

Statutes 2017	By-laws text 2017
<p>1. Name SIGNIS: the World Catholic Association for Communication is a professional, autonomous, non- profit organisation founded for an undetermined period.</p> <p>2. Registered office 2.1. The Registered Office of the Association is in Fribourg, Switzerland. (Rue de Lausanne, 86, C.P. 271, 1701 Fribourg). The Association is regulated by articles 60 ff. of the Swiss civil code. 2.2. The Association has an Administrative Office in Belgium. 2.3. The Registered Office and/or the administrative office may be transferred to any other location or country by a decision of the Assembly of Delegates passed by two thirds of the votes.</p>	
<p>3. Objectives of SIGNIS 3.1. SIGNIS is a world Catholic Association of groups and individuals engaged in communication and media who, inspired by the teachings of Jesus Christ, have as their goal the promotion of the personal, social and cultural life of each human being and their the community.</p>	<p>re: Statutes 3.1</p> <p><i>The Statutes of the Association are clarified by these By-Laws. These By-Laws can be amended by the Assembly of Delegate in accordance with the rules defined in the Statutes of the Association or in the By-Laws.</i></p>
<p>3.2. The objectives of the Association are: 3.2.1. To promote a Christian understanding of the importance of human communication in all cultures. 3.2.2. To engage in activities which motivate and encourage participation in the betterment of the communications environment on the basis of Christian values. 3.2.3. To be open to and promote ecumenical and inter-religious collaboration in communication activities. 3.2.4. To promote communication policies that respect Christian values, justice and human rights. 3.2.5. To foster dialogue with communication professionals on moral, spiritual and professional issues. 3.2.6. To participate in the formation of public opinion based on sound ethical and spiritual values. 3.2.7. To support media education at all levels. 3.2.8. To participate in the world forums of communication. 3.2.9. To facilitate mutual support among the members through dialogue and professional development.</p>	

<p>3.2.10. To represent Catholic media in different governmental or non-governmental organisations and institutions.</p>	
<p>4. Members 4.1. The Association “SIGNIS” is made up of members with voting rights, respecting the conditions mentioned in article 4.1.1, and hereafter called “the members”. It may associate for the realisation of its objectives, institutions or persons without voting rights, responding to the criteria of article 4.1.2, and hereafter called “the associates”.</p> <p>4.1.1. Are eligible to be members of SIGNIS, with voting rights:</p> <p>a) National Catholic Associations for Communication duly recognised by the Bishops’ Conference, normally one per country. On the basis of a proposal made by the Board of Directors, the Assembly of Delegates can make exceptions for countries where the Bishops’ Conference has recognised the need for more than one association. This Assembly can also decide, according to specific circumstances, to replace the notion of "country" in the political sense with that of "territory" or "region".</p>	
<p>b) International Catholic organisations for communication, active in several countries, which pursue similar goals to SIGNIS. The number of members is unlimited, but may not be less than three.</p>	<p>re: Statutes 4.1.1.b</p> <p><i>The application for membership by an International Catholic Organization for Communication shall be presented to the Assembly of Delegates for approval after the organization has completed the application procedures and after verification, by the Board, of the validity of the organization’s title.</i></p>
<p>4.1.2. Can be associates of SIGNIS, without voting rights;</p> <p>a) Communication Institutions, active in a country or part of a country, linked with a National Association for communication, which pursue goals similar to those of SIGNIS in their activities.</p> <p>b) Individuals active in the area of communication, linked with a National Association for communication and who pursue goals similar to those of SIGNIS.</p> <p>c) And, under the title of honorary members, individuals who are or have been active in the area of communication, who pursue/have pursued the goals of SIGNIS and have been invited to be associates by the Assembly of Delegates, following recommendation from the Board of Directors.</p>	<p>re: Statutes 4.1.2. a & b</p> <p><i>The "link" which is mentioned in Article 4.1.2, a and b of the Statutes of the Association must (1) be apparent from the documents submitted by the candidate and (2) be verified by the national association.</i></p>
<p>4.2. The admission of new members and new associates is within the competence of the</p>	<p>re: Statutes 4.2</p>

<p>Assembly of Delegates following recommendation from the Board of Directors.</p>	<p><i>Admission of members.</i></p> <p><i>1: To be admitted as a SIGNIS member, the applicant must subscribe to the nature and objectives of the Association and contribute by action to these aims.</i></p> <p><i>2: The request for admission should include the most recent annual report of the applicant's activities. In addition, a certificate of relationship with the competent ecclesiastical authority may also be required of the applicant, should the board consider it necessary.</i></p> <p><i>3: The request for admission must include the name of the person who will represent the applicant at the national level.</i></p> <p><i>4. Application for membership shall be first presented to the appropriate regional or international group for recommendation to the Board.</i></p> <p><i>Admission of associates.</i></p> <p><i>1: To be admitted as a SIGNIS associate, the applicant must subscribe to the nature and objectives of the Association and/or contribute by action to these aims.</i></p> <p><i>2: The request for admission as an associate should include the most recent annual report of the applicant's activities</i></p> <p><i>3: The request for admission must include the name of the person who will represent the applicant at SIGNIS activities.</i></p> <p><i>4. Application for membership shall be first presented to the appropriate regional or international group for recommendation to the Board.</i></p> <p><i>Considering the following reasons:</i></p> <p><i>1. The Church follows the Principle of Subsidiarity. On this basis, the local group should bear the responsibility for recruiting and screening new members.</i></p> <p><i>2. The organization will not grow if potential new members are told they will be in a sort of limbo for two years before becoming full members and being able to vote. (cfr. 4.3) Bylaw 4.3 will not have to be amended if regional/international group(s) can act on an application in a more timely fashion.</i></p> <p><i>3. The groups should be able to decide who is part of their subset of members.</i></p>
<p>4.3. The Board can admit members or associates with their provisory title between the meetings of the Assembly of Delegates, as long</p>	<p>re: Statutes 4.3</p> <p><i>Members and associates who hold provisional</i></p>

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<p>as the conditions set out in articles, 4.1.1 and 4.1.2 are fulfilled.</p>	<p><i>membership exercise their rights only after confirmation of their status as a member or associate by the Assembly of Delegates, during a meeting which has this point on its agenda.</i></p>
<p>4.4. Any member may resign from the Association by indicating their resignation by letter to the President six months before the end of the current financial year. (Swiss Law, article 70)</p>	
<p>4.5. A member or an associate can lose their status by a decision of the Assembly of Delegates if, after written notification, the member does not meet the required conditions as set out in articles 4.1.1, 4.1.2 and 4.6.</p>	<p>re: Statutes 4.5</p> <p><i>A member or associate may lose their membership status for various reasons, in particular those statutorily provided for under the By-Laws.</i></p>
<p>4.6. Members pay an annual fee. The Assembly of the Delegates fixes the amount of this fee. The Assembly of Delegates also fixes the financial amount paid by associates.</p>	<p>re: Statutes 4.6</p> <p><i>1: As a provisional measure, pending the implementation of another fee-scale and financial plan, the transitory dispositions voted by the founding General Assembly shall apply.</i></p> <p><i>2: A member's voting rights shall be suspended if, after two consecutive requests issued within three months of the fee-invoice date, the member has not paid its annual membership fee by the specified date. If after a third request/warning, sent by the Board by registered letter, the fee is not paid within three months — and if no negotiation has been initiated in view of justifying, if possible, a dispensation from this obligation — the member shall lose its status.</i></p> <p><i>3. The Secretariat will then notify the member and the regional/international group to which it belongs that it is no longer a member in good standing and its SIGNIS voting rights are suspended.</i></p> <p><i>4. If the member wishes to regain its voting rights, it must reintroduce a request in accordance with the procedures provided for under the Statutes and By-Laws of the Association, and meet any other conditions that the Assembly of Delegates requires.</i></p> <p><i>5. Similarly, an associate's rights are suspended if, following the aforementioned procedure, the associate fails to pay the requested fee.</i></p>
<p>4.7. A member or an associate (or their legal successors or heirs) who, for whatever reason, ceases to be a member of SIGNIS, has no right to funds and cannot claim any reimbursement of fees.</p> <p>4.8. Members and associates do not incur any personal liability by reason of their belonging to the Association.</p>	
<p>4.9. However, they undertake to avoid any</p>	<p>re: Statutes [4.9]</p>

<p>activity harming the reputation of SIGNIS or any member or associates. The Board of Directors can suspend members or associates who cause such harm, after having given the member or associate an opportunity to provide an explanation.</p>	<p><i>The Board will create an Ethics Committee, which shall determine the procedures and reasons for suspension and reinstatement of members or associates. This Committee shall take account of the secular and/or canonical reasons and of the Statutes of the Association. In the case of contention, excluded members or associates may go to arbitration to this Committee.</i></p>
<p>5. National structures 5.1. The National Association is constituted by people, institutions and organizations from the same country (or territory, cfr. 4.1.1.) 5.2. The internal organisation of this Association is the concern of its members provided they are in accordance with the goals, Statutes and By-Laws of SIGNIS.</p>	<p>re: Statutes 5.1</p> <p><i>The National Catholic Associations for Communication shall be those which have been established in accordance with the guidelines outlined in Communio et Progressio, Aetatis Novae and other documents that define this role in the Catholic Church and which have received recognition by the competent ecclesiastical authority. In case of uncertainty, the reference authority for SIGNIS at the Holy See shall be consulted and its advice shall be preponderant.</i></p>
<p>6. Recognition of regional groupings 6.1. The National Associations that are members of SIGNIS whether they be definitely or provisionally accepted, shall regroup themselves together on a regional or sub-regional basis. 6.2. Each regional group is represented at the Assembly of Delegates by six delegates (or their substitutes) elected through the Regional Assembly. In addition, each sub-region is represented at the Assembly of Delegates by one delegate (or substitute) elected through the Regional Assembly.</p>	
<p>6.3. The internal arrangements of the regional structures are the concern of the National Associations forming the group, provided these arrangements are in accordance with the goals, the statutes and By-Laws of SIGNIS.</p>	<p>re: Statutes 6.3</p> <p><i>1 : The Statutes and/or By-Laws of the regional groups, as well as any modifications to these Statutes and/or By-Laws, must be sent to the Secretary General of SIGNIS.</i></p> <p><i>In the absence of such Statutes or By-Laws, the election procedures for delegates shall be attached to the list of the elected delegates.</i></p> <p><i>6.3.2. Only persons from national associations which are fully paid up members of SIGNIS are eligible for nomination and election to the Assembly of Delegates which take place in the regional assemblies prior to the Assembly of Delegates.</i></p> <p><i>6.3.3. Only representatives of national associations who are fully paid up members of SIGNIS can vote in the election of members of the Assembly of Delegates which take place in the regional assemblies prior to the Assembly of Delegates.</i></p> <p><i>4: The President (elected or designated) of a</i></p>

	<p><i>regional group shall be one of the six delegates who shall represent the region at the Assembly of the Delegates. He or she shall be designated as a member of the Board, but his or her mandate shall only become effective after confirmation by the Assembly of the Delegates.</i></p> <p><i>5: A second delegate, designated from among the six regional delegates, will also serve on the Board. This mandate shall only become effective after confirmation of this by the Assembly of the Delegates.</i></p> <p><i>6: The regional groups shall make provision for substitutes. A substitute is called to replace the delegate at the assembly or on the board if the latter is prevented from exercising his or her mandate and does not want to exercise it by proxy.</i></p> <p><i>7: Any change of a SIGNIS representative must be communicated to the President and/or the Secretary General of SIGNIS.</i></p> <p><i>8: Each region must hold an assembly of its members prior to the Assembly of the Delegates' meeting at which a new board is slated to be installed.</i></p>
<p>7. Structure for international organisations 7.1. The International Organisations, which are members of SIGNIS, form a group among themselves. Through their Assembly, they elect six delegates (and their substitutes) who will represent them at the Assembly of Delegates.</p>	<p>re: Statutes 7</p> <p><i>7.1: The Statutes and/or By-Laws of the group representing international organizations, as well as any modifications to these Statutes and/or By-Laws, must be sent to the Secretary General of SIGNIS.</i></p> <p><i>In the absence of such Statutes or By-Laws, the election procedures for delegates shall be attached to the list of the elected delegates</i></p> <p><i>7.1.2. Only persons from international organisations which are fully paid up members of SIGNIS are eligible for nomination and election to the Assembly of Delegates which take place in the meeting of the International Group prior to the Assembly.</i></p> <p><i>7.1.3. Only representatives of international organizations who are fully paid up members of SIGNIS can vote in the election of members of the Assembly of Delegates which take place in the meeting of the International Group prior to the Assembly.</i></p> <p><i>7.1.4: The President (elected or designated) of the group of international organizations shall be one of the six delegates who shall represent the grouping at the Assembly of the Delegates. He or she shall be designated as a member of the Board, but his or her mandate shall only become effective after confirmation by the Assembly of the Delegates.</i></p>

	<p>7.1.5: <i>A second delegate, designated from among the six international delegates, will also to serve on the Board. This mandate shall only become effective after confirmation of this by the Assembly of the Delegates.</i></p> <p>7.1.6: <i>The group of international organizations shall make provision for substitutes. A substitute is called to replace the delegate at the assembly or on the board if the latter is prevented from exercising his or her mandate and does not want to exercise it by proxy.</i></p> <p>7.1.7: <i>Any change of a SIGNIS representative must be communicated to the President and/or the Secretary General of SIGNIS.</i></p> <p>7.1.8: <i>The group of international organizations must hold an election to choose its six assembly delegates — preferably by convening a group meeting — prior to a meeting of the Assembly of the Delegates at which a new board is slated to be installed.</i></p>
<p>8. World structures On a world level, the decision-making bodies of SIGNIS are the following (Swiss Civil Code, article 67 and 75):</p> <ol style="list-style-type: none"> 1. The Assembly of Delegates. 2. The Board of Directors. 	
<p>9. The Assembly of Delegates 9.1. Authority 9.1.1. The Assembly of Delegates is the supreme authority of SIGNIS</p> <p>9.2. Composition The Assembly of Delegates is constituted by the following persons with voting rights:</p> <ol style="list-style-type: none"> 9.2.1. The President of the Association. 9.2.2. The two Vice-Presidents. 9.2.3. The six delegates of each regional group, the delegate of each sub-region and the six delegates from the group of international organisations. <p>Also participating in the Assembly of Delegates but without voting rights:</p> <ol style="list-style-type: none"> 9.2.4. The Secretary General, 9.2.5. The General Treasurer 9.2.6. The Ecclesiastical Assistant <p>9.3. Delegation and Voting Rights</p>	
<p>9.3.1. Delegates can be represented at the Assembly of Delegates by their substitutes or by another delegate with a written document of delegation (proxy). Each delegate can represent only one absent delegate.</p>	
<p>9.3.2. The Assembly of Delegates cannot validly deliberate unless 50% of its delegates</p>	

<p>are present or represented, with the exception of amending the statutes, where two-thirds of the delegates must be present or represented.</p>	
<p>9.3.3. The decisions of the Assembly of Delegates are taken through a simple majority vote of all present or represented delegates. Except where the Law, the statutes or the by-laws stipulate otherwise.</p>	<p>re: Statutes 9.3.3</p> <p><i>The rules on majorities and the method of calculating votes shall be determined by these By-Laws, unless otherwise and explicitly mentioned in Statutes of the Association.</i></p> <p><i>Votes may be taken either by secret ballot or a show of hands, unless otherwise stipulated. Invalid or blank votes shall never be taken into consideration.</i></p> <p><i>A simple majority shall be understood as 50-percent-plus-one of the votes validly cast. In the case of parity, the President shall have the casting vote. For a two-thirds majority, the exact number is sufficient for the validity of the vote, in the case of divisibility by three of the total number of voters. A two-thirds majority vote shall be rounded-up in relation to the total number of voters, if that is not divisible by three.</i></p> <p><i>In the case of electing individuals, votes shall be cast by secret ballot. If the required majority is not reached after three rounds of voting, the election shall be awarded to the candidate who gains the most votes in the fourth round.</i></p> <p><i>An exact count of the number of members entitled to vote must be made by the President of the Assembly before the start of any voting procedure. The voting result shall be recorded in the Report of the Assembly.</i></p>
<p>9.4. Competence The Assembly of Delegates has full power except for matters set out in articles 9.4.1 and 9.4.2. 9.4.1. Changes concerning the name of the Association (article 1), its nature and objectives (article 3), the different types of members or associates (article 4.1), the competence of the Assembly of Delegates (article 9.4), require the agreement of the Assembly of Delegates and ratification by a vote of all members, in each case observing the type of voting majority required by these statutes. 9.4.2. The Dissolution of the Association must be decided in an Extraordinary Assembly of all members (cf. Art. 12). The Assembly of Delegates has the following powers:</p>	

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<p>9.4.3. To accept new members or associates. 9.4.4. To approve the existence and the formation of regional and sub-regional groups and their rights to elect delegates at the Assembly of Delegates.</p>	
<p>9.4.5. To approve the financial reports and the annual budgets and to discharge the directors in respect of their duties carried out in their term of office.</p>	<p>re: Statutes [9.4.5]</p> <p><i>The fiscal year shall end 31 December of each year. The accounts must receive the approval of an external, independent auditor. They must be submitted to the Board for approval by the end of March or two weeks before the spring meeting of the board, whichever comes first.</i></p>
<p>9.4.6. To elect for a term of four years the President who is eligible for a second term of four years.</p>	<p>re: Statutes [9.4.6]</p> <p><i>1: Nomination proposals for the posts of President and Vice-Presidents of SIGNIS must be presented to the Secretary General of the Association four months prior to the Assembly of the Delegates, which must hold an election.</i></p> <p><i>2: All members in good standing have the right to propose candidates.</i></p> <p><i>3: The Secretary General shall acknowledge receipt of candidatures for these posts. He or she shall then inform all members of the list of candidates entitled to stand for election.</i></p> <p><i>4: By virtue of their functions, the President, Vice-Presidents and Secretary General of SIGNIS cannot continue to represent national, regional or international groups.</i></p> <p><i>Those who are elected to serve on the SIGNIS executive must resign from their SIGNIS posts at the national, regional or international levels.</i></p> <p><i>5: The meeting of the Board that follows the Assembly of the Delegates shall determine the distribution of responsibilities between the President, the Vice-Presidents and the Secretary General. This distribution shall be communicated to the members of the Association within the following three months.</i></p> <p><i>6: The President and Vice-Presidents shall be members of the Board for the duration of their mandates. If the President is unable to fulfil his or her duties, these shall be exercised by one or the other Vice-President, taking into account the order in which they had been elected. In the case of a permanent incapacity, the Vice-President who takes over as replacement shall become Acting President until the next Assembly of the Delegates.</i></p>
<p>9.4.7. To elect for a term of four years the two Vice-Presidents who are eligible for a second</p>	<p>re: Statutes [9.4.7] <i>An individual who has served two terms as vice-</i></p>

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term of four years.	<i>president can stand for re-election as vice president only after sitting out the equivalent of one term as vice-president</i>
9.4.8 To elect for a term of four years the Secretary General who is eligible for only one further term of four years.	re: Statutes [9.4.8] <i>His or her mandate shall begin and finish one year after the Assembly of Delegates is held.</i>
9.4.9 To elect for a term of four years the General Treasurer who is eligible for only one further term of four years. This mandate begins and ends one year after an Assembly of Delegates.	re: Statutes [9.4.9] <i>An individual who has served two terms as Treasurer can stand for re-election as Treasurer only after sitting out the equivalent of one term as Treasurer</i>
9.4.10. To confirm for a term of four years the members of the Board of Directors who are eligible for only one second term of four years.	re: Statutes [9.4.10] <i>An individual who has served two terms on the board can stand for re-election to the board only after sitting out the equivalent of one term on the board.</i>
9.4.11. To adopt the reports of the Board of Directors and of the General Secretariat since the previous Assembly of Delegates. 9.4.12. To define the activities of the Board of Directors (taking into account the powers of the Board listed in art.10.10) and of the various working committees appointed by the Assembly of Delegates and/or the Board of Directors. 9.4.13. To approve and/or modify the Statutes, with modifications under art. 9.4.1, also requiring ratification in a vote put to all members. 9.4.14. To approve and/or modify the By-Laws of the Association with a majority of two-thirds of the votes of the present or represented delegates. 9.4.15. To fix, based on the advice of the Board of Directors and with respect for the By-Laws, the annual fees of the members and the participation costs of the associates.	
9.5. Decisions and resolutions 9.5.1. Except in the special cases mentioned in the present statutes, the decisions of the Assembly of Delegates are taken through a simple majority vote of the delegates present or represented. 9.5.2. Each proposal signed by twenty per cent (one fifth) of the members or delegates and notified by letter to the Board of Directors three months before the Assembly of Delegates has to be placed on the agenda. 9.5.3. The resolutions of the Assembly of Delegates are noted in a record book signed by the President and the Secretary General. It is	re: Statutes 9.5.1 <i>For voting rules, see the By-Law commenting on Article 9.3.3 of the Statutes.</i>

<p>kept by the Secretary General and it is to be available to the members.</p>	
<p>9.6. Convocation The Assembly of Delegates meets de jure once every four years, at its Registered Office or at a place indicated by the Secretary General at least six months before the date of the Assembly. The agenda must be set out in the written convocation, sent to all members three months before the stipulated date.</p>	
<p>9.7. Extraordinary Assemblies Extraordinary Assemblies of Delegates may be called by the President or by the Board of Directors or upon a request in writing sent to the President and the Secretary General by one fifth of the members. The request should indicate the points to be included in the agenda.</p>	<p>re: Statutes 9.7</p> <p><i>1: "A meeting shall be summoned in the cases provided for by the Statutes of the Association and, moreover, by Law, when one- fifth of society members so request" (Swiss Law, Article 64).</i></p> <p><i>2: Except as described in the contents of Article [9.4] of the Statutes, in an emergency the Board may take decisions within the competence of the Assembly of the Delegates as long as it has obtained, through a consultation/survey process, a simple majority of the delegates' votes (1) agreeing that the situation constitutes an emergency and (2) endorsing the proposed recommendation.</i></p> <p><i>A period of 30 days must elapse between the opening and the closing of the consultation/survey process. The absence of a reply within this period shall be considered as an abstention.</i></p> <p><i>Abstentions, blank or invalid votes shall not be taken into consideration in calculating this majority.</i></p> <p><i>Decisions taken by the Board in accordance with this emergency procedure must be submitted for approval at the next Assembly of the Delegates.</i></p>
<p>10. The Board of Directors</p>	<p>re: Statutes [10]</p> <p><i>1: Meetings of the Board shall be summoned by the President, on his or her own initiative or at the request of the Secretary General.</i></p> <p><i>The convocation of the Board meeting, to which the Agenda must be attached, must be sent to all the members of the Board at least three months before the proposed date for the Board Meeting. A reminder shall be sent one month before the meeting, with the documents necessary for dealing with the Agenda.</i></p> <p><i>2: The Agenda for the Board meeting shall be determined by the President in consultation with the Secretary General (and, if so required, with the Treasurer General).</i></p> <p><i>3: The Board may only validly deliberate on the</i></p>

	<p><i>items included in the Agenda. Board members may request that a subject be included in the Agenda. This subject may only be included if it has been communicated to the President or Secretary General more than three months prior to the date set for the meeting. But any proposal from at least 25% of the Board members and communicated at least one month before the date of the Board meeting, must be included on the Agenda.</i></p> <p><i>4: The groups representing the six regions and the international organizations shall also make provision for substitutes to replace their board members, should the latter be unable to attend a meeting. It is the responsibility of the electing group to determine in which circumstances it shall authorize its delegate to be replaced by his or her substitute rather than by sending a proxy to another delegate. In the case of default (legal or physical incapacity) of a member of the Board, the regional structure of the Association shall send in his or her place the substitute of this member, who shall have his or her mandate confirmed by the Board.</i></p> <p><i>5: Decisions of the Board shall be entered in a Register for this purpose, and shall be signed by the President and the Secretary-General. Decisions must be communicated to members within three months following the Board Meeting and in accordance with procedures determined by the Board.</i></p>
<p>10.1. Composition The Association is managed by a Board of Directors composed of: a) the President of the Association b) the two Vice-Presidents c) the two delegates from each regional group or their substitutes, the first being the regional President and the second elected by the regional group d) the two delegates for the international organisations or their substitutes, the first being the President and the second elected by the international organizations. e) the Secretary General who attends meetings of the Board without the right to vote f) the Secretary General is responsible to the Board of Directors for the management of the Association</p>	<p>re: Statutes [10.1.e]</p> <p><i>1: The person elected as Secretary General shall be entrusted with the management of the Association under the responsibility of the President and the Board.</i></p>

	<p><i>2: This person shall carry out all missions assigned to his or her post by the Statutes of the Association, the By-Laws, or legal obligations. He or she shall account for his or her management to the Board.</i></p> <p><i>3: In particular, this person shall automatically be a member of the various Committees or Commissions established; he or she shall manage the personnel of the General Secretariat.</i></p>
<p>g) the Treasurer who has no voting rights except if an elected member or delegate to the Board.</p> <p>h) The Treasurer is responsible for keeping the accounts, for preparing financial reports, for statements of account and budgets which will be submitted for approval to the Assembly of Delegates and, each year, to the Board.</p>	<p>re: Statutes [10.1.g]</p> <p><i>1: The Treasurer General shall be responsible for keeping the accounts, the preparation of financial reports, the profit and loss accounts, and budgetary forecasts, which shall be submitted annually to the Board and every four years to the Assembly of Delegates.</i></p> <p><i>2: The Board shall be responsible for the property and real estate of SIGNIS. It shall determine the financial management responsibilities of both the Treasurer-General and the Secretary-General. It shall create a Finance Committee in agreement</i></p>

	<p><i>with the Treasurer-General. It shall supervise both the proper keeping of accounts and the validity of financial dealings undertaken by SIGNIS. It shall set up structures that will enable the Association to obtain funding for its activities consistent with the nature and objectives of the Association. It shall propose the method and level for the collection of fees and financial participations.</i></p> <p><i>3: Any acquisition of property or real estate in favour of SIGNIS shall only be used in a manner consistent with the nature and objectives of SIGNIS, and in the case of a gift, respecting the wishes of the donor. The exact state of the assets of the Association must at all times be clearly accessible to the managers and members of the Board.</i></p>
<p>i) the Ecclesiastical Assistant who has no voting rights. j) The Ecclesiastical Assistant is appointed for a term of four years and is eligible for only one further term of four years. 10.2. Each member of the Board assumes office after the confirmation of their mandate by the Assembly of Delegates for a period of four years. 10.3. During their last meeting before the Assembly of Delegates, the regional groups and international organisations elect or re-elect their delegates to the Assembly of Delegates and their substitutes. They elect their President and the delegate who will represent them at the Board. These delegates are proposed to the Assembly of Delegates, which confirms them as official members of the Board of Directors for a mandate of four years.</p>	
<p>10.4. The Board of Directors may appoint commissions “ad tempus” or “ad opus” to deal with such matters as may be entrusted to them. It is the responsibility of the Board to appoint a Chairman and a substitute for each commission or committee. 10.5. The Board of Directors meets at least twice during the interval between two Assemblies of Delegates. The necessary quorum is 50% of voting members. Each absent board member can give a proxy but each Board member can hold a maximum of one proxy vote on behalf of an absent Board member. The President has a casting vote. 10.6. The Board of Directors meets on convocation of the President or two members of</p>	

the Board. The Secretary General can propose to the President to call a meeting each time it is beneficial to the Association. Other meetings of the Board may be called upon the request of an absolute majority of members.

10.7. The decisions of the Board of Directors are kept in a record book signed by the President and the Secretary General. The Secretary General keeps it at the disposal of the members of the Association.

10.8. The Board of Directors has full administrative and operative power except for what is reserved to the Assembly of Delegates. It may delegate day-to-day administration to the Secretary General.

The Board has all power to manage and administer the Association and to realize its objectives. It can, without this list being limiting, make or receive any payment, call in debts and give receipts; make and receive deposits; acquire, exchange, alienate or take on or lease, even for more than nine years, property or other assets; accept or give subventions both private and state; accept and make bequests and gifts; grant and conclude all contracts, deals and ventures; contract loans, with or without guarantees; give and accept waivers and securities; mortgage buildings; contract and set up loans and overdrafts; renounce any legal or material obligation as well as any guarantee both material or personal; give discharges, before or after payment, for any prior or mortgage charge, transcription, seizure or other constraint; plead whether as plaintiff or defendant before any jurisdiction, carry out court decisions, negotiate and conclude agreements. The Board may delegate or give special and specific powers, regarding their objectives and duration, to one or more of its members or even to third parties. It will determine, if necessary, their remuneration.

10.9. Except when special powers are delegated, all the acts of the Board of Directors which commit the Association must be signed by two members of the Board who do not have to justify their powers to third parties. All acts of daily management, correspondence, the receipts or discharges against the management, the mail, telegraphs and other means of communication, will be valid with only one signature of one delegated Director, the Secretary General or a mandated person appointed by the Board.

10.10. It is the responsibility of the Board of Directors, represented by its President or by a

Re Statutes [10.8]

- 1. SIGNIS Services Rome is the pastoral and technical office of the Association with a special mandate to serve the pastoral and missionary needs of the Church in the global South.*
- 2. The Board appoints the Director of SIGNIS Services Rome (SSR)*
- 3. The Director of SIGNIS Services Rome is responsible for the day-to-day management of the SIGNIS office in Rome under the supervision of the Executive Committee of the Board*
- 4. The Director of SSR shall collaborate closely with the Secretary General*
- 5. The Director of SSR presents regular reports to the Executive Committee and an Annual Report to the Board*
- 6. The General Treasurer shall oversee the Budget of SSR and the Director shall present, in addition to the Annual Report, regular financial reports to the Treasurer*

<p>Board member appointed by the President, to institute, prosecute and follow up court action, whether as claimant or defendant. All judicial actions must be brought before the Tribunals of the registered office of the Association, this means the ordinary tribunals of the Canton of Fribourg (Switzerland) which has the sole competency for hearing them to apply Swiss law, subject to an appeal before the federal courts.</p> <p>10.11. A member of the Board of Directors can lose his/her mandate by a decision of the Assembly of the Delegates taken with a two-thirds majority of the delegates present or represented.</p> <p>10.12. The members of the Board of Directors are only responsible for the execution of their mandate. They have no personal obligations through their management regarding the commitments of the Association. The mandate of the Board members is on a voluntary basis and without remuneration.</p>	<p><i>and Executive Committee.</i></p> <p><i>7. The Director of SSR shall obtain the prior approval of the Executive Committee for the recruitment, appointment and dismissal of personnel of the SSR</i></p> <p><i>8. The Director of SSR attends Board Meetings but without the power to vote.</i></p>
<p>11. Amendment of the Statutes</p> <p>11.1. The Association's Statutes can be amended by the Assembly of the Delegates, except for the articles listed in 9.4.1 for which a vote of all members of the association is required.</p> <p>11.2. Any proposal to amend the Statutes must come from the Board of Directors or from at least one third of all the full members of the Association.</p> <p>11.3. Where there is a proposal to amend the Statutes, the Board of Directors must bring this proposal to the attention of the members of the association at least three months before the date of the Assembly of Delegates that will vote on the proposal or the vote of all members (for articles listed in 9.4.1).</p> <p>11.4. At least two-thirds of all members eligible to vote must be present or represented at the Assembly of Delegates or take part in the vote of all members to validly deliberate any amendment to the Statutes.</p> <p>12. Dissolution</p> <p>12.1. Any proposal to dissolve SIGNIS must be submitted to all members of the association with voting rights during an Extraordinary Assembly.</p> <p>12.2. Any proposal to dissolve the Association must come from the Board of Directors or from at least one third of all the members of the Association.</p> <p>12.3. Before convoking the Extraordinary Assembly for dissolution, the Board of Directors</p>	

<p>must inform all members of the association of a proposal to dissolve the association at least three months prior to the date of the Extraordinary Assembly.</p> <p>12.4. At least two thirds of all members with voting rights must be present or represented at the Extraordinary Assembly to validly deliberate on the dissolution of the Association.</p> <p>12.5. No decision to dissolve the Association will be valid unless voted by a majority of full members and a majority of the votes of those delegates present or represented at the Assembly of Delegates.</p> <p>12.6. If the vote of the members is different from the vote of the Assembly of Delegates, another Extraordinary Assembly will be convened. A two-thirds majority will be required.</p> <p>12.7. If the Association is to be voluntarily dissolved, the Extraordinary Assembly shall appoint one or several liquidators, and define their power. The assets of the Association shall be donated to a Catholic international association recognised by the Holy See.</p>	
<p>13. Legal references and domicile election</p> <p>13.1. Anything which is not covered in the present Statutes will be governed by the regulations adopted by the Assembly of Delegates and by articles 60ff of the Swiss Civil Code.</p> <p>13.2. The French version of the statutes is the official text.</p>	<p>re: Statutes 13.2</p> <p><i>1: Only the text of the Statutes of the Association in the French language shall be deemed legally official. Translations into English and Spanish of the Statutes of the Association and the By-Laws shall be made available to members of the Association.</i></p> <p><i>2: The official languages of SIGNIS are, French, English and. Spanish.</i></p> <p><i>3: Depending on circumstances, the Board shall decide on the use of these languages for various meetings or for the publication of documents.</i></p>
<p>13.3. All members who are not domiciled and do not reside at the Registered Office or the Administrative Office, have to communicate the place they chose as their legal domicile, otherwise they will be considered to have chosen their official domicile at the place of the Administrative Office where all notifications will be validly sent.</p>	
<p>14. Transitory disposals</p> <p>14.1. Each member of OCIC or UNDA who will make a valid request (date, forms) to become member of SIGNIS and fulfils the conditions required by article 4.1.1. of the statutes, is a founding member of SIGNIS. In this case, the member does not have to fulfill the conditions of article 2.3.2 of the By- Laws.</p> <p>14.2. Each member of OCIC or UNDA who makes a valid request (date, forms) to become member of SIGNIS, but does not fulfill the</p>	

<p>conditions of article 4.1.1. of the statutes is associate to SIGNIS. As soon as this associate establishes that the conditions of article 4.1.1. have been fulfilled, the associate will become member of the association and will benefit from all rights attributed to that status.</p> <p>14.3. Each associate of OCIC or UNDA that makes a valid request (date, forms) to become associate of SIGNIS and fulfils the conditions of article 4.1.2. of the statutes becomes associate of SIGNIS. In this case there is no need to fulfill the conditions of article 2.3.2. of the By-Laws. The present Statutes were adopted during the general Assembly held in Rome on 28 November, 2001*.</p> <p><i>* The statutes were subsequently amended in 2005, 2009, 2014 and 2017</i></p>	
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