

Verband Schweizer Galerien Association des Galeries Suisses **Art Galleries Switzerland**

ARTICLES OF ASSOCIATION

I. NAME, HEADQUARTERS AND PURPOSE

Article 1 Name

Under the name of 'Art Galleries Switzerland' an association is established pursuant to Articles 60 et seq. of the Swiss Civil Code.

Article 2 Headquarters

The organisation's headquarters are located at the place of the Secretariat.

Article 3 Aims

The association represents the interests of gallery professionals and promotes gallery activities in the area of contemporary art in Switzerland and, where appropriate, abroad.

To achieve this goal, Art Galleries Switzerland

- a) is the first point of contact for galleries in matters of law, profession and cultural policies;
- b) represents and promotes the economic and cultural interests of galleries vis-à-vis local communities and their institutions;
- c) bears responsibility in terms of cultural policies and seeks to create a public understanding for the issues surrounding the activities of galleries as well as contemporary art in general;
- d) creates favourable conditions for the promotion and acquisition of contemporary art in Switzerland and abroad;
- e) coordinates, assists in and actively promotes contact with the authorities, institutions and the press.

II. MEMBERSHIP

Article 4 Membership

Any gallery satisfying the following conditions may become an active member:

- business domiciled in Switzerland
- principal activity as a gallery
- trade with and mediation of contemporary art
- regular exhibitions during fixed opening hours on own business premises
- active for at least three years
- high quality standards with regards to the gallery's programme
- no regular federal subsidies
- Furthermore, the galleries' representatives must be imbued with a strong sense of professional ethics and be worthy ambassadors for their profession in the public eye.

The Board of Directors may draw up a code of the aforementioned criteria, which must be approved by the General Assembly.

Exceptions to the aforementioned criteria may be granted by the Board of Directors on a case-by-case basis.

Verband Schweizer Galerien

Association des Galeries Suisses

Art Galleries Switzerland

Article 5 Admission of New Members

Admissions are subject to the Board's discretion. The Board may reject candidates with or without reasons. This decision may be referred to the General Assembly, which shall take the final decision.

Requests to become a member must be submitted in writing and seconded by two existing members.

Article 6 Resignation of Membership

Members may resign from membership by written notice to the end of the year. In the event of business cessation membership expires automatically at the end of the year.

Article 7 Exclusion

If there are important reasons, the Board of Directors can propose exclusion of members, which is to be approved by a resolution of the General Assembly.

Article 8 Membership Fees

The amount of the annual membership fee is determined by the General Assembly.

III. GOVERNING BODIES

The governing bodies of Art Galleries Switzerland are:

- the General Assembly
- the Board of Directors
- the Auditor

Article 9 General Assembly

The General Assembly of Members takes place in the first half of each calendar year.

Article 10 Invitation

The invitation indicating the agenda items shall be made in writing to all members at least 20 days prior to the date of the meeting. An extraordinary general assembly may be convened upon the Board's request or if one fifth of the members demand so.

Article 11 Functions and Competences

The General Assembly

- approves the annual report and financial statement
- sets the membership fees; passive members, however, are entitled to vote on the fees for passive members
- elects the President, the Treasurer and other members of the Board for a period of three years
- elects the Auditor for a period of three years
- nominates honorary members
- decides on alterations to the Articles of Association
- deals with applications and appeals
- decides on the association's dissolution

Verband Schweizer Galerien

Association des Galeries Suisses

Art Galleries Switzerland

- decides on joining other organisations, especially international umbrella organisations
- approves the code of responsibilities for gallery professionals

Article 12 Votes and Elections

Votes and elections shall be held by open ballot unless a secret ballot is requested.

Resolutions and elections shall be decided by a majority vote of the members present. In the event of a tied vote, the president has the casting vote.

Article 13 Board of Directors

The Board consists of at least five and no more than nine members, to be elected by the Ordinary General Assembly. Term of office is three years.

The Board of Directors constitutes itself (distribution of responsibilities, internal organisation etc.) Consideration should be given to a balanced representation, both in terms of region as well as gallery programme.

Article 14 Functions and Competences

The Board of Directors represents the association externally. The Board carries out the day-to-day operations and implements the resolutions of the General Assembly. The Board may establish other committees to be entrusted with special tasks. Decisions by the Board are taken by a simple majority vote. In case of deadlock, the President shall have the casting vote.

The Board of Directors is, above all, responsible for the following tasks:

- drawing up the budget
- admission of members
- appointing working groups, if necessary
- organising the Secretariat, especially appointing a Secretary
- regulation of signatures

Article 15 Auditor

The auditors examine whether the annual financial statement complies with the law and submit a written report to the General Assembly.

IV. FINANCIAL RESOURCES

Article 16 Funding

The Association's resources are derived from

- membership fees
- third-party donations and auctions
- sponsorship
- subsidies

Verband Schweizer Galerien
Association des Galeries Suisses
Art Galleries Switzerland

Article 17 Use of Assets

Financial circumstances permitting, the association may provide financial support for exhibitions, events, publications and other projects, if they comply with the purpose of the association.

V. GENERAL PROVISIONS Article

18 Liability

Liability for the association's commitments is limited to the extent of its assets. Any personal liability of its members beyond the annual membership fee is excluded.

Article 19 Dissolution of Association

Art Galleries Switzerland may be dissolved upon a resolution by the General Assembly where at least two-thirds of members agree to the dissolution at an assembly convened specifically for this purpose.

The General Assembly decides on the use of residual assets.

VI. REVISIONS OF THE ARTICLES OF ASSOCIATION

Article 20 Amendments to the Articles of Association

Amendments to the Articles of Association require a qualified majority of three quarters of all present members.

Article 21 Implementary provisions

If necessary, the Board can issue implementing provisions in the form of regulations accompanying the Articles of Association.

Article 22 Entry into force

The present Articles of Association entered into force on 3 April 1995.