



FREUNDESKREIS DER DRESDNER
PORZELLANSAMMLUNG IM ZWINGER E.V.

CIRCLE OF FRIENDS OF THE DRESDEN PORCELAIN COLLECTION AT THE ZWINGER, REGISTERED
MEMBERSHIP ASSOCIATION

CONSTITUTION

Article 1: Name and seat of the Association

The Association shall bear the name “Freundeskreis der Dresdner Porzellansammlung im Zwinger e.V.” (Circle of friends of the Dresden Porcelain Collection at the Zwinger, registered membership association).

The Association shall have its seat in Dresden and its office at the Dresden Porcelain Collection at Zwinger, 01067 Dresden, Sophienstraße.

The Association is registered with the Register of Associations.

Article 2: Spirit and object of the Association

The “Freundeskreis der Dresdner Porzellansammlung im Zwinger e.V.” in preserving, maintaining and expanding the historically, scientifically and artistically significant Dresden Porcelain Collection shall exclusively and directly pursue non-profit-making cultural purposes as defined by the „Purposes Entitled to Tax Relief” section of the German Tax Code. The Association shall promote all immaterial and material measures severing this objective.

The Association shall promote all scientific and research activities of the Dresden Porcelain Collection as well as public events serving national education, in particular exhibitions, publications, guided tours, lectures and excursions.

The Association shall financially support the growth of the collection. Works and pieces of art acquired by the Association shall pass into the ownership of the Dresden Porcelain Collection. An inventory number of the museum shall be attributed to these pieces which shall be at the unrestricted disposal of same. The kind of acquisition of each piece shall be disclosed by the Porcelain Collection’s inventory.

The Association shall not itself benefit from its activity. It is not pursuing commercial purposes for its own ends. Resources of the Association may only be used for the purposes according to the Constitution.

The members shall receive no surplus profits and – in their capacity as members – no allowances of any kind from the Association’s resources. No person shall benefit from expenditures alienated to the object of the Association or from excessive allowances.

Article 3: Financial year

The financial year shall be the calendar year.

Article 4: Membership

The Association may be joined by any person, also legal persons.

The Association shall have full and honorary members.

The Committee shall decide on the membership application. The membership must be applied for in writing.

The membership shall end by death, cancellation or expulsion. Cancellation of a membership must be notified at least three months before the end of a calendar year in writing.

The Committee may expel a member if; despite of written reminder, subscription is not paid within a period of four weeks or if the member acts contrary to the aims of the Association. The decision on the expulsion shall be notified to the respective person by registered letter indicating the reasons for expulsion. An appeal may be filed with the General Meeting of Members against the expulsion within four weeks. The General Meeting of Members shall take the final decision on it.

Members of the Association or other persons who have rendered outstanding service to the object of the Association may be nominated honorary members on invitation by the General Meeting of Members.

Article 5: Rights and obligations of the members

Every member shall have one vote at the General Meeting of Members.

Every member shall pay a subscription. The General Meeting of Members shall decide on the subscription rates proposed by the Committee every year. The subscription rate for natural persons shall be at least € 75.00 and for legal persons at least € 200.000 per year. Spouse subscription shall be half the amount. The General Meeting of Members may decide on reduced subscription rates for pupils, students and trainees.

The subscription shall be due at the beginning of each financial year.

Honorary members shall be relieved from paying subscriptions.

Article 6: Organs of the Association

The organs of the Association are the General Meeting of Members, the Committee, the Advisory Board, the Auditors.

Article 7: General Meeting of Members

The General Meeting of Members shall convene at least once a year, at the invitation of the Committee with written notification of the agenda, duly observing a four-week period of notice prior to the meeting.

Application addressed to the General Meeting of Members must be filed with the Chairman of the Committee no later than ten days prior to the fixed date.

The General Meeting of Members shall constitute a quorum irrespective of the number of members present and shall decide with a simple majority of the cast votes.

A member may authorize in writing another member to exercise the voting right. No member however shall be entitled to represent more than three external votes. The power of authority to vote shall be submitted to the Chairman of the Committee at the beginning of the General Meeting of Members. The duties and rights of the General Meeting of Members shall include:

- receipt of the annual report and cash report by the Chairman of the Committee and the Treasurer as well as formal approval of the Committee's actions after presentation of the auditor's report,
- election of the Chairman, the Treasurer and the other members of the Committee by ballot and simple majority for a duration of two years,
- determination of the minimum subscription rate,
- adoption of resolutions on applications.

Article 8: Extraordinary Meeting of Members

An Extraordinary Meeting of Members may be called by the Committee for urgent reasons at any time. It must be called if one tenth of the full members demand that a meeting be called, presenting the agenda.

Minutes shall be taken of the resolutions adopted by the meeting of members and shall be signed by the chair of the meeting.

Article 9: The Committee

The Committee shall be elected by the General Meeting of Members for the duration of two years.

The Committee shall consist of the first and the second Chairman, the Treasurer, the Manager and one to four other committee members.

The Committee arranges those affairs of the Association which are not explicitly attributed by this Constitution to the General Meeting of Members or to the Advisory Board. The duties of the Committee shall especially include:

- implement the object of the Constitution,
- administer the Association's funds,
- prepare and implement the resolutions on how to apply the Association's funds,
- reporting and rendering of accounts,
- adopt resolutions on the approval, cancellation and expulsion of members,
- prepare the General Meeting of Members,
- implement the resolutions of the General Meeting of Members.

The first Chairman of the Committee alone or the second Chairman of the Committee alone or two Committee members jointly to be appointed by the other Committee members shall represent the Association.

The Director of the Museum of the Porcelain Collection shall officiate as the Manager. His activity shall comprise all duties with regard to the running business, unless performed by the Committee, as well as other duties the Committee may confer on him. The respective powers shall be granted to him by the Committee.

The first Chairman shall submit the agenda for each meeting and shall convene the Committee, in general with a period of notice of two weeks. The Committee and the General Meeting of Members shall be chaired by the Chairman.

The Committee shall preside over the "Freundeskreis der Dresdner Porzellansammlung e.V." in accordance with the Constitution. It shall constitute a quorum if at least three members are present. Resolutions shall be adopted with a simple majority of the cast votes. In the event of equality of votes, the Chairman's vote shall decide. Minutes shall be taken of all Committee meetings taking place, containing venue and time of the meeting, the names of all participants, resolutions adopted and the vote and shall be signed by the Chairman and a further member. Except at meetings, Committee resolutions proposed by the Chairman may also be adopted in writing if all members agree to the regulation to be adopted.

The Committee shall work on a honorary basis. Its members shall however be reimbursed inevitable and necessary costs they may have incurred. Travel and overnight expenses should be kept as low as possible.

Article 10: The Advisory Board

The Committee and at least five more persons shall constitute the Advisory Board, namely:

- a Managing Director of Staatliche Porzellan-Manufaktur Meissen GmbH,
- the Chief Executive Officer of the Dresden State Art Collections subject to his/her approval, and
- at least three more persons.

The Advisory Board shall be entitled to coopt further figures of public life deemed to be particularly qualified to promote and support porcelain arts.

The Advisory Board shall advise the Committee, provide recommendations and shall be heard prior to adopting resolutions that are significant for the Association's further development and shall be involved in extraordinary activities.

Advisory Boards members shall work on a honorary basis. They shall be elected by the General Meeting of Members for the same duration as the Committee.

The Advisory Board as a general rule shall convene once a year prior to the annual General Meeting of Members and shall be chaired by the Chairman of the Committee. The Chairman of the Committee shall call the Advisory Board with a two-weeks notice. The Advisory Board shall constitute a quorum if more than half of its members is present. A simple majority of the cast votes shall decide. For resolutions to be adopted the same regulations as for Committee meeting shall apply.

Article 11: Auditors

The General Meeting of Members shall appoint at least on Auditor for the duration of two years. The Auditor shall be neither a member of the Committee nor of the Advisory Board.

The Auditor shall have the duty to audit the Committee's management of household and business. He shall in particular monitor the statutory distribution of the Association's funds. In case of doubt, public accountant shall be involved.

Audits shall take place at least once a year. The outcome of such and audit shall be presented at the annual General Meeting of Members. The Auditor shall approve the Committees activities in absence of any objections.

Article 12: Dissolution of the Association

The Association's dissolution can only be decided by a General Meeting of Members convened for this particular purpose. This meeting shall constitute a quorum if at least half of the members is present or is represented by written power of attorney.

A majority of two thirds of the votes present or represented shall be required for the resolution to dissolve the Association. If the Association is dissolved or its purpose, as defined, ceases to exist, the assets of the Association shall revert to the Dresden State Art Collections, which shall continue to exclusively and directly use these assets for art-promoting purposes as defined by this Constitution.

In case that this should not be possible, the Association's assets may only be used for purposes the responsible tax authority has agreed to in writing.

January 2007