

IAME Statutes - Relevant Excerpts

OBJECT OF THE DOCUMENT

It follows from a document executed and authenticated by the notary Maître Olivier BROUWERS, Notaire associé living in Ixelles, that a non-profit international association was established as follows, for which a royal decree granting legal personality was signed on twenty five November in Ixelles, avenue de la Couronne 145/F.

FOUNDERS

1. The non-profit association of Belgian legislation « Institut des Hautes Etudes des Communications Sociales – Ecole de journalisme de Bruxelles », in abbreviated form « I.H.E.C.S.-E.J.B., IHECS – EJB ou Ihecs – Ejb », registered in 1000 Bruxelles, rue de l'Etuve 58-60,
2. The non-profit association of Romanian legislation «MEDIWISE Society », with registered office at 011756 Burarest (Roumanie), str. Mexic, n°2, bl.1, sc.A, et. 1, ap.7, secteur 1, (numéro BIS : 0666.531.342 - PM),
3. Madame BRUMDER-BEVORT Evelyne, Chantal, Marie-Hélène,
4. The non-profit association of German legislation « Gesellschaft für Medienpädagogik und Kommunikationkultur in der Bundes-republik » or « GMK », with registered office at 33602 Bielefeld (Allemagne), Obernst. 24a, (numéro BIS : 0666.533.718 - PM),
5. The non-profit association of Italian legislation « Associazione italiana per l'educazione ai media e alla comunicazione », with registered office at 00139 Rome (Italie), Via Cavriglia 8, (numéro BIS : 0666.533.817 - PM),
6. « Service Média Animation », en abrégé « Média Animation », with registered office at 1200 Woluwe-Saint-Lambert, Avenue Mounier 100, registered with official number 0412.506.950,
7. The French association «Centre d'Etudes sur les Jeunes et les Médias (le CEJEM) », registered at 91440 Bures-sur-Yvette (France), Avenue des Violettes 10, (numéro BIS : 0666.533.916 - PM),

STATUTES

Title I: Denomination – registered office – purpose – duration

Article 1: Name

Above mentioned founders have established a non-profit association of international utility named in French “Association Internationale pour l’Education aux Médias”, in abbreviated form “AIEM”. In English: “International Association for Media Education”, in abbreviated form “IAME”.

This Association is governed by the Belgian Law of 27 June 1921 on non-profit associations, international non-profit organisations and foundations. All acts, invoices, announcements, publications and other documents issued by the international non-profit Association must state its name or its abbreviated form in French “AIEM” and/or in English “IAME”, immediately preceded or followed by the words “association internationale sans but lucratif” or the abbreviation “AISBL” as well as the address of its headquarters.

Article 2: Registered office and judicial district

The registered office of the Association shall be located at Média Animation in Avenue Mounier, 1200 Brussels. Relevant judicial district is Brussels. However, it may be transferred to any other location in Belgium by simple decision of the management board. In any case the judicial district can be transferred abroad. The management board may also decide to open offices of the Association in a location other than the registered office, in Belgium or abroad. This decision shall be published within one month of its date in the Appendices of the 'Moniteur belge' (Belgian official journal). Any document recording the transfer of the Association's headquarters must be deposited (in extenso) with the file of the Association kept at the Register Office of the Commercial Court of the headquarters of the Association and published in the Appendices of the 'Moniteur belge' (Belgian official journal).

Article 3: Purposes and activities

Most of the activities of the international non-profit Association will be in the field of media education. Its aims are set as follows:

- to spread awareness and disseminate media education and its activities to all concerned audiences.
- to stimulate reflection and research in the field of media education.
- to promote the exchange and sharing of resources, skills, know-how and knowledge among its members.
- to organise international events, such as conferences, conventions, seminars, workshops or symposia relevant to the fields and goals of the Association.
- to initiate or participate in international and European projects, action-research, research or studies related to the fields and purposes of the Association.
- to receive and manage funding for projects or activities related to the fields and purposes of the Association.
- to support the development and implementation of international, European, regional or global policies on media education.
- to raise awareness among governments, institutions and agencies to understand the needs of citizens regarding media education.
- to promote and defend the collective interests of its members with institutional and private partners and policy makers.

Article 4: Duration

The Association is established for an unlimited period.

Title II: Members – membership fees – termination of membership

Article 5: Members – admission

§1. The Association is composed of founding, full members and affiliate members. There is no upper limitation to the number of members of the Association. Its minimum number is set at five (5).

The admission of new members is subject to the following conditions:

1. for founding members: natural persons or legal entities, of Belgian or foreign nationality, legally constituted according to the laws and customs of their country of origin, constituent to the articles of the Association;

2. for full members: natural persons or legal entities, of Belgian or foreign nationality, legally constituted according to the laws and customs of their country of origin and active in the field of media education;

3. for affiliate members: natural persons, of Belgian or foreign nationality, active in the field of media education.

§2. In order to become a member, candidates must submit a written request to the management board as provided on the Association's website. They can decide to apply for full or affiliate membership. If the candidate is a natural person, he or she will determine at the time of application whether he or she wishes to obtain the title of full member or affiliated member. Their application must be accepted by the management board, who must appoint 3 administrators to act jointly and unanimously on the admission of the candidates on behalf of the management board. The submission of an application implies full acceptance of the present statutes and internal regulation. In case of refusal, the management board shall not have to justify itself.

§3. The management board shall appoint 3 administrators who will decide whether the full member or affiliate member is admitted. The decision is sent to the candidate by mail, fax or email within 15 days of the decision. Rejection of membership does not prevent applying again.

Article 6: Voting rights – members' rights

Each full member has the right to vote at meetings of the general assembly. Affiliate members do not have voting rights at general assembly meetings.

Article 7: Resignation – suspension – exclusion

§1. Members of the Association are free to withdraw at any time by sending their resignation to the management board. Members no longer qualified for membership are considered as having resigned their membership. Any member found guilty of serious breach of the statutes or undermining the dignity of the Association will be excluded. This decision shall be taken by the management board and shall be notified by normal mail or e-mail to the resigning member.

§2. Exclusion of a member may only be decided after having heard the defence of the member concerned. The exclusion decision is taken by the management board by a majority of the administrators. The excluded member has the right to lodge an appeal without suspensive effect at the next general assembly meeting.

Article 8: Membership fees

The founding members, full members and affiliate members of the Association pay an annual fee, the amount of which is set by the general assembly.

Title III. Organisation and functioning

Section 1: Bodies of the Association

Article 9: Bodies of the Association

The main bodies of the Association are:

- the general assembly;
- the management board.

Section 2: The general assembly

Article 10: Attribution of powers

The general assembly has full powers to achieve the objectives of the Association. The general assembly has exclusive powers to:

1. amend the statutes;
2. appoint and remove administrators;
3. determine the election procedure;
4. approve the budget and the annual accounts as well as grant discharge to the administrators;
5. approve the activity report of the past year and the provisional activity program for the coming year;
6. decide on the voluntary dissolution of the Association;
7. verify the exclusion of a member;
8. adopt an internal regulation;
9. determine the membership fees;
10. decide on all matters required by the statutes.

Article 11: Composition

§1. The general assembly is composed of all the members. Legal entities members of the Association will designate a representative by letter or email addressed to the president of the Association. The representation mandate remains valid until the reception of a new letter or email designating a new representative.

§2. The general assembly is chaired by the president of the management board, or by the administrator appointed by the latter or, failing that, by the eldest administrator present.

Article 12: Notice to attend

§1. The general assembly shall meet at least once a year. The general assembly shall be held at the registered office or any other venue located in Belgium and mentioned in the invitation letter. All the members (founding, full and affiliate members) shall be convened to the meeting. Except in the case mentioned in those statutes the general assembly may also be convened at any time, by decision of the management board, president or at the request of at least one fifth of the full members.

§2. The general assembly shall be convened by the management board by ordinary letter, fax, email or any other means of communication sent to every member at least fifteen (15) days prior to the meeting and signed by the president or by an administrator on behalf of the management board.

The notice to attend shall include the agenda of the meeting. In the event of amendments to the statutes, the proposed amendments must be explicitly stated in the notice to attend.

Article 13: Assembly held by videoconference, conference call or instant messaging

In exceptional cases or when required by urgent matters, the general assembly may take decisions using modern telecommunication means allowing members to directly listen, speak or write to one another, such as a conference call, a videoconference or instant messaging.

Article 14: Decision-making procedure

§1. The general assembly may deliberate only if one third of the founding and full members are present or validly represented. Every founding member and full member has one vote.

§2. Founding members and full members may be represented at the general assembly by another founding or full member holding a written proxy. No founding or full member may hold more than three (3) proxies.

§3. Unless exceptionally stated in the present statutes or by law, the general assembly shall pass resolutions by simple majority of members present or validly represented. In case of equality of votes, that of the president or his/her substitutes shall have a casting vote.

§4. The votes for appointing and removing administrators, as well as the votes for confirming exclusions of members, shall be held by secret ballot and require a two-thirds majority of the votes of the members present or validly represented. Other decisions shall be voted by show of hands or by secret ballot at the request of at least one third of the members present or validly represented.

§5. The resolutions transcribed in the minutes shall be communicated to all the members by email or any other means of communication within the month following the meeting. They shall be recorded in a register of minutes kept at the registered office. All members are entitled to examine the minutes but the register may not be removed. The minutes, together with copies and extracts, shall be signed by the president or, in his/her absence, by two administrators.

Any third party with a legitimate interest may request, at its expense, copies of the minutes of the Association's general assembly meetings.

Article 15: Amendments of the statutes and dissolution of the Association

Proposals to amend the statutes or dissolve the Association may be made by the management board or a third of the founding and full members of the Association. A decision on amending the statutes may only be reached by the general assembly with a two-third majority. If the two-third majority is not reached, a second general assembly meeting shall be convened.

This second general assembly meeting shall validly reach a decision on the proposal if it is convened at the earliest thirty days after the first meeting regardless of the quorum.

With regard to dissolution/liquidation: The general assembly shall determine the dissolution and liquidation procedures. It shall decide at the same time on the method

of liquidation, appoint the liquidator(s) and determine their powers and fees. It shall indicate the allocation to be made of net assets after liquidation by choosing only one allocation to a non-profit organisation.

The decisions concerning the powers, methods of convening and method of decision of the general assembly, as well as the conditions under which resolutions are being communicated to the members and the conditions for amending the articles of the association, dissolution, liquidation, and the allocation of the Association's social patrimony, shall be recorded by authentic act deposited in the file kept at the Registry Office of the Commercial Court and published in the "Moniteur belge" (Belgian official journal).

In addition, and in accordance with article 50, paragraph 3 of the law, the resolutions for amending the purpose or purposes of the Association shall take effect only after approval by the King, also published in the "Moniteur belge" (Belgian official journal).

Other decisions to amend statutory endorsements must not be communicated for approval by the Belgian Minister in charge of Justice or his/her delegate.

Section 3: The management board

Article 16: Prerogatives – extent of powers – representation of the Association

§1. The management board shall have the broadest powers to act on behalf of the Association and undertake all acts of management, administration and measures that are of interest to the Association, to the exclusion of those acts that are the prerogatives of the general assembly.

In general, the management board shall set the policy to be followed and the means to implement to continue the activities of the Association in order to achieve its objectives. The management board shall respond to requests made to the Association and inform all the members through any mean of digital communication or other accessible to the members (website, newsletter, etc.).

§2. The management board shall elect one of its members, for a period not exceeding the duration of their mandate, a president, one or a maximum of two vice-presidents, a treasurer and a secretary. Should the president be unable to attend, his/her functions shall be assumed by the eldest vice-president or, in his/her absence, the eldest administrator present.

§3. The management board may delegate the daily management, including authority to sign on behalf of the Association and powers of representation relating to such management, or give special limited powers to one or more persons whether or not they are administrators or members.

The mandate of a person in charge of daily management may only be revoked by a reasoned decision reached by the management board with a majority of two thirds of the votes. The management board may establish new committee, council or board for which it determines the powers and duties.

§4. Representation – members of the management board, performing their duties collectively, shall represent the Association in judicial and extrajudicial proceedings, whether as plaintiff or as defendant. Without prejudice to the power of representation

of the management board, and with the exception of special proxies, the Association is duly represented in judicial and extrajudicial proceedings, including in its dealings with the administration, by the president and within the limits set by the management board, by the person(s) responsible of the daily management. When multiple, they shall exercise their power of representation each separately.

§5. The administrators shall not take any personal undertakings, on the grounds of their function, and shall only be responsible for the execution of their mandate before the general assembly of the members of the Association.

§6. The administrators shall approve the budget of the organisation, prepare financial reports and present audited financial statements to be adopted at the general assembly.

§7. The management board is responsible for organising the process of financial reporting and shall present financial statements to be adopted at the general assembly.

§8. The management board is responsible for the admission of full members and affiliate members and for the suspension members regardless of their category.

Article 17: Composition

§1. The Association shall be administered by a management board composed of at least five and at most fifteen administrators selected from among the founding and full members. Legal entities shall make up at least one third of the members. The legal entities shall be represented by a permanent representative.

§2. The administrators shall be appointed by the general assembly by simple majority of votes of members present or represented for a period of three years, renewable. They may be removed by the general assembly acting by a two-thirds majority of the votes of the members present or validly represented.

§3. The duties of the administrators come to an end in the event of death, resignation, civil disability or placement under temporary administration, dismissal or expiry of the mandate. Every administrator is free to withdraw at any time from his/her office by sending their written resignation to the board which takes note and duly informs the next meeting of the general assembly. If an administrator's position becomes vacant during a term of office, the management board may appoint a provisional administrator. This appointment will be put to the next general assembly for ratification. In this case, the provisional administrator will complete the term of the administrator he/she replaces.

§4. The administrator's duties are unpaid, unless otherwise decided by the general assembly.

Article 18: Meetings announcements and notices

§1. The management board shall meet at least twice a year. The management board shall be convened by the president or, in his/her absence, an administrator. The notice to attend shall be sent by letter, fax, email or any other means of communication no later than 15 days prior to the meeting.

§2. The management board forms a college and may only reach decisions if the majority of its members are present or represented. Its decisions shall be reached by simple majority of the votes of the administrators present or validly represented except where otherwise decided by law or by the present statutes. In case of equality of votes, that of the president or his/her replacement has the casting vote. Any administrator unable to attend may give a written proxy to another administrator. No administrator may hold more than one proxy.

§3. A meeting of the management board shall be validly constituted even if all or some management board members are not physically present or represented, but take part in the proceedings by any modern means of telecommunication that allows the members of the management board to directly listen and speak to one another, such as a conference call or video conference or chat directly in writing, using for example instant messaging. In these cases, the members of the management board shall be considered to be present.

§4. The decisions shall be recorded in the form of minutes. These minutes shall be signed by the person who chaired the meeting or by an administrator and are recorded in a special register. The extracts or copies to be produced shall be signed by an administrator.

Title IV: Budget and annual accounts

Article 19: Accounting period

The financial year of the association shall start on the 1st January and close on the 31st December.

In accordance with Article 53 of the law, each year, the annual accounts for the past year as well as the budget for the next year shall be established by the management board and submitted for approval at the next general assembly.

Title V: General dispositions

Article 20: Legal dispositions

Anything that is not provided in the statutes, notably the publications in the Appendices of the 'Moniteur belge' (Belgian official journal), shall be treated in accordance with Title III of the Law of 27 June 1921 on non-profit associations.

Article 21: Language

The official language of the organisational work shall be English and/or French.

III.- TRANSITORY DISPOSITIONS

FIRST GENERAL ASSEMBLY

The Association being thus constituted, the constituents meet in extraordinary general assembly and take the following decisions unanimously:

Title VI: Transitory and final dispositions

The appearing parties, represented as stated above, meet and reach the following decisions by unanimous vote:

1. Decision upon membership fees

The minimum amount of the membership fees to be paid by the members is set as follows:

- 1) Full member: fifty (50) euros per year.
- 2) Affiliate member: twenty (20) euros per year.
- 3) Legal entity as full member: hundred (100) euros per year.

2. Decision upon the first general assembly and the first financial year

The first annual general assembly shall be held in two thousand and seventeen (2017) at the registered office or at the venue in the municipality where the registered office mentioned in the notice to attend is located.

The first financial year shall start on the date the Association obtains legal personality and close on the 31st December 2017.