



*the european committee of safe manufacturers associations*

# **Statutes**

Frankfurt, May 2006

Preface

The statutes were originally established at EUROSAFE's constitutional General Assembly on 24<sup>th</sup> May, 1988 in Paris and modified in the Extraordinary General Assemblies of EUROSAFE in London, on 12<sup>th</sup> May, 1992, in Bologna on 27<sup>th</sup> May, 1997, in Brussels on 12<sup>th</sup> May, 1998 and in Ljubljana on 30<sup>th</sup> May, 2006.

1. Constitution, Duration, Domicile

- 1.1 The European national associations – as mentioned hereafter under Art. 1.6 – representing manufacturers of physical security equipment providing protection against burglary, theft and fire – in particular with reference to safes, strongrooms and related products – have met in Paris on the 24<sup>th</sup> day of May 1988, to constitute a European committee of safe manufacturers associations under the name of EUROSAFE.
- 1.2 The committee shall not be incorporated and shall operate as a non-profit organisation without any commercial or political aim.
- 1.3 The duration of EUROSAFE is for an indefinite period, until its dissolution.
- 1.4 The accounting year of EUROSAFE is from 1<sup>st</sup> January – 31<sup>st</sup> December of each year.
- 1.5 EUROSAFE is domiciled with the organisation which provides its secretariat unless otherwise decided upon by the General Assembly.
- 1.6 The founder-members of EUROSAFE are:

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|-------------|---|
| For Belgium | Federatie van de ondernemingen der metaalverwerkende, machinebouw-, electrotechnische, elektronische en kunststofverwerkende nijverheid (FABRIMETAL),<br>Section Metal Furniture, Subsection Safes. |
| For Germany | Fachgemeinschaft Geldschränke und Tresoranlagen of<br>Verband Deutscher Maschinen- und Anlagenbau e.v. (VDMA)   |
| For France  | Syndicat Français des Fabricants de Coffres-Forts, d'Armoires Réfractaires et d'Equipments Lourds de Sécurité (SYFRACO)   |
| For UK      | British Security Industry Association (BSIA), Section safes.  |

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|---------------------|---|
| For Italy           | Unione Costruttori Italiani Casseforti (UCIC)<br>of<br>Associazione Nazionale dell'Industria Meccanica Varia<br>ed Affine (ANIMA) |
| For the Netherlands | Vereniging Nederlandse Safe-fabrikanten (VNS),<br>of<br>Vereniging voor de Metaal- en Electrotechnische<br>Industrie FME          |
| For Sweden          | SWESAFE   |
| For Norway          | NORSAFE   |
| For Denmark         | DANSAFE   |
| For Finland         | FINNSAFE  |
| For Switzerland     | Arbeitsgruppe der Schweizerischen Kassenfabrikanten<br>(ASK)  |
| For Spain           | Asociación Española de Empresas de Seguridad<br>(AES), Section Safes  |
| For Portugal        | Associação Nacional das Empresas de Segurança<br>Roubo e Fogo (AESIRF), Section Safes   |

## 2. Object

The object of EUROS SAFE is to promote and protect – within the limits of EU-legislation – the common interests of the European secure storage industries, as represented by the committee's membership, and in particular:

- to promote contacts among the European secure storage industry;
- to represent the European secure storage industry with authorities, public bodies and international organisations, particularly with regards to the European Union and EFTA;
- to promote the development and maintenance of European standards, common classifications and/or certifications;
- to carry out a programme of activities as decided upon by the general Assembly.

### 3. Membership

3.1 The association consists of full and associated members.

3.2 Full membership is open to associations of the secure storage industry from EU or EFTA countries. The association must incorporate manufacturers from the secure storage industry providing protection against burglary and fire. For each eligible country one association, representing a major part of the safe manufacturing business in that country, may be accepted for full membership. From a country where no such national secure storage association exists, another business- or security organisation, incorporating a section, which is sufficiently representative for the secure storage industry in that country, may be accepted for full membership. All full members shall have the same rights and duties and the same rights to stand for vote.

Today's members (May 2006) remain full members of EUROSAFE.

3.3 Associations or sections of the secure storage industry from a European country which is not a member of the EU or EFTA can apply for an associate membership. To such associate-ship, the same rights and obligations are attached as those connected with membership, except for the right of participation in EUROSAFE's decision making – by voting or otherwise – administration or representation.

3.4 Applications for membership are to be submitted in writing to the secretariat of EUROSAFE and will be considered by the Presidential Committee. In the event of the rejection of an application there will be no obligation to disclose the reasons.

3.5 The submission of an application for membership will imply that – if accepted – the applicant agrees to be bound by the statutes of EUROSAFE and by any financial or other obligation resulting from the EUROSAFE membership.

3.6 Resignation from membership is to be submitted in writing to EUROSAFE's secretariat, and will take effect at the end of the accounting year, in which the resignation has been received. Until termination of membership has taken effect all obligations to EUROSAFE continue.

3.7 Expulsion of a member may be decided upon by the General Assembly on the ground of/

- failure to observe EUROSAFE statutes, objectives or regulations;
- failure to meet financial or other obligations to EUROSAFE;
- actions in a manner contrary to EUROSAFE's interests.

3.8 Any member who shall resign or is expelled or for any other reason terminates its membership, shall remain liable for all monies which it is due to EUROSAFE at the time of the termination of its membership.

4. General Assembly

4.1 The General Assembly is the final decision making body of EUROS SAFE.

4.2 General Assembly meetings shall be shared by the President or – in his absence – by another member of the Presidential Committee.

4.3 Each member or associate of EUROS SAFE can be officially represented in the General Assembly by one person only (preferably its President), associated with or being a functionary of that member or associate, and shall therefore advise the Secretariat before the meeting of the name of that official representative, who shall have the right to act as the member's formal spokesman and – in as far as representing a full member – to vote, in its name and on its behalf.

At the commencement of each General Assembly the Chairman shall ascertain which full members, respectively associates, are officially represented in the meeting and by whom.

Preferably, the President of EUROS SAFE shall not act as the official representative of the full member with which he is associated and will therefore not vote in the name of that member.

Persons other than the aforementioned official representatives, if holding executive, supervisory or consultative duties related to a safe-manufacturing operation associated with or being a functionary of a full member or associate, may attend the General Assembly meeting as observers who may participate in the discussions.

4.4 An Ordinary Annual General Assembly meeting shall be held in the month of May every year to deal a.o. with:

- the election of members of the Presidential Committee (if relevant);
- reports by the President, the Secretariat and the Chairman of the sub-committees on the course of business in the preceding and current accounting year, as well as on plans for the future;
- approval of accounts of the preceding accounting year as audited by a representative of one of the full members, thereto appointed by the General Assembly;
- approval of the budget for the current accounting year as submitted by the Presidential Committee;
- determination of future policies and activities of EUROS SAFE, including the formation of Subcommittees.

4.5 Extraordinary General Assembly meetings shall be called by the President, either at his initiative or at the request of not less than 5 full members, in order to deal with any special or urgent business.

In the latter case the Extraordinary General Assembly shall be called within 10 days and be held ultimately within 40 days, after reception of the request. An Extraordinary General Assembly meeting will, in any case, be convoked to deal with proposals;

- to modify the EUROS SAFE statutes;
- to dissolve EUROS SAFE.

- 4.6 To call an Ordinary or Extraordinary General Assembly written notice, including the agenda, will be given by the President through the Secretariat, to all members and associates at least 30 days before the date of the meeting.
- 4.7 At all meetings of the General Assembly each full member shall have the right to one vote to be recorded either by its official representative as under 4.3, attending the General Assembly meeting in person, or by written proxy to another member, represented in the General Assembly meeting. No member may hold proxies for more than two other members.
- 4.8 Before any resolution is put to a vote, the Chairman of the General Assembly shall formulate the contents and tenor of the resolution and shall establish the voting procedures (taking into account related clauses in these Statutes and eventual By-Laws) as well as the way(s) in which a valid vote can be cast. If deemed useful by the Chairman or at the request of one or more full member(s) attending the meeting, a polling committee shall be established consisting of three persons invited by the Chairman after consultation with the members represented in the meeting.

To establish that the General Assembly has adopted a resolution, the majority opinion within the polling committee shall be decisive; the same shall apply to the contents of an adopted resolution insofar as a vote was taken on proposal not laid down in writing. Unless otherwise defined elsewhere in these Statutes, all resolutions in a General Assembly shall be adopted by a majority of the votes cast by full members at meeting in which at least a majority of the total number of full members is present or represented, except for any resolution with respect to:

- the expulsion of a member;
- any modification of the Statutes;
- incidental deviations from any clause of the Statutes;
- the dissolution of EUROSAFE;

which can be adopted only by a majority of at least three quarters of the votes cast by full members at a meeting, in which at least two thirds of the total number of full members is present or represented.

If at a General Assembly the required quorum of attendance is not attained then, after that meeting, a second meeting shall be convoked without delay, at which second meeting valid resolutions can be adopted with respect to the subjects as they were put before the first meeting, regardless of the number of full members present or represented at the meeting, however provided that the same majority with regard to voting is attained as was required at the first meeting.

With regard to voting for the election of persons the following shall apply for each vacancy:

- a) If there is one nominee, he (she) shall be elected by majority of the votes cast in the meeting;

- b) If there are two nominees, the nominee having attained the highest number of votes shall be elected.  
If there is a tie of votes a second vote shall be taken.  
If there is a tie of votes again in such second vote, it shall be decided upon by lot which nominee is elected;
  - c) if there are more than two nominees, the nominee having attained the majority of the votes cast in the meeting shall be elected.  
If no one of the nominees attains such majority, a second vote shall be taken with those two nominees only who have attained the highest number casu quo the highest and second highest number of votes.  
In the case that more than two nominees have attained he highest number casu quo the highest and second highest number of votes, it shall be decided by lot which two nominees will participate in the second vote.  
The second vote shall be taken in accordance with b) above.  
If there is a tie of votes in a round of voting other than for the election of a person, then a second vote shall be taken.  
If again there is a tie of votes in such second vote, the proposal is thus rejected.  
Abstentions and invalid votes shall not be counted as votes.
- 4.9 Only in as far as they have been appointed by their respective national member-associations as official representative as under 4.3, shall individual members of the Presidential Committee have the right to record a vote in the General Assembly meetings.
- 4.10 All voting's shall be taken orally. By decision of the Chairman or at the request of one or more full member(s) voting will be by secret ballot, by means of closed, unsigned, ballot papers.
- 4.11 A resolution adopted in writing by at least two thirds of the total number of full members, if they are not together in a General Assembly, shall have the same effect as a resolution adopted in a General Assembly.
- 4.12 General Assembly meetings shall be minuted by the Secretariat; minutes shall be signed by the Chairman and the secretary.
5. Presidential Committee
- 5.1 The Presidential Committee shall consist of up to five committee members including a President and one Vice- President; if there would be a tie of votes in the Presidential Committee, the President will have a casting vote.
- 5.2 The members and the function of the President and the Vice-President shall be elected and may be dismissed by the General Assembly.  
In case of a (future) vacancy for the position of the President and/or of the Vice-President, full members of EUROSAFE will – not later than forty five days before the date of the General Assembly in which the election(s) will

take place – inform the Secretariat in writing about the name of their candidate for any vacancy under consideration.

Notice of the candidacies for each vacancy will be given to the members timely before the General Assembly in which the election(s) will take place.

- 5.3 All members of the Presidential Committee shall originate from full member-associations.
- 5.4 The period of office for the President and for each of the Vice-Presidents is for approximately two years, calculated from the date of the Ordinary Annual General Assembly at which – or closest to which – the election took place until the date of the Ordinary Annual General Assembly, which is approximately 24 months later, however without prejudice to the clause under Art. 5.6.
- 5.5 On completion of a period of office, a retiring President will be eligible only once for immediate re-election to President, and a retiring Vice-President will be eligible only once for immediate re-election to Vice-President. By exception, the limitation of eligibility under the terms of this paragraph can be overruled, if, for a retiring President or Vice-President having already served two periods of office, re-election is proposed and supported by at least two thirds of EUROS SAFE's present number of full members.
- 5.6 If one or more members of the Presidential Committee would have been replaced by another person in the course of his (their) period of office, that or those person(s) will also retire from office at the date as applicable for the predecessors(s).
- 5.7 Each member of the Presidential Committee shall be holding executive or supervisory duties related to a secure storage company. The company has to be associated with a different national association and must be of different ownership; the mandate as a member of the Presidential Committee terminates as soon as the conditions of this article are not met any longer.
- 5.8 Under delegation by the General Assembly the President, in consultation with the Committee Members and assisted by the Secretariat, shall conduct the day-to-day business of EUROS SAFE.

## 6. Secretariat

- 6.1 Unless otherwise decided upon by the general Assembly, the Secretariat of EUROS SAFE shall be provided by a national association – member of EUROS SAFE – e.g. the national association with which the President is associated.
- 6.2 Secretarial services also include the budgeting, accounting and treasury functions.

- 6.3 For the secretarial services as referred to under 6.1 and 6.2 a reasonable fee may be charged to EUROSAFE, which will need the prior approval of the General Assembly.  
The same is applicable for particular expenses related to the secretarial services, such as postage, printed matter, travel etc.

## 7 Finance

- 7.1 EUROSAFE is intended to be a low budget organisation, subject to necessary finance for it to be effective.
- 7.2 Any work within EUROSAFE is carried out on an honorary basis.
- 7.3 Persons attending meetings for external representation at the request and on behalf of EUROSAFE may charge to EUROSAFE reasonable expenses for travelling and accommodation.
- 7.4 An entry fee for new membership of EUROSAFE will be determined by the Presidential Committee.
- 7.5 Financing of EUROSAFE and its Subcommittees will, on the basis of annual budgets and accounts as presented by the Presidential Committee, be decided upon by the General Assembly.
- 7.6 EUROSAFE financial requirements will be provided for by annual contributions to be paid by each member and associate. Annual contribution for members will be equal; for associates the General Assembly may decide on an equal contribution which is lower than the member-contribution.

Annual contribution will become payable within sixty days of invoicing by the EUROSAFE secretariat.

Unless otherwise decided upon by the General Assembly, full members or associates, as long as they are in arrears with payments due to EUROSAFE, may be excluded from the benefit of EUROSAFE's communications and services, whereas full members will have no voting rights in General Assembly meetings.

## 8. Language

The official language of EUROSAFE will be English. Translation services for members are not provided, nor paid for, by EUROSAFE.

Translation required for communication with external parties will be attended to and paid for by EUROSAFE, unless such translation can be provided by one of EUROSAFE's members.

9. Various

Where these statutes require communication in writing such will be valid by letter, by telegram, by telex or by fax.

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