



# Articles of Association

## Spatial Media Lab e.V.

**NOTE: The English version of this document is only provided as a convenience and only the German version is legally binding.**

### **§ 1 Name, registered office, registration, financial year**

- (1) The name of the Association is Spatial Media Lab. It is to be entered in the register of Associations and will then bear the addition "Spatial Media Lab e.V."
- (2) The Association has its registered office in Berlin
- (3) It shall be entered in the register of associations.
- (4) The financial year is the calendar year

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

- (1) The purpose of the Association is the promotion of art and culture, science and research. The purpose of the statutes is realized in particular through:
  - (a) the provision of offline and online spaces for the networking of interested protagonists,
  - (b) the conception and realization of events and concerts that can bring expansive media to a wider audience,
  - (c) the promotion of an exchange between researchers, artists and other creative people from different cultural sectors,
  - (d) the networking of protagonists across national, professional and genre boundaries,
  - (e) the promotion of open source as a cultural and development tool.

- (2) All knowledge, software or hardware whose creation is funded by the Association must be made available to the public under an open source license. Artistic works are excluded from this.
- (3) The Association's funds may only be used for the purposes set out in the Articles of Association.
- (4) No person may be favored by expenses that are alien to the purpose of the Association or by disproportionately high remuneration.
- (5) Members and non-members may receive benefits such as salaries, fees or expense allowances from the Association's funds, provided they are active in accordance with the Articles of Association and/or act for the benefit of the Association.
- (6) If a member leaves the Association or if the Association is dissolved, any assets contributed will not be refunded.
- (7) The purpose of the Association may only be changed within the framework set out in § 2 (1).

### **§ 3 Acquisition of membership**

- (1) Any person can become a member of the Association.
- (2) Admission to the Association must be applied for in writing to the Board of Directors. In the case of minors, the application for membership must be submitted by their legal representatives. The Board of Directors decides on the application for membership by a simple majority. It does not have to justify its rejection of the application to the applicant.
- (3) The Association consists of ordinary, reduced, supporting and honorary members.
  - (a) Ordinary membership - Ordinary membership can be acquired by natural persons
  - (b) Reduced Ordinary Membership - The Board of Directors may grant reduced ordinary membership to individual natural persons upon application. Reduced Ordinary Members have full voting rights and can use all services determined by the Board of Directors.
  - (c) Supporting members - These are natural and legal persons who wish to support the tasks of the Association both ideally and materially. They are non-voting members of the Association. Supporting members may participate in the General Assembly of Members.
  - (d) Honorary membership - Natural persons who have supported or promoted the Association in a special way and have thus rendered outstanding services to the reputation of the Association may be appointed as honorary

members at the request of the Board of Directors and by resolution of the General Assembly of Members. They have all the rights of ordinary members, unless otherwise stipulated in these Articles of Association. Honorary members are exempt from paying membership fees.

## **§ 5 Rights and obligations of members**

- (1) Every member has the right to use the Association's facilities and to participate in joint events. Every member, with the exception of supporting members, has equal voting and election rights in the General Assembly of Members.
- (2) Every member has the duty to promote the interests of the Association, in particular to pay their membership fees regularly and, as far as they are able, to support the life of the Association through their co-operation.

## **§ 6 Termination of membership**

- (1) Membership of the Association ends upon death (*in the case of legal entities, upon their dissolution*), resignation or exclusion.
- (2) Resignation must be declared in writing to the Board of Directors. Resignation can only be declared with one month's notice to the end of the quarter.
- (3) A member can be temporarily excluded from the Association by resolution of the Board of Directors. The General Assembly of Members must confirm or cancel this decision by vote. The decision is pending until the vote by the General Assembly of Members. Cause for expulsion exists if the member:
  - (a) culpably damages the reputation or interests of the Association in a serious manner or
  - (b) is more than three months in arrears with the payment of the admission fee or membership fees and has not paid the arrears despite a written reminder under threat of expulsion. The member must be given the opportunity to comment on the reasons for expulsion at the General Assembly of Members. These must be communicated to the member at least two weeks in advance.

## **§ 7 Admission fee and membership fees**

- (1) Each member must pay a monthly membership fee due in advance. The fee can also be paid annually.
- (2) The amount of the admission fee and the membership fees shall be determined by

the Board of Directors.

- (3) Honorary members are exempt from the admission fee and membership fees.

## **§ 8 Bodies of the Association**

The bodies of the Association are

- (1) The Board of Directors
- (2) The General Assembly of Members

## **§ 9 The Board of Directors**

- (1) The Board of Directors consists of two equal chairpersons and a treasurer. It represents the Association in and out of court. Two of them represent the Association jointly.
- (2) The members of the Board of Directors may be paid a remuneration. The General Assembly of Members decides on the amount of remuneration.
- (3) The members of the Board of Directors are elected individually by the General Assembly of Members for a term of two years. Members of the Board of Directors can only be members of the Association; membership of the Board of Directors ends with membership of the Association. Re-election or premature dismissal of a member by the General Assembly of Members is permitted. A member remains in office after expiry of the regular term of office until the election of his/her successor.
- (4) If a member leaves the Board of Directors prematurely, the remaining members of the Board of Directors are authorized to elect a member of the Association to the Board of Directors until the election of the successor by the General Assembly of Members.
- (5) The Board of Directors of the Association is responsible for representing the Association in accordance with Section 26 BGB and managing its business. It has the following tasks in particular:
  - (a) convening and preparing the General Assembly of Members, including drawing up the agenda,
  - (b) implementing the resolutions of the General Assembly of Members,
  - (c) setting the admission fee and membership fees,
  - (d) managing the Association's assets and preparing the annual report,

- (e) the admission of new members.
- (6) Resolutions of the Board of Directors are recorded in the minutes of the meeting.
- (7) The Board of Directors passes its resolutions by consensus wherever possible, but in the event of a dispute by a simple majority.
- (8) In urgent cases, resolutions of the Board of Directors can also be passed in writing or by telephone if all members of the Board of Directors declare their consent to this procedure in writing or by telephone.

## **§ 10 The General Assembly of Members**

### (1) Tasks of the General Assembly of Members

The General Assembly of Members is responsible for decisions on the following matters:

- (a) Amendments to the Articles of Association,
- (b) the appointment of honorary members and the exclusion of members from the Association,
- (c) the election and dismissal of members of the Board of Directors,
- (d) acceptance of the annual report and discharge of the Board of Directors,
- (e) the dissolution of the Association.

### (2) Convening the General Assembly of Members

- (a) At least once a year, if possible in the first quarter, the Board of Directors must convene an ordinary General Assembly of Members. The meeting shall be convened in writing by email or post, giving two weeks' notice and stating the agenda.
- (b) If the General Assembly of Members is held exclusively online in accordance with §10-3-e, this must be indicated in the invitation. Members may object to this up to one week before the meeting. The Board of Directors then decides on the objection.
- (c) The Board of Directors sets the agenda. Any member of the Association may submit a written request to the Board of Directors for an addition to the agenda no later than one week before the General Assembly of Members. The Board of Directors decides on the request. The General Assembly of Members decides on motions on the agenda that have not been included by the Board of Directors or that are put forward for the first time at the General Assembly of Members by a majority of the votes of the members present; this does not apply to motions relating to an

amendment to the Articles of Association, changes to membership fees or the dissolution of the Association.

- (d) The Board of Directors shall convene an Extraordinary General Assembly of Members if the interests of the Association so require or if at least one fifth of the members so request in writing, stating the purpose and reasons.
- (e) An extraordinary General Assembly of Members is convened by the Board of Directors in writing with one week's notice, stating the items on the agenda. The invitation is sent by email in accordance with Section § 1126b of the German Civil Code (BGB) or, in exceptional cases, in writing by post if the member does not have email access. Letters of invitation are deemed to have been received by the member if they are sent to the last email or address provided to the Association in writing by the member.

### (3) Resolution of the General Assembly of Members

- (a) The General Assembly of Members is chaired by one of the two Board of Directors or, if they are unable to attend, by a chairperson to be elected by the General Assembly of Members.
- (b) The General Assembly of Members constitutes a quorum if at least one third of all members of the Association are present. If there is no quorum, the Board of Directors is obliged to convene a second General Assembly of Members with the same agenda within four weeks. This shall constitute a quorum regardless of the number of members present. This must be indicated in the invitation.
- (c) The General Assembly of Members passes resolutions by open vote with a majority of the votes of the members present. Upon request, the election may be held anonymously. If no candidate can obtain a majority of the votes of the members present, the candidate who has received the majority of the valid votes cast is elected; a run-off vote must be held between several candidates. Minutes must be taken of the General Assembly of Members and the resolutions passed, which must be signed by the secretary and the chairperson of the meeting.
- (d) Digital participation in the General Assembly of Members. The General Assembly of Members can also be held fully online (all participants are connected via video chat) or hybrid (some participants are present at the same location, others are connected via video chat). In the case of a purely online General Assembly of Members, it must be ensured that the online participants can exercise their rights without restriction.

## **§ 11 Annual financial statement, cash audit**

- (1) The annual financial statements are prepared by the Board of Directors within the

statutory deadlines and made available to the members of the Association. The annual financial statements are adopted by the General Assembly of Members.

- (2) At the request of a quarter of the ordinary members of the Association, a cash audit shall be carried out to review the use of funds, including the bookkeeping. The auditors must submit a report on this to the General Assembly of Members.

## **§ 12 Amendment to the Articles of Association**

- (1) Amendments to the Articles of Association require a three-quarters majority of the members present. Amendments to the Articles of Association can only be voted on at the General Assembly of Members if this agenda item has already been referred to in the invitation to the General Assembly of Members.
- (2) Amendments to the Articles of Association that are required by supervisory, judicial or financial authorities for formal reasons may be made by the Board of Directors on its own initiative. All members of the Association must be notified of these amendments to the articles of Association in writing as soon as possible.

## **§ 13 Liability**

The Association is only liable with the Association's assets.

## **§ 14 Dissolution of the Association, termination for other reasons**

- (1) A resolution to dissolve the Association requires a 9/10 majority of the members present at the General Assembly of Members. The resolution can only be passed after announcement in the invitation to the General Assembly of Members.
- (2) In the event of the dissolution of the Association, the Board of Directors are jointly authorized liquidators, unless the General Assembly of Members appoints other persons.
- (3) If the Association is dissolved, the last General Assembly of Members shall dispose of the existing assets of the Association after all liabilities have been settled. The Association's assets should be used for purposes in accordance with these Articles of Association. The corresponding resolutions of the General Assembly of Members may only be implemented after approval by the responsible tax office.

## **§ 15 Closing provisions**

The place of fulfillment and jurisdiction for all claims between the Association and its members and - insofar as permissible - also against third parties is the registered office of the Association.

The invalidity of parts of these Articles of Association or of resolutions amending the Articles of Association shall not affect the validity of the remaining parts of the Articles of Association or the resolution amending the Articles of Association.

## **§ 16 Entry into force**

These Articles of Association shall enter into force upon entry in the register of Associations.

The Board of Directors and the remaining members of the Association sign as follows:

*Berlin, 22.05.23*

Timo Bittner  
(Chairman)

Andrew Rahman  
(Chairman)

Stefan Kraus  
(Treasurer)

Georgios Mavrikos

Josef Pelz

Wieland Hilker

Cordele Glass