

**CONSTITUTION**  
**OF THE**  
**EUROPEAN SOCIETY FOR AUTOMATIC ALARM SYSTEMS e.V.**  
**EUSAS e.V.**

**I. Name, Offices and Objectives of the Society**

Art. 1

- Name *In accordance with art. 21 ff. BGB an association exists under the name*  
*EUROPEAN SOCIETY FOR AUTOMATIC ALARM SYSTEMS e.V.*  
*(EUSAS e.V.)*  
*having its legal office in Duisburg / Germany*
- Character The society is a non-profit organisation.

Art. 2

- Objectives The objectives of the society are to promote and expand technical knowledge in the field of automatic alarm systems, in particular by means of:
- regular meetings to exchange information and experience,
  - scientific and technical seminars, workshops and conferences
  - publications

The activities of the society cover automatic means of:

- fire protection,
- intrusion detection,
- access control,
- CCTV-monitoring,
- integrated supervision and
- damage and risk reduction by means of such systems.

Results

The results of work carried out on behalf of the society (e.g. at seminars, workshops or conferences) will be available to all members. The executive committee shall decide whether and in which form such results are published in the name of the society. This shall also apply to projects on behalf of the society which are financially supported by non-members.

*The society serves only and directly non-profit purposes in terms of regulations on tax-advantaged purposes according to § 51 et seqq. of the general tax code. The funds of the society may be used for statutory purposes only. The members obtain neither capital gains nor other benefits out of the funds of the society. No person may be advantaged due to expenditures different to the agreed purposes of the society or due to unreasonably high compensations. All offices of the society are to be fulfilled in a voluntary manner. Nevertheless, the executive committee is allowed to ask the General Assembly to grant members of the executive committee an appropriate compensation for every executive or other task on behalf of the society. This compensation may be higher than a normal compensation for travelling etc. This compensation has to be incorporated in the annual report of the executive committee.*

## **II. Membership**

### Art. 3

Ordinary  
members

Ordinary members are individuals who, to the satisfaction of the executive committee, fulfil all the following conditions:

- A proven technological background in one of the fields given in art. 2
- Personal identification with the objective of the society
- Willingness to participate actively in the society

Honorary members      Honorary members are individuals who, to the satisfaction of the executive committee, have supported the objectives of the society in an outstanding manner. No claims shall be made in respect of the use of the society's resources. Honorary Members have no voting rights.

Junior members      Junior members are individuals who, to the satisfaction of the executive committee are interested in the work of EUSAS and are willing to participate actively in the society. No claims shall be made in respect of the use of the society's resources. Junior members have no voting rights.

A proven technological background in one of the fields given in art. 2 is not a condition for this kind of membership which is limited to a period of three years after which a junior member either applies for ordinary membership or decides to leave EUSAS.

#### Art. 4

Associate members      Individuals and/or organisations which support the objectives of the society may become associate members of the society.

Universities and non-profit research organisations are allowed to become associate members without the obligation of a member fee in case they are willing to cooperate and to support the society. However, no claims shall be made in respect of the use of resources made available to the society nor the outcome resulting there from.

Every associate may nominate a person who is authorised to attend the general meeting of the society and who is allowed to make use of the voting right on behalf of the member.

#### Art. 5

Admission      Membership shall require approval by a meeting of the executive committee, with at least two thirds of the executive committee voting in favour.

Application for membership shall be made in writing. Applications may be rejected without reasons being given.

#### Art. 6

Termination of membership      Membership may be terminated by resignation, expulsion or death.

Resignation      A member may resign from the society by giving notice in writing to the executive committee at least three months before the end of the calendar year.

Expulsion A member may be expelled from the society by a general meeting at the recommendation of the executive committee if the member does not fulfil his responsibilities in respect of the society, if the membership requirements are no longer satisfied, or in the event of the member substantially damaging the interests of the society. The member concerned shall have no voting right at the general meeting concerned. No reason for expulsion need to be given.

Finance Resignation or expulsion shall not release the member from fulfilling his financial obligations for the current calendar year.

In the event of resignation or loss of membership, a member shall have no claim on the common property of the society.

### **III. Organisation of the society**

#### Art. 7

Organs The organs of the society shall be the:

1. General meeting
2. Executive committee
3. Auditors

#### 1. The general meeting

#### Art. 8

Summons The annual general meeting shall be held within the first six months of the calendar year.

Extraordinary general meetings can be called by *a decision of* the executive committee or at the request of at least one fifth of the members. The request for an extraordinary general meeting must be submitted in writing to the executive committee giving details of the matters for discussion.

General meetings shall be called in writing at least eight weeks prior to the date of the meeting giving details of the matters for discussion.

Proxy voting Proxy voting shall not be allowed at the general meeting.

### Art. 9

Assignments  
and powers

The general meeting is the highest organ of the society. It has the following assignments and powers:

- a) to lay down and change the constitution of the society;
- b) to elect the chairman and the other members of the executive committee (the chairman of the executive committee is the chairman of the society);
- c) to elect the auditors;
- d) to approve the annual report, the annual statement for the business year under review and the proposed budget for the *following* year;
- e) to determine membership subscriptions;
- f) to approve the proposed working program;
- g) to decide on the expulsion of members;
- h) to decide on the dissolution of the society;
- i) to resolve any other business within its powers according to the law or to the constitution of the society or matters which are brought to its attention by the executive committee

### Art. 10

Votes and  
elections

A decision to dissolve the society requires

*a majority of three quarters of the votes of those members present at the general meeting and the additional precondition, that the dissolution of the society has to be indicated on the agenda associated with the invitation.*

A decision to expel a member from the society requires a majority of two thirds of the votes given.

In all other cases including elections a vote is decided by a simple majority of the votes given. In the event of a tied vote on a decision the vote of the chairman is decisive.

Votes on elections shall be by secret ballot. Votes on decisions shall be by open ballot unless the majority of members present require a secret ballot.

Minutes

Votes on decisions and elections at the general meeting shall be recorded and signed by the chairman and the keeper of the minutes. The minutes shall be sent to all members of the society.

## 2. The executive committee

### Art. 11

Composition	The executive committee shall be composed of the chairman and at least seven more members. The executive committee is elected by the general meeting and shall have a
Term of office	two year term of office. <i>Re-election is possible.</i>
Officers Secretariat	The executive committee shall appoint a vice-chairman, a secretary and such other officers as it considers necessary. The executive committee can employ non-members of the society to assist the secretary.
Assignments of tasks	The executive committee shall create rules for the allocation of assignments of its members. <i>The executive committee can appoint working groups for activities within the society. It shall specify their objectives, their organisation and their responsibilities.</i>

### Art. 12

Tasks	The executive committee represents the society in all external matters. It is responsible for all matters which are not assigned to other organs of the society or demanded by law. It has particular responsibility for the entire administration of the society.
Power of signature	<i>In accordance with § 26 BGB the chairman or – if existing – the vice-chairman shall have legal power of signature on behalf of the society, who act together with the secretary in the name of the society.</i>

### Art. 13

Summons	The executive committee shall convene at the invitation of the chairman or the vice-chairman as often as is required by the business of the society. The meeting shall be summoned by issuing the agenda at least four weeks prior to the meeting. In urgent cases a meeting can be called at shorter notice.
Quorum	The executive committee shall be a quorum if the majority of its members are present. Unless specified otherwise under the constitution (Art. 5 para. 1) it passes resolutions and the votes for which it bears responsibility by a simple majority. In the event of a tied vote the vote of the chairman is decisive. Open ballots shall be held unless the executive committee decrees otherwise.
Circular letters	Written resolutions may be passed by way of circular letters to the members of the executive committee. However, each member of the executive committee shall have the right to call a meeting to discuss such resolutions.

### 3. Auditors

#### Art. 14

Appointment and term of office	The general meeting shall appoint one or more auditors who need not to be members of the society. Their term of office shall be two years after which they are eligible for re-appointment.
Task	The auditor(s) shall examine the annual statement of account and submit their written report at the annual general meeting.

### IV. Finance

#### Art. 15

The expenses of the society shall be covered by an annual subscription made by its ordinary and associate members and by voluntary contributions. The executive committee shall present a budget for each year to the general meeting and make a motion concerning member's subscriptions.

Compensation and expenses	With the exception of the management of the secretariat, each activity for the society shall, in principle, be carried out on an honorary basis unless otherwise decided by the general meeting. For expenses which they incur through their activities on behalf of the society (such as for travel, printing and distribution of documents and for telecommunications), members of the executive committee and those of the working groups may be compensated.
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#### Art. 16

Liability	The society's liabilities shall only be met by its assets. Members shall bear no personal liability.
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#### Art. 17

Assets of the society	<p>The society's assets and any accounting surplus shall only be used for the purposes laid down in the constitution of the society.</p> <p>In the event of dissolution of the society the assets and any accounting surplus shall only be used for purposes that are tax-deductible.</p> <p>In the event of the dissolution of the society the last general meeting shall decide on the use of the society's assets. <i>The execution of this decision needs the approval of the German tax office.</i></p>
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**V. Miscellaneous provisions**

**Art. 18**

Languages      The language used at any meeting of the society shall be English unless otherwise decided by those present.

Announcements and documents for the general meetings shall – *as a rule* – be in English.

The language used for other documents shall be at the discretion of the executive committee. Where documents are published in different languages, in case of doubt, the original text shall be authoritative.

**Art. 19**

Business year      The society's business year shall correspond with the calendar year. *The first business year will start with the entry of the society in the register of associations and is - if necessary - a shortened fiscal year. Before the entry in the register of associations the elected executive committee may only bear expenses on behalf and account of the society which support its legal capacity.*

**Art. 20**

Effective date      *The constitution of the society was approved by the constituting general meeting of the society at Bremen, Germany, on June 21<sup>st</sup>, 2007 and came into force on the same day.*

Authoritative      *Where the articles of the society are available in languages other than German, the German text shall be authoritative.*

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On behalf of the European Society for Automatic Alarm Systems e.V. (EUSAS e.V.)

The Chairman:



Prof. em. Dr. Ing. H. Luck

The Secretary:



Prof. Dr. H.-I. Willms