

Bylaws of sculpture network e.V.

I. Name, Registered Office and Purpose

1. The name of the Association is "sculpture network".
The Association is registered at the Municipal court Charlottenburg (Berlin) under 23307 Nz and bears the supplement „e.V.“ .
2. The Association shall have its registered office in Berlin. The place of the registered office may be changed within Germany upon prior consent of the Board. Subsidiaries and departments may be founded by means of corresponding resolutions of the Board.
3. The association shall operate exclusively for charitable purposes in accordance with the paragraph „Tax privileged Purposes“ of the Tax Code. The purpose of the association shall be the promotion of art, science and education for the public welfare. Especially including – but not limited to – the development and spread of sculpture and other related art forms. The purpose of the bylaws shall be realized through performance of scientific events and research projects, placing of research orders, performance of workshops/academies, especially for young artists, exchange of ideas and experiences with art academics and museums, collection of documents and literature, maintenance of art collections, performance and development of exhibitions, public relations and development of the transatlantic and worldwide cultural exchange.
4. The Association shall support, in accordance with its own bylaws (paragraph 3), the non-material and practical goals of the national and international organizations, which have been organized to operate exclusively for charitable, scientific, and educational purposes all for the public welfare with the special purpose to promote the development of sculpture and other related art forms. The support shall include in particular the performance of scientific events and research projects, exchange of ideas and experiences with art academics and museums, collection of documents and literature, maintenance of art collections, performance and development of exhibitions, public relations and development of the transatlantic and worldwide cultural exchange.
5. The Association shall exercise its purpose throughout Europe and beyond.
6. As soon as a European Association Law shall be put in force, the Association will apply for its recognition in all European states.

II. Fiscal Year and Public Utility

1. The fiscal year shall be the calendar year.
2. The Association shall exclusively pursue purposes as defined in the paragraph „Tax privileged Purposes“ of the Tax Code. The Association shall act altruistically; it shall not primarily pursue profitable purposes.
3. The funds of the Association shall only be used for purposes in accordance with the bylaws. The association members shall not receive any allowances out of the Association's funds.

4. No person shall be privileged either by any expenditure diverting from the intended purposes as stipulated in the bylaws of the corporation or by any excessively high remuneration.
5. The Association shall be entitled to found limited liability corporations and to take shares in limited liability corporations, as far as this serves the purposes and goals of the Association.
6. The Association shall be entitled to accept the membership of national and international associations and altruistic corporations, as far as this serves the purposes and goals of the Association.

III. Membership

1. Any natural or legal person may become member of the Association. The Association shall also be open to institutions, as far as they have the same goals as the Association.
2. The admission shall be given upon the acceptance of the application by the Board. A rejection shall not be subject to any explanatory statement.
3. The membership shall start at the date of acceptance.
4. The membership shall be terminated by
 - a. Withdrawal
 - b. Exclusion
 - c. Death
5. Withdrawal may be declared towards the Board by letter, fax or e-mail at the end of the year before November 30. The deadline shall be deemed to be met only if the declaration of retirement is presented to a member of the Board in due time.
6. A member may be excluded by resolution of the Board upon good cause. Good cause may especially be given in case of violation of the Association's principles and goals as well as in case of delay in payment of the membership fee. The exclusion of the member shall take effect upon resolution of the committee. The exclusion resolution has to be made by at least four members of the Board and has to be justified towards the member in question.

IV. Rights and Duties of the Members

1. The members and the Association shall perform a regular exchange of information on current and planned measures related to the purposes and goals.
2. All members are obliged to promote the goals of the Association and to pay their membership fee. The membership fee shall be paid through bank collection authorization or by credit card.

V. Organs of the Association

1. The organs of the Association consist of
 - a. the general meeting of members/representatives
 - b. the advisory board
 - c. the Board
2. The activities of the advisory board and the Board shall be unsalaried; an appropriate compensation of expenses shall be possible.

Inasmuch as members of the Advisory Committee and the Executive Board perform duties within the organisation and/or tasks in achieving the common goals of the association which are above and beyond that expected of a volunteer, an appropriate fee may be paid to cover not only expenses incurred. Limits imposed by non-profit regulations must thereby be observed.

In such cases, the administration will inform the members' association meeting of the grounds for the payment and of the amount involved.

3. Should the number of members of the Association exceed 1,000, the rights and duties of the general meeting may be transferred to a representatives meeting.
4. The advisory board is obliged to advise and supervise the activities of the Board and to promote their activities.

VI. Responsibilities of the General Meeting

1. Acceptance of the annual report of the Board and of the auditor's report.
2. Discharge of the Board.
3. Election of the advisory board.
4. Election of the auditors.
5. Amendments of the bylaws.
6. Dissolution of the Association.

VII. General Meetings

1. The ordinary general meeting of the members shall be held at least every two years. All members shall be invited to the general meeting by written notice, fax or e-mail including an agenda and information on the venue, at least one month prior to the meeting. The deadline is deemed to be met, if the notice has been sent in time.
2. Extraordinary general meetings may be called by the Board at any time. These meetings have to be called by the Board at the request of 1/5 of the members. Notice period is one month; agenda and meeting place have to be indicated in the invitation.

VIII. Conduct of the General Meetings

1. A duly called general meeting is deemed to have the quorum irrespective of the number of the attendant members with voting power. It shall be possible to hold general meetings via internet.
2. Chairman of the General Meeting shall be the chairman of the Board, in his absence the vice chairman of the Board, and should he not be available, the oldest attendant member of the remaining Board.
3. Every member of the general meeting holds one vote. A transfer of the voting right is not possible.
4. Minutes on the general meetings have to be taken and signed by the person taking the minutes and the chairman of the general meeting. The minutes have to include:
 - a. the number of attendant members with voting power
 - b. all applications made including their votes
 - c. the exact wording of all resolutions
5. The minutes of each general meeting must be made available on the website of the association 30 days after the meeting at the latest and shall then be deemed as having been published to every member of the Association.
6. Resolutions at the general meeting shall be passed by a simple majority of all members attending the meeting and, in case of the procedure according to Paragraph 1, Sentence 2, including those members logged in via internet. In case of a parity of votes, the vote of the chairman shall be the decisive vote.
7. These bylaws may be altered or amended by a vote of 2/3 of all voting members.

IX. Representatives' Meeting

1. The representatives' meeting shall be elected for the first time during the general meeting, if the number of attendant members exceeds 1,000.
2. Any person fully capable of contracting, being a member of the association and not being a member either of the Board or of the advisory board, may be elected agent.
3. The representatives meeting shall consist of not less than 40 representatives, elected by the members of the Association. The representatives cannot be elected by authorized persons. They may not be granted multiple voting rights.
4. The representatives shall be elected during the general meeting. The representatives shall be elected for a period of three years starting with the beginning of their term of office. Their term of office shall begin at the end of their election day. The representatives shall remain in office until the election of a new representatives' meeting or until a corresponding successor has been designated.
5. There shall be one representative per 25 members (plus one for the remaining members). The exact voting procedure including the determination of the voting result shall be defined in the voting rules, which shall be passed by the Board. These rules shall be subject to the approval of the general meeting.
6. Should one of the representatives retire or resign by any reason before the expiry of his term of office, a new representative has to be elected in his place. His term of office shall expire at the expiry date of the retired representative's office term at the

earliest. The new representative has to be elected in accordance with the voting rules applied.

7. A list of all elected representatives shall be made available on the website of the Association.

X. Duties of the Representatives' Meeting

1. The representatives' meeting shall assume all duties, rights and obligations of the general meeting.
2. The notice of a representatives' meeting shall be effected following the implementations defined in paragraph VII; it shall be performed in accordance with paragraph VIII.
3. The following responsibilities may not be transferred to the representatives' meeting:
4. amendments of the bylaws, as far as the responsibilities of the general meeting are concerned,
the dissolution of the Association.

XI. Advisory Board

1. The advisory board shall consist of at least three members. The general meeting may increase this number at its own discretion. The members of the advisory board shall be natural persons who are completely capable of contracting, are members of the Association but not of the Board.
2. The members of the advisory board shall be elected during the general meeting for a term of three years. Their term of office shall start at the end of their election day. Re-election is allowed.
3. Should a member of the advisory board retire early, the term of office of his elected replacement shall be limited to the remaining term of office of the retiring member. Should the number of members of the advisory board fall below the minimum number (paragraph 1), a general meeting has to be called without delay, in order to hold elections for replacements.
4. The advisory board shall elect a chairman and his deputy from its midst. The advisory board shall pass its own rules of procedure which have to be signed by all advisory board members.

XII. Duties of the Advisory Board

1. The advisory board shall promote, support and advise the Board on its work. The advisory board shall give particular support with respect to the geographic expansion of the Association's interests.
2. The advisory board shall hold meetings whenever required, however, at least once a year. The meetings shall be called and conducted by the chairman of the advisory board. The advisory board may invite the managing committee to attend its meetings.

For more detailed provisions, the advisory board shall pass its own rules of procedure.

3. The advisory board shall make recommendations available to the Board.

XIII. The Board

1. In accordance with § 26 BGB (German Civil Code) the Board consists of the Chairman, the Vice-Chairman and up to three other members.
2. The Extended Board of the Association consists of the members of the Board in accordance with § 26 BGB and up to five other members.
3. For legal and extrajudicial issues two members of the Board are authorized to jointly represent the Association in accordance with § 26 BGB.
4. In these bylaws "Board" is always the Board in accordance to § 26 BGB, unless otherwise specified.
5. All members of the Extended Board are authorized to take part in the Board Meetings.
6. Extended Board shall be elected for a term of three years; however, the Extended Board shall, in principle, remain in office until a new Board has been elected. Re-election shall be allowed. Any reappointment or dismissal (including that of the Extended Board) must be passed by the Extended Board, with approval of at least two-thirds of the members of the Extended Board.
7. The Extended Board shall pass its own rules of procedure, in which all duties and obligations of the individual members of the Extended Board shall be defined. These rules of procedure must be approved unanimously; any amendments must also be approved unanimously.
8. Should an amendment of the bylaws become necessary due to an order from the register court or another authority, the Board shall be authorized to decide on a relevant amendment of the bylaws in accordance with § 26 BGB.

XIV. Responsibilities of the Board

1. The Board shall conduct the business of the Association as defined in these bylaws and in accordance with its schedule of responsibilities, its internal rules of procedure and the resolutions passed by the general meeting. The members of the Association must be informed in writing on the schedule of responsibilities immediately following the election.
2. The Board may designate further committees for general and special tasks for the term of the fiscal year or for another limited term.
3. The chairman shall be the spokesman of the Board; he shall preside over the general meetings and the meetings of the Board. He shall supervise the activities of the Board. He shall have the right to attend any meetings of the other committees. In his absence he shall be represented by his deputy. All duties of his deputy and of all further members of the Board shall be defined in the schedule of responsibilities.

4. Plots of land may only be sold upon the approving resolution of the general meeting. The same applies to the sale of assets of the Association exceeding a value of EUR 500,000.-- and to incurring debts exceeding a value of EUR 500,000.--.

XV. Auditors, Annual Statements and Auditing

1. The auditors shall be elected for a term of two years. Two auditors have to be elected out of the midst of the members.
2. The Board shall provide the annual statements within four months after the end of the fiscal year.
3. These annual statements have to be audited by the auditors in due time before the annual meeting. The purpose of this audit shall be to check whether the accounting and the annual statements comply with the law, the bylaws and all resolutions passed by the members. The result of the audit shall be recorded in writing and presented at the annual meeting. In stead of approval by an auditor the auditor's report can also be approved by a certified accountant/ auditing company. In this case the election of auditors is not required.
4. Any complaints and recommendations shall be put on record and presented to the Board without delay.
5. 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 Board. Re-election shall be admissible.

XVI. Fees

1. Every member shall have to pay a membership fee.
2. The amount of the membership fee shall be determined by the Board.
3. The membership fee shall have to be paid annually in advance.
4. The Board shall be authorized to defer or waive fees totally or in part.

XVII. Dissolution of the Association

1. The Association shall be dissolved upon resolution of the general meeting or if the number of members falls below three.
2. A general meeting intending to dissolve the Association shall only be deemed to have a quorum, if 2/3 of the voting members are in attendance. The dissolution itself may only be resolved by a 3/4 majority of the voting members attending the election. Should the general meeting not have a quorum, a new general meeting has to be called that has a quorum in any case; a corresponding note has to be included in the notice to the new meeting.
3. In either case, the Board being in office at the time when the dissolution shall be resolved shall be designated liquidator. Upon the dissolution or in case of discontinuation of the tax privileged purposes, the remaining assets shall be

transferred to the Waldemar Bonsels Foundation in Munich, Germany under the condition that they are again used directly and exclusively for the promotion of art, science and education for the public welfare, in particular including the development and advancement of sculpture and other related art forms for the performance of scientific events and research projects, placing of research orders, performance of workshops/academies, especially for young artists, exchange of ideas and experiences with art academics and museums, collection of documents and literature, maintenance of art collections, performance and development of exhibitions, public relations and development of the transatlantic cultural exchange.

XVIII. Duty of Notification

Any resolutions on changes in the composition of the Board, amendments of the bylaws and dissolution of the Association must be notified to the registering court and the appropriate tax authorities.

XIX. Validity

These bylaws were passed by the general meeting of the Association on January 21, 2004 and in the extraordinary meeting on May 13, 2005 revised. The revisions shall become valid upon their registration at the Association Register of the Municipal Court of Berlin.