

Statutes of the

Association of the European Fire and Security Industry:

EURALARM

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Article 1 Name, Seat and Purpose

Article 1.1 Name and Seat

An Association by the name of "EURALARM", which is an Association of the European Fire and Security Industry, shall be called into existence in accordance with Art. 60 and seq. of the Swiss Civil Code.

The legal domicile of the Association is determined by the board. It has to be located in Switzerland.

Article 1.2 Purpose

The purpose of EURALARM shall be:

1. to represent and promote at a European and international level the interests of the European fire safety and security industry i.e.
 - Manufacturers of products, systems and components.
 - Fire & Security Systems service providers such as Designers, Installers, Maintainers, Integrators, Risk Assessors, Systems Engineers and Service Providers, particularly in fields of activities such as:
 - Detection, annunciation, notification, evacuation systems and egress methods
 - Extinguishing controls including Fire extinguishers and extinguishing agents
 - Fixed firefighting systems including gas, sprinkler, water mist, powder and foam systems
 - New and emerging active technologies to extinguish or contain fires
 - Smoke and heat ventilation
 - Intrusion and hold-up alarms
 - Access control
 - Video surveillance
 - Monitoring alarm receiving centres, social alarms and alarm transmission systems
 - Planning, installation and servicing
 - Network and cyber security
 - Network integrators and crisis centres
 - Smart cities

and

2. to influence the European market to the benefit of the members, in particular in the areas of economy and technology, by such activities as:
 - representation of the members in international organizations
 - exchange of information in accordance to the code of Conduct (not part of these statutes) between the members and related associations / organisations,
 - support and influence of national and international organizations in the preparation of standards, directives and recommendations,
 - promotion of appropriate testing and approval regulations,
 - work to eliminate technical trade barriers,
 - initiate and support the development of science and technology in the relevant business fields and to educate and train our industry and the wider community
 - Market-investigation and development.
 - organisation of seminars and workshops

EURALARM is a non-profit making organization pursuing high ethical standards as stated in the Code of Conduct (not part of these statutes).

Article 2 Membership

Article 2.1 Acquisition

Membership active in the field of Art. 1.2 may be applied for

1. By trade associations (TA) registered in the geography of Europe

or

2. by individual companies registered in the geography of Europe and is a member of at least one Trade Association already member of EURALARM.

or

3. by individual companies registered in the geography of Europe from a country where no relevant trade association as defined by Art. 2.1.1 exists.

or

4. Institutes or associations registered in the geography of Europe being which are active in research, education or science in fields as specified in Art. 1.2

Others which do not fulfil the criteria can apply for associate membership (observing status).

5. Associate membership (observer status)

Applications for Associate membership can be in any of the sections and shall be submitted in writing to the General Management. Admission to membership shall be decided upon by the **EURALARM** Board. In the event of a rejection of the application, the applicant shall have the right to bring an appeal to the General Assembly and the General Assembly shall decide with simple majority.

Article 2.2 Rights of the Members

The members have the right to participate in the activities of the association and its sections. They have the right to vote and to propose persons, i.e. colleagues or management of their companies for president, the board or other bodies as mentioned in the statutes or in other bylaws of the association.

Associate members have the right to participate in the activities of the association and its sections and have access to relevant section and cross-sectional information. They do not have any rights regarding voting and chair appointments.

Article 2.3 Duties of the Members

Each member has to follow the Code of Conduct and the decisions which are formally correctly taken by a body of **EURALARM**. It is obliged to pay the membership fee which is determined and to provide delegates to sections and working groups.

Article 2.4 Withdrawal

Each member has to fulfil the requirements of these statutes. Membership shall cease upon withdrawal. A member may withdraw at the end of a calendar year by giving notice in writing to the General Management, three clear months before the withdrawal shall be effective, and however withdrawal shall not release members from their financial obligations for the calendar year in progress at the time of such withdrawal notice to **EURALARM**.

Article 2.5 Suspension

Any member who contravenes these Statutes or the Code of Conduct (not part of these statutes), or seriously prejudices the interest of **EURALARM**, or does not fulfil its obligations towards **EURALARM**, in spite of being requested to do so, or no longer meets the requirements for admission, may be suspended until the contravention is corrected.

Article 2.6 Expulsion

In the case that the contravention is not or cannot be corrected, the member will be expelled by the **EURALARM** Board.

Details of the contravention will be submitted in writing to the member and 3 calendar months will be allowed to correct the contravention and then the board will review and decide whether to expel or continue the suspension. An expelled member has the right to appeal to the General Assembly, which decides definitively with simple majority. As long as such decision is pending, the Member shall remain suspended.

Suspension or Expulsion shall not release members from their financial obligations for the calendar year in progress at the time of such Suspension or Expulsion.

Article 2.7 Transfer to other section

On written demand, a member may transfer from one section to another without penalty or benefit, after approval of the Board. The Board defines the exact process in the Internal Procedure Manual.

Article 3 Organization

Article 3.1 Structure

The Association is composed of Sections which fulfil the purpose of the Association. The Board proposes sections to the General Assembly.

Each Section will have its own Section Members' Meeting and will be responsible for administering its own affairs. Matters of common interest or matters beyond the scope of any one of the Sections will be referred to the **EURALARM** Board.

The General Management takes care of the interests of the association and its sections.

Article 3.2 Organs

The Organs of **EURALARM** shall be:

1. The General Assembly (Art. 4)
2. The Ballot Vote (Art. 5)
3. The Board (Art. 6)
4. The Section Members' Meeting (Art. 7)
5. The Committees (Art. 8)
6. The General Management (Art. 9)
7. The Auditors (Art. 10)

Article 4 The General Assembly

Article 4.1 Duties and Competencies

The General Assembly of all members shall be the highest organ of **EURALARM** and shall in particular have the following duties and competencies:

1. to deal with all questions arising in connection with the purpose of the Association.

2. to elect in accordance with Art. 6 and 8 the **EURALARM** President and the Chairmen of the Committees, for a term of three years. In the event of early resignation, the General Assembly shall elect a replacement for the remaining period. Re-election shall be permissible.
3. to lay down recommendations for the activities of the Board and allocate it definite tasks.
4. to approve the activity report of the Board and it's Committees and the documents and recommendations submitted by it and to vote on their adoption.
5. to approve the annual account and budget, decide the contributions and to discharge the Board.
6. to pass in accordance to Art. 13 resolutions on any amendments to the Articles of the Association and on the dissolution of **EURALARM**.
7. to consider appeals against expulsion from the association

Article 4.2 Convocation and Motions

At least once a year and within 6 months after the preceding financial year, the General Assembly shall be convened at the invitation of the President or upon the request of one fifth of the members. Participation shall be open to any member and any members' affiliated firms. The written invitation together with the agenda shall be mailed to the members not later than eight weeks before the date on which the meeting is to be held.

Subject to Art. 13.1 of these Statutes, any motion of members to the General Assembly shall be submitted to the General Management eight weeks in advance. The General Management shall make the motions known to the members not later than four weeks before the date of the proposed meetings.

The quorum of the General Assembly will be 2/3 of the **EURALARM** members' votes (present or represented by proxy).

Article 4.3 Voting Right and Passing of Resolutions

1. Each member in accordance with Art. 2 shall have one vote per section of which they are a member.
2. Voting by proxy shall be permissible, but such right may only be exercised on behalf of one other **EURALARM** member.
3. The proxy statement shall be sent to the General Management by letter or email before the voting card is handed out. The written notification to the General Management is possible until the voting cards are issued.
4. On request of a voting member, elections and votes shall be secret. The General Management shall make the counting of the votes together with an openly elected vote counter.
5. Resolutions on questions of Association Statutes shall be carried by 4/5 of the submitted votes. Abstentions will not be counted.
6. Resolutions on administrative matters shall be adopted by a simple majority of the votes cast.
7. Elections shall be decided by ranking the number of the votes cast for each nomination.

Article 5 Ballot Voting

1. Votes or elections are also possible in writing and or by electronic means. In this case, at least 2/3 of the members must cast their vote, including abstentions.
2. The Board determines the deadline.
3. The General Management shall carry out the counting of the votes. The result will be published in the same means as the ballot voting has taken place.

Article 6 The Board

Article 6.1 Composition of the Board

The **EURALARM** Board shall consist of

- The President of **EURALARM**
- The Chairmen and Vice-Chairmen of the **EURALARM** Sections.
- The Chairmen of the Committees
- The General Management shall attend the meetings of the Board in an advisory capacity.
- The Chairmen of the **EURALARM** Sections are the Vice Presidents of **EURALARM**
- The quorum for a meeting of the **EURALARM** Board shall be more than 50 % of the votes, present throughout the meeting. The method of the votes within the board are defined in the Internal Procedure Manual.

Article 6.2 Duties and Competencies

1. It shall decide on the admission or expulsion of **EURALARM** members
2. It shall supervise the activities of the General Management.
3. It shall announce the General Management and specify their duties and tasks in accordance to Art. 9.
4. A group consisting of the **EURALARM** President, the **EURALARM** Vice Presidents and the Chair of the Committee Finance, Legal and Remuneration shall decide upon the individual remuneration of the **EURALARM** staff of the General Management.
5. It shall draft the annual accounts and budget of **EURALARM** and propose to the General Assembly for approval
6. It shall prepare and call the General Assembly.
7. It shall consider and/or decide matters of common interest between Sections and matters beyond the scope of any one Section
8. It shall take care of the coherence and coordination of the **EURALARM** strategy
9. The board has the possibility to release an Internal Procedure Manual and other working-instructions.
10. A meeting of the Board shall take place at least four times a year upon the invitation of the President giving at least four weeks' notice. The execution of the invitation can be delegated to the General Management.
11. Each member of the Board shall have one vote per function. Resolutions shall be passed by an absolute majority of the votes cast. The Board issues in a regulation the procedure for resolutions by circular.

Article 6.3 The Presidium

1. The President shall represent **EURALARM** in external matters officially. He may delegate after consultation with the Board to the General Director or to one of the Vice Presidents or exceptionally to other members of the Board.
2. In the event of the President is being incapacitated **EURALARM** will be represented by one of the Vice Presidents as chosen by the Board. The maximum term should last until the next General Assembly.
3. The president and the vice-presidents are collectively entitled to sign jointly with two signatures. The Board may allow further authorizations in a regulation

Article 7 The Section Members' Meeting (one for each Section)

Article 7.1 Sections

The General Assembly can define Sections in which the members of certain branches will be organized.

Article 7.2 Structure

The Section Members' Meeting of each Section shall consist:

- the Chair also Vice President of **EURALARM** and member of the Board
- the Vice-Chair also member of the Board
- members delegates

Article 7.3 Duties and Competencies

Each Section shall arrange separate Section Members' Meetings.

The delegates to the Section Members' Meeting including their alternates shall be nominated by the members of the sections for a term of three years (one delegate / alternate per member).

Generally:

- The Chair and the Vice-Chair should come from different **EURALARM** members.

The Section Members' Meetings shall be the executing bodies of the Association's Sections and shall have the following duties and competencies in particular:

- They shall elect in accordance with Art. 7.1 its Chair and Vice Chair and in accordance to Art. 8 at least one delegate to each of the Committees for a term of three years. Re-election shall be permissible. In the event of early resignation, the Section Meeting shall elect a replacement for the remaining period.
- They shall lay down or confirm the work program for the Section Member's Meeting.
- They shall approve the activity report of the Section and to vote on its motion.
- They shall deal with matters relevant to their section in accordance with the recommendations and instructions of the General Assembly and within the framework of the purpose of the Association and shall take the appropriate actions.
- Each Chair shall report to the Board upon its sectional actions.
- Each Section Members' Meeting shall examine whether it is necessary to refer back to all Members for their consideration on any matters before deciding the final action to be taken.
- They shall submit to their Members the activity report and the elaborated technical documents and recommendations and shall propose motions for decision.
- Each delegate to the Section Members' Meeting shall have one vote. Resolutions shall be passed by an absolute majority of the votes cast. A resolution in writing signed by all members of any Section Members' Meeting or a resolution to which every such member has signified his approval in writing or by electronic means shall be as valid and effectual as if it had been passed at a meeting of the Section Members' Meeting duly called and constituted.

- A meeting of the Section Members' Meeting shall take place as often as business requires upon the invitation of their Chair giving at least a four week notice. The quorum for a meeting of the Section Members' Meeting shall be 1/3 of the section members present.

Article 8 The Committees

Article 8.1 Composition

The Committees are working groups for certain topics. The General Assembly can form Committees. Each Committee shall consist of a minimum of four members:

- Chair elected by the General Assembly also member of the Board
- A section delegate, one being elected by each Section Members' Meeting,

Each member may nominate additional experts. The Board may adopt restrictions in order to prevent the overrepresentation of individual members.

- The Committees will be coordinated by the **EURALARM** Board with the support of the General Management.

Article 8.2 Duties and Competencies

The General Management will support the provision of a number of Committees covering topics such as:

- Marketing internal and external
- Lobbying
- Legal, Finance and Remuneration
- Horizontal Compliance

The Committees shall convene at the invitation of their Chairmen as often as business requires. The Board defines the procedure of invitation and vote in the Internal Procedure Manual. Place, date and agenda shall be made known to Committee members four weeks before the date of the proposed meeting.

Each member shall have one vote. The Committees shall take votes and resolutions shall be passed by an absolute majority of the votes cast. The passing of a resolution in writing outside Committee meetings shall be permissible. The provisions on circular resolutions adopted by the Board in a regulation apply respectively

The Committees shall report to the Board via its Chair.

The Board can determine further duties and competencies.

Article 9 The General Management of the Association

Article 9.1 Composition

The General Management consists of:

- The General Secretary
- The General Director

and if necessary

- Additional professional support e.g. Technical Manager etc.
- The General Management of the Association is common to all the Sections.

Article 9.2 Duties

The General Management particularly shall have the following duties:

1. Report to the board.
2. Organise and run an office to:
 - Undertake all administrative work.
 - Handle all financial issues including fund raising.
 - Raise the awareness of **EURALARM** issues.
 - Maintain and improve relations to other associations and organisations relevant to **EURALARM** at top management level.
 - Take care of membership relations and support member-acquisition.
 - Support **EURALARM** members in common activities.
 - Support the Board to coordinate the Committees
 - Support initiatives of the Board as assigned
3. Other tasks and duties can be defined in an Internal Procedure Manual

Article 10 The Auditors

Accounting shall be subject to control by a minimum of one Auditor. The Auditors (shall come from the membership and may not be members of the Board. They shall be elected by the General Assembly for a term of three years. They shall check annually the book-keeping and the finance management of **EURALARM** by the sampling method.

They shall give a report on their findings to the General Assembly and to the board.

They may transfer the audit to an external body. In this case, their task is to present the report to the General Assembly.

Article 11 Finances

Article 11.1 Members' Dues and Expenses

The expenses of **EURALARM** shall be covered by members' dues which shall be fixed by each General Assembly in accordance with Art. 4.1 paragraph 5 of the present Statutes.

Any function on behalf of **EURALARM** should be performed in general in an honorary capacity, with the exception of the General Management, subject to approval of the General Assembly.

The General Management and the Chairmen of the Committees maintain their expenses within the budgetary limits. Any expenses in excess of the budget shall be reported without delay to the **EURALARM** President and the Auditors.

Article 11.2 Liability

Any debts of **EURALARM** shall be answered for only by the Association assets to the exclusion of any personal liability whatsoever of the Members. Members which have withdrawn or been expelled shall not be entitled to the assets of **EURALARM**.

Article 12 Languages

Article 12.1 Deliberations and Documents

The official languages of **EURALARM** shall be English. Where other languages are requested they would be provided for a fee. The fee will be determined by the board.

Article 12.2 Language of the Statutes

The statutes are translated into German.

In the case of uncertainties and differences, the English version of the statutes shall apply.

Article 13 Amendment of the Statutes and Dissolution

Article 13.1 Amendment of the Statutes

Resolutions on amendments of the Statutes or on the dissolution of **EURALARM** shall be governed by 4.3 paragraph 5 of the present Statutes. Any motion for amendments of the Statutes or for the dissolution of **EURALARM** shall be filed with the Office and with the President at least 8 working weeks before the next General Assembly.

Article 13.2 Dissolution

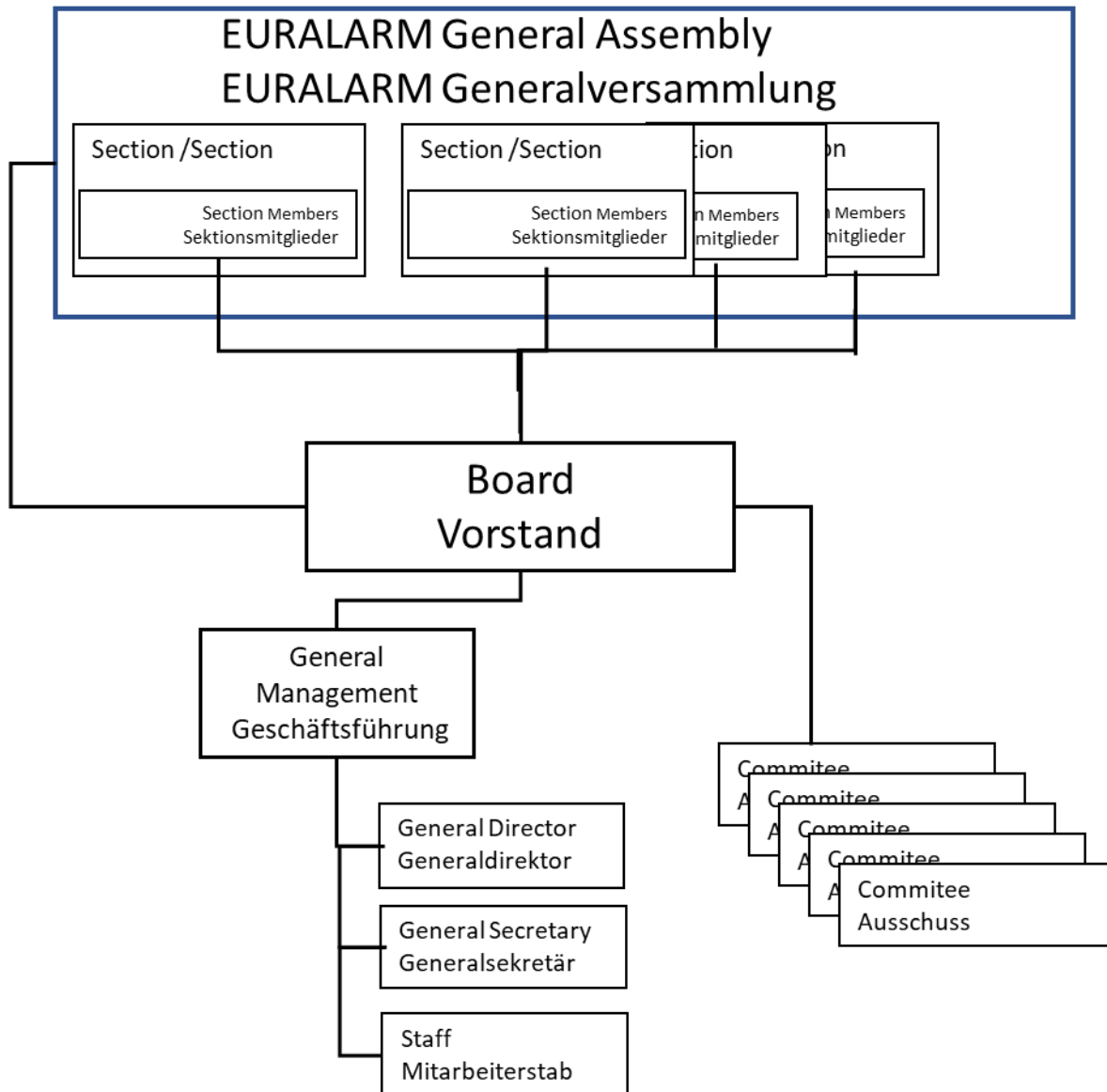
In the event of dissolution, the members shall decide upon the existing assets in accordance with Art. 4.3 paragraph 6 of the Statutes, the funds available to be used for promoting development in the field of Fire and Intruder Alarm Systems in the widest sense.

Article 14 Entering into Force, Authentic Wording

The present wording of the Statutes corresponds to the situation as of **DATE** after the motion for amendment has been passed.

Appendix

► Organization Chart of the EURALARM organs



Date: DATE