

Association Typographique  
Internationale  
(ATypI)

Proposed Statement of Principles and Objectives

With the Proposed Revision to the Statutes

*Including the current Code Morale  
and Statutes (in blue type) for reference*

Draft revision 3.0

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for ATypI review purposes only  
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## PREFACE

This document has been prepared after many years of discussion within the Association Typographique Internationale (ATypI) community. It specifically addresses concerns about the Moral Code (also known as the Code Morale) and its applicability to today's world of typeface art and commerce. The first draft of the proposed Statement of Principles and Objectives included in this document was prepared by Robin Kinross at the request of the ATypI Board. The Board then worked on the draft and on the Statutes for many months after he provided his input. Key contributors were Adam Twardoch, John Berry, and Cynthia Batty, though nearly all members of the Board made suggestions and contributions. We have also had input from one of Adobe's lawyers, Donna Kolnes, thanks to the assistance of David Lemon, and we have incorporated her remarks as well.

At the end of this document is the revision history for both documents, which will help in understanding the changes that were made during the course of the discussion so far.

We hope to be able to ratify these documents at the Annual General Meeting on October 3, 2004 in Prague. Your contribution to the discussion will be most valuable in the next months, so that when the final revised Statement of Principles and Objectives and Statutes are presented, they will best express the will of the members of ATypI. We invite you to participate in the discussion on the Member's list, and also to send your comments to [secretariat@atypi.org](mailto:secretariat@atypi.org). We will do our best to incorporate suggestions into the final draft.

A handwritten signature in black ink, appearing to read 'Mark Batty', with a large, stylized flourish at the end.

Mark Batty  
President, ATypI  
June 20, 2004

# PROPOSED STATEMENT OF PRINCIPLES AND OBJECTIVES OF THE ASSOCIATION TYPOGRAPHIQUE INTERNATIONALE

## Statement of Principles

- Typography is a social art. It is a way in which human communicate and give descriptions of their thoughts and feelings, their actions, and it helps define their knowledge. Typography is a means to make a record of life for future generations.
- We cherish the visible elements of any writing system – the characters, the letters, the marks, the symbols – in all their extraordinary variety and subtlety of detail. We cherish, too, the ways in which space is deployed in language in its visible mode.
- Typography exists in all the writing systems and languages of the world. Our concern with visible language is international in spirit. Typography can contribute to all dialogue among cultures.

## Goals

The Association Typographique Internationale (ATypI) exists to cultivate and preserve these values, to promote the understanding and practice of good typography, and to provide a forum for all those who are involved or interested in the field of typography.

## Objectives

To achieve these goals, ATypI:

- promotes the creation of new type designs for every writing system and language in the world;
- organises, and supports efforts to organise, conferences, exhibitions, lectures, meetings, and other events – on the internet and in all countries;
- makes, and supports efforts to make, publications and other forms of permanent record about type and typography;
- promotes and encourages international dialog on education;
- provides a focus and a meeting place for type professionals, encouraging cooperation and fair competition;
- encourages ethical business practice, respect for intellectual property, and good relations among all involved in the making or using of type;
- encourages the legal protection of type and typography, and discourages unauthorized copying of type;
- communicates and co-operates with organizations and associations around the world that pursue similar goals;
- supports members in protecting their typographical interests.

*To be proposed at Prague, October 3, 2004*

# PROPOSED STATUTES OF THE ASSOCIATION TYPOGRAPHIQUE INTERNATIONALE

## 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

(1) The objective and purpose of ATypI is to provide an integrated forum for all those involved in the field of typography through their profession and/or their interests. In particular:

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

(2) ATypI publishes a Statement of Principles and Objectives as follows:

#### Statement of Principles

- Typography is a social art. It is a way in which human communicate and give descriptions of their thoughts and feelings, their actions, and it helps define their knowledge. Typography is a means to make a record of life for future generations.
- We cherish the visible elements of any writing system – the characters, the letters, the marks, the symbols – in all their extraordinary variety and subtlety of detail. We cherish, too, the ways in which space is deployed in language in its visible mode.

- Typography exists in all the writing systems and languages of the world. Our concern with visible language is international in spirit. Typography can contribute to all dialogue among cultures.

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- encourages ethical business practice, respect for intellectual property, and good relations among all involved in the making or using of type;
- encourages the legal protection of type and typography, and discourages unauthorized copying of type;
- communicates and co-operates with organizations and associations around the world that pursue similar goals;

supports members in protecting their typographical interests.

## II MEMBERSHIP

### Article 3 Members

- (1) ATypI is made up of individual, corporate and honorary members.
- (2) Members are entitled to benefits and privileges of ATypI. Examples of the benefits include but are not limited to:
  - access to exclusive content available both in printed and electronic form,
  - access to exclusive electronic discussion forums,

– privileged access and/or reduced admission fees at events organized or endorsed by ATypI, including the annual conference.

(3) In order to provide those interested in typography with access to the international community, and acknowledging the varying financial circumstances of the prospective members worldwide, ATypI accepts individual and corporate members at different levels of membership.

(4) Any individual who has an interest in the goals of ATypI and is cognizant of its basic principles may become an individual member. Individual membership is exercised as full membership, associate membership or student membership.

Full members are entitled to all benefits and privileges of ATypI. Student members and associate members are entitled to a limited range of benefits and privileges of ATypI. The ATypI Board of Directors shall determine the range and scope of the limitations.

The ATypI Board of Directors shall define detailed provisions that regulate the levels of individual membership.

(5) Any corporation or organisation that is dedicated to support the goals of ATypI and recognizes its basic principles can become a corporate member. Corporate membership is exercised as uppercase sustaining membership, lowercase sustaining membership or font friends membership.

Each corporate member designates at least one individual who serves as corporate delegate to represent the corporate member in ATypI. An Uppercase sustaining member can designate no more than 8 (eight) corporate delegates. A lowercase sustaining member can designate no more than 4 (four) corporate delegates. A font friend member can designate no more than 2 (two) corporate delegates.

Except when otherwise stated in these Statutes, corporate delegates enjoy the same rights, privileges, benefits and obligations as full members.

The ATypI Board of Directors shall define detailed provisions that regulate the levels of corporate membership, and these may change from time to time.

(6) The ATypI Board of Directors can award the title of an Honorary member to an individual who has shown remarkable achievements in the profession and/or engagement with the typographic community.

Except when otherwise stated in these Statutes, Honorary members enjoy the same rights, privileges, benefits and obligations as full members.

#### Article 4 Attaining Membership Status

To become an individual or corporate member, a written application must be submitted by mail, fax or electronically to the Executive Director. Generally, the application is accepted.

In cases specified by the ATypI Board of Directors, the Executive Director consults the Board on acceptance. If an application is turned down, an explanation is not required.

#### Article 5 Leaving ATypI

Members can leave ATypI at any time. A written statement of the intention to leave shall be submitted to the Executive Director. Leaving ATypI does not release members from their duty of meeting any existing financial obligations to the Association or from paying membership dues for the current business year.

#### Article 6 Exclusion

The ATypI Board of Directors can exclude any member from ATypI if the continuation of membership is unacceptable to ATypI. An example of exclusion, which is not limited to this example, would be the violation of the regulations of Article 7 below. Exclusion does not release members from their duty of meeting any outstanding financial obligations to ATypI nor from paying membership dues for the current business year.

#### Article 7 Admission, Membership Dues

The General Assembly shall determine the amount of the annual membership fees paid each business year by the members, and for each membership level. The General Assembly shall also determine an admission fee, paid once by the members when joining ATypI. Honorary members are exempt from paying membership fees. The ATypI Board of Directors will set the times and frequency at which the annual membership fees must be paid.



### III ASSETS, LIABILITY

#### Article 8 Financial Means

ATypI finances its activities through

- a. annual membership fees
- b. one-time admission fees
- 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 ATypI's assets

#### Article 9 Liability

Only ATypI's funds can be held liable for ATypI's obligations.

**ATypI indemnifies the members and the ATypI Board of Directors from personal and financial liability.**

### IV ORGANIZATION

#### Article 10 Executive Bodies

The executive bodies of ATypI are:

- a. the General Assembly
- b. the ATypI Board of Directors, the President of ATypI and the Vice President of ATypI
- c. the Executive Director
- d. the Steering Committee
- e. the Country Delegates and the Committees
- f. the Auditors

With the exception of the Executive Director who is paid, all other executive bodies are exercised on an honorary and unpaid basis.

## A. GENERAL ASSEMBLY

### Article 11 Authority

The General Assembly is the highest body of ATypI and has the highest decision making powers. It is made up of all individual members regardless of the membership level, corporate delegates and honorary members.

The General Assembly has the following non-transferable powers:

- a. Election of the President of ATypI, the Vice President of ATypI, the members of the ATypI Board, and the Auditors.
- b. Determination of the annual membership fees and one-time admission fees.
- c. Changing the statutes.
- d. Consenting to the purchase, exchange, or 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 ATypI Board of Directors and the Auditors cash statement.
- f. Approval of the acts of the ATypI 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 by law or statute or the have been transferred to the General Assembly by the ATypI Board.
- j. And awarding the title of the Honorary President of ATypI and the Honorary Vice President of ATypI.

### Article 12 Convening of the General Assembly

(1) The ordinary General Assembly is convened by the ATypI Board of Directors at least 60 (sixty) days in advance with an announcement identifying the agenda. If possible, the ordinary General Assembly takes place once a year, at the annual conference of ATypI.

Extraordinary General Assemblies are convened upon the decision of the General Assembly, the ATypI Board, or at the request of at least 1/5 (one fifth) of the members through the ATypI Board of Directors at least 60 (sixty) days in advance of the meeting with an announcement identifying the agenda.

(2) The request of at least 1/5 (one fifth) of the members has to be submitted in writing to the President of ATypI with a statement concerning the reason and the issues to be

recorded, including suggestions for elections. In this case, the ATypI Board of Directors convenes the extraordinary General Assembly within three months. Motions for the agenda including suggestions for elections may not be submitted to the ATypI Board of Directors any later than 45 (forty five) days before the date of the General Assembly. The ATypI Board of Directors shall send an agenda including suggestions for elections to the members no later than 30 (thirty) days prior to the General Assembly. If elections have been called, voting papers with proxy forms shall be enclosed.

(3) Decisions on issues not included in the agenda cannot be made. The General Assembly will take place at a location chosen by the ATypI Board, or at the registered location of the Association.

### Article 13 Chairman, Tellers, Recording Clerk

The President of ATypI, or if he/she is unable to attend, a member of the ATypI Board of Directors chosen by the ATypI Board of Directors, takes the chair in the General Assembly. Two members chosen by the General Assembly assume the office of tellers. A person who does not have to be a member and who is chosen by the chairman acts as recording clerk. The recording clerk takes the minutes and, if possible, compiles a list with the names of all members present. The minutes and this list must be signed by the chairman and the recording clerk.

### Article 14 Voting

Members must be in good standing to be able to vote in the General Assembly. 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. Each individual member (regardless of the membership level), corporate member and honorary member has the right to cast one vote. A postal ballot or proxy is possible when authorization has been given.

In case of a tie, the chairman is entitled to cast the deciding vote. Articles 29 and 30 remain unaffected. Votes are taken secretly if this is requested by at least two Association members.

Members of the ATypI Board of Directors or Auditors do not have the right to vote in decisions concerning the approval of the acts of the ATypI Board of Directors or Auditors, respectively. Likewise, a member of the ATypI Board of Directors does not have the right to vote if the decision concerns legal acts or litigation against ATypI in which this member, his or her spouse, or his or her immediate relatives are involved.

Representation of a member of ATypI in the General Assembly is permitted with written authorization as long as the representative is also an Association member.

## B. ATYP I BOARD, PRESIDENT AND VICE PRESIDENT

### Article 15 ATypI Board of Directors

- (1) The ATypI Board of Directors consists of the President, the Vice President, and of at least three but not more than thirteen more members.
- (2) The ATypI 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 ATypI Board of Directors. Specifically, the ATypI Board of Directors has the following obligations:
  - a. preparation of the General Assemblies including motions concerning the business and implementation of the decisions made by the General Assembly;
  - b. preparation of the budget, the profit and loss statement, the balance sheet and supplying the General Assembly with the annual report;
  - c. appointment and dismissal of the Executive Director and other employees of ATypI, as well as arranging for signature authorization of these employees and also for that of the members of the ATypI Board;
  - d. supervision of the activities of the Executive Director and other employees of ATypI;
  - e. election of up to three supplementary members of the Steering Committee;
  - f. appointment of the Country Delegates;
  - g. approval of groups of interested individuals to act as Committees;
- (3) The ATypI Board of Directors can delegate part or all obligations to the Steering Committee. In this case, the ATypI Board of Directors establishes rules of procedure.
- (4) The membership in the ATypI Board of Directors is an honorary office. The members of the ATypI Board of Directors do not incur any financial or personal obligations because of the office they hold.

### Article 16 President and Vice President of ATypI

The President and the Vice President are the highest representatives of ATypI. As part of the Steering Committee, the President and the Vice President manage the operative and administrative matters of ATypI.

The General Assembly can award the titles of the Honorary President and the Honorary Vice President to members of ATypI who have shown both long-time outstanding achievements in the profession and engagement in the Association. The Honorary

President and the Honorary Vice President can participate in ATypI Board of Directors meetings without the right to vote.

## Article 17 Election, Term of Office

(1) The election of the President, the Vice President and of other members of the ATypI Board of Directors is carried out by the General Assembly.

(2) The election is held from the body of Association members.

(3) Each candidate for a member of the ATypI Board of Directors must possess full civil rights in his/her country of citizenship. In addition, the candidates for the President of ATypI and the Vice President of ATypI must be members of the ATypI Board of Directors for at least one year.

Each candidate must be nominated by 6 (six) members, the ATypI Board, or a committee. The nominations must be submitted in writing to the ATypI Board of Directors no later than 45 (forty five) days prior to the General Assembly.

Each candidate has to provide a description of his interests and a brief list of what he/she plans to do and what he/she has accomplished. The scope of this description should not exceed one 100 (hundred) words. The description should be accompanied by a photograph.

(4) Each individual member in good standing (regardless of the membership level), each corporate member and each honorary member has the right to cast one vote. A postal ballot or proxy is possible when authorization has been given. The simple majority of the votes taken is sufficient. The election is effective upon accepting it by the candidate.

(5) The term of office for the President, the Vice President and for each member of the ATypI Board of Directors is three years. The President, the Vice President and members of the ATypI Board of Directors may be re-elected without limitation.

(6) If a member of the ATypI Board of Directors submits a written statement of resignation to the ATypI Board of Directors, leaves the Association or is excluded from the Association, his/her position and membership in the ATypI Board of Directors ends immediately.

The General Assembly can dismiss the President, the Vice President or any member of the ATypI Board of Directors, effective immediately. If the number of ATypI Board of Directors members drops below five as result of such action, the General Assembly must appoint new members so that the requirement of Article 15 (1) is fulfilled.

(7) If the number of ATypI Board of Directors members drops below five as result of other actions, the remaining members should appoint substitute members of the ATypI Board of

Directors within one month so that the requirement of Article 15 (1) is fulfilled. Substitute members have the same rights and obligations as regular members of the ATypI Board.

The term of office of the substitute member ends with the next General Assembly. The substitute member may stand as a candidate for election as a regular member of the ATypI Board.

## Article 18 ATypI Board of Directors Meeting

(1) The ATypI Board of Directors meets whenever the President, the Vice President or two members of the ATypI Board of Directors deem it necessary. The ATypI Board of Directors should meet at least once a year.

(2) The convening of an ATypI Board of Directors meeting must be announced at least 5 (five) days in advance. This time period may be shortened for matters of great urgency.

The location of the meeting should be chosen in a way that enables as many members of the ATypI Board of Directors as possible to attend it. The meeting can also be convened in a way that part or all members of the ATypI Board of Directors use means of telecommunication or electronic communication to join the meeting.

The invitation has to include the date, time, and location of the ATypI 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 at least half of all members of the ATypI Board of Directors are present.

(3) In the event that the President of ATypI, if he/she is unable to attend, or the Vice President of ATypI, or if he/she is unable to attend, then a member of the ATypI Board of Directors chosen by the members present, will take the chair.

## Article 19 Voting

(1) The decisions of the ATypI Board of Directors are made by voting during the ATypI Board of Directors meeting, or by voting using means of electronic communication.

(2) Decisions are made by simple majority of the members participating in the voting. In case of a tie, the chairman is entitled to cast the deciding vote.

If a decision is made by voting during the ATypI Board of Directors meeting, that decision is effective and binding if at least 3 (three) members of the ATypI Board of Directors are present at the meeting. If a decision is made by voting using means of electronic communication, that decision is effective and binding if at least half of the members of the ATypI Board, but no less than 3 (three), participated in the voting.

Voting using means of electronic communication should be conducted within a period of time that makes it possible for every member of the ATypI Board of Directors to cast a vote.

(3) The Executive Director or other appointed Recording Clerk records the minutes of the decisions made by the ATypI Board of Directors in each voting. The minutes are to be signed by the chairman of the meeting or by the President of ATypI. 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 ATypI Board of Directors.

## C. EXECUTIVE DIRECTOR AND STEERING COMMITTEE

### Article 20 Executive Director

The Executive Director manages the business and organizational matters of the Association and is appointed by the ATypI Board of Directors.

The obligations of the Executive Director include but are not limited to:

- operating the ATypI Secretariat, which is the office of ATypI;
- supervising and coordinating the work of other employees of ATypI;
- maintaining the database of members of ATypI and collecting membership fees;
- co-ordinating the organization of events held by ATypI, including the annual conference;
- submitting regular reports of the activities to the Steering Committee and to the ATypI Board of Directors, at least once in a month;
- submitting detailed reports of the activities and of the current financial situation to the ATypI Board of Directors, at least once in a quarter;
- providing information to the Steering Committee and to the ATypI Board of Directors upon their request;

Additional provisions may result from a contract between ATypI and the Executive Director.

### Article 21 Appointing, Dismissal

The Executive Director is appointed by the ATypI Board of Directors. The ATypI Board of Directors may employ the Executive Director on a contract basis with appropriate financial remuneration. The Executive Director must not be a member of the ATypI Board of Directors but may be member of the Association.

The Executive Director remains in the office until he/she is dismissed by the ATypI Board of Directors or resigns. The Executive Director must submit a written statement stating the intention to resign, at least three months prior to leaving. Resigning the position does not release the Executive Director from his/her duty of meeting any financial or contractual obligations to ATypI.

If the Executive Director is not appointed or is unable to fulfil his/her duties, the Board of ATypI shall identify a substitute Executive Director on an interim basis until a new Executive Director can be found.

Additional provisions may result from a contract between ATypI and the Executive Director.

## Article 22 Steering Committee

The Steering Committee is responsible for taking care of the administrative matter, the finances, and the observance of the basic principles of the ATypI. The Steering Committee directly supervises the work of the Executive Director.

The Steering Committee consists of the President and the Vice President. The ATypI Board of Directors may elect up to three additional members from its body to add to the Steering Committee. Re-election of the members is permissible, the term of office of the elected members ends with the termination of their membership in the ATypI Board.

The ATypI Board of Directors shall determine the powers of the Steering Committee and sets up rules of procedure for its actions.

## D. COUNTRY DELEGATES AND COMMITTEES

### Article 23 Country Delegates

Country Delegates are members who represent ATypI in their countries. They monitor and document the typographic activities in their countries, and act as the contact persons in the respective regions of the world.

The ATypI Board of Directors appoints Country Delegates in countries where the ATypI Board of Directors feels such a delegation to be necessary. The ATypI Board of Directors can appoint one to three Country Delegates per country. The Country Delegates remain in office until their position is resigned or revoked by the ATypI Board. The Board of Directors appoints a Chairman for the Country Delegates who will act as the coordinator of their activities.



## Article 24 Committees

Committees are groups of interested individuals to whom the ATypI 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 ATypI. The decision of the ATypI Board of Directors is to be confirmed by the General Assembly.

The General Assembly can dissolve a committee, effective immediately.

## E. AUDITORS

### Article 25 Election, Duties

The General Assembly 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.

### Article 26 Term of Office

The Auditors' term of office is three years. Re-election is permissible.

## V

## PROFIT AND LOSS STATEMENT, BALANCE SHEET

### Article 27 Business Year

ATypI's business year runs from January 1 until December 31 of the same year. Membership runs from July 1 to June 30 of each year, and membership fees are due on July 1.

### Article 28 Net Profit

Any net profit will be rolled over into the next fiscal year and will be used to meet the goals of and objectives of ATypI.

## VI CHANGES OF STATUTES, DISSOLUTION, LIQUIDATION

### Article 29 Changes of Statutes

Changes of statutes require a majority of 2/3 (two thirds) of the members present at the General Assembly.

### Article 30 Dissolution, Liquidation

ATypI can be dissolved by a vote of the General Assembly. The decision on dissolution can also be made in an extraordinary General Assembly. A majority of 2/3 (two thirds) of the members present is necessary for this decision.

In the event of the dissolution of ATypI, the General Assembly will designate one or more representatives who are entrusted with the liquidation of ATypI. This General Assembly decides on the use of a possible realization surplus.

## VII FINAL REGULATIONS

### Article 32 Effective Date of the Statutes

The underlying statutes were accepted and went into effect in the General Assembly of October 3, 2004. They replaced the statutes of September 25, 1995, and all earlier statutes including the constituting statutes of June 11, 1957.

*To be proposed at Prague, October 3, 2004*

## THE MORAL CODE OF THE ASSOCIATION TYPOGRAPHIQUE INTERNATIONALE

Whereas one of the aims of the Association Typographique Internationale as given in article II of the Statutes is

“To fight by all means in its power against unauthorized copying; and to insist on the observance of industrial property laws and copyright legislation, and to uphold among its members the principles of professional ethics expressed in its moral code,”

Members of the Association Typographique Internationale agree to honour the following Moral Code, provided it does not conflict with their obligations under national and international laws which define property rights, and national and international cartel laws:

- (1) In accordance with the terms of the Vienna Agreement for the Protection of Type Faces and their International Deposit, members understand typefaces to mean sets of designs of
  - (a) letters and alphabets as such with their accessories such as accents and punctuation marks
  - (b) numbers and other figurative signs such as conventional signs, symbols and scientific signs
  - (c) ornaments such as borders, fleurons and vignettes

which are intended to provide means for composing texts by any graphic technique. The term “typefaces” does not include typefaces of a form dictated by purely technical requirements.

- (2) Members consider it to be incompatible with their professional ethics to make a reproduction of another member’s typeface, whether identical or slightly modified, irrespective of the medium, technique, form or size used, unless the owner of the typeface has given his written agreement on terms granting a license.
- (3) If, after a minimum period of fifteen years of the typeface first being offered for sale, the owner refuses to grant a license, members may copy the typeface provided that the unlicensed copy is sold under a name which is in no way connected with the original name. The manufacturer of a copy made under these circumstances must not contravene trade mark rights, industrial property rights, copyrights, laws against unfair competition etc., or private agreements.

(4) If a typeface in the public domain is adapted for contemporary use with a high degree of artistic skill and ingenuity, members of ATypI consider it as being new, and will respect the design accordingly.

(5) Typographic layouts enjoy the same protection as typefaces.

Members understand a typographical layout to be an artistic creation made for selecting and disposing typefaces, illustration etc. for a specific purpose.

(6) All typefaces and layouts will be considered to be new upon their first appearance, unless a board of experts nominated by the Board of Directors of ATypI rules to the contrary.

(7) Where licenses are granted, members are recommended to specify precisely what rights are granted, and the purposes to which they may be applied. Provisions should cover possible alterations and additions to a typeface for which a license is granted.

(8) If a dispute arises between members of ATypI over the interpretation of the terms of this Moral Code, members ought not to resort to law before trying to settle the dispute between themselves. For this purpose an arbitration committee can be set up within ATypI. Only if the parties to a dispute fail to agree before an arbitration committee should a lawsuit be started.

The arbitration committee of ATypI is also competent to establish the fact that a copy has been made of a typeface by a non-member of ATypI.

# THE STATUTES OF THE ASSOCIATION TYPOGRAPHIQUE INTERNATIONALE

Current version (ratified 1995)

## I NAME, DOMICILE, PURPOSE

### Article 1 Name, Domicile

The name “ATypI”, Association Typographique Internationale, represents an Association originally organized according to the statutes and regulations stated in article 60 pp of the Swiss Code of Civil Law. The Association is registered in Münchenstein/Basle.

### 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 property rights and copyrights, as well as the position as expressed in the Moral Code;
- 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

Only the association's funds can be held liable for the association's obligations. The members and board cannot be held personally liable.

## 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).

## 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 September 25, 1995 and went into effect immediately, replacing all earlier statutes.

Barcelona, Sept 25, 1995

## REVISIONS HISTORY

### Draft revision 2.0 (March 2004)

Published by the ATypI Board, March 25, 2004

Changed Article 1 to reflect new legal status (not-for-profit organization in State of New Jersey, USA).

Removed some of the principles and objectives and included the principles and objectives as defined in the new draft Statement of Principles and Objectives that is to replace the outdated Code Morale.

Completely revised the section about membership, added examples of benefits of the membership, added details about the difference between full and student/associate membership. Explicitly listed the three corporate membership levels. Installed the role of corporate delegates and to clarify that all individual members (regardless of the membership level) have the right to vote. Allowed members to apply in writing, by fax, or electronically for membership. Simplified regulations about joining ATypI, added regulations about leaving the Association. Added that members must be in good standing to be entitled to vote.

Limited maximum number of Board members to 15. Added regulations about leaving the ATypI Board. Removed the regulation about Board composition that was very vague. Simplified regulations about substitute Board members. Formalized ATypI Board of Directors decisions made over the Internet. Formalized role of the Vice President and added some details about this position. Formalized the title of Honorary President, and added some provisions.

Expanded section on Executive Director, including example obligations, formalized some procedures, added details about resignation/dismissal. Added details about the role of the Steering Committee (President and Vice President are always members, up to three additional members possible).

Expanded sections about Country Delegates and Committees, revised naming, added regulations about resignation/dismissal. The Board of Directors will appoint a chairman for the Country Delegates to coordinate their activities.

Assigned section numbers (in parentheses) to the longest articles, to divide them logically. Included the objectives stated in the Statement of Principles and Objectives. Other cosmetic text revisions.



## Draft revision 3.0 (June 2004)

Published by the ATypI Board, June 18, 2004

Version 3.0 incorporates the comments of Adobe's lawyer, especially in regard to the inconsistent use of "the Association" and ATypI – in most cases "the Association" has been substituted with ATypI except where the sense of the sentence is disturbed by it.

Version 3.0 adds specific indemnification language as requested by the lawyer. Article 2 has been adjusted to more clearly state the obligations of membership, and Article 3 has been adjusted to incorporate the Statement of Principles and Objectives into the Statutes as advised.

General editing of copy; Statement of Principles and Objectives broken into three parts (statement, goals and objectives) and incorporated directly into the Statutes; removal of the "pledge" component of the previous Statutes and Code Morale; clarification that the Board and Association "shall" perform tasks in the future; clarification that a corporate member is entitled to only one vote; correction that the resignation of the President or Vice President does not remove them from the Board (they remain on the Board if they so choose).

Removes statement in Article 21 that the President will act as the Executive Director in the case where the Executive Director leaves, and instead has the Board identify an interim Executive Director until a permanent one can be found. Clarified member year vs. fiscal year, Article 27. Clarified the disposal of net profits in Article 28.

## Current version of the Statutes (1995)

Published by ATypI, September 25, 1995.