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**Approved**

**Registered**

**By decision No.01/05 of the General Meeting of Members of “Media Initiatives Center” NGO taken on May 23, 2013**

**Executive Director /signature/  
Nune Sargsyan**

By decision No. 9/1-9 of the Colleague of the Ministry of Justice of RA of 20.02.1996

Reregistered by order No. 1790 of the Minister of Justice of RA of 24.11.1999

The Articles of Association in a new wording is registered by the Central Body of the State Register of Juridical Persons of the Republic of Armenia on 02.10.2002 registration No. **211.171.01269**

Certificate **03A 056352**

RNTP 02521034

Amendment No. 001-2 to the Articles of association, registered on 02.10.2002, is registered by the Central Body of the State

Register of Juridical Persons of the Republic of Armenia on 03.07.2013

Head of the State Register of RA

(signature) A.Gevorgyan

Official Seal of the State Register Agency of Juridical Persons of the Ministry of Justice of the Republic of Armenia

**ARTICLES OF ASSOCIATION OF  
“MEDIA INITIATIVES CENTER”  
NON-GOVERNMENTAL ORGANIZATION  
/NEW WORDING/**

**YEREVAN – 2013**

## 1. GENERAL PROVISIONS

“Media Initiatives Center” NGO (hereafter – Organization) is a voluntary organization founded with the purpose to meet soul and not material requirements on the bases of self-governing, voluntary public organization.

The organization acts on the bases of voluntary, equality of rights, self-governing and legality, publicity.

The Organization doesn’t pursue political aims, doesn’t join to any political stream.

The organization acts according to the present Articles of Association, legislation of Republic of Armenia, and in foreign countries – pursuant to their legislation.

The name of the Organization is:

**In Armenian: “Մեդիա Նախաձեռնությունների Կենտրոն”**

**Հասարակական Կազմակերպություն**

**Briefly: “Մեդիա Նախաձեռնություններ” ՀԿ, abbreviation: ՄՆԿ**

**In Russian: Общественная организация “Центр медиа инициатив”**

**Briefly: ОО “Медиа инициативы”, abbreviation: ЦМИ**

**In English fully: “Media Initiatives Center”**

**Non-Governmental Organization**

**Briefly: “Media Initiatives Center” NGO, abbreviation: MIC**

The Organization has an emblem, which itself --- centripetal circles, consisting of sickle-like orange and purple four segments, which are separating from circle-like visual center. The circle in the center of the emblem symbolizes centralization and self-determination of the organization. Separating segments at the same time are associated with waves making influence at distance (radio waves, acoustic waves, water waves and so on), as well as symbolize time and history spiral at the account of segments special arrangement. The waves-segments symbolize influence of processes in the “center” on the environment and society and denote initiative, activity, movement, evolution.

The organization name is written in the right of the symbol – Media Initiatives Center. There are coloured (orange and purple), one-colored (white, grey, black) and only grey variants of the emblem. The emblem of the organization is trilingual: Armenian, Russian, English. The emblem may also be used without the organization name, but not visa versa.

The place of location of the Organization is 3 Arshakunyats ave., 3<sup>rd</sup> floor, Yerevan 0023, RA.

## 2. THE GOALS OF THE ORGANIZATION AND ITS ACTIVITY

The goals of the Organization are:

- 2.1.1. to assist to basic human rights – realization of freedom of getting and spreading of information;
- 2.1.2. to assist in establishment of various, diverse and complete information for the society;
- 2.1.3. to assist in activity and development of free, responsible and professional media;
- 2.1.4. to assist in retraining of participants of the process of establishment and spreading of information, to develop media education and literacy;
- 2.1.5. to form educated media consumer;
- 2.1.6. to assist innovative tendencies and new approaches of social media in the sphere of information;
- 2.1.7. to assist in optimization and improvement of legal field ensuring free activity of mass media, free communication flow, including accessibility of information sources;
- 2.1.8. to enjoy media for consideration of different issues of public importance, including those related to social, ecological, economic, peacemaking, human rights;
- 2.1.9. to assist in coverage of important public events;
- 2.1.10. to promote usage of media instruments in education process;
- 2.1.11. to spread media in wide levels of society using different traditional and innovative methods in accordance with the law;

To perform its authorized responsibilities the Organization organizes and carries out trainings, collaborates with other organizations also interested in the development of mass media, summons conferences, takes immediate part in similar activities, translates and spreads relevant literature, and realizes other activities not prohibited by the legislation of RA and based on this Articles of association.

The subject of the Organization activity in accordance with the law is:

- 2.3.1. to establish special educational programs for the mass media employees, to conduct seminars, qualification courses, master classes and other educational measurements.
- 2.3.2. To participate proactively in spreading of media education, wide application of media literacy. To establish academic and informal educational programs and courses on different subjects in the sphere of communication for different age and professions groups, involved in media education process.
- 2.3.3. to develop creative and critical approaches to media producers and consumers.
- 2.3.4. to assist to alternative and innovative approaches in establishment of media contents. To establish own innovative media contents: TV programs, Radio programs, documentary films, other video, printed and other multimedia production.

- 2.3.5. To assist to civil journalism development, to train interested citizens principles of information creating and spreading, to enlarge circle of information creators by training and motivation.
- 2.3.6. to conduct various professional creative competitions and festivals.
- 2.3.7. to render professional advices to journalists, producers and other specialist of mass media.
- 2.3.8. to organize and conduct creative and organizational audits for media.
- 2.3.9. to render technical assistance to educational and other noncommercial purposes.
- 2.3.10. to assist to technical development of media, to promote convergent processes. To improve technologic literacy level of journalists and other media employees.
- 2.3.11. to assist to balances and multi-sided information creation and spreading at significant social events.
- 2.3.12. to assist to various researches in the sphere of communication also in media demand, advertising and production.
- 2.3.13. to participate in processing and improvement of laws, legal acts and other documents making an impact on free obtaining and spreading of information, on activity of mass media, social media, communication activity;
- 2.3.14. to participate actively in establishment and development processes of self-regulatory systems of different groups, involved in the media processes.
- 2.3.15. to develop media-criticism and media analysis, to prepare appropriate specialists.
- 2.3.16. to render possible legal assistance to journalisms and mass media to protect their interests and rights;
- 2.3.17. to assist to regional peacemaking processes, regulation and prevention of oppositions, dialogs establishment, close issues discussion, using media as means and tool to enlarge the circle of the participants of this process.
- 2.3.18. to assist to creation and usage of video and multimedia tools as an additional methodological toll for education;
- 2.3.19. to increase professional reputation of a journalist, to actualize importance of journalism for society;
- 2.3.20. to assist to media archives regulation, management and addition, as well as to their availability to the society;
- 2.3.21. to organize media campaigns on different subjects having public importance with the purpose of informing of the society.
- 2.3.22. to assist to creating of manuals and textbooks related to communication, media, media education.

### **3. THE RIGHTS OF THE ORGANIZATION**

The Organization obtains the status of a legal person upon its state registration by the Ministry of Justice of RA.

The Organization has all the rights and bears all the liabilities, stipulated for a legal person.

The Organization has a round seal with its name in Armenian, Russian and English and its emblem (a seal without its name) on it, a stamp, forms, settlement and other bank accounts for both national and foreign currencies.

The Organization enjoys all the rights defined by the legislation of RA to realize the goals and tasks stipulated by its Articles of Association.

#### **4. OBLIGATIONS AND RESPONSIBILITY OF THE ORGANIZATION**

The Organization undertakes:

- To provide annual reports of the members of the Organization on its activities and the use of the facilities to the approval of the general meeting, ensuring publicity of those reports
- to enable any natural person, NGO or those who carry out informative activity to acquaint themselves with the Articles of association of the Organization at their request within 7 days,
- to perform other obligations according to the legislation of RA.

In case of violating the law or the articles of association, the Organization or its administration are called to account by law and by the procedure defined in this Articles of association.

#### **5. MEMBERSHIP OF THE ORGANIZATION, THE PROCEDURE OF JOINING OR RESIGNING, THE RIGHTS AND RESPONSIBILITY OF THE MEMBERS**

Any citizen of Armenia or foreign countries who is of legal age (18 years old) can join the Organization.

The person who wishes to join the Organization must accept the Articles of association of the Organization and its goals, participate in its activities and pay an entrance membership fee.

The decision of joining or leaving the Organization is made by the administration of the Organization.

Those who wish to join the Organization must submit a written application form to the administration of the Organization.

The administration of the Organization shall discuss the application of joining the Organization at its next regular meeting and make a decision of which the applicant is informed within a week in written form and/or by sending an electronic message.

After the applicant has been informed of the satisfaction of his/her application to join the Organization, s/he shall pay the membership fee within a month.

The person becomes a member of the Organization within a month after the satisfaction of his application to join the Organization as soon as he pays the membership fee.

In case the person fails to pay the membership fee in the time-period defined in article 5.7, he is deprived of membership based on the decision of the administration of the Organization.

The member of the Organization has the right to quit membership, informing the administration of the Organization about it in written form.

The administration of the Organization investigates the person's application of quitting membership in its regular meeting and makes a decision.

Any member of the Organization has the right:

To elect and to be elected in the higher and other bodies of the Organization,

To submit application, complaints and suggestions to the officials of the Organization to improve its activities,

To enjoy the consultative, informative and other services of the Organization,

To make use of the assistance of the Organization for the resolution of a personal problem under discussion by state authorities and in governmental bodies,

To receive exhaustive information on the activity of the Organization

To take part in the activities undertaken by the Organization,

To leave the Organization without difficulty,

To enjoy other rights established by this Articles of association and the legislation of RA.

A member of the Organization has the right to appeal against the decision of the bodies of the Organization by submitting a written complaint to the higher bodies of the Organization. The decisions of the authorities of the Organization, including those made by its higher body can be appealed against in court in compliance with the Armenian law.

The member of the Organization is obligated;

to promote the reputation of the Organization,

to perform the demands of the Articles of association of the Organization and the decisions of its authorities,

to assist in having additional staff members in the Organization ,

To do all the necessary payments in a timely manner.

The member who violates the Articles of association and the code of ethics of the Organization can be subject to disciplinary action, up to and including discharge, by the general meeting of the members and the administration of the Organization ,

The decision of the administration of the Organization to deprive the person of membership can be appealed against at the general meeting of the Organization members,

## **6. THE STRUCTURE OF THE ORGANIZATION, ITS ADMINISTRATIVE, EXECUTIVE AND CONSULTATIVE BODIES**

The General Meeting

6.1.1. The supreme body of the Organization is the general meeting (hereafter referred to as General Meeting), which is entitled to the final decision on any issue of the management and activities of the Organization. The general meeting shall be summoned and held according these Articles of association and the legislation of RA.

6.1.2. The regular general meeting of the Organization shall be summoned at least once a year by the Executive Director of the Organization based on the

decision of the administration of the Organization. The administration also defines the agenda and the time of the general meeting.

- 6.1.3. The members of the Organization shall be informed of the regular general meeting 15 days prior to its summoning.
- 6.1.4. The general meeting can discuss issues and make decisions on them if at least two third of the members are participating in it. The resolution of the general meeting is considered passed if more than a half of all the members of the Organization have voted for it, except for the resolutions for termination of the activity of the Organization or restructuring it, in this case two third of the total number of the members of the Organization must vote for it.
- 6.1.5. An extraordinary general meeting is summoned at the valid request of the one third of the members or Auditing Commission (auditor). An extraordinary general meeting can also be summoned based on the decision made by the administration. The extraordinary general meeting is convened within 14 days informing the members of the Organization of the location, date, time, and agenda of the general meeting at least three days prior to the day of the meeting.
- 6.1.6. The issues under exclusive authority of the general meeting are:
  - a. The approval of the Articles of association and the introduction of changes and amendments into it,
  - b. The approval of the reports on the activities of the Organization and the use of the materials, including the reports of the Executive Director and the Auditing Commission (auditor),
  - c. The election or prior expiry termination of the authority of the organs subject and accountable to the higher body of the Organization, i. e. the administration of the Organization, members of the Board and the Executive Director as well as the Auditing Commission,
  - d. The reorganization and liquidation of the Organization,
  - e. Other issues under the exclusive authority of the meeting according to the legislation of RA
- 6.1.7. The implementation of the decisions of the general meeting of the Organization is obligatory for all its members,

#### The Administration

- 6.2.1. The joint executive body of the Organization is the administration of the Organization. The administration consisting of five persons is elected from the members of the Organization for a term of two years among the candidates nominated at the session of the general meeting. The Executive Director of the Organization is the fifth member of the administration by his/her position.
- 6.2.2. The Administration
  - a. Determines membership fees and entrance fees size and order of payment;
  - b. approves of the project policy of the Organization,

- c. discusses and submits the Executive Director's reports for approval to the general meeting,
- d. submits proposals to the general meeting of the Organization for the resolution of the questions under its exclusive authority,
- e. carries out admission and dismissal of the new members from the Organization
- f. applies encouragements and penalties towards the members of the Organization,
- g. establishes and liquidates the establishments of the Organization, economic companies, separate departments, affiliates representatives, approves of their Articles of associations, appoints and discharges their heads,
- h. determines the amount and the order of the compensation of the employees involved in the administrative and consultative bodies of the Organization,
- i. has the right to discuss and resolve any issue of the activity of the Organization, except for those under the exclusive authority of the general meeting of the Organization,

6.2.3. The Administration of the Organization realizes its activity in form of regular and extraordinary sessions.

6.2.4. The regular session of the Administration is convened twice a year. The sessions are convened by the Executive Director who informs the members of the Administration of the date, day, and agenda of the session. If the Executive Director doesn't convene a session of the Administration in the period prescribed in this article, it can be called by any member of the Administration.

6.2.5. The extraordinary session of the Administration can be summoned by the member of the Administration, by the Executive Director. The members of the Administration shall be informed of the summoning of the extraordinary session not later than three days prior to the day of the session to be held.

6.2.6. The Administration is authorized to discuss and make decisions if at least more than half of the members of the Administration are present at the session. The resolutions of the administration are passed by the majority of votes of all the members of the Administration.

6.2.7. The authority of the members of the Administration can be terminated by the extraordinary general meeting of the members of the Organization.

6.2.8. The Administration staff shall be completed or re-elected by elections if powers of one or more members of the Administration are terminated by the extraordinary general meeting prior to expiry of their terms.

6.2.9. The Consultative body of the Organization is the Organization Board, which is elected by the general meeting from among those who are not members of the Organization and who are nominated for election by the meeting.

#### The Board

6.3.1. The Board of the Organization is its deliberative body, which is elected by the general meeting from those persons, who are not members of the Organization, whose candidacies have been forwarded and approved by the meeting.

- 6.3.2. The Board of the Organization may be elected 3-5 times at the discretion of the general meeting for a term of two years. It is competent with participation of more than half of its members with simple majority of their votes.
- 6.3.3. The Board organizes its activity in form sessions summoned by the Executive Director at least once a year.
- 6.3.4. The Executive Director takes part in the sessions of the Board with deliberative vote. The members of the Board can partake in the sessions of the Administration with deliberative votes.
- 6.3.5. If one or more of the members of the Board resign of their own accord, the staff of the Board is congested by the regular general meeting.
- 6.3.6. The Board
  - a. works out activities to promote the reputation of the Organization and its public recognition,
  - b. submits proposals to the general meeting, the Administration and the Executive Director.
- 6.3.7. The authority of the members of the Board can be terminated by the extraordinary general meeting.
- 6.3.8. If the authority of one or more members of the Board is terminated prior to expiry by the extraordinary general meeting, the staff of the Board is completed or re-elected by new elections.

#### The Executive Director

- 6.4.1. The current activity of the Organization is organized by the Executive Director. The Executive Director of the Organization is elected by the general meeting for a term of two years.
- 6.4.2. The Executive Director of the Organization
  - a. Summons and conducts the sessions of the Administration and the Board,
  - b. Coordinates the activities of the Administration and the Auditing Commission (auditor),
  - c. Verifies the protocols of the sessions.
- 6.4.3. Within of his/her authority the Executive Director acts on behalf of the Organization without warrant, represents its interests, is in charge of its materials, including finances, signs labor contracts, gives warrants, opens settlement and other accounts, gives orders and instructions for the compulsory realization by the hired employees of the Organization.
- 6.4.4. The Executive Director realizes other powers authorized by the general meeting, the Administration and the Board.
- 6.4.5. During the absence of the Executive Director one of the members of the Administration can be authorized with the Executive Director's powers by the warrant given by him/her.
- 6.4.6. The extraordinary general meeting has the right to terminate the authority of the Executive Director prior to expiry by election of a new Executive Director.

6.4.7. The Executive Director can resign summoning an extraordinary session of the Administration. In this case the Administration chooses someone from among its members as a designee and summons an extraordinary general meeting within a month in accordance with this Articles of association.

#### The Auditing Commission

6.5.1. Control over the financial activity and use of the resources of the Organization is carried out by the Auditing Commission (auditor) at the discretion of the general meeting and is elected by the general meeting for the term of two years.

6.5.2. The committee realizes its activities via sessions which are summoned at least once a year. Special sessions can also be summoned at the request of the one third of the members of the commission or its head. The members of the Administration cannot be members of the Auditing Commission /Auditor/.

6.5.3. The Auditing Commission of the Organization can discuss issues and make decisions, if more than half of the members of the commission are present at the meeting. The resolutions of the commission are passed by the majority of votes.

6.5.4. The Auditor carries out his activities himself/herself in accordance with this Articles of association. The auditor makes individual decisions.

6.5.5. The Auditing Commission (auditor) revises the account documents of the Organization, controls the maintenance of the property (material) and the realization of the resolutions of the administrative bodies.

6.5.6. The Auditing Commission (auditor) is only accountable to the general meeting.

6.5.7. The auditor can resign summoning an extraordinary session of the members of the Organization, at which a new auditor is elected.

6.5.8. The authority of the members of the Auditing Commission (auditor) can be terminated by the extraordinary general meeting.

6.5.9. In case of termination of the authority of one or more members of the Auditing Commission by the extraordinary general meeting of the members of the Organization prior to its expiry, the staff of the commission is completed or re-elected through new elections.

6.5.10. In case of prior to expiry termination of inspector's authority a new inspector is elected.

6.5.11. In case one or more members of the Auditing Commission resign of their own accord, the staff of the Auditing Commission is completed after the general meeting, which is called by the Auditing Commission according to this Articles of association.

## **7. THE SOURCES OF THE PROPERTY OF THE ORGANIZATION AND THE RULES OF ITS USE**

The Organization can own premises, buildings, housing resources, vehicles, equipment, finances, shares (stock), other securities and other property not prohibited

by law. Any member of the Organization doesn't have the right to own a share of the property of the Organization.

The sources of property are;

7.2.1. The entrance fees, membership fees,

7.2.2. The shares of the economic companies established by the Organization,

7.2.3. The financial and material values as a donation received from the legal entities and individuals of RA and foreign countries,

7.2.4. Grants

7.2.5. Other entries not prohibited by the law.

The Organization makes use of its property for the realization of its Articles of Association goals and tasks exclusively.

## **8. THE REORGANIZATION AND LIQUIDATION OF THE ORGANIZATION**

The reorganization of the Organization is realized in compliance with the legislation by the decision of its general meeting.

The Organization can be liquidated by the decision of its general meeting and court. When making a decision of liquidation the general meeting based on the agreement of the Ministry of Justice, establishes a liquidating committee and defines the procedure and time of the liquidation based on the legislation.

In case of the liquidation of the Organization after making all the necessary payments the liquidation committee uses the rest of the property based on the procedure prescribed by the body, who has taken the decision of the liquidation for the realization its Articles of Association goals and tasks, and if it is impossible, transmits it into the State budget.

The present Articles of Association are drawn up on 23.05.2013 and consists of 20 sheets.