Articles of Association

of

SOCIETY FOR ARTISTIC RESEARCH (SAR)

Endorsed Version: Galway, 26 June 2026

An association according to the provisions of Articles 60 et seq. of the Swiss Civil Code

with seat in Berne, Switzerland

I. NAME, LOCATION, PURPOSE

Art. 1 - Name

An association named

Society for Artistic Research (SAR)

with seat in Berne, Switzerland, exists according to the provisions of Articles 60 et seq. of the Swiss Civil Code (hereinafter “the Society”).

Art. 2 - Purposes

1 The Society aims at offering artistic researchers the opportunity to disseminate their research in a variety of ways including a combination of a journal publication with research documentation and exposition in a research catalogue.

2 The Society is an independent, not profit-oriented organisation and does not pursue commercial purposes.

II. MEMBERSHIP

Art. 3 - Categories of membership

The Society has two categories of members, namely:

a) Individual Members;

b) Institutional Members.

Art. 4 - Individual Members

1 Individual membership in the Society shall be open to domestic and foreign individuals. Criteria for individual membership may be established by the Executive Board.

2 Individual Members are eligible to vote and to elect the members of the Executive Board.

Art. 5 - Institutional Members

1 Institutional membership in the Society shall be open to domestic and foreign legal entities (e.g. universities). Criteria for institutional membership may be established by the Executive Board.

2 Institutional Members are eligible to vote and to elect the members of the Executive Board.

3 Subject to separate agreements, Institutional Members may support the Society’s objectives over and beyond the membership fees decided by the Executive Board. Such agreements shall be settled by the Executive Board on behalf of the Society.

Art. 6 - Acquisition of membership

1 Subject to the provisions of these Articles of Association, membership in the Society shall be open to domestic and foreign individuals and legal entities.

2 Membership applications shall be submitted in writing, including by email, to the Executive Board and shall include a formal statement that the terms and conditions of these Articles of Association are accepted.

3 The Executive Board decides on membership applications. It may reject a request for membership without giving any reasons.

Art. 7 - Resignation

Each member of the Society may resign by giving written notice to the Executive Board within thirty (30) days before the end of the calendar year.

Art. 8 - Exclusion

1 The Executive Board may exclude a member of the Society with simple majority vote if such member disregards these Articles of Association in a serious manner or if ownership and control of such member has changed.

2 A member may appeal against a decision of the Executive Board to its exclusion to the next ordinary Association's General Assembly. The appeal is to be sent as a registered letter to the President of the Executive Board within thirty (30) days after being notified of the exclusion.

3 The General Assembly shall make a final decision on the objection concerning the exclusion at the next General Assembly.

4 If the General Assembly overturns the exclusion, the excluded member shall be reinstated retroactively as of the date of the exclusion and shall again become a member in their previous membership category. As a result, the obligation to pay membership fees shall resume; however, no default interest shall be owed for the period between the exclusion and the acceptance of the objection.

5 A member who refrains from paying its membership fees despite being reminded twice under threat of exclusion of the Society, will be removed from the list of members of the Society by the Executive Board without being entitled to appeal against such exclusion.

Art. 9 - Claim on Society's funds

All and any claim of the Society's members for the funds of the Society is hereby excluded.

III. RESOURCES

Art. 10 - Membership fees and other contributions

In order to achieve its purposes, the Society shall:

a) receive annual membership fees fixed by the Executive Board;

b) solicit and receive donations in cash and in kind subject to separate sponsoring agreements;

c) receive, manage and invest real property, money and securities.

IV. ORGANISATION

Art. 11 - Bodies of the Society

The functional bodies of the Society shall be:

a) the General Assembly;

b) the Executive Board;

c) the Auditors provided mandatory Swiss Law requires the Society's accounting to be audited or provided an auditing is resolved on a voluntary basis (cf. Art. 27 infra).

A. The General Assembly

Art. 12 - Composition

The General Assembly consists of all members of the Society.

Art. 13 - Duties and responsibilities

The General Assembly has the following non-delegable powers:

a) approval of the annual report of the President, the annual financial statement and the budget as well as the discharge of the Executive Board and the Auditors (if any);

b) election and removal of members of the Executive Board;

c) election and removal of the Auditors (if any);

d) amendments to these Articles of Association;

e) resolutions regarding the liquidation of the Society and its assets;

f) resolutions regarding appeals pursuant to Art. 8 supra;

g) resolutions regarding all items on the General Assembly agenda;

h) resolutions regarding items under its authority subject to the Articles of Association or subject to mandatory Swiss Law.

Art. 14 - Meetings

1 The ordinary General Assembly is convened by the Executive Board, usually within the first six (6) months of the calendar year.

2 The Executive Board or one fifth of the members of the Society may request the calling of an extraordinary General Assembly which has to take place within two months of the submission of such request. Such a meeting has all the same powers as an ordinary General Assembly.

3 The invitation to the General Assembly is to be made in writing (including via e-mail) at least thirty (30) days prior to the meeting date and has to state the agenda.

4 Every member of the Society has the right to propose items to be put on the agenda for the next General Assembly. Such items are to be taken up on the agenda as long as they were provided by letter, e-mail or telefax to the Executive Board by the end of December.

5 Minutes regarding the resolutions and elections of the General Assemblies shall be kept and must be signed by the chairman and the keeper of the minutes.

Art. 15 - Chairmanship

1 General Assemblies are presided over by the President, or in the event of his/her being prevented from doing so, by another member of the Executive Board.

2 The chairman appoints the vote counters.

Art. 16 - Voting rights

1 Every member has one vote at the General Assembly.

2 Institutional Members exercise their voting rights through an individual. Such individual is to be named to the Executive Board at least ten (10) days prior to the meeting date. An Institutional Member may name an Individual Member as the voting representative for the institution. In that case this individual may vote both as Individual Member and on behalf of the institution. The same individual may not represent more than one Institutional Member.

3 Representation on behalf of Individual Members is excluded.

4 Pursuant to Article 68 of the Swiss Civil Code, members have no vote in respect to resolutions in which they have a substantial interest.

Art. 17 - Voting by mail

Voting by mail is not permissible.

Art. 18 - Quorum

Every General Assembly called in according to the Articles of Society constitutes a quorum, irrespective of the number of members present.

Art. 19 - Resolutions

1 Resolutions may only be passed on the items listed in the agenda. Items which are not on the agenda, may be discussed, but require a unanimous vote to be resolved.

2 The General Assembly passes its resolutions with the majority of votes present. However, the following items require the majority of two thirds of the votes present:

a) changes of the Articles of Association;

b) the dissolution of the Society.

3 The chairman also votes. In the case of a tie, the chairman has the casting vote, in elections the lot decides.

4 Resolutions shall be taken unconcealed. Resolutions by ballot shall only be made upon the request of at least one fifth of the members of the Society.

B. The Executive Board

Art. 20 - Composition, election and term of office

1 The Executive Board consists of the President, two (2) Vice-Presidents and four (4) additional members. All of them are being elected by the General Assembly. Whereas each the President and the two Vice-Presidents (the Treasurer and the Secretary) are elected in three separate rounds of elections, the four additional members of the Executive Board are thereafter elected altogether in one round provided it is not a by-election.

2 The term of office of a member of the Executive Board is four (4) years and re-election is permissible once, all to be implemented in accordance with the amended Election Procedure as endorsed by the General Assembly. However, a member’s term of office ends with his/her resignation, dismissal, loss of capacity to act or death.

Art. 21 - Representation of the Society

The Executive Board shall represent the Society by joint signature of two. The Swiss representative shall be entered in the Swiss Commercial Register with sole signatory authority. For internal purposes, the Swiss representative shall exercise such authority only for routine matters, and for transactions exceeding a threshold defined by the Executive Board shall act jointly with any member of the Executive Board.

Art. 22 - Duties and responsibilities

1 The Executive Board decides on all matters which are not assigned to another body. In particular, the Executive Board shall decide on:

a) the strategic objectives of the Society;
b) the management of the Society with reservations to the powers exclusive to the General Assembly;

c) the supervision of the Society's operations and appropriation of resources;
d) the representation of the Society vis-à-vis third parties;
e) the elaboration of regulations and by-laws, e.g. on the functioning of additional boards such as an editorial board;
f) setting membership fees and other tariffs;
g) the appointment of board members in accordance to Clause e) of this article;
h) resolutions regarding:
    i) the admission and exclusion of members with reservation to the right for appeal to the General Assembly;
    ii) the conclusion of contracts (e.g. sponsoring agreements);
    iii) the initiation and termination of legal proceedings;
    iv) the granting of signatory power to members of the Executive Board and other officers or employees of the Society;
    v) any other matter as passed by the General Assembly;

2 The Executive Board may delegate the operational management of the Society to additional boards and/or an editor according to by-laws of the Society and to the extent permitted by Swiss Law.

Art. 23 - Meetings

1 The Executive Board meetings are called by the President, as often as required by business. As a rule, a minimum of one in-person meeting is to be held each year.

2 Two (2) members of the Executive Board may demand the calling of an Executive Board meeting which then has to take place within the next six (6) weeks of the request.

3 The call to an Executive Board meeting has to be made in writing usually ten (10) days prior to the meeting ahead and has to inform on the agenda items.

4 Minutes regarding the resolutions and elections of the Executive Board meetings shall be kept and must be signed by the President or a Vice-President and the keeper of the minutes. The latter does not have to be a member of the Executive Board.

Art. 24 - Chairmanship

Executive Board Meetings are presided over by the President, or in the event of his/her being prevented from doing so, by one of the Vice-Presidents.

Art. 25 - Quorum and resolutions

1 The Executive Board has the quorum when the majority of its members are present, including the President or one of the Vice-Presidents.

2 Resolutions may only be passed on the items listed in the agenda. Items which are not on the agenda may be discussed, but require a unanimous vote to be resolved.

3 The Executive Board passes its resolutions with the majority of votes present. However, the following item requires the majority of two thirds of the votes present: Appointment of an editor-in-chief.

4 In case of a tie vote, the President, or in the event of his/her being absent, the chair shall have the casting vote.

5 Resolutions may be taken by circular letter (incl. telefax and e-mail), provided no member of the Executive Board demands oral deliberation.

6 Members shall abstain from voting in respect to resolutions in which they have a substantial interest.

C. The Auditors

Art. 26 - Auditors

1 The Auditors shall be a functional body of the Society only if either mandatory Swiss Law requires the Society's accounting to be audited or if an auditing is resolved on a voluntary basis.

2 The Auditors (if any) are proposed by the Executive Board to the General Assembly. They are elected for a term of two (2) years and may be re-elected.

3 The Auditors (if any) shall conduct a limited auditing ("eingeschränkte Revision") pursuant to Art. 727c and Art. 729 et seq. of the Swiss Code of Obligations provided no regular auditing ("ordentliche Revision") is mandatory.

V. MISCELLANEOUS PROVISIONS

Art. 27 - Liability

1 Only the Society's assets shall be liable for the payment of debts of the Society.

2 All and any private liability of members of the Society for debts of the Society is hereby excluded; Article 55 Section 3 of the Swiss Civil Code remains reserved for people acting on behalf of the Society.

Art. 28 - Dissolution / Liquidation

1 The liquidation of the Society can only be decided by an ordinary or extra-ordinary General Assembly. The passing of such resolution requires a majority of two thirds of the present members of the Society.

Art. 29 - Liquidation in case of dissolution

1 The Executive Board organises the liquidation and prepares the report and the final account to the attention of the General Assembly. The General Assembly may decide on the use of possible profits, or the General Assembly may decide to delegate these tasks to the Executive Board.

2 In the case of a merger with an institution following a similar or the same purpose, the General Assembly decides on the proceedings by recommendation of the Executive Board.

Art. 30 - Registration in the Commercial Register

The Executive Board may register the Society in the Commercial Register of the Canton of Berne.

ENTERING INTO FORCE DATE

These Articles of Association have become effective on the day of the Society's foundation meeting on 3rd March 2010, and were amended at the General Assembly in Galway on 26th June 2026.

Galway, 26th June 2026



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Florian Schneider, President Johannes Kretz, Vice-President / Secretary