

Bylaws of the
"European Journalists Association - The Communication Network asbl"
Registered seat: Maison de la press" - 24, rue du Marché-aux-Herbes,
L-1728 Luxembourg - R.C.S. Luxembourg F 7404

CHAPTER I. Name, Seat, Aims and Duration

Article 1. The undersigned journalists:

(omissis)

have set up a non-profit Association with the name "EUROPEAN JOURNALISTS ASSOCIATION - THE COMMUNICATION NETWORK " (in abbreviation: "EJ").

The official name can be translated into all other European languages.

Article 2. The registered seat of the Association is in the Grand Duchy of Luxembourg ("Maison de la press"), 24, Rue du Marché-aux-Herbes, L-1728 Luxembourg.

Operational offices are also established in Brussels and in Trentino-South Tyrol (Italy). The Executive Committee can transfer the operational offices to any other European country and can establish other operational offices in other countries.

Article 3. The Association, whose activities are not-for-profit, pursues the following aims:

- to bring together people of the media world believing in the necessity of the European integration on a democratic basis, committed to promoting and defending freedom of press and access to information sources;
- to actively participate in the promotion of the European integration and spirit;
- to promote the Charter of Fundamental Rights of the European Union;

- to increase knowledge about the European Union and other European organizations and to inform the public about the competences and activities of the relevant Institutions;
- to pay particular emphasis on regional information, cross-border cooperation and regions with ethnic and linguistic minorities;
- to promote mutual understanding among its members;
- to create a network especially for journalists whose freedom of expression is threatened by public powers;
- to promote the development of the journalistic profession, and conditions in order to make it possible, within Europe;
- to facilitate members' access to European information sources;
- the dissemination of information about programs and projects of the European Institutions and other European organizations;
- to promote all other not-for-profit initiatives and activities aiming to fulfill the above-mentioned Association aims.

Article 4. The duration of the Association is for an indefinite period.

CHAPTER II. Membership and Fee

Article 5. The Association has ordinary and associated members as well as supporting and honorary members.

The number of members is not restricted. The number of the ordinary members may not be less than ten.

Members of the Association can be persons of the word of the media, institutions and organizations that practice an activity that contributes to the realization of the Associations aims. The ordinary members must be persons practicing journalistic and/or other media activities in a member state of the European Union or the Council of Europe or, as a special exception, in other countries of the world.

Article 6. The application for membership must be sent in writing to the Association President. The Executive Committee decides on the admission by a simple majority of the members who are present. Admission can also be decided by the Executive Presidency (Bureau) foreseen in article 19 and subsequently ratified by the Executive Committee. The Bureau can authorize the President to admit new members subject to subsequent Executive Committee ratification. Admission can be refused without stating any reason for the refusal. Application for admission implies the acceptance of the Association bylaws. Membership becomes effective only after the payment of the annual membership fee.

Article 7. The withdrawal from the Association needs a written communication to the president. A member, who fails to pay the yearly membership fee in the course of the Association year, is regarded as dismissed. Only the general assembly with a majority of two thirds of the votes can decide about a member's exclusion from the Association. The exclusion will be communicated in writing. The excluded member cannot require the repayment of his/her/its fee.

Article 8. The annual Association membership fee is determined by the Executive Committee. The limit for ordinary members is € 100.00 a year.

CHAPTER III. Association Organs and General Assembly

Article 9. The organs of the Association are:

- the General Assembly;
- the Executive Committee;
- the President;
- the Executive Presidency (Bureau);
- the Auditors Committee;
- the Conciliation and Arbitration Committee.

Article 10. At the General Assembly, all members are eligible to participate. However, only the ordinary members have the right to vote.

The General Assembly has the following tasks:

- the establishment of the general activities of the Association;
- the modification of the bylaws;
- the election and removal of the Executive Committee members;
- the approval of the budget and the annual financial report;
- the dissolution of the Association;
- the approval of the procedural rules.

Article 11. The General Assembly is chaired by the President, assisted by the Secretary-General or, in his/her absence, by an Executive Committee member. In the absence of the President, the Assembly is chaired by the oldest Vice-president and in his/her absence the General Assembly appoints a provisional chairman/woman among the members of the Executive Committee.

Article 12. The General Assembly meets once a year, normally not later than September and is summoned by the president or on request of one fifth of the members. It meets at the Associations seat or at another place. The invitation must comprise the venue, the date and the time and the agenda as well. It is delivered to the members in writing by letter, fax or e-mail at the latest forty days before the date of the meeting.

Supplements can be sent at the latest ten days before the Assembly date.

In urgency cases, the invitation can be delivered not later than ten days before the meeting date.

Every proposal signed by at least five percent of the members must be put on the agenda; the proposals must be sent at the latest fifteen days before the Assembly date to the President of the Association. A member can be represented at the General Assembly on the basis of written delegation by another member.

Article 13. Resolutions in the ordinary General Assembly are taken by a simple majority of the voters present or represented. In the event of a tie, the vote of the President shall be decisive.

If after the first summons less than half of the ordinary members are present or represented at the General Assembly, the President is entitled to issue a second summons, which can deliberate whatever the number of members present or represented, on condition of legal provisions. The second summons can be issued simultaneously with the first one. The second General Assembly can take place immediately after that foreseen in the first summons, or also the day after the date fixed for the first one. The resolutions of the General Assembly are communicated to the members in writing.

CHAPTER IV. Executive Committee

Article 14. The Executive Committee members, (its number may not be less than three and not exceed 15) is responsible for the management of the Association. They are elected by the General Assembly from among the ordinary members by simple majority for a period of four years. They can be re-elected. The President can be re-elected twice only and also for a third term with two thirds majority.

Recommendations for candidates for the Executive Committee must be sent not later than eight days before the General Assembly to the Secretary-General.

A vacant position can be provisionally replaced by the Executive Committee until the next General Assembly.

The work of the members of the Executive Committee is not compensated. The President or the Secretary of the sections and of the specialized groups composed of Associations members can be invited to the Executive Committees meetings.

Article 15. The Executive Committee elects a President, two to four Vice-presidents, a Treasurer and a Secretary-General from among its members. A

person, who don't need to be a member of the Executive Committee, can be appointed as Deputy Secretary-General.

The President of the Executive Committee is the President of the Association and the legal representative of the Association towards third parties.

In the absence of the President, the oldest Vice-president present presides the Executive Committee meeting. If he/she, is also prevented, the meeting will be presided by the oldest Executive Committee member present.

Article 16. The Executive Committee meets as often as the interests of the Association necessitates. It is summoned by the President or on request of one quarter of the members of the Executive Committee.

The summons must include the venue, the date and the time as well as the agenda and must be delivered no later than ten days before the meeting date.

The minutes of the sessions of the Executive Committee are signed by the President (or in his/her absence by the Executive Committee member who presides the meeting) and by the Secretary-General.

Article 17. The Executive Committee is the executing organ of the Association and represents it in all judicial and extrajudicial cases.

To the responsibility of the Executive Committee belong among others:

- the implementation of the resolutions of the General Assembly;
- the fixing of the amount of the annual membership fee;
- the appointment of correspondents in all countries;
- the establishment and dissolution of local, national and cross-border sections;
- the establishment and dissolution of specialized groups composed of Association members on the basis of their affinity or vocation;
- the establishment of an executive presidency (Bureau).

Article 18. The Executive Committee is summoned by the President or in case of his/her prevention, by the oldest Vice-president.

It can deliberate if the simple majority of its members is present and by the

simple majority of votes. In the event of a tie, the vote of the President or of his/her deputy shall be decisive. The members can take part in the Executive Committee meeting via video conference or telephone conference.

In urgent cases, the Executive Committee, after proper notification by the President, can pass resolutions after each member has expressed his/her position in writing via letter, telegram, telex, fax or e-mail.

Article 19. The Executive Committee can establish an executive presidency (Bureau), made up by three to five Executive Committee members and chaired by the President.

Beside the day-to-day management the Bureau can be charged with further tasks.

CHAPTER V. Honorary Membership

Articles 20. The General Assembly can award the title of Honorary President on suggestion from the Executive Committee. The Executive Committee can nominate moreover people, institutions and organizations that acquired special merits for the Association to honorary members.

CHAPTER VI. Bookkeeping and Conciliation and Arbitration Committee

Article 21. The financial year of the Association starts on 1st January and finishes on 31st December of each year. The accounts are closed on 31st December and sent to the members of the Association not later than fifteen days preceding the ordinary General Assembly. They are submitted to the General Assembly accompanied by a report on the financial Association situation.

Article 22. The General Assembly elects three members of the auditors committee for the period of four years. The auditors committee examines the

yearly accounts of the expired fiscal year and charges one of them to present a report to the General Assembly. The auditors cannot belong to the Executive Committee.

Article 23. The General Assembly elects the three members of the Conciliation and Arbitration Committee. The committee can deal with litigation and conflicts within the Association and its conclusions are submitted the Executive Committee and the members concerned. The committee members cannot belong to the Executive Committee.

Article 24. The revenues of the Association consist of:

- the yearly membership fee;
- donations and bequests;
- public and private financial contributions;
- income from events and participation – not-for-profit - at call for proposals and initiatives whose contents and objectives are in accordance with the Association bylaws.

CHAPTER VII. Bylaws Modification and Dissolution of the Association

Articles 25. The General Assembly can legally decide on the modification of the bylaws if two thirds of the ordinary members are present. A resolution for modification can be adopted with a majority of two thirds of the votes only. If at the first meeting less than two thirds of the ordinary members are present or represented, a second General Assembly is summoned. This second General Assembly can deliberate with whatever number of members present or represented and only by a majority of two thirds of the votes.

Articles 26. Only an extraordinary general Assembly - in accordance with article 8 of the law of April 21st, 1928 - can take a decision on the voluntary dissolution of the Association. In case of a dissolution, the assets, after payment of the dues, will be devolved to a non-profit organization supporting

families whose members were journalists killed in war and/or to the international Red Cross.

CHAPTER VIII. Law, Regulations and Transitional Provisions

Articles 27. For all cases that are not listed in the present bylaws, the law of 21 April 1928 on non-profit organizations applies.

Article 28. The "European Journalists Association - The Communication Network asbl" is successor of the "Association des Journalistes Européens", established in 1962 in San Remo (Italy) and registered as aisbl in the "Moniteur belge" in Brussels under the number 458.856.619.

Article 29. (*omissis - transitional provisions*)

Article 30. The present statutes can be translated into other languages. If a literal translation is not possible, a terminology will be used corresponding to the content and sense of the official German original text.