

**Articles of
Association**
of the
German Association
for Supervision and
Coaching (DGSv)

DGSv

Deutsche Gesellschaft für
Supervision und Coaching



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The new version of the Articles of Association replaces the previous version of 7 October 2017 (register entry date).



Articles of Association

of the German Association for Supervision and Coaching

§ 1 Name, registered office and purpose

- (1) The name of the Association is 'Deutsche Gesellschaft für Supervision und Coaching e.V.' [German Association for Supervision and Coaching], abbreviated as 'DGSv'.
- (2) The Association has its registered office in Cologne, Germany, and is entered in Register of Associations.
- (3) The fiscal year is the calendar year.

§ 2 Purpose of the Association

- (1) The DGSv identifies as a professional association of specialists. The purpose of the DGSv is to promote forms of coaching and professional concerns in the areas of supervision counselling and coaching as a means of reflecting on professional interactions, specifically in the fields of education, healthcare, culture, politics, pastoral care, social work, administration and business.
- (2) The DGSv does not pursue economic purposes of its own.
- (3) No person may benefit from expenditures alien to the purpose of the DGSv or from disproportionately high remuneration. This shall not extend to the presentation of awards for outstanding cultural or scientific work.
- (4) The DGSv is a non-partisan, non-denominational organisation.

§ 3 Tasks of the Association

The Association achieves its purposes in particular by

- a) promoting coaching, research and education in the world of work and careers on the basis of supervision counselling and subsequent or complementary reflective coaching formats within the national and international frameworks
- b) profiling and distinguishing the professional profile of supervision counsellors and coaches
- c) maintaining, promoting and representing all of the concerns of the profession
- d) promoting a regular, subject-specific sharing of experience between supervision counsellors and coaches
- e) supporting continuing education and training
- f) promoting cooperation with agencies responsible for qualifications for supervision counselling and coaching
- g) developing and implementing professional standards to ensure high quality in the exercise of the profession.

§ 4 Membership

- (1) The Association offers the following memberships:
 - a) Ordinary memberships are available to natural persons who, as members of the profession, have



- successfully completed a comprehensive qualification and have professional experience.
- (b) Extraordinary memberships are available to natural persons who complete a comprehensive qualification as future members of the profession. They do not have voting rights.
 - c) Honorary memberships are available to natural persons who have made special contributions to the DGSv.
 - d) Supporting memberships are available to natural persons who promote supervision counselling and coaching.
 - e) Legal memberships are offered to legal entities that competently dedicate their efforts to the promotion of supervision counselling and coaching within the meaning of § 2 (1). They have active voting rights.

Members may append 'DGSv' as a suffix to their names. Extraordinary membership must be suitably identified as such. Legal entities may append the suffix 'Member of the DGSv'. Supporting members may refer to themselves as 'Supporting Member DGSv'. These authorisations shall exist only as long as members demonstrably observe the sets of rules as set forth in § 5 (2).

- (2) The conditions for access to a qualification, and the requirements for a qualification within the meaning of Clauses 1 a) and b), and for qualified funding pursuant to e) are based on the 'Standards of the German Association for Supervision and Coaching' as amended from time to time. At a minimum, the conditions for access to a qualification shall comprise:
a completed university-level degree, three years of professional experience, 300 time units (of 45 minutes each) of relevant continuing education and training, as well as experience with coaching processes. The standards may permit paths of access alternative to these access conditions. The curriculum for a qualification comprises at least 640 time units of 45 minutes apiece. The other paths of access to membership presented in the DGSv standards are available through the recognition and crediting of accomplishments within of other trade and professional associations and additional forms of proof of qualification.
- (3) Decisions on applications for membership submitted in text form shall be taken by the Executive Board in the case of ordinary and extraordinary memberships, and in the case of supporting and legal memberships this decision shall rest with the Supervisory Board. Honorary membership shall be conferred by the Supervisory Board.
- (4) A member's membership is deemed resigned if the member submits a resignation by means of a statement in text form submitted to the Executive Board; resignation is possible subject to a period of notice of three months and effective at the end of the fiscal year.
- (5) An extraordinary membership shall automatically become an ordinary membership upon successful completion of the qualification on which admission to the Association is based. Successful completion must be communicated to the Executive Board without delay. Extraordinary membership shall come to an end if this qualification is terminated, or, at the latest, after four years' time. Upon request, this period may be extended by one year by the Executive Board in justified, exceptional cases.
- (6) Members who violate the standards and obligations referenced in § 5, impede the achievement of the aims of the Association through their behaviour, damage the reputation of the Association, improperly impair the peaceful operation of the Association, or who disclose or support viewpoints incompatible with the values of the Association, may be excluded with immediate effect by resolution of the Executive Board; in less serious cases, the Executive Board may issue a reprimand.



Before a decision on reprimand or exclusion is taken, the member in question must be granted a fair hearing. The member may lodge a written complaint in opposition to the reprimand or exclusion with the Supervisory Board within one month of receipt of the resolution and its justification at the last address known to the Association; the Supervisory Board's decision of the complaint shall be final. In the event of exclusion, all membership rights shall be suspended pending a final decision in the matter.

- (7) Legal entities in which the Association holds a majority interest shall not have voting rights.

§ 5 Membership dues and other obligations of members

- (1) The General Meeting shall adopt rules governing the amount and due date of the fees that shall fall due for payment on an annual basis. The fee rules may stipulate different fees for different groups of members. The fee for legal entities shall always be determined by the Supervisory Board. Upon joining the Association, the member undertakes to grant the Association a direct-debit mandate upon request and to bring any changes to the Association's attention promptly.
- (2) The Association shall adopt sets of rules for quality assurance in the profession, which shall serve to enforce professional standards and the organisation of activities by the Association in this connection. The members hereby undertake to comply with the following association standards as amended from time to time. Violations shall be punishable by exclusion, and in less serious cases by reprimand.
- a) Ethical Guidelines of the German Association for Supervision and Coaching
 - b) Standards of the German Association for Supervision and Coaching
 - c) Membership Regulations of the German Association for Supervision and Coaching

§ 6 Executive bodies of the Association

The executive bodies of the DGSv are

- a) General Meeting
- b) Supervisory Board
- c) Executive Board
- d) Audit Committee.

§ 7 General Meeting

- (1) At least once each year, the Chair of the Supervisory Board shall invite members to attend the General Meeting; issued in text form, the invitation shall include a preliminary agenda and be sent out to the members at least four weeks in advance of the General Meeting. The deadline shall be deemed met if the invitation is sent out four weeks in advance to the last known postal address communicated to the Association. The Chair shall add to the meeting agenda any request made relative to the tasks as set forth in Subsection 3, provided that said request enjoys the support of at least 10 members and is submitted at least two weeks prior to the meeting date. The supplemented agenda, if any, together with materials necessary to an understanding the agenda, shall be sent out to members in the same way at least one week prior to the meeting, or made available online if this method of publication is expressly mentioned in the meeting invitation.
- (2) An Extraordinary General Meeting shall be held if at least one-fifth of the members or the Executive Board propose this to the Supervisory Board in text form, stating reasons, or if the Supervisory Board deems this necessary. This Extraordinary General Meeting must be held not later than 5 weeks from



the date of receipt of the application to call the meeting. If a meeting that has been duly requested by the members or by the Executive Board is not convened by the Supervisory Board in due time, the Executive Board may convene it in their stead, subject to a statement of the matters involved.

- (3)** The General Meeting shall determine the association's policy objectives of the DGSv together with questions of fundamental importance. Furthermore, it shall have the following tasks:
- a) Election of the members of the Supervisory Board, to be elected by a simple majority of the General Meeting, with dismissal of any members of the Supervisory Board subject to a two-thirds majority vote
Members are elected individually, as a list/proportional representation or, if no member objects, en bloc. Only members who have declared their candidacy to the Executive Board in writing at least two weeks prior to the General Meeting shall be eligible for election. The Executive Board shall notify the members of all candidates at least one week prior to the election. It may adopt election rules that shall be subject to the approval of the General Meeting.
 - b) Decision on skills profiles required of members of the Supervisory Board
 - c) Decision on the Association strategy and the budget submitted by the Executive Board in consultation with the Supervisory Board, whereby shareholdings shall be included in the budget
 - d) Decision of matters brought before it by the Executive Board or the Supervisory Board for resolution
 - e) Election and dismissal of the members of the Audit Committee and specification of the audit engagement
From an annual revenue of 2 million euros, or upon proposal by the Supervisory Board, an auditor may be appointed to audit the annual financial statements.
 - f) Election of delegates to the supervisory bodies of subsidiaries
 - g) Establishment of an Ombudsperson's Office and election of ombudspersons
 - h) Receipt of the annual report of the Executive Board, the report of the Supervisory Board and, if appointed for the reporting period, reporting of the Audit Committee and delegates in the supervisory bodies of subsidiaries

The annual report also includes the annual financial statements, material findings of the audit and the auditor's opinion if an auditor has been appointed. Majority shareholdings must be factored into the reporting in the same way.
 - i) Decision to exonerate the Executive Board upon proposal by the Supervisory Board and an exoneration of the Supervisory Board
 - j) Issuance of any fee rules that do not form part of the Articles of Association
 - k) Decision on Ethical Guidelines, sets of rules for quality assurance in the profession and Membership Regulations pursuant to § 5 (2)
 - l) Decision on amendments to the Articles of Association and the dissolution of the Association
- (4)** Resolutions by members may also be submitted by written or electronic means or in the context of an online General Meeting, if this procedure has been decided in advance in the individual case by a simple majority of the General Meeting, or unanimously by the Supervisory Board and the Executive Board. The General Meeting may adopt rules of procedure for written and electronic decisions.
- (5)** The General Meeting shall be chaired by the Chair of the Supervisory Board, or by a person designated by him/her, as long as the General Meeting does not appoint anyone else to chair the General Meeting.



- (6) Any duly convened General Meeting shall be deemed to constitute a quorum. Unless expressly provided otherwise in the Articles of Association, resolutions by the General Meeting shall be adopted by a majority vote. A resolution shall be deemed adopted if it receives more votes in favour than against; abstentions and votes not cast shall not be taken into account. Voting rights shall not be transferable or subject to accumulation. Legal entities shall cast their vote through a representative nominated prior to or at the outset of the meeting; the representative shall be required to identify him- or herself in text form if requested to do so by the meeting chair.
- (7) Minutes of the meeting shall be drawn up, setting forth the resolutions taken and, where necessary to an understanding of the genesis of resolutions, setting forth the main course of the proceedings as well. The minutes shall be signed by the Chair of the Supervisory Board and by the taker(s) of the minutes. The minutes shall be made available to the members online or, at their request, by post; any objections shall be permissible for a period of three months thereafter.

§ 8 Supervisory Board

- (1) The Supervisory Board shall take strategic decisions insofar as these do not constitute fundamental questions of the nature reserved for the General Meeting; it shall advise the Executive Board and oversee the conduct of business by the Executive Board. It shall have an unlimited rights of disclosure and information and can exercise these rights through authorised representatives.
- (2) Subject to the following provisions on cooperation, the Supervisory Board shall consist of five persons. The members of the Supervisory Board shall select a Chair and two Vice Chairs from among their number. As long as no Chair and no Vice Chair have been designated, the oldest member of the Supervisory Board shall fulfil the duties of the Chair. The Supervisory Board may co-opt up to two additional persons with voting rights who are not required to be members of the DGSv and whose term of office shall ends together with that of the members elected to the Supervisory Board.
- (3) When appointing members to the Supervisory Board, the skills profiles adopted by the General Meeting shall be observed. These profiles shall ensure that sufficient expert, professional and business skills from the Association's main fields of activity are represented on the Supervisory Board in order to be able to perform the tasks in a qualified manner. As part of the effort to represent the interests of professionals from their own point of view, the membership shall consist of persons who are active and fully involved in professional life.
Furthermore, the following conditions shall apply:
 - a) Of the five persons elected by the General Meeting, at least four shall be members of the Association.
 - b) The members of the Supervisory Board may not hold a position on the Executive Board at the Association at the same time, nor may they have held such positions during the three years leading up to the election. The same shall apply to work with the Audit Committee or in the management of a company in which the association holds more than a 10% stake.
 - c) The members of the Supervisory Board may not at the same time be employed by the Association or by companies in which the Association holds more than a 10% stake, nor may they have been thus employed during the three years leading up to the election.
 - d) There shall be no material business relationships between the Association and a member of the Supervisory Board, or between the Association and companies or persons affiliated with that Supervisory Board member. A relationship shall be considered not material if less than 5% of the annual income of the member, related company or related person stems from business



relationships with the Association and its majority shareholdings; the member shall be required to demonstrate this at the request of the General Meeting or the Supervisory Board.

- e) Direct re-election shall be permissible only twice in a row. Potential conflicts of interest shall be reported at once prior to the election of the General Meeting, and later on to the Supervisory Board and the Executive Board.

- (4) As a rule, the Supervisory Board members are elected by the General Meeting to terms of four years. In exceptional cases, e.g. in the context of a by-election, an election for a shorter term of office shall also be possible. Supervisory Board members shall remain in office until the next election. The quorum status shall remain unaffected by an early withdrawal by elected Supervisory Board members. A by-election will then be held at the next General Meeting.

- (5) The Supervisory Board shall have the following duties:

- a) Appointment and dismissal of the members of the Executive Board by a two-thirds majority and representation of the Association vis-à-vis the Executive Board in all other legal matters
- b) Discussion of draft resolutions of the Executive Board and own draft resolutions for the General Meeting
- c) Development of the skills profiles required for the members of the Supervisory Board
- d) Coordination of the Association's strategy and budget, prepared by the Executive Board, for decision by the General Meeting
- e) Receipt of reporting by the Executive Board, in particular quarterly reports
- f) Decision on the handling of material cases of plan variance
- g) If necessary, preparation of the selection and appointment of an auditor by the General Meeting
- h) In the event that an auditor is appointed, receipt of the audit report in text form by any Supervisory Board member and, as a rule, personal consultation with the auditor in a Supervisory Board meeting
- i) Adoption of the annual financial statements
- j) Supervision of shareholdings, in particular by including the shareholdings in points c) to h) above and corresponding decisions around the exercise of shareholding rights; in the case of shareholdings, direct decision-making on the adoption of the annual financial statements in the context of an exercise of shareholding rights
- k) Advice on key issues of policy and strategy
- d) Decision of matters brought before it by the Executive Board for resolution
- m) Representation in public, in consultation with the Executive Board
- n) Award of honorary membership
- o) Recommendation to the General Meeting on exoneration of the Executive Board
- p) Resolution on sets of rules for quality assurance in the profession pursuant to § 5 (2) b) of the Standards of the DGSv
- q) Decision on complaints against exclusion from the Association pursuant to § 5 (6) and in appeals proceedings pursuant to the Standards of the DGSv
- r) Decision of the rules of procedure for the Supervisory Board and Executive Board, also stipulating general reservations on the part of the Supervisory Board with regard to management by the Executive Board.

- (6) In all contractual and other legal matters, two Supervisory Board members shall jointly represent the Association vis-à-vis the Executive Board and the auditor.



- (7)** The Supervisory Board shall exercise shareholding rights through the joint effort of two of its members. The Supervisory Board may commission members of the Executive Board to represent the Association in all or certain matters. Revocable power of attorney may be granted up until not later than the beginning of the next term of office of the Supervisory Board and may be associated with instructions. It may be granted only to members of the Executive Board who do not hold a position in the management of the investee company.
- (8)** The Chair of the Supervisory Board shall issue invitations to meetings of the Supervisory Board at least two weeks in advance, issued in text form and including a statement of the provisional agenda. The deadline shall be deemed met if the invitation is sent out two weeks in advance to the last known postal address communicated to the Association. The Supervisory Board shall meet as often as necessary, typically four times a year.
- (9)** The Executive Board shall participate in Supervisory Board meetings without voting rights, provided that the Supervisory Board does not preclude such participation in individual cases.
- (10)** A meeting shall also take place if at least two members of the Supervisory Board or the Executive Board request it, stating the reasons. This meeting must take place not later than three weeks from the date of receipt of the application to call the meeting. If the meeting is not called in due time, the requesting parties may undertake to issue the invitation themselves, stating the facts involved.
- (11)** A majority of votes shall be required to adopt resolutions by the Supervisory Board. It shall be deemed to have a quorum if the majority of its members are present. Voting rights shall be suspended in the event of conflicts of interest, which are subject to disclosure without delay. Permanent conflicts of interest shall lead to termination of the mandate.
- (12)** Minutes of the meeting shall be drawn up, setting forth the resolutions taken and, where necessary to an understanding of the genesis of resolutions, setting forth the main course of the proceedings as well. The minutes shall be subject to signature by the meeting chair and the taker(s) of the minutes. The minutes shall be conveyed to the members of the Supervisory Board within one month by electronic means, e.g. via e-mail; any objections shall be permissible only within one month of notification.
- (13)** Subject to the consent of four-fifths of such members of the Supervisory Board as are entitled to vote, a shortened summons period and period for the submission of documents shall be deemed permissible for resolutions are circulated or sent via e-mail, telephone or by other means of technically mediated participation and voting, or in the case of subsequent voting by individual members within a fixed or reasonable period at the time of decision. If not all members involved in the decision were present in person, the minutes of the decision shall be sent to the members of the Supervisory Board without delay.
- (14)** As a matter of principle, service on the Supervisory Board shall be voluntary unless the General Meeting decides otherwise. Expenses shall be reimbursed in an appropriate amount.
- (15)** The Supervisory Board, with the participation of the Executive Board, shall adopt rules of procedure for the work of the Supervisory Board and the Executive Board. Specifically, these rules can lay down departmental responsibilities within the executive bodies, tasks, reservations of consent and



information obligations within the framework of controlling and the business processes internal to the respective executive body/bodies.

- (16) Once a year, the Executive Board shall report to the Supervisory Board in text form on all of the business of the Association and its subsidiaries with members of the Supervisory Board and the Executive Board, as well as their relatives and affiliated companies.

§ 9 Executive Board

- (1) In application of Section 26 of the German Civil Code [BGB], the Executive Board shall consist of the Chair and one or two other persons. Each member of the Board represents the Association individually.
- (2) The Executive Board shall conduct the business of the Association within the framework of the Articles of Association and the resolutions of the General Meeting and the Supervisory Board; it shall inform the Supervisory Board about the course of business on a regular basis, doing so immediately in the event of important matters. Decisions of policy and strategy shall be subject to consultation with the Supervisory Board prior to their implementation. The management of current business shall also comprise
 - a) the appointment of working groups, commissions or project groups as well as members for special tasks, as well as the preparation of any requisite skills profiles
 - b) the adoption of rules of procedure for the bodies set forth under a) and the Ombudsperson's Office;
 - c) development of sets of rules from Section 5 (2) as well as exercise of the tasks and competencies described therein.
- (3) The members of the Executive Board typically work in exchange for remuneration. The Supervisory Board shall determine the terms of employment.
- (4) Decisions shall be adopted by simple majority vote.
- (5) Members of the Executive Board shall be appointed for terms of up to five years. Repeat appointments shall be permissible no more than two additional times. By way of derogation, further appointments, an appointment to a term of more than five years or an appointment with an indefinite term shall be permissible, subject to a 4/5 majority decision. In the event of premature withdrawal by a member of the Executive Board, the representativeness and quorate status of the Executive Board shall remain intact.
- (6) As a rule, the Executive Board shall meet once a month. Unless otherwise stipulated in the Articles of Association, the rules that govern the Supervisory Board shall apply to meetings of the Executive Board as well.
- (7) Resolutions shall be recorded in writing and signed by at least one member of the Executive Board. The minutes shall be made available to the Chair of the Supervisory Board and the members of the Executive Board within two weeks.

§ 10 Audit Committee

- (1) The Audit Committee shall consist of two to three persons elected by the General Meeting. It shall act within the framework of the audit mandate issued by the General Meeting. As a rule, it will audit



the activities of the Supervisory Board and the Executive Board for compliance with the Articles of Association and the Association Regulations, compliance with the resolutions of the General Meeting and the proper conduct of business. The General Meeting shall have the authority to issue a limited order.

- (2) The term of office may be limited upon appointment to the Audit Committee and shall conclude no later than the end of the term of office of the Supervisory Board. Re-election is possible. Members of the Audit Committee shall not be in the employ of the Association or of a member of the Supervisory Board or Executive Board. This stipulation shall apply to the two previous years as well. Other possible conflicts of interest shall be brought to the attention of the General Meeting prior to appointment or, if later, at the earliest possible time.
- (3) The Executive Board and the Supervisory Board shall be obliged to provide their full support to the work of the Audit Committee, promptly providing all material resources and documents required for the audit and providing all necessary information at short notice. The Audit Committee shall have the authority to inspect all ledgers and writings of the Association, inspect the business premises and question all employees.
- (4) Insofar as required in exceptional cases for the audit of complex matters, the Audit Committee shall be authorised to propose to the General Meeting or the Supervisory Board the appointment of expert third parties who are sworn to secrecy; this appointment is subject to the decision of the General Meeting or the Supervisory Board.

§ 11 Ombudsperson's Office

- (1) The Ombudsperson's Office shall consist of two persons appointed by the General Meeting for three years and shall include at least one member of the Association.
- (2) The Ombudsperson's Office receives complaints from customers and clients of Association members. Their work is aimed at conflict resolution and quality assurance.
- (3) Ombudspersons shall have an obligation to maintain confidentiality and impartiality.
- (4) The Ombudsperson's Office shall report to the General Meeting on its work.
- (5) The Ombudsperson's Office shall adopt rules of procedure that shall be subject to approval by the Executive Board.

§ 12 Amendments to the Articles of Association and Dissolution

- (1) Decisions on amendments to the Articles of Association and the dissolution of the Association shall be taken based on a two-thirds majority of the votes cast at the General Meeting. Abstentions shall not count. Proposals for amendments to the Articles of Association and for dissolution of the Association shall be forwarded to the members together with the invitation to the General Meeting.
- (2) The Supervisory Board is entitled, even without the participation of the General Meeting, to make amendments and additions to the Articles of Association or on resolved amendments to/new versions of the Articles of Association, subject to a two-thirds majority vote, as specified to permit entry to the Register of Associations. They shall be communicated to the members no later than with the invitation to the next General Meeting.



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- (3) The General Meeting, which decides on the dissolution of the DGSv, shall, by a two-thirds majority, decide on the disposal of the Association's assets, which shall be used for a purpose reflective of the objectives and tasks of the DGSv to date.

§ 13 Concluding provision/Transitional rules

- (1) The first Supervisory Board constituted pursuant to § 8 of the Articles of Association shall consist of the previous members of the Executive Board, pursuant to § 10 of the previous Articles of Association. Contrary provisions in the new Articles of Association, e.g. § 7 (3) a) on election by the General Meeting, or § 8 (3) b) prohibiting a direct switch from the Executive Board to the Supervisory Board, shall not apply in the case of the first Supervisory Board. The previous term of office as a member of the Executive Board shall be credited against the term of office as a member of the Supervisory Board.
- (2) Notwithstanding Section 8 (5) a) of the revised Articles of Association, in accordance with Section 9 of the revised Articles of Association, the first Executive Board shall be appointed by the Executive Board in accordance with Section 10 of the previous Articles of Association and registered along with the amendment to the Articles of Association by the Executive Board vested with the power of representation in accordance with Section 10 (2) of the previous Articles of Association.
- (3) Pending registration of the revised Articles of Association and of the new Executive Board, the previous Executive Board shall remain in office, in possession of its previous powers.
- (4) The term of office of the Supervisory Board shall begin only upon registration of the amended Articles of Association; the term of the new Executive Board shall commence upon the end of the term of office of the previous Executive Board.



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