

## READING COPY

### **International Friends of documenta e. V. - Statutes -**

#### **§ 1 Name; Registered Office; Financial Year**

- (1) The name of the Association is "International Friends of documenta".
- (2) It is to be entered in the register of Associations and will thereafter include the addition  
**e..V. (eingetragener Verein - registered Association).**
- (3) The Association's registered office is in Kassel.
- (4) The financial year is the calendar year.

#### **§ 2 Purpose of the Association**

- (1) The purpose of the Association is to promote art and culture.
- (2) The purpose of the Association is realized
  - a. in particular by supporting documenta und Museum Fridericianum gGmbH by channelling funds to them;
  - b. in addition, by organizing events and promoting projects with artistic and cultural content in agreement with the sponsor of documenta, of the Fridericianum, of the documenta archiv, and of documenta und Museum Fridericianum gGmbH. No influence is exerted upon the activities of documenta und Museum Fridericianum gGmbH.

The internationality and supra-regionality of documenta should also be reflected in the membership structure and activities of the Association. To this end, an international support network is to be established.

- (3) The Association exclusively and unswervingly pursues charitable purposes within the meaning of the section "Tax-Privileged Purposes" ("Steuerbegünstigte Zwecke") of the German Tax Code.
- (4) The Association acts altruistically. It does not primarily pursue its own economic interests. The Association's funds may only be used for the purposes set out in the Articles of Association. Members shall not receive any benefits from the Association's funds.
- (5) No person may be favored by expenditures that are alien to the purpose of the Association or by disproportionately high

remuneration.

- (6) All services provided by the Association are voluntary. There is no legal entitlement to them.

### **§ 3 Membership**

- (1) Natural persons and legal entities can become members of the Association.
- (2) A legal entity or a partnership can become an institutional member of the Association. In the event of such membership, a number of institutional employees (e.g. employees of the member company) to be determined between the Executive Board and that member company assuming the obligation to pay contributions shall be granted membership rights in accordance with the membership fee regulations.
- (3) Admission to the Association must be applied for in text form to the Executive Board. The Executive Board shall decide on the application for admission. The rejection of an application for membership shall not require any justification. In the case of minors, the application for admission must be submitted by their legal representative(s).

### **§ 4 Termination of Membership**

- (1) Membership ends
- a. with the death of the natural person;
  - b. with the extinction of the legal entity or company;
  - c. through voluntary resignation;
  - d. by exclusion from the Association.
- (2) Resignation is permitted with a notice period of four weeks to the end of the current financial year. This shall be effected by means of a written declaration to the Executive Board. To comply with the notice period, the declaration of resignation must be received by the Executive Board in good time. Membership fees already paid will not be refunded. Outstanding membership fees that have already become due must continue to be paid.
- (3) A member may be expelled from the Association for good cause. This is particularly the case if a member
- a. fails to pay a due annual membership fee despite two written reminders. The second reminder must refer to the consequence of imminent exclusion.
  - b. damages the reputation of the Association through their behavior within or outside the Association,

- c. intentionally disrupts the activities of the Association, or
- d. performs an activity that is contrary to the purpose of the Association or the activities of the Executive Board. -

(4) The Executive Board shall decide on the expulsion. Before the resolution is passed, the member shall be given the opportunity to justify their position in writing, setting a reasonable deadline. A written statement by the member(s) concerned must be read out at the Board meeting. The decision to expel the member must be accompanied by reasons and the member must be informed of this. In the event of para. (3) lit. a, the Executive Board shall only decide on the expulsion after a period of one month since the sending of the second reminder to the last address of the member that is known to the Association; in this case, a procedure in accordance with sentences 2 and 3 is not required. Each expulsion shall take effect upon receipt of the resolution.

## **§ 5 documenta forum**

The association documenta forum Kassel e. V. (hereinafter referred to as "documenta forum") based in Kassel is a founding member and is granted the following special inalienable rights:

1. The membership fee is calculated per member of the documenta forum. The rules regarding membership fees are set out in the Membership Fee Regulations.
2. The documenta forum receives two voting rights in the General Meeting regardless of the number of its members.

## **§ 6 Contribution**

- (1) Members are required to pay contributions.
- (2) The amount thereof is laid down in the Contribution Regulations.
- (3) The Executive Board is authorized to revise Membership Fee Regulations, in particular to determine the type of membership, the corresponding annual membership fees and the range of benefits. Honorary members are exempt from paying contributions.

## **§ 7 Executive Board**

- (1) The Executive Board is responsible for the affairs of the Association, unless they are assigned to another body of the Association by the Articles of Association. The Executive Board authorized to represent the Association in accordance with § 26 BGB (German Civil Code) consists of the Chairperson, a Deputy

Chairperson, a Treasurer and a Secretary. The Association is represented judicially and extrajudicially by two members of the Executive Board, including the Chairperson or the Deputy Chairperson.

(2) The Managing Director of documenta und Museum Fridericianum gGmbH is a member of the body authorized to represent the Executive Board by virtue of their office as Deputy Chairperson. The remaining members of the Executive Board in accordance with paragraph (1) shall be elected by the General Meeting for a term of three years; however, they shall remain in office after their term of office has ended until a new Executive Board is elected. The Executive Board may appoint further members with or without special duties to the extended Executive Board. The term of office of the Board members elected in this way ends at the same time as the Board members elected by the General Meeting.

(3) The Executive Board may adopt rules of procedure. The activities of the Executive Board are performed in an honorary capacity. The members of the Executive Board must - with the exception of the member of the Executive Board in accordance with para. (2) sentence 1 and the members of the first Executive Board after the founding of the Association - have been members of the Association for at least one year at the time of election.

## **§ 8 General Meeting**

(1) The Ordinary General Meeting should be held once a year. In addition, the General Meeting must be convened if the interests of the Association so require or if a quarter of the members request a meeting in writing, stating the purpose and reasons.

(2) The General Meeting is responsible for

- a. Adoption of the annual report of the Executive Board; discharge of the Executive Board;
- b. Election and dismissal of members of the Executive Board in accordance with Section 7 para (2) sentence 2;
- c. Resolution on the amendment of the Articles of Association, on the amendment of the purpose of the Association and on the dissolution of the Association;
- d. Appointment of honorary members.

Regarding matters that fall within the remit of the Executive Board, the General Meeting may make recommendations to the Executive Board. For its part, the Executive Board may seek the

opinion of the General Meeting on matters within its remit.

## **§ 9 Convening of the General Meeting**

The General Meeting is convened by the Executive Board in text form with a notice period of two weeks. Members must be informed of the agenda set by the Executive Board. The period of notice begins on the day of dispatch to all members at their last known address (postal address, e-mail address, fax connection or similar).

## **§ 10 Chair of the Meeting**

The General Meeting is chaired by the Chairperson. If the Chairperson is unable to attend, the remaining members of the Executive Board shall appoint the Chairperson for that meeting. If no member of the Executive Board is present, the General Meeting elects the chairperson from among its members. The person taking the minutes is appointed by the Chairperson of the meeting. Any motions outside the agenda that is announced in the invitation and drawn up by the Executive Board will only be dealt with at the General Meeting if they are submitted to the Executive Board in text form at least one week before the day of the meeting.

## **§ 11 Resolutions**

- (1) The General Meeting is quorate if it has been duly convened.
- (2) Unless otherwise stipulated in the Articles of Association, resolutions of the General Meeting shall be passed by a simple majority of the members present; abstentions shall be disregarded. Members are also deemed to be present if they are connected remotely (e.g. by telephone or video conference).
- (3) A majority of three quarters of the members present is required to amend the Articles of Association, and the approval of all members present is required to amend the purpose of the Association and to dissolve the Association. Amendments to the Articles of Association that affect the non-profit status are subject to review by the tax office and must be notified to the tax office before the change to the Articles of Association is filed with the registry court.
- (4) The General Meeting may also be held by means of electronic communication (e.g. by telephone, video conference or using electronic voting formats) or in a hybrid meeting format consisting of those present and those using telephone / video conference / other media. The Executive Board decides

whether the General Meeting is to be held face-to-face or with the exclusive or partial use of electronic communication.

- (5) The Executive Board can also obtain resolutions from the General Meeting by written procedure. Resolutions by written procedure are adopted if at least 51% of all members of the Association agree in writing. If the Articles of Association stipulate a quorum higher than a simple majority, the resolution is only adopted if a percentage of all members agree to the resolution that corresponds to the quorum required for the resolution.

## **§ 12 Minutes**

The resolutions of the General Meeting are to be recorded in minutes and signed by the Chairperson of the meeting. The place and time of the meeting and the respective voting results should be recorded. In the case of amendments to the Articles of Association, the exact wording must be stated.

## **§ 13 Liability of the Association towards Members**

The Association shall only be liable for damages of any kind incurred by a member of the Association if a member of an executive body or another person for whom the Association is liable in accordance with statutory provisions is guilty of intent or gross negligence in this respect.

## **§ 14 Formal Requirements**

Insofar as the written form is required in these Articles of Association, transmission by e-mail is also sufficient. Invitations or other legal declarations of the Association shall be deemed to have been received by the members if they have been sent to the last address or e-mail address notified to the Association by the member.

## **§ 15 Transfer of Assets**

If the Association is dissolved or if tax-privileged purposes cease to exist, the Association's assets shall be transferred to documenta und Museum Fridericianum gGmbH, which shall use them directly and exclusively for the non-profit purpose of promoting art and culture.

Kassel, March 11, 2025