

**BY-LAWS**

**of**

**SOCIETY FOR ARTISTIC RESEARCH  
(SAR)**

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

**with seat in Berne, Switzerland**

These by-laws ("**the By-Laws**") are based on Article 21 Section 1b as well as Article 21 Section 2 of the Articles of Association of the Society for Artistic Research (SAR) ("**the Society**") which aims at offering artistic researchers the opportunity to disseminate their research in a variety of ways including a journal publication with research documentation and exposition in a research catalogue while remaining independent.

## **I. EXECUTIVE BOARD**

### **Art. 1**

#### **Composition**

<sup>1</sup> The Executive Board consists of at least the President and two Vice-Presidents, one Vice-President being the Secretary and the other one being the Treasurer. Each of them shall have joint signature by two.

<sup>2</sup> Sponsoring Members may elect three (3) and a maximum of five (5) other individuals to become members of the Executive Board (hereinafter referred to as "Institutional Board Members"). None of them shall have signatory power.

### **Art. 2**

#### **President**

<sup>1</sup> The President has the overall responsibility for the execution of the directions and instructions established by the Executive Board. He or she shall in particular:

- a) initiate and prepare the meetings and resolutions of the Executive Board together with the Secretary;
- b) chair the Executive Board meetings as well as the Society Members' Meeting;
- c) chair the meetings of the Institutional Board.

<sup>2</sup> The President shall inform the Executive Board, without undue delay, of all important issues.

### **Art. 3**

#### **Secretary**

<sup>1</sup> The Secretary is responsible for the Society's daily business. He or she shall in particular:

- a) support the President in preparing the meetings and resolutions of the Executive Board;

b) prepare the meetings and resolutions of the Society Members' Meeting;

<sup>2</sup> The Secretary shall inform the Executive Board, without undue delay, of all important issues.

#### **Art. 4**

##### **Treasurer**

<sup>1</sup> The Treasurer is responsible for the Society's financial matters. He or she shall in particular:

a) structure the accounting system and the financial controls as well as the financial planning;

b) cause the payment of all amounts due and payable by the Society to any person or entity.

<sup>2</sup> The Treasurer shall periodically, at least annually provide to the members of the Executive Board a short, concise and structured report covering the financial situation of the Society, and, on a quarterly and yearly basis, a statement of the financial situation of the Society and a concise report on business proceeds and achievements.

<sup>3</sup> The Treasurer shall inform the Executive Board, without undue delay, of all important issues.

## **II. EDITORIAL BOARD**

#### **Art. 5**

##### **Composition, election and term of office**

<sup>1</sup> The Editorial Board consists of the Editor in Chief and the Editors. Members of the Editorial Board must not simultaneously be members of the Executive Board.

<sup>2</sup> The Editor in Chief is appointed by a two-third vote of the Executive Board. Editors are suggested by the Editor in Chief and shall be appointed and dismissed by simple majority vote of the Executive Board. All members of the Editorial Board shall be eligible on the basis of their artistic research background and professional expertise as well as on the feature of their dedication to the purposes of the Society.

<sup>3</sup> The Editor in Chief's term of office is five (5) years, the Editor's term of office is two (2) years. Reappointment is permissible. The term of office ends with resignation, dismissal, loss of capacity to act or death.

- Duties and responsibilities**
- Art. 6**
- <sup>1</sup> The Editorial Board has the overall responsibility regarding the Journal for Artistic Research (hereinafter "JAR"). In connection with JAR, the Editorial Board shall in particular:
- a) define JAR's objectives;
  - b) ensure JAR's independency;
  - c) support each other during difficult editorial decisions and provide advise to the Editor in Chief.
- <sup>2</sup> Except as stated otherwise in these By-Laws, the Editorial Board organises itself.
- Meetings**
- Art. 7**
- <sup>1</sup> The Editorial Board meetings are called by the Editor in Chief, as often as required by business.
- <sup>2</sup> Editorial Board meetings are presided over by the Editor in Chief, or in the event of his/her being prevented from doing so, by another member of the Editorial Board.
- <sup>3</sup> Minutes regarding the resolutions of the Editorial Board meetings shall be kept and must be signed by the Editor in Chief and the keeper of the minutes. The latter does not have to be a member of the Editorial Board.
- Quorum and resolutions**
- Art. 8**
- <sup>1</sup> The Editorial 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 Editorial Board passes its resolutions with the majority of votes present.
- <sup>4</sup> In case of a tie vote, the Editor in Chief, 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 Editorial Board demands oral deliberation.
- <sup>6</sup> Members shall abstain from voting in respect to resolutions in which they have a substantial interest.

**Art. 9**

**Reporting**

<sup>1</sup> The Editor in Chief reports to the Executive Board through the President of the Executive Board.

<sup>2</sup> The Editors report to the Editor in Chief.

**Art. 10**

**Remuneration**

As a general rule, the members of the Editorial Board shall be remunerated for their services.

**Art. 11**

**Additional Staff**

If required by business needs, the Editor in Chief may hire, employ and terminate employees including agents necessary or appropriate to carry out JAR's business as appropriate and budgeted.

**III. REFEREE BOARD**

**Art. 12**

**Composition,  
election and  
term of office**

<sup>1</sup> The Referee Board is a collection of highly qualified artistic researchers whose function is to provide their expertise in the reviewing process.

<sup>2</sup> Members of the Referee Board are elected by simple majority vote of the Editor in Chief and the Editors. Members on the Referee Board shall be eligible on the basis of their artistic research background and professional expertise as well as on the feature of their dedication to the purpose of the Society.

<sup>3</sup> The term of office is three (3) years; re-election is permissible. The term of office ends with resignation, dismissal, loss of capacity to act or death.

<sup>4</sup> The Referee Board organizes itself.

**Duties and responsibilities**

**Art. 13**

<sup>1</sup> The Referee Board shall ensure that artistic research is conducted *lege artis*. Thereto, the Referee Board shall in particular:

- a) review the publicised articles;
- b) make recommendations to the Editorial Board.

<sup>2</sup> Subject to the approval of the Editorial Board, the Referee Board may call in additional experts to clarify specific issues. The terms and conditions of such services and remuneration are to be agreed to in writing.

**Remuneration**

**Art. 14**

<sup>1</sup> Members of the Referee 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 Referee Board. The terms and conditions of such services and remuneration shall be agreed to in writing.

**IV. MEMBERSHIP FEES AND SPONSORING**

**Membership fees**

**Art. 15**

<sup>1</sup> Based on Article 22 Section 1e of the Articles of Association dated [date], the Executive Board fixes the annual membership fees as follows:

- a) EUR 50.00 per Ordinary Member;
- b) EUR 1,000.00 per Sponsoring Member.

<sup>2</sup> Upon written request of a Sponsoring Member, the Executive Board may approve the membership fee of a Sponsoring member to be paid in kind. The terms and conditions (incl. the value of the offered in kind contribution) shall be agreed to in writing.

<sup>3</sup> Payment in kind of Ordinary Member's membership fees is not permissible.

**Sponsoring**

**Art. 16**

Besides paying their membership fees, Sponsoring Members may foster the Society's objectives with additional contributions. The terms and conditions of any such sponsorship (in cash or in kind) shall be agreed to in writing subject to separate sponsoring agreements.

**Art. 17**

**Liability**

<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.

**V. MISCELLANEOUS PROVISION**

**Art. 18**

**Maintenance of  
secrecy, hand-  
ing back of files**

<sup>1</sup> All members of the Executive Board and of the Editorial Board (incl. the Editor in Chief and the Editors) are obliged to maintain secrecy towards third parties regarding all information that comes to their knowledge in the performance of their duties.

<sup>2</sup> Business files have to be handed back at the end of the tenure of office at the latest.

**Art. 19**

**Transparency**

<sup>1</sup> The members of the Executive Board and of the Editorial Board shall regularly disclose potential conflicts of interest.

<sup>2</sup> In case of a conflict of interest, they shall abstain from voting.

<sup>3</sup> Transactions between the Society on the one hand and a member of the Executive Board or of the Editorial Board on the other hand shall be carried out "at arm's length" and shall be subject to approval by the Executive Board. The terms and conditions of such transactions shall be agreed to in writing.

**Art. 20**

**Corporate  
Governance**

All members of the Executive Council and of the Editorial Board are obliged to strictly adhere to best practices and all pertaining laws of countries in which the Foundation operates.

**Art. 21**

**Fiscal year**

The fiscal year begins on 1<sup>st</sup> January and ends on 31<sup>st</sup> December.

**Entering into  
force date**

**Art. 22**

<sup>1</sup> These By-Laws enter into force on the date of their adoption by the Executive Board.

<sup>2</sup> They include the following appendix:

a) Organigram (Appendix A)

<sup>3</sup> In case of a conflict between the By-Laws and its appendix, the By-Laws prevail.

**Review**

**Art. 23**

These By-Laws shall be reviewed on a regular basis, at least two three (2) years, and, if necessary, be amended by the Executive Board.

Berne, [date]

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The President

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The Vice-President / Secretary