

Bylaws

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Art. 1: Name and Seat

The name of the federation shall be:

FEPE International Föderation der Aussenwerbung
(FEPE International Fédération de la Publicité Extérieure)
(FEPE International Federation of Outdoor Advertising)
(FEPE International Federazione della Pubblicità Esterna)

and shall be known generally by the statutory abbreviation FEPE.

FEPE shall be constituted as an association in accordance with the provisions of Article 60 et seq. of the Swiss Code of Civil Law.

The seat of FEPE is in Bern (Switzerland).

Art. 2: Objects

The objects of FEPE shall be:

- 1 To develop, promote and protect the interests of organisations and companies, from all countries, who are involved in outdoor advertising.
- 2 To promote the supra-national harmonisation of laws and regulations relating to outdoor advertising.
- 3 To represent the interests of members of the various countries, particularly when in connection with governments, authorities, supra-national and international organisations.
- 4 To promote good relations among the members and with all other organisations concerned with outdoor advertising in any way. FEPE does not undertake any activities of a profitmaking or cartel nature.
- 5 FEPE is a non-profit organization and does not pursue any cartel purposes whatsoever.

Art. 3: Membership Categories

Membership shall comprise of the following categories:

1 Full Membership:

a) Any national association of firms whose main business is concerned with outdoor advertising

b) Any firm whose main business activity is outdoor advertising.

2 Associate Membership:

Any national or international association and any firm or individual person interested in outdoor advertising in any way but who does not fulfil the conditions for full membership.

3 Honorary Membership:

Individuals who have rendered outstanding services to FEPE or to outdoor advertising can be elected honorary member.

Art. 4: Beginning and End of Membership

An application for FEPE membership shall require the approval of the General Assembly, the General Assembly may refuse an application without having to give any reason for such a refusal.

Any member may resign by giving 6 months notice in writing to the President, the resignation shall take effect at the end of the calendar year.

The General Assembly may, by majority vote, terminate the membership of any member who no longer fulfils the necessary conditions required for membership.

Additionally, the General Assembly can terminate the membership of a member if he has committed a breach of these statutes or if his behaviour is considered to be prejudicial to the interests of FEPE, provided that the member has been given adequate notice in writing of the date of the General Assembly to which he is invited and at which he may make representations.

Any member ceasing for any reason to be a member shall be responsible for his share of the expenses incurred by FEPE up to the date when membership has terminated. Such a member shall have no claims to the assets of FEPE.

Art. 5: National Sections

A national section can be formed in any country which has more than one national association or more than one firm which is a member of FEPE. A national section may arrange its own affairs and meetings as it may decide providing that these do not conflict with the statutes and resolutions of FEPE.

Art. 6: Organs

The organs of FEPE are:

- A The General Assembly of the Members
- B The Board
- C The Committees
- D The Auditors
- E The General Secretariat

Art. 7: Functions and Rights

The General Assembly is the supreme authority of FEPE. It has the following powers:

- 1 To deal with all matters arising out of the objects of FEPE.
- 2 To decide on questions referred to it by the Board.
- 3 To decide on questions relating to membership.
- 4 To elect the members of the Board and the auditors.
- 5 To nominate honorary members.
- 6 To deploy additional committees for certain special questions and to elect all committee presidents.
- 7 To approve the accounts and the annual report of the Board for the previous year and to discharge any members of the Board from liability in respect of the exercise of their duties.
- 8 To approve the budget for the following year and to determine the annual subscriptions.
- 9 To alter the statutes and to wind up the affairs of FEPE.

Art. 8: Procedures of the General Assembly

A General Assembly shall be convened at least once a year. The President shall call and chair the meeting. In addition, the President must convene a General Meeting on the demand of not less than 20% of the voting members.

Eight weeks notice in writing shall be given of all meetings to members. The agenda shall be dispatched not less than three weeks before the date of a meeting. Motions from members, including a reason for such, shall be sent in writing to the President not less than six weeks before the date of a meeting.

Art. 9: Voting and Approval of Resolutions

In all General Assemblies, each firm which is a full member shall have one vote. A national association of outdoor advertising consisting of not less than five member firms shall have, as a full member, five votes. A national association consisting of less than five member firms shall have the corresponding number of votes as it has members.

Associate and honorary members shall not have the right to vote except on any resolutions which impose obligations on such members. In this case, each of these members has one vote.

The resolutions shall be passed if a majority of those votes cast is in favour. The President shall not have a casting vote in cases of split decisions.

An ordinary member may appoint another ordinary member as a proxy to vote. Such an appointment shall be in writing and shall state whether this proxy is of general validity for all resolutions at a particular General Assembly or whether this is limited to some specific items on the agenda. A permanent proxy shall not be allowed and shall be invalid.

Art. 10: Composition

The Board shall comprise of the President and at most eight vice-presidents.

The members of the Board shall be individually elected by the General Assembly and shall hold office for a period of three years. All officers shall be eligible for re-election. The President shall take the chair at all Board meetings.

In his absence, the chair shall be taken by one of the Vice-Presidents.

The President shall represent FEPE with an individual signature in all matters. In his absence, FEPE shall be represented by two vice-presidents designated by the Board as well as the General Secretary. Any two of these officers may sign collectively.

Art. 11: Powers

Subject to the overall powers of the General Assembly, the Board shall have the following functions:

- 1 To implement the resolutions of the General Assembly.
- 2 To take such action as may be expedient within the objects of FEPE.
- 3 To prepare the budget and to supervise the finances.
- 4 To determine the timing of committee reports.
- 5 To appoint the secretariat and to determine its duties and remuneration.
- 6 To submit an annual report, the annual accounts, the budget for the following year and recommendations regarding subscriptions.
- 7 To examine and report on any matters referred to it by the General Assembly.
- 8 To temporarily fill any vacancies which occur in any positions until the next General Assembly.

Art. 12: Meetings and Resolutions

The President may convene a Board meeting as he sees suitable. A meeting may also be called if two or more Board members desire this.

Each member of the Board shall have one vote. Resolutions shall be passed if a majority of votes cast is in favour of the resolution. Voting in writing is possible. Honorary members may be invited by the President to a Board meeting, however they shall have no vote. The President shall not have a casting vote in the case of a split decision.

Art. 13: Operative Rules

To fulfil the objectives of FEPE, there shall be the following seven standing committees:

- 1 Poster Committee
- 2 Transport Advertising Committee
- 3 Street Furniture Committee
- 4 Publications Committee
- 5 Finances/Secretariat Committee
- 6 Marketing/Research Committee
- 7 Technical Committee

Additional committees proposed by the Board may be appointed by the General Assembly. Each committee shall be chaired by a vice-president of the Board, who shall be elected by the General Assembly.

The Board may also elect a committee vice-president who is not a member of the Board.

Each ordinary member may delegate a representative who is familiar with the topic in each committee.

A committee meeting may be called by its president or by two of its members.

Each committee member has one vote. Votes are carried by majority decision. The chairperson has no casting vote in the event of an equal number of votes being cast. If at least half of its members explicitly agree, a committee may also make decisions in written form without a meeting being held.

Each member of FEPE may be represented by an observer at any committee meeting.

Art. 14: Finances and Contributions

The financial year shall be the calendar year commencing on January 1st and ending on December 31st in each year.

Expenditure shall be covered by the annual membership subscriptions, the amount of which shall be recommended by the Board and approved by the General Assembly.

All financial obligations on the part of members are to be paid in Swiss Francs. FEPE's funds shall be used only for its own work in accordance with its statutory objectives. The funds shall not be used for the special protection of purely national interest.

Art. 15: Auditors

The auditors, who must not be members of the Board, shall examine the annual accounts by means of receipts and other invoice documentation and shall submit a written report for submission to and approval by the General Assembly. The auditing functions may be given to a fiduciary company.

Art. 16: Liability of Members

Members shall not incur any individual liability for obligations made by FEPE. FEPE's liabilities shall be limited to its own assets.

Art. 17: General Secretariat

The General Secretariat shall be responsible for the correct handling of the events of the association. The General Secretariat supports the work of the Board and the committees.

The General Secretary, or a designated member of the General Secretariat, has the right to attend all meetings of the General Assembly, the Board and the committees.

The General Secretariat is responsible for writing the minutes in accordance with the respective President.

Art. 18: Official Languages

The official languages of FEPE are English, French, German and Italian.

Art. 19: Alterations

A resolution to alter the statutes or to dissolve FEPE can only be considered by the General Assembly if notice of such a motion, including reasons, has been sent to all members at least two calendar months before the meeting. The resolution shall require a majority of not less than two thirds of all votes cast at the General Assembly at which the resolution is proposed.

Art. 20: Dissolution

In the event of a dissolution the assets of FEPE shall, after all liabilities are discharged, be divided between all members in proportion to the subscriptions they have paid in the current year.

Art. 21: Final Decisions

These statutes take effect as of June 3rd, 2000 and replace all earlier versions. The German version is valid in all cases of ambiguity with texts in various languages (Article 18).

Approved by the General Assembly on June 6th, 2003 in Salzburg, Austria.

Modified by the General Assembly June 20th, 2008 in Athens, Greece.