

INTERNEWS INTERNATIONAL

Association ruled by the Law of 1st July 1901

-STATUTES -

I - FORMATION - PURPOSE - MEMBERSHIP

ARTICLE 1 - Formation - Name

The undersigned and any private individuals or legal entities agreeing subsequently to abide by the present Articles of Association, the by-laws, decisions or the Charter of Internews hereby form a not-for-profit organization governed by the French law of 1901.

The Association shall be called:

INTERNEWS INTERNATIONAL

ARTICLE 2 - Purpose

The Association has for purpose of to contribute by all tangible or intangible means to the creation and development of a worldwide network of members in order to facilitate production, dissemination and circulation of, and access to independent information.

To attain that goal, the Association shall employ communications, co-ordination, advice and assistance, in addition to co-operation with and between its members.

The Association shall as well be responsible for seeking the necessary funds by any private individuals, legal entities and institutions for all programs developed by its members.

ARTICLE 3 - Term - Registered Office

The term of existence of the Association is not limited.

Its Registered Office shall be located at :

14, Cité Griset - 75011 Paris.

It can be moved on simple decision of the Committee.

ARTICLE 4 - Members - Membership

The Association shall have four categories of members.

4.1 - **Founder members** are private individuals or legal entities declared as such in the Articles of Association, by the Constituent General Assembly or by virtue of a Committee decision in accordance with Article 7.4.

4.2 - **Active members**: private individuals or legal entities who become members, after approval by a ballot of the Committee, subject to terms laid down by the latter.

4.3 - **Affiliated members** are private individuals or legal entities approved as participants in certain activities or in all the activities of Internews.

4.4 - **Honorary members** are private individuals or legal entities declared as such by the Committee, under the terms of Article 7.4, in recognition of distinguished service in the furtherance of the Association's goals.

Any person wishing to be accepted as an active member must submit an application and all the information needed to enable the Committee to reach a decision on such acceptance, in compliance with Article 7.4.

The status of member is lost immediately on cessation of compliance with the terms and conditions for membership, or on resignation, death, liquidation, deletion from the list of members or expulsion, subject to the assessment and ruling of the Committee as it sees fit, after calling the member concerned to attend by registered or certified mail, return receipt requested.

The members of the Association are not entitled to remuneration for the performance of their duties. Reimbursements of expenses incurred may be allocated by the Committee.

ARTICLE 5 - Subscription - Entry Fee

The amount of the subscription shall be set annually by a General Meeting of members in response to a recommendation from the Committee.

A General Meeting, in response to a recommendation from the Committee, may set the amount of a flat-rate fee the payment of which replaces the annual subscription.

The Committee may decide to impose an entry fee

II - ADMINISTRATION AND OPERATION

ARTICLE 6 - Administration

The bodies administering the Association shall be the following:

- General Meeting of members,
- the Committee,
- the Officers.

ARTICLE 7 - The Committee

7.1. Membership

7.1.1. For the first 2 years, the Committee shall comprise seven members:

- two ex officio members who are the founder members specified below:

- Internews Network (USA)
- Internews Russia (Russia)

- and five members who will be elected among the other founder members in an Extraordinary General Meeting on a first round of voting.

7.1.2. After these first two years, ie from Year 2001 on, the Committee shall be composed of the founder members elected by obtaining the highest number of votes on the first round of voting in an Ordinary General Meeting. This ballot will be organized on each even year and for the first time in Year 2000.

The number of founder members of the Committee shall be determined by ballot of the General Meeting on each odd year, and for the first time in 1999.

Members shall be represented by the Chief Executive Officer or his/her representative appointed by them for that purpose.

No person not of age may be a member of the Committee.

In addition, all members may take part in Committee meetings in a consultative capacity.

Care must be taken to ensure fair geographical representation.

7.2. Term of office

After the first two years, the term of office of members of the Committee will be two years as from the date of their election. They may be re-elected an unlimited number of times.

The Committee may be recalled by a resolution passed in a General Meeting subject to the rules governing Extraordinary General Meetings.

7.3. Operation

The Committee shall meet as often as the interests of the Association dictate, when convened by its President by any available means.

Meetings may be held physically or virtually by all and any electronic means (teleconference, videoconference).

Meetings shall be chaired by the President, the Vice-President or the General Secretary, who shall direct discussion, verify compliance with the Articles of Association and its by-laws and ensure that the agenda set for the meeting is followed.

All members of the Committee may take part in meetings personally. However, any member of the Committee may arrange to be represented by another member. Powers of attorney for such purpose shall be in written form. No person may act as proxy for more than one other member of the Committee.

The Committee may co-opt any person whose presence it considers will be of use in its work.

A meeting of the Committee may be convened by the President at up to fifteen days notice if requested in writing by at least one quarter of its members in a letter addressed to the President.

7.4. Ballots

Each member of the Committee with voting rights shall have one vote.

Resolutions shall be passed by positive vote of a majority of members present or represented.

In case votes end in a tie, the President will have a casting vote.

However, at the request of a Committee member, the ballot may be made subject to a qualified majority. A resolution subject to a qualified majority shall be considered to have been adopted in the event of a positive vote by a 2/3 of the Committee members.

Decisions of the Committee must be shown in agreed Minutes.

7.5. Powers

Powers are conferred upon the Committee, which shall take all decisions and measures with respect to the Association and notably its assets, with the exception of decisions or measures expressly placed by law and by the present Articles of Association within the exclusive remit of General Meetings.

The Committee shall rule, subject to the requirement of a majority of two-thirds of members present or represented, on any membership application, and prior to the Extraordinary General Meeting who is competent for any amendment of the Articles of the Association and for other matter falling within the remit of an Extraordinary General Meeting.

ARTICLE 8 - Officers, Co-ordinator

8.1. The Officers

The Officers shall have the task of administering the business of the Association along the lines laid down by the Committee.

The Officers are elected by the Committee from its membership and shall be the President, General Secretary and the Treasurer.

Posts of assistants to the Officers may be created on Officers' decision.

8.1.1. The President

The President shall take part in all meetings of the Association and shall have voting rights therein.

The President of the Association shall have the widest possible powers to represent the Association both in France and abroad in dealings with the public authorities, third parties and international institutions.

The President shall direct discussion in meetings of the Officers, the Committee and the General Meeting, which he shall chair. The President shall supervise and ensure adherence to the Articles of Association and the by-laws, and shall sign all legal instruments, all decisions and all extracts of Minutes of proceedings concerning the Association, and shall arrange for accounts to be opened. He or she may delegate all or part of the President's powers.

The President shall represent the Association in the courts, as plaintiff, as defendant or as claimant for damages in criminal proceedings [*partie civile*].

8.1.2. The General Secretary

The General Secretary administrates the Association in the frame of the directions voted by the Committee. He is in charge of writing the Minutes of the meetings, the reports and distributing them to all members. And more broadly he is in charge of promoting openness in information.

He is responsible for keeping record of all legal documents and archives.

The General Secretary reports to the President and to the Officers.

8.1.3. The Treasurer

The Treasurer supervises the accounting of the Association in accordance with usual accountancy standards.

He elaborates the annual budget and is responsible to the financial annual report to be agreed by the Committee and General Meeting.

8.2. The Co-ordinator

A Co-ordinator shall be chosen by the Committee to provide overall co-ordination between the members and projects. He or she shall take part in meetings of the Committee and the Officers, but shall not have voting rights. The Committee and the Officers may delegate powers to the Co-ordinator and assign specific tasks to him or to her.

ARTICLE 9 - Special Sub-Committees

9.1. The Association shall have a number of Special Sub-Committees. These shall be formed or dissolved by the Committee according to need and with individuals which it shall designate. Each Special Sub-Committee shall be chaired by a founding member designated by the Committee.

9.2. The task of Special Sub-Committees is to co-ordinate Association activities and to put forward proposals to the Committee.

9.3. Two Special Sub-Committees are formed hereby:

- the Fundraising and Development Committee
- the Membership Committee

9.4. Special Sub-Committees shall act under the authority of the Committee within their allotted specific remit.

ARTICLE 10 - The General Meeting

10.1. Attendance, Meetings

All members of the Association may attend General Meetings as of right.

General Meetings shall be held in ordinary session once annually, on the date and subject to the agenda laid down by the Committee and after convening by the President. Ordinary General Meetings may be convened extraordinarily when the interests of the Association require, at either the initiative of the Committee or following a request signed by one half of the founding and active members.

10.2. Convening of General Meetings

Notices of meeting shall be sent, except in circumstances of especial urgency, at least fifteen days in advance by individual letter for delivery by electronic or physical mail, such letter to specify the matters on the agenda.

10.3. Agenda

The agenda shall be determined by the Committee in its session held prior to the General Meeting.

Any founder or active member may request the inclusion in the agenda of any item that member wishes to see included. For that purpose, the member shall send to the President prior to the General Meeting a request by registered or certified mail, return receipt requested, failing dispatch of a letter or an email from the latter acknowledging receipt of said request.

10.4. Access

Members shall be admitted to General Meetings only on presentation of evidence of their status. They shall sign an attendance register on entering the Meeting.

10.5. Representation

Any member is entitled to arrange to be represented by another member by providing that member with a written power of attorney. No member may hold more than two such powers of attorney.

10.6 Powers

The members, assembled in General Meetings, constitute the sovereign administrative body of the Association in all matters which the law and the Articles of Association place expressly within the exclusive remit of such Meetings, notably as regards the annual reports on the Association's activities and management. The latter shall contain a presentation of the work of the Officers and the Committee during the fiscal year just ended, in addition to the Association's financial position and balance sheet.

10.7. Majority; Quorum

To be adopted, resolutions of the Ordinary General Meetings shall require the positive vote of a straightforward numerical majority of active and founder members present and represented.

To be adopted, resolutions before Extraordinary General Meetings, concerning most notably amendments to the Articles of Association or the winding up of the Association, shall require a positive vote from two-thirds of the members present and represented.

Proceedings of Extraordinary General Meetings shall be valid only if at least one half of the members of the Association are present or represented, such rule applying at the first and all subsequent times of convening.

10.8. Ballots

Voting at General Meetings shall take the form of a show of hands unless a member requests a secret ballot.

Each founder and active member may cast one vote.

10.9. Amendments to the Articles of Association

No request for amendment of the Articles of Association may be considered at a General Meeting if it has not been considered by the Committee, which must have so resolved in compliance with the provisions of Article 7.4 requiring a positive vote of two-thirds of members present and represented. The Committee shall report its recommendations.

III - RESOURCES; FINANCIAL CONTROL

ARTICLE 11 - Resources

The Association's resources comprise the following:

- subscriptions paid by members in an amount determined by a General Meeting in response to a recommendation by the Committee,
- in general terms, any other resource, notably contributions in the form of rights of use or ownership of property, of which the Association may legally make use, where applicable, such resource being made available on an exceptional basis, and with the approval of the competent official body where required.

ARTICLE 12 - Accounts

The accounts shall be managed in accordance with usual accountancy standards and under the supervision of the Treasurer.

ARTICLE 13 - Auditor

Each year, when the accounts are considered, the General Meeting may appoint one or two auditors, who may or may not be members of the Association, in order to report back to the General Meeting on the accounts for the following fiscal year.

ARTICLE 14 - By-laws; Charter

The by-laws of the Association are intended both to specify in detail the rules governing the relationship between members and the relationship of the latter with the Association and to supplement the present Articles of Association. The by-laws have

the same binding force as the Articles of Association and may be amended only subject to the same conditions.

The Charter comprises the provisions contained in the Articles of Association, by-laws and resolutions adopted by the Association.

IV -WINDING UP; AMENDMENT OF THE ARTICLES OF ASSOCIATION

ARTICLE 15 - Winding up; amendment of the Articles of Association

The Association may be dissolved on the recommendation of the Committee by a vote to do so in an Extraordinary General Meeting in compliance with Article 10.7.

The Articles of Association may be amended using the same procedure in compliance with Articles 10.7 et 10.9.

ARTICLE 16 - Liquidation

In the event of voluntary liquidation, an Extraordinary General Meeting convened for that purpose shall appoint one or more liquidators. In no circumstances may the assets of the Association may be distributed among the non-profit members of the Association. Ownership of the assets shall devolve to another not-for-profit association or institution the purpose of the undertaking of which shall be of the same nature, as laid down in the Decree of August 16, 1901.

Executed in Paris on (date)

In ____ original copies.

INTERNEWS INTERNATIONAL

BY-LAWS

The present by-laws are intended to supplement and to specify in greater detail the provisions of the Articles of Association of Internews International.

Article 1 - The trademarks "Internews" and "Internews International" and logos

1.1 - The trademarks **Internews** and **Internews International** registered by the Association may be used only with the prior express consent of the Committee and on condition of strict adherence to the conditions it lays down.

1.2 - After obtaining the agreement of the Committee, the member designated by the Committee shall register the trademarks in its country or region in the name and on behalf of the Association, subject to the conditions laid down by the Committee.

1.3 - The same provisions shall apply to any logo(s) which the Committee may decide to adopt.

Article 2 - Members

2.1 - Applications for membership must be sent to the President. They must be submitted in writing and accompanied by a dossier including all information necessary for due consideration of the application. Applicants must supply any further documentation or information which the Committee may request.

2.2 - The Committee will entertain new applications for founding membership from a country already represented by a founding member conditional upon that existing founding member has given its permission for such an application.

2.3 - All applications for membership must be submitted through founder members.

2.4 - Members retain their legal independence and bear entire and exclusive responsibility for their activities, for which the Association cannot be held liable in any manner, the Association being saved and held harmless in this respect by its members.

2.5 - The funding of Association projects in which the members take part shall be governed by the financial rules laid down by the Association. All members may request and receive assistance in this connection.

2.6 - Members undertake to abide by the principle of financial transparency. For this purpose, they shall maintain books of account in accordance with normal professional standards, which should, where applicable, be compatible with or standardized for the purposes of the Association, notably where Association projects are concerned. Members agree to accept all verification procedures and to forward any statements and documents requested by the Association, and shall in general furnish the Association with all accounts and financial documentation, these being prepared in accordance with the laws in force in their country.

2.7 - Every time a new founding member is accepted, the Committee will define its "jurisdiction", i.e. the territory which is considered to be exclusively its domain.

2.8 - No existing member can open a new organization with the name of Internews in a new country without prior permission of the Committee.

2.9 - Any member operating in non-home country, shall either register as a local NGO or partner with an existing NGO within a year.

Article 3 - Committee Members; Co-ordinator

3.1 - The private individuals designated as members of the Committee shall be placed at the disposal of the Association by its members without cost to the Association.

3.2 - In connection with the office they hold in the Association, they shall endeavor to perform their duties in good faith and in a manner appropriate to the accomplishment of the Association's goals.

Article 4 - Funding

4.1 - Members are aware of the importance of funding for independence and editorial quality. They shall therefore take care to avoid situations in which the funding obtained by them compromises either of these requirements, which constitute a professional priority shared by all members.

4.2 - Consequently, active or founding members undertake in good faith to supply to the Association information on funding of projects . The Committee reserves the right to prevent a member from receiving funds for or implementing a project which violates the mission of the Association or threatens the integrity of the Association as whole.

Article 5 - Professional ethics

5.1 - Membership of the Association presupposes agreement with shared aims and adherence to the decisions and rules determined by the Association.

5.2 - In the event of default or breach, the Committee shall take against the member concerned any measure it considers relevant in order to sanction and to bring an end to the behavior it considers incompatible with the material and moral interests of the Association.

For that purpose, the Committee may issue the following notable rulings: a disciplinary warning, suspension, expulsion from a project or expulsion from the Association. The Committee may take any accompanying steps such as the prohibition of use of the trademark and logo of the Association or any claim to membership thereof, including temporary prohibition without expulsion.

5.3 - However, none of the above steps may be taken without prior consideration and debate in good faith and in compliance with the right of all parties to express and defend their views.

To accomplish this, the proceedings must provide for detailed notification of the complaint sent by email , registered or certified mail, return receipt requested, the granting of a reasonable period of time to allow the member to provide written explanations and supporting documentation. The member may be heard by the Committee at the member's request or if the Committee so desires.

The decision of the Committee shall be open to appeal at the next General Meeting, which may amend the Committee's ruling only by a positive vote of a qualified majority of two-thirds, including two-thirds of the votes of the founder members.

However, the Committee may resolve, in the light of the circumstances, to order the immediate implementation of its ruling despite the lodging of an appeal for consideration by a General Meeting.

In circumstances of especial urgency, the Committee may decide to implement any desired steps immediately and provisionally during the formal procedure in order to protect the interests of the Association.

Article 6 - Territorial co-ordination

6.1 - All geographical jurisdictional issues shall be decided by the Committee.

6.2 - The Committee shall be informed of all projects put forward in a country where the Association has not yet conducted any operation and in which it has no member.

6.3 - No member shall propose to any funder to do any work in any country or carry out activities within another member's territory of operation without having first notified that member in a timely manner, except in extraordinary circumstances when the Committee may vote to overrule a member's country's objections.

6.4 - No member shall submit a proposal to any funder located in another member's territory of operation without having first notified that member and the Committee in a timely manner. If a member objects to a project being proposed for its territory, the objection is appealable to the Committee.

Article 7 - Operational co-ordination

7.1 - The Association shall be informed of the projects of its members .

7.2 - To this end, the members shall pass on to the Association in good time all useful information, notably concerning their activities in seeking funding.

7.3 - All global projects' initiatives covering countries where members operate shall be undertaken only with explicit approval of those countries' members managements. No global ("in many countries around the world") project proposal may be submitted by any member to any funder without having first received an explicit and written permission of the General Meeting.

Article 8 - Mutual assistance

8.1 - Membership of the Association presupposes agreement with shared aims and the will to achieve those aims.

8.2 - Such achievement entails active participation in the life of the Association and solidarity between its members. Consequently, members shall endeavor to lend each other help and assistance.

Article 9 - Financial contribution

9.1 - In addition to subscriptions, the possible entry fee and any other resources which may be placed at the disposal of the Association, members may be asked to contribute to the funding of developments. However, this decision falls within the remit of the Committee and must be passed unanimously.

Article 10 - Sundry provisions

10.1 - The present by-laws may be supplemented by any provision which the Association resolves to introduce, subject to the conditions laid down in the Articles of Association.
