



STIMULTANIA

Pôle de photographie

STIMULTANIA PÔLE DE PHOTOGRAPHIE

BYLAWS

2023

STIMULTANIA

Association registered to the Registre des Associations du Tribunal d'Instance de Strasbourg under the references: Volume 53 Folio n°84 on the 29/06/1987

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67000 Strasbourg
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69700 Givors
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ARTICLE 1 : NAME AND HEADQUARTERS

In accordance with the provisions of the Local Civil Code (art.21 to 79-III) an association is formed under the name Stimultania.

The registered office of this association is located in Strasbourg, 67000, 33 rue Kageneck.

A secondary establishment is located in Givors, 69700, 1 rue Longarini.

The registered office may be transferred by decision of the Board of Directors. The association is formed without any limits in time. It is registered to the Registre des Associations du Tribunal d'Instance de Strasbourg. It abstains from all political and religious activities.

ARTICLE 2 : OBJECT AND PURPOSE OF THE ASSOCIATION

The purpose of the association is the dissemination and production of different forms of artistic expression (primarily photography). It wishes to provide stimulation and a creative atmosphere in its fields of action, as well as to promote its creative venues. It may be necessary to open one or more secondary establishments. The association pursues a non-profit goal.

ARTICLE 3 : MEANS OF ACTION OF THE ASSOCIATION

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To achieve its purpose, the association will use the following means :

- Exhibitions and their valorisation within and outside the association's walls
- Organisation of events in partnership with external venues
- Production or co-production
- Image education

and all other actions aiming to reinforce the object of the association.

ARTICLE 4 : DURATION OF THE ASSOCIATION

The association is established for an unlimited period of time.

ARTICLE 5 : THE ASSOCIATION'S RESSOURCES

The resources of the association are made of:

- members' subscriptions
- subsidies from public or private bodies
- contributions received for events organised by the association
- donations and legacies
- income from the association's property and assets
- income from payments for services rendered
- all resources which are not prohibited by the laws and regulations in force

ARTICLE 6 : MEMBERS OF THE ASSOCIATION

Any natural or legal person interested in the object of the association may become a member.

Each member undertakes to respect the present statutes.

The bottom of the page features several handwritten signatures and initials. From left to right, there is a signature that appears to be 'J. P.', followed by a large, stylized signature, then a signature that looks like 'D.', and finally a set of initials 'Bt' over 'SP' with a small '3' to the right, and 'CA.' below them.

The association is composed of:

- active members

These are those who actively participate in the life of the association. They have the right to vote and may stand for election to the Board of Directors. They pay a fee fixed annually by the General Assembly. They can consult the minutes of the Board of Directors on request. This membership can lead to tax reductions.

- Supporting members

These are those who, interested in the object of the association, are willing to contribute morally and materially to the achievement of its object. They provide financial support to the association. They pay a membership fee set annually by the General Assembly and have a consultative vote. This membership may entitle them to tax reductions.

- Honorary members

They have rendered services to the association. They are elected by the ordinary General Assembly on the proposal of the Board of Directors. They are exempt from paying membership fees. They have the right to vote.

ARTICLE 7 : MEMBERSHIP PROCEDURE

The admission of members is decided by the Board of Directors, following a written application.

The Board of Directors does not have to give reasons for its refusal.

Supporting members fill in a membership form. Honorary members are elected by the Ordinary General Assembly on the proposal of the Board of Directors.

ARTICLE 8 : LOSS OF MEMBERSHIP OF THE ASSOCIATION

Active membership shall be lost by:

- death

- resignation sent in writing to the President

- striking off by the Board of Directors for non-payment of the membership fee

- exclusion pronounced by the General Assembly for any act that is materially or morally prejudicial to the association, after the member

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has pleaded his case before this assembly if he so wishes.

ARTICLE 9 : THE ORDINARY GENERAL ASSEMBLY, CONVENING AND ORGANISATION

The General Assembly shall be composed of all active members of the association. It shall meet once a year. It shall be convened by the President. The convocations contain the agenda and are sent in writing (by post or e-mail) at least 15 days in advance. The balance sheet for the past year and the list of active members may be attached to the convocations.

In order for the General Assembly to deliberate validly, the presence of 30% of the members present or represented with voting rights is necessary. Resolutions of the General Assembly are taken by a majority of the votes cast (members present or represented). Voting by proxy is authorised, within the limit of 2 mandates per member with deliberative voting rights. Voting shall be by show of hands unless a member requests a secret ballot. If this proportion of 30% is not reached, the General Assembly shall be reconvened, but with an interval of 15 days. It may then deliberate regardless of the number of members present or represented.

The agenda is set by the Board of Directors and the management. Only resolutions passed by the General Assembly on the items on the agenda are valid.

The General Assembly is chaired by the President. All deliberations and resolutions of the General Assembly are recorded in the minutes and are recorded in the register of "General Assembly deliberations" signed by the President and the Secretary.

An attendance sheet is also kept, which is signed by each member present and certified by the President and the Secretary.

ARTICLE 10 : POWERS OF THE ORDINARY GENERAL ASSEMBLY

Within the limits of the powers conferred on them by the Local Civil Code and by the present statutes, the meetings shall be binding by their decisions on all members, including those absent. The Assembly shall hear the reports on the management of the Board of Directors and in particular on the moral and financial situation of the association.

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The Assembly, after having deliberated and ruled on the various reports, approves the accounts of the closed financial year, votes on the budget for the following financial year and deliberates on all the other questions on the agenda. It shall appoint or renew the members of the Board of Directors in accordance with the conditions laid down in Article 11 of these Articles of Association. It shall also determine the amount of the annual subscription to be paid by the active and supporting members of the association.

Finally, it is competent to pronounce the exclusion of an active member or a supporting member for any act that is materially or morally prejudicial to the association. The General Assembly is also competent to examine all points which do not fall within the remit of the Board of Directors.

ARTICLE 11 : THE BOARD OF DIRECTORS

The association is administered by a Board of Directors composed of 4 to 10 members. The members of the Board of Directors are elected for two years by the ordinary General Assembly and chosen from among its members.

Outgoing members are eligible for re-election. Half of the Board is renewed each year, and in the first year the outgoing members are chosen by lot. In the event of a vacancy, the Board of Directors shall provisionally replace its members. Their final replacement shall be decided by the next ordinary general meeting.

The powers of the replacement members shall end at the time when the term of office of the replaced members would normally expire.

ARTICLE 12 : ACCESS TO THE BOARD OF DIRECTORS

Any active member of the association who has reached the age of majority, who is up to date with his or her membership fees, and who has submitted his or her candidacy to the Bureau and the Management at least 15 days before the date of the ordinary General Assembly whose election is on the agenda, shall be eligible for election to the Board of Directors.

ARTICLE 13 : MEETINGS OF THE BOARD OF DIRECTORS

The Board of Directors shall meet at least once every six months

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(physical meeting or videoconference), upon convocation by the President, or at the request of one quarter of its members.

The presence of at least 50% of its members is necessary for the Board of Directors to deliberate validly.

Decisions shall be taken by a majority of votes; in the event of a tie, the President shall have the casting vote.

Any member of the Board who, without excuse, has not attended three consecutive meetings shall be considered to have resigned.

All deliberations and resolutions of the Board of Directors shall be recorded in minutes, which shall be signed by the President and the Secretary. These minutes are available to active members from the Secretary.

ARTICLE 14 : POWERS OF THE BOARD OF DIRECTORS

The Board of Directors supervises the management and has specific powers, and decides on general orientations.

The Board of Directors shall take all decisions necessary for the functioning of the association which are not within the competence of the General Assembly.

It provides the secretariat of the General Assembly and ensures that all entries in the register of associations are made within three months. It shall decide on applications for the admission of new members and may propose any measures for the exclusion or striking off of active members or supporting members for any act that is materially or morally prejudicial to the association.

The President shall open a bank account with any credit institution, use the funds in consultation with the Management and the Board of Directors and contract any loan.

It decides in consultation with the Management on any act, contract, market, investment, purchase, sale, application for subsidies necessary for the development of the association, etc.

It is also competent to hire employees and to define employment contracts. It sets the remuneration of the association's employees.

The Board of Directors delegates certain decisions to the Bureau.

ARTICLE 15 : THE BUREAU

The Board of Directors shall elect the members of the Bureau from

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among its members. They meet at least once a quarter (physical meeting or videoconference) and are elected for a period of two years.

The Bureau consists of three members:

- the President (and possibly the Vice-President)
- the treasurer
- the secretary

The President.

He/she ensures that the statutes are respected and that the moral interests of the association are safeguarded. He/she shall perform the functions of legal, judicial and extrajudicial representation of the association in all acts of civil life. He chairs the meetings of the Board of Directors and the General Assembly. Together with the entire Board, he defines the association's orientations (which are then validated by the General Assembly). He is the guarantor of the smooth running of the association. He may delegate his powers to the members of the Board of Directors or to the management for the exercise of his functions.

The Vice-President.

He/she assists the President in his/her duties.

The Treasurer.

He/she shall ensure that the accounts are kept in a proper manner and shall keep proper accounts. He/she reports on his/her management to each General Assembly.

The secretary.

He/she is responsible for all correspondence concerning the association. He/she shall draw up the minutes of the meetings of the Board of Directors and the minutes of the General Meetings and the register of the deliberations of the Board of Directors.

ARTICLE 16 : SALARIED OR VOLUNTEER MANAGEMENT

The Bureau may appoint one or more persons to management positions. These positions may be salaried or voluntary. The Management commits expenses below the amount fixed by the Bureau and has all powers of decision concerning the day-to-day management of the association. It reports on its management and actions to the General Assembly.

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ARTICLE 17 : COMPENSATION OR REIMBURSEMENT OF EXPENSES

The members of the Administrative Council may not receive any remuneration for the duties entrusted to them. Expenses incurred in the performance of their duties shall be reimbursed on the basis of supporting documents.

ARTICLE 18 : EXTRAORDINARY GENERAL MEETING, CONVENING AND ORGANISATION

The Extraordinary General Assembly is competent for the modification of the statutes (Article 19), the dissolution of the association (Article 20) and the provisional replacement of the members of the Board of Directors.

For decisions to be valid, the extraordinary General Assembly must include at least 40% of the active members. Resolutions of the General Assembly are taken by a majority of the votes cast. Voting by proxy is allowed, within the limit of 2 mandates per person. If this proportion is not reached, the Extraordinary General Assembly shall be reconvened, but with an interval of 15 days. It may then deliberate regardless of the number of members present. It may be convened at the request of more than 1/2 of the active members. The other procedures for convening and voting are the same as those for ordinary General Assemblies provided for in Article 9 of these Articles of Association.

ARTICLE 19 : MODIFICATION OF THE BYLAWS

The modification of the statutes of the association must be decided by the Extraordinary General Assembly by a majority of 1/2 of the members present or represented. The modifications can only concern the adoption or rejection of the proposed modifications mentioned in the agenda. The modifications will be the subject of a report, signed by the President and the Secretary and will be transmitted to the court within three months.

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ARTICLE 20 : DISSOLUTION OF THE ASSOCIATION

The dissolution of the association must be decided by the Extraordinary General Assembly by a majority of 3/4 of the members present or represented. The meeting shall appoint one or more persons, members or not members of the association, who shall be responsible for the liquidation of the association's assets. The net assets, if any, shall be vested in an organisation or an association having the same non-profit purpose as the association, in accordance with the decisions of the general meeting deciding on the dissolution. The net assets may not be devolved to a member of the association, even partially.

The dissolution will be recorded in a report signed by the president and the secretary and will be transmitted to the court as soon as possible.

ARTICLE 21 : RULES OF PROCEDURE

The Board of Directors and the Management may establish internal regulations. These rules of procedure shall set out the procedures for the implementation of these Articles of Association and for the internal and practical organisation of the association; they are also a text of moral commitment which defines the ethics of the association. They shall be submitted to the ordinary General Assembly for approval, as well as any subsequent amendments.

Mélanie Wenger



Brigitte Patient



ARTICLE 22 : APPROVAL OF THE BYLAWS

The present statutes were adopted by the General Assembly held by videoconference on 8 March 2023.

The names, first names and signatures of at least 7 persons, who will have initialed all pages of the statutes, follow.

BOB FLECK
bo

jc

Thierry PARAT

JM TEHL

Arène DTS
Claude KLEIN

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CH.