

Modification according to decision  
Of 12<sup>th</sup> February 2009

Federal Department of Home Affairs  
The Deputy General Secretary  
[sign.] Kurt Stampfli



## **Fondation Hironnelle Articles of Association**

**Revised on 4 December 2008**

### **Article 1: Name, registered office**

1.1 It is herewith established under the following name:

#### **Fondation Hironnelle, Media for Peace and Human Dignity**

A Foundation in the sense of articles 80 and following of the Swiss Civil Code, governed by the said articles and by these Articles of Association.

1.2 The Foundation's registered office is in Geneva. It is registered with the Geneva Register of Commerce.

### **Article 2: Purpose**

2.1 The Foundation's purpose is to provide useful, impartial and independent information to populations that are prevented to access such information by a conflict situation, a crisis, a disaster or any situation where the right to receive information is obstructed for any other reason.

2.2 The Foundation promotes, in particular, the distribution of impartial information when the populations concerned are submitted to propaganda undertakings that incite violence and when they do not have access to alternative sources of information that would allow them to form an opinion freely.

2.3 The Foundation may be asked to provide, or to offer its services following a natural disaster, a catastrophe brought by a careless or malevolent act, a conflict, an uprising or any other crisis resulting in a serious lack of access to information for the population.

2.4 The Foundation makes no distinction based upon nationality, race, opinion or religion between its potential beneficiaries.

2.5 The Foundation may contribute to inform the wider world about the situation of the population for which it is working.

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### **Article 3: Activities**

3.1 The Foundation will give itself the best possible means needed to achieve its aims.

3.2 The Foundation may answer requests for, or propose, its services. It will intervene using all the means at its disposal.

3.3 The Foundation intervenes on a temporary basis. It decides the duration of its interventions based on the development of the situation and needs.

3.4 The Foundation is striving to transfer gradually the media outlets to entities – to media professionals in particular – from the country in which they operate. To achieve this it may set up one or several legal entities specific to this domain of activity with which it will maintain special ties.

3.5 The Foundation may enter into any partnership that may further its objectives.

3.6 The Foundation may make its equipment and know-how available to international organisations, humanitarian organisations in particular, if it is unable to operate itself.

### **Article 4: Capital**

4.1 A capital of fifty thousand (50,000) francs was allocated to the Foundation when it was set up.

### **Article 5: Financing**

5.1 The Foundation's resources come from donations, subsidies and interests from its capital.

5.2 The Foundation may accept any donation, inheritance or bequest without condition.

### **Article 6: Bodies of the Foundation**

6.1 There are three bodies within the Foundation:  
- The Foundation Council, which is the supreme organ,  
- The Executive Committee,  
- The Auditor.

### **Article 7: The Foundation Council**

7.1 The Foundation Council is composed of three (3) members at least and of fifteen (15) at most. Half of the Council's members at least are journalists or people active in the media sector. The Council ensures that some members of the Council come from humanitarian organisations supporting the Foundation's activities, insofar as this proves possible.

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7.2 The Council's President and the majority of its members must be Swiss nationals and must be residents of Switzerland. The mandate of the Council's members is set at four (4) years and is renewable twice.

7.3 As a transitional measure, the mandate of the members elected to the Council when the Foundation was set up, may be renewed for an additional four-year period if the Council deems this extension useful for the Foundation.

7.4 The members of the Council do not derive any personal or other benefits from their mandate.

7.5 In exceptional cases, following a request from the Direction and approval from the Executive Committee, a member of the Council may carry out, for the Foundation, paid expert work, consultancy, negotiation or other missions for which he/she is particularly qualified. In such cases, he/she is paid according to the Foundation's standard scale of fees. The Council is informed of these mandates at its end-of-year statutory meeting.

7.6 Renewal of the members of the Council is ensured through cooptation.

7.7 The Foundation Council organizes itself and drafts the regulations governing its operations.

7.8 The Foundation Council may call on experts depending on its operations or commitments. It may also appoint members giving a consultative opinion. These members are not bound by the conditions listed under 7.1 and 7.2.

#### **Article 8: Foundation Council Remit**

8.1 The Foundation Council is Fondation Hironnelle's supreme body. It defines the Foundation's policy, its strategic objectives, and its management structure and supervises its operational management. Furthermore, it has all the competencies not expressly entrusted by law or by the Articles of Association to other bodies.

8.2 The Council's competencies concentrate, in particular, on the endorsement of the budget, of the accounts and of the operations' management report; on the selection of auditors; on the appointment and dismissal of the director general.

#### **Article 9: Council Meetings**

9.1 The President calls meetings of the Foundation Council, at least once a year, but normally twice a year in the spring and the autumn. An ordinary meeting of the Council may be convened at any time at the request of the Foundation President, the Executive Committee or the director general. The notification must be sent, together with the agenda, fourteen (14) days before the meeting.

9.2 The Council may be convened for a special meeting at the shortest possible date upon a written request from the President, the director general or one third of the members of the Council. This meeting may take place as a tele- or video-

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conference.

### **Article 10: Decisions**

10.1 The Council's decisions are in general adopted by consensus. If it does not prove possible to reach a consensus, a vote is called. The president has the casting vote if the ballot is tied. The decisions are taken at the simple majority of the members present.

10.2 The decisions may be adopted by means of a circular letter unless one member asks explicitly for the Council to be convened to discuss the matter under consideration.

10.3 The meetings and agenda of the Council are prepared by its president upon proposal from the director general in accordance with the rules.

### **Article 11: Minutes**

11.1 The decisions taken by the Foundation Council are recorded in the minutes.

### **Article 12: The Executive Committee**

12.1 The Foundation Council appoints an Executive Committee made up of three to five of its own members, among whom the Council's president.

12.2 The Executive Committee ensures the follow-up of the Council's decisions.

12.3 The Executive Committee is empowered by the Foundation Council to supervise and decide on the strategic direction to give to the Foundation.

12.4 The Executive Committee supervises the director general's management and monitors its effectiveness.

12.5 The Executive Committee meets four times a year, but also as often as is required by the business. It may also be convened at any time, upon request from the director general, the president or from two of its members.

12.6 For its remaining activities, the Executive Committee organizes itself.

### **Article 13: Direction**

13.1 The director general is appointed by the Foundation Council on proposal from the Executive Committee.

13.2 The director general proposes the annual strategic plan to the Foundation Council. He/she ensures the operational management of the Foundation. He/she decides on the operational priorities and their implementation. He/she represents the Foundation externally. He/she carries out all the tasks entrusted to him/her by the Foundation Council and the Executive Committee.





13.3 The director general is accountable of his/her management to the Foundation Council.

13.4 The director general sits on the Foundation Council and the Executive Committee in an advisory capacity with the right to make propositions. He/she prepares the meetings and their agenda with the president.

#### **Article 14: Liabilities towards third parties**

14.1 The Foundation is effectively bound towards third parties by the collective signing of two of the signatories recorded in the Register of Commerce and of the director general.

14.2 The Foundation Council may authorize the director general and Foundation staff to bind the Foundation for certain operations. In such instances it will set their power of signature and the limits of their powers. An internal document listing these operations is constantly kept up to date.

#### **Article 15: Expenses incurred by the members of the Foundation Council**

15.1 The members of the Foundation Council are not entitled to any income or assets of the Foundation.

15.2 The Council sets the rules for the repayment of expenses.

#### **Article 16: Auditor**

16.1 The Foundation Council appoints an auditor, who is not one of its members, to audit its accounts and write a report.

#### **Article 17: Accounting**

17.1 The Foundation's annual accounts and balance sheet are established as at 31 December.

#### **Article 18: Amendments to the Articles of Association**

18.1 The Council may at any time make changes or additions to its Articles of Association by a decision subject to the approval of the Supervising Authority.

18.2 The decision to amend the Articles of Association requires a two-third majority from the Council's members.

#### **Article 19: Supervision**

19.1 The Foundation is placed under the supervision of the Federal Department of the Interior in Bern.

19.2 The Foundation Council submits a management report, together with its accounts and the auditor's report to the Supervising Authority every year.

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## Article 20: Dissolution

20.1 The Foundation will be dissolved by law if its purpose can no longer be served.

20.2 In such case, the assets will be transferred to an institution that is pursuing a similar purpose or, if none can be found, to professional organisations of journalists that pursue the same purposes. The assets may not be returned to the founders.

20.3 Furthermore, Articles 88 and 89 of the Swiss Civil Code are applicable.

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