

WAN-IFRA Statutes

wan-ifra.org



World Association
of News Publishers

Preamble

WAN-IFRA CH changed its denomination into WAN-IFRA as of 12 December 2015.

With effect as of 1 January 2024, WAN-IFRA acquired Distripress (Association for the promotion of global circulation of the press), an association based in Zurich, Switzerland (hereinafter referred to as DistriPress), by absorption merger pursuant to Article 4 paragraph 4 of the Swiss Merger Act (hereinafter the Merger).

WAN-IFRA and WAN-IFRA FR are worldwide sister organisations dedicated to being indispensable partners of newspapers and the entire news publishing industry.

WAN-IFRA defends and promotes press freedom, quality journalism and editorial integrity. WAN-IFRA is at the same time a research organisation providing the news publishing industry with applied research in the fields of technology and business.

The news publishing industry comprises both media enterprises with roots in publishing as well as their technology and service providers.

WAN-IFRA and WAN-IFRA FR work together in the pursuit of common goals.

§ 1 Basic Principles

The basic conviction of WAN-IFRA is that free and independent newspapers and a free and independent news publishing industry play an indispensable role in maintaining free societies and promoting human rights.

WAN-IFRA adheres to the principles of Article 19 of the Universal Declaration of Human Rights and to the obligation in the Constitutive Charter of UNESCO to promote the free flow of ideas through the media.

Article 19 affirms that “everyone has the right to freedom of opinion and expression; this right includes freedom to hold opinions without interference and to seek, receive and impart information and ideas through any media and regardless of frontiers”.

WAN-IFRA sees the development of new businesses supported by the development of new technology as a means to keep the members of our community commercially independent thus supporting with its research a free and independent press.

WAN-IFRA considers that the sense of freely accepted personal responsibility is one of the essential guarantees for the freedom and independence of the press.

§ 2 Purpose and Activities

1. The purpose of WAN-IFRA is to fulfil the tasks outlined in the preamble through appropriate activities. WAN-IFRA is dedicated to supporting newspapers and the entire news publishing industry as well as their technology and service providers.

It sets out specifically:

a) To defend and promote press freedom and the economic independence of newspapers which is an essential condition for that freedom.

b) To promote the fundamental role of newspapers and the entire news publishing industry in society and in building and sustaining democracy.

c) To improve editorial quality and promote ethical journalism

d) To provide expertise and research in publishing strategy, editorial, advertising, marketing, technology, production and distribution issues to the industry.

e) To provide a world-wide centre for industry research and implementation and a platform for the exchange of ideas, information and experience between all parties of the news publishing industry.

f) To foster international co-operation in order to encourage the culture of reading newspapers through the establishment and development of Young Reader and Newspapers in Education programmes.

g) To provide opportunities for senior news executives to exchange ideas and information about editing newspapers.

h) To represent the newspaper and news publishing industry in all international discussions on media issues.

i) To promote the freedom of distribution of press products worldwide and the development of fair and efficient trade in press distribution.

§ 3 Registered Name and Legal Status

WAN-IFRA is an Association based in Zug, Switzerland, registered in accordance with Articles 60 to 79 of the Swiss Civil Code. The registered address of the Association is: WAN IFRA, Hänibühl 8, Zug, Switzerland. Registration number CH-170.6.000.007-8.

WAN-IFRA FR is a non-profit Association regulated by French law of July 1901. the registered address is: WAN-IFRA, 69 Rue du Chevaleret FR 75013 Paris. Registration number SIRET 784 451 981 00061 / Associations National register (RNA): W751031933.

§ 4 Assets

1. WAN-IFRA is financed through membership revenues (see § 14) as well as subventions and revenues from other products and services such as exhibitions, events, trainings and advisory services and others.
2. The assets of WAN-IFRA are the sole property of the Association. Members have no legal claim or right to the assets.
3. In case of dissolution of the Association, funds and assets remaining after discharging liabilities, and not committed to any specific purpose, will be transferred to a non-profit institution exempted from taxes to be determined by the General Assembly and the receiver of the revenue. It is expressly provided that in case of dissolution remaining funds or assets will not return to members.
4. Realisation of any possible profits which could result in any form, or the financial reserves of the Association, may be used for the aims of the Association only. No member may share in the profits or receive any dividends from the resources of the Association.

§ 5 Liability

Only the assets of the Association can be used to discharge its liabilities.

§ 6 Financial Year

The financial year of the Association is the calendar year.

§ 7 Sections and Committees

The Executive Board may decide to create within WAN-IFRA a number of secondary establishments, sections or committees organised on a geographical basis or in accordance with specialised subjects, if a need arises for such establishments, committees or sections.

§ 8 Role and Organisation of the World Editors Forum

1. The World Editors Forum (hereinafter referred to as WEF) is the organisation for editors and senior news executives within WAN-IFRA.
2. WEF is governed by the WEF Board, which is an advisory Board to the WAN-IFRA Supervisory Board regarding all editorial and content issues.
3. WEF strategic plans and annual budgets are approved by the WEF Board, the WAN-IFRA Supervisory Board and the WAN-IFRA CEO.

§ 9 Role and Organisation of the DistriPress Advisory Board

1. The DistriPress Advisory Board oversees the planning and execution of the activities of the

former DistriPress community and advises the Supervisory Board and the management on such matters.

2. The DistriPress Advisory Board will candidate among them one representative to serve on the Executive Board and two representatives to serve on the Supervisory Board. The representatives will be formally elected by the General Assembly.
3. The DistriPress Advisory Board consists of up to 9 former DistriPress members which are selected by the DistriPress community.
4. The DistriPress Advisory Board mandates have a renewable duration of two years.
5. The DistriPress Advisory Board organizes itself and may, at its discretion, convene meetings.

§ 10 Role and Organisation of the Committee of Directors of Member Associations

1. The Committee of Directors of WAN-IFRA member associations comprises the Directors of the associations of publishers that are members of WAN-IFRA.
2. The Committee is an advisory body to the WAN-IFRA Supervisory and Executive Board and Executive Committee, with responsibility on Global Media Policy. The Committee particularly establishes priorities, workflow and position papers on global media policy matters.
3. The Committee is regulated by its guidelines, established in full respect of the Statutes of WAN-IFRA.

§ 11 Members

1. Legal bodies may become members of WAN-IFRA, natural persons in exceptional cases. Members of the sister association WAN-IFRA FR are also members of WAN-IFRA.
2. A distinction is made between members with the right and members without the right to vote in the General Assembly.
 - a) Members with the right to vote are:
 - National associations of newspaper publishers which uphold the aims and objectives listed in § 2 above and which support the principles laid down in § 1. If a national organisation seeks admission to WAN-IFRA and one or more organisations from the same country are already in membership, the CEO shall consult these existing members before referring the application to the Supervisory Board, with whom the decision rests.
 - Publishing companies including newspaper publishers, magazine publishers or publishers of any periodical press as well as all other news publishing companies
 - News agencies

- Former regular DistriPress members with voting rights at the date of the Merger

b) Members without the right to vote are:

- Affiliate associations, defined as other organisations of news publishing companies, editors and media, whether regional or world-wide, which support the principles defended by WAN-IFRA
- Suppliers and other providers of technology or services to the news publishing industry
- Educational institutions, including universities, colleges, research institutes and other educational organisations
- WEF members
- Individual members admitted in exceptional cases
- Former DistriPress members without voting rights at the date of the Merger

3. The Supervisory Board shall decide whether a national association membership shall be granted. The CEO shall decide on all other memberships.

4. WEF membership is determined by the WEF Board within WAN-IFRA statutes and rules.

§ 12 Commencement and Termination of Membership

1. Membership commences with admission. It terminates by withdrawal, death, dissolution, bankruptcy, liquidation, exclusion, or by a member losing the qualification required for membership.

2. Resignation from WAN-IFRA is only possible at the end of a financial year. The notification of resignation must be received in writing at least six months before the end of the financial year. Otherwise the membership will continue for another year.

3. Any member of WAN-IFRA which contravenes these statutes, knowingly violates the resolutions of the Supervisory or Executive Board or the General Assembly, delays without special authorisation more than one year in the payment of membership fee or is responsible for any act likely to prejudice seriously the interest of WAN-IFRA, may be expelled by the Supervisory Board or, in the case of national associations, the General Assembly.

§ 13 Right to Vote

1. Members with the right to vote are entitled to vote in the General Assembly.

2. The national associations have votes as following:

- 30 votes = over 100 copies sold per 1,000 inhabitants
- 20 votes = between 11 and 100 copies sold per 1,000 inhabitants
- 10 votes = between 1 and 10 copies sold per 1,000 inhabitants

If there are two or more national associations from one country, votes are split among them.

3. Publishing companies and news agencies have one vote each.

4. The national associations have a veto in the General Assembly. The veto can be exercised with a 2/3 majority of the votes of the present national associations (§ 14 - 2 is applicable).

§ 14 Membership Fees

1. Membership fees are decided by the Supervisory Board and ratified by the General Assembly. Annual fees for national associations are fixed by the Supervisory Board.

2. Payment of the fee constitutes membership to both WAN-IFRA and WAN-IFRA FR.

3. The membership fees will be increased annually based on the level of inflation calculated by Eurostat unless decided otherwise by the Supervisory Board.

§ 15 General Assembly

1. The General Assembly constitutes the Supreme Organ of the Association.

2. Its special functions are:

- to ratify the membership fees as decided by the Supervisory Board.
- to receive the annual reports and ratify the annual accounts.
- to elect Members of the Supervisory Board.
- to elect the WAN-IFRA President for up to two mandates of two years, and up to two Vice Presidents and a Treasurer for mandates of two years.
- to appoint a certified auditor where appropriate.
- to agree on changes in the statutes.
- to agree on a dissolution of the Association.
- to expel any national association.

§ 16 Convocation

1. The General Assembly will be summoned by the President. The President may delegate this task to the Vice President or the CEO. The President, the

Vice President, or CEO determines time and place.

2. The notice convening the meeting will be sent by regular mail, email or fax at least 20 days before the meeting and must include the agenda and related documents. In extraordinary cases related documents can be sent later subject to the agreement of the President.

§ 17 Extraordinary General Assembly

1. An Extraordinary General Assembly may be convened by the President either in agreement with the Supervisory Board, or at the written request of 1/5 of the members specifying the agenda and the proposals on which votes are to be taken. The President may delegate this task to the Vice President or the CEO.

2. If an Extraordinary General Assembly is requested by 1/5 of the members, it shall take place within 90 days following the receipt of the request by WAN-IFRA.

§ 18 Performance

1. The President or the Vice President of the Association or, if necessary, a member of the Supervisory Board will preside over the General Assembly.

2. Decisions will be confined to the agenda.

3. Decisions will be taken by simple majority of votes cast except for decisions for which 75% of votes of members being present are necessary.

4. Any member unable to attend may appoint another member as proxy. Proxy has to be in written form.

5. Voting is by show of hands, or, if the General Assembly so decides, by secret written ballot. A proposition is rejected with a tie of votes. Abstention from voting does not count as a given vote.

§ 19 Supervisory Board

1. The Supervisory Board decides upon major strategic issues and approves the accounts before ratification at the General Assembly.

2. The Supervisory Board elects members to the Executive Board and supervises the Executive Board. The Executive Board reports all activities and decisions to the Supervisory Board.

3. Supervisory Board composition

- Members of the Supervisory Board with voting rights (one vote each) are:
- WAN-IFRA President (automatic member)
- President of World Editors Forum (automatic member)

- Representatives of affiliate member associations as defined in § 11.2.b) following recommendation by the WAN-IFRA executive management.
 - Up to two Vice Presidents (automatic members)
 - Treasurer (automatic member)
 - Representatives of national associations (elected in General Assembly)
 - Chairman of Committee of Executive Directors of national associations (automatic member)
 - Publishers from countries without national association (candidature proposed by the Supervisory Board)
 - Publishers from countries with national association not being WAN-IFRA member (candidature proposed by the Supervisory Board)
 - Up to two representatives of the DistriPress Advisory Board (elected in General Assembly, candidature proposed by the DistriPress Advisory Board)
 - Members of the Supervisory Board without voting rights are:
 - Additional publishers from countries with association being WAN-IFRA member (candidature proposed by the Supervisory Board).
4. The President can appoint Honorary Supervisory Board Members, pending the vote of the General Assembly. Honorary Members of the Supervisory Board do not have voting rights. Executive Directors of national associations can attend meetings of the Supervisory Board as observers.
5. The Supervisory Board meets at least twice a year.
6. Decisions are made with a majority vote of members being present. The WAN-IFRA President has a casting vote in case of tie of votes.
7. Supervisory Board Mandates have a duration of two years and can be renewed twice. A member who has served for the total six years can be re-elected in the Supervisory Board for mandates of one year, following a specific recommendation by the President.
8. Meetings of the Supervisory Board will be summoned by the President. The President may delegate this task to the Vice President or the CEO. The President, the Vice President, or CEO determines time and place.
9. The notice convening the meeting will be sent by regular mail, email or fax at least 10 days before the meeting and must include the agenda and related documents. In extraordinary cases related documents can be sent later subject to the agreement of the President.
10. § 18 - 1, 2, 4, 5 is applicable.

§ 20 Executive Board

1. The Executive Board directs and supervises the Association and represents it with regards to third parties. The task to represent the Association can be given to the appointed CEO at the discretion of the Executive Board. The Executive Board decides on important strategic and operational issues. It reports all activities and decisions to the Supervisory Board from which it receives mandate.

2. The Executive Board consists of up to 11 members, including:

- The WAN-IFRA President (elected for up to two mandates of two years)
- Up to two Vice Presidents (elected for mandates of two years)
- the Treasurer (elected for mandates of two years)
- the President of the World Editors Forum
- the Chairman of Committee of Executive Directors of national associations
- one representative of the DistriPress Advisory Board (elected for mandates of two years, candidature proposed by the DistriPress Advisory Board)
- Up to five additional members from the Supervisory Board

3. The Executive Board meets at least four times per year. Members must attend at least two meetings per year in order to maintain their seat.

4. A quorum exists when two thirds of the members are present. Decisions are made with a majority vote. Each member of the Executive Board has one vote. The WAN-IFRA President will have a casting vote in the event of a tie of votes.

5. Executive Board Mandates have a duration of two years and can be renewed twice. A member who has served for the total six years can be re-elected in the Executive Board for mandates of one year, following a specific recommendation by the President.

6. The notice convening the meeting will be sent by regular mail, email or fax at least 10 days before the meeting and must include the agenda and related documents. In extraordinary cases related documents can be sent later subject to the agreement of the President.

7. § 18 - 1, 2, 5 is applicable.

8. The Executive Board may, at its discretion, invite working groups to attend the Executive Board for specific purposes.

§ 21 Chief Executive Officer (CEO)

1. The CEO is appointed by the WAN-IFRA President in consultation with the Executive Board.

2. The CEO shall be responsible to the Supervisory Board and the Executive Board for the general management and administration of the Association in accordance with policies and resolutions passed by the General Assembly, the Supervisory Board and the Executive Board.

§ 22 Representation

The Association can be represented by two of the following:

- the WAN-IFRA President
- the WAN-IFRA Vice President
- the Treasurer
- the CEO

§ 24 Amendment of Statutes, Dissolution of the Association, Extraordinary Resolutions

Resolutions on amendment of the statutes and/or dissolution of the Association require a majority of 75% of the votes of members present at the General Assembly.

§ 24 Liability

The Association will indemnify the members of the WAN-IFRA Executive Board for claims arising from their actions or omissions, except for cases of gross negligence or intent.

§ 25 Official Language of the Statutes, Applicable Law

1. The English version of the statutes of the Association alone shall prevail for all queries and interpretations.

2. The applicable law is Swiss Law.

§ 26 Validity

The statutes came into effect on 1 July 2009.

This updated version of the Statutes was approved by the General Assembly of Members on 27 May 2024

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World Association of News Publishers

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