

BY - LAWS

of

SOCIETY FOR ARTISTIC RESEARCH (SAR)

Revised Version November 2017

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

**with seat in Zurich, Switzerland
and office in Amsterdam, the Netherlands**

These by-laws ("**the By-Laws**") are based on Article 22 Section 1b as well as Article 22 Section 2 of the Articles of Association of the Society for Artistic Research (SAR) ("**the Society**") which aims at offering artistic researchers the opportunity to disseminate their research in a variety of ways including a journal publication with research documentation and exposition in a research catalogue while remaining independent.

I. EXECUTIVE BOARD

Art. 1

Composition

¹. The Executive Board consists of the President, and 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. All members of the Executive Board shall have joint signature by two.

Art. 2

Executive Board Tasks

¹. With reference to Art. 22 in the SAR Articles of Association, the Executive Board has the overall responsibility for the strategy, development and management of the organisation. The Executive Board shall facilitate a range of encounters for its community of artistic practitioners in the pursuit of transformative understanding that impacts on political and societal processes as well as on cultures of research and learning.

This includes (but is not limited to):

- a) The Journal for Artistic Research (hereinafter "JAR"), where the Executive Board in particular shall define JAR's objectives, ensure JAR's independency and appoint the Editor in Chief as well as the Editorial Board, see Art. 7 & 8.
- b) The Research Catalogue (hereinafter "RC"), where the Executive Board in particular shall define the aims of RC, the terms of use and the organisational structure.
- c) Annual events, arranged/co-arranged by the Executive Board, which in particular shall facilitate focus on artistic research from a wide range of positions.

2. To secure the range of operations, the Executive Board may establish specific functions such as Editor-in-Chief and Research Catalogue Manager, as well as dedicated Partnerships, Steering Groups, Editorial Board etc.

Art. 3

President

1. The President has the overall responsibility for the execution of the directions and instructions established by the Executive Board. He or she shall in particular:

- a) initiate and prepare the meetings and resolutions of the Executive Board together with the Secretary;
- b) chair the Executive Board meetings as well as the General Assembly;

2. The President shall inform the Executive Board, without undue delay, of all important issues.

Art. 4

Secretary

1. The Secretary shall support the President in preparing the meetings and resolutions of the Executive Board and the General Assembly.

Art. 5

Treasurer

1. The Treasurer is responsible for the Society's financial matters. He or she shall in particular:

- a) structure the accounting system and the financial controls as well as the financial planning;
- b) cause the payment of all amounts due and payable by the Society to any person or entity.

2. The Treasurer shall periodically, at least annually provide to the members of the Executive Board a short, concise and structured report covering the financial situation of the Society, and, on a quarterly and yearly basis, a statement of the financial situation of the Society and a concise report on business proceeds and achievements.

3. The Treasurer shall inform the Executive Board, without undue delay, of all important issues.

II. JAR EDITOR IN CHIEF AND EDITORIAL BOARD

Art. 6

Composition

1. JAR's Editorial Board consists of the Editor in Chief and the Editors. Members of the Editorial Board must not simultaneously be members of the Executive Board.
2. All members of the Editorial Board shall be eligible on the basis of their artistic research background and professional expertise as well as on the feature of their dedication to the purposes of the Society.

Art. 7

The Editor in Chief

1. The Editor in Chief is appointed by a two-third vote of the Executive Board.
2. The Editor in Chief has the overall responsibility regarding JAR within the objectives and financial framework given by the Executive Board. The Editor in Chief organise the work within the Editorial Board and calls Editorial Board meetings.
3. The Editor in Chief reports to the Executive Board.
4. The Editor in Chief's term of office is five (5) years. Reappointment for three (3) years is permissible. The term of office ends with resignation, dismissal by the Executive Board, loss of capacity to act or death.

Art. 8

Editors

1. The other members of the Editorial Board are suggested by the Editor in Chief and shall be appointed by simple majority vote of the Executive Board.
2. The editors shall advise and support the Editor in Chief in defining the editorial line of the Journal, divide the work load between them as the Editor in Chief sees fit and support each other during difficult editorial considerations.
3. The Editors report to the Editor in Chief.
4. The Editor's term of office is two (2) years. Reappointment is permissible. The term of office ends with resignation, dismissal by the Executive Board, loss of capacity to act or death.

III. RC PORTAL PARTNERS, MANAGER AND ADVISORY GROUP

Art. 9

¹. The Executive Board offers Institutional Members the opportunity to become RC Portal Partners under the conditions established by the Executive Board. The RC Portal Partner project is a SAR initiative by which SAR grants institutional members the right to use the RC as institutional repository, research management system, publishing platform etc. For this purpose these institutional members are given certain RC administration rights.

The Portal Partners shall be invited to a joint meeting on a regular bases, to share experiences, seek cross-institutional co-operation and discuss further development of the RC.

Art. 10

¹. The RC Managing Officer (RCMO) should be responsible for daily matters related to the RC, monitor and maintain the day-to-day operation, and work towards improving the general user-satisfaction of the RC – all within the possible financial and temporal resources. The RCMO will call on the help and advice from the Research Catalogue Advisory Group (RCAG), when necessary to discuss further development and strategy options.

². The RMCO is appointed by the SAR Executive Board and reports to the Board.

Art. 11

¹. The RC Advisory Group is appointed by the Executive Board who also appoints the Chair. Those Portal Partner Members that are contributing the most to the Research Catalogue development should be offered a seat in the Advisory Group. The RCAG should be offered to oversee the developments, propose further plans and general direction to the RC project within the objectives and financial framework given by the Executive Board.

². The Advisory Group should be appointed for a period of two years and may be re-appointed.

IV. MEMBERSHIP FEES

Art. 12

Membership fees

¹ Based on Article 22 Section 1f of the Articles of Association, the Executive Board decides the annual membership fees and other tariffs. Membership fees represent general support for SAR's overall activities, even when connected to specific project partnerships.

² Upon written request of a Sponsoring Member, the Executive Board may approve the membership fee of a Sponsoring member to be paid in kind. The terms and conditions (incl. the value of the offered in kind contribution) shall be agreed to in writing.

Liability

Art. 13

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.

V. MISCELLANEOUS PROVISION

Art. 14

Maintenance of secrecy, handing back of files

¹ All members of the Executive Board and of the Editorial Board (incl. the Editor in Chief and the Editors) are obliged to maintain secrecy towards third parties regarding all information that comes to their knowledge in the performance of their duties.

² Business files have to be handed back at the end of the tenure of office at the latest.

Transparency

Art. 15

1. The members of the Executive Board and of the Editorial Board shall of their own accord disclose potential conflicts of interest.
2. In case of a conflict of interest, they shall abstain from voting.
3. Transactions between the Society on the one hand and a member of the Executive Board or of the Editorial Board on the other hand shall be carried out "at arm's length" and shall be subject to approval by the Executive Board. The terms and conditions of such transactions shall be agreed to in writing.

Corporate Governance

Art. 16

All members of the Executive Board and of the Editorial Board are obliged to strictly adhere to best practices and all pertaining laws of countries in which the Society operates.

Fiscal year

Art. 17

The fiscal year begins on 1st January and ends on 31st December.

Entering into force date

Art. 18

1. These By-Laws enter into force on the date of their adoption by the Executive Board.

Review

Art. 19

These By-Laws shall be reviewed on a regular basis, at least every two (2) years, and, if necessary, be amended by the Executive Board.

Berne, 3rd March 2010/Stockholm 26th November 2014/Stockholm 30th March 2015/
Vienna 8th November 2017.

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President

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Vice-President / Secretary