



CONFEDERATION OF EUROPEAN SECURITY SERVICES

ARTICLES OF ASSOCIATION

AS ADOPTED BY THE EXTRAORDINARY GENERAL MEETING OF 20 SEPTEMBER 2007

CHAPTER I: CONSTITUTION, REGISTERED OFFICE, LIFETIME

Article 1. Constitution

Article 1.1.

The “Confederation of European Security Services” (CoESS) has been constituted on 26 October 1989 in Rome, in accordance with the French Law of 1st July 1901, concerning the establishment of associations.

Article 1.2.

The national bodies (association or federations or any other institution of the same type and with the same objectives) representing the companies which provide security services in all their forms and, in particular, guarding, transport of valuables, airport security, maritime security, electronic surveillance, etc in the European countries may become members of the Confederation. Such national bodies established in a Member State of the European Union, when joining the Confederation, are active members.

Article 1.3.

The Confederation only accepts one body as defined in article 1.2 per country.

1.3.1

Exceptionally, a country may be represented by two bodies, as defined in article 1.2 or even more, but only in the event of the activity of each of these bodies being sufficiently distinct, so that all of security services in all their forms are represented. As an exception to this rule, there can be several bodies representing one country, even within the same branch of activity, but only for a limited time and while awaiting unification of these bodies representing the same branch of activity. This unification must take place within one year after admission of the second body or body last admitted representing the same branch of activity. If such unification fails to take place within this limit of time, the above-mentioned body or bodies will automatically cease being member of the Confederation. The Board decides to which body / bodies this rule applies. Exceptionally, the Board may decide upon an extension of the one-year limit.

1.3.2.

In the case of admission of two or more national bodies as defined in article 1.2 representing activities sufficiently distinct or activities of the same branch, this admission will require a specially justified deliberation of the Board of Directors, respecting, moreover, the provisions of Article 13.3 below.

1.3.3.

All of the bodies as defined in article 1.2 that would thus represent one country will undertake to do everything to move towards one national body representing all of these separate bodies. Admission into the Confederation is subject to a formal agreement by the concerned bodies to engage in this process.

Article 1.4.

The bodies which deal with workplace safety may not become members of the Confederation.

Article 1.5.

1.5.1.

The bodies as defined in article 1.2 that fulfil the conditions required by the Articles of Association to become members and wishing to participate in the work of the Confederation, but which are established in a country that is not a Member State of the European Union, may join the Confederation, as active or as associated members.

1.5.2.

However, as soon as the country in which such a body is established becomes a Member State of the European Union, the associate member representing this country automatically becomes an active member of the Confederation with the rights and obligations incumbent on this position.

1.5.3.

An associated member or a member from a country which is not a European Union Member State can become an active member of the Confederation on the condition that its explicit and written request for admission as a active member is preceded by a positive report of the Board of Directors of the Confederation and on the condition that this member subscribes to the obligations concerning annual contributions linked to active membership. The procedure described in article 8 applies.

Article 1.6.

1.6.1

The organisations, companies and individuals that are not a body as defined in article 1.2 may join the Confederation as a corresponding member or as a sponsor, with the exception of private companies providing security services. Such companies, if wishing to participate in the work of the Confederation, must become a member of the national body affiliated to CoESS. If such a body does not exist in the country in which a private security company is established, the provisions of article 8.3 can apply.

1.6.2.

The admission to the Confederation as a corresponding member or as a sponsor must be subject to a written agreement between the Confederation and the organisation, company or individual stating the objectives and the modalities of such a corresponding membership or sponsorship.

Article 1.7.

The Confederation takes the form of a non-profit association. The sole working language of the Confederation is English.

Article 2. Lifetime

The lifetime of the Confederation is unlimited.

Article 3. Name and logo

Article 3.1.

The Confederation officially takes the name of “Confederation of European Security Services” and “CoESS” as its abbreviation.

Article 3.2.

The logo of the Confederation can only be used by its members after written agreement by the Board of Directors or by the General Secretary.

Article 4. Registered office – administrative office – general secretariat

Article 4.1.

The registered office of the Confederation is established in France, at 8, rue de Milan in 75009, Paris. The registered office may be transferred to any other address in France or in another Member State of the European Union only by a decision of the Board of Directors.

Article 4.2.

The sole administrative office and the general secretariat are established in Belgium, at 25 Koningin Fabiolalaan, 1780 Wemmel. The administrative office and the general secretariat may be transferred to any other address in another Member State of the European Union only by a decision of the Board of Directors.

CHAPTER II: PURPOSE

Article 5. Purpose

Article 5.1.

The purpose of the Confederation is to ensure in Europe, and throughout the world, the defence of the interests of the national bodies and their member companies that provide security services in all their forms and to represent these joint interests, in particular, through involvement in the work aimed at the harmonisation of national legislation and regulations concerning the activities of its members.

Article 5.2.

In order to meet this objective, the Confederation intends:

- to carry out any professional, economic, commercial, legal, social, or other research concerning the activities of its members
- to gather and distribute to its members any information concerning their sectors of activity
- to represent and to ensure the defence of its members with European and international organisations
- to define and promote the joint positions of its members as regards transnational and international policies concerning their sectors of activity
- to define and promote the joint positions of all its members through all forms of possible cooperation any other European or international organisation linked directly or indirectly with the industry
- to increase the quality level of the entire industry, including through the development of common standards, standardisation of regulations and harmonisation of legislations
- to support all members of the Confederation in developing and improving their national, local or specific private security industry
- to establish, develop and conduct cooperation with the academic world on all matters directly or indirectly linked to private security
- to establish, develop and conduct cooperation with other European or international organisations (existing or future) active in the field of private security
- to develop its structures, means and objectives allowing it to respond in an efficient way to important changes occurring in the private security industry, whether national, European or international level.

The list of these objectives is neither restrictive nor exhaustive.

Article 5.3.

The Confederation is authorised to take any useful decisions for the realisation of its objectives, in the absence of any financial spirit or quest for profit and according to the rules defined by these Articles of Association.

Article 6. Means of action

The Confederation may use any possible means to realise the objectives mentioned in Article 5 within the limit of its annual budget as approved by the General Meeting.

CHAPTER III: COMPOSITION

Article 7. The members

The Confederation includes:

- A minimum of three founding active members
- Active members
- Associate members
- Corresponding members
- Sponsors

CHAPTER IV: ADMISSION AND LOSS OF THE QUALITY AS A MEMBER

Article 8. Admission of members

Article 8.1.

Each body or organisation as defined in Chapter I seeking the right to become a member of the Confederation, must provide the proof of its representativity. This includes the proof of following elements:

- Representation, at national level, of the whole of the private security industry or a specific branch thereof
- Be an integral and recognised part of the national social partners' structures and with the capacity to negotiate collective agreements
- Have adequate structures and the national financial means to ensure the effective participation in the work of the Confederation.

Article 8.2.

When applying for membership, the candidate body addresses a written request to the Chairman of the Confederation as well as a full report establishing its representativity. The Board of Directors can require additional proof or information.

Article 8.3.

If a State does not have a national body as defined in article 1.2, a private company may ask to become a member with the responsibility of organising such a national body during the year following its admission. Once such a national body has been established, this body requests membership in the Confederation. If the national body has not been established within one year after the admission of the company, the position of the private company as a member is automatically cancelled. Exceptionally, the Board may decide upon an extension of the one-year limit.

Article 8.4.

In the event where representativity of a candidate body has been established, the Board of Directors shall approve its membership and the quality of that membership (active member, associate member, corresponding member, sponsor).

Article 8.5.

All decisions by the Board of Directors regarding admission or not as a member are final. The Board must not motivate its decision. In case of a refusal, the candidate body can submit a new application for membership, at least six months after the initial application and on the condition to provide new elements justifying its possible admission.

Article 9. Loss of the quality as a member

Article 9.1.

The quality as a member of the Confederation is lost through:

- The resignation on receipt of a registered and motivated letter to this effect addressed to the Chairman of the Board of Directors.
Any member, who does not pay its annual subscriptions or other financial contributions incumbent on it within 3 months of issuance of a final demand for payment, is deemed to have resigned.
- Removal by a decision of the Board of Directors, ratified by the General Meeting in the event of the loss of representativity or of winding-up or by modification of the objectives sought by a member.
- Exclusion by a decision of the General Meeting by a two-thirds majority of the active members as long as these active members themselves represent at least 2/3rds of the countries present or represented.
- Membership of any other international federation or organisation with similar goals as the Confederation, except when agreed by the Board of Directors.

Article 9.2.

In case of loss of membership, article 10.8 shall apply.

CHAPTER V: THE RESOURCES

Article 10. Contributions

Article 10.1.

All the members of the Confederation undertake to contribute to the financing of the European Confederation in accordance with these Articles of Association and the modalities stipulated each year by the Ordinary General Meeting.

Article 10.2.

An active member not fulfilling its obligations regarding the financial contributions (i.e. payments or payments after final demand for payment) shall automatically lose its voting rights at the General Meeting and can be subject to the application of article 9.

Article 10.3.

The financial contribution takes the form of a subscription, the amount of which is established each year by the Ordinary General Meeting, upon a proposal by the Board of Directors.

In case of a second, or a third or another national federation joining CoESS, the new member will pay for the current year the annual fee which would have been applying to it should it have been a member as from the 1st of January of that year, pro rata for the period of time of membership in that year.

Article 10.4.

The annual subscription for associated members and corresponding members may be calculated in a different way.

Article 10.5.

The financial contributions by sponsors shall be decided on a case-by-case basis.

Article 10.6.

The Confederation may call for exceptional financial contributions of its members to finance ad hoc actions decided by the General Meeting.

Article 10.7.

In the event of the loss of the status as a member of the Confederation, the subscriptions due and the subscriptions for the current year are payable in full.

Article 10.8.

The Confederation may accept manual gifts.

Article 11. The budget

The Board of Directors shall establish, on an annual basis, a recommended budget that shall be submitted for approval to the Annual General Meeting.

Article 12. The financial year

The financial year begins on 1st January and terminates on 31st December.

CHAPTER VI: STRUCTURES AND FUNCTIONING

Article 13. The Ordinary General Meeting

Article 13.1.

The General Meeting consists of all active members of the Confederation.

Article 13.2.

The associated members, the corresponding members and the sponsors are invited to the General Meeting but without voting rights.

Article 13.3.

If a country is represented in the Confederation by a sole body as defined in article 1.2, this body may attend the General Meeting with a maximum of three people. If a country is represented in the Confederation by two bodies or more, the total number of representatives of these bodies may not exceed 6. Each country represented in the Confederation through active member(s) has one single vote, whatever the number of bodies representing this country.

Article 13.4.

In order to be able to exercise the voting rights at the General Meeting, the active member must have paid its past contributions and, at least 30 days before the General Meeting, its contributions for the year concerned.

Article 13.5.

All representatives of active members of the Confederation participating at the General Meeting with voting rights must have the necessary mandate to bind the active member they represent by the decisions of the general Meeting.

Article 13.6.

The General Meeting meets at least once per year at the formal request of the Chairman of the Board of Directors.

Article 13.7.

The written notices are sent to all the members at least one month in advance and set out the agenda.

Article 13.8.

The agenda is fixed by the Board of Directors and may be supplemented at the request of each active or associate member before it is finally approved by the Board of Directors, which has the final power of decision.

Article 13.9.

In an emergency, the Chairman has the possibility of supplementing the agenda at the opening of the meeting, if the General Meeting gives its approval.

Article 13.10.

The Ordinary General Meeting examines the management and financial reports of the Board of Directors, approves the financial statements and the forecast budget and establishes the amount of the subscriptions and other financial contributions.

Article 13.11.

13.11.1.

The General Meeting may only validly deliberate if half of the countries represented in the Confederation by active members are present or represented.

13.11.2.

Failing this, a second Ordinary General Meeting is convened within thirty days; no quorum condition for valid deliberation is then required.

Article 13.12.

The decisions of the Ordinary General Meeting must be approved by a qualified majority of the countries present at the meeting and represented in the Confederation by active members, and representing at least 60% of the annual contributions referred to in article 10 of these Statutes.

Article 13.13.

13.13.1.

Every two years, the General Meeting will be hosted by a country represented within the Confederation, which takes care of all the support costs related to the General Meeting.

13.13.2.

Every other year, the General Meeting will take place in Belgium (Brussels). The Confederation will then take care of the support costs related to the General Meeting.

13.13.3.

Each of the members participating at the General Meeting will take care of his own travel and hotel expenses.

Article 14. The Extraordinary General Meeting

Article 14.1.

The Extraordinary General Meeting is convened by the Chairman of the Confederation or at the request of two-thirds of the countries represented in the Confederation by active members.

Article 14.2.

It alone is competent to:

- Modify the objectives of the Confederation
- Modify the Articles of Association
- Decide on the winding-up of the Confederation

Article 14.3.

14.3.1.

The Extraordinary General Meeting may only validly deliberate if two-thirds of the countries represented in the Confederation by active members are voting.

14.3.2.

If this quorum is not attained, a second Extraordinary General Meeting shall be organised within 30 days. In this case, no quorum obligation shall be necessary.

14.3.3.

The decisions of the Extraordinary General Meeting must be approved by two-thirds of the votes expressed by the countries, which are voting and represented in the Confederation by active members.

Article 15. Administrative formalities

The deliberations of the General Meeting, whether Ordinary or Extraordinary, are immediately sent to the competent authorities.

Article 16. The Board of Directors

Article 16.1.

The Board of Directors shall be composed of representatives of active members.

Article 16.2.

The Board of Directors shall be composed of the Chairman of each Working Committee, of the members of the Executive Committee and of ad-hoc members if article 16.8 applies.

Article 16.3. Chairmen of the Working Committees of the Confederation:

16.3.1.

The candidates for the Chairmanship of the Working Committees are presented to the Confederation by active members or by corresponding members which represent a substantial part of the industry. These candidates must have the mandate necessary to bind the active member or the corresponding member they represent by the decisions of the Board of Directors. The candidates are elected by the majority defined in article 13.12.

16.3.2.

The Chairmen of the Working Committees are elected for a period of two years, renewable. Each Chairman of a Working Committee duly elected who ceases his mandate for any possible reason before the end of these two years will be replaced by an interim chairman upon decision by the Board, but only for the period until the end of the mandate of the replaced Chairman of a Working Committee.

16.3.3.

The election to the Chairmanship of a Working Committee shall automatically make the person elected a member of the Board of Directors.

16.3.4.

The Chairmen of the Working Committees shall receive no remuneration. The expenses relating to the organisation of and the participation at the Board of Directors meetings or Working Committee meetings are borne by each Chairman of a Working Committee.

16.3.5.

A Chairman of a Working Committee can be subject to automatic dismissal if one of the following events should transpire:

- Death or incapacity which could last (or in the reasonable opinion of the remainder of the Committee which would seem to have to last) six months
- Termination of his involvement in the organisation that he represents
- Conviction for a misdemeanour or criminal offence and a sentence entailing registration in the criminal records no. 2 within the meaning of the French regulations or within the meaning of the regulations of any other State member of the association.

In this case, article 16.3.2 applies.

Article 16.4. The Executive Committee of the Confederation:

16.4.1.

The Executive Committee of the Board of Directors is composed of the Chairman, the first and second Vice-Chairman and the Treasurer.

16.4.2.

The Executive Committee is elected or dismissed by the General Meeting according to the voting principles of article 13.12..

16.4.3.

The election by the General Meeting requires a simple majority of the countries represented in the Confederation by active members except that the members of the Executive Committee, once elected, may only be dismissed by a special majority of 75% of the countries present or represented in the Confederation by active members at this General Meeting.

16.4.4.

The candidates for the Executive Committee are presented to the Confederation by active members. These candidates must have the mandate necessary to bind the active member they represent by the decisions of the Board of Directors

16.4.5.

The Executive Committee is responsible for the management of the current affairs of the Confederation. Only the Executive Committee, with exclusion of all other member or representative of the Confederation, is competent for the launch of any official communication or public relation activity of the Confederation. Only the expenses incurred for such activities by the members of the Executive Committee, and after approval by the President, may be the subject of reimbursement.

16.4.6.

Except in the event of a decision confirmed by the majority of the General Meeting as defined in article 13.12 of these Statutes, no State may hold or be represented by more than one Executive Committee seat at the same time.

16.4.7.

The members of the Executive Committee are elected for a period of two years, renewable. Each member of the Executive Committee duly elected who ceases his mandate for any possible reason before the end of these two years will be replaced by an interim member upon decision by the Board, but only for the period until the end of the mandate of the replaced member of the Executive Committee.

16.4.8.

A member of the Executive Committee can be subject to automatic dismissal if one of the following events should transpire:

- Death or incapacity which could last (or in the reasonable opinion of the remainder of the Committee which would seem to have to last) six months
- Termination of his involvement in the organisation that he represents
- Conviction for a misdemeanour or criminal offence and a sentence entailing registration in the criminal records no. 2 within the meaning of the French regulations or within the meaning of the regulations of any other State member of the association.

Article 16.4.7. applies.

16.4.9.

The Members of the Executive Committee shall receive no remuneration. The expenses relating to the organisation of and the participation at the Board of Directors meetings, Working Committee meetings or Executive Committee meetings are borne by each member of the Executive Committee.

Article 16.5. Ad-hoc members of the Board of Directors

16.5.1.

Germany, Spain, France, Italy and the United Kingdom have always the right to be represented on the Board of Directors. If one of these countries is not represented at the Board as a result of the election procedure, a representative of a body representing this country can become an ad-hoc member of the Board of Directors, for a maximum of two years. This right can be exercised within 60 days after the General Meeting during which the election of the Board members took place.

16.5.2.

The ad-hoc members of the Board are automatically appointed.

16.5.3.

The ad-hoc members of the Board of Directors are appointed for a maximum period of two years, renewable. Each ad-hoc member of the Board of Directors appointed who ceases his mandate for any possible reason before the end of these two years can be replaced upon decision by the Board, but only for the period until the end of the mandate of the replaced ad-hoc member, by another representative of the national active member of the Confederation concerned who has the necessary mandate to bind this active member by the decisions of the Board of Directors.

16.5.4.

An ad-hoc member of the Board of Directors can be subject to automatic dismissal if one of the following events should transpire:

- Death or incapacity which could last (or in the reasonable opinion of the remainder of the Committee which would seem to have to last) six months
- Termination of his involvement in the organisation that he represents
- Conviction for a misdemeanour or criminal offence and a sentence entailing registration in the criminal records no. 2 within the meaning of the French regulations or within the meaning of the regulations of any other State member of the association.

Article 16.5.3 applies.

16.5.5.

The ad-hoc members of the Board of Directors shall receive no remuneration. The expenses relating to the organisation of and the participation at the Board of Directors meetings are borne by each ad-hoc member of the Board of Directors.

Article 16.6. Common dispositions**16.6.1.**

The members of the Board of Directors, or any other person, may be entrusted with particular and ad hoc missions by the Confederation, through an explicit decision by the General Meeting, by the Board of Directors or by the Chairman of the Confederation. By producing justifying documents, they may obtain the reimbursement of the expenses related to such an ad hoc mission and incurred within the framework of the budget of the European Confederation.

16.6.2.

The Board of Directors manages the European Confederation within the limit of its powers that are granted to it by the General Meeting. The minutes of the meetings, signed by the Chairman or the person who exercised the chairmanship and the Secretary General, must be kept in a register that is available to the Directors. The Board of directors has all the powers necessary for the exercise of its functions with the exception of the powers, which are reserved to The General assembly by the present statutes or by the law

16.6.3.

The final decision about the interpretation or the application of the rules of these Articles is incumbent on the Board of Directors.

16.6.4.

The Board of Directors shall meet depending on the needs at the invitation of its Chairman, but at least twice a year.

16.6.5.

The Board of Directors aims at consensus. In the event of a vote, the decisions are taken by simple majority of the members present. Minority positions will be mentioned in the minutes of the meeting.

16.6.6.

The Board of Directors can nominate one or more Honorary Chairmen of the Confederation.

Article 17. The Chairman of the Board of Directors

Article 17.1.

The Chairman of the Board of Directors, the first and second Vice Chairmen and the Treasurer are elected by the General Meeting according to the procedures for the election of the Executive Committee and the voting principles of article 13.12..

Article 17.2.

The Chairman must hold within his national body, active member of the Confederation, the position of Chairman, Vice-Chairman, Honorary Chairman or an equivalent elected position.

Article 17.3.

The Chairman of the Board of Directors is also Chairman of the Confederation, the General Meeting and the Executive Committee and chairs their meetings.

Article 17.4.

All documents that commit the Confederation, other than the special mandates, shall be signed by the Chairman who shall not have to justify to third parties the powers conferred on him for this purpose.

Article 17.5.

Legal actions, both as a plaintiff and as a defendant, are followed by the Board of Directors represented by its Chairman or a member of the Board of Directors appointed for this purpose by the latter.

Article 17.6.

The Chairman may delegate all or some of his duties to a Vice-Chairman after having informed in writing each member of the Board of Directors thereof.

Article 17.7.

In the event of a split vote within the Board of Directors, the Chairman has the casting vote.

Article 17.8.

In the event of the temporary hindrance or incapacity of the Chairman, the first Vice-Chairman replaces him in all his duties. His permanent replacement must be decided and may only take place in accordance with the regulations of these Articles of Association.

Article 18. The Working Committees

Article 18.1.

The following Working Committees are constituted:

- 1) Guarding
- 2) Transport of Valuables
- 3) Electronic Surveillance
- 4) Airport Security
- 5) Social dialogue
- 6) Enlargement (relations with the new EU Member States)
- 7) Maritime Security

Article 18.2.

Depending on the needs, other Working Committees may be created by decision of the Board of Directors.

Article 18.3.

Each Working Committee Chairman duly elected by the General Meeting is responsible for the composition, the operating, the organisation and the work of this Working Committee. The members of the Working Committees must be experts in their fields. The Chairman of each Working Committee is also responsible for convening the members of this Working Committee at least twice per year, for establishing the agenda of its meetings, for drawing up the minutes and for informing the Secretariat General thereof.

Article 18.4.

The expenses relating to the organisation of the meetings of the Working Committees are borne by the members.

Article 18.5.

Each Working Committee shall regularly inform the Board of Directors about its current work and its projects and shall submit to the Board of Directors any point requiring a decision that commits the Confederation.

Article 18.6.

Each Working Committee Chairman shall submit to the Annual General Meeting an activity report for the previous year as well as the programme for the coming year and shall send to the Secretariat General the report about each meeting of the Working Committee which will be organized.

Article 18.7.

In the event where a Working Committee wishes to take action, involving expenses not forecast in the budget, it shall inform the Board of Directors thereof which shall decide.

Article 19: Ad-hoc working groups

Article 19.1.

The Board of Directors can establish ad-hoc working groups. The Board of Directors decides on the objectives and the duration of these ad-hoc working groups and appoints their Chairmen

Article 19.2.

The Chairman of an ad-hoc working group regularly reports to the Board of Directors on the activities of his ad-hoc working group. The Chairman of an ad-hoc working group is not a member of the Board of Directors.

Article 20. Secretariat General

Article 20.1.

The Board of Directors shall appoint a salaried Secretary General, which shall manage the Secretariat General of the Confederation.

Article 20.2.

The Secretary General organises the meetings of the Board of Directors, of the General Meeting, attends them and draws up the minutes thereof. He can also attend the meetings of the Working Committees: he must at least be informed of all of the activities of these Working Committees.

Article 20.3.

The Secretary General shall inform all the members about activities of the different Working Committees and distribute the reports of the meetings to all the members.

Article 20.4.

He is responsible for the implementation of the decisions of the Confederation and carries out the daily management of the Confederation under the authority of the Chairman.

Article 20.5.

The Secretary General shall carry out any specific task that may be entrusted to him by the Chairman, the Board of Directors or the General Meeting.

Article 21. Internal regulations

If it appears necessary, the Board of Directors shall establish internal regulations, which may be modified by a simple decision of the Board of Directors. These internal regulations shall have an effect and a value identical to those of the Articles of Association. They may not contradict the Articles of Association or modify the additional statutory provisions.

Article 22. Winding-up.

Article 22.1.

The winding-up may be decided by the Extraordinary General Meeting by a majority of two-thirds of the votes of the States represented in the Confederation by active members present or represented.

Article 22.2.

In this case, the Meeting appoints the liquidator(s), stipulates their powers and decides on the allocation of the eventual assets of the Association.

Brussels,
20 September 2007