



# International Professional Security Association

## CONSTITUTION AND RULES

### Article 1 TITLE

- (a) The Association shall be called “INTERNATIONAL PROFESSIONAL SECURITY ASSOCIATION” hereinafter referred to as “the Association”.
- (b) The Association shall not have any trade union or trade affiliation and shall be non-political.
- (c) The principal office of the Association, referred to as the Association Office, and the registered address of the Association shall be determined by the International Council.
- (d) The seal of the Association shall be in such form and design as the International Council may decide. It shall bear the name of the Association and the year and place of its formation.
- (e) The Association shall be governed and administered by an International Council, or representatives thereof, which will consist of members of the Association representing the various areas of interest.
- (f) INTERPRETATION OF CONSTITUTION AND RULES

The International Council shall have the authority to determine any question that may arise concerning the interpretation of the Association's Constitution and Rules made by the Council and endorsed by an Annual General Meeting under the authority of Article 6(g).

In the Constitution and Rules, where reference is made to: -

- (I) "Chairmen" or "Chairman" shall refer to persons of either gender.
- (II) "Members" shall be as defined in Article 4(a).
- (III) "He" or "him" shall refer to persons of either gender.

# **International Professional Security Association**

## **CONSTITUTION AND RULES**

### **Article 2 OBJECTS**

- (a) The objects of the Association shall be:-
  - (I) to improve the prestige and status of the security industry and persons employed in the industry by encouraging, promoting and establishing: -
    - the science and professional practice of the industry.
    - ethical conduct, professional standards and training.
    - the opportunity for the formation and exchange of views and information.
  - (II) to represent and promote the interests of members of the Association.
- (b) The Association may do such lawful things as are necessary to attain these objects.

### **Article 3 STRUCTURE**

- (a) The Association shall consist of members as defined in Article 4(a).
- (b) The Association shall be governed and administered by a Management Board as detailed in Article 5.
- (c) The Chief Executive Officer, also known as the Association Secretary, will be appointed by the International Council and is responsible for the running of the Association Office and promotion of the Association.
- (d) The Management Board will report to and receive guidance from an elected International Council consisting of Association members.

# **International Professional Security Association**

## **CONSTITUTION AND RULES**

### **Article 4 MEMBERSHIP**

- (a) Membership of the Association shall include: -
  - (I) Individual persons who are employed in or are preparing for employment in the security industry, including persons who purchase, specify or manage the provision of security equipment or services. Individual members retiring, becoming redundant or unemployed from the Industry may continue as members, on payment of subscriptions approved by the International Council.
  - (II) Company members, i.e. those engaged in the manufacture, installation or supply of security equipment, the provision of security services or relevant associated activities.
  - (III) Affiliated organisations, i.e. other organisations engaged in security related activities.
  - (IV) Honorary Members, i.e. persons whose work and achievements have been recognised by the Association as deserving Honorary Membership status.
- (b) The sub-sectioning of categories of members shall be determined by the International Council.
- (c) Applicants for membership shall be required to agree to abide by the Constitution, Rules and Ethical Code of Conduct of the Association and submit the appropriate application form and fee to the Association Office.
- (d) A register of all members will be maintained at the Association Office.
- (e) Members will be allocated to a region for the purpose of defining representation across areas.
- (f) The International Council shall be the final authority on the enrolment of any member.
- (g) **VOTING RIGHTS**  
Only individual members as defined in Article 4(a)(I) above and the person named in conjunction with Company or Affiliated Membership in Articles 4(a)(II) and 4(a)(III) above shall have the right to vote.

# **International Professional Security Association**

## **CONSTITUTION AND RULES**

### **Article 5 MANAGEMENT BOARD**

- (a) A Management Board shall be appointed by the International Council to manage the day to day running of the Association. Should the Association change its status to a company limited by guarantee and subject to UK company law, the Management Board will assume the responsibilities of Directors.
- (b) Meetings of the Management Board shall have a quorum of three voting members (as defined by Article 5(c)).
- (c) Elections and appointments to the Management Board:

The Management Board shall consist of: -

- (I) Chairman (Association member)
- (II) Deputy Chairman (Association member)
- (III) Treasurer (Association member)
- (IV) Three other nominated members of the International Council (Association members)
- (V) Chief Executive Officer (ex-officio)

The Management Board may co-opt others to attend Management Board meetings. Such individuals would not be eligible to vote.

### **Article 6 INTERNATIONAL COUNCIL**

- (a) The purpose of the International Council is to ensure the Objects of the Association are met. This will be achieved by providing guidance to the Management Board. The membership of the International Council should be representative of the membership of the Association.
- (b) The International Council shall be elected by the members in general meeting. The number of members of the Association elected shall not exceed eighteen persons.
- (c) The members should be representative of the Association as a whole. If required elections may be sub-divided into categories to ensure the resulting International Council fulfils this requirement.
- (d) Nomination of candidates for the International Council from the current membership shall be made in writing to the Association Office not less than fourteen days prior to the Annual General Meeting, be initially proposed and seconded by a fully paid up member of the Association and be accompanied by a biographical summary of themselves of not more than 300 words. The

# **International Professional Security Association**

## **CONSTITUTION AND RULES**

Association Office shall establish the candidates' eligibility for election before their names are submitted for election at the meeting. They shall retire each year but will be eligible for re-election.

- (e) Post holders shall be elected by a majority decision of the Council and must be an existing voting member of the Association and shall hold office for a period of no more than two years, but may stand for re-election for a second two year period.

Post holders should include the following positions / responsibilities;

- o Chairman
- o Deputy Chairman
- o Treasurer (and Commerce)
- o Corporate (representing corporate members)
- o Individual (representing individual members)
- o Press / PR
- o Regulation (representing the Association on industry regulatory matters)
- o International
- o Technology
- o Training
- o Inspections

The Chairman shall be an ex-officio member of all committees of the Association (without voting rights). He/she shall (subject to the approval of a majority of the International Council) also be appointed as an ex-officio member of the International Council for a period of one year immediately following retirement from office.

- (f) A President and Vice Presidents may be appointed by the Council without restriction or remuneration and it shall be their duty to promote the welfare, growth, influence and professional prestige of the Association. The Council may also appoint Patrons for the Association.
- (g) The International Council shall have the authority to make, amend and revoke rules governing the conduct, procedures and affairs of the Association provided they are not inconsistent with the Constitution. Such rules will be binding on all members.
- (h) The International Council shall appoint: -

An Management Board (as defined by Article 5)  
An Auditor  
Trustees as required

# **International Professional Security Association**

## **CONSTITUTION AND RULES**

- (i) The International Council may also appoint and specify the terms of appointment of: -
  - A Chief Executive Officer
  - Advisors to the International Council
- (j) The Council shall meet at least two times each year and the Chief Executive Officer shall cause Minutes of the meetings to be recorded.
- (k) A quorum for a Meeting of the International Council shall be six voting members.
- (l) The Chief Executive Officer shall be an ex-officio member of all Committees of the Association (without voting rights).
- (m) The Chairman, in conjunction with the Management Board shall hire, employ and be responsible for persons considered necessary for the purposes of the Association and to pay them and other persons in return for services provided to the Association, such salaries, fees, wages and expenses as the International Council may consider appropriate.
- (n) The International Council will be responsible annually for deciding the level of any honorarium for the post holders of the Association.

# **International Professional Security Association**

## **CONSTITUTION AND RULES**

### **Article 7 GENERAL MEETING**

(a) Annual General Meeting

- (I) An Annual General Meeting of the Association shall be held each year at such time and place as may be decided by the International Council.
- (II) A quorum for an Annual General Meeting shall be twenty-five members. In the absence of a quorum the Meeting shall stand adjourned and if a lesser number than twenty-five shall be present at such an adjourned Meeting, then this number shall be considered a quorum.
- (III) Voting at Annual General Meetings shall be by a show of hands, unless the Chairman shall decide otherwise, but in any event, no person shall be entitled to vote unless present or by nominated proxy. The Chairman shall have the casting vote.
- (IV) All Notices of the Annual General Meetings shall specify the place, date and time of the Meeting and the nature of the business to be transacted. Such Notices shall be deemed to have been sufficiently given if sent at least twenty-eight days before the date of the Meeting to the last known postal or e-mail address of each member appearing in the Register of members.
- (V) Members may submit items for inclusion on the Agenda in writing, provided they reach the Chief Executive Officer at head office, at least fourteen days prior to the date of the Meeting.
- (VI) At the Annual General Meeting no business shall be transacted other than that stated in the Agenda.
- (VII) The Chairman of an Annual General Meeting may, with the consent of the Meeting, adjourn any Meeting from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. No additional Notice shall be sent of such an adjourned Meeting, unless it is adjourned for more than twenty-eight days.
- (VIII) All items accepted by a majority vote at an Annual General Meeting must be placed on the first available Agenda of the International Council.

# **International Professional Security Association**

## **CONSTITUTION AND RULES**

### **(b) Extraordinary Meeting**

Extraordinary General Meetings shall be convened by the Chief Executive Officer: -

- (I) On request in writing by not less than four International Council members.
- (II) On request in writing signed by not less than twenty-five members of the Association and specifying the business proposed to be transacted.

### **Article 8 FINANCE**

- (a) All subscriptions and money raised by and on behalf of the Association shall be vested in the ownership of the Association.
- (b) The financial affairs of the Association shall be conducted in accordance with the "Financial Rules" of the Association made by the International Council in accordance with Article 6(g). (Copy available to members on request).

### **Article 9 DISCIPLINE**

- (a) Alleged breaches of the Constitution, Rules and the Association's Ethical Code of Conduct will be dealt with in accordance with the Association's "Discipline Rules" made by the International Council in accordance with Article 6(g). (Copy available to members on request).

# **International Professional Security Association**

## **CONSTITUTION AND RULES**

### **Article 10 TRUSTEES**

- (a) The Association may acquire any leasehold or freehold property (hereinafter referred to as "the property") to be occupied as the Head Office of the Association and in connection with the property the following provisions shall have effect: -
- (I) The property shall be acquired in the name of not more than four nor less than two of the members of the Management Board of the Association (hereinafter called "the Trustees").
  - (II) The Trustees in whose names the property is acquired shall upon completion of the purchase execute a Deed of Declaration of Trust acknowledging that they hold the property upon trust for the Association. Such document shall also contain a provision that on the death or retirement or inability to act of any of the Trustees of the property, the surviving Trustees, in exercise of their statutory power of appointment of new Trustees, must exercise their power only in favour of persons who are the members of the Management Board of the Association and as directed in this respect by the International Council.
  - (III) The Trustees may borrow and raise money in such manner as the International Council shall think fit and to secure the repayment of any money borrowed, raised or owing by mortgage charge, standard security, lien or other security upon the property or any part of the Association's assets (whether present or future).
  - (IV) The property acquired may be sold or assigned on the approval of the International Council.

### **Article 11 DISSOLUTION**

- (a) The Association may at any time be dissolved by the consent of two-thirds of the members, having testified by their signature to an instrument of dissolution. In the event of such a dissolution, the assets of the Association, both in cash and kind, shall be disposed of at the discretion of the International Council.

# **International Professional Security Association**

## **CONSTITUTION AND RULES**

### **Article 12 AMENDMENTS TO CONSTITUTION**

- (a) Any amendments or alterations to the Constitution must firstly be considered by the International Council and then be circulated to members of the Association who have voting rights to seek their approval in the form of a postal ballot. A period of twenty one days shall be deemed sufficient time for the return of voting papers. A two thirds majority of all votes cast shall be required to ratify an amendment to the Constitution.

Approved by postal ballot of the Association on 7<sup>th</sup> August 2011