

WFA Statutes

Article 1. Name

- 1.1. An international non-profit making association has been established under the French name « Fédération Mondiale des Annonceurs » (in English: "World Federation of Advertisers"), hereafter referred to as « the Federation ».
- 1.2. This association is subject to the provisions of Title III of Belgian law of 27 June 1921 governing non-profit making associations, international non-profit-making associations and foundations (articles 46 to 57).
- 1.3. The Federation is established for an indefinite duration. It may be dissolved at any time, pursuant to article 8 of the present statutes.

Article 2. Address of the registered office

The registered office of the association is established at 1050 Brussels – Avenue Louise 166.

The office may be transferred to any other location in Belgium by simple decision of the Board of Directors, published within one month of its date in the Annexes to the Belgian State Gazette and communicated to the Federal Public Service Justice.

Article 3. Purpose

- 3.1. The association pursues the following non-profit aims of international utility:
 - 3.1.1. To study, on a common basis, the organization of national associations of advertisers as well as their respective positions with regard to public authorities, international organizations and other professional organizations;
 - 3.1.2. To study problems related to advertising in all its forms;
 - 3.1.3. To centralize all information, statistics and results of experiments relating to advertising and to diffuse interesting data so obtained to its members for their mutual benefit;

- 3.1.4. To cooperate with all and each of its members in order to:
 - 3.1.4.1. Promote more productive advertising in each country;
 - 3.1.4.2. Eliminate the obstacles which currently or which may in the future hinder such promotion;
 - 3.1.4.3. Bring together and develop the mutual understanding of all those who are interested in such promotion;
 - 3.1.4.4. Promote the importance of advertising in the overall economy and its acceptance by the official authorities concerned.
- 3.1.5. To cooperate at every possible occasion with the International Chamber of Commerce, which registered office is located in Paris, and in particular regarding the diffusion and recognition of the principles of the different codes of ethics of self-discipline and advertising practices;
- 3.1.6. To ensure through the aforementioned international cooperation greater efficiency, speed and economy in all actions undertaken by each member.

- 3.2. The Federation may in general accomplish any act relating directly or indirectly to its purpose and in particular assist or take part in any activities related to its purpose.
- 3.3. The activities, which the association proposes to implement in order to achieve its objectives, are the following:
 - Creation and organization of working groups;
 - Organization of seminars, colloquiums, congresses;
 - Diffusion of reports, news letters and bulletins;
 - Organization of market analysis;
 - Elaboration and diffusion of codes of good practices;

This is not an exhaustive list of the Federation's

activities, the General Meeting being qualified, as hereinafter specified, to extend the scope thereof according to circumstances and necessities.

3.4. The WFA does not accept funds from the tobacco or arms industries or undertake, contribute towards or have any link with activities in support of the advertising or promotion of tobacco or arms products.

Article 4. Members

4.1. Both Belgians and non-Belgians may join the Federation.

4.2. The Federation is composed of individuals and/ or corporate bodies legally constituted under the laws and customs of the State in which they are legally registered. There are two categories of member:

4.2.1. « International Advertiser » members: the trading companies having significant advertising interests in a number of different countries;

4.2.2. « National Association of Advertisers » members: the national associations of advertisers operating in the interest of their advertiser members, here included the national and international advertisers, and managed by high-level representatives of advertisers.

4.3. The Federation wishes to bring together as many national associations of advertisers as possible. The Federation does not wish to stipulate which categories of advertisers may or may not belong to a national association of advertisers. The Federation requires however that all its members and all members of a National Association of Advertisers accept and uphold the systems and the codes of advertising self-discipline based on the codes of the International Chamber of Commerce (ICC).

4.4. In certain circumstances, which will be left to the discretion of the Board of Directors of the Federation, a National Association of Advertisers may belong to a larger association, or may accept a certain number of members pursuing similar aims without being advertisers. It is nevertheless required that these associations are

organized and managed in favor of the advertisers.

4.5. The number of the members of the Federation shall not be limited.

4.6. A register containing an up-to-date list of members will be held at the registered office of the Federation.

Article 5. Admission, resignation and exclusion

5.1. The admission of new members is subordinated to the following conditions:

5.1.1. The application of a new potential member will be addressed in writing to the Board of Directors, who will submit it to the vote of its members. The admission will be approved by the Board of Directors by simple majority of the votes.

5.1.2. New members are required to sign a membership form showing their intention to adhere to the Federation and their acceptance of the statutes and standing orders.

5.2. Members may resign at any time from the association, under the condition that this resignation is notified by registered letter to the Board of Directors, at least three months before the end of the fiscal year.

5.3. The exclusion of members of the association may be proposed by the Board of Directors, after the concerned party has exposed their case, and is, if applicable, pronounced by the General Meeting by a majority of 2/3 of the members present or represented. The Board of Directors may suspend the concerned party until the decision of the General Meeting.

The member who ceases, due to resignation, death or other way, to belong to the association cannot make any claim on the registered funds of the association. Their current annual subscription remains due.

Article 6. Subscriptions

Members pay a yearly subscription of a maximum amount of 100.000 € (euros) determined by the General Meeting on the proposal of the Board of Directors.

Article 7. General Meeting

7.1. Attributions

The General Meeting has full authority to realize the objectives and activities of the association.

This authority includes, amongst other, the following items:

- a) modification to the statutes;
- b) appointment and dismissal of the Directors and, if applicable, of the Auditors;
- c) approbation of the budgets and the annual accounts;
- d) release to the directors and, if applicable, to the Auditors;
- e) voluntary dissolution of the association;
- f) exclusion of a member;
- g) adoption of standing orders;
- h) any decision exceeding the limits of the powers granted to the Board of Directors by virtue of the law or the present statutes.

7.2. Composition

7.2.1. The General Meeting is composed of all members.

7.2.2. Only effective members have the right to vote. Each effective member disposes of a single vote.

7.2.3. The Managing Director or the Executive Director is an « ex officio » member of the General Meeting.

7.3. Meeting and convocation

7.3.1. The General Meeting shall convene once a year within 180 days of the end of the fiscal year, at the registered office or at the location indicated on the convocation. The General Meeting is chaired by the President of the Federation or, in his absence, by the Deputy-President or, in his absence, by the oldest of the Directors present.

7.3.2. The convocation is made by the President of the Federation and is sent by letter, fax, email or by any other way of communication, at least 28 days prior to the date of the General Meeting. It includes the agenda.

7.3.3. Convocations include the agenda. Any proposal signed by at least 1/5 of the members must be placed on the agenda.

7.3.4. An extraordinary General Meeting may, besides, be convoked by the President of the Federation, or upon request of two members of the Board of Directors, or also, upon request of 1/5 of the effective members.

7.4. Taking of the decisions

7.4.1. The General Meeting will validly deliberate only provided a minimum of four members of the group of the international advertisers and four members of the group of the national advertisers are present or represented.

7.4.2. Effective members may each be represented at the General Meeting by another effective member holding a special proxy. Each effective member may not hold more than one proxy. Each member present or represented shall have one vote only. The attendance list and the list of proxies will be annexed to the minutes of the meeting.

7.4.3. It may not be deliberated on issues not mentioned on the agenda.

7.4.4. Except in special circumstances foreseen by the present statutes, resolutions shall be passed by a simple voting majority of the effective members present or represented.

7.4.5. Resolutions will be brought to the attention of the members as followed:

Resolutions of the General Meeting shall be recorded in a register signed and kept by the Managing Director who will keep it at the disposal of the members at the registered office of the association. The resolutions of the General Meeting will be sent, within a period of eight weeks, by the Managing Director to the

members by letter, fax, email or by any other way of communication.

- 7.5. Members and delegates representing them shall not contract any personal obligation for the acts of the Federation. Their liability is limited to the execution of their mandate.

Article 8. Changes to the statutes and dissolution of the international association

- 8.1. Without prejudice to articles 50 §3, 55 and 56 of the law governing non-profit-making associations, international non-profit making associations and foundations, any proposal having as object a modification to the statutes or the dissolution of the association shall be issued by the Board of Directors or by at least 1/4 of the effective members of the association.
- 8.2. The Board of Directors shall advise the members of the association at least 2 months in advance of the date set for the General Meeting during which such proposal will be discussed as well as the proposed modifications.
- 8.3. The General Meeting may validly deliberate on the proposal only if at least 2/3 of the members of the association, having a voting right, are present or represented.
- 8.4. No decision will be taken if it is not voted by a majority of 4/5 of the present or represented voting members.
- 8.5. However, if the General Meeting does not reunite 2/3 of the effective members of the association, a new meeting shall be convoked, as early, within fifteen days following the first meeting. The meeting shall definitively and validly decide upon the concerned proposal, at the same majority of the 4/5 of the votes, whatever the number of members present or represented.
- 8.6. Modifications to the statutes will only take effect after approval by the competent authority in conformity with article 50 §3 of the law and after publication in the Annexes to the Belgian Official Gazette in conformity with article 51 §3 of said law.
- 8.7. The General Meeting shall determine the mode of dissolution and liquidation of the association.

- 8.8. The potential net asset after liquidation shall be allocated to a non-profit making entity of private law striving towards the same purpose or, by lack, to an international charitable organization.

Article 9. Board of Directors (or Executive Board)

9.1. Attributions

The Board of Directors shall enjoy full management and administrative authority without prejudice to the attributions of the General Assembly.

The Board of Directors may delegate the day-to-day management to its President, and/ or to one or several Directors or to one of several Officer(s) of whom it will determine the powers.

9.2. Composition

- 9.2.1. The Federation is administered by a Board of Directors composed of a minimum of 9 Committee Members to a maximum of 30 Committee Members, with a balanced representation from National Associations and Corporate Members. The Board of Directors of the Federation is constituted of:

- a President;
- a Deputy-President;
- a Treasurer;
- the Managing Director (ex-officio), who shall ensure the function of secretary of the Board of Directors;
- Directors.

- 9.2.2. The mode of functioning of the Board of Directors is determined by the standing orders of the Federation.

9.3. Convocation and meeting

- 9.3.1. The Board of Directors shall convene, at least once a year, at the time of the Annual General Meeting or upon special convocation of the President.

- 9.3.2. Moreover, the Board of Directors shall convene as often as necessary upon convocation of the President, the Deputy-President, the Managing



Director (or the Executive Director) or upon request of two of its members.

9.3.3. The Board of Directors may invite a member of the Federation to take part in its activities, in an advisory capacity.

9.3.4. The convocation is transmitted by letter, fax, email or by any other way of communication.

9.4. Mandate of the Directors

9.4.1. The Directors are elected by the General Meeting for a one-year term of office, with the exception of the President who is elected for a two-year term of office, renewable once. The Directors may be re-elected.

9.4.2. Their functions will stop in case of death, resignation, civil incapacity or in case they go into provisional receivership, dismissal, and at the expiration of their mandate.

9.4.3. The Directors may be dismissed by the General Meeting by decision taken with a majority of 2/3 of the votes of the effective members present or represented.

9.4.4. In case of vacancy during a mandate, the Board of Directors may temporarily appoint a substitute who will achieve the mandate of the replaced person.

9.4.5. All acts relating to the nomination, dismissal or cessation of functions of the Directors and established in conformity with the law, are communicated to the Federal Public Service Justice in order to be filed and are published, at the cost of the Federation, in the Annexes to the Belgian Official Gazette.

9.4.6. The Managing Director or the Executive Director is an ex-officio member of the Board of Directors.

9.5. Taking of decisions

9.5.1. The Board of Directors can validly deliberate only provided at least 1/5 of his members are present or represented.

9.5.2. A Director may be represented by another director who may nevertheless hold not more than one proxy.

9.5.3. The resolutions of the Board of Directors are taken by a majority of the votes of the Directors present or represented. In case of equal voting, the President shall have the casting vote.

9.6. Register of the resolutions of the Board of Directors

Resolutions are recorded in a register signed and kept by the Managing Director or the Executive Director who will keep it at the disposal of the members of the Federation at its registered office.

Article 10. Managing Director (or Executive Director)

10.1. The Managing Director (or the Executive Director) is appointed by the Board of Directors, upon the President's proposal. The status and the mode of remuneration of the Managing Director (or of the Executive Director) will be settled in a written contract signed by the President and the Treasurer.

10.2. The Managing Director (or the Executive Director) shall be in charge of the day-to-day management of the Federation. He or She is responsible, with the Board of Directors (Executive Committee), referred to in article 9 of the present statutes, for the liaisons with the external organizations and ensures that the activities of the Federation comply with its statutes and objectives.

10.3. The Managing Director (or the Executive Director) may take on assistants who, upon his or her proposal, will be appointed by the Board of Directors.

10.4. The Managing Director will exercise the function of secretary of the Board of Directors. In his or her absence, a secretary is chosen within the Board of Directors.

Article 11. Representation of the Federation vis-à-vis third persons and in justice

- 11.1. All acts binding the Federation are, except special proxies, signed by two Directors or by the Managing Director (or the Executive Director), who are appointed by the General Meeting and who will not have to justify towards third parties the powers granted for this purpose.
- 11.2. The international Federation is validly represented in justice as plaintiff and as defendant by two Directors, or by its President or by a Director designated for this purpose.
- 11.3. The acts relating to the nomination, dismissal or cessation of functions of persons empowered to represent the international non-profit making Federation, established in conformity with the law, are communicated to the Federal Public Service Justice in order to be filed and are published, at the cost of the Federation, in the Annexes to the Belgian Official Gazette.

Article 12. Budgets and accounts

- 12.1. The financial year starts on 1 January and ends on 31 December.
- 12.2. In accordance with article 53 of the law, the annual accounts of the past financial year as well as the budget for the next financial year are established each year by the Board of Directors and submitted for approval to the General Assembly at its first next meeting.
- 12.3. The accounts are transmitted, in conformity with article 51 of the law, to the Federal Public Service Justice.

Article 13. Standing orders

The Board of Directors may approve, by a simple majority vote, standing orders concerning the Federation's organization. Any of the provisions of the standing orders which may affect the rights of members, requires approval by the General Meeting, by a simple majority vote.

Article 14. Official languages

The working languages are French and English. Every delegate may express himself in his native language, provided that a translation of his

speech and/ or documents, in either the working languages, is made available at his cost and expense. In case of doubt in the interpretation of the statutes, the French wording shall be considered as evidence.

Article 15. Regional offices

The Federation may set up regional offices. Such decision must be approved by the Board of Directors by simple majority vote.

Article 16. General arrangements

Anything which is not covered by the present statutes, and in particular, the publications to be made in the Annexes to the Belgian State Gazette, will be ruled according to the provisions of the Title III of the Belgian law of 27 June 1921 governing non-profit making associations, international non-profit-making associations and foundations.

Standing orders of the World Federation of Advertisers

1. Composition of the Board of Directors (also referred to as: Executive Committee)

- 1.1. The Board of Directors of the Federation is composed of a minimum of 9 Executive Committee Members to a maximum of 30 Executive Committee Members :
 - the President;
 - the Deputy-President;
 - the Treasurer;
 - the Managing Director who exercises the function of secretary;
 - a maximum of six regional Vice-Presidents;
 - representatives of the group of members representing the national association of advertisers;
 - representatives of the group of members representing the international association of advertisers;
- 1.2. An equilibrium shall be respected within the Board of Directors so that the two groups of members are represented in a balanced way.
- 1.3. A maximum of two representatives of a national association of advertisers or of an international association of advertisers will belong to the Board of Directors.

2. Meeting of the Board of Directors

The Board of Directors may invite a member of the Federation to take part in his activities, in an advisory capacity.

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