

Articles of association

Name, registered office, purpose

Art. 1 Name, registered office

The Swiss association «DIE DARGEBOTENE HAND», « LA MAIN TENDUE », «TELEFONO AMICO» is an association within the meaning of Art. 60 et seq. ZGB.

The association is based in Zurich.

Art. 2 Purpose and affiliation

The purpose of the association is to promote telephone counselling for people in crisis or problem situations in Switzerland and the Principality of Liechtenstein.

- It represents all of its members externally.
- It guarantees the existence and proper functioning of the individual offices of the "«Dargebotenen Hand» (DH) within the scope of its possibilities.
- It promotes the exchange of information and experience between the regional offices and their employees.
- It plans and realises public relations work at a national level.
- It promotes volunteer work and the coordination of training programmes at the regional offices.
- It promotes the adaptation of the DH- offering to the new needs of society.

The Association is a member of the «International Federation of Telephone Emergency Services» (IFOTES). The IFOTES charter and international guidelines form an integral part of these Articles of Association and are binding for all members.

It can join other national and international organisations.

The members, their rights and obligations

Art. 3 Members

Members of the association are organisations that run a telephone counselling service under the name of «**Die Dargebotene Hand**», «**La Main Tendue** » or «**Telefono Amico**» or that generate donations for telephone counselling offices as a cantonal committee.

Art. 4 Admission

A written application must be submitted to the Board for admission to the Association.

The Board submits the application and its opinion to the next Assembly of Delegates. The Assembly of Delegates may reject an application for admission without giving reasons.

Art 5 Rights and duties

The members themselves determine their organisational structure within the framework of these Articles of association.

They are committed to mutual solidarity and consideration.

Only the members have the right to use the name «DIE DARGEBOTENE HAND», « LA MAIN TENDUE » or «TELEFONO AMICO» as well as their signet.

The Board, together with the members, defines the area in which each regional office is active.

The members and all persons who have gained knowledge of notes or personal information about callers through their function are obliged to maintain absolute confidentiality towards third parties.

Art. 6 Resignation, exclusion

Withdrawal from the Association must be declared in writing to the Board at the end of a financial year, subject to a notice period of six months.

The Assembly of Delegates alone has the authority to expel a member.

Upon leaving the association, a former member loses the right to use «DIE DARGEBOTENE HAND», « LA MAIN TENDUE » or «TELEFONO AMICO», the logo and any material issued by the association. No analogue activity may be continued under the same telephone number.

Finances

Art. 7 Finances

The Association's income is made up of membership fees, income from the Association's assets, income from services for third parties and donations or legacies from third parties.

The annual fee for members is

- for offices with telephone counselling service: 4% of its previous year's expenditures
- for cantonal committees: CHF 500 lump sum

Members have no claim to the Association's financial resources. The Association is liable for its obligations solely with its assets. Any personal liability of the members and their representatives is excluded.

The financial year coincides with the calendar year.

Organisation

Art. 8 Organs

The organs of the association are

- a) the Assembly of Delegates,
- b) the Board and its committee,
- c) the Central Secretariat,
- d) the Regional Manager's Conference,
- e) the auditors.

a) The Assembly of Delegates

Art. 9 Composition

The Assembly of Delegates consists of the following delegates:

For offices with telephone counselling service

- the president of the local board (or the deputy if the president is unable to attend),
- a member of the regional office's management and
- a member of the volunteer team.

For cantonal committees:

the President.

The term of office is four years. Re-election is possible.

The members of the Association's Board and the Managing Director participate in the Assembly of Delegates as advisors. None of them can be delegates at the same time.

Art. 10 Competences

The Assembly of Delegates (AD) is the supervisory body of the Association. It defines the framework within which the association operates.

It has the following competences:

- Approval of the minutes of the last AD,
- Approval of the annual report,
- Approval of the programme of activities planned for the upcoming year,
- Approval of the accounts and budget,
- Election of the Board and its President,
- Election of the auditors,
- Admission and exclusion of members,
- Amendment to the Articles of association.

Art. 11 Convening

The ordinary Assembly of Delegates meets once a year in the first quarter. It is convened by the Board in writing at least four weeks in advance, stating the venue, time and agenda.

An Extraordinary Delegates' Meeting may be convened at any time by the Board or requested by four members.

Such a request, as well as agenda requests from members, must be justified and submitted to the Board in writing at least two months in advance.

Art. 12 Mode of operation

The Assembly of Delegates is chaired by the President of the Board or a member of the Board designated by him/her.

Resolutions are passed by an absolute majority of the delegates present in an open procedure, unless a secret ballot or vote is expressly decided.

Each delegate present has one vote. In the event of a tie, the chairperson has the casting vote.

A majority of two-thirds of the delegates present is required for resolutions on the Articles of association and for the admission or exclusion of members.

b) The Board and its Committee

Art. 13 Composition

The Board consists of five to eight members. The following must be represented:

- regional presidents
- Managers of the regional offices
- External representatives

The members of the Board work on an honorary basis.

Any member may be elected to the presidency or vice-presidency. As far as possible, all language regions are represented on the Board.

The term of office is four years. Board members are eligible for re-election.

Art. 14 Competences

The Board is the governing body of the Association. It is responsible for handling all business that is not expressly reserved for other bodies of the Association.

In particular, it ensures that the work and organisational structure of the members are compatible with these Articles of association, the charter and the international guidelines of IFOTES.

It designates the persons authorised to represent the Association and regulates the signing authority. It defines the tasks of the Central Secretariat and appoints its staff.

With their expertise, its members accompany and support the work of the Central Secretariat.

The Board can set up project groups to support individual projects. These groups generally work on a voluntary basis.

Art. 15 Mode of operation

With the exception of the President, the Board constitutes itself.

It is quorate if at least half of its members are present.

It passes its resolutions by open vote with a simple majority of the members present. In the event of a tie, the President has the casting vote.

Art. 16 The Committee

The committee consists of at least two people.

The Central Secretariat participates in the meetings of the Committee as advisors.

If quick decisions are required between Board meetings, these are made by the Committee.

The Board may also assign other tasks to the committee.

c) The Central Secretariat

Art. 17 Composition

The Central Secretariat consists of the Managing Director and any other employees who report to him/her.

Art. 18 Tasks, competences

The Central Secretariat is the point of contact for all requests to the association, centralises all information and forwards it to the relevant organs.

It independently carries out all tasks assigned to it by the Board.

It is authorised to use the loans approved by the Board to carry out these tasks.

d) The Regional Manager's Conference

Art. 19 Composition

The Regional Manager's Conference, consists of the members of the management team of all DH regional offices.

In addition to the plenary meetings, it can also meet in regional working groups.

The Managing Director or employees of the Central Secretariat seconded by him/her shall participate in its meetings as advisors.

Art. 20 Tasks, competences

The Regional Manager's Conference serves to exchange experiences among regional managers and to plan and implement joint projects.

It decides on issues relating to joint education and training, in particular on the required quality criteria. It is responsible for formulating current needs and developing new DH programmes.

The Regional Manager's Conference proposes two delegates to the Assembly of Delegates for election to the Board.

e) The auditors or- auditors

Art. 21 Auditors of the accounts

Two auditors are elected for a term of office of two years. A new auditor is elected each year. They are eligible for re-election.

The auditors must audit the association's accounts in accordance with the ZEW0 guidelines. They report to the Assembly of Delegates.

Resolution

Art. 22 Dissolution

The dissolution of the Association can only be decided by an Assembly of Delegates with a majority of two thirds of the total number of all possible delegates.

This Assembly of Delegates decides on the utilisation of any net assets of the Association. The funds released must be used for a charitable, public purpose.

Final provision

Art. 23 Final provision

These Articles of association replace those of 17 March 2007, which were approved by the Assembly of Delegates in Olten on 14 March 2009 and enter into force immediately.

These Articles of association were modified at the Delegates' Meetings of 11 March 2000 in Aarau, 9 March 2002 in Basel, 6 March 2004 in Sion, 17 March 2006 in St. Gallen, 17 March 2007 in Olten and 14 March 2009 in Olten.

This translation has not been authorised by an AD. In case of doubt, the German translation shall prevail.