

Minutes

Member's Association Meeting

sculpture network e.V.

14th December 2021 at 20:00 CET via ZOOM Videoconference

TOP 1 Determination of the quorum

At 20:04 Frank Evelein (Chairman) opens the meeting, which is held in English. He welcomes all members present who are attending today's meeting.

The meeting was called in in good order and on time, in accordance with Article VII of our Bylaws. At 20:06 31 members are present (in total 37 members participated in the course of the meeting).

Frank Evelein asks for requests for any additional items to be added to the agenda. None are mentioned. Ilaria Specos explains the technical details of the Zoom meeting.

TOP 2 Election of a keeper of the minutes

Frank Evelein proposes Ilaria Specos as keeper of the minutes. There are no objections. Ilaria Specos is unanimously elected keeper of the minutes.

TOP 3 Acceptance of the annual report 2020

Frank Evelein introduces Helmut Pütz who has been acting as Liquidator from 03.10.2020 until 13.03.2021.

Helmut Pütz shows the annual report 2020 which has been sent together with the invitation to the General Assembly on 12.11.20221 and can also be found on the sculpture network website under Facts & Figures. He mentions a few points of this report:

The year 2020 was mostly influenced by the restrictions out of the Corona pandemic and the liquidation procedure. Nevertheless, sculpture network organised following activities:

- Eight events with more than 220 participants: 5 Dialogues in 3 countries with 140 participants and three Online Events with 80 participants
- With Newsletter and Online Magazine we reached around 18.000 readers
- The website shows 700 artists from 50 nations, where you can find over 7.000 works and 300 locations for three-dimensional Art
- In addition, the What's on Calendar and the Opportunities should be mentioned

As of 31.12.2020 the association had a total of 793 members in 32 nations.

The annual financial statement of sculpture network e.V. as of 31.12.2020 shows a net loss of EUR 22,400.52 and, after dissolution of significant parts of the previous reserves, still a manageable equity of EUR 17,203.27. The solvency of the association was assured at any time. Franziska Graef, tax consultant, member of the association and auditor elected by the general meeting on 14.03.2021 reports later some more details regarding the numbers.

By contracts between sculpture network e.V. and sculpture network service GmbH dated 29.12.2020 the parties alternately waived all possible claims and obligations between both

parties on the one hand and on the other hand legal and service relations of the past were documented and the association was granted an option to use the jointly developed software (ICT) and website. The contracts are described in detail in the Minutes of the both Extraordinary General Assemblies dated 13.02.2021 and 14.03.2021.

Helmut Pütz asks the members present if there are any open questions. None are mentioned. He states that the Annual report 2020 has been accepted by the Assembly.

TOP 4 Acceptance of the auditor's report on the annual financial statement 31.12.2020

Frank Evelein introduces Ms. Franziska Graef, who has been elected as sole auditor for the annual financial statement 2020 during the General Meeting 14.3.2021. Franziska Graef works professionally in the tax consulting business.

Ms. Graef shows on screen the Audit Report which includes the Financial Statement 2020 that has also been sent with the invitation. She explains that the audit took place in Munich from June 13th 2021 to July 11th 2021. Balance sheet as of 31.12.2020 was presented:

The Audit did not reveal any findings. sculpture network closes 2020 with a cash balance of EUR 9.05 and a surplus on the bank accounts of EUR 26,469,20. With a balance sheet total of EUR 28,613.19, the association has equity of EUR 17,203.27. A loss from ordinary activities of EUR -22,400.52 was reported, resulting in a balance sheet loss of EUR 1,850.52 after the release of reserves of EUR 20,550.00. Sales revenues decreased by EUR 15,868.09 to EUR 109,072.00, mainly due to the decrease in the number of members. The accounting corresponds to the legal requirements and the principles of proper accounting were observed.

Ms. Franziska Graef concludes with the proposal to the members to discharge the board for the fiscal year 2020.

TOP 5 Report of the Liquidator on the liquidation phase 03.10.2020-14.03.2021

Frank Evelein introduces Helmut Pütz who has been acting as Liquidator from 03.10.2020 until 13.03.2021.

Helmut Pütz gives a short report on his activities during the liquidation phase, because this period ended with the "resurrection of sculpture network", therefore we are here today. These activities are described already in detail in the Minutes of the 3rd Extraordinary Member's Association Meeting of 13.02.2021, published on the website under "Facts and Figures.

He mentioned the following:

- As part of the liquidation proceedings, the association transferred its 48% stake in sculpture network service GmbH with effect from 01.01.2021 by selling it to sculpture network service GmbH at a price of EUR 1,-.
- both contracts with sculpture network service GmbH dated 29.12.20 were mentioned already before
- On 14.03.2021, when the new Board was elected, the preliminary financial statement showed a free cash position of around EUR 15.000,-
- The end of the liquidation period and the establishment of the new Board has been published in the official register of the Association on 30.06.2021.
- The tax authority Berlin has accepted the financial statement 2020 and the Annual Report 2020 by issuing a new "Freistellungsbescheid 2020" (exemption certificate) dated 6.12.2021 and therewith confirmed the non-profit status of the association.

- Thanks to Ralf Kirberg's support the association is allowed to continuously use a room in the office of the Waldemar Bonsels Stiftung in Munich as before.
- All documents of this period are stored in the internal electronical archive or will be handed over soon
- Christian Friederichs, new Board member Finance, has access to all bank accounts
- Helmut Pütz further supports sculpture network as "Consultant of organisational Affaires" especially on themes of HR and taxes.

He congratulates the new Board and team who made a future for sculpture network possible. Helmut Pütz asks the members present if there are any open questions. None are mentioned. Frank Evelein warmly thanks Helmut Pütz for his work as Liquidator. He states that this transition phase was crucial for the reconstruction of the association. Helmut showed a very consistent focus on the goal, integrity, enthusiasm and motivation, without which the resurrection of sculpture network wouldn't have been possible.

Laure Debouttière asks which information is accessible via the website. Helmut Pütz responds this regards all Annual reports, recent newsletter and magazine articles and the events of the last four years. Other information is available on request.

TOP 6 Resolution on the discharge of the Executive Board in office until 03.10.2020

Frank Evelein motions that the former Board is approved for the time until 03.10.2020.

In addition, he explains that " Discharge of the Executive Board" means that the Executive Board is absolved from claims for enrichment and damages. In this way, the Executive Board is absolved of personal liability.

Frank Evelein asks the members to vote for discharging the entire former Board:

Otto Vogel (chairman) Cornelia Hammans (vice chairman), Isabelle Henn, Sabine Schaedle and Yke Prins.

Ilaria Specos states the following result of the poll:

Yes:	24
No:	0
Abstention:	2

Frank Evelein states that after the resolution just taken all former Board members Otto Vogel (chairman) Cornelia Hammans (vice chairman), Isabelle Henn, Sabine Schaedle and Yke Prins. are discharged for the period 1.1.-3.10.2020.

TOP 7 Resolution on the discharge of liquidator in office until 14.03.21

Frank Evelein motions that the liquidator in office Helmut Pütz is approved for the period of his duty 03.10.2020 – 14.03.2021 and ask the members for their votes.

Ilaria Specos states the following result of the poll:

Yes:	26
No:	0
Abstention:	1

Frank Evelein states that after the resolution just taken Helmut Pütz is discharged for the period 03.10.2020 to 14.03.2021.

TOP 8 New election of auditors for the financial years 2021 and 2022

Frank Evelein explains that the statutes of sculpture network e.V. provide in section XV that two persons are elected as auditors from among the members for a period of two years.

Only those shall be elected auditor who can prove their professional competence for this office, preferably tax consultants or business consultants. They may not be a member of the executive committee. Re-election shall be admissible. Franziska Graef has already introduced herself with her professional work by providing the auditor's report of 2020 and is willing to support sculpture network also in 2021 and 2022.

Karin Lang who is unfortunately not able to join this meeting would like to assist as auditor assistant and introduces herself with these greeting words she sent:

After my graduation in Industrial Engineering I worked for Infoman GmbH in Stuttgart. After a long parental leave, I got the chance to join sculpture network in member care, accounting and database maintenance. I found this often quite work-intensive time very instructive. The cooperation with the team in Munich was simply intimate and friendly. I always found the Experiences, Dialogues and various events organized by sculpture network to be extremely enriching. Inspired by three-dimensional art, I designed a small bronze sculpture in a workshop lead by Andrea Matheisen. Although I feel extremely at home in the world of numbers.

After leaving in May 2018, I now work exclusively full time for Finance and Accounting in another company.

The friendly contact with the individual members in the team and board is still there. Therefore, I would be happy to take over the honorary position as the assistant auditor for the annual financial statement under the leadership of Ms. Franziska Graef.

Unfortunately, I am not able to attend today's general meeting. I wish you a wonderful time.

Frank Evelein asks for the vote on the following resolution:

Franziska Graef is elected as auditor and Karin Lang elected as audit assistant for the annual financial statement 2021 and 2022

Ilaria Specos states the following result of the poll:

Yes:	25
No:	0
Abstention:	2

Frank Evelein states that after the resolution just taken Franziska Graef is elected as auditor and Karin Lang as audit assistant for the annual financial statement 2021 and 2022.

Michael Zwingmann asks why if there are 31 members presented only 27 voted. Helmut Pütz explains that maybe not everyone who is currently showed as "online" is actively watching the screen in this moment and joining the voting section.

TOP 9 Appreciation of the founder and honorary member Ralf Kirberg

Frank Evelein gives the word to Anne Berk, Vice Chairman who prepared a PowerPoint presentation about Ralf Kirberg, sculpture network Founder and former Chairman, who after 17 years says farewell and leaves the Curatorial Board. The Board and members want to thank him

warmly for his passionate and tireless commitment to sculpture network and honour him with an honorary lifetime membership. Photos and memories of the past events are shared on the screen. The presentations emphasise his crucial role on the foundation and development of the association going from the pioneering years with Hartmut Stielow and Isabelle Henn up to his charming networking skills at the many events and meetings. The Board, team and members will work hard on keeping his dream of a sculpture network family alive.

An article about it can be found on our magazine: <https://sculpture-network.org/en/magazine/Ralf-Kirberg-farewell>

TOP 10 Report of the board about the activities in 2021 and the plans for 2022

Frank Evelein gives a short overview of the guiding principles that the new Board elected in March 2021 followed for this first year. The principles were developed during the transition period thanks to the work of the Think Tank group and are:

- Slim down: the staff was reduced from two full time positions to one half time position
- Simplify: Focus on core program such as Dialogues, International Forum, Art Trips
- Decentralize: Organisation of Dialogues – driven by coordinators
- Outsource: Art trips with external guides, active members a.o. helping with social media, translations, ICT
- Renew: Connect members via the Online Club; finding new coordinators to enlarge the network

Anne Berk reports on the activities that took place in 2021. The year was still influenced by the restrictions out of the Corona pandemic but we made the best out of it. She emphasizes how crucial the role of sculpture is especially today; as we increasingly orient ourselves by eye, communicating via screens in virtual space, we need the sense of touch more than ever. Sculpture is a way to ground ourselves, and connect to the earth. It helps us to focus specifically on the physical interaction with the world.

Anne Berk states the activities of 2021:

- 1 Art Trip with 30 participants
In October we visited Bilbao and La Rioja region in Spain on the occasion of the art fair SCULTO. SCULTO is the first Spanish fair which focuses only on three-dimensional art. The trip was organized by the office together with Beatriz Carbonell Ferrer, also organizer of the fair. The team want to thank Beatriz for the enormous support for the organization.
- 12 Dialogues with 178 participants in 5 countries
We visited some new exhibitions, renewed private collections, artist studios and much more. On our website under <https://sculpture-network.org/en/dialogues> you can find an overview.
- 10 Online Club's with 298 participants:
In the past corona year, when physical meetings were not possible, we developed The Online Club. In 2021 we continued these series of online events with a growing audience. Artists, curators and friends of the arts can easily network and share ideas online with soulmates from all over the world, while comfortably sitting in their living rooms! National borders are crossed without any cost.
The topics were very different from Sound Sculptures, to Fire, Fog, Light and Electricity to Metal Sculptures. At this link you can find an overview: <https://sculpture-network.org/en/online-events> .
The Online Club has also the goal to enhance exposure of our members, everyone is welcome to send topic proposals.
- A cooperation with a Sculpture Symposium with three participants

- 88 new members joined
- 10 newsletter editions were published.

Anne Berk gives the word to Yke Prins who presents the plan for the next three year. Yke Prins points out that also 2022 will be a consolidation year and that the Corona situation which is still unpredictable made it difficult to plan big international events.

For this reason, in 2022 we will focus on following events:

- Dialogues
- The Online Club
- Trip to Documenta Kassel 24 – 26 June 2022

In addition to habitual Dialogues we would like to offer regional meetings which are longer than the usual two-three hours Dialogue and that would allow members living in the neighbouring countries to also join the event. These new events should be cheaper than an art trip and also less challenging for the small team.

For 2023 we then would like to organize again Dialogues, Online Clubs and the International Forum in Málaga which we had to cancel in 2020 due to the pandemic. In 2024 in addition to Dialogues and Online Clubs we plan an art trip to the Venice Biennial.

Yke Prins presents the three new Coordinators that joined our team in 2021: Hilde Van Canneyt for Belgium (art critic and author), Marek Wolynski from London (curator and art critic) and Ien van Wierst for the Balearic Islands (artist and founder of the Palmyra Sculpture Centre in Mallorca).

She also addresses the members present once again and emphasizes that their commitment is also needed, because **everyone is the network**. Suggestions and improvements for example for events, opportunities, help with translations, social media etc. are very welcome. Also, big and small donations are welcome and would help us finance new articles for the Magazine page.

Dilys Jackson reports on the International Cast Iron Art Symposium which in 2022 will take place in Berlin and suggests to connect with them. The idea is very well perceived and Anne Berk takes the opportunity to remember members to share their information with the colleagues and if they know of any call for artists or similar to send it to opportunities@sculpture-network.org.

Christian Friederichs, Board member Finance, reports on the overview of financial key figures including forecast 2021 and budget 2022.

He states its principles which are already shown in the extraordinary general assembly on 13.02.2021:

- Conservative budgeting: basic cost 2021-2022-2023 is to be covered by membership fees only
- Events-on-location are self-funding (activity costs covered by activity income)
- New offering of digital events with some central sponsoring
- Minimum cash position: 2 months expenditure at any time

The forecast 2021 and Budget 2022 shows that following those principles the financial situation is well manageable and forecast and budget are on the safe side. On personnel expenses we foresee to add a second person to the team for ca. 15 hours per week.

For 2022 we expect a loss driven by the ICT software and website. The increased cash of more than 20.000 EUR forecasted to 31.12.2021 opens the financial headroom to act carefully. An update of website content management system Drupal will be needed and this requires evaluation of strategic decision. We would prefer to invest this amount on a new system then updating the old one which is oversized and too complex. Frank Evelein explains

that we will consult an expert and connect also with other organisations in order to take the right decision as changing an ICT system asks careful consideration and planning.

Blake Ward has been doing a great job designing a new website concept, he states that we have a plan but further research needs to be done and we also need the opinion of some experts. Christian Friederichs adds that the budget foresees for this a paid consultant.

During the presentation of the financial key figures Christian Friederichs also addresses the topic of payment to Board Members. Those according to the By-Law can be compensated when the duties and tasks go beyond that expected of a volunteer. Following the principle of transparency and in accordance with the tax and other legal regulation, he presents the payments that Curator Anne Berk received in 2021 (EUR 2.802 + VAT) and may receive in 2022 (EUR 4.060 + VAT) for her activities as Coordinators for The Netherlands, Curator of the Online Club and of the Art trip to Documenta that might be changed during the preparation of a solid project calculation. Those are not time based but related to specified actions or events and are not higher than market price of third-party service.

Frank Evelein adds that this has been shown to be necessary as the job Anne has done in the last 12 months has been enormous.

TOP 11 Motions and wishes of the members

Frank Evelein opens the Q&A session.

Michael Zwingmann asks Ilaria Specos how her year was working as only staff member of sculpture network. Ilaria Specos states that it was busy but fun and that she had full support by the Board members, freelancers and volunteers. She hopes that the team will enlarge in the future and more events are possible.

Natasa Panian asks about contact in Italy for an art residency in Tuscany. Ilaria Specos will send her the contact details of Stefanie Krome, our Coordinator who lives and works in Carrara.

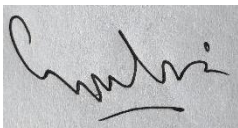
On the topic of the new website, Alice Bakker suggests to put special attention also to the design as the visual presentation is crucial for artists. Frank Evelein asks if Alice is willing to advise the ICT group on the subject, which Alice confirms.

Hartmut Stielow thanks Ralf for the network he started, without it those relations would not exist. He also thanks the new Board for their commitment on pursuing the work of the founders.

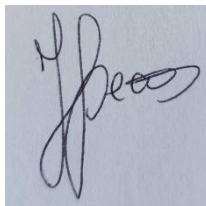
In the Zoom Chat also Laure Debouttiere and Natasa Panian thank the Board.

No more questions are asked, Frank Evelein closes the meeting at 22:00, thanks all participants and expresses the hope to see everyone again at the next events.

München, 16.12.2021



Frank Evelein
Chairman and leader of the meeting



Ilaria Specos
Minute keeper