

Law no. 33/2003, of 22 of August

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Approves the restructuring of the State entrepreneurial sector in the audiovisual domain - First amendment of Decree-Law No. 2/94, of 10th January, Law No. 4/2001, of 23rd February, and Law No. 18-A/2002, of 18th July.

The Assembly of the Republic decrees, under the terms of sub-paragraph c) of Article 161 of the Constitution, that the following is valid as a general law of the Republic.

CHAPTER I Rádio e Televisão de Portugal, SGPS, S. A.

Article 1 Nature, object and statutes

- 1 - Radiotelevisão Portuguesa, S. A., public limited company of exclusively public capital, regulated by statutes approved by Law No.21/92, of 14th August, is transformed by this law into a holding company, changing its name to Rádio e Televisão de Portugal, SGPS, S. A.
- 2 - Rádio e Televisão de Portugal, SGPS, S. A., has as its object the management of shares in other companies, particularly in companies with total or partial public capital, which are active in the area of media, multimedia, online communication and production of contents.
- 3 - The statutes of Rádio e Televisão de Portugal, SGPS, S. A., are published in Appendix 1 of this law, and are an integral part of it.

Article 2 Capital

- 1 - The capital of Rádio e Televisão de Portugal, SGPS, S. A., which at present is € 297,540,805, will be increased by an amount corresponding to the net book value of the assets and liabilities incorporated under the provisions of Article 12 and also, the capital contribution that is predicted in the company's financial restructuring plan.
- 2 - Shares representing the total capital of Rádio e Televisão de Portugal, SGPS, S. A., will be held directly by the main department of the Treasury but they may be managed by another legal person under public law or an entity which, by legal imposition, belongs to the public sector.
- 3 - The rights of the State, as shareholder in Rádio e Televisão de Portugal, SGPS, S. A., are exercised by a representative appointed by joint order of the Minister of Finance and a member of the Government responsible for the media, except when the management has been entrusted to another entity, under the terms of the previous paragraph.

Article 3 Concession of the public television and radio broadcasting services

- 1 - Rádio e Televisão de Portugal, SGPS, S. A., continues to hold the licence for the public television service, under the terms of the concession contract established with the State on

31st December 1996 and the contracts to be established under the terms of Articles 48 and 51 of the Television Law.

2 - The concession for the public broadcasting service is transferred to Rádio e Televisão de Portugal, SGPS, S. A., also transferring, as a consequence, the contractual position held by Radiodifusão Portuguesa, S. A., in the concession contract established on 30th June 1999.

3 - For the pursuit of its purposes and as a concessionaire of the public services of radio and television broadcasting, the following rights are conferred upon Rádio e Televisão de Portugal, SGPS, S. A., acting for itself or through the companies in which it has holdings:

a) To occupy land in the public and private domain of the state, local government, or other legal person of public law, in accordance with the laws and regulations in force;

b) To benefit from easement protection for its relay stations under the terms established in the applicable legislation;

c) To benefit from protection of its facilities under the same terms as those for public services;

d) To use and manage public assets which are or become affected by the exercise of the activity of the public television and radio broadcasting service.

Article 4 Constitution of new companies

Rádio e Televisão de Portugal, SGPS, S. A., may, upon the decision of the respective general assembly, establish new companies with objects that fall within its general objective of constitution, by any of the means admitted by law, more specifically in the Code of Commercial Companies.

Article 5 Management bodies

1 - The management bodies of Rádio e Televisão de Portugal, SGPS, S. A. are the general assembly, the board of directors and the auditor, with jurisdiction attributed by law and the respective statutes.

2 - The provisions of Articles 83 and 84 of the Code of Commercial Companies, are not applicable to the State, with regard to Rádio e Televisão de Portugal, SGPS, S. A.

Article 6 Opinion council

1 - Rádio e Televisão de Portugal, SGPS, S. A., also has a Opinion council, composed mostly of members put forward by associations and other entities representing different areas of public opinion, under the terms laid out in the respective statutes.

2 - The Opinion council is responsible for:

a) Issuing declarations on the concession contracts of the public television and radio broadcasting service and the plans and general basis of the activity of subsidiaries which operate programme services integrated into the aforementioned public services;

b) Pronounce upon any other questions which are submitted to it under the terms of the statutes.

CHAPTER II
Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A.

Article 7
Constitution, nature and statutes

- 1 - Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A. is hereby constituted.
- 2 - Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A., is a public limited company of exclusively public capital, constituted by the legal scission, and consequent detachment of part of the patrimony of Rádio e Televisão de Portugal, SGPS, S. A.
- 3 - The statutes of Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A., are published in Appendix II of this law, and are an integral part of it.

Article 8
Realization and holdings of capital

- 1 - The capital of Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A., is € 45,000,000 and will be wholly realised in kind upon the transfer of equipment, stock and rights associated with the activity of the public television service, to be detached from the patrimony of Rádio e Televisão de Portugal, SGPS, S. A.
- 2 - If the book value of the assets to be transferred for the realization of the capital of Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A., is more than the amount of capital established in the previous paragraph, this company will owe the difference.
- 3 - Shares representing the total capital of Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A., are held by Rádio e Televisão de Portugal, SGPS, S. A.

Article 9
Management bodies

- 1 - The management bodies of Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A., are the general assembly, board of directors and the auditor, with jurisdiction attributed by law and by the respective statutes.
- 2 - The provisions of Articles 83 and 84 of the Code of Commercial Companies are not applicable to the State, relative to Radiotelevisão Pública de Televisão, S. A.

Article 10
Work contracts

- 1 - The legal position of employer in work contracts with the employees of Rádio e Televisão de Portugal, SGPS, S.A. is transferred to Radiotelevisão Portuguesa - Serviço Público de Televisão, S.A., as regards the economic units transferred to that company under the terms of Article 8 of this law, observing the provisions of general legislation on the effects of the transfer of the company or establishment upon labour relations.
- 2 - Employees covered by the provision of the previous paragraph will appear upon a list of names approved by the administrative bodies of the two companies.
- 3 - The instrument of collective regulation of labour that binds Rádio e Televisão de Portugal, SGPS, S.A., is applicable to Radiotelevisão Portuguesa - Serviço Público de Televisão, S.A., under the following terms:
 - a) The coming into effect of a new instrument of collective regulation of labour established with Radiotelevisão Portuguesa - Serviço Público de Televisão, S.A., automatically

terminates validity of the instrument of collective regulation which bound Rádio e Televisão de Portugal, SGPS, S.A., with regard to the employees whose contracts have been transferred to Radiotelevisão Portuguesa - Serviço Público de Televisão, S.A.;

b) As a new instrument of collective regulation of negotiated labour has yet not been established with Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A., this company will continue to respect the instrument of collective regulation which bound Rádio e Televisão de Portugal, SGPS, S. A., until its term expires, and for a minimum period of 12 months from the date of the transfer.

c) Upon expiry of the term established in the previous paragraph, the instrument of collective regulation of labour that binds Rádio e Televisão de Portugal, SGPS, S. A., ceases to apply to the work contracts which have been transferred to Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A.

4 - The complementary social security contributions stipulated in the instrument of collective regulation which bound Rádio e Televisão de Portugal, SGPS, S. A., will be assured by means of the constitution of a pension fund or in other ways legally stipulated for that effect.

Article 11

Labour relations

The staff of Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A., is subject, in accordance with the terms of their respective legal obligation, to the legal regimes of the individual labour contract and the service contract and to general or special legislation which is applicable, more specifically the norms which regulate labour relations with public service concession holding companies.

CHAPTER III

Closure of Portugal Global, SGPS, S. A.

Article 12

Closure of Portugal Global, SGPS, S. A.

1 - Portugal Global, SGPS, S. A., a public limited company with public shares constituted by Decree-Law No. 82/2000, of 11th May is hereby closed.

2 - The assets and liabilities of Portugal Global, SGPS, S. A., are transferred to Rádio e Televisão de Portugal, SGPS, S. A.

3 - With the exception of provisions in the previous paragraph, the holdings in the capital of Rádio e Televisão de Portugal, SGPS, S.A., and of Lusa - Agência de Notícias de Portugal, S. A., which were held by Portugal Global, SGPS, S. A., are transferred to the State and are to be held by the Treasury Department.

CHAPTER IV

Final and temporary provisions

Article 13

Responsibility of the State

1 - Until expiry of the corresponding contracts, the State will maintain with the financial institutions which have established contracts with Radiotelevisão Portuguesa, S. A., or with the public company that preceded it, the same relations as it maintained in respect of those, and this law may not be considered as an alteration of circumstances for the effects of the contracts in question.

2 - Similarly, the transfer of contracts from Rádio e Televisão de Portugal, SGPS, S. A., to Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A., under this law may in no way be considered as an alteration of circumstances.

Article 14

Company decisions

As long as the State is the only shareholder of Rádio e Televisão de Portugal, SGPS, S. A., general assemblies for this company need not be held and the respective company decisions need only to be recorded in a signed memorandum by the representative of the single shareholder.

Article 15

Irremovability

The members of the board of directors of Rádio e Televisão de Portugal, SGPS, S. A., of Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A., and of Radiodifusão Portuguesa, S. A., may not be deposed before the expiry of the term of their respective mandate, except in the event of a serious and proven omission in the performance of their duties or fulfilment of any other obligation intrinsic to the post, or in the event of permanent disability.

Article 16

Exemptions

1 - This law constitutes sufficient entitlement for the corroboration and formalisation of legal documents implied therein, for all legal purposes, including those of registering, and all documents necessary for the regularization of the situation shall be officially drawn up by the respective public institutions.

2 - All deeds to be undertaken for the execution of the provisions of this law, including the record of transmissions of assets stipulated therein, the increase of the capital of Rádio e Televisão de Portugal, SGPS, S. A., referred to in Article 2, the record of the statutes of Rádio e Televisão de Portugal, SGPS, S. A., and of Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A., the nominations of the holders of the respective statutory organs and the extinction of Portugal Global, SGPS, S. A. shall be exempt from any taxes, dues, fees or any other legal charges owed to any entities, including the National Legal Persons Registry and the commercial registration offices.

3 - The exemption from charges laid out in the previous paragraph, with respect to any acts of registering, does not include personal fees or amounts corresponding to normal fees due to registrars and notaries for their respective work.

Article 17

Coming into force

1 - The statutes of Rádio e Televisão de Portugal, SGPS, S. A., and of Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A., come into force with regard to third parties from the moment this law enters into effect, regardless of registration.

2 - The statutes of Rádio e Televisão de Portugal, SGPS, S. A., and of Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A., and, also the alteration to the Statutes of Radiodifusão Portuguesa, S. A., laid out in paragraph 3 of Article 20 of this law are exempt from the requirement to register a public deed, and the respective registration shall be officially published in the Diário da República, under the terms of paragraphs 2 and 3 of the previous article.

3 - Possible alterations to the statutes of the companies referred to in the previous

paragraph come into full force from the moment they are decided under the terms of the statutory regime and applicable provisions of commercial law, with public deed being considered sufficient with subsequent registration and publication.

4 - Alterations to statutes are carried out under the terms of commercial law, with the exception of the alterations of Articles 21 and 22 of the statutes of Rádio e Televisão de Portugal, SGPS, S. A., which may only be altered by law.

Article 18 **Convening of general assemblies**

1 - The general assemblies of Rádio e Televisão de Portugal, SGPS, S. A., and Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A. shall take place at the head office of the respective companies up to the 90th day after this law takes effect, in order to elect the representatives of the management bodies and decide upon their respective remuneration.

2 - Until the new representatives are elected and assume office, the members currently heading the board of directors and supervisory body of Radiotelevisão Portuguesa, S. A., will continue to provide the corresponding services in Rádio e Televisão de Portugal, SGPS, S. A., and in Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A., with their responsibilities established in the statutes of those companies.

Article 19 **Revocatory norm**

1 - The following statutes and legal precepts are hereby revoked:

- a) Law No. 21/92, of 14th August;
- b) Articles 3, 4, 6 and paragraph 2 of Article 8 of Decree-Law No. 2/94, of 10th January;
- c) Decree-Law No. 82/2000, of 11th May, altered by Decree-Law No. 2/2002, of 4th January;
- d) Article 51 of Law No. 4/2001, of 23rd February.

2 - Articles 20 to 22 of the Statutes of Radiodifusão Portuguesa, S. A., published in appendix to the Decree-Law No. 2/94, of 10th January are also revoked.

Article 20 **Amendments to Laws Nos. 4/2001, of 23rd February and 43/98, of 6th August and Decree-Law No. 2/94, of 10th February**

1 - Articles 46, 47 and 48 of Law No.4/2001, of 23rd February are now worded as follows:

"Article 46
Public service concessionaire

1 - The public service broadcasting concession is attributed to Rádio e Televisão de Portugal, SGPS, S. A., under the terms of the concession contract established between the State and Radiodifusão Portuguesa, S. A.

2 - The programme services included in the public broadcasting service are operated by Radiodifusão Portuguesa, S.A.

Article 47
Mission of the public broadcasting service

1 - Radiodifusão Portuguesa, S. A., shall assure programming that is innovative and of an exemplary high standard and which satisfies cultural, educational, training, informative and recreational needs of diverse publics, being obliged specifically to:

- a) Ensure pluralism, accuracy and impartiality of information, and to maintain independence of any public or private powers;
- b) Broadcast innovative and varied programmes that stimulate development and encourage the valuing of culture, with special attention to youth;
- c) Broadcast programmes that promote social cohesion and are accessible to the whole population, taking into account different age groups, occupations and interests;
- d) Broadcast programmes that express the social and cultural diversity of the country, eschewing all forms of exclusion or discrimination, and respond to minority interests of different categories of public;
- e) Assure news coverage of the main national and foreign events;
- f) Promote and disseminate Portuguese artistic creation and awareness of the historical and cultural heritage of Portugal;
- g) Broadcast regular programmes aimed at the international dissemination of the Portuguese language and culture.

2 - It is also an obligation of Radiodifusão Portuguesa, S. A., to incorporate technological innovation which will contribute to improving the efficiency and quality of the service for which it is responsible and of the activity of broadcasting in general.

Article 48
Specific services

In addition to other obligations stipulated in the concession contract, Radiodifusão Portuguesa, S. A., is obliged to supply the following specific services:

- a) Assure the broadcast, with the appropriate prominence and maximum urgency, of messages requested by the President of the Republic, the President of the Assembly of the Republic, and by the Prime Minister;
- b) Assure the exercise of the right to broadcast time, and the right of political refutation of opposition parties, under the terms of Articles 52 to 57;
- c) Maintain and update sound archives;
- d) Assure the functioning of the Museum of Radio;
- e) Further cooperation with radio operators in Portuguese-speaking countries;
- f) Maintain cooperation and exchange relationships with international organisations and foreign entities connected to the activity of broadcasting".

2 - Article 6 of Law No. 43/98, of 6th August, amended by Law No. 18-A/2002, of 18th July, is now worded as follows:

"Article 6
Nomination and exoneration of directors

1 -

2 - The declaration referred to in the previous paragraph, when it affects the nomination and exoneration of directors responsible for programming and information of public television and broadcasting service operators, is binding whenever it is based upon the violation of the guarantees stipulated in paragraph 6 of Article 38 of the Constitution.

3 -"

3 - The wording of Articles 3, 4, 5, 7 and 12 of the Statutes of Radiodifusão Portuguesa, S. A., published in appendix to Decree-Law No. 2/94, of 10th January, is now as follows:

"Article 3

1 - The object of the company is the exercise of the activity of sound broadcasting in the areas of the production and transmission of programmes, and the provision of the public sound broadcasting service, under the terms of Law No. 4/2001, of 23rd February of the Television Law and of Decree-Law No. 2/94, of 10th January.

2 -

3 -

Article 4

1 - The company, without prejudice to its total independence in the definition of programming, shall observe the principles defined by the public broadcasting service.

2 -

3 -

Article 5

1 - The capital is (Euro) 31,544,500, wholly realised and divided into shares with a nominal value of (Euro) 5 each, which may be represented by securities of 1, 10, 15 and 100 shares and in multiples of 100 to 10,000.

2 -

3 -

Article 7

1 -

2 - Members of management bodies carry out their functions for periods of four years, which can be renewed.

3 -

Article 12

1 - The board of directors is constituted of three to five members, one of whom is chairman and one vice-chairman.

2 -

3 - The board of directors may appoint a company secretary and a deputy, to exercise the functions stipulated by law."

Article 21 Opinion councils

Until the Opinion Councils stipulated in Article 6 begin operating, the opinion councils stipulated in Law No. 31-A/98, of 14th July and Law No. 4/2001, of 23rd February, will remain in operation, with the responsibilities stipulated in this law and in Article 22 of the statutes of Rádio e Televisão de Portugal, SGPS, S. A., presented in Appendix 1.

Approved on 15th July 2003.

President of the Assembly of the Republic, *João Bosco Mota Amaral*.

Promulgated on 6th August, 2003.

It is hereby published.

The President of the Republic, JORGE SAMPAIO.

Countersigned on 8th August 2003.

The Prime Minister, *José Manuel Durão Barroso*.

APPENDIX I STATUTES OF RÁDIO E TELEVISÃO DE PORTUGAL, SGPS, S. A.

CHAPTER I Name, head office, duration and object of the company

Article 1 Name of the company

The company adopts the name of Rádio e Televisão de Portugal, SGPS, S.A., public limited company of exclusively public capital, regulated by these statutes and by any general or special legislation that is applicable to it.

Article 2 Head office

1 - The head office of the company is in Lisbon at Avenida de 5 de Outubro, 197.

2 - Upon decision of the board of directors, the company may move its head office to another location within the same municipality or in an adjoining municipality.

Article 3 Duration

The company is constituted for an indeterminate period of time.

Article 4 Object

1 - The object of the company is the management of holdings in other companies as an indirect way of exercising economic activities.

2 - The company may provide technical services of administration and management to the companies in which it has holdings.

CHAPTER II Capital, shares and bonds

Article 5 Capital

The capital of the company is € 297,540,805, wholly realized and represented by shares with a nominal value of € 5 each.

Article 6 Shares

1 - Shares shall be nominative and represented by securities that incorporate the number of shares to which each shareholder is entitled.

2 - The securities are signed by two administrators; both signatures may be stamped.

3 - The shares may take the form of deeds, and both securities and deeds are reciprocally convertible at the request of the shareholder.

Article 7 Bonds

The company may issue any type of bonds under the terms of the law, and effect operations upon its own bonds that it is legally permitted to do.

CHAPTER III General assembly

Article 8 Composition and votes

1 - The general assembly is composed of the shareholders with entitlement to vote.

2 - Shareholders which are legal persons shall indicate, in a letter addressed to the chairman, the person who will represent them at the general assembly.

3 - No shareholder may be represented by more than one person at the same session of the general assembly.

Article 9 Meetings

The general assembly will normally meet at least once a year and exceptionally, whenever the board of directors or auditor deems it necessary, and also when a meeting is requested by shareholders representing at least 5% of the capital.

Article 10 Board

The board of the general assembly consists of a chairman, a vice-chairman and a secretary, elected by the assembly.

Article 11

Convening and functioning

1 - Shareholders may be convened to the general assembly by means of publicity, under the terms of the law, or by registered letter sent at least 21 days before the date of the assembly.

2 - The general assembly may only take place after a first convocation if shareholders holding at least 51% of the capital are present or duly represented.

3 - In both the first and second convocation, decisions on the alteration of statutes, mergers, scission, transformation, dissolution of the company and acquisition or transfer of company shares shall be approved by 51% of votes corresponding to the capital.

Article 12

Authority

1 - The general assembly decides upon all matters for which it has been attributed authority by the law and these Statutes.

2 - It is the specific responsibility of the general assembly to:

a) Analyse accountancy documents and deliberate on the application of financial year profits;

b) Elect the board of the general assembly, the board of directors and the auditor;

c) Deliberate upon any alterations to Statutes and increases of capital;

d) Authorise the acquisition, mortgaging or transfer of company holdings worth more than 5% of the capital;

e) Authorise the contracting of loans which are not destined for short-term financing and are greater than 20% of the annual indemnity;

f) Deliberate upon the association of the company with other entities;

g) Deliberate upon the remuneration of the members of the management bodies, for which purpose a salary committee may be designated;

h) Deal with any other matter for which it has been convened.

CHAPTER IV

Board of Directors

Article 13

Composition

1 - The company is managed by an board of directors composed of three to seven members, elected in general assembly, which will also decide which members will exercise the functions of chairman and of vice-chairman.

2 - The chairmen of the board of directors of Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A., and of Radiodifusão Portuguesa, S. A. are part of the board of directors referred to in the previous paragraph.

3 - The board of directors may also attribute to one of its members the special functions of monitoring the systems of auditing and control.

Article 14 Authority

Without prejudice to other authority which is conferred upon it by law and by these Statutes, the board of directors shall:

- a) Manage, with the broadest powers, all company business and effect all operations relative to the company's object;
- b) Represent the company in and out of court, actively and passively, with the possibility of desisting, transacting and acknowledging in any proceedings and also celebrating arbitration conventions;
- c) Propose to the general assembly that the company, directly or indirectly, associates with other persons, or acquires, transfers or mortgages holdings worth more than 5% of the capital;
- d) Associate with other persons, or acquires, mortgages or transfers holdings worth 5% or less of the company capital;
- e) Propose to the general assembly the contracting of loans that shall be authorized by said assembly;
- f) Appoint representatives, temporary or permanent, in companies or other institutions or organisms, public or private;
- g) Assure the compatibility and coherence of investment and activity plans in subsidiary companies.

Article 15 Meetings

1 - The board of directors shall establish the dates or the frequency of its ordinary meetings and meet extraordinarily whenever it convened to do so by the chairman, upon his own initiative or at the request of two directors.

2 - Any director may be represented at the meetings of the board of directors by another director, by means of a letter informing the chairman of this fact.

3 - Decisions are taken by simple majority of directors present or represented, and in the case of tied votes, the chairman has the casting vote.

Article 16 Chairman

1 - The chairman of the board of directors shall specifically:

- a) Represent the company in and out of court;
- b) Coordinate the activity of the board of directors, and convene and chair the respective meetings;
- c) Exercise the casting vote;

d) Ensure that the decisions taken by the board of directors are correctly carried out.

2 - In his absence or in the event of any impediment, the chairman is substituted by a member of the board of directors appointed by him for that effect.

Article 17 **Binding of the company**

1 - The company is bound in relation to third parties provided that its deeds or documents are enacted or signed by:

- a) Two directors;
- b) One director with powers delegated for that effect;
- c) An attorney or proxy in the execution of the respective power of attorney.

2 - Deeds and documents of an inconsequential nature may be enacted or signed by one director or attorney constituted for that effect.

CHAPTER V **Inspection**

Article 18 **Company inspection**

1 - The inspection of the company is carried out by an auditor elected in general assembly, which will also elect the deputy.

2 - The auditor and his deputy are chartered accountants or companies of chartered accountants.

Article 19 **Authority**

1 - The authority, powers and duties of the auditor are those laid down in law and in these Statutes.

2 - It is the special responsibility of the auditor to:

- a) Examine the company's books whenever he judges it convenient to do so;
- b) Monitor the company's operations and ensure compliance with laws, statutes and regulations that are applicable to it;
- c) Participate in the meetings of the board of directors, whenever he judges it convenient or whenever he has been convened;
- d) Request the extraordinary convocation of the general assembly, whenever he deems it necessary;
- e) Issue declarations about accountancy documents;
- f) Request the consideration of the board of directors on any subject and issue declarations upon any matter that is submitted to that body.

CHAPTER VI
Company secretary

Article 20
Company secretary

The board of directors may appoint a company secretary and a deputy to exercise the functions laid out by law.

CHAPTER VII
Opinion council

Article 21
Composition

1 - The Opinion Council consists of:

- a) Five representatives elected by the Assembly of the Republic according to the system of proportional representation;
- b) Three representatives appointed by the Government;
- c) One representative appointed by the Regional Legislative Assembly of each of the Autonomous Regions.
- d) A representative appointed by the employees of Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A., and a representative appointed by the employees of Radiodifusão Portuguesa, S. A.;
- e) A representative appointed by the most representative religious faith;
- f) A representative appointed by the television viewers' associations;
- g) A representative appointed by the parents' associations;
- h) A representative appointed the family protection associations;
- i) A representative of the National Association of Portuguese Municipalities;
- j) A representative appointed by the youth associations;
- l) A representative appointed by the associations defending portuguese authors;
- m) Three representatives appointed by culture, sport and recreational associations;
- n) One representative appointed by the Council of Deans of Portuguese Universities;
- o) One representative designated by the cooperative movement;
- p) Two representatives of the general assembly of the company;
- q) Two representatives of trade unions and two representatives of employer associations;
- r) Two representatives appointed by consumer protection associations;
- s) Five personalities of recognised merit, co-opted by the other members of the council.

2 - The chairmen of the general assembly, board of directors and the auditor may attend the meetings of the Opinion Council and participate in its proceedings, without entitlement to vote.

3 - The members of the Opinion Council exercise their functions for periods of four years, renewable.

Article 22 Authority

The Opinion Council has authority to:

a) Analyse the business plans and budget for the forthcoming year, as well as long-term plans of the company and of subsidiary companies that operate the programme services integrated into the public television and radio broadcasting services;

b) Analyse the report and accounts;

c) Pronounce upon the activity of subsidiary companies which operate the integrated programme services in the public television and radio broadcasting services, with regard to the general basis of programming and investment plans;

d) Analyse the activity of the company in the sphere of cooperation with Portuguese-speaking countries and providing support for Portuguese communities abroad;

e) Issue declarations on concession contracts to be established with the State, particularly as regards the adequacy of public service missions;

f) Elect the chairman, from amongst its members;

g) Pronounce upon any matters which the management bodies see fit and submit a declaration.

Article 23 Meetings

The Opinion council ordinarily meets once every six months and extraordinarily upon request from two thirds of its members.

CHAPTER VIII General provisions

Article 24 Bond and remuneration

1 - Members of the board of directors are exempt from providing a bond.

2 - The members of the management bodies are remunerated or otherwise, according to decision taken in general assembly or by the salary committee appointed by said assembly.

Article 25 Duration of mandate

1 - The members of the management bodies exercise their functions for renewable periods of four calendar years, the calendar year of nomination being considered as complete.

2 - The members of the management bodies are considered to be appointed as soon as they are elected and continue to exercise their functions until the election to substitute them.

CHAPTER IX
Application of profits

Article 26
Application

1 - The profits from the financial year will be successively applied as follows:

- a) To cover losses from previous years;
- b) For the constitution and eventual reintegration of the legal reserve and other reserves determined by law;
- c) For the constitution, reinforcement or reintegration of other reserves, as decided by the general assembly;
- d) For dividends to be distributed amongst shareholders;
- e) Any other purposes which the general assembly decides.

2 - Upon proposal by the board of directors and subject to approval from the auditor, shareholders may be given an advance on profits during the course of the financial year.

CHAPTER X
Final provisions

Article 27
Dissolution and liquidation

1 - The company is dissolved under legal terms and situations.

2 - The liquidation of the company is regulated by legal provisions and by the decisions of the general assembly.

APPENDIX II
STATUTES OF RADIOTELEVISÃO PORTUGUESA - SERVIÇO PÚBLICO DE TELEVISÃO,
S. A.

CHAPTER I
Name, head office, duration and object of company

Article 1

1 - The company adopts the form of a public limited company and the name of Radiotelevisão Portuguesa - Serviço Público de Televisão, S. A., henceforth known as RTP, S. A.

2 - The company is regulated by this law approving the State's restructuring of audiovisuals, by the statutes and any general or special legislation that is applicable.

Article 2

1 - The head office of the company is in Lisbon, at Avenida de 5 de Outubro, 197.

2 - The duration of the company is for an indeterminate period.

3 - The company has a delegation in each Autonomous Region, called a regional centre.

Article 3

1 - The object of the company is to provide television services through the broadcasting and production of programmes, and the operation of the public television service under the terms of the Television Law.

2 - The company may pursue any other activities, commercial or industrial, that are related to the activity of television, particularly the following:

a) Television advertising;

b) Marketing of products, particularly programmes and publications related with its activities;

c) Provision of technical consultancy and professional training services and cooperation with other entities, national or foreign, especially with similar entities in Portuguese-speaking countries;

d) Marketing and hiring of television equipment, films, magnetic tape, videocassettes and similar products.

3 - Upon the decision of the board of directors, the company may move its head office to another location within the same municipality or in an adjacent one.

Article 4

1 - The responsibility for the selection and content of programming and information of RTP, S. A., is held directly and exclusively by the directors that are in charge of those areas.

2 - RTP, S. A., shall ensure the contribution of regional delegations for programming and information.

CHAPTER II Capital and shares

Article 5

1 - The capital is € 45,000,000 and is wholly realized by the State, divided into shares with a nominal value of (Euro) 5 each, and there may be securities of 1, 10, 15 and 100 shares and in multiplies of 100 up to 10,000.

2 - Shares are nominative and may not be converted into bearer shares, although under the terms of the applicable legislation the issue or conversion into deeds, which follow the regime of nominative shares, is now authorized.

3 - Shares representing capital shall belong exclusively to the State, legal persons acting under public law, public companies or companies with exclusively public capital.

Article 6

1 - Increases in capital will always be decided by the general assembly, without prejudice to the provisions of paragraph 3 of the previous article.

2 - When there are capital increases, the shareholders will have preference in the subscription for new shares in proportion to those they already possess.

CHAPTER III Management bodies

SECTION I General provisions

Article 7

1 - The management bodies of the company are the general assembly, the board of directors and the auditor.

2 - The members of the management bodies exercise their functions for renewable periods of four years.

3 - The members of the management bodies are considered to be appointed from the moment they are elected and continue to exercise their functions until the election for their replacements.

SECTION II General assembly

Article 8

1 - The general assembly is formed of shareholders with the right to vote.

2 - Every 1000 shares corresponds to one vote.

3 - The members of the board of directors and the auditor shall be present at the meetings of the general assembly and may participate in its proceedings, but shall not, in that capacity, have the right to vote.

4 - Decisions are taken by a majority of votes of shareholders present or represented, whenever the law or statutes do not require a greater number.

Article 9

The general assembly shall exercise the responsibilities which are attributed to it in these statutes and in general law, especially:

- a) Elect the board of the assembly, the members of the board of directors and the auditor;
- b) Decide upon any alterations to statutes;
- c) Decide upon the remunerations of the members of the management bodies, for which purpose they may appoint a salary committee;
- d) Discuss and vote on the balance sheet and the accounts and the declaration of the auditor and decided upon the application of the profits from the financial year;
- e) Decide upon the constitution of a reserve fund, without maximum limit, constituted by the transfer of net profits accumulated in each financial year;

- f) Establish the value above which the acquisition, transfer or mortgaging of rights is subject to authorization, including that affecting moveable and immovable property and company holdings;
- g) Authorise loans taking into account that as laid out in paragraph 3 of Article 2 of the law of financing of the public television and radio broadcasting service;
- h) Decide upon the issue of bonds;
- i) Decide, by a qualified majority of two thirds, on the separation of parts of the company's assets or operations, taking into account effects upon new companies which may be set up or in whose capital it holds interests.
- j) Approve the annual business plan, and investment plans;
- l) Pronounce upon any other matter for which it has been convened.

Article 10

- 1 - The board of the general assembly consists of the chairman, vice-chairman and a secretary.
- 2 - The general assembly is convened by the chairman at least 30 days before, with specific indication of the matters to be discussed.
- 3 - Absences are compensated for under the terms of commercial law.

Article 11

- 1 - The general assembly will meet at least once a year and whenever the board of directors or auditor deems it necessary or when the meeting is requested by shareholders representing at least 10% of the capital and request to do so in a letter indicating precisely the matters to include in the order of the day, with respective justifications.
- 2 - For the purposes of sub-paragraphs a), b) and i) of Article 9, the general assembly can only meet validly if all shareholders representing the majority of the capital are present.

SECTION III Board of directors

Article 12

- 1 -The board of directors consists of three or five members, one of whom is a chairman and one vice-chairman.
- 2 - The board of directors may, within legal limits, confer its responsibilities to a deputy director, establishing undertakings and regulating the respective delegation.
- 3 - Directors are exempt from providing a bond.

Article 13

- 1 - The board of directors shall:
 - a) Manage company business and undertake all deeds relating to the company object that do not otherwise fall under the scope of responsibilities attributed to other management bodies;

b) Represent the company in and out of court, actively and passively, with the capacity to desist, reach a compromise and acknowledge in any legal proceedings, and commit itself, upon arbitration convention, to the decision of arbitrators.

c) Acquire, sell or in any other way transfer or mortgage rights, including those affecting movable or immovable property, and company holdings, with respect of sub-paragraph f) of Article 9;

d) Decide upon the constitution of other funds, in addition to that established in sub-paragraph e) of Article 9 of the these Statutes, and upon the provisions necessary to prevent risks of depreciation or losses to which certain kinds of facilities or equipments may be particularly subject;

e) Decide upon the creation and closure, anywhere within or outside national territory, of agencies, delegations or any other form of company representation;

f) Establish the technical-administrative organisation of the company and the regulation of its internal functioning, namely the permanent staff and their respective remuneration;

g) Constitute representatives endowed with the powers that it deems convenient;

h) Exercise other responsibilities that are attributed to it by law or by the general assembly.

2 - The board of directors may delegate to one or more of its members or to an executive committee the day-to-day management of the company.

Article 14

1 - The chairman of the board of directors, in particular, is empowered to:

a) Represent the council in and out of court;

b) Coordinate the activity of the board of directors, convening and moderating the respective meetings;

c) Exercise the casting vote;

d) Ensure that the decisions of the board of directors are correctly carried out.

2 - In his absence, or in the event of impediment, the chairman is substituted by the vice-chairman.

Article 15

1 - The board of directors shall establish dates or the frequency of its ordinary meetings and meet extraordinarily whenever it is convened by the chairman, on his own initiative, or at the request of two directors.

2 - The board of directors may not reach decisions without the presence of the majority of its functioning members, except in the case of an emergency recognized as such by the chairman, in which case the votes may be expressed by correspondence or by proxy through another director.

3 - The decisions of the board of directors will always be recorded in minutes which shall be approved by a majority vote of the members present, with the chairman or his legal substitute possessing the casting vote.

Article 16

1 - The company is bound:

- a) By the signature of two members of the board of directors;
- b) By the signature of one director, within the scope of the powers which have been expressly delegated to him;
- c) By the signature of representatives granted the corresponding power of attorney.

2 - In matters of minor consequence, the signature of one director will be sufficient.

3 - The board of directors may decide, in compliance with legal terms, that certain documents of the company are signed by mechanical processes or with a stamp.

SECTION IV Auditor

Article 17

1 - The inspection of the company is exercised by an auditor elected in general assembly, which also elects a deputy.

2 - The auditor and deputy are chartered accountants or chartered accountancy companies.

3 - The auditor may be assisted by technicians specially appointed or contracted for this purpose, and also by companies specializing in auditing work.

4 - The auditor shall, obligatorily and annually, request that an audit be carried out of the application of loans conceded by the State.

Article 18

In addition to the responsibilities laid out in general law, the auditor is especially empowered to:

- a) Examine the company's books whenever he deems it convenient, and at least once a month;
- b) Issue declarations on the budget, balance sheet, inventory and annual accounts;
- c) Request the extraordinary convening of the general assembly whenever he deems it convenient;
- d) Request the appreciation of the board of directors on any matter which he deems necessary;
- e) Pronounce upon any matter which is submitted to him by the board of directors.

SECTION V Company secretary

Article 19 Company secretary

The board of directors may appoint a secretary of the company and a deputy to exercise the functions stipulated by law.

CHAPTER IV

The financial year and application of profits

Article 20

1 - The economic and financial management of the company is programmed and controlled by annual and multi-year business and activity plans, and by annual operation and investment budgets that assign the resources required to cover forecast expenses.

2 - Financial plans shall predict the development of expenses, projected investments and sources of financing.

3 - Multi-year plans will be updated every year and shall reflect the company's medium-term strategy, integrated into the guidelines defined in the planning for the sector in which the company operates.

4 - Financial years coincide with calendar years.

Article 21

The profits from the financial year, duly approved, are applied as follows:

- a) A minimum of 10% for the constitution or possible reintegration of the legal reserve, until the required amount is reached.
- b) The remainder for purposes that the general assembly decides to be in the interest of the company.

CHAPTER V

Staff

Article 22

General labour law or civil law applies to company staff, in accordance with the nature of the respective legal obligation.