

European Mentoring & Coaching Council (EMCC) Switzerland

Articles of Association

Preamble

The term "member" refers to both male and female persons.

1. Name, registered office and purpose

Article 1 - Name and registered office

An association within the meaning of Article 60 ff. of the Swiss Civil Code exists under the name of European Mentoring & Coaching Council (EMCC) Switzerland, hereinafter referred to as "EMCC - Switzerland"; its registered office is in 8098 Zurich.

Article 2 - Purpose

EMCC Switzerland's purpose is to develop, promote and set the expectation of best practice in mentoring, coaching, and supervision within Switzerland for the benefit of society.

This should be done in a mutual learning approach. EMCC Switzerland therefore sees itself as a platform that supports and promotes coaches, mentors, and supervisors and integrates organisations, companies and public and academic institutions in the learning process to this end.

EMCC Switzerland is a working member of EMCC Global, an international non-profit association incorporated in Belgium, Avenue Paul-Henri Spaak 17, 1060 Brussels, Belgium, RPL (Brussels) 0819.495.590.

2. Membership

Article 3 - Start

Membership starts with the acceptance of a request to join by the Executive Board. The Executive Board can reject any request to join without stating reasons; its decision is final.

The term of membership is 12 months starting from the first day of the month after acceptance of a request to join.

All individual members agree by submitting a request to join EMCC Switzerland that they will adhere to the statutes and regulations as set out by EMCC Switzerland.

All individual members of EMCC Switzerland are also individual members of EMCC Global by virtue of EMCC Switzerland's status as a working member of EMCC Global. As such, all members of EMCC Switzerland adhere to the statutes and internal regulations of EMCC Global including the Global Code of Ethics. By requesting to join, the Applicant acknowledges that they received a copy of the above mentioned regulations and Global Code of Ethics"

Article 4 - Types of membership

- a) Individual membership: practitioners, coaches, mentors, trainers, supervisors, advisers, managers and other individuals with an interest in coaching and mentoring
- b) Membership by organisations, companies and public and private institutions.
- c) Membership by educational and research institutions.

Article 5 - End of membership

It is possible to leave the Association at any time. The Executive Board must be informed in writing at least (30) days before the end of the membership term that the member is leaving. The member must fulfil its financial obligations by this date.

The Executive Board can exclude a member if:

- a) the member is endangering the reputation or important interests of the Association, or
- b) for other good cause.

An excluded member can lodge an appeal in writing for the attention of the General Meeting within (10) days of learning about the exclusion. The General Meeting will make the final decision on this at the next General Meeting.

Membership expires if a member does not pay the annual fee within the payment term set in the second reminder.

Members who have been excluded or have left are not entitled to the Association's assets. Regardless of the reason for which the membership is ended, the applicable membership fees remain due and payable to the end of the membership term.

Anyone who financially damages the Association remains liable for the damage.

3. Organisation

Article 6 - Bodies

The Association's bodies are

- a) the General Meeting
- b) the Executive Board
- c) the Auditors

Article 7 - General Meeting

The General Meeting is the highest body of the Association. Ordinary General Meetings take place annually.

Extraordinary General Meetings can be convened upon a resolution of the Executive Board.

Invitations to General Meetings are sent to members at least 30 days in advance and must state the agenda.

Motions can be submitted to the Executive Board in writing up to no later than 14 days before the General Meeting.

Article 8 - Chair and minute taking

The General Meeting must be chaired by the President or Vice President. The Secretary takes the minutes of the meeting, which will include the resolutions held and other matters that have been determined.

Article 9 - Passing resolutions and casting vote

Each member who is eligible to vote has one vote.

The Association's resolutions are passed with a simple majority of the votes of those eligible to vote who are present; abstentions will be disregarded. In the event of a tie, the Chair will cast the deciding vote.

Motions to change the Articles of Association must be submitted to the Executive Board in writing no later than 14 days before the General Meeting.

Elections and votes are carried out by show of hands unless the majority of members eligible to vote who are present have requested a secret ballot.

The members of the Executive Board do not have the right to vote on resolutions on the discharge of the executive bodies.

Article 10 - Powers

The General Meeting has the following powers:

- a) Elect the members of the Executive Board and the Auditors.
- b) Approve the audit report and the annual accounts.
- c) Declare a discharge to the executive bodies.
- d) Approve the annual change of membership fees proposed by the Executive Board or amend the Articles of Association.

Article 11 - Executive Board

The Executive Board consists at least of the President, the Vice President, the Secretary and the Treasurer.

The term of office is three years, after the end of which a member of the Executive Board may stand for re-election. The Executive Board will constitute itself.

Members of the Executive Board who want to resign must send a written statement to that effect to the Executive Board as of the end of the calendar year.

The Executive Board can be convened by the President at any time and is quorate if at least half its members are present. It monitors compliance with the Articles of Association, manages Association matters, carries out the Association's resolutions and represents the Association externally.

The President, or, if this is not possible, the Vice President, chairs the General Meetings and Executive Board meetings. The President is the EMCC Switzerland delegate on the EMCC Global Council of Delegates and attends Global Council meetings to represent EMCC Switzerland and vote on its behalf. If unable to attend, the President can delegate the role to the Vice President.

The Secretary takes minutes of Executive Board meetings and General Meetings. The Secretary handles correspondence with the members. All minutes are to be stored in a register of minutes.

The Treasurer manages the Association's finances, submits accounts to the Executive Board annually and is responsible for cash management.

The Vice President is responsible for the daily management of the association. Daily management includes any act or decision within the daily business of the Association, and that is of lesser importance or is of an urgent nature and therefore does not justify the intervention of the Executive Board. The Executive Board may charge a physical or legal person, who needs not be a member of

the Executive Board nor a member of the Association, with the daily management of the Association. The Executive Board determines the terms and conditions of the mandate.

The Executive Board will nominate candidates to join the Executive Board and present the nominated candidates at the General Meeting. Attendees at the General Meeting will elect the candidates to the Executive Board through a vote pursuant to the rule set in Article 9, second paragraph above.

The Executive Board is competent to decide to institute any working group that it sees fit and determine the mission, activities and competences thereof. Such working groups may also be regulated in the Association's internal regulations alone. The Executive Board determines the number of working groups to be set up and nominates the Chairpersons of such working groups. Whenever a specific working group is installed, the Executive Board shall resolve on the composition of such working group, the conditions of the appointment of the members thereof and the duration of their mandate.

The Association shall be validly represented vis-à-vis third parties in fact and in law by two members of the Executive Board for all matters concerning the Association.

Article 12 - Audit

The Executive Board proposes the Auditors to the General Meeting for election. The auditing body consists of two people. They audit and verify the inventory, accounts, bookkeeping, supporting documents and account balances and submit a written audit report on the annual accounts and the findings of the auditing.

4. Finances

Article 13 - Income

The Association EMCC Switzerland's income consists of:

- a) membership fees
- b) income from events
- c) interest income
- d) income from services
- e) sponsors

Article 14 - Membership fees

Every member pays an annual fee upon submission of a request to join EMCC Switzerland and thereafter every 12 months on the annual renewal of their membership.

The amount of the membership fee is proposed by the Executive Board and decided by the General Meeting.

Article 15 - Closing of the accounts

The financial year of the Association corresponds to the calendar year. The accounts are closed on 31 December of each year.

Article 16 - Liability

Only the Association's assets are liable for the Association EMCC Switzerland's liabilities; neither the members nor the Association have any personal liability for the association's liabilities.

5. Final provisions

Article 17 - Insurance

EMCC Switzerland is not liable for accidents, property damage or liability claims of third parties that may arise in the exercise of the Association's activities.

The members must insure themselves accordingly.

Article 18 - Liquidation

The liquidation of the Association can be decided by the General Meeting if three quarters of members eligible to vote are present and a majority of three quarters of the members eligible to vote who are present so decide.

If fewer than three quarters of all members eligible to vote participate in the General Meeting, a second General Meeting must be held within one month. At the meeting, a decision on the liquidation or continued existence of the Association will be made on the basis of a simple majority of those eligible to vote who are present.

Article 19 - Entry into force

These Articles of Association enter into force on the day of the Founding Meeting by being adopted by the members present.

Approved by the Founding Meeting of 13 July 2004. Version revised by the General Meeting on 24 September 2007 in an amendment to the Articles of Association. Version revised by the General Meeting on 16 May 2024 in an amendment to the Articles of Association.

Zurich, 16 May 2024
The President

[signature]

Christopher Shuttleworth

The Secretary

[signature]

Delphine Kühni