

Articles of Association for *roam projects e. V.*

Preamble

The roam projects e.V. association sees itself as a platform for the presentation of art and for international art and cultural exchange. This includes, above all, cooperation with local and global, state and private sponsors, such as associations, initiatives, educational institutions and independent art and culture professionals.

A varied program consisting of different event formats is intended to appeal to a broad audience. With its international exchange program for artists of all contemporary genres, the association places a high value on a heterogeneous and diverse audience and stands for tolerance and an open dialogue. It wants to contribute to the preservation and maintenance of a dynamic and international art and culture scene in Berlin and to set a sign against the advancing gentrification in Berlin, which is endangering culture.

§ 1 Name, registered office, financial year

- 1.1 The name of the association is "roam projects". It shall be entered in the register of associations at the Charlottenburg Local Court and then bears the suffix "e.V."
- 1.2 The registered office and place of jurisdiction of the association shall be in Berlin.
- 1.3 The fiscal year of the association is the calendar year.

§ 2 Non-profit status

- 2.1 The association pursues exclusively and directly charitable purposes within the meaning of the section "Tax-privileged purposes" of the Tax Code. The Association shall act selflessly. It does not primarily pursue its own economic purposes. The funds of the Association may only be used for purposes in accordance with the articles of association.
- 2.2 No person may be favored by expenses that are alien to the purpose of the association or by disproportionately high remuneration.
- 2.3 The members shall not receive any benefits from the funds of the corporation, i.e. in their capacity as members they shall not receive any benefits from the funds of the association.
- 2.4 Persons working in an honorary capacity shall be entitled to reimbursement of proven expenses.
- 2.5 The association fulfills its tasks itself or through an auxiliary person according to § 57 paragraph 1 sentence 2 of the German Fiscal Code (Abgabenordnung), as long as it does not act by way of fundraising according to § 58 No. 1 of the German Fiscal Code (Abgabenordnung).

§ 3 Purpose of the association

3.1 The purpose of the association is the promotion of art and culture as well as the promotion of international spirit, tolerance in all areas of culture and the idea of international understanding.

This purpose is implemented in particular through

- (i) the organization, planning and implementation of art and cultural events, such as exhibitions, readings, performances, workshops, teaching events and concerts.
- (ii) supporting the international exchange of art and culture with a focus on Northern and Eastern Europe, for example through the residency program, in which foreign artists and cultural actors are invited to Germany for a few weeks to work in the premises provided by the association. During the residency period, events such as artist talks and network meetings as well as a presentation of the artworks created on site are to take place for the purpose of intercultural understanding. In order to make the residency program sustainable, a presentation of the works in the home country of the respective artists is intended.
- (iii) the (re-)revitalization of art and culture in the "Kreuzberger Kiez", among other things in cooperation with local associations, initiatives, institutions and cultural actors, for example through jointly developed Kiez events outside and inside.
- (iv) cooperation with organizations and institutions pursuing the same and similar objectives, such as museums, cultural/art institutes, galleries, and the transfer of funds to domestic and foreign corporations within the scope of Section 58 No. 1 of the German Fiscal Code (Abgabenordnung).

§ 4 Codex

4.1 The association is politically and denominationally unaffiliated.

4.2 Extremism in any form is rejected.

4.3 Decisions are made in open dialogue, constructively and with mutual respect.

§ 5 Acquisition of membership

5.1 Membership in the association may be acquired, upon written application, by any natural person or legal entity of full legal capacity who is willing to promote the purpose of the association.

5.2 The board of directors decides on the admission of members. The admission of members is determined by a three-quarters majority of the board and recorded in a declaration of acceptance. The board decides on the application for admission at its own discretion.

5.3 A rejection of the application for admission is not contestable and does not have to be justified.

§ 6 Termination of membership

- 6.1 Membership ends by voluntary resignation, exclusion, dissolution of the legal entity and death or by the dissolution of the association.
- 6.2 Resignation shall be effected by a written declaration to the board of directors. It is permissible at the end of each quarter.
- 6.3 A member may be expelled from the association by resolution of the board of directors if he or she
- (i) culpably damages the reputation or the interests of the association in a serious manner, or
 - (ii) is more than one year in arrears with the payment of its membership fees and has not paid the arrears in full within two months of sending the reminder under threat of expulsion, or
 - (iii) there is any other important reason in the person of the member.

Prior to the adoption of a resolution, the member shall be given the opportunity to justify himself/herself in person before the Executive Board or in writing within a reasonable period of time. A written statement by the person concerned shall be read out at the board meeting. The decision on the exclusion shall be accompanied by reasons and shall be notified to the member by registered letter. The member has the right of appeal to the general meeting against the exclusion decision of the board. The appeal has a suspensive effect.

The appeal must be lodged in writing with the Executive Board within a period of one month from receipt of the exclusion resolution. If the appeal is lodged in time, the board must convene the general meeting within two months to decide on the appeal. If this does not happen, the exclusion resolution shall be deemed not to have been issued. If the member does not make use of the right of appeal against the exclusion resolution or if he/she misses the deadline for appeal, he/she thereby submits to the exclusion resolution with the consequence that he/she is excluded.

- 6.4 A resigning member has no claim to the assets of the association.

§ 7 Types of membership

- 7.1 The association offers two types of membership:
- (i) the ordinary membership and
 - (ii) the supporting membership.
- 7.2. Rights and duties of the members
- (i) Ordinary members are in principle actively involved in the life of the association and have the right to be present, to vote and to speak at the general meeting.
 - (ii) Supporting memberships are characterized by the fact that they support the association through regular or irregular membership fees in the form of mostly monetary contributions (more rarely also contributions in kind and/or services) and in this respect promote the association. This form of membership is to be understood as a passive form of participation in the life of the association, i.e. supporting members have a right to participate in the general meeting and a

minority right (to convene a general meeting in accordance with § 37 BGB), but no right to vote or speak.

§ 8 Membership fees, raising the funds of the association

- 8.1 Annual membership fees are charged to members. These can be staggered (monthly, quarterly, semi-annually) or received as a one-time payment on the association's account. Members are free to pay higher membership fees than those stipulated in the membership fee regulations. The Board of Directors may, after hearing individual members, waive membership fees in part or in full for good cause, such as indigence.
- 8.2 The general meeting shall issue a contribution regulation, which regulates the amount and the annual contributions to be paid. These shall be confirmed at least annually.

§ 9 Organs of the association

- 9.1 Organs of the association are:
- (i) the board of directors and
 - (ii) the general meeting.

§ 10 The board of directors

- 10.1 The board of directors according to § 26 of the German Civil Code (BGB) consists of: the 1st and 2nd chairmen and a treasurer as well as optionally up to two assessors.
- 10.2 The association shall be represented judicially and extrajudicially by one member of the board of directors, including the 1st chairperson or the 2nd chairperson.
- 10.3 The board of directors is elected by the general meeting for a period of two years. They remain in office until the election of the next board. If, however, a member of the board should leave office before the election of a new board due to resignation, exclusion or death, the remaining board may appoint a successor until the election of the successor by the general meeting. This decision must be subsequently confirmed by an extraordinary general meeting convened within three months, provided that no ordinary general meeting falls within this period.
- 10.4 Only members of the association can be admitted to the board. Upon termination of membership in the Association, the office as a member of the Board shall also end.
- 10.5 Legal transactions with a business value of 250.00 EURO or more must be confirmed by the treasurer and another member of the board. Legal transactions with a business value of more than 2,500,00 EURO are only binding for the association if they are concluded with the approval of a four-fifths majority of the board members.
- 10.6 The Board of Directors is responsible in particular for:
- The management of current business.
- The execution of the resolutions of the general meeting.
 - The management of the association's assets.

- To prepare a budget for each fiscal year.
- The accounting of income and expenses.
- The preparation of the annual report.
- The preparation of the general meeting.
- The convening of the general meeting and
- The conduct of the general meeting.
- Negotiation with cooperation partners.
- Research and arrange for the purpose-operational opportunities.

§ 11 Resolution of the board of directors

- 11.1 The board of directors is responsible for all tasks of the association that are not assigned to the general meeting by the articles of association and/or by law.
- 11.2 The board of directors shall pass its resolutions in Executive Board meetings, which shall be convened by the 1st or 2nd Chairperson or another member of the Executive Board.
- 11.3 The board of directors shall constitute a quorum if at least three members of the board of directors, including the 1st or 2nd Chairperson, are present. The majority of the votes cast shall be decisive in the passing of resolutions. In the event of a tie, a motion shall be deemed rejected.
- 11.4 A resolution of the board of directors may be passed in writing (including e-mail) if all members of the board of directors declare their consent to the regulation to be passed.
- 11.5 The resolutions of the board of directors shall be recorded in writing. The minutes shall be signed by the keeper of the minutes and by the chairperson or, if the chairperson is unable to do so, by the deputy chairperson or another member of the board of directors.

§ 12 Cash audit

- 12.1 The general meeting may elect an auditor and his/her deputy, who are not members of the board, for a period of two years.
- 12.2 At the end of each fiscal year, the latter shall check the arithmetical correctness of the bookkeeping and cash management.
- 12.3 The auditor or his/her deputy shall report to the next ordinary general meeting.

§ 13 The general meeting

- 13.1 The general meeting is responsible in particular for:
- The election and dismissal of the members of the Board of Directors.
 - The election of the cash auditor.
 - The determination of contributions and their due date.

- To approve the budget prepared by the Board for the next fiscal year.
 - The receipt of the annual report.
 - The discharge of the board of directors.
 - The adoption of resolutions on amendments to the articles of association.
 - The resolution on the dissolution of the association.
 - Other tasks, insofar as they arise from the articles of association or by law.
- 13.2 All members are entitled to participate in the general meeting.
- 13.3 The ordinary general meeting shall be held at least once a year.
- 13.4 The general meeting shall be convened by written invitation via e-mail of the board of directors with a notice period of two weeks prior to the meeting to the e-mail address last announced by the member.
- 13.5 The invitation shall include an agenda and the items on which resolutions are to be adopted. The period shall commence on the day following the dispatch of the invitation letter. The invitation letter shall be deemed to have been received by the members if it was addressed to the last e-mail address made known to the association. Other matters to add to the agenda may be requested in writing by any member up to three days before the meeting. The chairman of the meeting shall inform about the additions at the beginning of the general meeting.
- 13.6 Motions to amend the Articles of Association and to dissolve the Association, which have not already been sent to the members with the invitation to the General Meeting, can only be decided at the next General Meeting.
- 13.7 The general meeting shall be chaired by a member of the board of directors.
- 13.8 The minutes shall be taken by the secretary. If the secretary is not present, the chairman of the meeting shall appoint a secretary to take the minutes. The minutes shall be sent by the board of directors to all members of the association within one month after the general meeting and again with the invitation to the following general meeting.
- 13.9 Resolutions of the general meeting shall be passed by a show of hands with a simple majority of the members present. Upon request, voting shall be by secret ballot. Amendments to the statutes require a majority of $\frac{3}{4}$ of the votes cast. The change of the purpose of the association or the dissolution of the association can only be decided with a majority of $\frac{4}{5}$. Abstentions and invalid votes are not taken into account when determining the results of the vote.
- 13.10 The general meeting is not open to the public.
- 13.11 By decision of the general meeting, a public meeting may be convened.
- 13.12 The general meeting grants the chairman of the meeting the right to admit guests.
- 13.13 Each duly convened general meeting shall constitute a quorum irrespective of the number of members present.
- 13.14 In the general meeting every present full member has one vote.

13.15 Minutes shall be taken of the proceedings of the general meeting and the resolutions passed, and shall be signed by the keeper of the minutes and the chairman of the meeting. It should contain the following statements:

- the place and time of the meeting,
- the person of the chairman of the meeting and the keeper of the minutes,
- the number of members present,
- the agenda,
- the individual voting results and
- the type of voting.
- In the case of amendments to the articles of association, the exact wording shall be stated.

§ 14 Extraordinary general meeting

An extraordinary general meeting may be convened if this appears necessary in the service of the interests of the association, or if the convening is requested in writing by at least 1/10 of the members, stating the reasons, to a member of the board.

§ 15 Dissolution of the association, liquidators

15.1 In the event of the dissolution or annulment of the association or in the event of the discontinuation of tax-privileged purposes, the assets of the association shall pass to a legal entity under public law or to another tax-privileged corporation, which must use them directly and exclusively for charitable purposes within the meaning of the purposes set out in § 3. The above provisions shall apply accordingly if the legal capacity of the association has been withdrawn.

15.2 The first and second chairpersons as well as the treasurer shall be appointed as liquidators if no other persons are appointed by the general meeting.