

ASSOCIATION OF EUROPEAN JOURNALISTS (AEJ)

International non-profit association

Registered under Business No. 0458 856 619

Established by an act dated 23 February 1996

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AMENDED STATUTE

Under the presidency of Eileen Dunne, AEJ President, members of the AEJ General Assembly at Brussels on 23 November 2013, decided to amend the statutes.

Section One: Name, Domicile and Aims

Article 1 - Name

In pursuit of scientific and educational aims, an international association named the "Association of European Journalists" has been constituted. This association is governed by Title III of the Belgian Law of 27 June 1921 on non-profit associations, international non-profit associations and foundations (articles 46-57).

Article 2 - Domicile

The registered office of the Association is in a commune of the Region of Bruxelles-Capitale. Currently it is situated at B-1030 Brussels, Emile Maxlaan 51.

The registered office may be transferred to elsewhere in this Region by an ordinary decision of the Executive Committee published in that month in the Annexes to the *Moniteur Belge*.

Article 3 - Aims

The Association of European Journalists, which has no profit motive whatever, brings together all journalists who are convinced of the need for European integration on a democratic basis and are determined to defend the freedom of the press and of information in the successful pursuit of that undertaking.

The association, which represents its members in relation to all outside organisations and institutions, has as its aims:

- to take an active part in the creation of a sense of European awareness
- to deepen understanding of European affairs and to inform public opinion about the activities of the European institutions
- to improve its members' access by all relevant means to sources of information about Europe
- to promote mutual knowledge and understanding of the problems of each country
- to advance the ethical and material status of the occupation of journalism, particularly within the frame of the European Union and the Council of Europe.

To this end, the AEJ:

- organises national and international study groups and conferences on current themes affecting communication

supports initiatives taken in different European countries aimed at training journalists and enhancing mutual understanding of issues of common interest
creates and disseminates study and research material with a view to improving the European citizen's participation in the activities of Community organisations and promoting joint responsibility, progress and peaceful coexistence between peoples
establishes relations with the institutions of the EU, the Council of Europe, UNESCO and similar bodies in as far as they are compatible with its aims and do not infringe its independence, and with which it may co-operate or exercise advisory or consultative functions.

Section Two: Membership

Article 4

The members of the Association are the national sections, associate members and honorary members.

Membership of the Association is open to national sections of European journalists that are lawfully established in their country and subscribe to the present Statute. Each country has a single AEJ section.

Article 5

Applications for admission by new national sections in their capacity as new full members of the AEJ must be submitted by the Board to the General Assembly.

National sections are responsible for guaranteeing the professional qualifications of the members of the association of journalists in the country of which they are nationals.

Journalists working in countries where there is no national section and who have demonstrated their European convictions and their activity in favour of European unity, may be admitted as associate members by a decision of the Board confirmed by the General Assembly. The Board decides the admission fee and annual subscription of associate members.

The Assembly may further, under its own powers, decide to admit honorary members. Honorary membership is only granted in exceptional circumstances.

Article 6

National sections and associate members are required to pay their admission fees and annual subscriptions and to abide by these Statutes. They are entitled to vote at the General Assembly.

Associate and honorary members may take part in the General Assembly but without the right to vote.

Article 7

Associate and honorary members may resign by informing the Board in writing of their decision.

National sections and associate members are treated as having resigned when they have not paid the subscription that is due during the month following a reminder sent by registered post, or regarding whom the General Assembly registers the absence for a period of one year of any link with the Association, particularly in the form of a written report of activity or correspondence.

The expulsion of members of the Association, as defined in article 4, may be proposed by the Board after having heard the defence of those concerned and be decided by the General Assembly on a two-thirds majority of the votes of the national sections present or represented.

A national section or associate member that ceases, for whatever reason, to take part in the Association's activities has no claim to its assets.

Article 8

National sections pay a single admission fee and an annual subscription of amounts fixed annually by the General Assembly on the proposal of the Board. The annual subscription is based on the number of individual members in the national section.

Section Three: The General Assembly

Article 9

The General Assembly enjoys full powers to implement the aims of the Association.

The Assembly comprises all the national sections, all of whom have the right to participate.

However, only the national sections have voting rights, and associate and honorary members have consultative status only. The number of votes is calculated on a ratio of one vote in the Assembly to every ten subscribing members for whom an annual fee is paid.

The number of votes is rounded to a full number up or down if the division of the number of subscribing members by ten results in a fraction that is higher or lower than half that number.

However, the total number of votes held by each national section may not exceed that established by the Parliamentary Assembly of the Council of Europe for the country to which the national section member belongs, however many members that section has in that country.

[Albania 4 - Andorra 2 - Armenia 4 - Austria 6 - Azerbaijan 6 - Belgium 7 - Bosnia and Herzegovina 5 - Bulgaria 6 - Croatia 5 - Cyprus 3 - Czech Republic 7 - Denmark 5 - Estonia 3 - Finland 5 - France 18 - Georgia 5 - Germany 18 - Greece 7 - Hungary 7 - Iceland 3 - Ireland 4 - Italy 18 - Latvia 3 - Liechtenstein 2 - Lithuania 4 - Luxembourg 3 - Malta 3 - Moldova 5 - Monaco 2 - Montenegro 3 - Netherlands 7 - Norway 5 - Poland 12 - Portugal 7 - Romania 10 - Russia 18 - San Marino 2 - Serbia 7 - Slovakia 5 - Slovenia 3 - Spain 12 - Sweden 6 - Switzerland 6 - "Former Yugoslav Republic of Macedonia" 3 - Turkey 12 - Ukraine 12 - United Kingdom 18: CoE Statute, art.26]

The national sections exercise their powers as described above through delegates chosen from among themselves. The national section designates as many delegates as it has votes.

Powers reserved to the General Assembly are in particular:

- approval of budgets and accounts
- election, appointment and removal by secret ballot of members of the Board
- amendment of the statutes
- dissolution of the Association
- debate on the annual reports of the Board and of the Audit Committee
- endorsement of the list of new members submitted by the Board and approval of the admission of associate and honorary members
- consideration of appeals against the decisions of the Board
- the fixing of the amount of the admission fee and of the annual subscription

approval, on a proposal by the Board, of the internal rules of the Association

the exercising of any other power that is accorded to it under the Statutes or required for the good functioning of the Association
the election of the members of the Conciliation and Arbitration Committee
the election of the members of the Audit Committee.

Article 10

The ordinary General Assembly must meet each year at the place specified in the convening notices.

In addition, the Assembly must meet in extraordinary session at the request of the Board or of at least one third of the full members of the Association, this request to include an outline agenda.

The convening notice must be sent by the President of the Association to the national sections, the associate members and the honorary members with at least sixty days' notice. At least thirty days before the Assembly, each national section must send to the Secretary-General the list of its delegates to the Assembly and must inform the Secretary-General of their section's attendance or non-attendance at the Assembly.

At the first convening, a quorum of half the delegates and the national representatives plus one is required for the Assembly validly to deliberate; on the second convening, no quorum is required.

Article 11

Any delegate to the Assembly may by proxy be represented by another delegate. However, no delegate to the Assembly may hold more than five proxies.

Article 12

The General Assembly elects members of the Association's organs by simple majority of the votes cast by delegates present or represented.

Except in the exceptional circumstances provided for in these Statutes, resolutions are adopted by simple majority of the votes cast by delegates present or represented, and they are communicated to all national sections and associate and honorary members.

No vote may be taken on any matter that does not feature on the agenda. However, in exceptional circumstances, an item may be added to the agenda if a majority of those present or represented in the General Assembly votes in favour of adding it, as long as that majority represents a majority of all the national sections.

Resolutions of the Assembly are recorded in the minutes and filed in a register kept by the Secretary General where members may consult them.

Section Four: Statute Amendment and Dissolution

Article 13

Without prejudice to Articles 50(3), 55 and 56 of the Law on non-profit associations, international non-profit associations and foundations, any proposal to amend the Statutes or to dissolve the

Association must be made by the Board or by at least two thirds of the national sections of the Association.

The Board must inform the national sections and the associate and honorary members at least two months in advance of the date of the General Assembly that will decide on any such proposal.

The General Assembly, when it is asked to consider a proposal to dissolve the Association or to amend the statutes, may only validly deliberate if it comprises a simple majority of the national sections. No decision may be made unless it is supported by two thirds of the votes of those present or represented.

However, if this Assembly cannot find a quorum as defined in the paragraph above, a new General Assembly must be convened under the same conditions as stated above and which may definitively and validly decide on the proposal under consideration by two thirds of the votes of those present, whatever the number of national sections and of delegates present and represented.

Amendments to the Statutes can only take effect after approval by the competent authority under article 50(3) of the Law and after publication in accordance with Article 51(3) of the said Law.

The Board prescribes the manner of dissolution and liquidation of the assets.

The net assets after liquidation must be passed to a non-profit legal entity that pursues similar aims or, failing that, a neutral purpose.

Section Five: Administrative organs

Article 14

Besides the General Assembly, the Association comprises the following organs:

- the Board
- the Conciliation and Arbitration Committee
- the Audit Committee

Article 15

The Association is administered by the Board. It consists of members elected by the General Assembly: the President, three Vice-Presidents, the Secretary-General and the Treasurer.

The Assembly has the right to appoint up to three Special Representatives (under article 18).

Article 16

All the members of the Board are elected by the General Assembly for a renewable term of two years which may be revoked at any time. The appointment of the President may only be renewed twice consecutively.

Before an appointment is revoked the Conciliation and Arbitration Committee must give its advice to the General Assembly. The vote must follow the procedure laid down in Article 7.

A member or members of the Board of whose position revocation is sought must be heard beforehand by the General Assembly and by the Conciliation and Arbitration Committee. Counsel, who may be from outside the Association, may assist the member or members of whose position revocation is sought.

Any member of the Association may be nominated as President, Vice-President, Secretary-General or Treasurer either by the Secretary-General or by at least 10 per cent of the votes present or represented at the Assembly, provided that these votes are not cast by delegates or representatives of the same nationality.

Article 17

The Board is the organ of the Association that determines its actions and ensures its good functioning in accordance with the guidelines laid down each year by the General Assembly in the spirit that gave birth to the Association and in keeping with its aims.

The Board ensures the effective operation of the Association, maintains an up-to-date list of members, is responsible for the minutes of its meetings and those of the General Assembly, submits to the General Assembly an annual report and the annual budget and accounts, decides on the admission of members under Article 5, and decides the place and date of the meeting of the General Assembly.

In general the Board exercises all powers of management and administration, subject to the powers of the General Assembly.

Article 18

The three Vice-Presidents are drawn preferably from different geographical areas of Europe. Their order of precedence is based on the number of votes received by each of them at the time of their election. In the event of a tie, the elder by age has precedence.

The General Assembly may delegate specific tasks and/or representation in relation to specific organisations to certain of its members.

Article 19

The Board must meet at the specific convening of the President, and in any case at least twice a year. The convening notice is sent by letter, fax, email or any other method of communication.

Article 20

Resolutions of the Board are taken by majority vote. In the event of a tie, the President has a casting vote.

Resolutions are taken in writing and recorded in a register where members may consult them.

Article 21

Legal actions, whether as plaintiff or defendant, are undertaken by the Board as represented by the President or by another Board member appointed by it for this purpose.

Article 22

The President officially represents the Association in relations with third parties, and convenes and presides over the General Assembly and the Board. In the case of his absence or where he is prevented from attending, he is replaced by a Vice-President under the terms provided for in article 18.

Article 23

The Secretary-General is responsible for implementing the resolutions made by the competent organs of the Association and for acting as a means of communication between the national sections and the Board. In particular, he should provide the Board with all important information concerning the national sections and received from them, and provide the national sections with the minutes of all Board and General Assembly meetings.

The Secretary-General may not be of the same nationality as the President.

Article 24

Every two years the General Assembly must elect a Conciliation and Arbitration Committee composed of at least five members. The Committee must consider disputes and conflicts within the Association brought to it by members in the following circumstances:

- when it is shown that a serious breach of the Statutes has occurred
- in any other cases specifically provided for by internal management rules.

The members of the Committee cannot be members of the Board.

Article 25

The financial/accounting year ends on 31 December of each year.

In accordance with Article 53 of the Law, the accounts for the previous year and the budget for the following year are set out by the Board each year and submitted for the approval of the General Assembly at its next meeting.

The accounts are filed in accordance with Article 51 of the Law on the Federal Public Justice System.

Article 26

The Treasurer is responsible for the financial management of the Association. The national sections must transfer to the Treasurer the payments due under articles 6 and 8.

Article 27

The resources available to the Association comprise:

- the admission fee
- the annual subscription
- voluntary grants and donations
- the proceeds of approved activities

without prejudice to Article 4 of the Law of 25 October 1919.

Article 28

The Audit Committee must comprise at least three and not more than five members elected by the General Assembly for two years. The committee must meet with full powers at each ordinary

General Assembly to examine the accounts for the previous year presented by the Treasurer. The committee must choose one of its members to present a report to the General Assembly. The members of the Audit Committee may not be members of the Board.

Section Seven: Final Provisions

Article 29

Internal management rules may be presented by the Board to the General Assembly. Amendments may be made by the General Assembly by simple majority vote.

Article 30

The life of the Association is unlimited. The General Assembly alone, meeting in extraordinary session and deliberating under the conditions laid down for amending the Statutes, may make a decision on the dissolution of the Association. The Assembly must appoint the receiver(s), decide their powers and give instructions as to the disposal of the net balance of assets.

These decisions, together with the name, occupation and address of the receiver(s), must be published in the Annexes to the *Moniteur Belge*.

Article 31

Any matter not provided for in these Statutes, and in particular the insertions to be made in the *Moniteur Belge*, must conform to the requirements of Title III of the Belgian Law of 27 June 1921 on non-profit associations, international non-profit associations and foundations.

Only the French version of this Statute is authentic under Belgian law.