

Statutes

§ 1 Name, seat, legal form

- (1) The foundation is called „DEFA-Stiftung“
- (2) It is a private foundation and has its seat in Berlin.

§ 2 Purpose of the foundation

- (1) The foundation exclusively and directly pursues charitable purposes in accordance with the Section “Tax-privileged Purposes” of the German Tax Law.
- (2) The purpose of the foundation is to promote art and culture, that is the utilization, preservation and maintenance of the transferred DEFA film stock as part of German national cultural heritage and the promotion of German cinematic culture and cinematic art, including the allocation of means for the fulfilment of this purpose.
- 3) The foundation fulfils its purpose particularly by
 - a) initiating, promoting and, if possible, autonomously carrying out measures for the academic and journalistic treatment and analysis of the DEFA film stock and, if necessary, other films through
 - co-operation with public-law entities and other non-profit corporations (of benefit to public/charitable corporations), which actively promote German cinematic culture and cinematic art,
 - relevant projects by students, doctoral candidates and other specialists according to § 57 section 1 clause 2 of the German Tax Law;
 - b) promoting, carrying out and participating in exhibitions, symposiums and other relevant events in the cultural and artistic fields, which correspond to the purpose of the foundation in line with § 58 no. 2 of the German Tax Law;
 - c) allocating funds to public-law entities and tax-privileged corporations in accordance with § 58 no. 2 of the German Tax Law – giving priority to those corporations working in the acceding territories - especially for
 - cinematic and museum tasks
 - educational measures in the field of cinematic culture and cinematic art;
 - d) co-operating with international cultural institutions to fulfil the purpose of the foundation.
- (4) The foundation is a non-profit organization; it does not primarily pursue commercial aims.

§ 3 Foundation assets, foundation resources

- (1) The foundation’s assets mainly consist of the inalienable ancillary copyrights and usage rights to the DEFA film stock (§ 2), cash capital assets from the sale of the property Burgstraße 27 in Berlin-Mitte and of newly acquired stock (e.g. Contemporary Witnesses Archive).

(2) The DEFA film stock, according to section 1, consists essentially of

- the films produced until 30 June 1990 commissioned by the authorities in charge of the GDR film industry by

a) the DEFA studio for fiction film (including those of the production group „Stacheltier“),

b) the DEFA studio for documentary film (including the incorporated DEFA studio for popular scientific film, Group 67 and Studio H&S),

c) the DEFA studio for animated film

and by the predecessors in title of the above studios;

- revoicing of foreign films which had been produced in the DEFA studio for revoicing for cinema use until 30 June 1990.

(3) The foundation is allowed to accept further funds as long as these are intended for purposes according to the statutes.

(4) An adequate part of the funds is to be used for the promotion of measures and/or institutions with overall relevance for the Federal Republic of Germany; the foundation council decides what part of the proceeds is adequate.

(5) The funds of the foundation are only to be used for purposes according to the statutes. The founder and his successor in title is not to receive any benefit from the funds of the foundation. No person is allowed to be favored through expenses or disproportionately high payments which are foreign to the purposes of the foundation.

§ 4 Foundation organs

The organs of the foundation are

a) the foundation council

b) the board

§ 5 Foundation council

(1) The foundation council consists of:

a) one member appointed by the highest federal authority for cultural and media affairs; this member has two votes;

b) one member appointed in alternation by the highest regional authorities responsible for cinematic cultural affairs of the federal states of Berlin and Brandenburg, starting with the responsible highest regional authority of Berlin,

c) one member appointed by the highest regional authority responsible for cinematic cultural affairs of the free state of Saxony,

d) one member each appointed by the Federal Archives and the Friedrich Wilhelm Murnau Foundation in Wiesbaden,

e) four members from the field of cinematic culture and the film industry, one of whom is respectively appointed by the representative of the Federal Government for Cultural and Media Affairs and by the highest regional authorities responsible for cinematic cultural affairs of the federal states of Berlin, Brandenburg and Saxony.

For each full member (clause 1) a deputy member, who fulfils the duties of the full member in his or her absence, is to be appointed by the appointing authorities. The deputy member for the full member appointed according to section 1 letter b) in alternation between Berlin and Brandenburg is to be appointed by the other federal state respectively; the deputy member also has the right to attend the discussions of the foundation council – without the right to vote - when the full member is present.

Members from the acceding territory should be appointed as a matter of priority.

The responsible highest regional authorities of the states of Mecklenburg-West Pomerania, Saxony-Anhalt and Thuringia have the right to delegate a representative each to the meetings of the foundation council; they take part in the discussions without the right to vote.

(2) The members of the foundation council are appointed for the first time for the period until 31 December 2000 and then until 31 December of the third consecutive year. When one member retires, a new member will be appointed for the duration of the current term of office.

(3) The members receive compensation for their expenses as long as these are not compensated by another party, above all the appointing offices; details will be arranged by the foundation council.

(4) The foundation council elects the chair and the deputy chair among its members for the duration of the current term in office of the elected member(s).

§ 6 Meetings, passing of resolutions

(1) The chair convenes the meetings of the foundation council. Meeting minutes have to be taken. The minutes have to be signed by the chair.

(2) The chair can admit guests, especially from the area of the appointing authorities according to § 5 section 1, as well as experts on individual points of discussion.

(3) The foundation council has a quorum if seven members are present, among them the chair or the deputy chair.

The foundation council passes its resolutions with a majority of two thirds of those members present who are entitled to vote. For changing statutes, the resolution on the dissolving of the foundation or its merging with another foundation, a majority of three quarters of the members present is required.

Resolutions on the dissolving of the foundation or its merging with another foundation are allowed even without essential alterations of the conditions. They need the consent of the founder to 1.

(4) Resolutions can also be passed in writing. Sections 1 and 3 are valid correspondingly on condition that resolutions on the changing of statutes, the dissolving of the foundation and its merging with another foundation cannot be passed in writing. The written vote is inadmissible if two members of the foundation council contradict this procedure in writing.

(5) The foundation council decides on the rules of procedure.

§ 7 Duties of the foundation council

(1) The foundation council lays down the principles of the work of the foundation and can give general guidelines; the council can bind the measures of the board to its consent.

(2) The foundation council is responsible for

a) the assessment of the annual budget,

b) the assessment of the annual accounts and the passing of the resolution on the report about the fulfilment of the purpose of the foundation which has to be submitted annually to the foundation supervision,

c) consent to the instructions and obligations exceeding the scope of current transactions and exceeding a scope to be laid down by the foundation council,

d) consent to the purchase, sale and mortgaging of property and property-like rights,

e) consent to contracts which transfer the exploitation of the film stock to a third party,

f) consent to the appointment of an authorized representative according to § 8 section 3,

g) the laying down of principles for the use of the funds according to § 3 section 4,

h) the appointment of the board and the completion of the contract/s of employment with the board,

i) the representation of the foundation in and out of court with regard to the board,

j) the relief of the board,

k) the appointment of employees with earnings corresponding to or exceeding group 13 of the statutory salary scale,

l) the passing of resolutions on the changing of statutes, dissolving of the foundation and the merging of the foundation with another foundation.

§ 8 Board

- (1) The board consists of one or two persons.
- (2) The board runs the foundation according to the statutes on its own responsibility. It represents the foundation in and out of court. The members of the board are required to manage the foundation assets and other resources conscientiously and economically.
- (3) If the board consists of two members, the foundation is either represented by both board members or by one member together with an authorized representative.
- (4) The board is employed full-time for the foundation. For its duties, the board is appropriately remunerated according to the time and amount of work involved.

§ 9 Financial year; treasuring and accounting; checking of annual financial statements

- (1) The financial year is the calendar year.
- (2) The board has to manage the foundation in accordance with the statutes and the rules of procedure, to record the takings and expenses of the foundation and to collect the receipts. At the end of every financial year, listings of the takings and expenses of the foundations and its assets, as well as a report on the fulfilment of the purpose of the foundation, have to be made and submitted to the foundation council for passing.
- (3) The board has to have the listings made according to section 2 audited by a publically ordered accountant or by an acknowledged accountancy firm whose report has to be submitted to the supervisory authority. The examination task must also apply to the preservation of the foundation assets as well as to the use of the takings and possible donations according to the statutes by drawing up a report according to § 8 section 2 of the Berlin Foundation Law.
- (4) The Federal Accounting Office has the right to audit the accounting of the foundation.

§ 10 Dissolving the foundation

In the case of the dissolving of the foundation, all of its assets will be passed on to the legally responsible charitable Friedrich-Wilhelm-Murnau-Stiftung in Wiesbaden which will have to use the assets exclusively and directly for the purpose of promoting art and culture, i.e. the utilization, preservation and maintenance of the DEFA film stock as a part of German national cultural heritage, as well as promoting German cinematic culture and cinematic art, including the allocation of the means for the fulfilment of this purpose.