

## PSCEurope

**PSC-Europe/004-2015**

**Proposal for amending PSCE Statutes**

**(Article 10, 16.1, 18 .7, 19 and 21)**

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## Presentation of the amendments

During the last General Assembly meeting held in Paris on the 25<sup>th</sup> of November 2014, the structures of the association were discussed. The General Assembly voted for their simplification:

- Deletion of the Advisory Board
- Reduction of the elected positions in each committee (no more Vice-Chair and Secretary)

The document implements this decision and is now presented for adoption:

- Renumbering of the articles due to the deletion of article 21 (Advisory Board)
- Deletion of references to the Advisory Board (Article 10, 16.1, 18.7) and of the Advisory Board (article 21)
- Deletion of the position of Secretary and Vice-Chair of the committees (article 19)

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## Public Safety Communication Europe Forum Statutes

### Title1: Title, Duration, Registered Office, Mission and Tasks

#### ***Article 1: Title and duration***

**1.1.** The association shall be known as the Public Safety Communication Europe Forum, abbreviated PSC Europe Forum or PSCE. It is here referred to as « the Association ».

**1.2.** The Association is a non-governmental, independent, not for profit international association or NGO.

**1.3.** The Association is established for an unlimited period of time and may be dissolved at any time in accordance with article 23 of the present statutes.

**1.4.** This association is governed by the provisions of Title III of the Belgian law of 27 June 1921 on non-profit associations, non-profit international associations and foundations.

#### ***Article 2: Registered Office***

**2.1.** The registered office of the Association is located in the Brussels Region, and currently located at 39 rue des Deux Eglises, B-1000 Brussels within the judicial district of Brussels.

**2.2.** The headquarters can be transferred to any other place in Belgium by a decision of the Board, to be published in the Moniteur Belge (Belgian Official Journal). By derogation from article 12 of the present statutes, the registered office may be transferred to any other location within the French speaking region of Belgium by simple decision taken by the Board. This decision shall be taken by the Board according to the common proceedings, to be published in the Annexes of the Belgian Official Journal and to be added to the file as created at the registrar's office of the competent commercial court within one month starting from the date when the decision is taken.

### **Article 3: Mission and tasks**

**3.1.** The mission of PSCE is to improve the provision of public safety services and the safety and security of the citizens of Europe and the rest of the world, through contributions to the development and use of public safety communications and information systems.

The PSCE provides a common platform for researchers, industry and practitioners to meet and network, learn about technologies used for public safety and influence policy makers at European level.

**3.2.** To achieve its mission, PSCE carries out in particular the following activities:

1. Consolidate and validate practitioner requirements in the field of public safety concerning communication and information management systems;
2. Raise awareness on technical solutions under development;
3. Identify non-technological issues;
4. Propose a research and Development (R&D) agenda or a technical platform
5. Contribute to standardisation activities related to public safety communications;
6. Develop Memoranda of Understanding (MoU) on main public safety communication and information system topics;
7. Promote the common views defined by its members and represent them through the appropriate channels to the relevant European and International Authorities;
8. Undertake any other activities relevant to the mission, such as, for example, the participation in EU projects.

The Association may carry out actions directly or indirectly related to its field. It can for instance support or take interest into similar activities.

## **Title 2: Membership, admission, withdrawal and exclusion procedures**

### **Article 4: Membership**

#### **4.1 Institutional Members**

PSCE is composed of at least three institutional members, legally constituted in conformity with the laws and customs of their country of origin. Institutional

members can be institutions, agencies, organisations or companies at international, national or local level. Only Institutional members are voting members.

The first Institutional members are those parties to the present document.

#### **4.2. Individuals**

Individuals can also register to the Forum and become Individual members. They have no voting rights.

#### **4.3. Partnership members**

Partnership members shall mean international or national associations or organisations or entities working with public safety issues and which have common interest with PSCE on global public safety issues.

Three categories of Partnership are available and reflect the level of cooperation established with PSCE:

- The letter of intent (LoI) means that the Partnership member has entered into a Letter of Intent with PSCE and intends to develop this relationship later into either a MoU or a Cooperation Agreement
- The Memorandum of Understanding (MoU) means that the Partnership member and PSCE will have a promotion oriented relationship and will create jointly more awareness of both parties and of their deliverables, facilitate the exchange of technical documentation, copies of their working documents and drafts.
- The Cooperation Agreement (CooP) means that the Partnership Member will have a joint production of deliverables with PSCE. Both parties will have a reciprocal interest in avoiding duplication of technical work, agree in particular cases to incorporate texts and graphics from the other party, again on a case by case basis, a licence to produce and distribute their deliverables.

Partnership members have no voting rights.

**4.4.** Individual and Institutional members are registered in one of the following categories:

- 
- Practitioner
- Industrial
- Researcher

## ***Article 5: Application and admission procedure***

**5.1.** Applications for Institutional members and Partnership members shall be made to the Board which takes the decision and informs the General Assembly at its next meeting.

No reason needs to be given for the refusal of a request for admission.

**5.2.** Application of Individual members is made directly to the Secretary General of PSCE over the PSCE web-site in addition to the PSCE standard application forms approved by the Board. The admission will become effective once approved by the Secretary General. In case of doubt, referral will be made to the Board.

**5.3.** Readmission to membership in the PSCE is submitted to the procedure set in articles 5.1 and 5.2.

**5.4.** The PSCE membership is dependent on the payment of the fees as laid down in the rules of procedure.

## ***Article 6: Withdrawal procedure***

**6.1.** Any Institutional or Partnership member may withdraw from the PSCE. However, the withdrawal must be communicated to the Board. The General Assembly is to be informed at its next meeting.

**6.2.** An Individual member may withdraw by informing the PSCE Secretary General of their withdrawal as a member of PSCE.

**6.3.** A member withdrawing from the PSCE for any reason must pay in entirety its contribution for the budgetary year in which it withdraws and forfeits the right to any assets of the PSCE.

## ***Article 7: Exclusion procedure***

**7.1.** A member shall be excluded from the PSCE if it has been in serious breach of its duties as a member, especially, if it has sought to act against the PSCE in a detrimental way or if it fails to fulfil any longer the conditions for admission.

**7.2.** A decision to exclude a member may only be taken by the General Assembly by a two-third majority of voting members present and entitled to vote.



**7.3.** A member which fails to pay its annual contribution after a reminder giving an extra delay of three months shall automatically be excluded. In specific circumstances, the Board may decide to give an extra delay which will in any case not exceed one year for the payment of the contribution.

## **Title 3: Rights and obligations of members**

### ***Article 8: Rights of members***

All categories of members have the right to attend PSCE meetings, to contribute to PSCE activities and to have access to the information regularly provided by the Secretariat.

Concerning the elections to the different positions in the association, Institutional and Individual members have the right to apply.

Only Institutional members have the right to vote.

### ***Article 9: Obligations of members***

The membership fee is to be paid annually and is determined and reviewed annually by the Board and approved by the General Assembly at the meeting held in the second semester of the year.

The members are not liable for the commitments taken by the association. In the same way, they cannot be held responsible towards the Association or the other Members of the Association for carrying out, rightly or wrongly, or for not carrying out, the tasks given to them by the Association.

## **Title 4: Structure of the association, competencies and rules for meetings and decisions**

### ***Article 10: The structure of PSCE***

The structures of PSCE are the General Assembly, the Board, the Committees and Working Groups ~~and the Advisory Board.~~

### ***Article 11: The General Assembly***

The General Assembly is the ruling body of the PSCE. All members of PSCE are entitled to attend its meetings.

Any member which is a legal entity will have to nominate in writing an individual to represent him at the General Assembly meetings. The latter will be in charge of participating and, if need be, to vote in the legal entity's name during these meetings. In the same way, any member will be able to designate a substitute to replace his representative. The substitute will have the right to be present at the meetings in the presence or not of the representative, and will, if the need occurs, only be able to vote in the absence of the representative. Members will make sure that the Secretary general is always informed by writing of the identity of their representatives and substitutes.

### ***Article 12: Competencies of the General Assembly***

The General Assembly is competent to make all relevant political and organisational decisions concerning the PSCE in accordance with the Statutes, and among others:

- Adoption of political positions;
- Exclusion of members;
- Approval of the establishment and winding-up of Committees;
- Election and recall of Board members and, if need be, of the commissaries;
- Approval of Partnership agreements (MoU or Cooperation agreements);
- Adoption of the budget and of the annual accounts;
- Acquittal of the administrators and, if need be, of the commissaries;
- Amendment of the statutes, under the condition of the modification of the registered office;
- Winding up of the association.

### ***Article 13: Decision procedures at the General Assembly***

**13.1.** The General Assembly cannot make a valid decision unless 33 % of the Institutional members of the PSCE are present or represented.

**13.2.** It is possible to vote at the General Assembly meeting by proxy. One member may not hold more than five proxies. The member designating

another member as its proxy has to inform the Secretariat in written form before the meeting starts.

**13.3.** Decisions made by the General Assembly shall normally be by consensus. A vote shall be required if an institutional member request it and is seconded by another institutional member.

Votes are not secret.

In the event of a vote, all decisions shall require simple majority of those members present or represented and entitled to vote, except for decisions on amending the statutes and the exclusion of members, which require a 2/3 majority.

#### ***Article 14: Meetings of the General Assembly***

**14.1.** The PSCE shall normally hold a General Assembly meeting twice a year, in spring and autumn. The General Assembly meetings shall be called and chaired by the President of the Board. An extraordinary General Assembly must be called if requested by at least 10 % of the members entitled to vote.

**14.2.** The General Assembly meetings must be announced and the agenda issued at least one month in advance. The meeting is empowered to make decisions only on those questions included in the agenda, which may be modified by a vote if requested according to the statutes. The Chair has to convene the General Assembly meetings at least one month in advance by letter, fax, e-mail, posting on the website or any other mean that include the invitation and the agenda.

**14.3.** Concerning the amendment of the statutes, members have to be informed two months before of the date of the General Assembly and of the content of the proposals.

#### ***Article 15: Decisions of the General Assembly Meetings***

Decisions of the General Assembly are recorded in minutes and distributed to all members. Decisions are also recorded in a register signed by the President and kept at the disposal of PSCE members at the registered office.

## **Article 16: The Board**

**16.1.** The PSCE is directed by a Board composed of at least four members, which has all management and administrative powers. The Board manages the assets of the association and represents it in all judicial and other acts, through the intermediary of its President.

The Board members are elected for a period of 4 years and can be re-elected. The Board member mandate is not remunerated.

The Board has the power of preparing administrative or political decisions for the General Assembly, of implementing decisions taken by the General Assembly and of adopting decisions except those reserved to the General Assembly. It is also responsible for the management of the General Assembly, the Committees, ~~the Advisory Board~~ and the Working Groups.

The Board is competent to adopt and modify the internal regulations.

**16.2.** The Board shall consist of the President, the Vice-President including the function of Treasurer, the Relation and Communication Officer and the Past-President. Each year, there is a rotation of the positions.

After being elected, each Board member will first serve as Relation and Communication Officer, then become Vice-President, then President and finally Past President. Within a four year term, all Board members have fulfilled each of the four positions.

Functioning rules can be further detailed in the rules of procedure.

**16.3.** The procedure for electing the Board members shall be as follows: the elected Chair of the respective Committee is presented to the General Assembly for appointment for the 4-years-term, starting with the function of Relations and Communications Officer. The 4<sup>th</sup> Board member is directly elected by the General Assembly. According to article 8 paragraph 2, the institutional and individual members can present candidates at least two weeks before the elections.

**16.4.** The elections of the Board shall be organised each year at PSCE's first conference in the calendar year to allow a seamless handover from one Board member ending a mandate to a new Board member beginning a mandate.

16.4.1. In order to transit in calendar year 2012 from the previous election system to once-a-year elections, the Board member who is not a chair of one of the three committees shall be elected by the General Assembly for a mandate of one year. The three Board members emanating from the Committees, as well as the respective Vice-Chairs and Secretaries shall be elected for two, three and four consecutive years, the order of which is to be decided by a draw.

**16.5.** In the case of recall, resignation or death of the members of the Board, the following rules shall apply.

The recall is subject to the conditions laid down in article 13.

In the case of recall, resignation or death of its representative on the Board, the relevant committee has the possibility to nominate a representative who will end the term of the one he/she is replacing.

For other Board members, election shall be organized at the next General Assembly.

**16.6.** The President represents the PSCE, acts on its behalf, and has full power to sign, with the exception of a special power of attorney requested by the General Assembly. Any legal document affecting the PSCE shall be signed by the President. The President shall also represent the association in all judicial and legal proceedings.

**16.7.** The Board nominates a Secretary General for a period of time and based on the conditions to be decided by the Board. The Board has the power to dismiss the Secretary General in respect of the common proceedings. The Secretary General is responsible for taking care of the daily management of the association. The Board has the right to delegate additional powers to the Secretary General or to other responsible persons whenever required for the achievement of the association's objectives.

## ***Article 17: Board Meetings***

The Board shall meet at least twice a year, either in Belgium or abroad, or whenever the President considers it necessary or at the request of three of its members

The Board has to be convened by the President at least twice a year by letter, fax, e-mail or any other mean that include the invitation and the agenda, at least four weeks in advance.

## **Article 18: Board Decision procedures**

**18.1.** At least 3 members of the Board have to be present for the meeting to make decisions.

Members of the Board which are not able to attend a Board meeting may participate to the meeting using teleconference facilities.

**18.2.** The Board adopts decisions by consensus. When consensus is not reachable, decision are adopted by simple majority. In case of equal votes, the President has the casting vote.

**18.3.** All acts which bind the association are signed by the President or, if unavailable, by the Vice-President, or, if unavailable, by two administrators acting jointly.

**18.4.** In financial matters, acts have to be signed jointly by the President and the Treasurer. Both the President and the Treasurer are authorised to delegate their power of signing binding acts to appropriate persons up to a financial limit agreed by the Board.

**18.5.** Resolutions are recorded in a register signed by the President kept at the disposal of PSCE members.

**18.6.** The administrators and the Secretary General do not contract any personal obligation rising from their function and are responsible only for carrying out their mandate.

~~**18.7.** The Board could be assisted by the Advisory Board, which can be convened at the eve of each Assembly meetings, or whenever necessary at the initiative of the Board. The Board is not obliged to adopt nor follow the recommendations of this Advisory Board.~~

## **Article 19: The Committees**

Three Committees are established:

- a) Practitioners Committee
- b) Industrials Committee
- c) Researchers Committee

The category of membership as laid down in article 4.4 decides which Committee the different member belongs to. Each Committee elects a Chair

for a period of four years and in the respect of the Rules of procedure. Re-election is possible.

According to article 8 paragraph 2, the institutional and individual members can present candidates at least two weeks before the elections.

The Chairs of the Committees are appointed by the General Assembly to the Board of PSCE.

Guidelines and procedures for the Committees are to be found in the Rules of Procedure.

### ***Article 20: The Working Groups***

Working Groups are established when PSCE wants to address a specific topic within public safety communication. The Board appoints the Chair of the Working Group. Membership of working groups is open to all members of the PSCE Members. Non-members may join by invitation by the chair.

The chair is responsible for the progress and the result of the working group, and reports to the Board.

When the expected tasks of the Working Group are finished, the Working Group is dissolved and the Chair released from his/her duties.

If the progress within an established Working Group expected task is not reached, within the planned schedule, the Board can dissolve the Working Group.

Guidelines and procedures for the Working Groups are to be found in the Rules of procedure.

### ***Article 21: The Advisory Board***

~~The Advisory Board shall consist of of the Committees and the Chairs of the Working Groups.~~

~~The Advisory Board shall advise the Board on the different issues dealt with by PSCE.~~

~~Guidelines and procedures for the Advisory Board are to be found in the Rules of Procedure.~~

## **Title V. BUDGETS, ACCOUNTS AND DISSOLUTION**

### ***Article 22: Budgets and accounts***

The financial year begins on 1 January and ends on 31 December. The Board is required to submit the accounts for the closing financial year and the draft budget for the upcoming financial year to the General Assembly for approval. The Treasurer shall make its reports.

### ***Article 23: Dissolution***

Dissolution of the PSCE shall be subject to the same conditions set out in Article 11 regarding amendment of the statutes. After dissolutions, any net assets must be designated to one or more non profit associations which would be designated by the General Assembly.

### ***Article 24: General Provisions***

All that is not foreseen by the present statutes, and among others the publications in the Annexes of the Moniteur Belge, will be settled in accordance with the requirements laid down in the Title III of the Belgian law dated 27 June 1921 on non-commercial associations, international associations and foundations.