

## I. General provisions

### Art. 1 Name and registered office

The 'Swiss Association for Counselling' (SGfB) is an association within the meaning of the Swiss Civil Code (ZGB) Art. 60 et seq. with its registered office in Zurich.

### Art. 2 Purpose

- 1) The SGfB is an association is made up of various Swiss organisations, associations and institutions and of individual members from the field of psychosocial counselling. As an umbrella organisation, it represents the interests of its members towards the general public, public authorities and other institutions.
- 2) The purpose of the SGfB is to:
  - a) strengthen the profile of the counselling professions;
  - b) promote and uphold the quality of the counselling services provided by its members;
  - c) promote and uphold the quality of education and training in the field of psychosocial counselling;
  - d) promote and coordinate theory development activities and research activities in the field of psychosocial counselling;
  - e) support its members in professional matters;
  - f) achieve recognition of counselling as a profession in its own right; strengthen professional relationships and promote professional dialogue between its members; establish and maintain relationships with other professional organisations in Switzerland and abroad.

### Art. 3 Duties

In fulfilling its purpose, the SGfB shall perform the following duties:

- a) develop and issue the Ethical Principles;
- b) Develop counselling standards;
- c) undertake professional representation of its members;
- d) inform and advise members on topical and fundamental professional policy matters and developments;
- e) coordinate the exchange of information between members;
- f) inform the general public, public authorities and other associations and institutions about the SGfB's positions and objectives;
- g) cooperate with public authorities, other associations and institutions in Switzerland and abroad.

## **II. Membership**

### **Art. 4 Members**

- 1) Members of the SGfB can be individuals or legal entities ('individual or organisational members').
- 2) Individual members hold the specialist title awarded by the SGfB (active members), are undergoing appropriate education or training (members in training) or support the interests of the SGfB through passive membership (passive members).
- 3) Organisational members are associations, federations and institutions that carry out professional counselling, education, training and/or research activities in the field of psychosocial counselling.

### **Art. 5 Admission**

- 1) Applications for SGfB membership should be addressed to the Board, which will make a definitive decision.
- 2) There is no legal entitlement to admission to the SGfB.

### **Art. 6 Termination of membership**

- 1) Membership expires upon:
  - a) resignation by the member;
  - b) exclusion of the member.
- 2) Resignation must be declared in writing. Resignation is possible at any time but does not release the member from the obligation to pay the membership fees for the current association year.
- 3) The Board may expel a member if he/she ceases to fulfil the membership requirements, if he/she acts contrary to the purpose of the SGfB or if his/her conduct is in any other way likely to harm the Association. Reasons for such exclusion will be given, and the member will be notified by registered letter.

### **Art. 7 Rights**

- 1) Organisational members have two votes in elections and votes. They exercise their voting rights through one or two representatives.
- 2) Individual members have one vote each.

### **Art. 8 Duties**

- 1) Membership obliges members to promote the purpose of the Association and to observe and comply with these Articles of Association, the Ethical Principles, any regulations and other binding resolutions of the Association.
- 2) Membership obliges members to pay the annual membership fee.

### III. Organisation

#### Art. 9 Executive bodies

The executive bodies of the SGfB are:

- a) the General Assembly;
- b) the Board;
- c) the Executive Board;
- d) the committees;
- e) the auditors.

#### a) The General Assembly

#### Art. 10 Position

- 1) The General Assembly is the supreme executive body of the Association. All members belong to it.
- 2) Members may be represented by other members who are present at the Assembly by written proxy.

#### Art. 11 Powers

The General Assembly rules on:

- a) acceptance of the annual report and annual accounts;
- b) discharge of the Board;
- c) election of the President, Vice-President and other members of the Board;
- d) setting of the annual membership fees;
- e) issue of the Ethical Principles;
- f) issue of the quality standards;
- g) dealing with business assigned to it by the Board;
- h) participation in or membership of other organisations;
- i) issue and revision of the Articles of Association;
- j) dissolution of the Association.

#### Art. 12 Ordinary and extraordinary meetings of the General Assembly

- 1) The Annual General Assembly is held in the first half of each year.
- 2) Extraordinary meetings of the General Assembly are held upon resolution of the General Assembly or the Board or at the request of one-third of the members.

A request to convene an extraordinary meeting of the General Assembly must be submitted to the Board in writing, stating the purpose. The Board will then convene an extraordinary meeting within 20 days. This must take place no later than 90 days after submission of the request.

#### Art. 13 Convening the General Assembly

- 1) The invitation to the General Assembly is sent to the members with an agenda at least 30 days before the meeting.
- 2) Members who together represent at least one-fifth of the voting rights of all members may jointly or individually request that items be placed on the agenda. Such motions must be submitted in writing to the Board at least 50 days before the General Assembly.
- 3) Valid resolutions cannot be passed on items that are not on the agenda.

#### Art. 14 Chair and minutes

- 1) The General Assembly is chaired by the President or, if he/she is unable to do so, by the Vice-President.
- 2) Proceedings will be minuted. The Board will appoint a minute-taker. The minutes will be sent to the members within three months and approved at the next General Assembly.

#### Art. 15 Votes and elections

- 1) The President has the right to vote. In the event of a tie, he or she will have the casting vote.
- 2) The General Assembly will be considered quorate irrespective of the number of members present. In the absence of any provisions to the contrary in the Articles of Association, it passes resolutions by a majority of the votes cast. In elections, an absolute majority of the votes cast is required in the first ballot; a relative majority is sufficient in the second ballot. Abstentions are not taken into consideration.

Votes normally take place openly, but the General Assembly may decide to hold a secret ballot.

- 3) Elections are normally held by secret ballot. However, an election will be conducted openly if three-quarters of those voting decide so.
- 4) For the Articles of Association to be amended or the SGfB to be dissolved, at least two-thirds of the members present must vote in favour of the motion.

## **b) The Board**

### **Art. 16 Composition**

The Board consists of the President, the Vice-President and two to seven other members.

### **Art. 17 Term of office**

The term of office is three years.

Where a member is elected via a replacement election, the initial term of office of the incoming member runs until the end of the term of office of the replaced member.

The President may be elected up to a maximum of three times.

### **Art. 18 Constitution; organisational regulations**

The Board of Directors constitutes itself.

It lays down organisational regulations governing its activities (meetings, convening, allocation of duties, etc.) and the external representation of the Association.

### **Art. 19 Duties**

The Board is responsible for all duties that are not assigned to other bodies by the Articles of Association or mandatory law.

In particular, it has the following duties:

- a) to represent the SGfB towards the outside world;
- b) to manage the Association;
- c) to prepare and convene the General Assembly;
- d) to pass resolutions on the admission and exclusion of members;
- e) to perform the financial management of the Association.

The Board may delegate the management and representation of the SGfB in whole or in part to the Executive Board in the organisational regulations.

### **Art. 20 Assignments to committees and third parties**

The Executive Board shall appoint the members of the committees in accordance with Art. 22. It may issue mandates to committees and third parties.

## **c) The Executive Board**

### **Art. 21 Election and duties**

- 1) The Board appoints the members of the Executive Board.
- 2) The Executive Board is responsible for the operation of the office and for operational implementation of the Association's decisions.
- 3) Its function is governed by the Board by means of the organisational regulations and a job description.

**d) The committees**

Art. 22 The following committees exist

- 1) The Quality Committee
- 2) The Examination Committee
- 3) The Communication and Marketing Committee
- 4) The Ethics Committee
- 5) The Professional Policy Committee

**d) The auditor**

Art. 23 Election, duties and accounting

- 6) The General Meeting elects an external auditor for a term of office of one year. The auditor is eligible for re-election.
- 7) The auditor audits the Association's annual accounts and reports to the General Assembly.
- 8) The financial year corresponds to the calendar year.

**IV. Financial resources and accounting**

Art. 24 Assets of the Association

- 1) The Association's assets derive from membership fees and donations by third parties.
- 2) Liability for the Association's liabilities is limited exclusively to the Association's assets.

**V. Internal legal recourse**

Resolutions that violate the law or the Articles of Association may be challenged by any member who did not give his/her consent, within one month of becoming aware of these. If an appeal is rejected or not accepted, an action pursuant to Art. 75 of the Swiss Civil Code may be brought within one month of the date of notification of the decision.

The Board appoints the appeals board and lays down the appeals procedure in a set of regulations.

**VI Final provisions**

Art. 25 Dissolution

In the event of the dissolution of the Association, the assets of the Association will be assigned to a legal entity with the same or similar objectives, on which matter the General Assembly will pass a resolution.

Art. 26 Entry into force

These Articles of Association will enter into force upon their adoption at the SGfB Assembly of 22 September 2021.