

**ARTICLES OF ASSOCIATION**

**of**

**SOCIETY FOR ARTISTIC RESEARCH  
(SAR)**

**an Society according to the provisions of  
Articles 60 et seq. of the Swiss Civil Code**

**with seat in Berne, Switzerland**

## I. NAME, LOCATION, PURPOSE

### Art. 1

**Name** A Society named

#### **Society for Artistic Research (SAR)**

with seat in Berne, Switzerland, exists according to the provisions of Articles 60 et seq. of the Swiss Civil Code (hereinafter "the Society").

### Art. 2

**Purposes** <sup>1</sup> The Society aims at offering artistic researchers the opportunity to disseminate their research in a variety of ways including a combination of a journal publication with research documentation and exposition in a research catalogue.

<sup>2</sup> The Society is independent and not under journalistic influence.

<sup>3</sup> The Society is not profit-oriented and does not pursue commercial purposes.

## II. MEMBERSHIP

### Art. 3

**Categories of membership** The Society has two categories of members, namely:

- a) Ordinary Members;
- b) Sponsoring Members.

### Art. 4

**Ordinary Members** <sup>1</sup> Ordinary membership in the Society shall be open to domestic and foreign individuals. Criteria for ordinary membership may be established by the Executive Board.

<sup>2</sup> Ordinary Members are eligible to vote, to elect the President and the two Vice-Presidents of the Society.

### Art. 5

**Sponsoring Members** <sup>1</sup> Sponsoring membership in the Society shall be open to domestic and foreign legal entities (e.g. universities). Criteria for sponsoring membership may be established by the Executive Board.

<sup>2</sup> Sponsoring Members are eligible to vote and to elect three to five members of the Executive Board (hereinafter also referred to as "Institutional Board Members").

<sup>3</sup> Subject to separate sponsoring agreements, Sponsoring Members may foster the Society's objectives. Criteria for such sponsoring agreements shall be established by the Executive Board.

#### **Art. 6**

#### **Acquisition of membership**

<sup>1</sup> Subject to the provisions of these Articles of Association, membership in the Society shall be open to domestic and foreign individuals and legal entities.

<sup>2</sup> Membership applications shall be directed to the Executive Board. The request shall include a formal statement that the terms and conditions of these Articles of Association are accepted.

<sup>3</sup> The Executive Board decides on membership applications. It may reject a request for membership without giving any reasons.

#### **Art. 7**

#### **Resignation**

Each member of the Society may resign by giving written notice to the Executive Board within thirty (30) days before the end of the calendar year.

#### **Art. 8**

#### **Exclusion**

<sup>1</sup> The Executive Board may exclude a member of the Society with simple majority vote if such member disregards these Articles of Association in a serious manner or if ownership and control of such member has changed.

<sup>2</sup> A member may appeal against a decision of the Executive Board to its exclusion to the next ordinary Association Members' Meeting. The appeal is to be sent as a registered letter to the President of the Executive Board within thirty (30) days after being notified of the exclusion.

<sup>3</sup> A member who refrains from paying its membership fees despite being reminded twice under threat of exclusion of the Society will be removed from the list of members of the Society by the Executive Board without being entitled to appeal against such exclusion.

**Claim on  
Society's funds**

**Art. 9**

All and any claim of the Society's members for the funds of the Society is hereby excluded.

**III. RESSOURCES**

**Membership  
fees and other  
contributions**

**Art. 10**

In order to achieve its purposes, the Society shall:

- a) receive annual membership fees fixed by the Executive Board;
- b) solicit and receive donations in cash and in kind subject to separate sponsoring agreements;
- c) receive, manage and invest real and personal property, money and securities.

**Liability**

**Art. 11**

<sup>1</sup> Only the Society's assets shall be liable for the payment of debts of the Society.

<sup>2</sup> All and any private liability of members of the Society for debts of the Society is hereby excluded; Article 55 Section 3 of the Swiss Civil Code remains reserved for people acting on behalf of the Society.

**IV. ORGANISATION**

**Bodies of the  
Society**

**Art. 12**

The functional bodies of the Society shall be:

- a) the Society Members' Meeting;
- b) the Executive Board;
- c) the Auditors.

## **A. THE SOCIETY MEMBERS' MEETING**

### **Art. 13**

#### **Composition**

The Society Members' Meeting consists of all members of the Society, i.e. all Ordinary Members and all Sponsoring Members.

### **Art. 14**

#### **Duties and responsibilities**

The Society Members' Meeting has the following non-delegable powers:

- a) approval of the annual report of the President, the annual financial statement and the budget as well as the discharge of the Executive Board and the Auditors;
- b) election and removal of members of the Executive Board (whereas Ordinary Members elect and remove the President and the two Vice-Presidents [cf. Art. 4 supra], Sponsoring Members elect and remove three to five Institutional Board Members [cf. Art. 5 supra]);
- c) election and removal of the Auditors;
- d) amendments to these Articles of Association;
- e) resolutions regarding the liquidation of the Society and its assets;
- f) resolutions regarding appeals pursuant to Art. 8 supra;
- g) resolutions regarding all items on the Society Members' Meeting agenda;
- h) resolutions regarding items under its authority subject to the Articles of Association or subject to mandatory Swiss Law.

### **Art. 15**

#### **Meetings**

<sup>1</sup> The ordinary Society Members' Meeting is convened by the Executive Board, usually within the first six (6) months of the calendar year.

<sup>2</sup> The Executive Board or one fifth of the members of the Society may request the calling of an extraordinary Society Members' Meeting which has to take place within two months of the submission of such request.

<sup>3</sup> The invitation to the Society Members' Meeting is to be made in writing (including via e-mail) at least thirty (30) days prior to the meeting date and has to state the agenda. Sponsoring Members domiciled outside Switzerland shall additionally receive a ballot (cf. Art. 18 infra).

<sup>4</sup> Every member of the Society has the right to propose items to be put on the agenda for the next Society Members' Meeting. Such items are to be taken up on the agenda as long as they were provided by letter, e-mail or telefax to the Executive Board by the end of December.

<sup>5</sup> Minutes regarding the resolutions and elections of the Society Members' Meetings shall be kept and must be signed by the chairman and the keeper of the minutes.

#### **Art. 16**

##### **Chairmanship**

<sup>1</sup> Society Members' Meetings are presided over by the President, or in the event of his/her being prevented from doing so, by another member of the Executive Board.

<sup>2</sup> The chairman appoints the vote counters.

#### **Art. 17**

##### **Voting rights**

<sup>1</sup> Every member has one vote at the Society Members' Meeting. Representation is excluded.

<sup>2</sup> Legal entities exercise their voting rights through an individual that is part of its executive board or management. Such individual is to be named to the Executive Board at least ten (10) days prior to the meeting date.

<sup>3</sup> Pursuant to Article 68 of the Swiss Civil Code, members have no vote in respect to resolutions in which they have a substantial interest.

#### **Art. 18**

##### **Voting by mail**

<sup>1</sup> Voting by mail is only permissible for Sponsoring Members domiciled outside Switzerland.

<sup>2</sup> To be valid, the Executive Board must receive Sponsoring Members' duly signed ballots in natura three (3) days prior to the Society Members' Meeting at the latest. Ballots arriving via telefax, e-mail or less than three (3) days prior to the Society Members' Meeting shall be null and void.

#### **Art. 19**

##### **Quorum**

Every Society Members' Meeting called in according to the Articles of Society constitutes a quorum, irrespective of the number of members present.

**Art. 20**

**Resolutions**

<sup>1</sup> Resolutions may only be passed on the items listed in the agenda. Items which are not on the agenda, may be discussed, but require a unanimous vote to be resolved.

<sup>2</sup> The Society Members' Meeting passes its resolutions with the majority of votes present. However, the following items require the majority of two thirds of the votes present:

- a) changes of the Articles of Association;
- b) the dissolution of the Society.

<sup>3</sup> The chairman also votes. In the case of a tie, the chairman has the casting vote, in elections the lot decides.

<sup>4</sup> Resolutions shall be taken unconcealed. Subject to Art. 18 supra, resolutions by ballot shall only be made upon the request of at least one fifth of the members of the Society.

**B. THE EXECUTIVE BOARD**

**Art. 21**

**Composition,  
election and  
term of office**

<sup>1</sup> The Executive Board consists of at least the President and two (2) Vice-Presidents. All of them are being elected by the Society's Ordinary Members.

<sup>2</sup> Sponsoring Members may elect three (3) to a maximum of five (5) other individuals to the Executive Board ("Institutional Board Members").

<sup>3</sup> Members on the Executive Board shall be eligible on the basis of their artistic or scientific background and professional expertise as well as on the feature of their dedication to the purpose of the Society. Whereas the President and the two Vice-Presidents must to be members of the Society, the Institutional Board members do not have to be members of the Society.

<sup>3</sup> The term of office of a member of the Executive Board is two (2) years. Re-election is permissible. However, a member's term of office ends with his/her resignation, dismissal, loss of capacity to act or death.

#### **Art. 22**

#### **Duties and responsibilities**

<sup>1</sup> The Executive Board decides on all matters which are not assigned to another body. In particular, the Executive Board shall decide on:

- a) the strategic objectives of the Society;
- b) the management of the Society with reservations to the powers exclusive to the Society Members' Meeting;
- c) the supervision of the Society's operations and appropriation of resources;
- d) the representation of the Society vis-à-vis third parties;
- e) the elaboration of regulations and by-laws, e.g. on the functioning of additional boards such as an editorial board;
- f) the fixing of membership fees and other tariffs;
- g) the election of board members which are appointed by the Executive Board;
- h) resolutions regarding:
  - the admission and exclusion of members with reservation to the right for appeal to the Society Members' Meeting;
  - the conclusion of contracts (e.g. sponsoring agreements);
  - the initiation and termination of legal proceedings;
  - the granting of signatory power to members of the Executive Board and other officers or employees of the Society;
  - any other matter as passed by the Society Members' Meeting;

<sup>2</sup> The Executive Board may delegate the operational management of the Society to additional boards and/or an editor according to by-laws of the Society and to the extent permitted by Swiss Law.

#### **Art. 23**

#### **Meetings**

<sup>1</sup> The Executive Board meetings are called by the President, as often as required by business. As a rule, a minimum of one in-person meeting is to be held each year.

<sup>2</sup> Two (2) members of the Executive Board may demand the calling of an Executive Board meeting which then has to take place within the next six (6) weeks of the request.

<sup>3</sup> The call to an Executive Board meeting has to be made in writing usually ten (10) days prior to the meeting ahead and has to inform on the agenda items.

<sup>4</sup> Minutes regarding the resolutions and elections of the Executive Board meetings shall be kept and must be signed by the President and the keeper of the minutes. The latter does not have to be a member of the Executive Board.

#### **Art. 24**

#### **Chairmanship**

Executive Board Meetings are presided over by the President, or in the event of his/her being prevented from doing so, by another member of the Executive Board.

#### **Art. 25**

#### **Quorum and resolutions**

<sup>1</sup> The Executive Board has the quorum when the majority of its members are present.

<sup>2</sup> Resolutions may only be passed on the items listed in the agenda. Items which are not on the agenda may be discussed, but require a unanimous vote to be resolved.

<sup>3</sup> The Executive Board passes its resolutions with the majority of votes present. However, the following items require the majority of two thirds of the votes present:

a) election of an editor-in-chief.

<sup>4</sup> In case of a tie vote, the President, or in the event of his/her being absent, the chairman shall have the casting vote, in elections the lot decides.

<sup>5</sup> Resolutions may be taken by circular letter (incl. telefax and e-mail), provided no member of the Executive Board demands oral deliberation.

<sup>6</sup> Members shall abstain from voting in respect to resolutions in which they have a substantial interest.

#### **Art. 26**

#### **Remuneration**

<sup>1</sup> As a general rule, the members of the Executive Board shall not be remunerated for their services.

<sup>2</sup> A remuneration may, however, be awarded in consideration for personal services rendered by members of the Executive Board. The terms and conditions of such services and remuneration shall be agreed to in writing.

### **C. THE AUDITORS**

#### **Art. 27**

##### **Auditors**

<sup>1</sup> The external Auditors are proposed by the Executive Board to the Society Members' Meeting.

<sup>2</sup> They are elected for a term of two (2) years and may be re-elected.

<sup>3</sup> The Auditors examine the accounting of the Society and submit an annual report to the attention of the Society Members' Meeting.

### **V. MISCELLANEOUS PROVISION**

#### **Art. 28**

##### **Dissolution / Liquidation**

<sup>1</sup> The liquidation of the Society can only be decided by an extra-ordinary Society Members' Meeting. The passing of such resolution requires a majority of three fourths of all members of the Society.

<sup>2</sup> In the case of a merger with an institution following a similar or the same purpose, the Society Members' Meeting decides on the proceedings by recommendation of the Executive Board.

#### **Art. 29**

##### **Liquidation in case of dissolution**

The Executive Board organises the liquidation and prepares the report and the final account to the attention of the Society Members' Meeting.

The Society Members' Meeting decides on the use of possible profits.

#### **Art. 30**

##### **Registration in the Commercial Register**

The Executive Board may register the Society in the commercial register of the Canton of Berne.

**Art. 31**

**Entering into  
force date**

These Articles of Association have become effective on the day of the Society's foundation meeting on [date].

Berne, [date]

.....  
The President

.....  
The Vice-President / Secretary