

# **STATUTES OF THE MILLER-ZILLMER FOUNDATION**

## **Preamble**

The Miller-Zillmer-Foundation would like to promote and network people in the artistic and socio-cultural fields independent of their social and national origin through auditive and visual projects. Audiovisual productions connect and integrate artistic ambitions and socio-cultural needs. The foundation offers international platforms for the exchange and realisation of artistic and socio-cultural projects in the fields of music, film and photography.

## **§ 1**

### **Name, legal form**

1. the foundation bears the name: Miller Zillmer Foundation.
2. it is a non-legally capable foundation under civil law in the fiduciary administration by a "foundation administrator".

The trustee of the foundation will act for it in legal and business transactions. Internally, the trustee of the foundation is subject to the foundation's business and to these statutes.

- 4 The Foundation shall have its registered office in Berlin.

## **§ 2**

### **Foundation's purpose**

1. the purpose of the foundation is to promote science and research, art and culture, education, popular and vocational training and international sentiments, tolerance in all areas of culture.

- 2 The purpose of the Foundation shall be realised in particular by

(a) the planning, implementation and non-material and financial support of projects and events, such as lectures, workshops, exhibitions, events of an artistic nature, in order to

(1) To enable people, regardless of their social and national origin, to have auditory, visual and audiovisual access and thus to strengthen their creative, social and digital competences in order to actively participate in the globally networked modern age and its communication technologies.

(2) To connect people on an artistic and cultural level nationally and internationally and to give incentives to become socio-culturally active together.

(3) To present or initiate projects and collaborations that serve as role models in the funded areas and in which people can engage individually.

(4) To win over children and young people, especially from socially disadvantaged backgrounds, for creative, artistic and socio-cultural projects in order to protect them from social exclusion.

(b) Planning, implementing and providing non-material and financial support for communication measures in order to address the aforementioned target groups comprehensively and to provide motivation for individual commitment, through

(1) the targeted addressing of national and international target groups both via digital media on the world wide web and via print media, radio and TV.

(2) Digital training courses.

(3) Awarding and carrying out scientific research projects in the fields of auditory, visual and audiovisual art and culture, education and training.

(4) Cooperation with institutions of formal education such as schools, colleges and universities, as well as non-formal education such as museums, art galleries, music, photography and film institutes.

(c) the non-material and financial support of other tax-privileged corporations and bodies under public law in the realisation of the non-profit purposes within the meaning of section 1.

(d) The projects mentioned are aimed at children, adolescents and adults.

(e) The foundation fulfils its tasks itself or through an auxiliary person in the sense of the

§ Section 57 (1) sentence 2 AO, unless they have been raised by way of fundraising in accordance with Section 58

No. 1 AO. The Foundation may maintain purpose operations for the realisation of the purpose of the Foundation.

### **§ 3**

#### **Non-profit status**

(1) The Foundation shall pursue exclusively and directly charitable purposes within the meaning of the section "Tax-privileged purposes" of the Tax Code.

2) The Foundation is selflessly active; it does not primarily pursue its own economic purposes. The Foundation's funds may only be used for purposes in accordance with the Statutes.

3. no person may be favoured by expenses which are alien to the purpose of the foundation or by disproportionately high remuneration.

## **§4 Foundation assets**

1 The Foundation shall be endowed with assets, the amount of which shall be specified in more detail in the Foundation's business. The assets of the foundation shall be managed separately from the other assets of the administrator of the foundation.

2 The assets of the foundation may also be increased by contributions from third parties. If donations are not expressly dedicated to the assets, they shall serve exclusively and directly and promptly the purposes stated in § 2.

3. the assets of the foundation must be preserved in their entirety. It may only be sold or encumbered if equivalent assets are acquired from the proceeds. The income from the assets and the donations serve to achieve the purpose of the Foundation, unless they increase the assets in accordance with Item 2.

4. the assets of the foundation and other contributions to the foundation shall be invested securely and profitably.

5 The Foundation is entitled, within the framework of the provisions of the Tax Code, to

a) to allocate income from asset management and other funds to be used promptly to a free reserve;

b) to transfer funds to be used promptly to an earmarked reserve to the extent and as long as this is necessary in order to be able to sustainably fulfil its tax-privileged foundation purposes. This applies in particular to the financing of concrete long-term projects.

(6) The Foundation may, in the year of its establishment and in the two following calendar years, allocate surpluses from asset management to its assets in whole or in part.

## **§5 Board**

1. the executive committee of the foundation consists of up to five persons. The first board members are appointed by the founder. The Board of Trustees decides on future personnel changes to the Board of Directors with a simple majority of votes and with the consent of the founders. A managing board may be appointed.

2. The members of the Board of Directors shall, as far as possible, have special professional competence and experience with regard to the fulfilment of the Foundation's tasks and be expert in legal, financial and economic matters.

3. The term of office of the members of the Board of Directors shall be four years. They may be reappointed.

4. if there is an important reason, the members of the Board of Directors may at any time by resolution of the Board of Trustees and with the consent of the administrator of the Foundation can be recalled. The member concerned must first be given the opportunity to comment. The new member of the Executive Board shall enter the term of office of the retiring member. The same shall apply if a member of the Executive Board is replaced for other reasons.

5. the members of the executive committee exercise their office honorary up to the executive committee. They are not entitled to reimbursement of their expenses.

6. the executive committee can give itself rules of procedure.

## **§6**

### **Tasks and resolutions of the Executive Board**

1 The Board of Directors shall decide on the use of the Foundation's funds. The administrator of the foundation has a veto right against this decision if the use of the funds violates the statutes or legal or tax provisions. If an amicable decision cannot be reached by the Executive Board, the Board of Trustees shall decide. The decision of the Board of Trustees may be made in written circulation.

2 The decisions of the Board of Directors are generally taken at Board meetings. The Board meets as required, but at least twice a year. A period of at least one week shall elapse between the convening of the meeting and the day of the meeting, unless extraordinary circumstances require a shorter period.

3 The Executive Board shall record its resolutions in minutes which shall be signed by at least one member of the Executive Board.

4 Outside meetings of the Executive Board, resolutions may also be passed by written circulation by letter, fax or e-mail.

5) The members of the Board of Directors participate in the meetings of the Board of Trustees.

## **§7**

### **Curatorium**

1) The Curatorium advises the Board of the Foundation on the strategy of the Foundation's activities. The curatorium promotes the support of the foundation.

2) The founders can appoint a curatorium. This curatorium consists of a minimum of two and a maximum of ten persons. The first ten members of the curatorium are appointed by the founders. The Curatorium itself decides on future personnel changes in the curatorium by a simple majority of all members present at a meeting of the curatorium, provided that at least six members of the curatorium are present.

3 The Curatorium shall be composed of distinguished personalities from the fields of society, culture, media, politics and business.

4 The term of office of the members is four years. Re-election is permitted.

5) The curatorium shall elect a chairman and a deputy chairman from among its members. Re-election is permitted. The term of office corresponds to the term of office of the members.

6 The curatorium shall meet twice a year. It is regularly informed about important decisions of the board.

## **§8**

### **Foundation trustee**

1 The trustee of the foundation shall manage the assets of the foundation separately from his assets. He allocates the assets of the foundation in accordance with the resolutions of the Board of Directors.

2. within six months of the end of the financial year, the trustee of the foundation shall draw up an annual account with an overview of assets and liabilities and a report on the fulfilment of the purpose of the foundation.

3 The term of office of the trustee of the foundation shall be four years. Re-election is permissible. The term of office may be terminated prematurely at any time by mutual consent. A newly appointed trustee of the foundation shall succeed his predecessor in the assets and commission of his predecessor. The Board of Trustees shall decide on the appointment of the trustee with a simple majority of all members present at a meeting of the Board of Trustees, provided that at least six members of the Board of Trustees are present.

## **§9**

### **Expenses**

1. the costs charged by third parties to the Foundation Trustee for the administration of the Foundation's assets, i.e. in particular front-end loads, custody account and account fees, shall be charged to the Foundation. The same applies to other costs invoiced to the Foundation Trustee by third parties with respect to the Foundation, in particular the costs of bookkeeping, the

preparation of the annual financial statements and tax returns as well as claims for restitution by third parties.

2. the foundation trustee himself shall not charge any administrative fees for the administration of the assets or the processing of the support measures.

## **§10 Fiscal year**

The financial year corresponds to the calendar year. It may be determined differently by the trustee of the foundation.

## **§11 Amendments of the articles of association**

The Executive Board may amend or supplement the statutes of the Foundation to the extent necessary to adapt them to changed circumstances.

## **§12 Disbandment**

1 The Curatorium can, with the consent of the founders, decide to dissolve the Foundation if circumstances no longer permit the purpose of the Foundation to be fulfilled permanently and sustainably.

2. in the event of dissolution or cancellation of the foundation or in the event of the discontinuation of tax-privileged purposes, the assets of the foundation shall be transferred to another tax-privileged corporation, to be determined beforehand by the curatorium with the consent of the founders, for the purpose of use for the non-profit purposes within the meaning of § 2 of these statutes.

3. decisions on the use of the assets in the event of the dissolution of the Foundation or the discontinuation of its previous tax-privileged purposes may only be implemented with the consent of the relevant tax office.

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