

BY-LAWS

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1 Name, Legal Structure and Domicile

1.1 Name, Legal Structure

ASIS International, Chapter 160 Switzerland is an association in Switzerland in accordance with art 60 ff ZGB (Swiss Civil Code), subsequently referred to as “Chapter 160”.

1.2 ASIS International

Chapter 160 is a section connected to ASIS International whose aims, principles and rules it recognizes. In case of conflict, the Swiss Law on Associations (art. 60 ff ZGB) and these by-laws prevail. In the framework of the guidelines of ASIS International the Chapter 160 sets its own priorities.

1.3 Domicile

The domicile of Chapter 160 is defined by the Governing Board and has to be published by adequate means.

2 Purpose and Definitions

The purpose of Chapter 160 is to promote security and the corresponding specialized knowledge with industrial, trading and service companies as well as with official bodies. Under the term “security” we understand the security and protection of personnel, physical property, information and intellectual property from any damage (by intent or by negligence) by persons known and unknown. In particular the Chapter 160 aims at representing in an adequate manner the security relevant needs of the industrial, trading and service companies towards authorities and government agencies.

3 Code of Conduct

3.1 Area of Application

The code of conduct set down in this article is binding for all bodies, members, sponsors and other people connected with Chapter 160 in any way. The code is to be adhered to in connection with all activities with Chapter 160.

3.2 Basic Principle

It is mandatory to adhere to the “Code of Ethics” of ASIS International.

3.3 Observing the Laws

Applicable local laws are to be observed in all actions. If there are doubts regarding the legal situation, these must be clarified in advance.

3.4 Confidentiality

Information deemed to be confidential is to be treated as such in all cases. Information related to members, sponsors or guests (in particular lists or e-mail distribution lists) represents confidential information that may not be distributed by members or sponsors in any shape or form and may not be used for any commercial activity.

3.5 Fair Conduct

Third parties are to be met with respect and integrity, their rights and dignity are to be observed. This allows no form of discrimination, especially not with respect to ethnic group, skin color, religion, age, ancestry, gender, disability, membership of political parties or other groups, marital status or military affiliation.

3.6 Adherence to the Code of Conduct

All persons named in the area of application (section 3.1) are responsible for adherence to this code of conduct. The Chapter 160 Governing Board members have the duty to set an example by living by the code

4 Regular Membership.

4.1 Type of Membership

The regular membership is personal. There is no passive or collective membership for regular members.

4.2 Prerequisites for Membership

Only natural persons who already are members of ASIS International can be regular members of Chapter 160. They must have their residence or their main professional activity in Switzerland and work in the field of security to a significant extent. Assigned ASIS International members who do not meet the above prerequisites are not admitted. The type of membership of ASIS International (see ASIS International Bylaws Art.III) is not relevant for admission into Chapter 160.

4.3 Admission of Regular Members

People who meet the requirements for regular membership must submit a written application and a current professional CV to the Governing Board member in charge of member affairs. Before a possible admission is dealt with by the Governing Board, the candidate should participate in at least two meetings as a guest. The candidate is admitted if the Governing Board has formally decided on the admission and if the candidate has paid the annual membership fee for Chapter 160.

4.4 Rights and Obligations

Regular members have the right to vote and can be elected into any association role. In addition members are entitled to participate in all Chapter 160 activities.

Regular members acknowledge the full scope of these by-laws as they join and declare their willingness to respect them.

4.5 Resignation / Exclusion

Resignation can occur at any time; the Governing Board member in charge of member affairs must be informed of this in writing. Membership fees for the current year remain due. Membership fees already paid for the current year are not reimbursed.

A member may be excluded for breaches against the Code of Conduct (section 3). The Governing Board decides on exclusions at its own discretion. An automatic exclusion occurs if the membership fee for Chapter 160 is not paid within 30 calendar days of a second reminder. An exclusion from ASIS International in accordance with art VIII of the ASIS International Bylaws automatically leads to an exclusion from Chapter 160.

5 Life Membership

5.1 Prerequisites for Life Membership

Life Members of Chapter 160 can only be natural persons accepted by ASIS International as “Life Members”. At the point of the transition from “Member” to “Life Member” (at ASIS International) they must have been members of Chapter 160 for at least 10 years.

5.2 Acceptance of New Life Members

People who meet the requirements for life membership must submit a written application to the Governing Board member in charge of member affairs. The Governing board decides upon granting of a life membership for Chapter 160.

5.3 Rights and Obligations

Life members have the right to vote at the general assembly and they can be elected to any association role. In addition life members are entitled to participate in all activities of Chapter 160. Life members acknowledge the full scope of these by-laws and declare their willingness to respect them.

5.4 Resignation / Exclusion

Resignation can occur at any time; the Governing Board member in charge of member affairs must be informed of this in writing. A life member may be excluded for breaches against the Code of Conduct (section 3). The Governing Board decides on exclusions at its own discretion. An exclusion from ASIS International in accordance with art VIII of the ASIS International Bylaws automatically leads to an exclusion from Chapter 160.

5.5 Special Stipulations

Life members are freed from payment of membership fees from the year following the date of their appointment as life members.

6 Sponsors

6.1 Types of Sponsors

The Chapter 160 distinguishes between natural persons as individual sponsors and legal entities as corporate sponsors. Both can only become sponsors if they are close to the interests of the Chapter 160 and if they execute their professional activity in Switzerland in the field of security.

6.2 Admission of Sponsors

Individuals or entities who meet the prerequisites as sponsors and wish to join Chapter 160 must submit a written application and a current professional CV or a current company profile, respectively, to the Governing Board member in charge of member affairs. The Governing Board decides about the admission. The candidate is admitted if the Governing Board has formally decided on the admission and if the candidate has paid the annual sponsor fee for Chapter 160.

6.3 Rights and Obligations of Sponsors

Sponsors are entitled to participate in all activities of Chapter 160. They can make advisory comments at the general assembly but they do not have voting rights. Sponsors acknowledge the full scope of these by-laws as they join and declare their willingness to respect them.

6.4 Resignation / Exclusion

Resignation can occur at any time; the Governing Board member in charge of member affairs must be informed of this in writing. Annual sponsor fees for the current year remain due. Annual sponsor fees already paid for the current year are not reimbursed.

A sponsor may be excluded for breaches against the Code of Conduct (section 3). The Governing Board decides on exclusions at its own discretion. Exclusion occurs automatically if the sponsor has not paid the annual sponsor fee for Chapter 160 within 30 calendar days of a second reminder.

7 Bodies

The bodies of Chapter 160 are:

- The General Assembly
- The Governing Board
- The Auditors

7.1 Powers of the General Assembly

- Approval of the activity report of the Governing Board and of the accounts,
- Approval of the budget upon recommendation of the Governing Board
- Decision on annual fees for regular members
- Decision of annual fees for individual sponsors (whereby the individual sponsor fee must be at least equal to the regular membership fee plus the membership fee for ASIS International)
- Decision on annual fees for corporate sponsors (whereby the Governing Board may propose different categories depending on company size or company attendance at Chapter 160 activities)
- Decision on admission fees regular members, individual sponsors and corporate sponsors
- Granting of discharge to the Governing Board and to the Auditors,
- Election of the Governing Board and of the Auditors,
- Establishing and changing of the by-laws,
- Decision on proposals from the Governing Board,
- Decision on proposals from the members,
- Approval of the minutes of the General Assembly,
- Dissolution of Chapter 160

7.2 Calling the General Assembly

The ordinary general assembly takes place once a year, usually in the autumn, following the end of the association year (October 1st of the previous year up to September 30th of the current year). Extraordinary general assemblies can be called at the request of the Governing Board or on request by at least one fifth of the members.

The date of the general assembly is to be announced to the members at least six weeks in advance. Proposals for resolutions and candidate nominations have to be submitted to the Chairman in writing at least three weeks prior to the General Assembly. Invitations including the agenda items and candidate proposals are issued latest two weeks before the date of the General Assembly..

7.3 Procedure for the General Assembly

The general assembly is run by the Chairman and in his absence by the Vice Chairman. It can only decide about agenda items which are shown on the invitation. In ballots the simple majority decides; for decisions related to establishing and changing of the statutes and to the dissolution of Chapter 160 according to section 7.1 the agreement of two thirds of the members present is required. The Chairman withholds his vote. In the event of a tie, he has the casting vote.

Elections are conducted by simple majority. In the event of a tie, lots are drawn. Votes and elections are carried out openly, unless at least one third the members present requests a secret ballot. Every member present at the General Assembly

has one vote. Minutes of the deliberations are recorded and made available to the members.

Voting by Proxy Vote was approved at the AGM on 2nd November 2016. Members are therefore permitted to vote on AGM Motions by Proxy.

7.4 Composition of the Governing Board

The Governing Board is composed at least of the Chairman, the Vice Chairman and the Treasurer. It can be extended with other functions if needed. Each Governing Board member is elected for a period of office of 2 years by the General Assembly. Governing Board members can be re-elected. The election can occur in globo or individually upon request. The Governing Body constitutes itself and records the allocation of responsibilities in meeting minutes.

7.5 Tasks and Powers of the Governing Board

The Governing Board runs the ongoing business of the association and meets whenever required. The Governing Board organizes at least six professional activities per association year (including the General Assembly and workshops).

The Chairman or Vice Chairman together with another Governing Board member have legally binding collective signatory power for Chapter 160. For daily banking matters the Chairman and the Treasurer have individual signatory power.

7.6 Procedure for the Governing Board Meetings

The Governing Board meetings are run by the Chairman and in his absence by the Vice Chairman. In order to make decisions at least three Governing Board members must be present. Decisions in the Governing Board are made with a simple majority of the members present. Voting is compulsory. In the event of a tied vote, the proposal which the Chairman has voted for is accepted. The minutes of the Governing Board meetings have at least to be a record the decisions made.

7.7 Election of the Auditors

The General Assembly usually elects every year a deputy auditor who automatically becomes 2nd auditor after one year and 1st auditor after another year. The 1st auditor quits the function after having executed the audit together with the 2nd auditor and provided the audit report to the General Assembly. He may be re-elected immediately again as deputy auditor. In case of resignation from office, resignation as a member or election of an auditor into an Governing Board function, his auditor mandate immediately expires and the General Assembly elects a replacement.

7.8 Duties of the Auditors

The two active auditors audit the annual accounts, the financial assets and any other assets reported in the balance sheet in advance of the General Assembly. They prepare a written report for the General Assembly. The active auditors in addition have at any time the right, to request insight into accounts, supporting documents, relevant records and to check the cash status.

8 Finances

8.1 Means

The financial means of Chapter 160 are made up of:

- Annual fees of the members and sponsors
- Financial assets of Chapter 160
- Other income

8.2 Annual Fees

The annual fees for members and sponsors are fixed on request of the Governing Board by the General Assembly. The annual fees are invoiced by the Treasurer and must be paid to the Chapter 160 bank account.

The invoice for the ASIS International member fee is issued to all members directly from the USA and must be paid directly in accordance with the payment instructions of ASIS International. This money is not available to Chapter 160.

8.3 Business Year

The business year of Chapter 160 runs from October 1st of the previous year up to September 30th of the current year.

8.4 Costs

The funds of Chapter 160 can be used to cover the following costs:

- Costs for administration
- Organization and execution of activities (meetings, workshops)
- Exceptional expenses of Governing Board members
- Communication, marketing, promotion
- For any other activity that serves the purpose of the association

8.5 Budget

The forecasted income and expenses for the following association year have to be set down in a budget and presented to the General Assembly.

8.6 Liability

The liability of Chapter 160 is limited to the net assets of the association. A personal liability of the association members, of the sponsors or of the members of the Governing Board which exceeds their fees according to these by-laws is expressly excluded.

9 Guests

9.1 Prerequisites

Guests of Chapter 160 can only be persons who are either candidates for admission (see section 4.3) or who are close to the interests of Chapter 160.

9.2 Invitation of Guests

Members and sponsors may bring interested parties to the meetings as guests. If guests are not allowed to attend for confidentiality reasons then this will be stated on the invitation.

9.3 Conditions for Guests

Guest visits in principle are single visits. Anyone who wishes to participate more than twice per year or regularly in meetings must join ASIS International and Chapter 160 or become a sponsor.

10 Dissolution of Chapter 160

The proposal for dissolution of Chapter 160 can be made by both the Governing Board and by two thirds of the members for the attention of the General Assembly. The proposal is accepted provided that two thirds of the members present have agreed during a regular or extraordinary General Assembly. In case of dissolution of Chapter 160, any remaining net assets of the association are transferred to ASIS International.

11 Validity and putting into force of these by-laws

These by-laws were approved at the general assembly of May 8th, 2012 and put into force with immediate effect. They replace the version of November 2nd, 2005. The German version is the authoritative reference version and serves as a basis for other language versions.