

# CONSTITUTION

of the Association 'Freunde des Max Beckmann Archivs e.V.'

## **§ 1 Name, non-profit status, registered office, financial year of the Association**

1. The Association bears the name 'Freunde des Max Beckmann Archivs e.V.' (previously: Max Beckmann Gesellschaft e.V.) and is entered in the Register of Associations at the Munich District Court under no. 15479. The present Constitution replaces the Constitution dated 12 February 1996 with amendments of 11 September 1996 and 27 July 2005.
2. The Association exclusively and directly pursues charitable purposes within the meaning of the 'tax-privileged purposes' section of the German Fiscal Code. The Association's funds may only be used for the purposes set out in the Constitution. No person may be advantaged by expenditures that are alien to the purpose of the Association.

Members of the Board of Directors, as far as they work in an honorary capacity, are only entitled to reimbursement of proven cash expenses, after prior consultation with the Board of Directors. This applies in particular to travel expenses of the external members of the Board of Directors.

3. The registered office of the Association is Munich.
4. The financial year of the Association is the calendar year.

## **§ 2 The purpose of the Association is to promote research on Max Beckmann at the Bavarian State Painting Collections. This constitutional purpose is implemented as follows:**

1. The Association supports the Max Beckmann Archive of the Bavarian State Painting Collections both as a concept and by expanding the existing holdings (autographs, photographs, typescripts and other archive material) and by providing funds for research, publications, exhibitions, lectures, etc.
2. The Association may acquire archive material that is directly related to Max Beckmann, his life and his work, and make it available to the Archive on permanent loan; in justified exceptional cases, it may become co-owner of such material together with third parties. The archive materials, which are the property of the Association, are completely inalienable.

## **§ 3 Membership**

1. Natural and legal persons, as well as individuals' associations of any kind, can become members of the Association. The Association has full members and honorary members. Ordinary membership is acquired by written declaration of membership and its written acceptance by the Board of Directors. Reasons need not be given for a refusal.
  2. Honorary members can be appointed by unanimous decision of the Board of Directors.
  3. Membership can be ended
    - a) by giving written notice to the Board of Directors at the end of a calendar year, giving three months' notice; or
    - b) by exclusion on the basis of a resolution of the Board of Directors. Exclusion is possible if, despite two reminders, payment of the amount due is not made by the end of the
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following year or if the member has grossly damaged the reputation of the Association through their conduct; or

- c) in the case of natural persons, by death; in the case of legal persons or individuals' associations, by liquidation.

#### **§ 4 Membership fees**

1. The members of the Association have to pay annual membership fees. Honorary members are exempt from the obligation to pay membership fees.
2. The amount of the fees is decided by the general meeting on the basis of a proposal made by the Board of Directors.
3. The fee is to be paid for the first time within eight weeks of acceptance, and is otherwise to be paid annually in the first two months of the financial year, preferably by SEPA direct debit.

#### **§ 5 Governing bodies**

The governing bodies are

- a) the general meeting,
- b) the Board of Directors,
- c) the office.

#### **§ 6 General meeting**

##### 1. Convening

- a) The ordinary general meeting shall take place within six months of the end of each financial year.
- b) An extraordinary general meeting is to be convened if the chair of the Board of Directors or three members of the Board of Directors or at least 1/10 of the members demand this in writing.
- c) The invitation to the ordinary and extraordinary general meeting shall be issued in writing by the office in consultation with the chair of the Board of Directors or, in their absence, by one of the chair's deputies, giving notice of the order of business, the place and the time, at least 14 days before the date of the meeting; the day of the convocation and the day of the meeting shall not be counted as part of this. The invitation can also be sent by email to the last email address known to the Association.
- d) The general meeting shall be chaired by the chair of the Board of Directors or, if the chair is unable to attend, by one of their deputies or, if the deputies are unable to attend, by another member of the Board of Directors.

##### 2. Tasks

The ordinary general meeting is responsible for

- a) electing the members of the Board of Directors or confirming and dismissing them;
- b) receiving and approving the annual report of the Board of Directors and the auditors and the annual financial statements;
- c) discharging the Board of Directors;

d) electing two auditors. The individuals to be elected must be suitable persons who are not members of the Board of Directors. They shall draw up minutes of the results of the audit and submit them to the general meeting.

### 3. Voting in the general meeting

a) In the general meeting, each full member as defined under § 3 (1) has one vote.

b) The right to vote may be exercised by a representative with a written power of attorney. The general meeting has a quorum regardless of the number of attendees.

c) Unless otherwise specified, the general meeting makes decisions by a simple majority of the members present or represented. In the event of a tie, the vote of the chair of the general meeting shall be decisive. Resolutions on an amendment to the Constitution, on the revocation of the appointment of a member of the Board of Directors, as well as on the dissolution of the Association or on the merging of the Association with another, requires a majority of three quarters of the members present and represented.

d) Minutes are to be taken of the resolutions made at the general meeting, with these minutes to be signed by the chair of the general meeting and the secretary or a representative from the Board of Directors and forwarded to the members. They can be sent to the last email address known to the Association.

## § 7 Board of Directors

### 1. Convening/election

a) The Board of Directors consists of 3 to 6 members as well as the automatic members. The General Director of the Bavarian State Painting Collections and the advisor to the Max Beckmann Archive are automatic members of the Board of Directors. The Board of Directors elects the chair and up to two deputy chairs from among its members, as well as a treasurer and a secretary. The automatic members cannot be treasurers. The treasurer manages the income and the assets of the Association and is to prepare annual accounts by the date of the first board meeting of the financial year or the general meeting.

b) A deputy chair shall have the same rights as the chair in all cases in which they are acting on behalf of the chair.

c) The general meeting elects the Board of Directors for a period of three years. Any member may propose candidates for the Board of Directors. Proposals must be submitted in writing to the Board of Directors four weeks before the general meeting. A secret ballot may be held at the request of a member in attendance.

d) The term of a member of the Board of Directors ends

- i. after three years. Re-election is possible. However, the Board of Directors remains in office after the end of the election period until a new election is held.
- ii. by revocation of their appointment by the general meeting. For important reasons, this is possible with a simple majority.
- iii. by termination of membership of the Association.
- iv. by resignation.

e) If a member of the Board of Directors resigns during the course of an election period, the Board of Directors shall co-opt a member. The co-opted member must be confirmed at the next ordinary general meeting. The by-election will be held for the rest of the

term of office of the retired member. If half of the members of the Board of Directors resign, new elections are necessary and the Board of Directors has to call an extraordinary general meeting for this purpose.

## 2. Tasks

- a) The Board of Directors manages the business of the Association in accordance with the Constitution and the decisions of the general meeting.
- b) The chair of the Board of Directors or a deputy chair together with another member of the Board of Directors represents the Association in judicial and extrajudicial matters according to § 26 para. 2 BGB (German Civil Code).
- c) The members of the Board of Directors shall be invited to the meetings of the Board of Directors with 14 days' notice by the chair or, if the chair is unable to attend, by one of their deputies, announcing the agenda.
- d) Minutes shall be taken and signed by the secretary or their representative, recording the negotiations and resolutions of the Board of Directors. A copy of this is to be sent to all members of the Board of Directors.
- e) Members of the Board of Directors may only be represented by another member of the Board of Directors.
- f) The Board of Directors may invite guests to the board meeting.
- g) Resolutions are passed by a majority of the members of the Board of Directors present at a meeting of the Board of Directors; in the event of a tie, the chair's vote shall be decisive.
- h) In urgent cases, a resolution may be passed by circular letter if at least three quarters of the members of the Board of Directors agree in written form to the resolution being passed by circular letter. The circulation procedure is not possible if a member of the Board of Directors objects to the resolution adopted by circulation.
- i) The Board of Directors is authorised to make any changes to the Constitution that become necessary to achieve the registration of changes to the Constitution decided by the general meeting or the recognition of the Association as a non-profit organisation.

## § 8 Office

1. The Association has an office.
2. The office is located in the premises used by the Bavarian State Painting Collections.
3. The tasks of the office are the organisation and administration of the Archive and the Association.
4. The manager of the office is bound by the instructions of the Board of Directors.

## § 9 Dissolution of the Association

In the event of dissolution or termination of the Association or in the event of its ceasing to be a non-profit organisation, the assets of the Association shall be transferred to the Bavarian State Painting Collections, Munich, with the condition that they be used directly and exclusively for non-profit purposes within the meaning of the Constitution under § 2.