

June 22<sup>nd</sup>, 2009



**ARTICLES OF ASSOCIATION**

of

**INTERNATIONAL COOPERATION**

**FOR THE INTEGRATION OF PROCESSES**

**IN PREPRESS, PRESS AND POSTPRESS**

**(CIP4)**

**TITLE I**

**NAME - REGISTERED OFFICE - PURPOSE**

**Article 1**

There is hereby formed under the name

**International Cooperation for the Integration of Processes in Prepress, Press and Postpress (CIP4)**

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.

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 Partner, a Full Member, an Associate Member who violates the interest of the association thereby causing substantial damage to the finances or reputation of the association. The expelled member may appeal against such decision to the advisory board. The advisory board may expel an Appointed Member.

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 association has four classes of membership:

1. Partners
2. Full Members
3. Associate Members
4. Appointed Members

Any individual or corporate body may be admitted as a Partner or Full Member. However, in a group of companies (holding, trust, etc.), only one company may be admitted as a Partner. The advisory board may grant exceptions.

Manufacturing and trading entities may not be admitted as Associate Member.

## **Article 9**

Partners are entitled :

1. to designate a representative each to the advisory board;
2. to use the CIP4 Compliance Testing Procedure for their products;
3. to have access to all Information and draft specifications of the association;
4. to apply to be elected as a member of a committee;
5. to use the CIP4 Member logo;
6. to further rights granted by the advisory board, in particular in connection with the use of data and resources developed in the course of the association's activities.

## **Article 10**

Full Members are entitled :

1. to elect one Full Member for every two Partners as representatives to the advisory board. The number of representatives shall be set at the close of the nomination period for the election. If the number of Partners cannot be exactly divided by two the half shall be rounded down.
2. to use the CIP4 Compliance Testing Procedure for their Products;
3. to have access to all non-confidential Information and draft specifications of the association;
4. to apply in to be elected as a member of a committee;
5. to use the CIP4 Member logo;
6. to further rights granted by the advisory board, in particular in connection with the use of data and resources developed in the course of the association's activities.

**Article 11**

Associate Members are entitled :

1. to elect one Associate Member for every four Partners as representatives to the advisory board. The number of representatives shall be set at the close of the nomination period for the election. If the number of Partners cannot be exactly divided by four all fractions shall be rounded down.
2. to have access to all non-confidential Information and draft specifications of the association;
3. to apply to be elected as a member of a Committee;
4. to use the CIP4 Member logo.

**Article 12**

Appointed Members are entitled :

1. to have access to all non-confidential Information and draft specifications of the association;
2. to apply to be elected as a member of a Committee;
3. to use the CIP4 Member logo;
4. to such additional rights as agreed between the Appointed Member and the advisory board upon appointment. Such rights may include (limited) voting rights or representation on the advisory board.

**Article 13**

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

**Article 14**

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 15**

The resources of the association are composed of:

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

The Appointed Members do not have to pay any membership fees.

**Article 16**

The members 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 17**

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 18**

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 of the annual report and the annual accounts.
3. The decision to dissolve the association.
4. The strategic management of the association and the issuance of the related instructions.
5. The approval of the amounts of the members' membership fees fixed by the board of directors.
6. The approval of the proposals of the board of directors regarding the organization of new committees and the appointment of their members.
7. The appointment and removal of the member(s) of the board of directors and of the auditor.
8. 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.
9. The determination of the mode of signature and the designation of the persons who shall have the right of signature for the association.

10. The decision regarding the expulsion of an Appointed Member and the final decision on an appeal of a Partner, Full Member or Associate Member regarding his expulsion.
11. The final decision on an appeal from individuals or corporate bodies regarding their non-admission as member.
12. The decision to grant additional rights to an Appointed Member and to Partner and Full Members.
13. The decision to admit as Partners more than one company of the same group of companies.
14. The decision on all matters reserved to it by law and by these Articles of Association.

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 19**

The advisory board is to be made up of one representative of each Partner as well as representatives of the Full Members pursuant to Article 10 Section 1 and representatives of the Associate Members pursuant to Article 11 Section 1. The representatives of the Full Members and the Associate Members are appointed to hold office for two years.

If a legal entity or commercial enterprise participates in the advisory board, it is not eligible as such to be a member; on the other hand its representatives may instead be elected at its place.

### **Article 20**

Representatives of the Full Members and the Associate Members are elected as follows:

The members of these classes may vote for the representatives to be elected for their class of membership. Each member has as many votes as there are representatives to be elected. No more than one vote may be given to a single candidate. The candidates who have received the highest number of the given votes are elected as the representatives of their class of membership. Several rounds of vote may be organized

If fewer or the same number of candidates apply for a seat as the number of seats to be filled for a class of membership, the candidates are elected without a vote and any remaining seats shall remain unfilled.

Elections may be held either by e-mail, or at a meeting of members. Should an election be held by e-mail, the voting members must return their votes within fourteen days from the transmission of the list of candidates.



**Article 21**

The ordinary meeting of the advisory board is to be held every year 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.

**Article 22**

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 23**

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 address appearing in the member register.

The management report and the auditor's report will be made available to the members of the advisory board at the association's registered office at least 20 days prior to the ordinary meeting of the advisory board.

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 24**

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 25**

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

**Article 26**

Each member may be represented at the meeting of the advisory board by another member or person, holding a written proxy. 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 proxy.

**Article 27**

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 or of these Articles of Association.

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 authorize an Appointed Member to designate a representative to the advisory board, to admit as Partner more than one company of the same group of companies, to confirm the decision of the board of directors to expel a Partner, a Full Member or an Associate Member, to expel an Appointed 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 28**

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 29**

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 30**

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 31**

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 32**

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 33**

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 34**

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

The board of directors has the following non transferable 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 submit quarterly and annual reports to the advisory board.
4. To initiate and promote programs which serve and advance the purpose of the association.
5. To propose to the advisory board the organization of new committees and the appointment of their members.
6. To coordinate, assist and monitor all committees and their programs.
7. To submit an annual budget, together with supporting documentation to the advisory board for its approval.
8. To take a decision on the admission of applicants for membership, subject to appeal to the advisory board.
9. To take a decision on the expulsion of members, subject to appeal to the advisory board.
10. To organize a 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 35

The advisory board is to elect one auditor.

The auditor may not be a member of the advisory board, nor of the board of directors.

### Article 36

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 37

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 38**

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 39**

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

**Article 40**

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

**Article 41**

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

**TITLE VII**

**LEGAL VALIDITY**

**Article 42**

These bylaws become legally valid after approval at an ordinary meeting of the advisory board.

These bylaws have been approved at the advisory board phone conference meeting on June 22<sup>nd</sup>, 2009.

We hereby confirm that the foregoing constitutes the articles of incorporation of International Cooperation for the Integration of Processes in Prepress, Press and Postpress (CIP4), in the version amended on June 22<sup>nd</sup>, 2009.

Place :                      Foster City / CA (USA),                      Crofton / MD (USA),                      Darmstadt (Germany),

Date :                      \_\_\_\_\_                      \_\_\_\_\_                      \_\_\_\_\_

Signature :                      \_\_\_\_\_                      \_\_\_\_\_                      \_\_\_\_\_  
                                         Margaret Motamed                      James E. Harvey                      Stefan Daun  
                                         Chair of the Meeting                      Co-Chair of the Meeting                      Secretary of the Meeting