

## **Statutes of the Swiss Broadcasting Corporation (Schweizerische Radio- und Fernsehgesellschaft SRG SSR)**

of 24 April 2009 (Status as of 29 April 2016)

In these statutes, terms denoting the masculine gender also denote the feminine.

### **I. GENERAL PROVISIONS**

#### **Art. 1 Name, legal form, registered office**

<sup>1</sup> The Swiss Broadcasting Corporation (Schweizerische Radio- und Fernsehgesellschaft, Société suisse de radiodiffusion et télévision, Società svizzera di radiotelevisione, Societad svizra da radio e televisiun) is an Association pursuant to Article 60 et seq. of the Swiss Civil Code.

<sup>2</sup> The Association is domiciled in Bern.

#### **Art. 2 Purpose**

<sup>1</sup> The Association (henceforth referred to as SRG SSR) provides radio and television programmes and other news, information and entertainment services in accordance with the Federal Radio and Television Act of 24 March 2006 and the Charter granted by the Federal Council.

<sup>2</sup> To this end, and trading as SRG SSR, SRG SSR conducts a business run on commercial lines that is defined in its Statutes as a company.

<sup>3</sup> With its programmes and other news, information and entertainment services it fulfils its performance mandate pursuant to the law and its charter. These services contribute to the unrestricted formation of opinion, promote cultural development, and help to educate and entertain the public.

<sup>4</sup> SRG SSR can conduct other activities directly or indirectly connected with its purpose. As part of its corporate policy it can form other companies or acquire equity participations in such companies.

<sup>5</sup> It is a public-service broadcaster. It is not profit-driven.

#### **Art. 3 Structure**

<sup>1</sup> SRG SSR consists of the following regional companies:

- a. Radio and Television Company of German and Rhaeto-Romanic Switzerland (trading as SRG.D);
- b. Radio and Television Company of Suisse romande (trading as RTSR);
- c. Società cooperativa per la radiotelevisione svizzera di lingua italiana (trading as CORSI);
- d. SRG SSR Svizra Rumantscha (trading as SRG.R).

<sup>2</sup> The Statutes of the regional companies must not contradict the present Statutes and are subject to the approval of the SRG SSR Board of Directors.

<sup>3</sup> The regional companies can be composed of member companies.

## **Art. 4 Regional companies**

<sup>1</sup> The regional companies provide the company with its firm social roots and contribute to its development.

<sup>2</sup> Their tasks are as follows:

- a. to be involved in transactions that are programme-relevant and socially important to the region, as assigned to them under the Statutes or by decision of the SRG SSR Board of Directors
- b. to receive accounting reports from regional enterprise units, and to exercise information and disclosure rights
- c. to assist with programmes and other news, information and entertainment services, and to influence their orientation and quality
- d. to lead and promote the public discussion of the principles and development of public-sector audiovisual services
- e. to secure broad support in the region by involving natural and legal persons in the regional and member companies
- f. to represent members on SRG SSR governing bodies.

<sup>3</sup> Each regional company establishes a representative audience advisory council. The council maintains close contact between programme managers, listeners, viewers and the users of the other news, information and entertainment services. It also supports programme work with observations, suggestions and recommendations. Members of the regional companies form the base for audience representation.

<sup>4</sup> In each language region the audience council establishes an ombudsman to deal with complaints about programmes and other services.

<sup>5</sup> Member companies assist with the performance of functions. More detailed provisions are contained in regional Statutes.

<sup>6</sup> The regional companies and their member companies can engage in additional activities in pursuit of the objectives of SRG SSR.

## **II. ORGANIZATION**

### **A. Delegates' Meeting**

#### **Art. 5 Composition**

<sup>1</sup> The Delegates' Meeting (DM) is the supreme governing body of SRG SSR.

<sup>2</sup> It consists of 41 members: delegates from the regions and the members of the SRG SSR Board of Directors.

<sup>3</sup> They are appointed as follows:

- a. SRG.D: 18 delegates, one of them the regional leader
- b. RTSR: nine delegates, one of them the regional leader

- c. CORSI: six delegates, one of them the regional leader
- d. SRG.R: three delegates, one of them the regional leader.

<sup>4</sup> The Director General normally attends Delegates' Meetings in an advisory capacity.

<sup>5</sup> Employees representatives are entitled to attend Delegates' Meetings in an advisory capacity. Details are set out in the Rules of the Delegates' Meeting.

<sup>6</sup> The Chairman can invite experts and guests to attend meetings.

## **Art. 6 Functions**

<sup>1</sup> The Delegates' Meeting elects:

- a. three member of the Board of Directors
- b. the Chairman of SRG SSR, who at the same time is Chairman of the Board of Directors and of the Delegates' Meeting
- c. the statutory auditors.

<sup>2</sup> The Delegates' Meeting approves:

- a. the election of the Director General
- b. the Annual Report
- c. the annual report on the quality of SRG SSR and the public service it provides
- d. the annual accounts of both the parent company (the SRG SSR Association) and the Group, each consisting of the balance sheet, income statements and Notes
- e. applications from SRG SSR to the Federal Council regarding amendments to the charter with implications for media policy
- f. the level of remuneration of members of the Board of Directors.

<sup>3</sup> It decides on:

- a. the appropriation of the financial result
- b. the ratification of actions of the Board of Directors
- c. requests to the Board of Directors for quality and public service audits
- d. applications from SRG SSR to the Federal Council regarding the level of license fees based on financial planning
- e. changes to the Association's Statutes or legal form and its amalgamation or dissolution
- f. the Association's strategy and the report on its implementation
- g. the remuneration of members of the Delegates' Meeting
- h. the allocation of funding to the regional companies
- i. the Rules of the Delegates' Meeting.

<sup>4</sup> The Delegates' Meeting takes note of:

- a. the Business strategy and the report on its implementation
- b. the Organization Rules.

<sup>5</sup> The Delegates' Meeting is entitled to remove persons elected by it from office.

<sup>6</sup> The functions set out in paragraph 2 b and d and paragraph 3 a and b must be completed within 5 months of the end of the financial year.

### **Art. 7 Convening**

<sup>1</sup> The Delegates' Meeting is held at least twice a year.

<sup>2</sup> Written invitations are issued by the Chairman two weeks in advance, accompanied by the agenda and associated documents, unless otherwise stipulated by the Delegates' Meeting.

<sup>3</sup> Any member can call in writing for a matter to be added to the agenda during the week following the invitation.

<sup>4</sup> A regional company or eight members can call in writing for a meeting to be convened. Invitations to it must be issued within 20 days of the receipt of the call.

### **Art. 8 Decisions**

<sup>1</sup> The Delegates' Meeting is quorate if at least 21 of its members are present or represented.

<sup>2</sup> Matters not on the agenda can be the subject of discussion and valid decisions provided that all 41 members are present or represented.

<sup>3</sup> Decisions of the Delegates' Meeting are taken by simple majority of those voting. The Chairman has a vote, and a casting vote in the event of a tie.

<sup>4</sup> Members of the Board of Directors are not entitled to vote on the ratification of actions of the Board of Directors.

<sup>5</sup> Resolutions on changes to the Statutes, or legal form of SRG SSR and on its amalgamation or dissolution must be submitted to the regional companies for consultation. They require the consent of at least 28 members or their representatives.

<sup>6</sup> Ballots are conducted in secret at the request of any member. The first ballot is decided by an absolute majority, the second by a relative majority. In the event of a tie a third ballot is held. If there is still a tie, the issue is decided by lot.

## **B. SRG SSR Board of Directors**

### **Art. 9 Composition**

<sup>1</sup> The Board of Directors consists of nine members:

- a. the Chairmen of the regional companies sit on the Board of Directors ex officio

b. the Delegates' Meeting elects three members

c. the Federal Council appoints two members.

<sup>2</sup> The Director General normally attends meetings of the Board of Directors in an advisory capacity and with the right to table motions.

### **Art. 10 Functions**

<sup>1</sup> The Board of Directors is the committee of the Association SRG SSR.

<sup>2</sup> The Board of Directors conducts the Association and the business of the company with all due care. It is responsible for all matters not expressly reserved to a different body by law, the Charter, the Statutes or the Organization Rules.

<sup>3</sup> The Board of Directors has the following general and non-transferable functions, for which all members are jointly responsible:

a. the preparation of the Association's strategy and its implementation

b. the ultimate management of the company and the issue of the necessary instructions

c. the determination of the Business strategy

d. the overall supervision of the company, particularly with regard to the fulfilment of its performance mandate, the implementation of the Business strategy and the achievement of objectives

e. the determination of the main features of the organization

f. the determination of the main features of accounting, financial control and financial planning

g. the appointment and dismissal of persons entrusted with managerial and representational functions, and the determination of signatory rights

h. the overall supervision of persons entrusted with managerial functions, particularly with regard to compliance with laws, Statutes, rules and instructions

i. the preparation of the Annual Report and other reports and documents for the DM, the preparation of its meetings and the implementation of its resolutions

j. decisions on the powers delegated to regional boards of directors pursuant to Art. 15.

<sup>4</sup> The Board of Directors can appoint committees of a permanent or temporary nature from its ranks.

<sup>5</sup> The Board of Directors issues no individual instructions relating to current programming.

### **Art. 11 Organization**

<sup>1</sup> The Chairman of SRG SSR chairs the Board of Directors. Otherwise the Board of Directors is responsible for its own organization. It meets as often as required.

<sup>2</sup> The Board of Directors can call on expert advice and create the resources in terms of personnel and organization that are required to conduct its affairs.

## **Art. 12 Rights**

<sup>1</sup> Members of the Board of Directors are entitled at its meetings to call for information on the course of business and on individual matters from persons with managerial and representational functions.

<sup>2</sup> The Board of Directors can call for the presentation of accounts and documents.

## **Art. 13 Assignment of managerial responsibility**

<sup>1</sup> In accordance with the Organization Rules, the Board of Directors assigns responsibility for the management of the company and overall programme supervision to the Director General.

<sup>2</sup> The Organization Rules are enacted by the Board of Directors and presented to the Delegates' Meeting for information.

## **C. Regional bodies of the Association**

### **Art. 14 Regional councils**

<sup>1</sup> The regional councils have the following programme-relevant tasks:

- a. noting the annual report on the quality of enterprise units and their fulfilment of the public service remit
- b. noting the programme concepts of enterprise units
- c. submitting proposals for programme concepts to the regional board of directors for its consideration. Proposals submitted require the majority support of the regional council. The regional board of directors is obliged to respond within a reasonable period.

<sup>2</sup> Where a regional company has no regional council, its functions are discharged by its supreme governing body.

### **Art. 15 Regional boards of directors**

<sup>1</sup> Regional boards of directors have the following powers:

- a. approving the programme concepts of regional enterprise units within the strategic programming guidelines of the SRG SSR Board of Directors
- b. allocating resources to programme sequences and programme areas in accordance with programme concepts and the payment framework determined by the SRG SSR Board of Directors
- c. nominating directors of enterprise units and second-level managers with programme-relevant responsibilities for the approval of the SRG SSR Board of Directors
- d. deciding on changes to regional studio locations and submitting these to the Board of Directors for its approval
- e. deciding on changes to the structure of regional enterprise units and submitting these to the Board of Directors for its approval

- f. deciding on changes to programme-relevant second-level management in regional enterprise units and submitting these to the SRG SSR Board of Directors for its approval
- g. making proposals to the SRG SSR Board of Directors with regard to the quality of enterprise units and their fulfilment of the public service remit.

<sup>2</sup> In the event of a conflict between programme concepts of the regional board of directors or the associated appropriation of funds and the guidelines of the SRG SSR Board of Directors, the latter shall take the decision.

<sup>3</sup> If the SRG SSR Board of Directors rejects the proposals and resolutions mentioned under sections c to f, it refers the matter back to the regional board of directors with stipulations.

<sup>4</sup> The SRG SSR Board of Directors can refer other matters to the regional board of directors for preparation and the compilation of proposals. It then reaches a final decision at its own discretion.

<sup>5</sup> Consultation with the regional board on other matters before the Board of Directors is conducted via the regional chairman.

<sup>6</sup> Directors of enterprise units attend meetings of the regional board and the regional council, subject to any decision of these bodies to the contrary. The directors report on the course of business and special incidents and provide information.

## **D. Director General and Executive Board**

### **Art. 16 Director General**

<sup>1</sup> The Director General manages the company within the scope of his powers. He issues guidelines and instructions. In the interests of the company, he can also issue individual instructions on programme-related matters.

<sup>2</sup> Members of the Executive Board report to him.

<sup>3</sup> He can attend meetings of the regional board in person, or be represented by his deputy or the director of a regional enterprise unit.

<sup>4</sup> At these meetings, he takes part in the nomination of directors of enterprise units and of second-level managers with programme responsibility.

<sup>5</sup> He can propose to the Board of Directors that it reject nominations and applications for approval by the regional board.

### **Art. 17 Executive Board**

<sup>1</sup> The Executive Board is the company's supreme operating management body.

<sup>2</sup> Its tasks particularly include the following:

- a. preparing the Business strategy and taking responsibility for its implementation
- b. ensuring at company level that it fulfils its mandate efficiently and successfully
- c. ensuring that the actions of enterprise units serve the company's interests.

<sup>3</sup> The Director General chairs meetings of the Executive Board and takes decisions on matters on which no agreement can be reached.

## **E. Statutory auditors**

### **Art. 18**

<sup>1</sup> The statutory auditors audit the accounts of SRG SSR in accordance with legal requirements.

<sup>2</sup> The statutory auditors carry out interim audits at the request of the Board of Directors or the Director General.

## **III. SWI swissinfo.ch**

### **A. Status and purpose**

#### **Art. 19**

<sup>1</sup> SWI swissinfo.ch is part of the SRG SSR company. Based in Bern, it organizes news, information and entertainment services for foreign countries in accordance with the SRG SSR Charter.

<sup>2</sup> These news, information and entertainment services are intended to promote closer links between Swiss expatriates and their homeland, and to raise awareness of Switzerland abroad and make its concerns better understood.

<sup>3</sup> SWI swissinfo.ch can engage in further activities within the framework of the purpose of SRG SSR.

### **B. Organization**

#### **Art. 20**

<sup>1</sup> The Board of Directors appoints a committee.

<sup>2</sup> SWI swissinfo.ch has an audience council. Art. 22 (1) does not apply.

<sup>3</sup> The audience council institutes an ombudsman to deal with complaints about news, information and entertainment services.

## **IV. RESPONSIBILITY AND MEMBERSHIP OF GOVERNING BODIES**

### **Art. 21 Responsibility**

All persons entrusted with leadership, management or control functions are responsible to SRG SSR, the regional companies and company creditors for damage caused by them by virtue of a breach, whether intentional or negligent, of their obligations.

### **Art. 22 Mandates and membership**

<sup>1</sup> All members of SRG SSR governing bodies must be resident in Switzerland and hold either Swiss nationality or a residence permit.

<sup>2</sup> The period of office for the Delegates' Meeting, Board of Directors and SWI swissinfo.ch audience council is four years.



- <sup>3</sup> No person may be a member of the SWI swissinfo.ch audience council or the Board of Directors for more than twelve years per board. In principle, no restriction of term of office applies for Delegates' Meeting. The regional companies may define such restriction of term of office.
- <sup>4</sup> The Chairman of the Board of Directors can be re-elected for a second full period of office even if this would result in his total term of office as a member of the Board of Directors exceeding twelve years.
- <sup>5</sup> The period of office of the statutory auditors is limited to a maximum of three years. Legal provisions govern the duration and exercise of the mandate.
- <sup>6</sup> Delegates can be replaced at the Delegates' Meeting by representatives appointed by the relevant regional council or otherwise; their proxy authority is to be issued by the regional company.
- <sup>7</sup> Members of governing bodies are bound to secrecy with regard to everything of which they become cognisant in the exercise of their functions that is not subject to disclosure by virtue of its nature or in accordance with special regulations.

## **V. FINANCIAL**

### **Art. 23 Principles**

- <sup>1</sup> The financial policy of the Board of Directors is designed to preserve the company's assets in the long term, and to ensure appropriate, balanced funding for the activities of the company, enterprise units and regional companies.
- <sup>2</sup> SRG SSR keeps its accounts in accordance with the regulations applying to joint stock companies, and with the accounting standards recognized by the Swiss Stock Exchange.
- <sup>3</sup> It keeps separate accounts for activities that serve the fulfilment of the performance mandate under the Charter and for other activities.
- <sup>4</sup> The financial year coincides with the calendar year.
- <sup>5</sup> Any revenue surplus is allocated to the operating reserve or carried forward to the new account.

### **Art. 24 Funding**

SRG SSR is funded by the proceeds of radio and television licences, financial assistance under the Federal Radio and Television Act, commercial revenue, other income, and donations (if any).

## **VI. DISSOLUTION**

### **Art. 25**

- <sup>1</sup> SRG SSR can neither be dissolved nor forego its Charter while it is required by law to fulfil its programming mandate.
- <sup>2</sup> If the programming mandate no longer applies and there are no special legislative provisions, the Delegates' Meeting can resolve to dissolve SRG SSR on the conditions set out in Art. 8 (5).

<sup>3</sup> In this event, it appoints liquidators and determines their signatory authorities.

<sup>4</sup> The Delegates' Meeting, on the basis of proposals from the SRG SSR Board of Directors and within the framework of statutory provisions, decides on the appropriation of assets remaining after the repayment of any debts.

## VII. FINAL AND TRANSITIONAL PROVISIONS

### Art. 26

<sup>1</sup> The present Statutes modify those of 24 April 2009.

<sup>2</sup> The modifications of the Statutes were enacted by resolution of the Delegates' Meeting on 29 April 2016.

<sup>3</sup> They come into force on 1<sup>st</sup> July 2016.

The Statutes of 24 April 2009 were approved by the Federal Department for the Environment, Transport, Energy and Communication (DETEC) on 12 August 2009. The DETEC has approved the modifications from 29 April 2016 on 2<sup>nd</sup> June 2016.

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Chairman



Viktor Baumeler

Central Secretary



Beat Schneider