

# Association Typographique Internationale (ATypI)

Approved 2004 Minor Revision to the Statutes

Revision 4.0

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## MOTION REGARDING REVISION OF THE STATUTES OF ASSOCIATION TYPOGRAPHIQUE INTERNATIONALE

(1) Effective immediately, ATypI accepts the following text as their Statutes, thereby replacing the statutes from September 25, 1995.

(2) ATypI agrees that “the Moral Code of the Association Typographique Internationale” (“Code Morale”) is no longer conforming to the Association’s objectives and therefore decides to retire the Code Morale document without replacement.

This motion was passed by the General Assembly at the Annual General Meeting of ATypI on October 3, 2004 in Prague by a vote of 73 Yes, 3 No, and 12 Abstaining.

The tellers who counted the votes for this election were:

John Berry

Peter Bain

Tiffany Wardle

Wolfgang Homola

Prague, October 3, 2004

# THE STATUTES OF THE ASSOCIATION TYPOGRAPHIQUE INTERNATIONALE

*as revised in Prague on October 3, 2004*

## I NAME, DOMICILE, PURPOSE

### Article 1 Name, Domicile

The Association Typographique Internationale, hereinafter referred to as ATypI, is a not-for-profit corporation registered in the State of New Jersey, United States of America. The operation of ATypI is governed under the law of the State of New Jersey, United States of America.

### Article 2 Objective and Purpose

The objective and purpose of ATypI is the integration of all those who are involved in the field of typography through their profession or their interests. Especially:

- type designers and typographers
- educators in graphic design and educational institutions
- manufacturers of typesetting equipment of all sorts and typographic software
- printers and advertising agencies
- professional organizations and associations
- as well as all people, companies, associations, groups, or clubs interested in typography

can belong to the Association if they are willing to morally support the aims of ATypI and, in a joint effort, are willing to do what they can to promote good typography and to facilitate the dissemination of a critical understanding of typographical issues as well as the preservation of the association's basic principle with regard to the currently valid laws.

In addition, the Association has set the following goals:

- a to promote the creation of type and to obtain legal protection for types and typography in the form of laws and international agreements;
- b to oppose all unauthorized copying with every appropriate means, and
- c to ensure among its members the observance of the laws governing the protection of industrial and intellectual property rights and copyrights;

- d to support work toward the creation of an international agreement that will specifically protect type and graphic designs;
- e to provide an arbitration procedure to decide typographical matters;
- f to maintain contact to and co operation with organizations and associations that pursue similar goals;
- g to create an international documentation center for typographical issues;
- h to establish an information and co ordination center for the members so as to prevent them from being held liable for damages due to ignorance of other people's work;
- i to support members in protecting their typographical interests;
- j to act as arbitrator in typographical disputes between the members themselves or between members and third parties;
- k and finally, to promote a critical understanding of typographical issues through the organization of exhibitions, publications, films, meetings, and other public relations events.

## II MEMBERSHIP

### Article 3 Members

The Association is made up of active and honorary members. Anyone who has a genuine interest in the goals of the Association and recognizes its basic principles can become an active member. The title of an Honorary member can be conferred by the administrative board (board of directors).

### Article 4 Attaining Membership Status

To become a member, a written application must be submitted to the administrative board (board of directors) who decides on acceptance. If an application is turned down, an explanation is not required.

### Article 5 Leaving the Association

Members can leave the Association at any time provided they comply with the six month period of notice before the end of the fiscal year. A written statement of the intention to leave has to be submitted to the administrative board (board of directors). Leaving the Association does not release members from their duty of meeting any financial obligations to the Association and from paying membership dues for the current business year.

## Article 6 Exclusion

The administrative board (board of directors) can exclude any member from the Association if the continuation of membership is unacceptable to the Association. An example would be the case when the member has repeatedly or gravely violated the regulations of article 7 or the other statutes, objects and regulations of the Association. Exclusion does not release members from their duty of meeting any financial obligations to the Association and from paying membership dues for the current business year.

## Article 7 Admission, Membership Dues

The general assembly (Association convention) determines the amount of the admission fee, paid once by the members when joining the Association, and the membership dues, paid by the members each business year. The amount of membership dues for company members is determined individually according to the size and importance of the company. Honorary members are exempt from paying membership dues. The admission fee is due upon joining the Association whereas the annual membership dues for each business year must be paid in the first quarter of each year.

# III ASSETS, LIABILITY

## Article 8 Financial Means

The Association finances its activities through

- a one time admission fees
- b annual membership dues
- c contributions from sponsors and public institutions as well as donations and settlements of all kinds
- d voluntary special contributions
- e income from ATypI activities
- f interest and income from the Association's assets

## Article 9 Liability

ATypI shall indemnify and hold harmless, any director and/or officer who is, was, or is threatened to be a party in any action by reason of the fact that they are, or were, a director or officer of ATypI, against any expenses (including reasonable attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, provided they acted in good faith and in a manner they reasonably believe or believed to be in the interests of ATypI, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was

unlawful. Furthermore, to the extent that any director and/or officer has been successful on the merits or in defense of any action such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

ATypI shall purchase and maintain insurance on behalf of any person who is or was a director or officer of ATypI against any liability asserted against such person and incurred by such person in any such capacity, or arising out of their status as such, whether or not ATypI would have the power to indemnify such person against liability.

## IV ORGANIZATION

### Article 10 Executive bodies

The executive bodies of the Association are:

- a the general assembly (Association convention)
- b the administrative board (board of directors)
- c the steering committee
- d the national delegations
- e the committees
- f the auditors

### A. THE GENERAL ASSEMBLY (ASSOCIATION CONVENTION)

### Article 11 Authority

The general assembly (Association convention), which is made up of the active and honorary members, is the highest body of ATypI and has the highest decision making powers. It has the following non transferable powers:

- a election of the president of the administrative board (board of directors), the other members of the administrative board (members of the board of directors), and the auditors;
- b determination of the one time admission fees and the annual membership dues;
- c changing the statutes;
- d consenting to the purchase, exchange, and sale of real estate needed for Association purposes, to the raising of a mortgage on such property, to the execution of tenancy

- and leasing agreements, to the obtaining of loans, to the sale or transfer of assets, and the acceptance of gifts and legacies;
- e determination of the budget, passing of the profit and loss statement, the balance sheet and the business report of the administrative board (board of directors) and the auditors cash statement;
- f approval of the acts of the administrative board (the board of directors);
- g confirmation of groups of interested individuals as a committee and confirmation of the elected committee heads;
- h disbanding the Association;
- i voting on all other matters that are reserved for the general assembly (Association convention) by law or statute or the have been transferred to the general assembly by the administrative board (board of directors);

## Article 12 Convening of the General Assembly

The ordinary general assembly (association convention) is convened by the administrative board (board of directors) at least 60 days in advance with an announcement concerning the agenda and suggestions for elections. The ordinary general assembly (Association convention) takes place, if possible, within six months following the end of the business year.

Extraordinary general assemblies (Association conventions) are convened upon the decision of the general assembly (Association convention), the administrative board (board of directors), or at the request of at least one-fifth of the members through the administrative board (board of directors) at least 60 days in advance of the meeting with an announcement concerning the agenda and suggestions for elections.

The request of at least one fifth of the members has to be submitted in writing to the administrative board (board of directors) with a statement concerning the reason and the issues to be recorded including suggestions for elections.

In this case, the administrative board (board of directors) convenes the extraordinary general assembly (Association convention) within three months. Motions for the agenda including suggestions for elections may not be submitted to the administrative board (board of directors) any later than 45 days before the general assembly (Association convention) upon which the administrative board (board of directors) sends the new agenda including suggestions for elections to the members as soon as possible but not later than 30 days prior to the general assembly (Association convention). If elections have been called, voting papers have to be enclosed.

Valid decisions on issues not included in the agenda cannot be made. The general assembly (Association convention) takes place at the registered location of the ATypI or at a location chosen by the administrative board (board of directors).



As needed, the administrative board (board of directors) may convene the general assembly (association convention) electronically, so that members may vote by electronic means.

### Article 13 Chairman, Tellers, Recording Clerk

The president, or if he is unable to attend, a member of the steering committee chosen by the administrative board (board of directors), takes the chair in the general assembly (Association convention). Two members chosen by the general assembly (Association convention) assume the office of tellers. A person who does not have to be a member and who is chosen by the administrative board (board of directors) acts as recording clerk. This person takes the minutes and, in addition, compiles a list with the names and addresses of all members present. The minutes and this list must be signed by the chairman and the recording clerk.

### Article 14 Voting

The general assembly is qualified to decide by vote regardless of the number of members present. General assembly decisions (voting and elections) are made by a simple majority of the members present: The chairman is entitled to cast the deciding vote. Articles 26 and 27 remain unaffected. Votes are taken secretly if this is requested by at least two Association members. Members of the administrative board (members of the board of directors) or auditors do not have the right to vote in decisions concerning the approval of the acts of the administrative board (board of directors) or auditors, respectively. Likewise, a member of the administrative board (member of the board of directors) does not have the right to vote if the decision concerns legal acts or litigation against the Association in which this member, his or her spouse, or his or her immediate relatives are involved. Representation of a member of the Association in the General Assembly is permitted with written authorization as long as the representative is also an Association member.

## B. THE BOARD OF DIRECTORS

### Article 15 Election, Term of Office

The administrative board (board of directors) consists of the president of the administrative board (board of directors) and of at least five but not more than twenty members.

The election of the president and the other members of the administrative board (members of the board of directors) is carried out by the general assembly (Association convention).

The election is held from the body of Association members.

The prerequisite for election is the full possession of civil rights and, in the case of the election of the president, in addition membership of at least one year in the administrative board (board of directors).

Nomination to the administrative board (board of directors) is to be held in such a way that the administrative board will reflect the composition of the ATypI member structure. This structure is defined by the administrative board (board of directors) and is adjusted from time to time.

Election suggestions are to be presented by six members, the administrative board (board of directors), or the committees. These suggestions may not be submitted in writing to the administrative board (board of directors) any later than 45 days prior to the general assembly (Association convention).

Each member nominated for the administrative board (board of directors) has to provide a description of his interests and a brief list of what he plans to do and what he has accomplished. The scope of this description should not exceed 100 words. The description has to be accompanied by a photograph. The election takes place in the general assembly (Association convention).

All members have the right to vote. A postal ballot is possible when authorization has been given. The simple majority of the votes taken is sufficient.

Board members may be re elected. The administrative board may hire a secretary and a treasurer, which can be renewed at any time. If an office is not accepted, or in the case of death, resignation, or other prolonged hindrance of an administrative board member (member of the board of directors), the administrative board (board of directors) can designate substitute members who will remain in office until the next general assembly, at which a corresponding new election will take place.

In the event that the number of administrative board members (members of the board of directors) should drop below five, the remaining members are obliged to complete the administrative board by fulfilling the minimum requirement of five members by appointing substitute members within a period of not more than one month.

Should the next general assembly (Association convention) not confirm the substitute member as a member of the administrative board (member of the board of directors), the decisions, elections and legal actions undertaken by the administrative board (board of directors) still remain legally effective.

The term of office for the president and the other members of the administrative board (board of directors) is three years. After completion of the term of office, each member of the administrative board (member of the board of directors) may be re elected. Members who are elected during a current term of office serve only for the remainder of the term.

The members of the administrative board (board of directors) do not incur any financial or personal obligations because of the office they hold, which is honorary.

## Article 16 Authority, Obligations

The Administrative board (board of directors) represents the Association when dealing with third parties. It decides all matters that are not transferred to the general assembly by the statutes or in isolated cases by the administrative board (board of directors).

Specifically, the administrative board (board of directors) has the following obligations:

- a preparation of the general assemblies (Association conventions) including motions concerning the business and implementation of the decisions made by the general assembly (association convention);
- b preparation of the budget, the profit and loss statement, the balance sheet and supplying the general assembly (Association convention) with the annual report;
- c hiring and dismissal of Association employees as well as arranging for signature authorization of these employees and also for that of the members of the administrative board (members of the board of directors);
- d election of the steering committee;
- e appointment of the national delegations;
- f approval of groups of interested individuals to act as committees;

The administrative board (board of directors) can delegate part or all obligations to the steering committee. In this case, the administrative board (board of directors) establishes rules of procedure.

## Article 17 Administrative Board Meeting (Board of Directors Meeting)

The administrative board (board of directors) meets whenever the president or two of its members deem it necessary. The convening of an administrative board meeting (board of directors meeting) must be announced at least five days in advance. This time period however, may be shortened for matters of great urgency. The invitation is to include the date, time, and location of the administrative board meeting (board of directors meeting) as well as information concerning the matters to be discussed. Decisions on matters not included in the agenda can only be made if all members of the administrative board (board of directors) are present. Presence of at least three members of the administrative board is required for any decision to be valid in law.

Decisions are taken with the majority of votes of the members present; in case of a tie, the regulations of article 19 apply.

## Article 18 Chairman, Recording Clerk

The president, or if he is unable to attend, a member of the steering committee chosen by the members of the administrative board (members of the board of directors) present, takes the chair in board meetings (board of directors meetings). The administrative board

records the minutes of its decisions, which are to be signed by the president or by the vice president who has been authorized by the administrative board (board of directors). The correctness of all copies and excerpts of these decisions, which are to be made available upon request at any time, are confirmed by the president or a member of the administrative board (board of directors).

## Article 19 Voting

The administrative board (board of directors) is qualified to decide by vote if at least three members are present. Administrative board (board of directors) decisions are made by simple majority of the members present. The chairman is entitled to cast the deciding vote.

## Article 20 Steering Committee

The administrative board elects from its body members who will constitute the steering committee for the administrative board's term of office. It is responsible for taking care of administrative matter, the finances, and the observance of the ethical basic principles of the ATypI through the Association.

The steering committee consists of at least three but not more than five members. Re election of its members is permissible.

The administrative board (Board of directors) determines the powers of the steering committee and sets up rules of procedure for its actions.

## Article 21 National Delegations

To form national delegations, the administrative board (board of directors) appoints in countries where it feels such a delegation to be necessary one to three members who represent the Association in their country. The term of office of the national delegates corresponds to the term of office of the administrative board (board of directors) that appoints them.

## Article 22 Committees

Committees are groups of interested individuals to whom the administrative board (board of directors) has conferred the formal committee status. The precondition for this is that the interests of such a group comply with the objectives and purpose of the Association. The decision of the administrative board (board of directors) is to be confirmed by the general assembly (Association convention).

## C. AUDITORS

### Article 23 Election, Duties

The general assembly (Association convention) elects one or more auditors who must be members. The auditors review the profit and loss statement as well as the balance sheet and prepare their report for the general assembly (Association convention).

### Article 24 Term of Office

The auditors' term of office is three years. Re election is permissible without restrictions.

## V

### PROFIT AND LOSS STATEMENT, BALANCE SHEET

### Article 25 Business Year

The Association's business year runs from January 1 until December 31 of the same year.

### Article 26 Net Profit

Any net profit is to be used to reach the goals of the Association in accordance with the decision of the general assembly (Association convention).

## VI

### CHANGES OF STATUTES, DISSOLUTION, LIQUIDATION

### Article 27 Changes of Statutes

Changes of statutes require a majority of 2/3 of the members and representatives present at the general assembly (Association convention).

### Article 28 Dissolution, Liquidation

The Association can be dissolved by a vote of the general assembly (Association convention). The decision on dissolution can also be made in an extraordinary general assembly. A majority of 2/3 of the members and representatives present is necessary for this decision.

In the event of the dissolution of the Association, the general assembly (Association convention) designate one or more representatives who are entrusted with the liquidation of the Association. This general assembly (Association convention) decides on the use of a possible realization surplus.

## VII FINAL REGULATIONS

### Article 29 Effective Date of the Statutes

The statutes that were accepted and went into effect in the constituting general assembly of June 11, 1957 were changed, approved in the general assembly (Association convention) of October 3, 2004 and went into effect immediately, replacing all earlier statutes.

Prague, October 3, 2004