



Non-profit Organisation

CONSTITUENT ASSEMBLY AND BY-LAWS

Cairo, 13Th January 1996

(With additional amendments voted by the General Assembly
in Algiers, May 11th, 2002)

Permanent Conference of the Mediterranean Audiovisual Operators

المؤتمر الدائم للوسائل السمعية و البصرية في حوض البحر الأبيض المتوسط

Conférence Permanente de l'Audiovisuel Méditerranéen

DECLARATION

WE THE UNDERSIGNED:

- representatives of the following broadcast bodies (present in person or by delegation):

ARD/SFB (Germany), ARD/WDR (Germany), BNT (Bulgaria), CCRTV (Catalonia), CYBC (Cyprus), ERT (Greece), ERTT (Tunisia), ERTU (Egypt), Euronews, FT2 (France), FT3 (France), HIRT (Croatia), IBA (Israel), The 2nd Television and Radio Authority (Israel), JRTV (Jordan), LJB (Libya), MKRTV (FYROM/Macedonia), 2M (Morocco), PBC (Palestine), PBS (Malta), RAI (Italy), RMC (Monaco), RTM (Morocco), RTVR (Romania), RTVSH (Albania), RTVS (Slovenia), TL (Lebanon), and TVE (Spain);

- of the following international Organizations:

Council of Europe, North-South Centre;

- of the following cultural and research Institutions:

Centre & Evaluation et de Formation pour les Innovations et la Solidarité [evaluation and training centre for innovations and solidarity] (CEFIS), University of the Mediterranean (UNIMED), Communauté des Universités Méditerranéennes (CUM) [community of Mediterranean universities], Centre Regional Documentation Pédagogique de Provence-Alpes-Cote d'Azur [regional teaching documentation centre] (CRDP) ;

- of the following professional Organizations in the audiovisual sector:

European Broadcasting Union (EBU), Université de Radiotélévision internationale (URTI), INTERMAG, Institut national de l'audiovisuel (INA), Centre Méditerranéen pour la communication audiovisuelle (CMCA), Co-operative Internationale de la Recherche et d'Action en matière de Communication (CIRCOM), Arab States Broadcasting Union (ASBU) ;

- of the following international non-governmental Associations:

Centro Salesiano, sulla Comunicazione [Salesian communications centre], LHIA (Little Heart International Association) Centre; Eurovisioni, Conseil international du cinéma, de la télévision et de la communication audiovisuelle (CICT) [international council of cinema, television, and audiovisual communication], Italian Association for the World Wildlife Fund (WWF) ;

- of the following professional studios:

Scènes de Villes, Jordan Studios, Laser, Sunny Side of the Docs, Les Films du Tambour de Soie, Les Films du Soleil, Middle East Broadcasting Centre ;

- and the following individual members:

Mr. Matouz El Moghaz (Areen Film Studio), Mr. El Sheikh Mammoud Salem. Mr. Hamdy Kandil (ART), Ms. Magda Bagnied (American University of Cairo), Mr. Mostafa El Shafei (Alexandria International Media Centre), Mr. Mikko Lokihoshi (European Campaign against Racism and Intolerance), Mr. Jawad Maraqa (Mass Media Export), Mr. Alfred Mikhail, Mr. Giulio C. Giordano and Mr. Giacomo Mazzone ;

THE FOUNDING MEMBERS, meeting in assembly today in order to set up a non-profit organization, have unanimously decided as follows:

ARTICLE 1 - AN ORGANIZATION IS CREATED

The undersigned hereby create a non-profit, interprofessional Organization, which shall be joined by any other body subscribing to these Articles.

ARTICLE 2 - NAME OF THE ORGANIZATION

The Organization shall bear the following name:

PERMANENT CONFERENCE OF MEDITERRANEAN AUDIOVISUAL OPERATORS (Co.Pe.A.M.)

ARTICLE 3 - PURPOSE OF THE ORGANIZATION

Co.Pe.A.M., a non-profit organization, shall engage in fostering the cultural context of the Mediterranean region through every present or future audiovisual medium.

Its mission shall include among others:

3.1. Acting as a common and recognizable interlocutor vis-à-vis intergovernmental institutions-especially the European Union and the Council of Europe-as well as such specialized international agencies and international bodies engaged in specific activities in the economic, social, educational, and

environmental spheres in the Mediterranean region, as have made known their interest in a coordinated contribution by the media in general and radio and television operators in particular;

3.2 Reaffirming and upholding the idea that it is for the media and the entire media industry to give a tangible contribution to help make the Mediterranean a forum for cultural exchange, economic cooperation, mutual understanding and acceptance among peoples with different ethnic, political and religious backgrounds sharing the region as their common home who yet must, even in the face of migration. preserve and safeguard their own identities;

3.3. Playing the role of mediator in such difficult and controversial situations as may arise, and, better yet, provide support for the process of adaptation by immigrant minorities to the social and cultural contexts of their host countries, through information, magazine and other special types of programmes (documentaries, "shorts", etc.), driven by the awareness of the problems presented by immigration and the necessity to foster a mutual acquaintance between the cultures of an immigrant's host country and country of origin and the ability for both old and new residents to live together in peace;

3.4. Taking an active part-especially through radio and television media-in the humanitarian and environmental campaigns launched for the Mediterranean basin by national, international, intergovernmental and non-governmental bodies;

3.5. Maintaining contact with other organizations of audiovisual media operators, so that they may give their due attention to the cultural, ethical and moral values of European and Mediterranean cultures;

3.6. Associating audiovisual media operators, whether public or private. in the Euro-Mediterranean area, as well as anyone-whether an individual or a body corporate-with an interest in turning to account the cultures of the Mediterranean through audiovisual media;

3.7. Developing, for its members and the public, such information and communication tools and audiovisual resource as may help promote the knowledge of Mediterranean cultures.

3.8. Providing a permanent forum for debate and active cooperation among all those-whether within or outside of the organization-showing an interest in its mission, with a view to carrying out actions, on one hand, focused on training and professional cooperation, and, on the other, aimed at producing and broadcasting such audiovisual works as may become veritable "symbols" of the Euro-Mediterranean cultural context;

3.9. Facilitating and promoting every production project submitted by one or more of its members;

3.10. Setting up programmes and mechanisms to help audiovisual creation through partnership agreements with national or international institutions, local authorities, public and private enterprises, foundations, Chambers of Commerce, financial institutions, etc., in order to offer professionals the possibility of developing audiovisual production in the Euro-Mediterranean area, especially, and without limitation, in the area of creative documentaries and magazine programmes;

3.11. Fostering the creation of a Mediterranean cultural heritage by encouraging its members and any willing individual or organization to support the broadcasting of existing audiovisual programmes;

3.12. Organizing actions and campaigns aimed at promoting and fostering research and the cooperation among its members, as well as outsiders capable of facilitating Co.Pe.A.M.'s mission;

3.13. Setting up and ultimately managing other services and liaison offices in any country upon request. Those services and liaison officer would be of a such a nature capable to strengthen relations between the Organization and the hosting country and at the same time improving Co.Pe.A.M.'s image and impact on the outside world.

ARTICLE 4 - REGISTERED OFFICE

The registered office of the Organization is established in Palermo (Italy) at the Regional Offices of Rai - Radiotelevisione Italiana, located in Viale Strasburgo 19.

The registered office may be moved elsewhere should the Founding Members so decide by a two thirds majority, subject to endorsement by the Steering Committee and approval by a Ordinary General Assembly. On the other hand, Co.Pe.A.M., pursuant to Article 3.13 of these Articles, reserves for itself the possibility of establishing one or more branch offices in order to ensure the performance of such activities as may require a permanent presence on a given location.

ARTICLE 5 - DURATION

The Organization shall have unlimited duration. The Organization's financial year shall run from 1st January to 31st December.

ARTICLE 6 - MEMBERS

Membership in the Organization is accessible to the following:

- public service or private broadcasters;
- producers for radio, television, cinema and any other media. whether public or private;
- national, international, governmental, intergovernmental and non-governmental institutions with a direct or indirect interest in audiovisual media;
- local communities in the Euro-Mediterranean area;
- the institutions of cultural, economic, environmental, and social life in the countries of the Euro-Mediterranean area;
- audiovisual professionals of recognized excellence.

The Organization shall have the following categories of membership:

- Founding Members,
- Adherent Members,
- Participating Partners,
- Associate Bodies.

6.1. Founding Members

The Founding Members shall meet as a body. Every 4 years, they shall elect by a simple majority vote a Spokesman in charge of ensuring coordination between the Founding Members and seeing to it that the tasks entrusted to the Founding Members pursuant to these Articles are carried out.

The Founding Members shall meet whenever summoned by the Spokesman or at the request of a Founding Member. The Founding Members shall be such individuals and corporate bodies as have participated in the Constituent Assembly or have been co-opted by the Founding Members within the three months following the creation of the Organization.

The Founding Members shall approve resolutions by a majority of two thirds, in their absolute discretion and without assigning any reason there of.

The Founding Members shall, within six months of approval of these Articles, set down their rules of procedure, which the Steering Committee shall make ex officio, in due time, an integral part of the By-Laws of the Organization.

6.2. Adherent Members

The following shall be Adherent Members:

- Active Members
- Honorary Members.

* Active or Participating Members are individuals or corporate bodies that adhere to the Organization, take part in its activities and contribute to its development through their efforts or financial support.

* The title of Honorary Member is granted to persons who render or have rendered services to the Organization; Honorary Members are entitled to take part in the Ordinary General Assembly without having paid the Organization's dues.

Honorary Members - whether individuals or corporate bodies - are nominated by the Steering Committee on the Bureau's proposal.

6.3. Participating Partners

Participating Partners are bodies corporate that, although playing no part in the running of the Organization, provide Co.Pe.A.M. with their support on a regular basis, work with special zeal at developing its activities, and receive in exchange the opportunity of enriching their administration and operations with the Organization's experience, influence and know-how.

Participating Partners take part only in the Organization's Ordinary General Assembly.

6.4. Associates Bodies

Supporting Associates are individuals or corporate bodies who, although playing no part in the running of the Organization, wish to finance Co.Pe.A.M.'s objectives without committing themselves to the payment of annual dues. Supporting Associates do not take part in the Organization's Assemblies.

ARTICLE 7 - ADMISSION AND LOSS OF MEMBERSHIP OR CAPACITY AS ADHERENT MEMBER, PARTICIPATING PARTNER OR SUPPORTING ASSOCIATE

7.1. Admission

A candidate for Associate Membership, Participating Partner or Associate Body is subject to the approval of the Steering Committee in its next meeting.

7.2. Loss of Membership

Membership is terminated by:

- individuals or corporate bodies sending a written resignation to the President of the Association.
- individuals or corporate bodies pronounced excluded from the Organization by the Steering Committee on account of failure to pay the Organization's dues or of a grave reason, after the parties concerned have been invited by certified letter to appear before the Steering Committee and explain their case;
- individuals deceased.
- In the event of a grave reason involving a Founding Member, the Steering Committee shall request the Founding Members college for an opinion.

ARTICLE 8 - STEERING COMMITTEE

The Organization is managed by a Steering Committee consisting of not less than 15 nor more than 17 members, who shall hold office for 4 or 2 years as provided for herein below. The Steering Committee shall consist of:

- A) 6 representatives of the Founding Members, to be designated by themselves for a period of 4 years;
- B) 9 representatives of the Adherent Members, Participating Partners and Associate Bodies, to be elected by the Assembly for a renewable term of 2 years, with due consideration to a fair balance of Adherent Members, Participating Partners and Supporting Associates;
- C) 2 distinguished personalities, thanks to their professional and moral standing, to enhance the Organization's prestige or work effectively for its advancement.

They shall be co-opted every 2 years by the Founding Members, either from among the Adherent Members of the Organization, or from outside the Organization.

In the event of the death or resignation of a Director, the Steering Committee shall have the power of both replacing at any time that Director, and or co-opting a new Director.

Substitute Directors shall remain in office for the remainder of the term of the Directors they are substituting.

The Steering Committee shall make decisions by simple majority vote.

The following Members shall be the first representatives of the founding members before the Steering Committee:

- ERTU and its designated representative;
- FRANCE 3 and its designated representative;
- EFITT and its designated representative;
- JFITV and its designated representative;
- IBA and its designated representative;
- PBC and its designated representative;
- URTI and its designated representative (co-opted member);
- RTVR and its designated representative (co-opted member);

The members of the Steering Committee shall serve without payment. Nevertheless, the members of the Steering Committee shall be entitled to reimbursement for expenses incurred while performing the duties of their office. Nothing shall prevent them from receiving payment for work entrusted to them by the Organization, provided it lies outside their terms of reference as Directors. The President shall inform the Committee at least once every year of payments made on that account.

ARTICLE 9 - BUREAU

Every two years, the Steering Committee shall designate its Bureau, which shall consist of 4 to 7 members.

The Steering Committee shall elect for the Bureau at least:

- 1 President
- 3 Vice Presidents

Bureau members are re-eligible.

The Secretary General and the Deputy Secretary General, if any, shall be ex officio members of the Bureau.

The Bureau shall meet whenever summoned by the President or the Secretary General. Decisions are approved by the majority of votes cast.

In case of a tie, the President shall have the casting vote. Bureau proceedings shall be recorded in minutes which shall be signed by the President and the Secretary General.

ARTICLE 10 - DUTIES OF BUREAU MEMBERS

10.1. The President

The President summons Bureau meetings.

The President shall represent the Organization in all acts of civil life, with all powers inherent thereto.

In particular, the President shall have the authority to stand in court for the Organization as either defendant or plaintiff, subject to authorization by the Steering Committee, which shall decide by a plurality vote.

Subject to the same conditions, the President shall be authorized to file appeals and recourses. In order to compromise an action, the President must obtain previous authorization from the Steering Committee, which shall decide by a plurality vote.

The President shall chair all Assemblies. In case of absence or illness, the President shall be replaced by the Vice President of greatest seniority or, in case of equal seniority, of greatest age.

10.2. The Vice Presidents

The Vice Presidents shall assist the President in the performance of his duties and carry out any assignment entrusted to them by the President subject to the Steering Committee's prior authorization.

The Senior Vice President -or, in case of equal seniority, the Vice President of greatest age - shall replace the President in case of absence or illness.

10.3. The Secretary General

The Secretary General is elected by the Ordinary General Assembly upon nomination by the Steering Committee.

For the first time it will be elected by the Ordinary General Assembly upon nomination by the Chairman of this Assembly.

The Secretary General shall see to it that the decisions of the Steering Committee are followed at all times and that everything is done that is required for the normal life of the Organization.

He shall regularly report to the Steering Committee.

The Secretary General shall remain in office for such a period of time as the Steering Committee may decide-said period to be in no case less than 4 years.

The Secretary General shall be either chosen from among the individuals who are members of the Organization, or assigned to that task by a corporate member of the Organization. The Secretary General need not to be a member of the Organization, and may be remunerated by the same.

The Secretary General shall be in charge of all affairs concerning the Organization's Secretariat, correspondence and records.

The Secretary General shall draw up the Minutes of the Assemblies and of the Steering Committee, and, in general, all legal documents relevant to the Organization's operations.

The Secretary General shall keep a Register of Adherent Members, and a Special Register of Participating Partners, and Associate Bodies.

The Secretary General shall, finally, see to it that all procedures are complied with as are required for non-profit organizations by the law of the country where the Organization has its registered office.

The Secretary General shall be in charge of everything concerning the management of the Organization's property. Subject to the President's control and of the Committee of Auditors, if any, the Secretary General shall pay all sums and collect all payments due to the Organization.

The Secretary General shall keep regular accounts of all transactions performed by him, and shall submit said accounts to the consideration of the Annual Ordinary General Assembly for its approval.

10.4. The Deputy Secretary General

Should it deem so fit, the Steering Committee may also appoint - and subject to the same terms as those set out in point 10.3 - a Deputy Secretary General who shall assist the Secretary General in the performance of his duties. In the country where the Organization shall have its registered office a Bureau the Secretariat shall be established.

ARTICLE 11 -STEERING COMMITTEE MEETINGS

The Steering Committee shall meet when summoned by its President-once a year at least-and whenever so requested by one third of its members.

Steering Committee decisions shall be taken by a simple majority of the votes cast; in the event of a tie, the President shall have the casting vote.

Minutes shall be kept of Steering Committee's proceedings.

The Steering Committee meeting minutes shall be signed by the President and the Secretary General.

The Steering Committee Bureau shall meet at need, on summons from the President or the Secretary General.

Notices of Steering Committee and Bureau meetings shall be given no less than 10 days before the date set by the President or the Secretary General.

Steering Committee and Bureau proceedings shall be recorded on special books to be initialled by the President.

ARTICLE 12 - POWERS OF THE STEERING COMMITTEE

The Steering Committee shall have ample powers to perform, or authorize the performance of, all actions or transactions that are relevant to the object of the Organization and are not reserved for the Ordinary General Assembly.

In particular, during the period comprised between one Ordinary General Assembly and the next, the Steering Committee shall have the powers of decision required for the Organization to be able to operate normally.

The Steering Committee shall entrust the Secretary General with the carrying out of the decisions taken at its meetings and such other task as it may deem fit.

The Steering Committee shall control the activity of the executive powers of the Organization.

The Steering Committee shall establish each year the amount of the dues to be charged to members.

The Steering Committee shall call General Assemblies.

The Steering Committee shall supervise the activity of Bureau members.

These shall, if so required by the Steering Committee, report to same.

The Steering Committee shall pronounce in every case on whether to admit or expel Organization members. It is for the Steering Committee to authorize the President and the Secretary General to execute any contract, including labour contracts, conducive to the achievement of the Organization's objectives.

It is for the Steering Committee to authorize the President and the Secretary General to carry out any such acquisition, disposal or lease as may be required for the operations of the Organization.

Any Steering Committee decisions on the purchase, exchange and disposal of such immovables as are required for the purposes pursued by the Organization, as well as the mortgaging of the said immovables, leases for periods exceeding nine years. disposal of goods and borrowings shall be subject to the Ordinary General Assembly's approval.

ARTICLE 13 - ORDINARY GENERAL ASSEMBLY

The Ordinary General Assembly shall be comprised of all Founding Members, Adherent Members (Active Members and Honorary Members), and Participating Partners.

The Ordinary General Assembly shall establish the general policy lines for the Organization, as well as its medium-term goals. The Ordinary General Assembly shall meet at least once a year, within the six months following the closing of the previous financial year, and whenever called by the Steering Committee, or so requested by at least one fourth of its members.

Notices of Ordinary General Assembly meetings shall be sent no less than 15 days in advance of the date set out in the agenda. The agenda of Ordinary General Assembly meetings shall be established by the Steering Committee or by its Bureau.

Ordinary General Assembly meetings shall be chaired by the President. The President shall describe the Organization's general situation. The Secretary General shall submit to the Ordinary General Assembly for its approval a financial and operations report on his activity. The Ordinary General Assembly shall hear the Steering Committee's report on operations.

The Ordinary General Assembly shall approve the accounts for the financial year just closed, vote on the budget for the following financial year, transact the business on the agenda and proceed, if needed, to renew such members of the Steering Committee as are for it to appoint.

All Ordinary General Assembly decisions are made by a simple majority of the members who are present or have voted by letter. No quorum is required.

Only the items of business included in the agenda may be decided upon.

The minutes of Ordinary General Assembly proceedings shall be recorded in the appropriate Register by the Secretary General and signed by the Secretary General and by the President.

ARTICLE 14 - EXTRAORDINARY GENERAL ASSEMBLY

The By-Laws of the Organization may be changed by an Extraordinary General Assembly on a proposal submitted by the Steering Committee, or by at least one third of the Founding and Adherent Members.

In either case, the changes proposed shall be set out in the agenda of the following Extraordinary General Assembly meeting, which shall be sent to all Extraordinary General Assembly members at least 15 days in advance.

The Extraordinary General Assembly shall pronounce on any change in the Organization's By-Laws, as well as on any merger, transformation or dissolution of same. A majority of two-thirds of the members present or having voted shall be required for a decision.

ARTICLE 15 - MERGER, TRANSFORMATION, DISSOLUTION

These matters are reserved for the exclusive competence of the Extraordinary General Assembly, under the terms set out in Article 14.

The Extraordinary General Assembly shall designate one or more administrators in charge of liquidating the Organization's assets and liabilities.

The Organization's net assets shall be made over to one or more establishments of similar nature to its own, or to any establishment of the Organization's choosing, but in no case to Organization members.

The administrators in charge of the Organization's liquidation shall be responsible for carrying out the disclosure and announcement procedures in accordance with current laws and regulations of the country where the Organisation has its registered office.

ARTICLE 16 - FUNDING

The Organization's funding shall proceed from the following sources:

- Members' dues as established by the Steering Committee;
- Income from its property;
- Such financial aid as may be placed at the Organization's disposal by individuals, corporate bodies and Associate Bodies;
- Subsidies from States, from local authorities, from public bodies, or from foundations, institutions or bodies, whether national, international; governmental or intergovernmental;
- Legacies and gifts made by individuals, corporate bodies or any entity with an interest in its activity.

Cairo, January 13, 1996

Le Président de l'Assemblée

Le Co-Président de l'Assemblée

Pour les Membres Fondateurs

BINIA J IBA
A. HARGWEM ERTT
VLADIMIR SPICER HBT
JOHN INGUANEZ P.B.S

X Mandat

1. July 1996 - G. Roper
URT I
EICC-IFTC (Italy)

Pour ratification

PBC

Le Président Elu de la Co.Pe.A.M.

Le Secrétaire General Elu de la Co.Pe.A.M.