

ARTICLES OF ASSOCIATION

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

I. NAME, LOCATION, PURPOSE

Art. 1

Name An association 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 ¹ 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.

² The Society is independent and not under journalistic influence.

³ 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) Individual Members;
- b) Institutional Members.

Art. 4

Individual Members

¹ Individual membership in the Society shall be open to domestic and foreign individuals. Criteria for Individual membership may be established by the Executive Board.

² Ordinary Members are eligible to vote and to elect the members of the Executive Board.

Art. 5

Institutional Members

¹ Institutional membership in the Society shall be open to domestic and foreign legal entities (e.g. universities). Criteria for Institutional membership may be established by the Executive Board.

² Institutional Members are eligible to vote and to elect the members of the Executive Board.

³ Subject to separate agreements, Institutional Members may foster the Society's objectives. Criteria for such agreements shall be established by the Executive Board.

Art. 6

Acquisition of membership

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

² 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.

³ 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

¹ 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.

² 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.

³ 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

¹ Only the Society's assets shall be liable for the payment of debts of the Society.

² 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 provided mandatory Swiss Law requires the Society's accounting to be audited or provided an auditing is resolved on a voluntary basis (cf. Art. 26 infra).

A. THE SOCIETY MEMBERS' MEETING

Art. 13

Composition

The Society Members' Meeting consists of all members of the Society.

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 (if any);
- b) election and removal of members of the Executive Board;
- c) election and removal of the Auditors (if any);
- 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

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

² 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. Such a meeting has all the same powers as an ordinary Society Members' Meeting.

³ 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. Institutional Members domiciled outside Switzerland shall additionally receive a ballot (cf. Art. 18 infra).

⁴ 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.

⁵ 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

¹ 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.

² The chairman appoints the vote counters.

Art. 17

Voting rights

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

² Institutional Members exercise their voting rights through an individual. Such individual is to be named to the Executive Board at least ten (10) days prior to the meeting date.

³ 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

Voting by mail is not permissible.

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

¹ 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.

² 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.

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

⁴ 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

¹ The Executive Board consists of the President, and two (2) Vice-Presidents and four (4) additional members. All of them are being elected by the Society Members' Meeting. Whereas each the President and the two Vice-Presidents are elected in a separate round of election, the four additional members of the Executive Board are thereafter elected altogether in one round provided it is not a by-election.

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

Art. 22

Duties and re- sponsibilities

¹ 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;

² 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

¹ 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.

² 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.

³ 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.

⁴ 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 one of the Vice-Presidents.

Quorum and resolutions

Art. 25

¹ The Executive Board has the quorum when the majority of its members are present.

² 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.

³ 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) appointment of an editor-in-chief.

⁴ 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.

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

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

C. THE AUDITORS

Art. 26

Auditors

¹ The Auditors shall be a functional body of the Society only if either mandatory Swiss Law requires the Society's accounting to be audited or if an auditing is resolved on a voluntary basis.

² The Auditors (if any) are proposed by the Executive Board to the Society Members' Meeting. They are elected for a term of two (2) years and may be re-elected.

³ The Auditors (if any) shall conduct a limited auditing ("eingeschränkte Revision") pursuant to Art. 727c and Art. 729 et seq. of the Swiss Code of Obligations provided no regular auditing ("ordentliche Revision") is mandatory.

V. MISCELLANEOUS PROVISION

Art. 27

**Dissolution /
Liquidation**

¹ 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.

² 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. 28

**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. 29

**Registration in
the Commercial
Register**

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

Art. 30

**Entering into
force date**

These Articles of Association have become effective on the day of the Society's foundation meeting on 3rd March 2010.

Berne, 3rd March 2010

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The President

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The Vice-President / Secretary