

Bylaws of the Association

Verein Kunst im öffentlichen Raum am Moltkeplatz Essen

Resolved at the founding meeting held on 16 June 2006 in Essen.

Entered in the associations register of the Local Court of Essen under the number VR 4780 on 23 July 2007.

Art. 1 Name, Registered Office, Financial Year

1. The association bears the name "Verein Kunst im öffentlichen Raum am Moltkeplatz Essen", in short "KaM".
2. It has its registered in Essen and is to be entered in the associations register of the local court of Essen, after which the designation "e.V." will be added to the name
3. The financial year is the calendar year.

Art. 2 Purpose and Tasks of the Association

1. The purpose of the association is to preserve, promote and develop art in the public space at the Moltkeplatz in Essen, to maintain the sculptures and art objects installed there, and to influence any changes to the overall impression in this respect.
2. The purpose of the association is achieved in particular by:
 - to inform the general public about the sculptures and art objects set up at the Moltkeplatz in Essen and about the need to preserve and care for them and to develop the Moltkeplatz further as an artistic space;
 - to ensure and arrange for measures to preserve and care for the sculptures and art objects by the association and by third parties in close and trustful collaboration with the owners, the artists and the City of Essen;
 - to participate in the planning and implementation of measures which modify the appearance of the Moltkeplatz and the sculptures and art objects set up there.
3. The measures described are achieved both with funds from the association and with donations from third parties and in the form of work performed by the association's members. The rights and duties of the owners are not affected by this.

Art. 3 Charitable Status

1. The association pursues charitable goals exclusively and directly in the meaning of the section "Tax-deductible Purposes" of the German Fiscal Code (Abgabenordnung – AO).
2. The association's operations are of an altruistic nature; the association does not primarily pursue its own financial interests.

3. The association's funds may only be used for purposes which accord with the bylaws. The association's members shall not receive any remuneration from the association's funds. No person may benefit from expenses which are alien to the association's purpose or from unreasonably high remunerations.
4. Expenses paid out and remunerations may not exceed expenditures actually incurred and evidence must be presented of such expenditures.
5. The official functions of the associations shall be performed on an honorary basis in accordance with the bylaws.

Art. 4 Membership

1. Any natural and legal person who supports the goals of the association may become a member of the association.
2. Membership is granted on acceptance of the membership application by the board and on payment of the membership contribution for the current year.
3. A member may leave the association by means of a written declaration submitted to the board giving notice of three months to the end of the financial year.
4. A member's voting rights can be temporarily suspended by resolution of the board for as long as such member does not pay his or her membership contribution.
5. A member can be excluded by resolution of the board if he or she acts in a manner contrary to the association's objectives or fails to fulfil his or her obligations to the association. Such obligations include among others payment of the membership contribution to the association. The member may appeal against such resolution to the meeting of members. This decision of the meeting shall be final. The member shall be invited to attend the meeting and shall be heard.
6. Natural persons who are found to have rendered outstanding services in furthering the goals of the association may be granted honorary membership by unanimous resolution of the board. Honorary members shall not be required to pay a membership contribution.

Art. 5 Membership Contribution

The meeting of members shall adopt contribution regulations which shall regulate the annual membership contributions to be paid.

Art. 6 Executive Bodies of the Association

The executive bodies of the association are:

1. the meeting of members
2. the board

An artistic advisory board may be formed to advise and support the association.

Art. 7 Meeting of Members

1. The meeting of members is the supreme executive body of the association. It shall normally be chaired by the chair of the board.
2. The meeting of members shall draw up the regulations for the work of the association and shall decide on matters of basic significance. The tasks of the meeting of members shall include in particular:
 - election and dismissal of the board
 - election of two honorary cash auditors
 - consideration of the status and planning of the work
 - approval of the economic and investment plan put forward by the board
 - reception of the report of the board and the report of the cash auditors
 - adoption of a resolution on the discharge of the board
 - adoption of the contributions regulation, which is not part of the bylaws
 - adoption of rules of procedure for the board
 - adoption of a resolution on the assumption of new tasks or the withdrawal of tasks of the association
 - adoption of a resolution on amendments to the bylaws and dissolution of the association
 - adoption of a resolution appeal of an association member against the exclusion from the association imposed by the board
 - adoption of further items proposed by a member and which must have been submitted to the board in writing at least three weeks previously.
3. The chair of the board shall issue the invitation to the meeting of members, indicating the place, time and provisional agenda, with at least two weeks prior notice in writing or by electronic means. The meeting of members shall be convened as often as necessary and normally once a year.
4. An extraordinary meeting of members shall be convened if at least one quarter of the voting members demand it with indication of the reasons. It must meet at the latest five weeks after receipt of the proposal.
5. A meeting of members shall be deemed to be quorate regardless of the number of members attending. Its resolutions shall be adopted by a majority of the valid votes cast; an abstention shall be deemed to be an invalid vote.
6. In special cases deviating periods of notice for invitations to meetings of members and with respect to the requisite majorities will apply. These are listed in Art. 10.

7. A record shall be kept of the resolutions and, where necessary for an understanding of how such resolutions come into being, also of the proceedings by which they are arrived at. It shall be signed by the chair of the meeting and the minute-taker.

Art. 8 Board

1. The board conducts the business of the association and represents the association to the outside. It implements the resolutions of the meeting of members.
2. The board consists of the chair, the deputy chair, the secretary, the treasurer and three other members. These seven persons form the board in the meaning of Art. 26 of the German Civil Code (BGB). The board members work on an honorary basis. Resolutions of the board are decided by simple majority. If there is equality of votes for and against decisions within the board the chair shall have the casting vote.
3. The association shall be represented with legal effect to the outside by the chair or deputy chair together with a further member of the board.
4. The members of the board must be members of the association and are elected by the meeting of members for a period of two years. Re-election is permissible. The members of the board shall remain in office until the new board is appointed. Normally the office of chair and deputy chair shall not be changed simultaneously.
5. The board shall convene as required, normally once every six months. Resolutions of the board can also be taken by written or electronic means.
6. Resolutions are to be recorded in writing, signed by the chair of the board and filed.

Art. 9 Artistic Advisory Board

1. An artistic advisory board may be formed to advise and support the association on an honorary basis with respect to attainment of the association's goals. Membership of the artistic advisory board can be conferred by resolution of the board on persons who are not members of the association. The artistic advisory board shall normally consist of not more than five persons.
2. Membership of the artistic advisory board shall not entail membership of the association. The period of office of members of the artistic advisory board shall normally be two years. The board shall decide on an extension of the period of office of members of the artistic advisory board.
3. The artistic advisory board shall convene as required. Meetings of the artistic advisory board shall be conducted together with the board.

Art. 10 Amendments to the Bylaws and Dissolution

1. The meeting of members shall decide on amendments to the bylaws, change of the purpose of the association and dissolution. Proposals for amendments to the bylaws, changes to the purpose of the association and dissolution must be passed on to the voting members at the latest four weeks prior to the meeting of members. A majority of three quarters of the voting members present shall be required to adopt the resolution.
2. Amendments and additions to the bylaws specified by the competent registration authority or tax authorities shall be implemented by the board and do not require adoption by resolution of the meeting of members. Notification of them shall be given to the members at the latest with the invitation to the next meeting of members.
3. On dissolution, withdrawal of legal capacity of the association or discontinuation of the tax-advantaged purposes the entire assets of the association shall pass to Kunstring Folkwang e.V. in Essen with the stipulation that they shall be used exclusively and directly in accordance with the previous goals and tasks as laid down in Art. 2.

Essen, 16 June 2006

Name

Address (in Essen)

Signature

Above text is a **translation** of the German language bylaws "Satzung des Vereins Verein Kunst im öffentlichen Raum am Moltkeplatz Essen". For legal purposes the **German language version is authoritative**.