

HTSU Coöperatie U.A. — HTSU Cooperative  
HTSU Coöperatie U.A.  
Kalkoenstraat 6-1  
1022BB Amsterdam  
The Netherlands  
Incorporated in Amsterdam, July 3 2020  
CoC 7849136  
Establishment no. 000046111603

## Statement on the Cooperative Identity

### DEFINITION

A cooperative is an autonomous association of persons united voluntarily to meet their common economic, social, political, spiritual and cultural needs and aspirations through a jointly owned and democratically controlled enterprise.

### VALUES

Cooperatives are based on the values and principles of mutual aid, responsibility, democracy, anti-racism, sustainability and solidarity. In the tradition of their founders, cooperative members believe in and share the ethical values of honesty, openness, social responsibility and caring for others.

### HTSU COOPERATIVE MODEL

- (1) How To Show Up's decision to become a cooperative is shaped by a commitment to artist development and self-organized practice. This new artist/member-led model continues ongoing work over the past four years of supporting artists and creating spaces for different practices and experiences to intersect;
- (2) The HTSU Cooperative model is based on our understanding that artistic labour can never be fully remunerated under current institutional cultures and frameworks. A set of working conditions persists from large arts institutions and galleries, to independent and cash-starved initiatives. These conditions create unnecessary competition, isolate artists, as well as commodify and undervalue artistic work. We believe another model is possible, one which prioritizes the deepening of relationships, the valuing of process and a commitment to community;
- (3) The HTSU Cooperative model is committed to *dialectical rhythms over hierarchy*<sup>1</sup>, creating a structure that allows us to challenge and address the socio-economic conditions that we produce and participate in, and respond to those conditions by asking what the value of artistic labour is, how artworks are produced and by whom?

## FAIR PRACTICE CODE, ANTI-RACISM AND INCLUSION

HTSU Cooperative is dedicated to anti-racist programming and working models, to ensure that artists and collaborators are remunerated responsibly and with attention to support, sustainability and creativity. Through our cooperative model, we strive to create a system and community of care that intends to eliminate barriers to accessing artistic development. Following Kenneth Jones and Tema Okun's [Dismantling Racism: A Workbook for Social Change Groups](#), we are committed to addressing and undoing characteristics of white supremacy culture in the cooperative and beyond.

HTSU Cooperative programming, commissioning, and cooperative model fully adheres to and meets the framework of: the [Fair Practice Code, Code for Diversity and Inclusivity](#) policy in the Netherlands. Because the *Governance Code of Conduct* is intended primarily for a board-led organization, it does not entirely apply to our cooperative model. We nevertheless still adhere to many of its principles.

## GOVERNANCE CODE OF CONDUCT

HTSU Cooperative functions around an artist-led and member-supported organizational model (i.e. there is no division of labor between management and supervision; supervision is not independent from the cooperative; Board members are also cooperative members), the [Governance Code of Conduct](#), which is intended for a 'bestuur model", does not apply at this moment. While the Board of members has certain advisory and maintenance responsibilities, as well as selects the commissions and therefore its members, the structure and functioning of the cooperative is member-driven. Both the Board of members and cooperative members will adhere to the code's principles:

- Produces a relevant and engaged cooperative model that responds to social and political urgencies affecting arts and culture (in the Netherlands and abroad);
- Creates sustainable, critical and anti-racist programming and a view to transparency and community engagement;
- Functions with oversight to financial and structural integrity (supported by an external accountant, independent artistic advisors, Board of members and members);
- The Board of members will collectively maintain the early development and structural solidity of the cooperative prior to members joining and in doing so carefully consider the independence and professionalism of the cooperative.

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## Bylaws and Standing Policies

notes:

*Bylaws and Standing Policies complement and/or challenge the Articles of Association (which can be found and downloaded on [kvk.nl](http://kvk.nl)) and set out in more detail how HTSU Cooperative will be run. They are not part of the official Articles of Association and do not get sent to and filed by the Chamber of Commerce. They are an internal document and can be changed at any cooperative general meeting and upon request of its members.*

### NAME, LOCATION AND INCORPORATION

HTSU Cooperative (official name HTSU Coöperatie U.A.), established in July 2020 is registered at the Amsterdam Chamber of Commerce (Kamer van Koophandel). The cooperative is governed by Dutch Law and guarantees the exclusion of any Liability for its members and Board members. Information about the cooperative is public and can be downloaded at [kvk.nl](http://kvk.nl)

### MEMBERSHIP

- (1) Members and membership in the cooperative is formed through the commissioning of an artist or a collaborator. A membership grants a share in the cooperative and a vote in the annual general session, where both the financial and artistic operations of the cooperative are discussed. Documentation of the session shall be published on the cooperative website [showup.how](http://showup.how) and will detail how decisions are made and projects are commissioned;
- (2) Only commissioned artists and collaborators of the cooperative may be members upon invitation, but any or all commissioned artists or collaborators may be members of the cooperative, and commissioned artists or collaborators shall be encouraged to become members;

However:

- (a) newly commissioned artist or collaborator may be excluded from membership upon request of the commissioned artist or collaborator ideally before the commissioning process begins;
- (b) and any commissioned artist or collaborator commissioned in the period leading up to the closing of the financial year may be excluded from membership provided that the commissioned work hasn't come to fruition yet; moreover exclusion can always be decided at the

discretion of both the commissioned artist or collaborator and of the cooperative in general meeting.

## MEMBERS' SHARE

The commissioning process of an artwork produces extra value outside of the remuneration of artists. This value, we believe, is non-mercantile. Profit is not the point. Instead we seek to preserve a situation of mutual and fruitful indebtedness. The cooperative strives to create a bond of solidarity and a woven texture of interpersonal alliances that will pervade socio-economic interactions over time.

- (1) The share that any new member receives – in addition to a fee and production support – is the cooperative's attempt to recognize and make visible a part of the creative process that is often undervalued, neglected or exploited.
- (2) The membership results from the following equation. The equation is a starting point and a system for determining the combined value of artistic work.

The equation and symbols allows us to more precisely express the labor involved in the commissioning of artistic work. We have observed that the expectations for and remuneration of artistic labor relies on vague expressions of a shared system of value, and places responsibility on the artist to interpret and challenge any inconsistencies.

## EQUATION

$$\delta \cdot \text{FEE} + \delta \cdot \varphi = \text{ARTISTIC WORK}$$

|                |   |
|----------------|---|
| $\delta$ :     | Coefficient equal to the size of the commission;  |
| FEE:           | Fixed-rate amount paid at the end of the commissioning process, in monetary units.  |
| $\varphi$ :    | Skill set – the part of the work that is not directly compensated, in monetary units.<br>In our cooperative model, the $\varphi$ equals, and automatically grants a member's share. |
| ARTISTIC WORK: | The real value of the artistic work, in monetary units.   |

- (3) To specify, a commissioned artist or collaborator is automatically invited to join the cooperative as long as artistic work is being carried out. The process of determining the surplus (or  $\varphi$  : Skill set) as exemplified in the formula above provides the basis for the symbolic calculation of the share. This is neither discussed nor actually calculated. It is *de facto* recognised as such and gives commissioned artists or collaborators, should they agree to join the cooperative, all the rights and responsibilities associated with membership.

## TERMINATION

Any member may resign from their cooperative responsibilities and rights by

notifying the Board.

## LIQUIDATION

In the event of termination, the share of the resigning member will be reassessed and, if appropriate, returned.

## PROCEDURES (How We Show Up)

(1) The process through which the cooperative takes care of supporting artists, deepening relationships, valuing process, and connecting with community, is expressed through but not limited to, the following:

(a) Material and immaterial development:

- Access to a range of artists and cultural organisers that allow members to experience a diversity of practices and working methods in order to develop artistic skills, strategies and approaches to cooperative, collaborative and collective work;
- Artists and cultural organisers are increasingly approached to address the pressing issues of our time such as; local and global politics, public health, racism, gender and sexuality, economics and cultural histories and future. The cooperative will create opportunities for its members and their audiences to examine the ethics and responsibility of creatively responding to past, present and future matters;
- Acknowledging and embracing change as a constant, by creating an infrastructure that is responsive and adaptable to the socio-economic conditions that we produce and participate in.
- Protecting time and space for dreaming and envisioning new futures.
- Supports both the development of individual practice and collaborative practices.

(b) Building relationships:

- Increased visibility through the deepening of relationships; where interactions between artist and cultural organisers are central to the sustaining of their work, and learning pivots on mutual support, accessing resources and nurturing self-worth.
- Supports well-being by countering isolation;
- Access to each other's networks through sharing the resources and tools developed throughout the cooperative experience.
- Establishing an accountability process to manage relationship expectations and address issues of harm and abuse as they arise.
- Transparency of cooperative operations and decision making.

(c) Practical affordances:

- Affords members space and time to continue to develop their practices and their work in relation to cooperative practice;
- Economic viability – members receive economic support enabling them to continue their research, and the political and artistic forms of life they have chosen.
- A commitment to redistribution of resources as a way to create a sustainable value system that is tied to artistic production and challenges the hierarchies created by who/ or what kind of work is

considered most fundable.

We are aware these processes are not distinct but are interdependent.

- (2) The objects for which HTSU cooperative is in alignment with general cooperative principles:
- (a) To abide by and implement the cooperative values and the cooperative principles; support and encourage the growth of the cooperative movement; promote the cooperative principles, enterprises and activities. To encourage equality and democratic control over the Labour market;
  - (b) To advance the education of its members in cooperative principles and practice, and to promote the physical, emotional and mental wellbeing of its members by providing a working experience which is satisfying, safe and useful;
  - (c) To have regard to promoting the physical emotional and mental wellbeing of the community generally, including those persons who, as audience or collaborators of the cooperative, as residents residing in the area where the cooperative is operating, or as members in other initiatives engaged in similar work, may be affected by the cooperative's activities;

#### ACCOUNTABILITY

The cooperative seeks to address harm, abuse and issues as they arise. The accountability processes are shaped by but not limited to;

- (a) When addressing harm and abuse, no one person should be responsible, it is the responsibility of the Board and members together to make a decision on an accountability process. The cooperative can engage in several approaches. For example, bringing in an outside person to facilitate a conversation and consult on the problem from a restorative and/or transformative justice perspective.
- (b) The cooperative seeks to learn from restorative and transformative justice organising and movements, and resources such as [Toolkit for Cooperative, Collective and Collaborative cultural work](#) edited by Kimi Hanauer and the [Decolonising Nonviolent Communication Workbook](#) by Meenadchi to develop a trauma informed approach to cooperative work and accountability processes.
- (c) The creation of contracts and/or shared agreements that focus on the general themes of needs, expectations and accountability, alongside anything else that seems significant to the commissioning process and cooperative membership.
- (d) Create regular check-ins outside of the commissioning process to specifically address needs and expectations of each other, how each person is doing in meeting those expectations, and if they need to be readjusted. If there is a discrepancy between what

cooperative Board members and members say they can take on and what they can actually take on, the Board will acknowledge it with care, using a decolonized non-violent communication method or other communication methods outlined in the toolkit above;

- (f) A budget is allocated to well-being concerns that arise from participating in the cooperative's activities, which will be available for resources and support, related but not exclusive to accountability processes.

## CAPITAL

The income and capital of the cooperative shall be applied solely towards the promotion of the objects of the cooperative as set out herein.

- (1) The assets of the cooperative are made up of:
  - (a) the share capital, which is variable and represented by the contribution (real, symbolic and imaginary) of its members;
  - (b) any financial instruments developed by the cooperative as well as investments relating to its economic activity;
  - (c) the legal reserve constituted from profits;
  - (d) part of public and private funding, crowdfunding and donations received during the current financial year and allocated to reserve.

## FINANCIAL YEAR

- (1) The Financial year begins on January 1st and ends on December 31st of each year;
- (2) A commission and subsequent invitation to join the cooperative is predicated on the date of its first presentation unless decided otherwise by consensus between the Board and commissioned artists or collaborators.

## PROFIT ALLOCATION AND MEMBERS' BONUS

The profit of the cooperative shall be applied as follows, in such proportion and in such manner as the General Meeting shall decide from time to time:

- (a) To a general reserve for the continuation and development of the cooperative; up to a maximum of 70%;
- (b) To a bonus to all members, members of the Board included, according to the formula established by HTSU described above to be applied equally to all members; up to a maximum of 30%;
- (c) To promote and assist the formation of new artist cooperatives by donation to such cooperatives;
- (d) To make payments for similarly minded social, cooperative, community or charitable objects; both (c) and (d) to a maximum of 5% altogether.

## ORGANS

The organs of the cooperative are:

- (1) Member's assembly; consisting of all the members of the cooperative including hereinafter (a)members of the Board and (b)independent advisors;
- (a) The Board of Members, consisting of 7 members conducting independent fellowships; (b) A College of external advisors conducting independent evaluation, research and reflection.

#### GENERAL MEETING

- (1) There shall be held at least one general meeting annually;
- (2) Members in general meetings may require the Board to prepare and present to the members results and cash flow predictions showing the current financial position of the cooperative;
- (3) The Board shall prepare and present to the members accounts of the cooperatives past, present and future activities as to measure the artistic, social, cooperative, political and ethical impact of the cooperative's activities;
- (4) All members in general meeting shall have the opportunity to review the management of the cooperative and the Board shall ensure that the cooperative is functioning in accordance with its cooperative values, principles and goals.

#### GENERAL MEETING PARTICIPATION

Members will be notified and invited to join a general meeting by email or telephone at least two weeks prior to the meeting. Every effort will be made to ensure every member has received the practical information in relation to the meeting (venue, date, duration, and objects to be discussed).

Participation works as follow:

- (1) A person is able to exercise their right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the objects of the meeting, in any intelligible form they chose.
- (2) A person is able to exercise the right to participate in decision making at a general meeting when:
  - (a) that person participates in decision making during the meeting on resolutions raised at the meeting, and;
  - (b) that person's participation in the decision making process can be taken into account in determining whether or not such resolutions are passed at the same time as the decision is being made by all the other persons attending the meeting;
- (3) The cooperative in general meeting may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to vote or participate in the decision making at it;
- (4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as



- each other. Members can attend online, via telephone or in any other way that allows them to participate in a clear and unequivocal manner;
- (5) Two or more persons who are not in the same place as each other can attend a general meeting if their circumstances are such that if they have (or were to have) rights to vote and participate in decision making at that meeting, they are (or would be) able to exercise them.

#### QUORUM AND FACILITATION

- (1) No decisions must be made at a general meeting if the members attending it, or represented by proxy, do not constitute a quorum;
- (a) The quorum for general meetings must never be less than 50% of the members;
- (2) The Board must appoint a member of the Board or member to facilitate the meeting.

#### VOTING AND DECISION MAKING

Members to take decisions by consensus:

- (1) Any decision of the members, including financial and artistic resolutions, must be taken by consensus;
- (2) Such a decision may take the form of a resolution in writing, copies are signed by each member or to which each member has otherwise indicated agreement in any other intelligible form;
- (3) Exact procedures for reaching consensus shall be presented at the beginning of the general meeting, and adapted in case no consensus is reached.

#### ADMINISTRATION

The administration of the cooperative is entrusted to 2 directors who are members of the Board.

They are:

- Annie Goodner, President and Member of the Board;
- Gianmaria Andreetta, Treasurer and Member of The Board.

#### ACCOUNTING AND AUDIT

- (1) Accounting and audit are realized by Wijnen Consultancy B.V., Nolensstraat 39, 1067JW Amsterdam in collaboration with the administration Board of the cooperative.

#### CLOSING

In the event of wind up or dissolution of the cooperative the liquidator shall use the assets of the cooperative to satisfy its debts and liabilities. Any balance of assets remaining must be distributed among the

members of the cooperative or shall be transferred by the Liquidator to one or several of the following:

- (a) A cooperative having aims similar or compatible to those of HTSU cooperative;
- (b) A fund maintained for the benefit or promotion of cooperative work;
- (c) A charity or charities having aims similar or compatible to those of HTSU cooperative.

current draft: Monday December 14, 2020

