

February 13, 2019



**ARTICLES OF ASSOCIATION**

of

**CIP4 ORGANIZATION**

**TITLE I**

**NAME - REGISTERED OFFICE - PURPOSE**

**Article 1**

There is hereby formed under the name

**CIP4 ORGANIZATION**

an association which is governed by the present Articles of Association and by Chapter II of the Swiss Civil Code.

**Article 2**

The registered office of the association is in Zürich.

**Article 3**

The purpose of the association is to encourage computer based integration of all processes that have to be considered in the graphic arts industry, in particular the specification of standards.

**TITLE II**

**MEMBERS**

**Article 4**

Individuals and corporate bodies may request by written application to become members of the association. Certain classes of membership may be restricted to certain categories of applicants.

The board of directors decides on the admission of new members. It can refuse admission without having to give any grounds. Individuals or corporate bodies who are refused admission may appeal against such decision to the advisory board.

**Article 5**

All members may at any time resign their membership by written declaration with a period of notice of 30 days prior to the end of the annual membership period.

The resigning member has no claim for repayment or release of membership fees paid or due.

**Article 6**

The board of directors may expel a Member who violates the interest of the association thereby causing damage to the finances or reputation of the association. The expelled member may appeal against such decision to the advisory board. The expelled member has no claims for repayment or release of membership fees paid or due.

**Article 7**

The members do not have any claim regarding the assets of the association.

**Article 8**

The Membership Policies governing the qualifications, rights, and responsibilities of members of the association are controlled by the advisory board and might include multiple membership classes. The Membership Policies are available at [cip4.org](http://cip4.org), or upon request in writing to the Secretariat of the CIP4.

**Article 9**

The association shall keep a register which contains the names and addresses of the members.

**Article 10**

The board of directors shall organize an annual members' conference, by which the association informs its members about the financial matters and activities of the association.

Notice of the annual members' conference shall be given at least 30 days before the date of the members' conference by written notice addressed to each member at the address appearing in the member register.

**TITLE III**  
**RESOURCES**

**Article 11**

The resources of the association are composed of:

- membership fees of the members;
- gifts and bequests.

**Article 12**

The members, advisory board, auditor, and board of directors of the association cannot be held responsible for the debts of the association.

The association is allowed to borrow bank-money to a limited amount of US\$ 150,000.

**TITLE IV**

**ORGANIZATION OF THE ASSOCIATION**

**Article 13**

The organization of the association is composed as follows:

1. The advisory board
2. The board of directors
3. The auditor

**A. ADVISORY BOARD**

**Article 14**

The advisory board is the highest authority of the association.

It has the following inalienable powers and duties:

1. The approval and amendment of the Articles of Association.
2. The approval and amendment of the Membership Policies.
3. The approval of the annual report and the annual accounts.
4. The decision to dissolve the association.
5. The strategic management of the association and the issuance of the related instructions.
6. The approval of the amounts of the members' membership fees fixed by the board of directors.
7. The approval of the proposals of the board of directors regarding the organization of new committees and the appointment of their members.
8. The appointment and removal of the member(s) of the board of directors and of the auditor.
9. The supervision of persons delegated to manage the association, in particular to ensure that they comply with the law, the Articles of Association, rules and regulations and instructions given.
10. The determination of the mode of signature and the designation of the persons who shall have the right of signature for the association.

11. The final decision on an appeal from individuals or corporate bodies regarding their non-admission as member.
12. The decision on all matters reserved to it by law, by these Articles of Association, and by the Membership Policies.

The advisory board may enact any such regulation regarding the organization of the association and its executive bodies, including their remuneration, the conduct of its members, the prevention of conflicts of interest, and such other regulations it deems required or appropriate for the purpose of enhancing the association and the achievement of its goals.

### **Article 15**

The advisory board is to be made up of representatives of the member companies. The procedures for filling the advisory board seats is included in the Membership Policies.

### **Article 16**

The ordinary meeting of the advisory board is to be held every year, often within six months of the close of the business year; extraordinary meetings shall be convened as often as necessary, in particular, in those cases provided by law.

The meeting of the advisory board shall meet at the place designated by the advisory board or could be held as a videoconference or teleconference.

### **Article 17**

The meeting is called by the chief executive officer and, as necessary, by the auditor.

One fifth of the members of the association or one fifth of the members of the advisory board may also require that a meeting of the advisory board be convened.

### **Article 18**

Notice of a meeting of the advisory board shall be given at least 10 business days before the date of the meeting by written notice addressed to each member at the email address appearing in the member register.

The notice of a meeting shall include the agenda as well as the proposals of the board of directors and of the members who have requested the calling of a meeting of the advisory board or the inclusion of an item in the agenda.

**Article 19**

No decision may be taken on matters not duly included in the agenda except a decision upon a proposal to request an extraordinary meeting of the advisory board.

Prior notice is not required for proposals within the scope of matters on the agenda nor for discussions which need not be followed by a vote.

**Article 20**

Each representative is entitled to one vote in the meeting of the advisory board.

**Article 21**

Each member may be represented at the meeting of the advisory board by a person from the same member company. The members of the advisory board who are present at the meeting of the advisory board make the final decision on the acceptance or refusal of a replacement.

**Article 22**

Subject to any contrary provisions of these Articles of Association, a meeting of the advisory board is duly constituted if five (5) or more members are present or represented.

The meeting takes decisions and elects by absolute majority of votes cast by the members subject to any contrary provision of the law, of these Articles of Association, or of the Membership Policies.

If an absolute majority is not obtained in the first vote there shall be a second vote in which a relative majority shall be decisive.

A decision of the advisory board approved by at least two-thirds of the votes cast by the members at the meeting is necessary to alter the purposes of the association, to confirm the decision of the board of directors to expel a Member or to dissolve the association.

The provisions of these Articles of Association which provide for certain decisions to be taken by a greater majority than required by law may only be adopted by such majority.

Resolutions of the advisory board may also be passed by e-mail, telex, telefax, videoconference and teleconference provided that the proposed resolution has been sent to all members of the advisory board and unless one of them requires a discussion. Should a resolution be passed by e-mail, telex, or telefax, the voting members must return their votes within fourteen days from the transmission of the list of items. The resolution is passed by an absolute majority of the votes cast subject to any contrary provision of the law or of these Articles of Association.

**Article 23**

The meeting of the advisory board is chaired by the chief executive officer of the association. The advisory board may designate another chairman.

The chairman designates the secretary of the meeting of the advisory board and the scrutineers. The secretary and the scrutineers do not have to be members of the advisory board.

**Article 24**

The advisory board ensures that minutes are kept reflecting the debates and the resolutions of the meeting of the advisory board.

The minutes are to be signed by the chairman and secretary of the meeting of the advisory board.

**B. BOARD OF DIRECTORS**

**Article 25**

The board of directors is to be made up of one to seven members.

The board shall constitute itself and fix its own organization, which may, as a rule, comprise a chief executive officer, a marketing officer, a membership officer, a technical officer and a finance officer.

**Article 26**

The members of the board of directors are appointed to hold office for two years.

There is no limit to their re-election.

The board designates a chairman and a secretary both to hold office for two years. The secretary need not necessarily be a member of the board. There is no limit to their re-election.

**Article 27**

Meetings of the board of directors shall be convened by the chairman as often as the business of the association requires. Each board member, stating his reasons therefore, may require the chairman to immediately convene a board meeting.

Each member of the board has the right to obtain, through the chairman, information on all the business of the association.

During meetings each member of the board of directors may require information from the other board members as well as from the management.

### **Article 28**

The board takes decisions by absolute majority of votes cast by the members.

If an absolute majority is not obtained in the first vote, there shall be a second vote in which a relative majority shall be decisive.

The chairman shall have a casting vote.

Resolutions of the board of directors may be passed by e-mail, telex, telefax, videoconference or teleconference provided that the proposed resolution has been sent to all members of the board of directors and unless one of them requires a discussion. Should a resolution be passed by e-mail, telex, telefax, the voting members must return their votes within fourteen days from the transmission of the list of items. The resolution is passed by an absolute majority of the votes cast subject to any contrary provision of the law or of these Articles of Association.

The discussions and the resolutions shall be recorded in minutes signed by the chairman and the secretary.

### **Article 29**

The board of directors may decide all matters which are not conferred on the advisory board by the law, the Articles of Association, or the Membership Policies.

The board of directors has the following nontransferable and inalienable powers and duties:

1. To be responsible for the conduct of the entire business of the association within the limits fixed by the advisory board.
2. To keep a register which contains the names and addresses of the members.
3. To initiate and promote programs which serve and advance the purpose of the association.
4. To propose to the advisory board the organization of new committees and the appointment of their members.
5. To coordinate, assist and monitor all committees and their programs.
6. To submit an annual budget, together with supporting documentation to the advisory board for its approval.

7. To take a decision on the admission of applicants for membership, subject to appeal to the advisory board.
8. To take a decision on the expulsion of members, subject to appeal to the advisory board.
9. To organize an annual conference for all the members of the association.

In addition, the chief executive officer has final responsibility for the proper running of the board of directors, within the limits fixed by the advisory board.

## **C. AUDITOR**

### **Article 30**

The advisory board is to elect one auditor.

The auditor may not be a member of the board of directors.

### **Article 31**

The term of the auditor's appointment is one year; it ends at the meeting of the advisory board at which his report must be submitted.

Re-election is possible.

### **Article 32**

The auditor verifies if the bookkeeping, the annual accounts of the association comply with the law and the Articles of Association.

The auditor tables a written report of the results of the audit at the meeting of the advisory board.

**TITLE V**

**BUSINESS YEAR**

**Article 33**

The business year commences on July 1 (one) and ends on June 30 (thirty) of each year, the first time on June 30, 2001.

**TITLE VI**  
**LIQUIDATION**

**Article 34**

The advisory board may at any time decide to dissolve the association.

**Article 35**

The liquidation of the association shall be carried out by the board of directors, unless the advisory board appoints other liquidators.

**Article 36**

The advisory board decides upon the allocation of the assets available, after discharge of liabilities.

