

IPS-Inter Press Service International Association

Articles of Association

CHAPTER I -- Constitution, Registered Office, Duration, Aims

Article 1

A non-profit, international, non-governmental association, known as "IPS - Inter Press Service" International Association (IPS), is hereby constituted.

Article 2

The Association shall have its registered office in Rome, Italy and may operate worldwide by creating chapters and representative offices.

Article 3

The Association shall have unlimited duration. However, it may be wound up at any time by decision adopted in the course of an Extraordinary General Meeting of members convened for this specific purpose.

Article 4

The Association - which intends to inherit the goals of the former cooperative of journalists "IPS- Inter Press Service" and to carry forward its ideals - shall be a public benefit organization for development co-operation. Its main object shall be to contribute to development by promoting free communication and a professional flow of information to reinforce technical and economic co-operation among developing countries.

Article 5

I) The Association shall be an international organization of journalists, professional communicators and individuals or bodies, who - on the basis of a shared commitment to public and social goals, and excluding therefore any personal interest or mutual aid, direct and/or indirect - shall cooperate on a voluntary and unpaid basis with the international community in the fields of communication and development, international cooperation and an improved quality of information. The members may be either Italians or foreigners. In admitting new members, the objective of equal representation by gender and balanced representation of ethnic diversity and geographical distribution shall be pursued. Priority shall, nonetheless, be given to citizens of the developing countries, so that they can, if possible, make up the majority of members and represent the largest possible number of countries. The members of the IPS International Board of Trustees and Board of Directors shall reflect the representation objectives set forth in this Article. Each of these Boards shall proceed to coopt members in accordance with the procedures set forth in these Articles of Association, whenever it is held to be necessary to meet said objectives.

II) The Association shall have as its purpose to support the production and dissemination of information on national and international realities with particular regard to the developing countries. This objective shall be achieved in the first instance through voluntary cooperation between the members of the Association. The Association and its members shall be independent of any political, economic or religious party or organization and shall be answerable only to their professional conscience.

III) The Association shall meet its objectives as an integrated communications system supporting in particular:

a) the production of media services, with the goal of providing an analytical, contextualised flow of information, with particular regard to the developing countries, as well as information about commercial markets and economic development which are of interest to the developing countries. This information shall be first and foremost based upon the principles of interdependence and international cooperation and, in addition to traditional sources, shall draw upon the "new actors" in the news, so that all the social sectors can be represented;

b) the execution of communication projects, which shall explore, design and implement projects in the field of information and communication, as an element supportive of the process of development;

c) the establishment/advancement of telecommunication services and information technology, whose goal shall be that of developing a technical network open to the activities of the Association as well as to news and technical exchange between national and regional media, non-governmental, governmental and intergovernmental organizations. This task shall include the design and implementation of telecommunication services and information technology projects to contribute to improving communications processes in the developing countries, including the use of new technologies. The activity of the whole system shall be designed to strengthen free flows of information and communication among the developing countries themselves and between them and the developed countries, and to involve in these flows actors representative of the whole of society.

Article 6

The Association shall not engage in any form of commercial activity, or in the direct execution of any operational activity, and in order to achieve its goals shall:

I) Promote, in compliance with the laws in force, the establishment of companies in Italy and/or abroad to which operational activities will be entrusted.

II) Acquire minority or controlling shares in companies having the same, similar or complementary goals, in Italy and/or abroad.

III) Promote and/or adhere to non-profit organizations having the same goals as those of the Association.

The corporate bodies mentioned in point I of the present article, and where permitted also those mentioned in points II and III, shall remain under the direct management and coordination of the Association and shall constitute the IPS Group.

The Association may, moreover, undertake all capital, real estate, financial and other operations in whatever way useful for achieving its goals, including the issue of guarantees and sureties in favour of third parties, provided that they be in the interest of the Association.

CHAPTER II -- Members

Article 7

The Association is composed of ordinary members, associate members and honorary members. Both individuals and corporate bodies of any nationality may be admitted as ordinary members, provided that they carry out activities in the same field as the Association and share its objectives.

Article 8

Ordinary members are those who have taken the initiative to constitute the Association (founding members) and those who subsequently accept the Articles of Association and, upon request, are admitted as ordinary members by the Board of Directors, provided they are in a “working” relationship with the IPS Group on a full-time, or part-time, or freelance, or consultant, or voluntary or non-editorial (administrative and support staff) capacity for as long as they are in such capacity.

The admission of new members will be conditioned upon the maintenance of a 3 to 1 ratio in favour of ordinary members, subject to the prior approval of the Regional meetings.

Article 9

Associate members can be individuals or corporate bodies. Individuals associate members are those who are not in a working relationship with the IPS Group but share the ideals and aims of the Association to which they want to contribute in their professional expertise and experience. Corporate bodies associate members refers to Civil Society Groups, Foundations and other organizations with similar ideals and aims of the Association which want to contribute their specific expertise. Participation of such organizations in the Association could be done through a representative chosen by the organization for this purpose. The total number of associate members shall not represent the majority of members in the Association.

Article 10

Honorary membership may be granted to those individuals who have, on a personal basis, distinguished themselves in the fields of activity of the Association.

Article 11

Corporate bodies may be admitted as honorary members provided they are non-governmental organizations which operate in the same field of the Association and share its objectives. They shall not exceed one third of the total number of honorary members.

Article 12

The Board of Directors shall decide on the admission of new members.

Article 13

All ordinary and associate members shall pay an annual membership fee which shall be determined by the Annual General Meeting for each financial year. Honorary members shall not be obliged to pay a membership fee, but may make whatever voluntary contributions they consider appropriate.

Article 14

The status of member may be lost as a result of:

- resignation
- failure to pay the membership fee (even for a single year);
- expulsion for activities which are incompatible with the aims of the Association.

The expulsion of members shall be decided by the Board of Directors, which shall explain the reasons for its decision. Appeals against expulsion may be presented to the Appeals Committee.

CHAPTER III -- General Meetings

Article 15

The General Meeting of members is the governing body of the Association. Constituted by the meeting of ordinary and associate members, it is responsible for deciding the editorial policy of the organization. The meetings can be Ordinary or Extraordinary. The Ordinary General Meeting shall approve the Annual Report of the Board of Directors, approve the annual balance sheet, elect the members of the Board of Directors, and of the Appeals and Audit Committees, and decide the amount of the annual membership fee. Regional Meetings may also be convened with the same procedures as the Ordinary General Meetings, at least one month before the Ordinary General Meeting takes place, for advance discussion of the issues on the agenda of the subsequent Ordinary General Meeting. The Extraordinary General Meeting shall decide amendments to the present Articles of Association and on the winding up of the Association.

Article 16

The General Meeting is composed exclusively of ordinary and associate members. Each member shall have the right to one vote. Members may participate in the meeting in person, or by proxy to another member provided that he/she is not a member of the Board of Directors or of the Audit or Appeals Committee. Given the international nature of the Association and the likely inability of all members to take part in the Ordinary General Meeting or Regional Meeting, the Association incorporates and institutionalizes the concept of "virtual meetings", so that all members may be in a position to participate by using any available electronic means of communication. The decisions taken by the Ordinary General Meeting in "virtual" form will have full validity. The minutes of the meetings shall indicate the vote expressed by each member participating in "virtual" form. No member may represent more than five members by proxy, unless the member has been delegated by a Regional Meeting. In this case, the member shall have a number of votes equal to the number of members that participated in the meeting in which the mandate was given. Working procedures for Regional Meetings and of the General Meetings shall be matter of separate specific rules.

Article 17

The General Meeting shall be called as provided by law at least once a year within five months after the end of the fiscal year. A General Meeting shall also be called whenever the Chair of the Board of Directors, and in the case of his/her absence or hindrance, by the first vice-chair of the Board of Directors, deems it necessary. A General Meeting shall be called if 25% of the ordinary members or two-thirds of the Board of Directors make such a request in writing specifying the reasons for the meeting and the agenda. All meetings shall be called in accordance with the provisions set forth in Article 18.

Article 18

I) The Ordinary General Meeting shall be convened by mail and/or electronically, at least 10 days prior to the date of the meeting. The convocation shall contain the agenda and indicate the date, time and place of the meeting as well as an indication of the day, time and place of the second convocation which cannot take place on the same date as the first. The Ordinary General Meeting shall reach a quorum at its first convocation with the physical or virtual participation of not less than half of the members and in second

convocation whatever the number. Decisions of the Ordinary General Meeting shall be taken by majority vote of the participants.

II) The Extraordinary General Meeting shall be convened by registered letter to be mailed at least 15 days prior to the date of the meeting, or by fax, except that attendance at the meeting shall constitute waiver of such notice, unless such attendance is for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. The letter shall contain the agenda and indicate the date, time and place, fixing also the date and time of a second convocation, which cannot take place on the same date as the first. The Extraordinary General Meeting shall reach a quorum at its first convocation with the participation of not less than half of the members with voting rights and at the second whatever the number. It shall reach decisions by two-thirds majority vote of those present, physically or by proxy.

Article 19

The General Meeting shall be chaired by the Chair of the Board of Directors, and in the case of his/her absence or hindrance, by a Chair elected by the Meeting. The Chair shall appoint a Secretary from among the participants except in the case of Extraordinary General Meetings when the minutes must, according to law, be drawn up by a notary public.

Article 20

Decisions of the Ordinary General Meeting shall be taken by a show of hands of the members physically present and by reading or hearing the communications of the members who participate in "virtual" form.

CHAPTER IV -- International Board of Trustees

Article 21

The Ordinary General Meeting may, following the criteria for representation specified in Article 5 of the present Articles of Association, elect an International Board of Trustees, the policy and advisory body of the Association responsible for supporting the Association in the achievement of its goals. The Board of Trustees shall propose strategic guidelines for the General Meeting; it shall verify the coherent pursuit of the general goals of the Association and shall verify to the General Meeting.

Article 22

I) The International Board of Trustees shall be made up of persons, not necessarily members, who are representative of the ideals and professional interests of the Association as well as of the geographical areas in which it intends to pursue its activities. The majority of trustees shall, if possible, be citizens of developing countries.

II) The number of members of the International Board of Trustees shall be established by the Ordinary General Meeting.

III) The members of the International Board of Trustees elected by the General Meeting, and those who may be co-opted by the Board of Trustees, shall remain in office for three years and may be re elected.

IV) Membership of the International Board of Trustees shall be of an honorary nature and members shall not receive any payment for their activity. They shall however be entitled to

the reimbursement of reasonable documented expenses incurred in the course of performance of their duties.

V) At its first meeting, the International Board of Trustees shall elect a Chair and two or more Vice Chairs by majority vote, and shall agree on the rules of procedure of the Board. The Chair of the Board of Directors of the Association and the Director General of any of the organs mentioned in Article 6 of the present Statute shall have the right to participate in the meetings of the International Board of Trustees.

VI) The Chair of the International Board of Trustees may, in person or through a representative, take part without the right to vote in the meetings of the Board of Directors and in the General Meeting.

VII) In the course of its work, the International Board of Trustees shall have access to all documents of the Association and those of any of the companies or other bodies mentioned in Article 6 of the present Articles of Association.

VIII) The International Board of Trustees may organize specialized and/or regional chapters.

CHAPTER V -- Board of Directors

Article 23

I) The Board of Directors shall have full authority for the ordinary and extraordinary management of the Association and within the limits of the law may delegate all or part of its powers, jointly or severally, for all those formal matters which do not require the full participation of the Board, to one or more members of the Board. It may also appoint managers, agents and attorneys-in-fact for certain matters or categories of matters, with authority to substitute and sub-delegate as to certain matters. Without limitation of the foregoing generality, it shall propose strategic lines of development to the General Meeting which shall be responsible for the discussion, approval and monitoring of their execution by the Board.

II) The Board of Directors shall be elected at the General Meeting which shall decide their number, and shall consist of not less than five (5) and not more than nineteen (19) members, chosen from among the members of the Association. Nominations for election to the Board shall be made by a Nominations Committee as hereinafter provided by Article 31.

III) To fully represent the IPS constituencies and in pursuit of the objectives in Article 5, the Board shall consist of: (a) not more than seven members actively engaged in the working of the Association and representing each of the IPS regions, elected by vote and from among the membership in the region; (b) not more than 10 members, who shall be internationally-distinguished individuals who want to contribute in their professional capacity to the development of the Association by defining and supporting its fund-raising strategy, elected by vote of the entire membership; (c) not more than two members of the professional staff based at the IPS headquarters elected by vote of the entire membership; (d) in case members elected under (b) above do not meet the objectives of Article 5, the five members with the least number of votes shall be replaced at the first Board meeting convened after elections, by not more than five co-opted members as per Article 5, who shall be internationally-distinguished individuals.

IV) Upon recommendation of the Nominations Committee, the Board may co-opt members to replace members who die, resign or become ineligible and to complement the four co-opted members, as per Article 23 (IIIId) above. The term of co-opted members shall expire at the same time as that of elected Board members, regardless of the date of their cooption.

V) Members of the Board of Directors shall serve for a term of three years. Members may be re-elected upon the expiration of their terms of office. The Board of Directors shall elect from among its members, by majority, a Chair, one or more vice-chairs, a secretary, a Treasurer, and a Director General. By decision of the Board the office of Chair and Director General may be held by the same person.

VI) Membership of the Board of Directors shall be of honorary nature and members shall not receive any payment for their activity.

Article 24

The Board of Directors shall be convened by the Chair of the Board of Directors and in the case of his/her absence or hindrance, by the first vice-chair of the Board of Directors, by letter and/or electronically with at least seven working days advance notice and in cases of urgency with a telegram and/or electronic message with at least three working days advance to the domicile of each Director. The Board of Directors shall reach a quorum with the presence, physical or virtual, of a majority of its members. It shall vote by simple majority of the participants. In the event of a tied vote, the Chair shall have an additional casting vote.

Article 25

The members of the Board shall have the right to reimbursement only for those reasonable documented expenses sustained for reasons of their office.

Article 26

The Board shall appoint members of the governing bodies of the companies, associations and foundations established pursuant to Article 6 of these Articles of Association. Members of the governing bodies will be invited when necessary to participate in meetings of the Board of Directors.

Article 27

The Chair of the Board of Directors shall sign for, and shall be the legal representative of the Association before third parties and before the law. The Chair may delegate his or her powers, in whole or in part and shall establish in each case the limit of the mandate given.

Article 28

The Board of Directors, acting by two-thirds majority vote of those present at a meeting, shall have the power to remove any member with cause. A board member so removed may appeal the decision within 30 days of receipt of notice of the removal.

CHAPTER VI -- Director General

Article 29

The Director General shall be elected by the Board of Directors. The Director General shall be responsible for the execution of the decisions of the Board of Directors. In this capacity, the Director General shall be granted the powers necessary for the ordinary management of the Association and when deemed necessary by the Board of Directors shall be granted

powers of extraordinary management. The Board shall also establish the procedures for authorized signatures.

CHAPTER VII -- Executive Committee

Article 30

I) The Board of Directors, in as far as possible in keeping with the objectives of Article 5, may elect an Executive Committee from among its members which shall consist of 3 to 5 members, the Chair of the Board and the Director General.

II) The Chair of the Board shall be the Chair of the Executive Committee.

III) The Executive Committee shall meet at the call of the Chair, or upon written request to the Chair by at least three members of the Committee.

IV) The Executive Committee shall exercise between the meetings of the Board the powers of the Board in all matters which in the judgment of the Committee cannot be delayed until the next meeting of the Board. The Executive Committee shall report to the full board at the next meeting of the Board regarding any action so taken.

CHAPTER VIII -- Nominations Committee

Article 31

I) The General Meeting may elect a Nominations Committee which shall consist of three members. The Nominations Committee shall call for nominations to the IPS governing bodies and shall determine if additional nominees are necessary in order to fulfill the criteria set forth in these Articles. It shall also recommend individuals for cooption in keeping with the objectives of Article 5.

II) The Nominations Committee shall provide for each nominated candidate, at least 30 days prior to the OGM at which elections are scheduled: name, CV, short statement of intent, the slate on which the candidate will run. Simultaneously, the Nominations Committee shall transmit to the Board, for its consideration prior to the meeting at which elections are scheduled, applications for membership duly presented by those among candidates not being members of the Association.

CHAPTER IX -- The Internal Audit Committee

Article 32

The periodic audit of the accounts of the Association and the examination of the balance sheet of the Association and of the IPS Group shall be entrusted to an Internal Audit Committee composed of three auditors elected by the Ordinary General Meeting. They shall not necessarily be members of the Association. However, they shall have the technical skills necessary to review financial documents. They shall hold office for three years and may be re elected. The Chair of the Audit Committee, elected by majority vote of the members of the Audit Committee, shall be invited to participate without voting rights in the meetings of the Board of Directors.

CHAPTER X -- Appeals Committee

Article 33

The Annual General Meeting shall elect an Appeals Committee formed by three persons, not necessarily members who shall remain in office for three years. The Chair of the Appeals Committee will be elected by majority vote of the members of the Appeal Committee. Members of the Appeals Committee may not hold other office in the Association. It shall settle disputes between members, between members and the Association and/or between members and the companies or other bodies of the IPS Group. The Committee shall work independently from any other body of the Association and shall have access to all the necessary documentation of the Association and/or of the companies or other bodies of the IPS Group to carry out its responsibilities.

CHAPTER XI -- Financial assets, Administration and Balance Sheet

Article 34

The financial assets of the Association shall be constituted by membership fees, by private and corporate contributions and by any other income which the Association may receive from its non-commercial activities, and by real estate, properties or goods which may become property of the Association.

Article 35

I) The financial year shall run from 1 January to 31 December. At the end of each financial year, the Board of Directors shall draw up the balance sheet to be compiled with care and accuracy and according to the provisions of law.

II) The General Meeting to approve the balance sheet shall be convened within five months after the end of the financial year.

Article 36

In consideration of the non-profit status of the Association, the balance sheet should close with no profit or loss. In case of an excess income over expenditure, the same will be transferred to a reserve fund and used for the development of operations of the Association. It is, expressly provided that no dividend shall be paid out to members, directly and/or indirectly.

CHAPTER XII -- Arbitration clause

Article 37

Any dispute between members, between members and the Association, between members and the companies or other bodies of the IPS Group, shall be submitted to the judgment of the Appeals Committee as provided in Article 31 of the present Articles of Association. The Committee shall judge as amicable arbitrator. If, however, the mediation is not successful, it shall judge and decide and its decision shall be binding.

CHAPTER XIII -- Winding-up and Liquidation

Article 38

If at any time or for whatever reason the Association shall be wound up, the Extraordinary General Meeting shall determine the procedures for liquidation and appoint one or more receivers, subject to observance of mandatory legal norms. On the winding up of the Association, the residual capital after the payment of all liabilities shall be transferred to non-profit organizations, sharing the same broad goals of those of the Association. As a consequence of the non-profit nature of the Association it is expressly forbidden, in the event of liquidation, to pay out any dividend to the members, directly and/or indirectly.

CHAPTER XIV -- Law, International Nature

Article 39

The provisions of law of the country where the Association is constituted shall be valid for whatever is not provided for in the present Articles of Association.

Article 40

In consideration of the international nature of the Association, the Articles of Association and minutes of the General Meetings shall be translated into English.

Temporary rules

Article 41

In the first application of the present statute, article 23 is immediately applicable to the Board of Directors already elected in 2001.