

BYLAWS

OF THE ASSOCIATION

FAPIA

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BYLAWS

1 COMMITTEE OF THE ASSOCIATION

1.1 Election of the Committee

1.1.1 The Committee Members shall be elected from among recognised representatives of the Members of the Association.

1.1.2 The Committee shall consist of at least five and maximum seven private individuals (including the Chairperson). The number of Committee members shall always be an uneven number.

1.1.3 Whenever there is a vacancy on the Committee, this will be announced in the Agenda for the General Meeting, and a date will be set for the election.

1.1.4 Candidates must be nominated by the recognised representatives of two other Members, whose names must accompany the candidature.

1.1.5 Names of candidates can be lodged with the Committee in writing until one hour before the start of the session during which the election is programmed.

1.1.6 In case of an election for a Chairperson, this will precede any other election.

1.1.7 If a vote is taken on the election of the Chairperson, in which none of the candidates receive an absolute majority of the votes, a second vote shall be taken on the two candidates having received the highest number of votes. If the second vote results in a tie, lots shall be drawn.

1.1.8 If a vote is taken on the election of Committee members, other than the Chairperson, and there are more candidates than there are vacancies available, the persons who receive the highest number of votes will be elected. In case of a tie, lots shall be drawn.

1.1.9 Committee Members shall be elected for a two-year term of office. With due observance of this term, Committee Members shall retire from office on a date when a General Meeting is held.

1.1.10 Retiring Committee Members shall be immediately eligible for re-election.

1.1.11 Apart from retirement in accordance with the retirement schedule, Committee membership shall also end:

- (a) upon the Committee Member's death;
- (b) upon the Committee Member's resignation;
- (c) if the Member for which the Committee Member is acting as recognised representative is deprived of membership or ceases to meet the relevant membership requirements and criteria;
- (d) following a resolution of the General Meeting adopted by a majority of at least two thirds of the votes cast in a meeting at which more than half the votes are present;
- (e) if the Committee Member ceases to be a recognised representative of a

current Association Member.

1.1.12 Mid-term vacancies on the Committee of the Association shall be filled at the first following General Meeting.

1.2 Duties of the Committee

1.2.1 The Committee shall manage the Association.

1.2.2 The Committee may implement a Head Office. The Committee may also delegate duties to the Head Office Staff.

1.2.3 The Committee shall have the right to perform any and all acts within the confines of the Association's objects, it being understood that besides matters which require a resolution of the General Meeting by law or under the Articles of the Association, the approval of the Membership shall also be required for resolutions:

- (a) to conclude agreements to purchase, dispose of or encumber immovable property and other registered property;
- (b) to conclude agreements whereby the Association stands surety or acts as joint and several co-debtor or guarantees the obligations of a third party or provides security for the debt of a third party;
- (c) to enter into transactions which would result in the budget set by the Membership being exceeded by more than 50%.

1.2.4 If a vacancy has arisen, the Committee shall retain the power to adopt valid resolutions if and to the extent that at least three Committee Members are in office.

1.3 Chairperson and Executive Committee

1.3.1 The Executive Committee shall be entrusted with the day-to-day management of the Association's affairs.

1.3.2 The Committee shall be entitled to delegate to the Executive Committee such powers as it may deem fit. The Executive Committee shall be authorised to delegate its daily duties to third parties.

1.3.3 The Chairperson has the duty and the authority to implement the decisions taken by the Members at the General Meetings, and taken by the Committee at Committee Meetings.

1.3.4 Any decision taken by the Chairperson without consultation with the Secretary, Treasurer or other Committee Members can be challenged at the next Committee Meeting, whether scheduled or called in accordance with the Articles of the Constitution.

1.3.5 The Head Office Staff normally will take instructions from the Chairperson. The Head Office Staff will also take instructions from the Secretary and the Treasurer in those matters that are delegated respectively to them by the Articles and Bylaws.

1.3.6 In case the Chairperson declares an interest, he may be asked by the Committee not to speak, not to exercise his vote or to leave the room and the meeting will be

chaired by the Secretary for that item, or by another Member appointed by the Committee.

1.3.7 If the Chairperson wishes to resign immediately during the course of his term, the Secretary shall take over the Chairperson's duties until the next General Meeting.

1.3.8 If the Chairperson or an Executive Committee Member is unable to attend two consecutive Committee Meetings or two consecutive General Meetings, the Committee may decide to release this person from his position.

1.4 Meetings of the Committee

1.4.1 The Committee of the Association shall meet at least twice a year and as often as the Chairperson or at least two other Committee Members deem desirable.

1.4.2 Committee meetings shall be called by the Secretary in writing, with due observance of a minimum notice period of 15 working days. The convening notices shall include the agenda of the meeting. This period may be shortened in matters of urgency, at Chairperson's discretion.

1.4.3 Provided that all Committee Members are present at the meeting, valid resolutions may be adopted, even if the provisions set out in Bylaw number 1.4.2 are not complied with.

1.4.4 More than half the Committee Members in office must be present at a meeting in order for valid resolutions to be adopted.

1.4.5 A Committee Member may designate only another Committee Member by written proxy to represent him or her at a meeting.

1.4.6 The Committee Meeting shall be presided over by the Chairperson.

1.4.7 The Committee shall keep written records of the Committee Meeting including the decisions taken.

1.4.8 Each Committee Member is expected to declare his interest as Member of the Association in any item for discussion at a meeting of the Committee.

1.4.9 The Chairperson is empowered to ask any Committee Member not to speak, not to exercise his vote or to leave the room during the discussion of the item in which he has declared an interest.

1.4.10 Committee Members may receive a financial compensation for travel and accommodation costs directly relating to their attending Committee Meetings. The maximum level of the compensation may vary annually and will depend on whether the Committee Member has to travel intercontinental or continental.

1.5 Voting in Committee Meetings

1.5.1 Each Committee Member shall have one vote in Committee resolutions.

1.5.2 All resolutions shall require an absolute majority of the votes cast.

- 1.5.3 Under normal circumstances, votes should be taken in Committee Meetings. In that case, votes shall be held orally, unless any of those present wish voting to take place by means of a ballot. Voting by acclamation shall also be permitted.
- 1.5.4 If a vote results in a tie, the motion shall be rejected.
- 1.5.5 Abstentions shall be considered votes not cast.
- 1.5.6 The Chairperson may ask the Committee Members to vote on resolutions between Committee Meetings, if the exact wording of the resolution is available to the Committee Members by letter, fax and/or email and a specific period of no less than 30 days is set up to cast the votes. The voting shall only be done by a signed letter or fax.

2 MEMBERSHIP

2.1 Application for Membership

- 2.1.1 Applications for membership shall be made in writing to the Secretary together with all information which is requested of any applicant.
- 2.1.2 All communications throughout the procedure of application shall be carried out in English.
- 2.1.3 After receipt of an application, the Secretary or one of his deputies shall send an acknowledgement of receipt to the applicant.
- 2.1.4 With the application for Membership the following information at least has to be submitted:
 - (a) a completed and signed application form which shall include the name, legal form, incorporation date, representative and principal place of the applicant's legal entity;
 - (b) a declaration and a documentation that the legal entity and its activities of the applicant complies with all requirements of the Association;
 - (c) name, family name and occupation of the natural person(s) who will represent the applicant in the Association;
 - (d) a complete datasheet of all titles and/or websites the applicant is publishing, including a short description of the type of publication, its target groups, its circulation per issue and/or visitors and/or users per month.

2.2 Admission to Membership

- 2.2.1 The Secretary shall merely review the application for completeness without passing judgement on the contents thereof. If the application is incomplete, the Secretary shall provide the applicant with opportunities to complete the application.
- 2.2.2 If the application is complete, a notification will be distributed amongst all Members at least 3 weeks before the first day of the first forthcoming General Meeting. Members will have until one week before the first day of the first forthcoming

General Meeting to submit to the Secretary any objections against an application. Any such objection shall set forth the reasons therefore in specific detail.

2.2.3 An application will only be considered if the applicant is a legal entity which publishes at least one advertisement periodical meeting the following criteria:

- (a) the main purpose of the publication must be to provide primarily and predominantly classified advertising, which means a promotional description (texts, photos and images accompanied with text, display advertisements etc.) published in a listing of other such descriptions which allows the user to search them in a structured manner;
- (b) the classified advertising periodical shall contain classified ads in a range of classifications on various items;
- (c) the classified advertising periodical shall be published and/or updated with a frequency of at least once every two weeks;
- (d) the classified advertising periodical shall have been on the market and/or online continuously for at least 12 months prior to the date of application;
- (e) a non-refundable entrance fee, the level of which will be determined annually by the General Meeting, is paid;
- (f) all other fees due for the rest of the running financial year are paid, but these fees shall be refunded if the application is not accepted;
- (g) a declaration that the court jurisdiction for all legal actions connected with his application is Amsterdam, The Netherlands.

2.2.4 The Committee may impose additional criteria on individual applicants or include additional paragraphs in the conditions on which an individual member may participate in one or more of the association's activities, whenever it has a clear indication that FAPIA's legal or financial position could otherwise be jeopardised.

2.2.5 In case one or more Members submit an objection, the application will be discussed at the next General Meeting, where the applicant will be given the opportunity to defend the application.

2.2.6 An applicant may be obliged to give a presentation regarding the nature of its business during the General Meeting where his application will be handled. In case an applicant fails to meet these criteria, the application procedure may be suspended until such a presentation has been given during a later General Meeting.

2.2.7 The General Meeting shall subsequently decide, by an anonymous vote, if the application is in line with all conditions as outlined in the Articles and these Bylaws and if the applicant will be accepted.

2.2.8 If an application is refused by the General Meeting, the applicant has the right to lodge an appeal to the Committee free of charge within 30 days after receiving the refusal. The Committee shall check again if the application was in line with the criterias of the Articles and Bylaws.

2.2.9 If the appeal is successful, the Committee shall mention the case in the following General Meeting and shall recommend accepting the application. The General Meeting shall subsequently decide about the recommendation by an anonymous vote.

2.2.10 If the application is refused again or the appeal is not successful, no further appeal through FAPIA is possible. The applicant may take legal action over the refusal at the court having jurisdiction.

2.3 Termination of Membership

2.3.1 Termination of membership by a member shall only be permitted with effect from the end of a calendar year and at a minimum of four weeks' notice.

2.3.2 Notice of termination on the Association's behalf shall be given by the Committee of the Association with effect from the end of a calendar year and at a minimum of four weeks' notice if the member ceases to meet the membership requirements or if the Association cannot reasonably be expected to continue membership.

2.3.3 Expulsion shall be effected by the Committee of the Association with effect from the date stipulated in the relevant notice sent to the Member if a Member acts in violation of the Association's Articles, Bylaws, Rules or resolutions, or if the Member unreasonably prejudices the Association or ceases to meet the membership requirements set out in these Bylaws.

2.3.4 Having received said notification, the Member concerned shall have thirty days in which to lodge an appeal to the Committee which will be heard at the next following General Meeting.

2.3.5 If this appeal is not successful, no further appeal through FAPIA is possible. The Member may take legal action over the refusal at the court having jurisdiction.

2.3.6 If membership ends during the financial year of the Association, the membership fee shall nevertheless be due for the entire year, unless the Committee of the Association provides otherwise.

3 GENERAL MEETING OF MEMBERS

3.1 Invitation and Agenda

3.1.1 The Committee of the Association shall call General Meetings by sending convening notices to all members at a minimum of sixty days' notice, not counting the day on which the meeting is called and the day of the meeting itself.

3.1.2 This notice period may be shortened to 30 days in matters of urgency, at the Committee's discretion.

3.1.3 The agenda of the General Meeting shall be provided with convening notices.

3.1.4 The agenda shall also contain any motions put forward by the Committee, or by any of the Members, provided that the Committee has been informed of such motions in a timely fashion.

3.2 Modus of the General Meeting

- 3.2.1 Attendance at the General Meeting is a privilege of membership only, which, if subject to abuse, may be restricted at the Committee's discretion.
- 3.2.2 General Meetings shall be presided over by the Chairperson and, in his absence, by another Executive Committee Member appointed by the Committee of the Association. If there are no Executive Committee Members present the General Meeting shall itself elect a Chairperson.
- 3.2.3 Each Member shall declare his interest as a third party in any item for discussion at a General Meeting.
- 3.2.4 The Chairperson is empowered to ask any Member not to speak, not to exercise his vote or to leave the room during the discussion of the item in which he has declared an interest.
- 3.2.5 During General Meetings the Chairperson may be helped at the presiding table by the Secretary, the Treasurer and/or the Executive Director, and may delegate one of them to chair parts of the meeting.
- 3.2.6 At General Meetings, the Chairperson, Secretary or Treasurer or any other Member delegated to sit at the presiding table during the general session, is expected to declare his interest in any item on the Agenda that may be discussed while they are presiding over the meeting, and either withdraw from the discussion or move temporarily from the table.
- 3.2.7 Each Member shall have the right to designate another Member by written proxy to represent him or her at a General Meeting; the proxy shall be inspected by the Chairperson or a member of the Executive Committee.
- 3.2.8 Members that are not natural persons shall be represented at meetings by an officer appointed by them for that purpose. The authority of that officer shall be inspected by the Chairperson or a member of the Executive Committee.
- 3.2.9 Minutes of the business transacted at the General Meeting shall be taken by the Secretary or, in his or her absence, by another person appointed by the Chairperson. The Secretary may delegate this duty to another person, who has been accepted to do so by the Committee.

3.3 Voting in the General Meeting

- 3.3.1 Each Member shall be entitled to cast one vote at General Meetings.
- 3.3.2 Each Member taking part in the FAPCOM ad exchange programme shall be entitled to cast one extra vote at General Meetings.
- 3.3.3 Votes taken on resolutions other than for the election of persons may be held orally or by means of an anonymous ballot or by another anonymous voting system, including electronic voting systems.
- 3.3.4 Votes taken on persons shall always take place anonymously.
- 3.3.5 If in the Articles votes in written form are required, this request is also fulfilled by fax and email.
- 3.3.6 Each Member has to provide FAPIA Head Office with a written statement, signed by the official representative of that Member, identifying clearly which person will be authorised to vote on that member's behalf and also signed by the authorised

person. This document shall be provided to the Chairperson at least 48 hours before the start of a session, in which these votes will need to be executed.

- 3.3.7 Votes should be taken in General Meetings. The Committee may ask the membership to vote on resolutions between General Meetings, if the exact wording of the resolution is available to the Members by letter, fax and/or email and a specific period of no less than 30 days is set up to cast the votes. The voting shall only be done by a signed letter or fax.
- 3.3.8 Applicants, who have been granted membership during a specific General Meeting, will not have the authority to vote until the end of that General Meeting.

4 COMMISSIONS AND OTHER WORKING GROUPS

- 4.1 Commissions and working groups are set up by the Committee, which delegates to them the investigation of specific areas of activity of the Association. Commissions report directly to the Committee through their Chairperson.
- 4.2 Commissions may hold separate meetings with restrictions for participation.
- 4.3 The Chairperson is appointed by the Committee and stays in office until such time as the Committee decides otherwise.
- 4.4 The Chairperson is appointed by the Committee and stays in office until such time as the Committee decides otherwise.
- 4.5 Commissions will present a regular **written** report to the Committee. The Committee will decide on the frequency of such reports and which items of these reports will be included in the agenda of the following General Meeting, or in other forms of communications with the Members.
- 4.6 Members are welcome to make suggestions for items for consideration to the Commission. Members may approach the Commission's Chairperson directly. If such suggestions relate to matters not directly relating to the Commission's activities, they should be put to the Committee in the first instance.
- 4.7 Any Member may request the Chairperson of a Commission to allow him to be present as an observer at a Meeting of the Commission, and that request shall not be unreasonably refused.
- 4.8 Commissions cannot commit themselves to any expense on behalf of the Association without written approval from the Committee.

5 FAPCOM AD EXCHANGE PROGRAMME

5.1 Application

- 5.1.1 Participation in the FAPCOM ad exchange programme is restricted to the Members, for which permission has been granted by the Association.

- 5.1.2 Members wishing to participate in the FAPCOM ad exchange programme, shall forward a written application. The application for FAPCOM may be combined with an application for Membership in the Association.
- 5.1.3 The application for FAPCOM shall be addressed to the Secretary who will be responsible for the further procedure. Bylaws 2.1.2 to 2.1.4 shall apply accordingly.

5.2 Admission and Participation

- 5.2.1 The Secretary shall merely review the application for completeness without passing judgement on the contents thereof. If the application is incomplete, the Secretary will provide the applicant with opportunities to complete the application.
- 5.2.2 If, according to the Secretary, the application is complete, a notification shall be distributed amongst all Members. Members will have a two-month period from the date the notice was sent to submit to the Secretary any objections against the application. Any such objection shall set forth the reasons therefore in specific detail.
- 5.2.3 In case no objections are received, the Committee will inform the applicant that the new title was accepted, providing all other conditions and criterias are met.
- 5.2.4 In case one or more Members submit an objection, the application will be discussed at the next General Meeting, where the applicant will be given the opportunity to defend the application. The General Meeting shall subsequently decide if the application will be accepted.
- 5.2.5 If an application is refused, the applicant may lodge an appeal. Bylaws 2.2.8 to 2.2.10 shall apply accordingly.
- 5.2.6 The Committee and/or the General Meeting may set out further rules governing application, admission and the specific criteria of participation in the FAPCOM ad exchange programme.

6 FINANCES

6.1 Fees and remunerations

- 6.1.1 The Association's costs shall be mainly covered by the general membership fees, remunerations related to participating in FAPCOM (e.g. system usage fees) and fees and/or remunerations for other services rendered by the Association.
- 6.1.2 Each Member shall be obliged to pay a membership fee.
- 6.1.3 Each FAPCOM ad exchange participant shall be obliged to pay the specific FAPCOM fees.
- 6.1.4 Applicants for membership shall be obliged to pay a non-refundable entrance fee as compensation for the Association's current assets.

- 6.1.5 Attendees of General Meetings shall pay a participation fee that should cover all the costs of the meeting. The Committee may take a decision to lower this participation fee under consideration of the financial power or assets of the single attendee if it deems desirable for a balanced participation of the General Meeting.
- 6.1.6 Attendees of commissions or working groups with restricted participation (e.g. Publishers'/Chief Executives' Meetings) shall also pay a participation fee unless the Committee decides otherwise.
- 6.1.7 Other payments (e.g. pay-to-print-remunerations) may be proposed by the Committee whenever it deems desirable.
- 6.1.8 The level of all fees and remunerations shall be budgeted annually by the Treasurer and be determined by the General Meeting for the following year.
- 6.1.9 All fees shall be paid in advance at the beginning of each financial year. The Committee may make exemptions and allow monthly or quarterly payments and/or offer discounts for upfront payments.
- 6.1.10 Remunerations for other services are payable determined on the specific invoice.

6.2 Contributions

- 6.2.1 Individual persons or legal entities offering or promoting their goods and/or services at General Meetings such as exhibitors, consultants etc. shall pay a contribution to cover the costs of the Meeting.
- 6.2.2 This shall apply accordingly to individual persons or legal entities co-operating with the Association without being a Member.

6.3 Penalties, interests and other payments

- 6.3.1 The Committee is empowered to charge penalty fees in order to enforce compliance with the Association's regulations.
- 6.3.2 For any violation of the Association's regulations, the Committee may raise a penalty fee of up to a maximum of EURO 5.000,--. If a higher financial penalty is deemed desirable or warranted, the Committee's decision shall go to the General Meeting for approval.
- 6.3.3 Penalty fees may be charged in cases where non-compliance causes increased costs or legal exposures to the Association or to any of its members.
- 6.3.4 Penalty fees shall be charged for:
 - (a) late payment of fees, contributions, remunerations or other invoiced payments;
 - (b) failure to publish ads sent via FAPCOM in time;
 - (c) failure to publish a joint supplement on time;
 - (d) failure to use FAPCOM at an agreed frequency;

- (e) failure to reply to the FAPIA Head Office's correspondence.
- (f) failure to publish and/or update the classified advertising periodical with a frequency of at least once every two weeks;

6.3.5 Before a penalty fee is determined, the Committee should give the Member a formal written warning in which the pecuniary fine is outlined.

6.3.6 If a penalty fee is determined and the Member acts in violation of the Association's regulations again and/or refuses to pay the penalty fee, Bylaws number 2.3.3 to 2.3.6 shall apply accordingly.

6.3.7 In case of late payments of fees, contributions, remunerations or other invoiced payments, the Association may charge also an interest determined by the official European Central Bank discount rate.

7 INFORMATION

7.1 Request for Information

7.1.1 Members shall have the right to gain access to any information regarding the affairs of the association.

7.1.2 All requests for information shall be submitted to the Committee. The Committee shall provide the requested information, if there is no reason why the request should be reasonably refused.

7.2 Access to Information

7.2.1 The Committee may refuse access to information requested, if

- (a) the information relates to specific Members;
- (b) the information is commercially sensitive or confidential;
- (c) the information relates to a person's privacy;

7.2.2 If the cost of providing the information requested is extraordinary, this cost shall be met by the requesting Member.

7.2.3 If a Member's request is denied or not answered to the Member's satisfaction, the Member may raise this matter at the next General Meeting.

8 AMENDMENTS TO ARTICLES, BYLAWS AND DISSOLUTION

8.1 Resolutions of Amendment to Articles and Bylaws

8.1.1 The Articles and Bylaws may only be amended by the General Meeting pursuant to a written motion submitted by the Committee to that effect.

- 8.1.2 The Committee shall submit a motion if such a number of members as are authorised to cast one tenth of the votes at a General Meeting submit a written request to that effect to the Committee.
- 8.1.3 If the Committee of the Association submits a motion to that effect, the General Meeting may adopt, change or withdraw Articles, Bylaws or other Rules to further regulate the activities of the Association or certain parts thereof.
- 8.1.4 A motion for an amendment to the Articles shall be included in the convening notices for the meeting concerned, which shall enclose a verbatim rendition of the proposed amendment.
- 8.1.5 An amendment to the Articles shall not take effect until the amended Articles have been recorded in a notarial instrument.
- 8.1.6 This instrument shall be drawn up in the Dutch language, but also an English translation thereof shall be made available to all Members.

8.2 Resolution of Dissolution

- 8.2.1 The Association may only be dissolved by the General Meeting pursuant to a written motion submitted by the Committee to that effect.
- 8.2.2 The Committee shall submit a motion if such a number of members as are authorised to cast 25 % of the votes at a General Meeting submit a written request to that effect to the Committee.

9 FINAL PROVISION

In the event of any difference in opinion as to the interpretation of the provisions set out in these Bylaws and in any and all cases not provided for by law or the Articles of the Association, the General Meeting's opinion shall be decisive.