

## 1. Name

SIGNIS: the World Catholic Association for Communication is a professional, autonomous, non-profit organisation founded for an undetermined period.

## 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.

## 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.
- 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.
  - 3.2.10. To represent Catholic media in different governmental or non-governmental organisations and institutions.

## 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”.
- 4.1.1.** Are eligible to be members of SIGNIS, with voting rights:
- 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 national 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”.
  - 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.
- 4.1.2.** Can be associates of SIGNIS, without voting rights;
- 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.
  - b) Individuals active in the area of communication, linked with a National Association for communication and who pursue goals similar to those of SIGNIS.
  - 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.
- 4.2.** The admission of new members and new associates is within the competence of the Assembly of Delegates following recommendation from the Board of Directors.
- 4.3.** The Board can admit members or associates with their provisory title between the meetings of the Assembly of Delegates, as long as the conditions set out in articles, 4.1.1 and 4.1.2 are fulfilled.
- 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)
- 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.
- 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.

- 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.
- 4.8. Members and associates do not incur any personal liability by reason of their belonging to the Association.
- 4.9. However, they undertake to avoid any 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.

## **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.

## **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.
- 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.

## **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.

## **8. World structures**

On a world level, the decision-making bodies of SIGNIS are the following (Swiss Civil Code, article 67 and 75):

1. The Assembly of Delegates.
2. The Board of Directors.

## **9. The Assembly of Delegates**

### **9.1. Authority**

- 9.1.1. The Assembly of Delegates is the supreme authority of SIGNIS

### **9.2. Composition**

The Assembly of Delegates is constituted by the following persons with voting rights:

- 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.

Also participating in the Assembly of Delegates but without voting rights:

- 9.2.4. The Secretary General,
- 9.2.5. The General Treasurer
- 9.2.6. The Ecclesiastical Assistant

### **9.3. Delegation and Voting Rights**

- 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.
- 9.3.2. The Assembly of Delegates cannot validly deliberate unless 50% of its delegates are present or represented, with the exception of amending the statutes, where two-thirds of the delegates must be present or represented.
- 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.

### **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:

- 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.
- 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.
- 9.4.6. To elect for a term of four years the President who is eligible for a second term of four years.
- 9.4.7. To elect for a term of four years the two Vice-Presidents who are eligible for a second term of four years.
- 9.4.8. 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.
- 9.4.9. To adopt the reports of the Board of Directors and of the General Secretariat since the previous Assembly of Delegates.
- 9.4.10. 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.
- 9.4.11. To approve and/or modify the Statutes, with modifications under art. 9.4.1, also requiring ratification in a vote put to all members.
- 9.4.12. 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.
- 9.4.13. 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 kept by the Secretary General and it is to be available to the members.

## **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.

### **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.

## **10. The Board of Directors**

### **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 has no voting rights.
- f) the Treasurer who has no voting rights except if an elected member or delegate to the Board.
- g) the Ecclesiastical Assistant who has no voting rights.
- h) 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.

**10.4.** The Board of Directors appoints the Secretary General for a period of four years, renewable indefinitely. If the Secretary General is linked to the association with an employment contract for an unlimited period, this contract can only be ended by mutual agreement by means of an established advanced notice according to the employment laws of the country where the contract was signed.

**10.5.** The Board appoints a Treasurer for a period of four years, which may be renewed. This mandate begins and ends a year after an Assembly of Delegates.

- 10.5.1. 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.
- 10.6.** 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.
- 10.7.** 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.
- 10.8.** The Board of Directors meets on convocation of the President or two members of 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.
- 10.9.** 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.
- 10.10.** 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.

- 10.11.** 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.

- 10.12.** It is the responsibility of the Board of Directors, represented by its President or by a 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.
- 10.13.** 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.
- 10.14.** 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.

## **11. Amendment of the Statutes**

- 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.
- 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.
- 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).
- 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.

## **12. Dissolution**

- 12.1.** Any proposal to dissolve SIGNIS must be submitted to all members of the association with voting rights during an Extraordinary Assembly.
- 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.
- 12.3.** Before convoking the Extraordinary Assembly for dissolution, the Board of Directors 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.

- 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.
- 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.
- 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.
- 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.

### **13. Legal references and domicile election**

- 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.
- 13.2.** The French version of the statutes is the official text.
- 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.

### **14. Transitory disposals**

- 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.
- 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 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.
- 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\*.

*\* The statutes were subsequently amended in 2009 and 2014*