

Revised Statutes of the International Publishers Association 2017

NAME, SEAT and OBJECTS

Article 1: Name, Seat

1. The Association shall be called “International Publishers Association” – “Union Internationale des Editeurs” – “Internationale Verleger-Union” – “Unión Internacional de Editores” – “اتحاد الناشرين الدوليين” – “Международная ассоциация издателей” – “国际出版商协会” – “União Internacional de Editores” – and has its seat in Geneva, Switzerland.
2. The Association is governed by the present Statutes as amended from time to time in accordance with Article 25, and, for all matters not covered by the Statutes, by Articles 60 et seq. of the Swiss Civil Code — see Footnote¹ for a link to official text.

Article 2: Objects

1. The Association is a non-profit, non-political, non-governmental organization representing the interests of publishers worldwide in international and other fora.
2. The Objects of the Association are:
 - a) to uphold and defend the right of publishers to publish and distribute the works of the mind in complete freedom, provided that in so doing they respect all legal rights attached to these works within their own countries and internationally. It is the duty of the Association to oppose steadfastly any attempt or threat to restrict that freedom;
 - b) to promote and protect by all lawful means the principles of copyright on which depend the encouragement of authorship, publishing and dissemination of creative works and to defend copyright against all infringements which may restrict the rights of authors and publishers;
 - c) to promote literacy;
 - d) to promote and represent publishing as a cultural sector and a creative industry.
3. In order to give effect to these Objects, the Association establishes such committees, bodies or conferences, and conducts such other activities as are necessary.

¹ <https://www.admin.ch/opc/en/classified-compilation/19070042/index.html#id-ni2-ni6-ni8>; law of associations is governed by Articles 60 – 79 Swiss Civil Code (SCC) (Starting with Formation/I. Corporate group of persons and ending with Dissolution). Go to top right for language versions available (E, F, G, I). General provisions of SCC are available here: <https://www.admin.ch/opc/en/classified-compilation/19070042/index.html>

MEMBERSHIP

Article 3: Membership

1. Membership is open to organizations which:
 - a) share the Association's Objects, and actively promote and defend publishers' interests; and
 - b) conform with the Statutes of the Association, and, in the case of associations, are themselves based on voluntary membership and the principles of democratic self-organization; and
 - c) pay their annual subscription; and
 - d) collaborate with the Association on joint initiatives, statements, resolutions and other policies and support them.
2. All applications for membership shall be submitted to the President in writing and are subject to a vote at the General Assembly, whose decision shall be final. The application procedure to determine eligibility is administered by the Membership Committee in accordance with the "Guidelines on Admission to Membership, Maintenance of Membership and Termination of Membership" as adopted and revised by the General Assembly from time to time. Applicants, as well as Members, may be required to provide materials supporting their eligibility for membership in the Association.

Article 4: Members

Members of the Association may be:

1. Full Members; or
2. Provisional Members; or
3. Associate Members; or
4. Extraordinary Members; or
5. Patron Members.

Article 5: Full Members

1. Full Membership may be granted to national publishers' associations representing to the fullest extent possible the publishers of their country.
2. Full Membership is restricted to one Member per country. Publishers' associations of the same country may become Joint Full Members if they provide the President with written evidence of an agreement on how to share the rights, including voting rights, and responsibilities linked to Membership in the Association.
3. Full Members pay an annual subscription determined for each Full Member by the General Assembly from time to time.
4. Full Members take part in the work of the Association.
5. Full Members appoint one or two Delegates to attend the meetings of the General Assembly. Delegates of Full Members have the right to vote at the General Assembly and only Delegates can be elected to the Executive Committee or any other Association office.
6. Joint Full Members may send one further non-voting observer per organization not represented by a Delegate to attend the meetings of the General Assembly.
7. Full Members are proposed by the Membership Committee to the General Assembly for its decision in accordance with Article 13.

Article 5a): Provisional Members

1. National publishers' associations which do not yet fulfil all the criteria for Full Membership, but have taken specific steps to demonstrate their aspiration to do so may be accepted as Provisional Members of the Association.
2. Provisional Members pay an annual subscription set by the Executive Committee.
3. Provisional Members may take part in the work of the Association.
4. Provisional Members may appoint up to two Delegates to the General Assembly, but do not have a right to vote. Delegates of Provisional Members cannot be candidates for elections of

the Executive Committee or any other Association office.

5. Provisional Members undertake to establish, wherever feasible, a single national association eligible for Full Membership and shall report to the President on a regular basis on their progress in this respect.
6. Provisional Members are proposed by the Membership Committee to the General Assembly for its decision in accordance with Article 13.

Article 6: Associate Members

1. Associate Membership may be granted to international publishers' organizations, regional publishers' organizations and international publishers' organizations with specialized publishing interests, that meet the conditions set out in Article 3 para 1) a)-c).
2. Associate Members pay an annual subscription agreed between them and the Executive Committee.
3. Associate Members may take part in the work of the Association and the Executive Committee, upon invitation by the President.
4. The president of an Associate Member or, in the case of their incapacity, the secretary general or director, of an Associate Member may attend the General Assembly as a Delegate but does not have a right to vote at the General Assembly, and cannot, in that capacity, be elected to any Association office.
5. The Delegate of an Associate Member may be invited by the President to attend meetings of the Executive Committee, but does not have a vote, and cannot, in that capacity, be a candidate for elections of the Executive Committee or any other Association office.
6. Associate Members are proposed by the Membership Committee to the General Assembly for its decision in accordance with Article 13.

Article 7: Extraordinary Members

1. Extraordinary Membership may be granted to national and international publishers' associations that are not eligible to become a Full Member in accordance with Article 5 but conform with the conditions set out in Article 3 para 1) a)-d).
2. Extraordinary Members pay an annual subscription as determined by the Executive Committee.
3. Extraordinary Members take part in the work of the Association. Their representatives can be elected to any Association office. They may appoint one Delegate to attend the meetings of the General Assembly. They do not have the right to vote at the General Assembly.
4. Extraordinary Members are proposed by the Membership Committee to the General Assembly for its decision in accordance with Article 13.

Article 8: Patron Members

1. Patron Membership may be granted to companies or organizations that do not exclusively represent publishers, or to individuals wishing to support the Objects of the Association as set out in Article 3 para 1).
2. Patron Members pay an annual subscription as determined between them and the Executive Committee.
3. Patron Members take part in the work of the Association upon invitation by the President. Their representatives cannot, in that capacity, be elected to any Association office. They may appoint one Delegate to attend the meetings of the General Assembly, but do not have the right to vote.
4. Patron Members are proposed by the Membership Committee to the General Assembly for its decision in accordance with Article 13.

Article 9: Honorary Delegates

1. Persons who have rendered notable service to the Association may be made Honorary Delegates by the General Assembly.
2. Honorary Delegates do not pay subscriptions.

3. Honorary Delegates may attend the meetings of the General Assembly but do not have the right to vote.
4. Honorary Delegates may attend the meetings of the Executive Committee at the invitation of the President but do not have the right to vote.
5. Honorary Delegates cannot be candidates for elections of the Executive Committee or any other Association office.
6. Honorary Delegates are proposed by the Executive Committee to the General Assembly for its decision in accordance with Article 16.2.c.

Article 10: Resignation, Termination and Suspension of Membership

1. A Member may resign from the Association at the end of any calendar year, subject to giving no less than four months' Notice addressed to the President.
2. The General Assembly may suspend or terminate Membership in the Association if such Member:
 - a) contravenes the Objects of the Association; or
 - b) damages the good name or interests of the Association; or
 - c) is no longer eligible for Membership under its current Membership category.
3. Membership in the Association is automatically suspended if such Member does not pay its subscription by the deadline stipulated in the invoice, unless the Membership Committee decides otherwise.
4. During suspension, Delegates and other representatives of a suspended Member do not have the right to attend or vote in the General Assembly and cannot be candidates for elections of the Executive Committee or any other Association office. Directors or Officers representing a suspended Member are not entitled to attend or vote at meetings of the Executive Committee.
5. On termination of Membership, the financial obligations of Membership shall cease to accrue at the end of the last calendar year of Membership. Termination of Membership shall entail the loss of any claims to any property of the Association.

THE ADMINISTRATIVE STRUCTURE OF THE ASSOCIATION

Article 11: Administrative Structure

1. The Association is administered by:
 - a) the General Assembly; and
 - b) the Executive Committee; and
 - c) the President; and
 - d) the Officers; and
 - e) the Secretary General.
2. The President is vested with the legal capacity to act and enter into binding agreements in the name of the Association and legally to represent the association vis-à-vis third parties in all matters. The President may delegate in writing his capacity to bind and act for the Association to any other Officer, or the Secretary General. Should the office of the President be vacant or should the President be incapacitated or otherwise physically unable to act, the Vice President shall represent the Association (in accordance with Article 18.5). In cases where this is impossible for practical reasons, the Secretary General shall represent the Association in all dealings with third parties, subject to the approval of either the Treasurer or any other Officer of the Association.
3. The President and all Officers shall act in an honorary capacity and receive no remuneration.
4. The President and all Officers are entitled to claim pre-approved and reasonable expenses solely related to the fulfilment of their duties for the Association, but are encouraged to waive their claim unless special circumstances require otherwise. The total of President's and/or Officers' expenses reimbursed shall not exceed the related budget line to be

determined by the General Assembly from year to year.

Article 11a: Permanent Committees

1. The Association shall have the following Permanent Committees:

- a) the Membership Committee;
- b) the Freedom to Publish Committee; and
- c) the Copyright Committee.

Any Permanent Committees may only be established, dissolved, combined or otherwise modified by resolution of a properly convened General Assembly of the Association and each Permanent Committee shall provide for and regulate its proceedings by way of Guidelines to be adopted in accordance with Article 25.

2. The Executive Committee may create Working Committees or Working Groups in accordance with Article 16 and may set up additional Working Committees or Working Groups in order to advance any of the Objects of the Association or pursue any matters ancillary thereto.

Article 12: The General Assembly

1. The General Assembly is the supreme body of the Association. The General Assembly is convened by the President, or in case of her/his incapacity, by the Vice-President, at least once a year, or at any time at the request of at least nine Full Members.

2. The General Assembly shall consist of Delegates from all Members, the Directors, the Officers and the President. Delegates of Members other than Patron Members must be Publishers or be drawn from the Member's management. Each Member appoints one or two Delegates at its own discretion. Delegates serve until the Member notifies the Secretariat of (a) new or replacement Delegate(s). Only one Delegate of each Member may be drawn from the Member's management.

Article 13: The Powers and Duties of the General Assembly

1. The General Assembly defines the general strategy of the Association and elects the Executive Committee and the members of the Freedom to Publish Committee and the Membership Committee. It shall have the power to take decisions for the carrying out of the Objects of the Association and, in particular, shall vote to:

- a) approve the Statutes and their amendments;
- b) approve and amend the Guidelines governing the operation of the Permanent Committees;
- c) determine the general policy of the Association;
- d) admit new Members to the Association;
- e) set the Overall Subscription Policy², fix the annual subscriptions for each Member subject to Articles 5 to 8, and approve voluntary commitments to future contributions beyond the agreed subscription policy;
- f) approve the accounts;
- g) terminate or suspend Membership according to Article 10;
- h) elect the Directors of the Executive Committee and the members of the Membership Committee and the Freedom to Publish Committee;
- i) extend the term of any Director of the Executive Committee in exceptional circumstances beyond the term provided for in Article 15(6);
- j) elect the President and the Vice-President;
- k) appoint Honorary Delegates;
- l) approve the proposals of the Executive Committee;
- m) determine the location of the Secretariat;
- n) liquidate the Association according to Article 26.

2. The General Assembly delegates its authority in between meetings to the Executive

² The Overall Subscription Policy, including all relevant criteria for calculation of fees, shall be documented and available to any member on request.

Committee. The Executive Committee shall inform the Officers of the Association of any decisions it has taken in this capacity as soon as possible, and similarly inform the General Assembly at the next possible opportunity.

Article 14: Votes at the General Assembly

1. Only Delegates of Full Members have the right to vote at the General Assembly.
2. Each Full Member has two votes. If a Full Member has appointed two Delegates, each Delegate casts one vote. If a Full Member has appointed only one Delegate, this Delegate casts two votes.
3. If a Delegate is unable to attend a meeting, s/he or the Full Member represented is entitled to appoint a proxy to cast her/his votes, provided that Notice of the proxy's appointment is delivered to the President before the meeting starts. The proxy can be an existing Delegate or another representative from the country represented by the Full Member. No Delegate can have more than four votes.

Article 15: The Executive Committee

1. The Executive Committee is convened by the President at least two times a year or at the request of at least four Directors.
2. The Executive Committee is composed of the President and at least nine Directors, including the Vice President.
3. Full Members having actually contributed at least 5% of the Association's agreed total subscription or CHF 45,000 as their subscription fee as calculated on the basis of the Overall Subscription Policy, or who have made a commitment based on the Overall Subscription Policy to maintain a comparable subscription level for a minimum of three more years, are entitled to nominate from the Delegates one Director each and therefore to a Statutory Directorship. Statutory Directorships should be outnumbered by Directorships determined through General Assembly election.
4. To fill the other directorships, the General Assembly elects Directors — upon recommendation of the subcommittee established pursuant to Article 16(1)(e) where applicable — provided that:
 - a) At least two thirds of the Directors of the Executive Committee must be Publishers. Only Publishers can stand for election if their election, in sequence of Seniority of the parting Director, would mean that the conditions for the composition of the Executive Committee are not met; and
 - b) The composition of the Executive Committee should be balanced in terms of regional representation; and
 - c) The composition of the Executive Committee should be balanced in terms of gender.
5. Unless already represented on the Executive Committee, the Member organizing the next IPA Congress may nominate from the Delegates one Director subject to approval by the General Assembly.
6. Subject to the provisions of this subparagraph, Directors are appointed or elected for a term of three years starting on January 1st of the calendar year following their election; retiring Directors may be reappointed or reelected for one further term of three years. The term of a Director appointed under Article 15(5) shall end with the calendar year of the IPA Congress.
7. In case a vacancy is created by a Director's inability to continue his/her duties, or for any other reason, the Executive Committee, in consultation with the Member represented through the resigning Director, may appoint a replacing Director for the remainder of the term to be served by the resigning Director. Any service as replacing Director does not prejudice a person's right to be subsequently appointed as a Director.
8. If the Treasurer is not an elected Director of the Executive Committee, s/he is invited to attend the meetings of the Executive Committee with full voting rights.
9. The chairpersons of the Permanent Committees are invited to attend the meetings of the Executive Committee with the right to table proposals and to participate in all discussions of the Executive Committee, but without voting rights.

10. The chairperson(s) of the Working Committee(s) is/are invited to attend the meetings of the Executive Committee as observer(s).
11. The chairperson of an Associate Member is invited to attend the meetings of the Executive Committee as observer, in line with Article 6(5).
12. The Executive Committee shall inform the membership of its decisions by providing agendas before and the minutes after each meeting, except in the case of matters that the Executive Committee reasonably deems to be confidential.

Article 16: The Powers and Duties of the Executive Committee

1. The Executive Committee manages the Association. It has the power to make decisions to execute the Objects of the Association and, in particular, shall:
 - a) carry out the general policy of the Association;
 - b) supervise the Secretariat;
 - c) appoint the Secretary General;
 - d) create or dissolve any Working Committee or Working Group and appoint the chairperson thereof for the duration of a Presidency;
 - e) appoint an ad hoc subcommittee to encourage suitable candidates to stand for election as Director, if necessary;
 - f) appoint an ad hoc subcommittee to encourage suitable candidates to stand for election as Vice-President or President, if necessary;
 - g) administer the funds of the Association, including the use of any surplus for purposes other than reserve funds;
 - h) appoint the Treasurer;
 - i) examine and recommend the approval of the budget and the financial statements;
 - j) report to the General Assembly on any waiver of a Member's subscription granted pursuant to Article 16(2)(b).
2. The Executive Committee is entitled to:
 - a) recommend the annual subscriptions;
 - b) waive, upon recommendation of the Treasurer, a Member's subscription in exceptional circumstances for a given financial year;
 - c) propose individuals to the General Assembly as Honorary Delegates.

Article 17: Votes at the Executive Committee

1. Directors shall each have one vote.
2. A Director unable to attend a meeting at which a vote is taking place is entitled to appoint another Director as a proxy, provided that prior Notice of the proxy's appointment is delivered to the President. No Director can have more than three votes.

THE ASSOCIATION OFFICES

Article 18: The President

1. The President is the official representative of the Association. They preside at meetings of the General Assembly, the Executive Committee and the Officers, and is accountable to them.
2. Every two years, at the General Assembly, a President is elected to serve for a period of two years from the January 1st following their election. An outgoing President shall not be eligible for election to any association office for a period of two years. Any Publisher can stand for election to the office of President provided s/he is not the outgoing President.
3. During their period of service, the President shall cease to be a representative of their home association.
4. The President should consult with the Officers regarding the policy and work of the Association on a regular basis.

5. In the case of a President resigning, or otherwise becoming unable to continue their duty, the Vice-President shall assume the office of President, and shall serve as such until the next General Assembly upon which a new President and Vice-President are elected.
6. The President is vested with the legal capacity to represent the Association (specified in Article 11.2).

Article 19: The Vice-President

1. The Vice-President supports the President, and in their absence, acts as their deputy. Every two years, at the General Assembly, a Vice-President shall be elected to serve for a period of two years as from the January 1st following their election. At the end of their term as Vice-President, they normally present themselves for election as President. A person shall not be eligible for election as Vice-President at the General Assembly which takes place at the end of their period as President.
2. Any Publisher can stand for election to the office of Vice-President provided they are not the outgoing President.
3. In the case of a Vice-President resigning, or otherwise being unable to continue their duty, or assuming the office of President in accordance with Article 18(5), the remaining Officers shall appoint a suitable person to act as Vice-President until the next General Assembly, at which a new Vice-President must be elected.

Article 20: The Treasurer

1. The Treasurer is appointed by the Executive Committee for a term of three years. They can be reappointed.
2. The Treasurer shall advise the Secretary General on all financial matters, including subscriptions, accounting, investments, etc. The Treasurer shall prepare an annual budget and a statement of accounts which they shall submit to the Executive Committee for scrutiny and to the General Assembly for approval.
3. The Treasurer is invited to attend and vote at the meetings of the Executive Committee for the duration of their appointment(s).
4. The Treasurer may recommend to the Executive Committee on the basis of compelling evidence of a Member's individual hardship circumstances that a Member's subscription be waived for any given financial year.
5. In consultation with the President, the Treasurer shall appoint an independent auditor who will prepare an annual report.

Article 21: The Officers

1. The Officers of the Association consist of the Vice-President, the Treasurer, the chairpersons of the Permanent Committees, the chairperson(s) of the Working Committee(s), and up to two further Directors appointed by the Executive Committee.
2. The Officers consult with the President and lend their support to the representation and management of the Association.
3. Meetings of the Officers are convened by the President or any one Officer.
4. The Officers serve for the term of their Association office or directorship, or the term of the Presidency, whatever is the shorter.

Article 22: The Secretary General

1. The Secretary General is appointed by the Executive Committee. They are responsible for the administration of the Association and direct the Association's Secretariat. In accordance with the instructions given by the President and/or the Executive Committee, the Secretary General acts as the Association's spokesperson at meetings and in dealings with external organizations. They organize and undertake the representational and liaison activities necessary for securing support for and the implementation of the Association's

- policies and the achievement and recognition of its Objects.
2. The Secretary General is responsible for the organization of the meetings of the General Assembly and the Executive Committee. The Secretary General is responsible for circulating an agenda and, to the extent they are available, all documents to be discussed by the General Assembly or Executive Committee at least two weeks before the date of the meeting.
 3. The Secretary General is responsible for the accounts of the Association. The expenses incurred by the activities of the Secretariat are covered by the subscriptions and other sources of income.
 4. The Secretary General will assume additional responsibilities as directed by the other Officers or the Executive Committee.

ADMINISTRATIVE PROCEDURES

Article 23: Quorum

1. Unless otherwise specified in these Statutes, meetings of the General Assembly have a quorum when Delegates eligible and able to cast fifty per cent or more of the votes are present or represented.
2. Meetings of the Executive Committee have a quorum when more than fifty percent of the Directors eligible to attend the meeting are present or represented.

Article 24: Voting

1. All decisions of the General Assembly and the Executive Committee require a majority of votes cast, unless specified otherwise in the Statutes. Candidates for an Association office also require approval of a majority of votes cast, unless agreed otherwise in specific election procedures. Blank votes are considered not cast. In the case of equal votes, the President has the right to cast a further casting vote.
2. Outside a meeting of the General Assembly or the Executive Committee, voting may take place by correspondence, i.e. by mail, fax or electronic means.
3. The President may call for a vote by correspondence of the General Assembly at their own behest, and must do so at the request of at least nine Full Members.
4. The President may call for a vote by correspondence of the Executive Committee either at their own behest or at the request of at least four Directors.
5. The President, Full Members or Directors shall notify the Secretary General of their call for a vote by correspondence, whereupon the Secretary General shall devise a voting procedure and administer it. The Secretary General shall announce the procedure to be followed when inviting the Delegates or the Directors to cast their votes.
6. A vote by correspondence shall be valid and have the same force and effect as if the decisions or elections in question had taken place at a meeting of the General Assembly or the Executive Committee, provided two thirds of the total number of possible votes of the General Assembly or of the Executive Committee take part in the vote. A resolution pursuant to Article 26 to dissolve the Association may not be proposed for a vote by correspondence.

STATUTES

Article 25: Amendments of the Statutes and/or the Guidelines

Proposals for amendments to the Statutes and/or the Guidelines referred to in Articles 3.2, 11a.1, 13, and 24.1 shall be considered by a General Assembly provided they are made in writing, addressed to the President, or if made by the President. Such proposal is to be submitted at least six weeks before a meeting of the General Assembly.

LIQUIDATION AND DISPUTE RESOLUTION

Article 26: Liquidation

The General Assembly may dissolve the Association. A resolution to this effect requires approval by a majority of three fourths of the Delegates present or represented, and voting at a meeting specially called for that purpose, and of which at least thirty days' notice has been given. Sums held by the Association after dissolution shall be distributed among the Members in proportion to the amount of the membership fees paid in the calendar year preceding dissolution.

Article 27: Applicable Law

Anything which is not provided for in these Statutes shall be settled in accordance with the provisions of Swiss law.

Article 28: Interpretation

Any dispute over the interpretation of these Statutes shall be resolved by reference to the English text thereof.

Article 29: Definitions

In these Statutes:

“Association” means the International Publishers Association referred to in Article 1(1).

“Delegate” means a delegate to the General Assembly appointed by a Member in accordance with Article 12.

“Director” means a member of the Executive Committee other than (a) the President, (b) the Treasurer and (c) any persons attending in a non-voting capacity. The Vice President is a Director.

“Member” means any of the members provided for in Article 4.

“Notice” means a communication in writing, including forms of electronic communication, clearly identifying the sender.

“Publisher” means a person maintaining an active relationship with a publishing house.

“Seniority” means seniority determined first by length of time serving as a Director; if two Directors have served the same length of time, then the older person is considered more senior.

“Officers” means the Vice-President, the Treasurer, the chairperson(s) of the Working Committee(s), and up to two further Directors appointed by the Executive Committee.

As adopted by the General Assembly at its meeting on 20 October 2005, amended on 7 October 2010, on 11 April 2016, and on 12 October 2017.