

KUNSTVEREIN HAMBURG

BYLAWS approved at the General Assemblies of April 25, 1947, August 25, 1948, July 27, 1953, October 19, 1955, June 24, 1985, May 29, 2002 and November 27, 2006

§ 1 Founded in 1817, the Kunstverein Hamburg (hereinafter referred to as the Association) is a charitable association organized exclusively and directly for the purpose of promoting the fine arts in Hamburg and inspiring interest in art. The Association is a non-profit organization. Members shall receive no grants or donations from the body. Individuals shall not benefit from remunerations by the Association that are unrelated to its purpose.

§ 2 The Association fulfills its purpose in particular through: 1. organizing art exhibitions, presentations, guided tours and art tours; 2. promoting art, with a focus on modern art; 3. appropriately allocating and using annual fees; 4. producing and publishing printed materials (catalogues, etc.); 5. electronic publishing (on websites, digital databases, etc.).

§ 3 The Association's financial year is the calendar year.

§ 4 All natural and legal persons can become members of the Association. Members can attend all Association events and have the right to vote at the General Assembly in accordance with these bylaws. Persons wishing to become members must submit a written application and pay the annual subscription. Once these have been received, membership is confirmed upon the member's receipt of a membership card bearing the relevant name. Family membership is also available. In such cases the member can name one member of the household, who will also sign the membership application and will receive a family card bearing his or her name alongside the name of his or her family member. This family member shall also have the right to vote at the General Assembly in accordance with these bylaws. Additional family

members do not have the right to vote. The family card grants the member and all family members admission to Association events. These bylaws define heterosexual and same-sex partnerships as families.

§ 5 The Executive Committee proposes membership fees for natural persons, members holding family membership, and legal persons. The General Assembly sets the fees.

§ 6 Honorary members may be appointed by the General Assembly upon the recommendation of the Executive Committee. Honorary members are granted standard membership rights, but are exempt from membership fees.

§ 7 Membership expires

- in the event of the member's death
- if the member terminates membership by submitting written confirmation at least three calendar months before the end of the year (membership applies in any case to the end of the year).

§ 8 The bodies of the Association are:

- a) the General Assembly
- b) the Executive Committee
- c) the Advisory Board, if such a body exists
- d) the Director or Board of Directors, if such a person or board has been appointed

§ 9 Where possible, an Ordinary General Assembly should take place annually, in the first half of the year. The Executive Committee can convene an Extraordinary General Assembly at any time. The Executive Committee must convene an Extraordinary General Assembly upon submittal of a written request from at least 30 members. The request must detail the subject of the session.

§ 10 The General Assembly is responsible for:

- a) electing the Executive Committee,
- b) electing Auditors,
- c) accepting the annual report,
- d) approving the actions of the Executive Committee and Auditors,
- e) establishing annual fees,
- f) passing decisions regarding bylaw amendments and dissolution of the Association.

§ 11 The Assembly passes decisions with a simple majority of all members present. Bylaw amendments must be passed with a three-quarters majority of members present. Decisions regarding dissolution of the Association also require a three-quarters majority vote and must be confirmed by a simple majority vote at a second General Assembly, to be convened within four weeks.

§ 12 The Executive Committee invites members to the General Assembly in a circular or via e-mail. There must be an interval of at least three weeks between issuing invitations and the date of the Assembly. Motions for the General Assembly must be submitted to the Executive Board at the latest one week prior to the Assembly. Motions to amend bylaws that are not proposed by the Executive Committee must be signed by at least 15 members.

§ 13 The Executive Committee consists of nine members, of which, if possible, three should be practitioners of the fine arts. The General Assembly elects the Executive Committee for a period of three years. All members of the Association are eligible to stand for the Executive Committee. Members with voting rights can submit candidate nominations in writing to the General Assembly or during meetings of the General Assembly.

Members with voting rights can enter up to nine candidates on the ballot paper. The nine candidates with the most votes are elected. A second ballot is held for the Executive Committee as a whole. A simple majority vote is required to elect the Committee. If a simple majority is not reached, only those candidates are elected who receive at least the number of votes that corresponds to the majority of votes cast. The election process is repeated to fill the remaining seats. Elections may only be held after 10 p.m. if the General Assembly agrees to this with a simple majority vote. The members of the Executive Committee remain in office until the next election. They can be reelected. If a member of the Committee retires before the end of his/her term, the Committee may elect a successor for the remainder of the term. The Executive Committee carries out its duties on a voluntary basis.

§ 14 The Association is legally represented by the President alone, or by the Vice President and one other Executive Committee member. The Committee manages the affairs of the Association in accordance with these bylaws. The President convenes meetings of the Executive Committee. The Committee can also be convened upon the request of its individual members. It has a quorum if at least five members are present. Decisions are taken by simple majority. In the event of a tie, the President will cast the decisive vote. The Committee has the right to call on individual members and/or employees of the Association to attend its meetings.

§ 15 The Executive Committee conducts the affairs of the Association and manages its assets. The Executive Committee is free to allocate duties as it sees fit. The Executive Committee may appoint and dismiss a Director / Board of Directors for the

commercial and artistic management of the Association. The Executive Committee will stipulate, in rules of procedure and employment contract(s), the powers and duties of the Director / Board of Directors. The Director / Board Member and other employees of the Association may not sit on the Executive Committee.

§ 16 The Executive Committee can appoint a voluntary Advisory Board. Members of the Advisory Board are appointed for the same term as the Executive Committee that selected them. Members can be reappointed.

§ 17 Two Auditors are elected for a period of one year. Auditors can be reelected.

§ 18 If the Association is dissolved, its assets will pass to the Hamburg Kunsthalle on the condition that they are used for similar purpose.

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