

STATUTES

SWAN Swiss Women's Audiovisual Network

Article 1: Denomination

Under the name SWAN Swiss Women's Audiovisual Network ASSOCIATION, has been established a non-profit Association as defined by Art. 60 and seq. of the Swiss Civil Code. It is independent politically and non-denominational.

Article 2: Headquarters

The Association's headquarter is in Bern.

Article 3: Duration

The Association has an unlimited duration.

Article 4: Aims

SWAN is a non profit Association and has the following aims:

SWAN aims for gender equality and gender diversity in the audiovisual industry, nationally and internationally.

The Association uses all ways deemed useful to reach its goals.

Article 5: Members

Every physical or moral person may become a member of the Association, without distinction of social or political origin, of race, of sex, of gender, of nationality, of religion, possessing civic and moral rights and sharing the goals of the Association.

Requests to become a member must be addressed to the Executive Committee. The Executive Committee, to the simple majority, decides about the applications. Declining decisions do not have to be justified.

There are three kinds of memberships:

a) Active members

All physical or moral persons, students or professionals, who are active members of the audiovisual industry, in Switzerland or abroad, and who pay the annual membership fee.

Active members can vote at General Assembly. Moral persons must delegate one vote to a physical person of their organization to represent it, and must communicate its name in advance to the Executive Committee, no later than 48 hours prior to General Assembly

b) Supporting members:

Any physical person or moral person who pays the annual "supporting member" membership fee. Supporting members do not vote at the General Assembly. Supporting members are recognized by their goodwill towards the Association.

c) Honorary members:

The Executive Committee is free to name Honorary Members. Membership fee is waived. Honorary members do not vote at the General Assembly.

Membership ceases:

- By written resignation thereby notifying the Executive Committee. Members can resign from the Association at any time. Resignation becomes effective on January 1st of the following year.

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- By exclusion suggested by the Executive Committee, for just cause, on notification, with a right of appeal to the General Assembly. The General Assembly has the last vote;
 - For non-payment of dues for more than one year. (Voting rights and membership privileges are revoked until payment);
 - Upon death;
- In all cases, except death, the membership fee for the current year remains due. Members who have resigned or who are excluded have no rights to any part of the Association's assets.

Only the Association's assets may be used for obligations/commitments contracted in its name. Members have no personal liability.

Article 6: Composition

The Association is comprised of:

- The General Assembly, as described in Art. 7;
- The Executive Committee, as described in Art.10 ;
- The Auditor, as described in Art. 19;
- The Commissions, as described in Art. 16;
- The Creative Council and the Advisory Council, as described in Art. 17;
- The Special Consultants, as described in Art. 18.

Article 7: General Assembly

- a) The General Assembly is the Association's supreme authority. It regroups all the members of the Association. The General Assembly shall hold an ordinary session at least once a year. The Executive Committee shall inform the members in writing of the date of the General Assembly at least thirty (30) days in advance. The notification, including the proposed agenda, shall be sent to each member at least fourteen (14) days prior to the date of the meeting. Invitations can be sent via email;
- b) The General Assembly can meet in an extraordinary session per request of the Executive Committee or if one fifth of the active members request so in writing to the Executive Committee. The notification, including the proposed agenda, shall be sent to each member at least fourteen (14) days prior to the date of the meeting;
- c) The General Assembly shall be considered valid regardless of the number of members present;
- d) The General Assembly can deliberate no matter how many of its members are present or duly represented. It can deliberate on all the questions of the agenda with the number of participating members. The supporting and honored members can contribute without deliberative voice. The polls are taken by raised hands, but can be secretive, if demanded by minimum one member.
- e) If deemed necessary by the Executive Committee, the General Assembly or Extraordinary General Assembly can be held online via Visioconference, or in writing;
- f) When the General Assembly or Extraordinary General Assembly is held physically, the Executive Committee can provide an online live stream via visioconference to allow members to participate with a deliberative voice;

Article 8: General Assembly's mandate

The General Assembly :

- a) Approves the members of the Executive Committee (the Executive Committee constitutes itself);
- b) Notes the contents of the reports and financial statements for the year and votes on their adoption;



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- c) Approves the annual budget;
- d) Approves an auditor for the Organization's accounts;
- e) Decides on any modification of statutes;
- f) Decides on the dissolution of the Association;
- g) Fixes the annual membership fees;
- h) Shall approve the expulsion of members as proposed by the Executive Committee (see article 5).

Article 9: General Assembly's operation

- a) The General Assembly is presided by the President of the Association, or by default, the Co-President, or the Vice President or an Executive Committee member;
- b) The procedure of the meeting is fixed by the internal regulation (Art.7a);
- c) Except in the case of dissolution (Art.9e), the General Assembly decides at the simple majority of the members who are present. In case of a tie, the Executive Committee's voice (with a simple majority) determines the outcome. In case of another tie, a break is asked, and the General Assembly then votes to postpone the decision until the next General Assembly. If the General Assembly votes *not to postpone*, a final vote is held. In case of a new tie, the issue shall be considered as lost;
- d) To modify the statutes, a simple majority of the members present is necessary;
- e) To dissolve the Association, the majority of two thirds of the votes of the members present is necessary;
- f) The General Assembly deliberates on all the questions of the agenda;
- g) No decision can be adopted except for the ones mentioned in the agenda;
- h) The General Assembly approves the appointing and hiring of the General Secretary;
- i) The agenda of the ordinary annual session of the General Assembly must include:
 - Approval of the Minutes of the previous General Assembly;
 - Approval of the Executive Committee's annual Activity Report;
 - Notation of the contents of the report and financial statements for the year and vote on their adoption;
 - Acknowledgment of the auditor's reports and discharge of the Committee;
 - Setting of membership fees;
 - Approval of the budget;
 - Election of Executive Committee members and Auditor;
 - Miscellaneous business.
- j) Voting rights: each member of the association has one vote. Each member may represent two other members and two only, on the basis of a written power of attorney presented to the Executive Committee on the day of the General Assembly or Extraordinary General Assembly.

Article 10: The Executive Committee

The Executive Committee is responsible for the daily execution and management of the Association.

The Executive Committee is authorized to carry out all acts that further the purposes of the Association.

The Executive Committee members are elected for a 3 year mandate, renewable once. On special request of the Executive Committee, a member can be asked to remain or return for one additional mandate.

Article 11: The Executive Committee's mandate

The Executive Committee has the following attributions;

- lead and manage the Association in accordance to the present statutes;

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- represent the Association to third parties in accordance to the present statutes;
- appoint a President or a Presidency/Co-Presidents, Vice-President(s), and a Treasurer;
- appoint and or hire a General Secretary who manages the organization of the Association and supports the Executive Committee;
- convene and hold the General Assembly and extraordinary General Assembly in accordance to the present statutes;
- establish management and budget reports;
- submit management and budget reports to the General Assembly;
- submit the books and accounts to the General Assembly's approbation and keep them available to all active members;
- establish the internal guidelines.

Article 12: Operation of the Executive Committee

- a) The Executive Committee meets as often as the Association's business requires;
- b) The decisions are made by the Executive Committee to the simple majority of the present voting members. Decisions can only be made if the Quorum is met. (Quorum is met if half of Committee + 1 are present. In exceptional cases, Executive Committee members can attend session via teleconference, with voting powers.); In exceptional cases, on urgent matters which cannot wait for the next Executive Committee meeting, Co-Presidency can request a vote via email. Decisions can only be made if the Quorum is met. (Quorum is met if half of Committee + 1 respond to the emails, within 48 hours.)
- c) If the Executive Committee is composed of less than 4 persons, decisions have to be taken unanimously;
- d) A protocol (minutes) is kept of every meeting and has to be approved at the next meeting.
- e) The Association is validly engaged to third parties by the signature of two board members, one of them being of the President or the Presidency;
- f) The Executive Committee determines the budget of the Association and is accountable to the General Assembly;
- g) The Executive Committee members work is in principle on a volunteer basis. Compensation of expenses and remuneration of work is done in coordination with the financial possibilities of the association by resolution of the executive committee. Accordingly, for activities beyond the usual function, each Committee member is eligible for appropriate compensation;
- h) The paid employees of the Association have only a consultative voice on the Executive Committee;
- i) The Executive Committee can vote to dismiss one of its members for going against the aims of the Association (set in Art. 4);
- j) Executive Committee members wishing to resign must tend their resignation in writing with a 3 months notice.

Article 13: Composition of the Executive Committee

The Executive Committee is comprised of:

- 1 - The President or The Presidency/Co-Presidents;
- 2 – The Vice-president(s);
- 3 – The Treasurer;
- 4 – Members.

In the event of a Presidency (three Co-presidents maximum), the General Assembly does not elect Vice-Presidency. All the references to the President in the Statutes apply by analogy to the Co-Presidency.

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Article 14: The members of the Executive Committee are:

- The President, The Presidency/Co-Presidents: represent(s) the Association. Preside(s) over the Association in the scope of its activities. Chairs the Executive Committee and presides over the general assemblies. In case of a Presidency, the Co-Presidents take turn chairing and presiding.
- The Vice-President: can replace the President, in all her duties. Helps the members of the Executive Committee in the exercise of their function.
- The Treasurer: Manages the budget, presents the financial statement to the General Assembly and controls the financial resources of the Association.
- The Members of the Executive Committee.

Article 15: Co-option of Executive Committee members

a) The Executive Committee can designate within the Association, or outside, permanent or temporary co-opted Executive Committee members as deemed fit.

The Executive Committee determines the co-opted member's competency.

Co-opted members can be invited to the Executive Committee during a session to address their area of expertise. When invited, co-opted members have a speaking voice but no voting rights.

b) In case of unexpected vacancies or absences of Executive Committee members in the course of a mandate, the Executive Committee can designate new co-opted members to fill the seats until the next General Assembly. These co-opted members have voting rights.

Article 16: Commissions

The Executive Committee can designate within the Association, or outside, permanent or temporary commissions (working group) as deemed fit. The Executive Committee determines the commission's competency.

The commissions are connected to at least one member of the Executive Committee.

The number of members is not limited.

Article 17: Creative Council and Advisory Council

a) The Executive Committee can designate within the Association, or outside, extraordinary members of the Swiss Audiovisual Industry to act as permanent or temporary members of a Creative Council, as deemed fit.

Creative Council members have a speaking voice but no voting rights.

b) The Executive Committee can constitute an Advisory Council and determines its competency.

Advisory Council members have a speaking voice but no voting rights.

Article 18 : Special Consultants

The Executive Committee can appoint departed members of the Executive Committee as Special Consultant temporarily, as deemed fit. The Executive Committee determines the Special Consultant's competency.

To be appointed as Special Consultant, one must have either co-founded the Association, or served as President or Executive Committee member or Co-Opted Executive Committee member for a period of 3 consecutive years; Appointed Special Consultants must be engaged in Gender Equality and Diversity and active in the Audiovisual Industry.

Special Consultants have a speaking voice but no voting rights.

Article 19: Auditor

Each year the General Assembly appoints two Auditors. It may also entrust this task to a fiduciary company.

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The Auditors shall check the operating and annual accounts prepared by the Executive Committee and present a written and detailed report to the annual ordinary general meeting.

The financial year shall begin on 1 January and end of 31 December of each year.

Article 20: Resources

The financial resources of the Association derive from:

- Membership fees;
- Public subsidies;
- Sponsorship;
- Legacy, donations and subsidies from national and international organisms, and people of good will;
- Revenues resulting from its activities;
- Any other resources authorized by law.

The funds shall be used in accordance with the Association's aims.

The Association's benefits are reinvested in its activities or can serve as a reserve fund.

Article 21: Statutes revision

The revision of the present statutes can be made by the General Assembly to a simple majority of the members present.

Article 22: Dissolution

- a) The dissolution of the Association can occur only through decision taken by an extraordinary General Assembly and a majority of 2/3 of the members present.
- b) In case of the dissolution of the Association, the profit and capital is to be bequeathed to another legal entity, tax-exempt for charitable or public benefit purposes, domiciled in Switzerland, according to Art. 56 Bst. g DBG and Art. 83 Abs. 1 Bst. g StG
- c) A merger can only take place with another legal entity, tax-exempt for charitable or public benefit purposes, domiciled in Switzerland, according to Art. 56 Bst. g DBG and Art. 83 Abs. 1 Bst. g StG.

Article 23: Adoption of statutes

The present statutes enter in force from the date of their adoption.

Location: Baden

Date: 02.09.2020

The Presidency:

Co-President

Stéphane Mitchell (Swiss national)
Rue du Belvédère 3
1203 Genève - CH



Co-President

Gabriel Baur (Swiss national)
Langstrasse 64, PF 751
8004 Zürich - CH

