

# **AFP BYLAWS**

**LAW n° 57-32 of 10th January 1957**

**DECREE n° 57-281 of 9<sup>th</sup> March 1957**

**Law no. 57-32 of 10<sup>th</sup> January 1957**  
**establishing the bylaws of the Agence France-Presse**  
(Official Gazette of 11 January 1957)

Updated version as at 17<sup>th</sup> April 2015

**Article 1**

. Amended by LAW no. 2015-433 of 17<sup>th</sup> April 2015 – OJFR no. 0091 18<sup>th</sup> April 2015

An autonomous entity is created under the name of “Agence France-Presse” (the “Agency”), a legal entity whose operation is assured according to commercial rules.

The purpose of this entity is:

- 1) To search both in France and abroad, for items of complete and objective information.
- 2) To make this information available to users in exchange for payment.

**Article 2**

The activity of Agence France-Presse is subject to the following fundamental obligations:

1° Agence France-Presse cannot, under any circumstances, take into account influences or considerations likely to impair the accuracy or objectivity of the information; it must not in any circumstances come under the legal or actual control of any ideological, political or economic group.

2° Agence France-Presse must to the full extent of its resources, develop its activities and perfect its organisation with a view to providing French and foreign users accurate, impartial and trustworthy information, regularly and without interruption.

3° The Agency must, to the full extent of its resources, ensure the existence of a network of institutions giving it the character of a worldwide news organisation.

### Article 3

. Amended by LAW no. 2015-433 of 17<sup>th</sup> April 2015 – Art. 12 – OJFR no. 0091 18th April 2015

A Higher Council is created, tasked with guaranteeing the continued existence of Agence France-Presse and ensuring that the obligations set out in Article 2 are observed. It shall meet at least once each semester following an agenda established by its President and CEO.

The Higher Council may send to the Chief Executive Officer non-binding comments about the implementation of Agence France-Presse's strategy. It shall be consulted by the Chief Executive Officer prior to any strategic decision for Agence France-Presse, as well as about proposed contracts for goals and resources.

The Chief Executive Officer shall provide the higher Council with all documents and information deemed useful by the Council for the performance of its missions. He shall respond to its convocations to report on the activity, management, and independence of Agence France-Presse.

The Higher Council may make its comments public.

Each year, it shall report on the economic, financial, and social conditions of the agency, as well as its performance of the obligations set forth in Article 2 in the report submitted to Parliament prior to 30<sup>th</sup> June.

### Article 4

. Amended by LAW no. 2015-433 of 17<sup>th</sup> April 2015 – Art. 13 and 15 – OJFR no. 0091 18th April 2015

The composition of this Higher Council is as follows:

One sitting member of the State Council, elected by the general assembly of the State Council, [will be] the Chairman, having a casting vote;

One sitting official magistrate of the Court of Cassation, elected by the general assembly of said court;

Two representatives of managers of publishers of daily newspapers appointed by the most representative professional organisations; the representative value of these organisations is assessed according to the conditions laid down by law No. 53-287 of 7<sup>th</sup> April 1953 and the texts published for its application;

One professional journalist appointed by the most representative professional organisations;

One representative from the national broadcasting companies governed by title III of Law No. 86-1067 of the 30<sup>th</sup> September 1986 respecting freedom of communication, appointed under the conditions established by the State Council decree provided for in Article 17 of this law;

Two members of Parliament appointed, respectively, by the permanent commissions tasked with cultural affairs at the National Assembly and at the Senate.

The Higher Council is formed in such way that the discrepancy between the number of men appointed, on the one hand, and women appointed, on the other, shall not be more than one.

The members of the Higher Council are appointed for five years. Their appointment is renewable one time. It is incompatible with one of a member of the board of directors or a member of the finance committee.

The term of office of any member who no longer acts in the capacity by virtue of which he was appointed shall be automatically terminated. When the term of office of any member ends for any reason whatsoever before the normal term, the term of office of his successor ends at the same time as that of the other members of the council.

The operating procedures of the Higher Council and the conditions under which its expenses shall be paid are established by the State Council decree provided for in Article 17 of this law.

## Article 5

Any deed likely to constitute a breach of the obligations stipulated in Article 2 may be submitted to the Higher Council by a user, a professional press organisation or according to the conditions provided for in Article 12, by the Finance Commission.

Within a period of three months the Higher Council assesses whether the deed submitted to it constitutes a breach of the obligations in Article 2.

If this is the case, it conveys all useful remarks and injunctions to the Board of Directors and the Chief Executive Officer.

If the deed under investigation relates to a decision made by the Board of Directors, the Higher Council may suspend its execution and request the Board to proceed with a second deliberation which must take place within one month. A majority of thirteen votes is necessary for maintaining the questioned decision.

If the deed under investigation is the result of serious misconduct committed by the Chief Executive Officer, the Higher Council, after obtaining the opinion of the Board of Directors, deliberating without the presence of the Chief Executive Officer, may order the termination of the latter's term of office.

A report recounting the activity of Agence France-Presse in light of the obligations stipulated in Article 2 shall be submitted to the Higher Council by the Chief Executive Officer at the beginning of each year.

## Article 6

Agence France-Presse is administered by a Board of Directors whose Chairman is the Chief Executive Officer of the Agency. The Board of Directors meets at least four times per year.

## Article 7

In addition to the Chairman, the Board of Directors is composed of:

1° Five representatives of the managers of French publishers of daily newspapers appointed by the most representative professional organisations; the representative value of these organisations is assessed according to conditions laid down by law No. 53-287 of 7<sup>th</sup> April 1953 and the texts published for its application;

2° Two representatives from the national broadcasting companies covered by the aforementioned title III of Law No. 86-1067 of 30 September 1986 appointed under conditions laid down by the decree of the State Council provided for in Article 17 of this law;

3° Three representatives from the public services who are users of the Agency appointed under the same conditions and respectively by the Minister of Foreign Affairs, the Minister in charge of Communication and the Minister in charge of the Economy;

4° Three representatives of the Agency staff, namely:

a) Two professional journalists elected by the assembly of professional journalists belonging to the editorial staff of the Agency;

b) One official belonging to the other categories of staff, elected by all the officials of these categories.

5° Five dignitaries appointed by the Higher Counsel due to their knowledge of media and digital technologies and their economic and managerial skills and abilities, at least three of them possess significant experience on the European or international stage. These people may belong neither to the administrative body nor to companies from which other members of the Board of Directors come or from which members of the Higher Counsel come.

The Board elects its Vice President by a majority vote, chosen from those members who represent the managers of publishing companies. The Chief Executive Officer does not take part in the vote.

The term of office of the members of the Board of Directors is five years. Their term of office is renewable. However, the terms of office of the public services representatives may be terminated at any time by the Minister of the public service to which they belong.

The term of office of any member who no longer acts in the capacity by virtue of which he was appointed shall be automatically terminated.

In the event of the termination of the term of office of a member for any reason whatsoever, the term of office of his successor shall end at the same time as that of the other members of the Board.

The prohibitions provided by article L.249-1 of the commercial code are applicable to members of the Board of Directors.

The Board of Directors is comprised such that the discrepancy between the number of men appointed, on the one hand, and women appointed, on the other hand shall not be greater than one.

## Article 8

The Board of Directors shall be vested with the broadest powers for the management and administration of the Agency.

The Chief Executive Officer is responsible for preparing and implementing decisions by the Board of Directors, managing all of the Agency's services and representing the Agency.

The Vice President assists or replaces the Chief Executive Officer in his representation duties. In the absence of the Chief Executive Officer, the chairmanship of the Board of Directors is provided by the Vice President, or in his absence, a director chosen by the Board of Directors from among its members. The other powers and duties of the Chief Executive Officer are, similarly, performed by the managers or department heads of the Agency who have been delegated by the Chief Executive Officer for this purpose with the Board of Directors' agreement.

The powers of the Board of Directors and of the Chief Executive Officer respectively are specified in the decree of the State Council provided for in Article 17 of this law.

The Board of Directors may delegate some of these powers to the Chief Executive Officer.

## Article 9

The Bylaws of the Agency's staff is established by the Board of Directors at the proposal of the Chief Executive Officer and after the Finance Commission has given its opinion.

It is defined by reference to the collective bargaining agreements which govern the staff of press companies.

## Article 10

. Amended by LAW no. 2015-433 of 17<sup>th</sup> April 2015 – Art. 13 and 15 – OJFR no. 0091 18th April 2015

The Chief Executive Officer is appointed, within three months of the post being vacated, by the Board of Directors from outside its members for a period of five years which may be renewed.

This appointment must be secured with at least thirteen votes, on the basis of the presentation of a strategy proposal evaluated by the Board of Directors.

If no name obtains this number of votes after three rounds of voting carried out under the conditions laid down by the State Council decree, the Higher Council shall propose two candidates to the Board of Directors; whichever of these candidates obtains the simple majority of the votes is elected Chief Executive Officer.

Termination of the term of office of the Chief Executive Officer may be decided by the Board of Directors for serious mismanagement committed during the performance of his duties or for an act not consistent with the fulfilment of his mandate. This decision must be reached without the presence of the Chief Executive Officer with at least thirteen votes.

In the event a proposal for the application of the preceding paragraph is rejected, or when it was not possible to assemble thirteen members of the Board of Directors during two meetings convened at an interval of fifteen days in order to decide on such a proposal, a complaint may be presented by at least three members of the Board of Directors to the Higher Council which will issue a ruling.



## Article 11

The Chief Executive Officer holds civil liability towards the Agency for any gross misconduct which he may have committed in the performance of his duties. He may be held liable by the President of the Finance Commission as provided for in Article 12 below, who to that end brings actions against him on behalf of Agence France-Presse.

## Article 12

. Amended by LAW no. 2015-433 of 17<sup>th</sup> April 2015 – Art. 13 and 14 – OJFR no. 0091 18th April 2015

A Finance Commission of Agence France-Presse is created.

This commission is composed of three sitting members of the State Audit Office appointed by the First President, one of whom chairs the Commission. The members of the finance commission are appointed for a term of five years. Their term of office may be renewed.

The annual statement of estimated income and expenditure is referred to the Finance Commission.

The Commission examines whether this statement establishes a real balance between income and expenditure. If this is not the case, it returns the statement to the Chief Executive Officer who convenes a new meeting of the Board of Directors in order to achieve this balance.

The Finance Commission is responsible for on-going general auditing of the financial management of Agence France-Presse. Annually, it ensures that the financial compensation paid by the State, provided in article 13, does not exceed the net costs generated by the performance of its public purpose missions.

It is vested with the broadest powers of investigation both of documentary evidence and on the premises. It conveys all useful remarks on the financial management to both the Chief Executive Officer and the Board of Directors. The members of the Finance Commission sit on the Board of Directors in an advisory capacity.

If the Finance Commission finds that, in spite of its remarks, the Board of Directors has not taken all the necessary steps to ensure the financial balance of

the Agency, it may, after approval by the Higher Council, ask for the appointment of a temporary administrator who is appointed at the request of the Chairman of the commission by the Presiding Judge of the Commercial Court; thereafter, within a period of six months, an early renewal of the Board of Directors is carried out under the conditions laid down by decree of the State Council provided for under Article 17 of this law.

The office of the temporary administrator ends as soon as the new Board takes office.

The Finance Commission audits the accounts of Agence France-Presse.

It sends an annual report on the financial management of Agence France-Presse to the Board of Directors, which informs the Higher Council thereof.

It may draw the attention of the Higher Council to any facts it has observed that are likely to constitute a disregard of the obligations defined in Article 2 above.

### Article 13

. Amended by LAW no. 2015-433 of 17<sup>th</sup> April 2015 – Art. 14 – OJFR no. 0091 18th April 2015

The resources of Agence France-Presse are constituted by proceeds from the sale of documents and information services to its customers, by payment by the State of net costs generated by the fulfilment of its public purpose missions, as defined in Articles 1 and 2 of this law and by income from its assets.

Those activities of Agence France-Presse that are not covered by the public purpose missions defined in articles 1 and 2 receive separate accounting treatment.

The conditions of sale to public departments of the State are established by an agreement between the State and Agence France-Presse; this agreement establishes the number and rate of subscriptions taken out by such departments, on the basis of the agency's general price tables. It stipulates the conditions for their revision.

It may be revised in the event of variation of the conversion rate applicable to international telegraph and radiotelegraph taxes.

## Article 14

. Amended by LAW no. 2015-433 of 17<sup>th</sup> April 2015 – Art. 14 and 15 – OJFR no. 0091 18th April 2015

Agence France-Presse may only be dissolved by a law.

In the event of insolvency recorded by the Commercial Court at the request either of the Board of Directors, the Finance Commission, or creditors, the Government must, within the period of one month, submit all useful information to Parliament so as to allow it to approve a bill seeking either to establish the conditions under which Agence France-Presse may continue its activity, or decide upon the winding-up of the Agency and the liquidation of its assets. In each of the scenarios, the provisions of book VI of the commercial code pertaining to the determination of claims and the settlement of debts with creditors shall apply. The State's liability may not be substituted for that of Agence France-Presse vis-à-vis its creditors. Temporary administration of Agence France-Presse may be provided for by decree of the State Council until the law takes effect.

## Article 15

. Amended by LAW no. 2015-433 of 17<sup>th</sup> April 2015 – Art. 15 – OJFR no. 0091 18th April 2015

The Commercial Court may order such forfeitures as are provided by article L.249-1 of the Commercial Code against the Chief Executive Officer and other members of the Board of Directors.

## Article 16

. Amended by Decree No.81-156 1981-02-18 Article 1 OJFR 20<sup>th</sup> February 1981

The order of 30<sup>th</sup> September 1944 concerning the temporary creation of Agence France-Presse is repealed.

The premises, facilities, equipment and other assets made available to the Agency by Article 2 of the order of 30<sup>th</sup> September 1944 or acquired since by it are made available free of charge to the entity created by this law for a duration

of three years, renewable by decree of the Council of Ministers, until a definitive decision is reached with respect to the future of said assets.

As regards the buildings in the course of construction intended for Agence France-Presse, an agreement between the State and the new agency will establish the conditions under which they may be placed at the disposal of or transferred to the latter.

Agence France-Presse is moreover subrogated generally in the rights and obligations of the entity created by the order of 30<sup>th</sup> September 1944.

Any transfer of the aforementioned assets and rights does not give rise to any payment to the Treasury. All deeds and agreements for the application of this Article are exempt from stamp duty as well as registration and mortgage duties.

#### Article 17

- Amended by LAW no. 2015-433 of 17<sup>th</sup> April 2015 – Art. 12 – OJFR no. 0091 18th April 2015

A decree by the Council of State establishes the conditions for applying this law.

*By the President of the Republic:*

RENE COTY.

*The President of the Council of Ministers*

GUY MOLLET

*The Minister of State, Keeper of the Seals, responsible for Justice,*

FRANÇOIS MITTERAND

*The Minister of Foreign Affairs*

CHRISTIAN PINEAU

*The Minister of Economic and Financial Affairs*

PAUL RAMADIER

*The Minister of Social Affairs, Interim Minister of Overseas France*

ALBERT GAZIER

*The Minister of Social Affairs*

ALBERT GAZIER

**Decree no. 57-281 of 9<sup>th</sup> March 1957**  
**instituting a public administration regulation for the application of law**  
**No. 57-32 of 10<sup>th</sup> January 1957**  
**establishing the bylaws of the Agence France-Presse**

Updated version as at 23<sup>rd</sup> June 2015

The President of the Council of Ministers,

On the report of the Secretary of State to the President of the Council, responsible for information, of the Minister of State, Keeper of the Seals, responsible for Justice, of the Minister of Foreign Affairs, of the Minister of Economic and Financial Affairs, of the Minister of Overseas France, of the Minister of Social Affairs, of the Secretary of State for Economic Affairs and of the Secretary of State in charge of the Budget,

Considering law No. 57-32 of 10<sup>th</sup> January 1957 establishing the bylaws of Agence France-Presse and particularly Article 17 thereof pursuant to which a public administration regulation will establish the conditions of application of this law;

The Council of State having been heard,

## **Chapter 1: Higher Council of Agence France-Presse**

### **Article 1**

. Amended by Decree No. 2015-721 of 23<sup>rd</sup> June 2015 – Art. 12 – OJFR No. 0145 25<sup>th</sup> June 2015

The list of members of the Higher Council of Agence France-Presse, appointed under conditions established in Article 4 of the law of 10<sup>th</sup> January 1957, is published in the Official Journal of the French Republic.

For application of the parity rule provided in the eighth paragraph of Article 4 of the aforementioned Law of 10<sup>th</sup> February 1957:

1° *The* members elected by virtue of the second and third paragraphs of Article 4 of this same law shall be of different sexes;

2° The two representatives of the directors of publishing companies of daily newspapers appointed by virtue of the fourth paragraph of this same article shall be of different sexes;

3° The two members of parliament appointed by virtue of the seventh paragraph of the same article shall be of different sexes;

4° The representative from the professional organizations representing journalists having been appointed by virtue of the fifth paragraph of the same article, the representative from the national broadcasting companies, appointed in application of the sixth paragraph thereof, must be of the other sex;

5° Should a member, during his or her term of office, cease serving in that capacity, his/her replacement must be of the same sex.

## Article 2

. Amended by Decree No. 2015-721 of 23<sup>rd</sup> June 2015 – Art. 3 – OJFR No. 0145 25<sup>th</sup> June 2015

The representative of the national broadcasting companies covered by title III of Law No. 86-1067 of 30 September 1986 pertaining to freedom of communications on the Higher Council of Agence France-Presse is appointed by the Minister in charge of communication from among highly qualified dignitaries in radio and television broadcasting.

## Article 3

. Amended by Decree No. 2015-721 of 23<sup>rd</sup> June 2015 – Art. 3 – OJFR No. 0145 25<sup>th</sup> June 2015

The Higher Council meets at least once per semester when convened by its Chairman. It can only deliberate if at least four of its members attend the meeting.

Resolutions are passed by majority vote of the members present. In the event of a tie, the Chairman casts the deciding vote.

The Higher Council establishes its internal rules which specifically may institute voting by secret ballot. In the event of a tie, however, the Chairman must make his vote known in the conditions provided for by the internal rules. Members of the Higher Council are bound by the secrecy of the ballot.

#### Article 4

In the event of absence or incapacity of the Chairman, the Higher Council may deliberate under the chairmanship of the magistrate appointed by the Court of Cassation, who then has the casting vote.

#### Article 5

The General Secretary of the Higher Council is chosen from among the members of the administrative or legal areas.

The General Secretary and officials placed at his disposal are appointed by the Chairman of the Higher Council.

#### Article 6

Matters submitted to the Higher Council are the subject of a report. The Higher Council appoints the rapporteurs from among its members or, exceptionally, from among the members of the administrative or legal areas.

The rapporteurs who are not members of the Higher Council attend the meetings during which their report is discussed in an advisory capacity.

#### Article 6b

. Created by Decree No. 2015-721 of 23<sup>rd</sup> June 2015 – Art. 5 – OJFR No. 0145 25<sup>th</sup> June 2015

When consulted by the Chief Executive Officer of Agence France-Presse about the proposed contract for objectives and resources, the Higher Council shall make its comments within four weeks.



## Article 7

Expenses of the Higher Council are borne by Agence France-Presse. They include:

Compensation or fees allocated to the Chairman, members of the council, rapporteurs, the General Secretary and officials of the Secretary's office, as determined by decree of the Minister for the Budget;

Allowances for travel expenses as determined for Group I Government employees;

Administrative operation and equipment expenses.

The expenditure forecast is drawn up for each fiscal year by the Higher Council, after the Finance Commission has given its opinion. Statements of allowances, expenses and fees are certified as accurate by the Chairman of the Higher Council and the corresponding expenses are incurred by the Chief Executive Officer of Agence France-Presse within the limits of the appropriations established by the forecast.

## Chapter II: Board of Directors

### Article 8

. Amended by Decree No. 2015-721 of 23<sup>rd</sup> June 2015 – Art. 6 – OJFR No. 0145 25<sup>th</sup> June 2015

The directors enjoy their civil and political rights and not be subject to any bars provided by article 131-27 of the criminal code, any personal bankruptcy measures as contemplated by article L.653-1 of the commercial code, or any other bars mentioned in articles L.653-2 to L.653-11 of the same code.

Any member who no longer acts in the capacity by virtue of which he was appointed or whose duties are terminated by the authority who appointed him, must be replaced within three months.

### Article 9

The Minister of Communication appoints the two representatives from the national broadcasting companies covered by title III of law No. 86-1067 of 30<sup>th</sup> September 1986 to the Board of Directors of Agence France-Presse following consultation with the presidents of these companies.

## Article 10

. Amended by Decree No. 2015-721 of 23<sup>rd</sup> June 2015 – Art. 8 – OJFR No. 0145 25<sup>th</sup> June 2015

The Minister of Communication, the Minister of Foreign Affairs and the Minister in charge of the Economy choose their representative from among the actively-serving officials with a rank equal at least to that of second class civil administrator, at least 30 years of age or having eight years' service and belonging either to the administrations placed under their authority or to a Higher Public Authority.

## Article 11

. Amended by Decree No. 2015-721 of 23<sup>rd</sup> June 2015 – Art. 9 – OJFR No. 0145 25<sup>th</sup> June 2015

For the election of its representatives to the Kappa board of Directors, all the staff of Agence France-Presse employed full time for at least six months before the date of the elections are divided into two colleges, each electing from among its members:

1° Two representatives, for the college comprising journalists holding the professional identity card and who are editorial staff members of the agency. These representatives are elected by slate vote without combination with proportional representation of the greatest average. Each list is comprised with alternation of one candidate from each sex and must contain four candidates. The second elected person must be a woman if the first elected person is a man and conversely. To this end, and as needed, a person placed in the second position on a list shall be proclaimed elected;

2° One representative for the college comprising agents from other staff categories, by majority ballot. Each candidate presents him/herself with a replacement of the same sex.

In the event of death or resignation of a staff representative from the Board of Directors of Agence France-Presse, the following person on the list of the same sex or his/her replacement shall succeed him/her for the remaining term of his/her office.

The vote takes place by correspondence, in a sealed envelope, or electronically, by a single secret round of voting.

A decision of the Chief Executive Officer of Agence France-Presse, submitted to the approval of the Higher Council, determines the date and organisation of the elections.

### Article 11b

. Amended by Decree No. 2015-721 of 23<sup>rd</sup> June 2015 – Art. 10 – OJFR No. 0145 25<sup>th</sup> June 2015

For application of the parity rule provided in the last paragraph of article 7 of the aforementioned Law of 10<sup>th</sup> February 1957:

1° The gap between the number of women in the number of men from among the five representatives of the directors of publishing companies of daily newspapers appointed by the most representative professional organizations by virtue of 1° of article 7 of the aforementioned Law of 10<sup>th</sup> February 1957 must not be greater than one;

2° The two representatives from the national broadcasting companies appointed in application of 2° of the same article must be a woman and a man;

3° The three representatives from the public departments that are users of the agency appointed in application of 3° of the same article, by the Minister of Foreign Affairs, the Minister of Communication, and the Minister in charge of the Economy must include at least one woman and at least one man;

4° The Higher Counsel establishes the distributional by sex of the five dignitaries that it appoints by virtue of 5° of the same article so as to ensure compliance with the parity rule provided in its last paragraph, given the appointments that have already been made in application of 1° to 4° of said article.

5° Should a member leave his/her position during his/her term of office, his/her replacement must be of the same sex.

## Article 12

. Amended by Decree No. 2015-721 of 23<sup>rd</sup> June 2015 – Art. 11 – OJFR No. 0145 25<sup>th</sup> June 2015

In the case provided for in the eighth paragraph of Article 12 of the law of 10<sup>th</sup> January 1957, the temporary administrator initiates elections of the representatives of the Agency's staff to be held and instigates the appointment of the remaining members of the Board of Directors.

## Article 13

. Amended by Decree No. 2015-721 of 23<sup>rd</sup> June 2015 – Art. 12 – OJFR No. 0145 25<sup>th</sup> June 2015

The Board of Directors meets when convened by its Chairman as often as is required for the functioning of the Agency. The Chairman must convene it if it is so requested by at least one-quarter of its members or by the Chairman of the Finance Commission.

A member of the Board of Directors may be represented by another member. No member, however, may hold more than one vote in addition to his own.

The presence of at least nine members is necessary to enable the Board of Directors to deliberate validly. If this condition is not fulfilled, the Board of Directors is again convened within a period which may not be less than three days or more than ten days. In this second meeting, the deliberations are valid irrespective of the number of members present, but they only deliberate on the items of the agenda of the first meeting.

Subject to the provisions of Article 16 below, resolutions are passed by a majority vote of the members present or represented. In the event of a tie, the Chairman casts the deciding vote.

Deliberations are recorded in minutes entered in a special register and signed by the Chairman and by the Secretary appointed by the Board.

## Article 14

. Amended by Decree No. 2015-721 of 23<sup>rd</sup> June 2015 – Art. 13 – OJFR No. 0145 25<sup>th</sup> June 2015

The Board of Directors is vested with the broadest powers for the management and administration of Agence France-Presse, to act on behalf of the latter, to accomplish or authorise all deeds and operations relating to its purpose.

In particular it has the powers listed in the following paragraphs, including but not restricted to:

1° Appointment of the Chief Executive Officer and Vice-President; establishing the staff bylaws under the conditions provided for in Article 9 of the law of 10<sup>th</sup> January 1957;

2° Drawing up annual statements of estimated income and expenditure, the inventory, balance sheet and the profit and loss statement;

3° Establishing and amending the general conditions for provision of information services and the sale and purchase of documents, taking into account in particular the provisions of Article 13 paragraphs 2 and 3 of the law of 10<sup>th</sup> January 1957;

4° Acquisitions of stakes in any French or foreign companies already formed or to be formed, within the context of the Agency's purpose and its fundamental obligations;

5° Authorisation of loans, advances, borrowings;

6° Opening of offices or branches wherever deemed necessary, and fulfilling the formalities required by the laws of the countries in which the Agency carries out its work;

7° Purchases, sales, leases, exchanges and disposals of personal property and real estate, as well as withdrawals, transfers, conversions and disposals of securities, registration of all personal or real estate guarantees on the Agency's property;

8° Entering into agreements, treaties and contracts, instituting all proceedings before all jurisdictions, both as plaintiff and defendant, subject to the provisions of Article 11 of the law of 10<sup>th</sup> January 1957; authorisation of all settlements, agreements and withdrawals;

9° Approval of the contract for goals and resources entered into between Agence France-Presse and the State, following an opinion by the Higher Counsel.

The Board of Directors may delegate the exercise of some of its powers permanently or temporarily to the Chief Executive Officer, with the exception of those referred to in paragraphs 1 to 4 above. As regards the operations referred to in paragraph 5, delegation may only be given for sums less than the maximum fixed by decision of the Board of Directors, approved by the Finance Commission.

Decisions of the Board of Directors and the Chief Executive Officer, which include incurring expenditure, may only be taken within the limit of the appropriations corresponding to expenditure of the kind provided for in the estimated statements.

### Article 15

Any agreement between Agence France-Presse and one of its directors, either directly or indirectly or through an intermediary, must be previously authorised by the Board of Directors.

The same applies to agreements between Agence France-Presse and another company if one of the directors of the Agency is the owner, named partner, manager, director or president of the company. A director who finds himself in one of the cases provided for must disclose the fact to the Board of Directors.

The agreements referred to in the foregoing paragraphs must be approved by the Finance Commission.

The foregoing provisions are not applicable to normal agreements relating to the operations of Agence France-Presse with its customers.

The directors are forbidden from contracting loans from the Agency in any form whatsoever, having Agence France-Presse grant them an overdraft on a current account or otherwise, or having the Agency stand as surety or become the guarantor of their undertakings towards third parties.

## Chapter III: Chief Executive Officer

### Article 16

. Amended by Decree No. 2015-721 of 23<sup>rd</sup> June 2015 – Art. 14 – OJFR No. 0145 25<sup>th</sup> June 2015

The Chief Executive Officer is appointed according to the conditions set out in Article 10 of the law of 10<sup>th</sup> January 1957 by secret ballot.

The Board of Directors meets on the initiative and under the chairmanship of the most senior in age for the election of the Chief Executive Officer.

If during the first round of voting no candidate gets the required thirteen votes, a second round and if necessary a third round is carried out. After each voting round, the Board of Directors decides whether the following round shall be conducted immediately or within a period of time which must not exceed five days.

Within eight days of the third negative voting round, the Higher Council proposes two candidates to the Board of Directors. The Chief Executive Officer is then elected by majority vote relative to those members present or represented.

## Article 17

. Amended by Decree No. 2015-721 of 23<sup>rd</sup> June 2015 – Art. 15 – OJFR No. 0145 25<sup>th</sup> June 2015

The Chief Executive Officer ensures, under his responsibility, the general management of the Agency and represents it. He prepares and carries out the resolutions of the Board of Directors. He exercises the powers which were delegated to him by the latter. He directs all the services of the Agency. He appoints and dismisses officials and directors, under the conditions provided for according to the staff bylaws. He has the power to sign for the Agency.

The Chief Executive Officer submits the draft contract for goals and resources between the State and Agence France-Presse to the Higher Counsel, prior to the signature thereof. He submits the Higher Counsel's comments to the Board of Directors and to the Minister in charge of Communication upon receipt.

The Chief Executive Officer sends development or modernization projects for the Agency to the Higher Counsel for opinion when they involve a strategic decision. Comments issued by the Higher Counsel are forwarded to the Board of Directors.

He may, with the agreement of the Board of Directors, delegate signing to managers or department heads of the Agency for day to day management tasks.

In the event of absence or incapacity of the Chief Executive Officer, his powers are exercised according to the conditions provided for in the third paragraph of Article 8 of the law of 10<sup>th</sup> January 1957. If the chairman is temporarily unable to delegate to the managers or department heads of the Agency, the Board of Directors may do so automatically.

## **Chapter IV: Finance Commission**

### **Article 18**

. Amended by Decree No. 2015-721 of 23<sup>rd</sup> June 2015 – Art. 16 – OJFR No. 0145 25<sup>th</sup> June 2015

The Finance Commission meets when convened by its Chairman. If the Chairman is incapable, he is replaced by elder and highest-ranking of the two other members of the Commission belonging to the State Audit Office. The Finance Commission can only deliberate if at least two of its members attend the meeting. In the event of a tie, the Chairman casts the deciding vote.

Magistrates of the State Audit Office or Certified Public Accountants may be added to the Commission as rapporteurs.

### **Article 19**

The Finance Commission draws up its internal rules which, in particular, specify the conditions in which permanent general verification of the financial management and auditing of accounts is carried out and final discharge is given to the directors for their management.

### **Article 20**

Operating expenses of the Finance Commission are borne by the Agency.

They include:



Compensation or fees allocated to the Chairman, members of the Commission, rapporteurs and officials of the Secretary's office, established in accordance with what is provided for in Article 7 above;

Travel expenses as established for Group Government employees;

Administrative operations and equipment expenses.

## **Chapter V: Financial Management**

### **Article 21**

Statements of anticipated income and expenditure are drawn up for the period from 1<sup>st</sup> January to 31<sup>st</sup> December each year. Income, estimated according to the proceeds of the previous financial year, must cover annual operating and equipment expenditure, to which would be added the deficit, if any, of the previous year.

Forecasts established by the Board of Directors are passed to the Finance Commission no later than 15<sup>th</sup> November preceding the start of the financial year. The Commission examines whether these forecasts ensure an actual balance of income and expenditure; if not, it returns the forecasts to the Chief Executive Officer before 1<sup>st</sup> December. A further deliberation of the Board of Directors must be held within fifteen days of the Chief Executive Officer's receipt of the Finance Commission's remarks.

If in the course of the financial year it appears to the Finance Commission that the balance between income and expenditure provided for in the forecasts is broken, it may request the Chief Executive Officer to convene the Board of Directors, which must meet within fifteen days of this request and take all necessary measures.

### **Article 22**

The inventory, balance sheet and profit and loss statement are drawn up and sent to the Finance Commission within six months of the close of the financial year.

The Finance Commission expresses its opinion in the year following the close of the financial year.

## Chapter VI: Temporary Measures

### Article 23

For the constitution of the first Board of Directors, a decree of the Minister responsible for information will organise the elections of Agency staff representatives according to the conditions laid down in the first two paragraphs of Article 11 above.

### Article 24

The first financial year of Agence France-Presse will comprise the time elapsed since the appointment of the Chief Executive Officer until 31<sup>st</sup> December 1957.

### Article 25

The Minister of State, Keeper of the Seals, responsible for Justice, the Minister of Foreign Affairs, the Minister of Economic and Financial Affairs, the Minister of Overseas France, the Minister of Social Affairs, the Secretary of State to the President of the Council [of Ministers], responsible for information, the Secretary of State for Economic Affairs, and the Secretary of State of the Budget are instructed, each in those matters that concern them, to enforce this decree which will be published in the Official Journal of the French Republic.

By the President of the Council of Ministers,

GUY MOLLET

The Minister of State, the Keeper of the Seals, responsible for Justice,

FRANÇOIS MITTERAND

The Minister of Foreign Affairs

CHRISTIAN PINEAU

The Minister of Economic and Financial Affairs

PAUL RAMADIER

The Minister of Overseas France

GASTON DEFFERRE

The Minister of Social Affairs

ALBERT GAZIER

The Secretary of State for the President of the Council [of Ministers], responsible  
for Information

GERARD JACQUET

The Secretary of State for Economic Affairs

JEAN MASSON

The Secretary of State for the Budget

JEAN FILIPPI

