

## **ORBICOM: Network of UNESCO Chairs in Communications**

### **S T A T U T E S – Internal Regulations**

#### **PREAMBLE**

Whereas communications play a significant role in our societies and will continue to do so;

Whereas there is a need to strengthen and develop the exchange of knowledge throughout the world and to set up new models for transferring know-how between academic and professional communities;

Whereas it is essential to associate with the Chairs, in addition to academics, communication experts from the professional, industrial and government sectors, who have worked in the field of international cooperation;

Whereas the United Nations Educational, Scientific and Cultural Organization (hereinafter called UNESCO) and the University of Quebec at Montreal (hereinafter called UQAM) signed the two following agreements for the purpose of achieving the objectives cited above:

- Agreement signed March 18, 1994, to establish a Communication and International Development Chair at UQAM;
- agreement signed October 19, 1994, by which UNESCO and UQAM joined in the creation of ORBICOM: Network of UNESCO Communications Chairs (hereinafter called the NETWORK or ORBICOM);

Whereas UNESCO and UQAM, upon signing the above-mentioned agreements, proceeded to set up the Network, taking the form of an Association regulated by the Civil Code of the province of Quebec, Canada;

Whereas the Board of Directors adopted, at its February 1998 meeting, a revised version of these Statutes;

Whereas it appeared desirable, particularly for reasons of improved visibility and administrative efficiency, to amend the legal status of the Network to transform it into a not-for-profit corporation in accordance with Part III of the Law of Companies of the Province of Quebec, Canada;

Network members adopt the following statutes to govern the operations and organization of ORBICOM, which statutes can also be referred to as the Internal Regulations:

## **S T A T U T E S – Internal Regulations**

### **ARTICLE 1 : The ORBICOM Network**

ORBICOM is a not-for-profit corporation duly constituted under the authority of Part III of the Law of Companies of the province of Quebec (Canada) and shall be known as **ORBICOM: Network of UNESCO Chairs in Communications**.

For the remainder of these Regulations, the words “Corporation”, “Network”, and “Orbicom” shall have the same meaning.

### **Official Languages**

The official languages of the Corporation are French, English and Spanish. For the purposes of interpretation of statutes, bylaws, rules and other official documents of the Network, including resolutions, minutes and other written documents written or adopted by the Board of Directors, Executive Committee, Committees, Sub-Committees, etc., the version which shall predominate will be that of the original drafting and from which other translations have been made. The same rule of interpretation will be used for other documents produced or kept by the directors, members or employees of the Network in the course of their duties.

## **ARTICLE 2 : PURPOSE**

The Corporation's purpose is to develop projects of a transnational, multidisciplinary and multilingual nature through concrete action, education and research in the following areas:

- a) international, intercultural, and cross-cultural development and communications: multilateral and bilateral assistance policies, and varied forms of international communications for social and economic development;
- b) professional training in communication;
- c) communication ethics and law;
- d) national communication and information policies;
- e) institutional and organizational communications;
- f) media development and/or management;
- g) public relations and public affairs;
- h) advertising; and
- i) access to new technologies and their application.

Other purposes may be added by the Board of Directors.

## **Article 3 : MEANS OF ACTION**

To attain these objectives while complying with the principles set out in the PREAMBLE, the mission of the Corporation shall be to:

- a) Develop the exchange of communication knowledge and expertise between consultants, industrialists, academics, scientists, and politicians through an international internship program;
- b) stimulate and promote the exchange of information in the areas of education, research, and communication intervention;
- c) create a data bank of experts who can offer their expertise in the various communication sectors;
- d) establish a training and scholarship program to promote advanced studies in communications;

- e) establish an exchange program for professors who can offer their expertise to countries in transition (the expression currently used by multilateral programs and agencies) and countries of the Southern Hemisphere;
- f) develop a liaison tool to serve the academic, scientific and international development communities, communication professionals, specialized industries (including cultural industries), and national Departments of Culture, Information and Education. This liaison tool shall take the form of an Electronic Bulletin Board from which information can be transferred on paper;
- g) develop a publications program on international communications, international development, and mass communications;
- h) organize conferences, seminars and meetings on various subjects related to communications;
- i) establish a board of directors representative of communication professors and practitioners;
- j) provide expert knowledge and advice to UNESCO as required.

#### **ARTICLE 4 : HEADQUARTERS**

The headquarters and International Secretariat of the Corporation shall be located in Montreal, Canada, at the UQAM Communications Department, located at J-4351, Pavillon Judith Jasmin, at the address 405, St. Catherine Street East, H2L 1M3.

## ARTICLE 5 : MEMBERS

The Corporation includes three (3) categories of voting members, namely, **ex-officio** members, full members (**chair holders**), and **associate** members, and three (3) categories of persons associated with ORBICOM without voting rights, that is, **contributing** members, **experts**, and **honorary** members.

**Ex officio members** are the Rector of UQAM or his/her representative, the Director General of UNESCO or his/her representative, and the Secretary General of ORBICOM.

**Full members** are a maximum of twenty-five (25) UNESCO Communications Chair holders. The Director General of UNESCO designates these Chairs. Former incumbent members may, at the end of their term, in certain circumstances, and within the limitation set in the Statutes, be invited by the International Secretariat to become associate members of the Network.

**Associate members** are a maximum of three hundred (300) university faculty members from Communications Departments and other individuals from academic, professional, industrial and government circles that meet the selection criteria established by the ORBICOM Board of Directors. Only persons may be considered as associate members.

Ex officio, full, and associate members make up the **General Assembly**.

**Contributing members** are institutions, organizations, or persons that share the philosophy and goals of ORBICOM and wish, through a financial or intellectual contribution or loan of services, to help the Network pursue its objectives. The Board of Directors shall determine the criteria and conditions of eligibility of benefactors; the Board shall designate them for a set period and agree with them on the terms of reciprocal publicity surrounding their membership.

**Expert members** whose names are associated with ORBICOM are professionals and academics who are not recognized as members of ORBICOM. Their names appear in the bank of experts developed by the Network, but they neither have the status nor the prerogatives of associate members of the Network. This category of associates enables ORBICOM to satisfy the requirements of membership quality, and disciplinary and geographic representativeness set by the Network, while allowing persons who are motivated and beneficial to the Network to participate in its activities.

**Honorary members** are nominated by the Board of Directors.

The Board of Directors can establish, from time to time, the amount of annual membership fees payable by different categories of members, as well as the date by which those fees are due. Membership fees can vary for different categories of membership.

## **ARTICLE 6 : ADMISSION OF FULL AND ASSOCIATE MEMBERS**

**Full** members are the holders or coordinators of Chairs designated by UNESCO. They are appointed by their university authority.

**Associate** members are personally invited on the recommendation of at least two (2) Network members. They are people recognized for their personal commitment to the development of communications and their knowledge of one or more of the seven (7) areas of communication expertise and of more than one country or region (as defined by UNESCO). They are designated by the Board of Directors of ORBICOM.

## **ARTICLE 7 : LOSS OF MEMBERSHIP STATUS**

Network membership status can be lost through:

- a) written notice of resignation to the Secretary General;
- b) death;
- c) cancellation of registration by the Board of Directors for non-payment of fees or serious cause.

A member may be deemed to have resigned if he/she fails to attend more than three consecutive meetings of the General Assembly without valid reason.

A member of the Board of Directors or the Executive Committee may be deemed to have resigned from these bodies if he/she fails to attend more than three consecutive Board or Executive Committee meetings without valid reason.

## **Article 8 – ANNUAL GENERAL MEETING OF MEMBERS**

The Annual General Meeting of Members will take place each year on the date to be determined by the Board of Directors, which shall be, in any event, within four months following the end of the Corporation's fiscal year. It shall take place at the head office of the Corporation or at such other place as shall be determined by the Directors. At this meeting, in addition to dealing with the other business of the Corporation, there shall be presented a report of the Directors, the financial statements for the previous fiscal year, and the Auditor's Report. The Annual General Meeting of Members must also appoint the auditors for the current fiscal year.

If approved by the President, an Annual General Meeting of Members can take place through means of a telephone conference call, electronic mail, or other means of technologically-aided communication which permits all of the members participating in the meeting to communicate with each other. It includes all Network members.

**Proxy Vote:** A Member who is unable to participate in an Annual General Meeting of Members can mandate by proxy another Member to vote in his or her place on all questions submitted to vote at the meeting. The person so mandated must submit to the Secretary General, at any time before the commencement of the meeting, the Proxy, duly signed by the absent member. The Proxy-holder shall vote the proxy according to the terms of the proxy. A Member may not hold more than one proxy. The Secretary General shall attach a form of proxy or a reminder of the right to use a proxy to the notice of meeting being sent to each Member.

Contributing Members, Experts, and *Honorary* Members do not have the right to vote.

The Board of Directors shall set the date and location of the general meeting. The date shall be announced at least one year in advance.

The Secretary General shall send a notice and the agenda of the meeting to all members at least three months prior to the date of the meeting.

No error or omission in giving notice of any meeting of the members of the Network shall invalidate such meeting or make void any proceedings taken thereat, and any Member may at any time waive notice of any such meeting, and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Members, director, or officer for any meeting or otherwise, the address of the member, director or officer shall be his or her last address recorded in the books of the Network.

The President of the Board of Directors shall chair the general meeting. In the event of his/her absence, the Vice-President of the Board of Directors shall chair the meeting.

After all items on the agenda have been dealt with, ex officio, full and associate members shall hold a secret ballot to replace outgoing members of the Board of Directors for a two-year term. Twelve (12) non ex-officio members among full and associate members shall be elected to the Board of Directors, plus two (2) substitute members, including one full member and one associate member. Substitute members shall fill vacancies.

Unless the members present give their unanimous consent, only items listed on the agenda shall be discussed at the general meeting.

The quorum for the general meeting shall consist of ten per cent (10%) of active members, including necessarily the Rector of UQAM or his/her representative and the Director General of UNESCO or his/her representative.

Decisions shall be made by a majority of the members present and represented. In the event of a tie, the President shall have the deciding vote.

## **ARTICLE 9 : EXTRAORDINARY GENERAL MEETING**

If he/she deems it necessary, or upon the request of a majority of active members, the President may call an extraordinary general meeting. The formalities for calling and holding such a meeting are the same as those prescribed by Article 8.

## **ARTICLE 10 : BOARD OF DIRECTORS**

The Network is directed by a Board of Directors composed of **fifteen** members, including six full members, six associate members and three ex officio members.

All Board members are entitled to vote.

Full and associate members are elected by the general meeting from among its participants.

Members of the Board of Directors are nominated by joint recommendation of the Rector of UQAM and the Director General of UNESCO.

These candidates are selected among the academic, professional, industrial or governmental sectors from any part of the world.

In the event of the resignation of a Board member, a substitute member shall fill the vacant seat. The term of office of the new member expires at the same time as that of the member he/she replaces.

The mandate of the members of the Board of Directors is two (2) years. However, for the year 1999-2000 (and for that year only), three Chair members and three Associate Members shall be elected for one year only, as a means of permitting the renewal of the Board of Directors on a regular and alternating basis.

The mandate of the members of the Board of Directors is renewable consecutively only once.

The members of the Board of Directors will continue in office, notwithstanding the conclusion of the period for which they have been elected, until such time as they are replaced, re-elected, or until their resignation or loss of status.

## **ARTICLE 11 : MEETINGS OF THE BOARD OF DIRECTORS**

The Board of Directors shall meet at least once a year, and as often as needed, and this effectively rather than through electronic means to maintain the cohesion of the Board. With the consent of the President, a meeting of Directors can take place through telephone conference call, electronic mail, or other means of technologically-aided communication which permits all of the members participating in the meeting to communicate with each other.



In the same manner, resolutions made in writing and signed by all Directors authorized to vote with regard to a particular matter at the time of such a meeting of the Board of Directors, have the same force and effect as those having been adopted at a meeting. The date of such a meeting is presumed to be that of the receipt by the Secretary General of the last signature supporting such resolution. A sample of these resolutions must be kept in the Minute Book of the Corporation.

Meetings shall be convened by the Secretary General upon request by either the President or a quarter of the Board's members.

The formalities for convening a Board meeting are the same as those prescribed for a general meeting, except that the notice of meeting must be sent at least one (1) month before the date of the meeting.

A Director can waive, at any time and in any manner, a notice of meeting of the Board of Directors or can otherwise consent to such meeting.

The quorum shall consist of eight (8) members, necessarily including the Rector of UQAM or his/her representative, the Director General of UNESCO or his/her representative, and the Secretary General of ORBICOM or a representative of the latter designated by the President of the Board of Directors.

Decisions shall be made by a majority vote. In the event of a tie, the President shall have the deciding vote.

## ARTICLE 12 : EXECUTIVE COMMITTEE

### 12.1 Composition and Duration of Mandate

The Board of Directors shall elect by secret ballot among its members an Executive Committee, composed as follows:

- a President
- a Vice-President
- a Treasurer

The Secretary General of ORBICOM and the Director General of UNESCO or his/her representative shall be ex officio members of the Executive. However, they may not occupy the functions of President, Vice-President or Treasurer.

Members of the Executive shall be elected for a term of *two (2)* years. Their mandate shall be renewable. They remain in office notwithstanding the end of the period for which they have been elected, until such time as they are replaced, re-elected, or until their resignation or loss of status.

### 12.2 Responsibilities

The Executive Committee shall be responsible for the day-to-day operations of the Network, and more particularly for carrying out the decisions made by the Board of Directors. It can adopt resolutions authorizing the signing of contracts and agreements pertaining to the everyday administration of the Corporation, to the extent that these contracts or agreements do not involve any disbursements not already authorized in the annual budget of the Corporation.

The regulations contained in Article 11, with regard to the Board of Directors apply equally to the meetings of the Executive Committee, in particular, those concerning the possibility of holding a meeting through communications technology which permits all members to communicate with each other and those concerning the adoption of resolutions by written resolution signed by all members.

The Executive Committee may appoint working committees and determine their responsibilities and the duration of their mandate.

### 12.3 The President

The President is the first officer of the Corporation. In addition to presiding over all meetings of the Membership, the Board of Directors, and the Executive Committee, he or she is directly responsible for the management of the internal affairs of the Network and shall ensure that all decisions of the Board of Directors are duly carried into effect. He or she shall also execute such other functions as may be assigned to him or her by the Board of Directors.

#### 12.4 The Vice-President

The Vice-President, in the absence or incapacity of the President, replaces him or her and exercises his or her powers, and executes such other functions as may be assigned to him or her by the Board of Directors.

#### 12.5 The Treasurer

The Treasurer advises and assists the Executive Committee with respect to the custody of the funds of the Corporation, the keeping of all accounts, and the preparation of periodical and annual financial statements. He or she prepares, or causes to be prepared and submitted, all financial documentation for the Corporation required by law or the current Statutes and Internal Regulations, as well as those that may be required by the Board of Directors, by the Executive Committee, or by the other committees of the Corporation. He or she ensures, with the Secretary General, that the funds of the Corporation are deposited in financial institutions designated by the Board of Directors.

### **ARTICLE 13 : INTERNATIONAL SECRETARIAT**

The Secretary General manages the Network's International Secretariat, coordinating its various activities. He/she shall be appointed by the Board of Directors for a three-year term on the joint recommendation of the Director General of UNESCO and the Rector of UQAM. This mandate shall be renewable.

The Secretary General assists with the meetings of the Membership, the Board of Directors, the Executive Committee, and all the other committees of the Corporation and prepares and keeps the minutes of said meetings in the appropriate Minute Book. He or she provides notice of all meetings as required by law or the Internal Regulations of the Corporation. He or she is the keeper of the Corporate Seal, and of all books, documents, and archives of the Corporation. He or she exercises, in addition, all other functions or duties charged to him or her by the Directors. He or she can sign documents, agreements, and contracts for everyday administration, not involving disbursements for the Corporation, as well as, on the authorization of the Executive Committee, those necessitating only small disbursements, and those for which the expense is already authorized in the budget adopted by the Board of Directors for the current year.

### **ARTICLE 14 : BY-LAWS**

The Executive Committee may establish by-laws. Such by-laws must be approved by the Board of Directors.

By-laws shall serve to clarify points not covered by the STATUTES, particularly those relating to the internal administration of the Network.

## **ARTICLE 15 : FINANCING**

The financing of the ORBICOM Network and its International Secretariat shall be secured from a number of sources, which may include universities, foundations, and international organizations such as UNESCO, private companies and government agencies.

The International Secretariat of the Network shall be empowered to raise funds to finance its activities, along with any Chair wishing to participate in such fund-raising. However, any funds raised from the public and private sectors to finance the activities of a specific Network Chair shall be exclusively allocated to that Chair.

Annual financial statements and activity reports (covering the period from June 1 to May 31) shall be submitted to the general meeting.

## **ARTICLE 16 : GENERAL PROVISIONS**

- (i) Neither UQAM, nor the Network, nor any person employed by them shall be deemed an agent or staff member of UNESCO, enjoy any privilege, immunity, compensation or reimbursement not expressly prescribed by these STATUTES, or be authorized to commit UNESCO to any expense or obligation.
- (ii) UQAM and/or the Network shall take full responsibility for precautions deemed necessary to prevent harm, loss or damage resulting from the activities of the Network.
- (iii) Nothing in these STATUTES shall be interpreted as a forfeiture by UNESCO of the privileges and immunity granted to it by virtue of its status as an international organization, and the international instruments relating to it.
- (iv) No member of the Board of Directors or the Executive Committee can receive remuneration for his or her duties as such; however, each has the right to be reimbursed for his or her expenses for travel and other reasonable expenses incurred in relation to the business of the Corporation.

## **ARTICLE 17 : LOANS**

Subject to the law and the Letters of Incorporation of the Corporation, the Directors can, from time to time, without the approval of the Members, by simple resolution:

- (a) Borrow funds on the credit of the Corporation;
- (b) Issue bonds or other securities of the Corporation and give them as guarantees or sell them for a price judged by them to be appropriate
- (c) Mortgage the real and personal property or otherwise strike a charge against any of the goods of the Corporation
- (d) Notwithstanding the provisions of the Civil Code of Quebec, grant a mortgage, even open, on the entirety of the goods, real or personal, present or future, corporeal or incorporeal, of the Corporation, in accordance with Article 34 of the law on Special Powers of Corporation; and
- (e) Delegate the powers mentioned above to one or more Directors or Managers of the Corporation.

## **ARTICLE 18 : PROMISSORY NOTES, CHEQUES, ETC.**

All cheques, notes, drafts, or payment orders, and all bills of exchange are to be signed by the person or persons designated, from time to time, by the Board of Directors and in the manner in which it designates; such individuals may or may not be officers of the Corporation.

## **ARTICLE 19 : SIGNING CONTRACTS AND OTHER DOCUMENTS**

Subject to Articles 12.2 (Executive Committee) and 13 (International Secretariat) and provided that the Directors do not, by resolution provide otherwise, contracts, documents, and instruments in writing requiring the signature of the Corporation can be signed by the President, Vice-President or Secretary General. All contracts, documents, and instruments in writing signed in this manner are deemed to be signed by the Corporation without further authorization or formality.

## **ARTICLE 20 : FISCAL YEAR**

The fiscal year of the Corporation ends as of May 31 of each year, or on such other date as the Directors may set.

**ARTICLE 21 : INDEMNIFICATION OF DIRECTORS AND MANAGERS**

Each Director and Manager of the Corporation is indemnified and saved harmless out of the funds of the Corporation, from and against all costs, charges, and expenses which such Director or Manager sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability, except by reason of his or her negligence or default in the execution of these duties or also by reason of a violation of the Law of Companies. This last reservation need not be interpreted as requiring the Corporation to regulate all procedures, at any time before judgment, unless required in the interest of the Corporation.

Each Director or Manager of the Corporation cannot be held responsible for the actions, negligence or default of another Director, Officer, or Employee of the Corporation or for any other reason if this is not in violation of any provision of the Law of Companies.

The Board of Directors assumes full responsibility to take all provisions or measures that it judges appropriate and sound to take to insure itself as well as the Directors and Managers against all prejudice, loss, or damage arising out of the course of the execution of the activities of the Corporation.

**ARTICLE 22 : SETTLEMENT OF DISPUTES**

Any dispute arising from the implementation or interpretation of these STATUTES shall be resolved amicably. However, should the parties fail to settle the dispute within a period of six months, or should UNESCO send before the end of such delay written notice that in its view there is no reasonable prospect of reaching a settlement, either of the parties may submit the dispute to an arbitrator agreed upon by both parties. Failing agreement on the choice of an arbitrator, the President of the High Court of Paris shall designate an arbitrator upon a simple request from the more diligent party. The arbitrator shall determine the cost of arbitration according to the standards established for similar cases by the International Chamber of Commerce. Arbitration costs may be shared between the parties or assessed to either of them. The arbitrator's ruling shall be final and without appeal.

## ARTICLE 23 : DISSOLUTION

In the event that a motion for dissolution of the ORBICOM Network is submitted by one of its members to the General Assembly, the consent of at least 60% of members present at the Assembly would be required, as well as the consent of a majority of members of the Board of Directors (that is, 8 of 15 members).

If a motion for dissolution is approved by the required majorities, the General Assembly instructs the Board of Directors of ORBICOM to undertake the liquidation of the assets and liabilities of the Network. A final extraordinary general membership meeting shall ratify the dissolution of the Network upon approval of the consolidated financial statements by a majority of the members present at this meeting.

In the event of the dissolution of the Network, the Chairs that so desire shall be free to initiate the steps necessary to maintain their status within UNESCO and/or join another body of this institution.

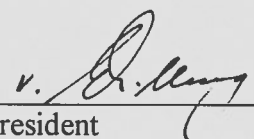
## ARTICLE 24 : ADOPTION, ABROGATION, AND AMENDMENTS TO STATUTES

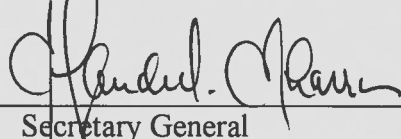
The Board of Directors can, from time to time, adopt or prescribe new regulations, not inconsistent with the law and the Letters of Incorporation of the Corporation. It can also abrogate or modify all provisions of the present regulations, as well as amend or revive other regulations of the Corporation. These new regulations, amendments, or re-adoptions will take effect only until the next Annual General Meeting of Members, and if not approved there, by one half of the present members plus one, will cease to have any force and effect from that moment forward.

### EFFECTIVE DATE

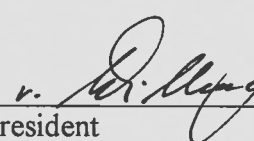
These Regulations will become effective on the day of their ratification by the Members in accordance with statutory provisions.

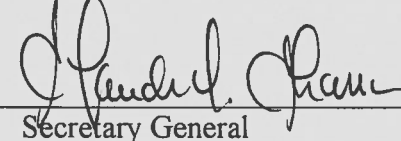
**ADOPTED** by the Board of Trustees on the 17<sup>th</sup> day of April, 1999

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary General

**RATIFIED** by the Members on the 17<sup>th</sup> day of April, 1999

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary General