

Swiss Film Producers' Association
Schweizerischer Verband der FilmproduzentInnen
Association Suisse des producteurs de films
Associazione svizzera dei produttori di film

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STATUTES

SWISS FILM PRODUCERS' ASSOCIATION SCHWEIZERISCHER VERBAND DER FILMPRODUZENTINNEN ASSOCIATION SUISSE DES PRODUCTEURS DE FILMS ASSOCIAZIONE SVIZZERA DEI PRODUTTORI DI FILM

Art 1: Name

The "Swiss Film Producers' Association / Schweizerischer Verband der FilmproduzentInnen / Association Suisse des producteurs de films / Associazione svizzera dei produttori di film (SFP)"¹ is an association under the terms of Art. 60 ff. ZGB.

Art. 2: Aims

The SFP has no political or denominational affiliations. It seeks to further the professional and commercial interests of its members, represent them as individuals or a collective in relation to authorities, courts, and other organisations, support them in terms of training, and foster their young professionals. It assists its members in the management of copyright and related rights.

Art. 3: Domicile

The General Meeting determines the domicile of the SFP.

Art. 4: Members

There are two types of membership of the SFP:

- a) Company membership
- b) Individual membership

Any natural person or legal entity with Swiss domicile who is in business and as a company is making their own productions, in particular feature films, documentaries, experimental films, and audio-visual programmes, can become a company member. The company or, in the case of a legal entity, its specialist director, has a good reputation, sufficient professional experience to perform the activities membership implies, a sound financial basis, and an entry in the Companies' Register. Legal entities are represented in the association by specialist directors or their representatives.

¹ Name decided at the AGM of 11.3.1995 (previous name: Schweizerischer Verband für Spiel- und Dokumentarfilmproduktionen SDF).

Any natural person residing in Switzerland who is primarily engaged in the production of audio-visual media and has sufficient professional capability can become an individual member.

Should the company to which a person applying for individual membership belongs fulfil the requirements for Company Membership without becoming a company member, the request for individual membership will be rejected.

Art. 5: Admissions, resignations, expulsions

Applicants for membership of the SFP submit a written request to this effect together with the necessary documents to the committee; this gives its members thirty days in which to publicise the application and decide on it.

A member wishing to resign from the SFP needs to inform the committee in writing four months before the end of the fiscal year.

A member can be expelled by the committee if there are important grounds for doing so. Important grounds are specifically defined as causing gross damage to the interests of the association, or the non-payment of the membership contribution for three months after it is due in spite of reminders.

Unsuccessful applicants and expelled members can appeal within thirty days to the General Meeting at which a final decision is made.

Art. 6: Finance

The SFP derives its means

- a) from annual contributions
- b) from additional contributions
- c) from further sources

Art. 7: Annual and additional contributions

The General Meeting decides the rate at which annual fees are to be paid. This can be fixed according to various categories.

Additional fees are calculated as a percentage of the production funds received by the member in the previous year. The percentage is decided by the General Meeting.

The annual and additional fees are invoiced and due thirty days after the General Meeting.

Art. 8: Assignment of rights

By joining the association the member relinquishes their original or acquired rights to royalty payments made through the relevant collective rights management organisation for screenings and sound or audio-visual media according to Art. 13, 20, 22, and 35 of the Copyright Act (URG). This assignment applies to all works and audio-video media which the member has registered, or may in future register with the relevant collective rights management organisation, or which they declare to the association separately.

Art. 9: Liability

The SFP assumes sole responsibility for its financial obligations. The liability of members is expressly excluded.

Art. 10: Intervention

Each member is entitled to arbitration by the association in the case of disputes between members or with third parties. The member bears any costs that arise as a result.

Should the issue be in the general interest, the board can decide to use the association's own funds to cover the costs.

Art. 11: Bodies

The bodies of the SFP are

- a) the General Meeting
- b) the committee
- c) the secretary
- d) the auditors

Art. 12: The General Meeting

The General Meeting is the highest body of the SFP. It is normally held in the first half of the year.

Ordinary General Meetings are announced six weeks in advance. The members have the opportunity to submit items for the agenda in writing to the committee no later than a month before the General Meeting. The statutory invitation to the General Meeting sets out the agenda and is made in writing at least fourteen days in advance.

Art. 13: Voting and elections

Every member has a voice. Members unable to attend can give written permission to another to represent them and vote on their behalf.

Unless otherwise stated, the General Meeting passes its resolutions and deals with elections on the basis of an absolute majority of present and represented members.

Should decisions be made on matters which are not on the agenda, two thirds of the present and represented members must be in agreement with the fact that the matters are being handled.

Elections are secret; voting on decisions is public. A third of those present can demand that votes are conducted in secrecy.

Art. 14: Responsibilities of the General Meeting

The General Meeting

- elects the president and the members of the committee;
- elects the secretary;
- elects the auditors;
- accept the annual report and the annual accounts and discharge the committee from liability;
- deals with any other business with which it is tasked by the committee, the statutes, or resolutions of the General Meeting.

Art. 15: Extraordinary General Meetings

Extraordinary General Meetings can be called by the committee or at the written request of at least a fifth of the members, or by the auditors, who have informed the committee of their intention to do so.

Invitations to Extraordinary General Meetings setting out the agenda must be sent out by recorded delivery at least fourteen days in advance.

Art. 16: The committee

The committee is composed of the president, a secretary where applicable, and at least two further members.

Anyone who has been a member of the SFP for at least a year can stand for election to the committee.²

The secretary does not have to be a member of the SFP.

It is important to ensure that groupings within the SFP are adequately represented on the committee.

The term of office is two years. Committee members can be re-elected.

Art. 17: Functions and powers of the committee

The committee is the leading body of the SFP. It conducts the association's ongoing business and represents the SFP to the outside world. Its areas of responsibility include all matters which are not transferred to a body of the association through statutes or explicit AGM resolutions.

The committee constitutes itself: it can elect one or several vice-presidents; it can appoint panels and committees; and it determines the authorised signatories.

The committee makes decisions and conducts its elections through a simple majority. It is quorate if half of its members are present.

² As decided at the General Meeting of 7.5.2009.

Art. 18: The secretary

When the AGM elects a secretary, the committee stipulates his or her duties in a regulation.

Art. 19: Auditing

The AGM elects auditors for a period of two years.

The auditors include at least one auditor or a legal entity. They do not have to be members of the association.

The auditors examine the association's accounts and compliance with legal requirements. It presents a written report and motion to the AGM.

Art. 20: Fiscal year

The fiscal year is the calendar year.

Art. 21: Amendments of statutes

A majority of two-thirds of present and represented members is required to amend statutes. The amendment of statutes is normally put on the agenda, and the individual amendments have to be included in the invitation to the AGM.

Art. 22: Dissolution

The dissolution of the SFP can be decided by the General Meeting with the approval of two thirds of the present and represented members. The proposal to dissolve is to be set out in the invitation to the General Meeting.

Any dissolution is to be conducted by the committee.

The General Meeting decides on the distribution of any remaining assets of the association.

Art. 23: Note

Where neither the law nor statutes are clear, common sense prevails.

These statutes were agreed at the GM of 21st September 1993 and partly revised in the GM of 11th March 1995 and 7th May 2009. They take immediate effect.

Bern, 7th May 2009