

Minutes

3rd Extraordinary Member's Association Meeting

sculpture network e.V.

13th February 2021 at 11.00 AM via ZOOM Videoconference

ITEM 1 Verification of the quorum

At 11:03 AM Helmut Pütz (Liquidator) opens the meeting, which is held in English. He welcomes all members present and Hartmut Stielow, member of the Curatorial Board and Co-founder of sculpture network, who is attending today's meeting.

The meeting was called in in good order and on time, in accordance with Article VII of our Bylaws. At 11:04 AM 45 members are present (in total 58 members participated in the course of the meeting).

Helmut Pütz 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.

ITEM 2 Election of a keeper of the minutes

Helmut Pütz proposes Christina Würtenberger as keeper of the minutes. There are no objections. Christina Würtenberger is unanimously elected keeper of the minutes.

ITEM 3 Report of the Liquidator

Helmut Pütz gives a brief report on his duties and activities as Liquidator. He was duly elected to the office of Liquidator at the 2nd General Meeting on Oct. 3rd 2020.

His duties so far have been:

- updated the official register of the Association (25.11.2020)
- call all creditors of sculpture network, published in Amtsblatt Berlin on 4.12.2020
- drawn up an inventory of the existing and/or possible claims of third parties as well as a plan for the liquidation
- checking all contractual obligations of sculpture network and cancel them
- checking all papers and files of sculpture network in the office and on devices
- access to all bank accounts
- update some content of the website
- negotiated with sculpture network service GmbH (see ITEM 4+5) and regulated access to the ITC/Website in the future
- prepared and signed a new contract with Ilaria Specos who came back from maternity leave and is now working on a half-time basis
- asked for some assistance the lawyer who was involved before
- made the tax declaration for 2016-19 and got the official confirmation of further common public interest/notice of exemption of all taxes on 14.12.2020
- discussed all bookkeeping issues with Sophie Peikert and prepared the balance as of 31.12.2020

Helmut Pütz thanks former board members Sabine Schaedle and Isabelle Henn who offered all help he needed to understand the past and all documents.

Helmut Pütz complements to have acted as a "Transition Manager", too, according to the ideas of the "Think Tank" already presented on Oct. 3rd 2020. His tasks included the maintenance of the website and the coordination of those responsible for the newsletter and the opportunities page. In this context he thanks Elisabeth Pilhofer and Christina Würtenberger. Furthermore, he participated in some meetings of the "Think Tank", approved their concept and prepared the General Assembly.

He asks the members present if there are any open questions. None are mentioned.

ITEM 4 Approval of the sale of the Association's 48% share in the Sculpture network Service GmbH to this GmbH.

The following explanations are presented by Helmut Pütz regarding ITEM 4 and 5 together.

As mentioned before part of the Liquidator's duties was to get an settlement agreement with the sculpture network service GmbH and the Kirberg family who financed - together with the Association - the ICT investment, that means the system for website, accounting and communication.

All details of the past were already discussed in detail during the last two meetings and included in the minutes of it, sent to the members and posted on the website, page "Facts and Figures".

The main objective of such settlement agreement was

- to regulate the claims and obligations of the past in good order
- to cut all connection between the Association and the GmbH for the future, nevertheless in the past there were good reasons to act together since start of the investment in 2016 and the report about it to the members during a former General assembly in 2018
- to set the new board free of any obligations of the past
- to give the Association the opportunity to use the ITC on demand on a reduced quarterly payment.

As the members were informed already, the shares and participation of the Association in the GmbH has been written off in the balance as of 31.12.2019 totally. In accordance with the Auditor this participation was valued without any economic worth because of the special circumstances so far and no positive perspective for the future.

Because of this the Association and the GmbH agreed on a sales price for the 48% share of EUR 1,- This contract is ready to sign in a notarial certified form after the resolution of the members requested.

The second contract according to ITEM 5 was already signed on Dec. 29.12.20 and is subject to the approval of the members now. The content is a waiver of all potential claims and obligations between both parties.

The waived claims of the Association are the repayment of the capital and participation of EUR 84.000 over all in the GmbH. The waived claims of GmbH are all unpaid licence fee expected to get out of a intended contract over 10 to 15 years instead of 3 years in fact – either they are real or disputable.

The ICT regulation and use option was signed by Helmut Pütz as Liquidator according to his responsibility on Dec. 29th 2020. This agreement is part of the liquidation procedure and does not require approval by the members.

Without both contracts sale of shares and waiver of claims there would be no future for sculpture network. The Board Candidates are only prepared to be voted under the condition that the members agree on that.

Helmut Pütz asks the members present if there are any open questions. None are mentioned.

Ilaria Specos explains how members can vote by Zoom. The possibility of abstention does not exist for these votes. Helmut Pütz as Liquidator is not participating in these votes.

Helmut Pütz presents the following resolution for voting:

“The sale of the 48% share of the Association in sculpture network service GmbH at a price of EUR 1,- and with a right to profit from 1.1.2021 is approved.”

Ilaria Specos states the following result of the poll:

Yes: 47
No: 0

Helmut Pütz states that this means that the sale of the Association's 48% share in the sculpture network service GmbH to this GmbH is approved.

ITEM 5 The agreement on the mutual waiver of claims between the Association and sculpture network service GmbH, which was concluded on 29.12.2020 subject to a condition precedent, is approved.

Helmut Pütz presents the following resolution for voting:

“The agreement on the mutual waiver of claims between the Association and sculpture network service GmbH, which was concluded on 29.12.2020 subject to a condition precedent, is approved.”

Ilaria Specos states the following result of the poll:

Yes: 47
No: 0

Helmut Pütz states that this means that the agreement on the mutual waiver of claims between the Association and sculpture network service GmbH is approved.

**ITEM 6 Presentation of the new future concept by the member group
“Think Tank“**

Helmut Pütz gives the word to Frank Evelein, spokesman of the “Think Tank” group which since August is working on a new concept for the future of sculpture network.

Frank Evelein presents a “Summary Strategic plan 2021-2023” shown on the screen for all participants with the following Agenda:

- Mission
- Overall objective
- Philosophy
- Mid term outlook
- Short term objectives
- Mid to long term strategy
- Board Structure & Organisation
- Activity plan 2021
- ICT - system
- Financial projections 2021-2023

Regarding the last Item "Financial projections 2021-2023" Christian Friederichs explains the budget and the financial situation for the next years.

The presentation of the new future concept is attached to these Minutes

ITEM 7 Election of a new Board

Helmut Pütz now announces the election of the new board, whose realization is a prerequisite for the revival of the Association. The election is subject to a following resolution on the continuation of the Association and the termination of the liquidation proceedings.

Helmut Pütz introduces the four candidates: Frank Evelein is running for first chair, Anne Berk for vice chair, Christian Hellmut Friederichs for finance, and Yke Prins for events and coordinators.

He gives the floor to the candidates to introduce themselves to the members and present their visions for the future of sculpture network.

Frank Evelein:

"My name is Frank Evelein. I worked in the pharmaceutical industry and currently in cancer screening. I have experienced all phases of the highs and lows of being an artist with my partner, who is a sculptor. Art survives time. It is so valuable because it opens up new ways of thinking and creates awareness. sculpture network plays an important role here, as over the years the network has been a source of inspiration for so many people, It is with pleasure that I propose myself as a candidate for the position of Chairman. I will put my skills at the service of this network. I thank the Think Tank team for their excellent work and would very much look forward to continuing this team's collaboration. "

Anne Berk:

"My name is Anne Berk and I have been a member of sculpture network since the beginning. I first worked as an artist. I felt the pressure to justify the profession of artist first-hand. The perennial question, "why do we need art?" has been with me ever since. The most fantastic answer I got was from a Dutch sculptor named Henk Visch. He said: "Art is there for people to reveal themselves. It is what makes us human. It is a fundamental activity that predates even language. It is a reflection on life." I have made it my mission to externalize this conviction and have been an art critic, curator and organizer of exchanges about art for 30 years. I have always found sculpture network to be a stimulating and open environment, in contrast to this otherwise closed art world. The Think Tank presentation gave the audience an idea of what it takes to revitalize such an organization. After months of weekly Zoom meetings, we have finally arrived at this historic moment. Thanks to all involved! sculpture network was founded in 2004 by Hartmut Stielow and Ralf Kirberg - and it is a gift! We are happy that we can continue and revive the network. We will only be able to do this by working together. In this context we would like to invite you to an online club on March 22. Suggestions and ideas for these online-meetings are welcome. "

Christian Hellmut Friederichs:

"My name is Christian Friederichs and I live in southwest Germany near Stuttgart. Here I have found my work, my patchwork family, nature, culture, my wife and her poetry. For many years I have felt passion for sculpture. It opened my horizon. I carve in stone and wood, alternating between figurative and abstract. My sculptures are inspired by life, music, nature and poetry. For 8 years I have not missed an event of sculpture network. Two years ago I became a member.

In my professional career I worked in leading positions in finance, controlling and in IT for medium-sized international companies. As a controller, I learned how to navigate through challenging times. In the summer I heard about the problems of sculpture network and that's why I became a member of the Think tank. We worked hard on concepts to revitalize our wonderful community. Our progress was based on good humor, creative ideas and team spirit. I would be happy to support the reboot with my expertise and love of sculpture."

Yke Prins:

"I'm Yke Prins. I became a member 15 years ago. Being a sculpture network member helped me build my network in Europe. When I was asked to become a board member, I said yes because I wanted to give back. What I found here was passion for culture, great offerings, and exciting engagement with art in a variety of formats. Things I would never have been able to experience like this without the network. I had started planning an international forum in 2019, but then the two crises - the financial difficulties of sculpture network and the Corona pandemic - brought everything to a halt. I couldn't imagine losing it all in one fell swoop, so I met with Anne Berk in August 2020. After months of discussions with the support of other dedicated members, we succeeded as a think tank to build a structure. I look to the future with confidence. The fact that we are finally here, this is a moment we need to celebrate, I hope you believe that we can do it. We can only do it together with the active participation of the members, please remember, become and stay an active member!"

Franks Evelein answers a questions from Ortrud Sturm „What makes you so confident that the number of members will remain on such a high level?"

"There is no certainty; we will have to work hard. But there are things that make us confident: very few members actually quit after hearing about the difficulties. There have also been many mournful individual responses from members. We are now striving to put members first and deliver what they expect. That's a commitment we take on our shoulders."

Helmut Pütz thanks all candidates for their presentation.

The candidates are now elected by name and a simple majority is sufficient.

The election takes place however only with effect on a day, on which a meeting of the members with quorum for this purpose cancels the dissolution of the Association decided on Oct. 3rd 2020, reactivates the Association and terminates the initiated liquidation procedure.

A full election will now be held on condition that there is a continuation resolution thereafter.

Helmut Pütz reads out the four voting questions:

Mr. Frank Evelein, resident in NL Amsterdam, is appointed as 1st chairman of the board of sculpture network e.V subject to the resolution of the general meeting on the continuation of the Association.

Mrs. Anne Berk, residing in NL 1511 WH Oostzaan, is appointed deputy chairman of the board of sculpture network e.V. subject to the resolution of the general meeting on the continuation of the Association.

Mr. Christian Hellmut Friederichs, resident in D- Oberderdingen, is appointed as a further member of the board of sculpture network e.V. in the sense of § 26 BGB (German Civil Code), subject to the resolution of the general meeting on the continuation of the Association.

Mrs. Yke Prins, resident in NL - The Hague, is appointed as a further member of the board of sculpture network e.V. in the sense of § 26 BGB subject to the resolution of the general meeting about the continuation of the Association.

Ilaria Specos states the following result of the poll:

Frank Evelein:

Yes: 50

No: 0

Abstention: 1

Anne Berk:

Yes: 50

No: 0

Abstention: 1

Christian Hellmut Friederichs:

Yes: 49

No: 0

Abstention: 2

Yke Prins

Yes: 51

No: 0

Abstention: 0

Helmut Pütz states that Frank Evelein, Anne Berk, Christian Hellmut Friederichs and Yke Prins are elected as Board members of sculpture network e.V. with effect only on the day on which a General Meeting of Members with a quorum for this purpose cancels the dissolution of the Association decided on Oct. 3rd 2020, reactivates the Association and terminates the liquidation proceedings initiated by resolution.

ITEM 8 Resolution on the continuation of the Association and termination of the liquidation procedure

In accordance with Article XVII.2. of the bylaws and clear legal advice any Resolution on the continuation of the Association and termination of the liquidation procedure, too, needs the participation of 2/3 of all members. Helmut Pütz states that today this condition is not met. Therefore this vote must be postponed.

This evening the invitation for another General assembly on Sunday, March 14th, 2021 will be sent to the members. During this assembly the resolution can be done with the members who are present then, there is no quorum required.

ITEM 9 Miscellaneous

The screen of the online conference is now activated for all participants and the Q&A session is opened.

Frank Evelein takes the opportunity to thank Helmut Pütz, also on behalf of the board elected and the members, and pays him deep respect for the fantastic work he has done over the past months. He emphasizes that - also thanks to him - we have reached this historic point. He has not only put commitment and energy into the work, but also his heart and mind.

This is followed by a suggestion from Reinhardt Richter of a lower membership fee for sponsors and art consultants. He thinks that digital galleries on the website are interesting especially for them, where also estates of art collectors could be exhibited and offered.

Anne Berk 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 or the newsletter are welcomed. She emphasizes that the coordination will take time and asks for patience for all those who have already contacted her and didn't receive an answer yet. She also adds that in order to support the network, it is important to remain a member of sculpture network and to motivate others to join. She also suggests that younger artists could be invited and given a free membership for a year to open a new world for them and rejuvenate the network. For the next General Assembly on March members are encouraged to send in ideas for performative group actions in virtual space.

No further questions are asked.

Helmut Pütz closes the Q&A session and emphasizes that we are now looking into the future and he also motivates the members to participate in the upcoming online events. Furthermore, he announces the sending of the invitation for the next meeting by e-mail.

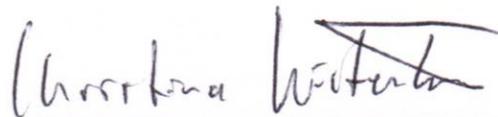
He thanks all participants for coming and gives the floor to Frank Evelein, who expresses his hope that the energy of the "Think Tank" will be passed on to as many people as possible.

No more questions are asked, Helmut Pütz closes the meeting at 12:43, thanks all participants and expresses the hope to see everyone again at the next meeting.

München, 13.02.2021



Helmut Pütz
Liquidator and leader of the meeting



Christina Würtenberger
Keeper of the minutes

Attachment: The presentation of the new future concept (ITEM 6)