategy and strategy day.

Appointment process:

The general aim is to limit the size of a committee to 10 individuals and to limit the number of committee representatives per member company to three.

Paramount in the appointment process of committee representatives is the expertise a committee applicant is likely to bring to a committee.

The composition of a committee should broadly reflect the broader industry by sector (eg investor, fund manager etc.) and region. In principle a representative should not serve on a committee for more than three consecutive years but then rotate off the committee.

Composition of committees and the appointment of the committee chairman need the approval of the Management Board.

Committee Chair

1. Purpose
 - To ensure properly functioning of the respective committee.

2. Key accountabilities
 - To ensure committee output is of highest quality and reflects best practice of the non-listed industry.

3. Core activities
 - Establish committee goals in line with INREV's strategy.
 - Represent committee as figurehead
 - Provide leadership role in planning and coordinating committee work.
 - Chair committee meetings involving all committee members in decision making
 - Guide, mediate and stimulate discussions within the committee.
 - In case of material disagreements in a committee escalate them with the INREV Director to the CEO, who will refer to the INREV MB if matter can not be resolved.
 - Communicate and coordinate with INREV Management Team on an ongoing basis.
 - Reporting of committee work at MB & Committee Day.

Focus Groups

1. Purpose
 - Temporary entity formed to focus on specific topics
 - Two kind of Focus Groups can be distinguished:
 - Product groups, for example: opportunity funds, open end funds, debt funds, joint ventures, real estate debt funds and club deals
 - Global focus groups
2. Key accountabilities
 - To serve as an information source and centre of expertise for a defined topic (products / strategy / regions).
3. Core activities
 - Analyse and work out a narrowly defined topic.
 - Provide subject matter expertise.
 - Suggest and help introduce relevant contacts for taking part in projects.

Annual General Meeting (AGM)

1. Purpose
 - To act on behalf of the members of INREV.

2. Key accountabilities
 - The strategic orientation of INREV.
 - The quality and composition of the Management Board.

3. Core activities
 - Approve the annual report, comprising audited accounts and reports by the Management Board.
 - Approve amendments of the articles of association (2/3 majority required).
 - Take notice of (oral) report by the Chairman of the Management Board on the activities of the previous year and plans for the forthcoming year.
 - Take notice of and adopt the minutes of the previous AGM.
 - Approve the appointment of the external auditor of the association.
 - Appoint (and re-appoint) members to the Management Board, subject to the binding nomination by the Investor advisory council of at least 50% of the Management Board members.



ANNEX

INREV SERVICES BV

INREV

INREV Services BV

INREV Services BV is a wholly owned subsidiary of the INREV association. The company was established in January 2008. The objective of the company is to provide services to participants in the non-listed real estate funds industry, such as training events and conferences. The company took over these activities from the INREV association per January 2008. The company does not have its own staff but is managed and serviced by the INREV association.

The INREV association is the sole shareholder and director of INREV Services BV, therefore the Management Board is directly responsible for the management and operations of this entity. The Management Board is also the legal representative of INREV Services BV

inrev.org

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info@inrev.org

