

# Minutes

## 2nd Extraordinary Member's Association Meeting

### sculpture network e.V.

3 October 2020 at 11.00 AM via ZOOM Videoconference

#### ITEM 1 Verification of the quorum

At 11:08 AM Otto Vogel (Chairman) opens the meeting, which is held in English. He welcomes all members in the name of all Board members present: Cornelia Hammans, Sabine Schaedle, Yke Prins, Isabelle Henn and himself.

The meeting was called in in good order and on time, in accordance with Article VII of our Bylaws. 29 members are present today. Technically being the second association meeting, the member's meeting also has a quorum with regard to the scheduled liquidation resolution in accordance with Article XVII of the bylaws, irrespective of the number of members present with voting rights.

Otto Vogel asks for requests for any additional items to be added to the agenda. None are motioned.

Nina Gramüller explains the technical details of the zoom meeting.

#### ITEM 2 Election of a keeper of the minutes and of a leader of the meeting

Otto Vogel proposes Ms Martina Fischer as keeper of the minutes. There are no objections. Ms Martina Fischer is unanimously elected keeper of the minutes.

Otto Vogel proposes Isabelle Henn as leader of the meeting. There are no objections. Ms Isabelle Henn is unanimously elected leader of the meeting.

#### ITEM 3 Resignation of the board of directors

Today's extraordinary members' meeting has become necessary because, as it has already been announced at the last member's meeting on 28th August 2020, all current board members will resign today. Isabelle Henn asks all board members to explicitly state their resignation. All Board members state simultaneously:

*"I herewith resign as a member of the board of sculpture network as of now. I declare this to the other board members and also to the members meeting."*

The members and the members of the board present at the meeting take note of the resignations.

#### ITEM 4 Elections to the board of directors

In the last meeting Helmut Pütz, who was a member of the Board till 2017, offered himself as a new member of the board. As a board needs a minimum of two persons, Helmut Pütz asked the members to get in touch with him if they are willing to join the board.

During the last 5 weeks there have been many phone calls and Zoom meetings and a very intense discussion about the future of sculpture network took place. This was especially driven by our Dutch coordinator Anne Berk and a group of very dedicated coordinators, members and also by some new faces who all together created a thinktank for a possible future. Helmut Pütz has participated in some meetings as a guest.

After these discussion Helmut Pütz withdrew his offer to become a member of the board. And no one else offered to do so either.

This means that Sculpture Network as an association is now without leadership and without legal representation. Therefore, under the next item on the agenda the dissolution of the association is to be decided.

But before that Isabelle Henn passes the word to the spokesman of the Think Tank around Anne Berk so that he can share their thoughts with us.

Frank Evelein gets the word:

*"My name is Frank Evelein. I have had the fortune to live with a sculptor with over 30 years in her profession. I have often assisted her and I have seen the beauty and the challenges in her working life. I have experienced how much Sculpture Network has meant for her career. I felt personally hurt by the idea that Sculpture Network would disappear. I joined the Think Tank.*

*The Think Tank is composed of coordinators and members. It is driven by the desire to explore if there is a way to continue to serve members in the future.*

*What has the Think Tank done?*

- *Try to understand the situation*
- *Come together in Zoom and 1:1 meetings and forge relationships amongst ourselves*
- *Think of scenario's and written proposals, including 3 year financial outlook for each scenario*
- *Assess the chances of continuing the current SN*

*What have we found as a Think Tank?*

- *We have been impressed and touched by what the founders, coordinators, board members, sponsors and members have done and what they created*
- *We have heard impressive stories of what SN has meant to individual sculptors*
- *We have listened to words, visionary words, essential words that are like a flag, pointing the way*
- *We have found a big beating Sculpture Network heart with members, coordinators as well as previous and current board members. That heart beats, irrespective of formal aspects such as finance, bylaws and legal.*

*What do the members of the Think Tank hope?*

- *We hope we will be able to work with members, coordinators to create a restart*
- *We hope to have constructive relationship with the liquidator*
- *We hope we will be able to keep that beating heart going*

*If you would like to be part of our journey into the future, please send a message to [aberk@xs4all.nl](mailto:aberk@xs4all.nl) . We welcome you with open arms. We intend to develop a robust proposal*

*together with members and coordinators that will be of value to current and future members and does honour to the heritage of Sculpture Network.*

*For clarity, the members of the Think Tank recommend the attendees to vote for a dissolution of Sculpture Network, since that appears to be the most viable way forward. I thank you."*

## **ITEM 5          Dissolution of the association**

In accordance with Article XVII.2. of our Bylaws Isabelle Henn asks the participating members to vote for the dissolution of the association. Nina Gramüller shortly explains how the members can vote via Zoom. There will be a window for the poll and everybody can state in favour, against or abstention.

Isabelle Henn proposes the following resolution:

**"The association will be dissolved with immediate effect."**

Nina Gramüller states the following result of the poll:

<b>In favour:</b>	<b>22</b>
<b>Against:</b>	<b>4</b>
<b>Abstention:</b>	<b>3</b>

Nina Gramüller notes that the following decision has been taken: "The association will be dissolved with immediate effect."

## **ITEM 6          Appointment of a liquidator**

In the last extraordinary member's meeting on 28<sup>th</sup> August 2020 the members were asked to contact the Board if they would be willing to act as a liquidator. Helmut Pütz, who was a member of the Board till 2017, offered to act as a liquidator.

Isabelle Henn proposes the following resolution:

**"Mr. Helmut Pütz born on 14.02.1948, residing in Sudetenstr. 20b, 82166 Gräfelfing, is appointed liquidator of the association. He has the power to represent the association and to pass resolutions alone and is fully exempted from the restrictions of Sec. 181 BGB."**

Nina Gramüller states the following result of the poll:

<b>In favour:</b>	<b>26</b>
<b>Against:</b>	<b>1</b>
<b>Abstention:</b>	<b>2</b>

Nina Gramüller notes that the following decision has been taken: "Mr. Helmut Pütz is appointed liquidator of the association. He has the power to represent the association and to pass resolutions alone and is fully exempted from the restrictions of Sec. 181 BGB."

Helmut Pütz thanks the participants for the trust they have placed in him. He will now draw up an inventory of the existing or possible claims of third parties as well as a plan for the liquidation

phase, obtain legal advice and provide information to the members and on the website. In view of the intensive discussions of the Think Tank group initiated by Anne Berk, he believes that there is a realistic chance for a re-start of Sculpture Network during the liquidation phase. He will support every form of communication with the members as far as he can.

Isabelle Henn states that the dissolution of the association will take at least 12 months as all creditors must have time to announce their claims. If during that time two members offer to become members of the board, the liquidator can call in a members' association meeting and the members can vote a new board and stop the dissolution.

If no one steps in and all creditors are satisfied, according to the Bylaws all remaining assets – tangible and intangible ones – will go to the Waldemar Bonsels Foundation. The liquidator may coordinate with the Waldemar Bonsels Foundation how to deal with the archives and intangible assets.

Isabelle Henn states, that the board will help Helmut Pütz with any information he needs in the process.

Several members thank the association for the wonderful experiences, the relationships build and the opportunities they gained. Special thanks were given to the founders Ralf Kirberg and Hartmut Stielow and all current and past members of the Board, as well as the members of staff and the coordinators and volunteers for their contribution and dedication in the past years.

## **ITEM 7        Miscellaneous**

Isabelle Henn closes the meeting in the name of all former board members stating the following:

*Sculpture Network has done a lot for the support and promotion of three-dimensional art, for sculptors and all institutions and people related to sculpture in all over Europe.*

*It's been 15 fantastic years! Friendships and business contacts, marriages and sales, laughter and fighting – We profoundly hope all those great connections which sculpture network facilitated and seeded live on!*

*We would like to take this opportunity to deeply thank all our members and donors, but also the many volunteers who supported us during all this time: without you sculpture network would not have existed and would not have been as enriching and colourful as it was. The dissolution paves the way for new ideas and we heartfully wish the Think Tank good luck for creating something new.*

Isabelle Henn closes the meeting at 12:05 PM and thanks all participants for their attendance.

Munich, 03.10.2020

Isabelle Henn  
Leader of the Meeting

Martina Fischer  
Keeper of the minutes