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# **ECSSA**

**EUROPEAN CONFEDERATION OF SEARCH & SELECTION ASSOCIATIONS**

**ASSOCIATION INTERNATIONALE SANS BUT LUCRATIF A.I.S.B.L.**

**(International non-profit association under the Belgian law)**

**Statutes**

ENGLISH VERSION



**On July second two thousand and four,**

**The undersigned,**

**ASSORES**

ASSOCIAZIONE ITALIANA FRA SOCIETA E STUDI DI CONSULENZA PER LA RICERCA E SELEZIONE DEL PERSONALE  
Via Felice Casati 35  
20124 MILANO  
ITALY  
Represented by Mr Fulvio FERIN

**BUNDESVERBAND UNTERNEHMENSBERATER BDU e.V**

Zitelmannstrasse 22  
53113 BONN  
GERMAN FEDERAL REPUBLIC  
Represented by Mr Joachim STAUDE

**SYNTEC**

SYNDICAT DU CONSEIL EN RECRUTEMENT  
3, rue Léon Bonnat  
75016 PARIS  
FRANCE  
Represented by Mr Victor ERNOULT

**National Associations under Italian, German and French laws aiming to establish under themselves and those who will join at a later stage, an international non profit association, (a.i.s.b.l.) conform to the rules of title III of the Belgian law of 27 June 1921, have declared to have written up the statutes of this association as follows:**



## **TITLE I – NAME, REGISTER OFFICE/WEB-SITE**

### **Article 1 - Name/Governing Law/Register Offices/Web-site**

A European Association is going to be formed entitled “European Confederation of Search & Selection Associations” (ECSSA), hereafter referred to as “ECSSA”.

ECSSA is a Confederation of National Associations of companies with practice of Search, Selection and Recruitment of Personnel.

The association is formed according to the Belgian law on "Internal non profit Associations"

The Governing Law is the title III of the Belgian Law of 27 June 1921 on non-profit associations, foundations and international non-profit associations .

The registered office is in Belgium, 26 rue de l’Héliport 1000 Brussels. It can be transferred by a decision of the Board of Directors in any other location within the European Community.

The official website owned by ECSSA is [www.ecssa.org](http://www.ecssa.org).

## **TITLE II - OBJECTIVES**

### **Article 2 - OBJECTIVE**

The primary objective of ECSSA is the study, the protection and the development at the European level, of the professional interests of the Recruitment, Search and Selection industry.

For that purpose its aim will be

- to unite national associations grouping professionals of the Recruitment, Search and Selection industry,
- to promote the implementation of professional ethics and standards,
- to become a dynamic forum for networking and exchange of information and views between members and
- to promote the interests of the Recruitment and Search & Selection industry among different European organisations.



### **Article 3 - DURATION**

The duration of the Confederation is not limited.

### **Article 4 – SEARCH & SELECTION**

Search & Selection is a confidential process using discreet methods to identify potential candidates for a particular post, developed on assignment from, and in the interest of, a Client Company or Organisation.

This typically includes any or all of the following:

- Establishing the recruitment strategy,
- Preparing a detailed brief including agreed job description, person profile etc,
- Bespoke research and identification of potential candidates,
- Quality advertising to attract optimum response,
- Interviewing, assessment and evaluation of candidates,
- Discussing and presenting short listed candidates,
- Facilitating the interview process,
- Assisting with the offer negotiations and
- After Care/Integration-Coaching

### **Article 5 - QUALIFICATIONS OF THE SEARCH & SELECTION CONSULTANCIES**

5.1. The statutes of the member national associations shall include the minimum criteria for membership of a Search & Selection company as set out in Annex A.

5.2. A member of the Confederation shall ensure that it does not take into its own membership any Search & Selection consultancy which does not at all times maintain the highest ethical standard in the professional work undertaken and, in matters relating to a client's affairs, act solely in the interests of the client.

Where a Search & Selection consultancy is a subsidiary of a parent body, which is not in the public practice of this industry, all advice will be untied and independent of any influence of that parent body according to ECSSA's Practices as defined in Article 4 of these statutes and Guidelines for Professional Conduct and Best Practice.



## **TITLE III - MEMBERS**

### **Article 6 - MEMBERS**

#### **6.1 Full Membership**

The association of Search & Selection consultancies representing the profession in each country may become a member of the Confederation. Membership is restricted to one association from each country. Each Member Association shall be a representative association or a committee within, or a part of, a representative association, i.e. an association, or a body within an association, which is accepted as the most representative in its own country for the Search & Selection Industry or accepted by this confederation. The country of the Member Association shall belong to the European Community. In order that the objectives of the ECSSA are achieved, all Members Associations must have complete confidence in the ethics, integrity and professionalism of the other Members of the confederation. All Members Associations, therefore, accept the contents of and are legally bound by these statutes. ECSSA and its objectives shall be introduced on each of the Member Associations' website.

6.1.1. To become a full member of the Confederation, an association must give an undertaking that its members comply with the standards and Guidelines for professional conduct and best practice for Search & Selection, as recognised by the Confederation and set out in its bylaws.

#### **6.2 Associate Membership**

In view of the internationalisation and globalisation of Search & Selection markets and services, professional organisations or associations from outside of Europe who meet the minimum qualification criteria for membership and subscribe to the Guidelines of Professional Conduct of ECSSA, may be invited by the Board of Directors to become associate Members.

Admission to the Confederation requires acceptance of these statutes and rules

#### **6.3. Procedure**

Professional organisations of Search & Selection consultants wishing to be admitted as member of the Confederation, should address their application for admission to the President, together with a copy of their statutes and code of conduct and best practice, a list of members and the name of one national association or a member of the Board of Directors of the Confederation who will act as moral and professional referee.

Admission of new members must be approved by two thirds of the members present or represented at the General Assembly. The vote may be done by mail or electronic mail.

On receipt of an application for membership, it is the duty of the President and of the Board of Directors to satisfy themselves that the application is worthy of consideration before submitting it to the Assembly: members must be provided with the necessary information to enable them to make their decision.



## **Article 7 - RIGHTS AND DUTIES OF FULL MEMBERS**

7.1. Full Members have the right to:

- Take part in General Assemblies and other meetings of ECSSA
- Acquire the publications of ECSSA at fixed rates.
- Submit any questions of mutual professional interest, which they wish to have placed on the agenda for the next General Assembly.
- Show on letterheads and documents that they are members of ECSSA; this applies equally for members of the national associations. These rights shall be exclusive and shall not be transferable.

7.2. Members have the duty:

- To participate in the activities of ECSSA
- To promote and safeguard the objectives of ECSSA as provided for in article 2 of this Constitution.
- To pay ECSSA an annual subscription fee according to the terms of payment as fixed by the General Assembly.
- To observe the provisions of this Constitution and the bylaws.

The members can be required to pay for the debts of the Federation up to a maximum of one full year annual subscription as determined by the yearly General Assembly.

## **Article 8 - RESIGNATIONS**

8.1. A member can resign from ECSSA by sending his resignation by registered mail to the President.

8.2. Resignations come into effect three months after the date of receipt by the President. The full annual subscription remains due and payable for the financial year in which the resignation comes into effect.

## **Article 9 - WARNING AND EXCLUSION**

9.1. The President may – after a majority decision of the Board of Directors - send a warning to any member who does not comply with the requirements of the statutes or byelaws of ECSSA or who does not conform to decisions of the General Assembly.

9.2. Members seriously prejudicing the interests of the ECSSA, failing to heed the warnings of the President, or not fulfilling their financial obligations towards ECSSA, may be excluded from membership by a decision of the General Assembly.



A resolution for the exclusion of members must be submitted to the General Assembly by the President, either on his own behalf or at the request of a member. Two months notice of the intention must be given to all member associations, and a report must be submitted to the next General Assembly, on the facts causing the request for exclusion.

9.3. To be valid, the member whose exclusion is proposed must have the possibility to present his defence to the General Assembly. The resolution must be passed by a majority of the members present or represented at the General Assembly, provided the parties receive one month's notice of the proposed action. No compensation will be paid to any Member Association excluded from the confederation whatever losses may have been incurred by that member because of his exclusion. Any member leaving the confederation, whether by exclusion or otherwise will forfeit all rights to use and/or exploit the name of ECSSA.

9.4. The General Assembly, without disclosing any reason, may decide upon exclusion.

## **TITLE IV - ORGANISATION**

### **Article 10 – THE ORGANS OF ECSSA**

10.1. The General Assembly,  
defines general policy, handles the elections and exercises general control over ECSSA

10.2. The President and the Secretary General

10.3. The Board of Directors  
is the executive organ of ECSSA;

10.4. Special Committees, Task Forces and Working Groups are convened by the Board of Directors to study specific problems or are established for special projects.

### **Article 11 - GENERAL ASSEMBLY**

11.1. The activities of ECSSA shall be determined by its General Assembly which is authorised and entitled to exercise all powers

11.2. The General Assembly shall meet at least once a year.

11.3. An extraordinary General Assembly may be convened by the Board of Directors whenever desirable or when requested by at least a quarter of the voting members, in writing, with one month's notice.



11.4. The General Assembly shall consist of members of ECSSA which are regular with the payments of the annual subscription fee. Each full member is entitled to two delegates but is only entitled to one vote. Associate members should be present, but have no vote. The authorised representative of a member (see art. 6.1.) may be represented by proxy. All persons appearing by proxy must present written proof of such proxy or any changes. One authorised representative can carry not more than two proxies.

11.5. Subject to exceptions by law or specified in the constitution, the General Assembly's resolutions must be passed by an absolute majority of votes. The President or the Board member replacing him has a casting vote only in case of equal votes.

11.6. For the purpose of the General Assembly, at least half the members shall be present or represented, in order to constitute a quorum.

11.7. The notice convening the General Assembly must be issued in writing and send by eMail and/or by mail at least one month before the date of the meeting.

11.8. The President shall chair the meetings. The agenda may be changed by vote of a majority of the members present and voting. If the President is not available, the most senior member of the Board will chair the meeting.

11.9. Additional business dealt at the meetings cannot be voted upon at the meeting. A written ballot can be taken, for such matters within 21 days after the meeting.

11.10. The General Assembly, ordinary or extraordinary, is authorised to:

- Elect the President and the members of the Board of Directors.
- Elect an auditor for a maximum period of three years.
- Approve applications for admission of membership.
- Approve proposals for withdrawal or exclusion of membership.
- Decide on appeals against resolutions of the Board of Directors insofar as such appeals are admissible.
- Fix the dates and places of future General Assembly and other meetings.
- Approve the accounts of the previous financial year after the report of the auditor.
- Approve budgets presented by the one of the Directors and determine the subscription fees of members.
- Modify the statutes (see art. 18.2).
- Approve such rules and/or operating procedures as required.
- Decide on the dissolution of the Federation and appoint liquidators (see article 17).

Minutes of the General Assembly will be communicated to all the members by the secretary general and kept in a book kept by the President.



## **Article 12 – PRESIDENT and SECRETARY GENERAL**

### 12.1. The President

The President is invested with the full executive power of the Confederation. He/she may delegate part of it to members of the Board of Directors. He/she will chair the meetings of the General Assembly and the Board of Directors. He/she shall be responsible for promoting the standing of ECSSA externally and to the membership.

The President is elected for two years by the General Assembly from amongst the Directors, and his term on the Board of Directors shall cease on completion of his appointment as President rather than after two years on that Board. A limited extension may be agreed on a vote of the General Assembly. He/she must be a member of the Search and Selection profession and throughout his term a member or associated member of the executive body of his national association, or officially delegated by the latter.

### 12.2 The Secretary General

The Secretary General will act under the mandate of the Board of Directors. He/she will be responsible for overseeing the administrative aspects of the Federation. He/she shall manage the funds and prepare the annual budget. The day by day duties of the Secretary General are as follows:

- co-ordination and the organisation of the annual conference, invitation and minutes.
- providing members with feedback on annual conference and decisions taken and
- updating of the ECSSA website.

The Secretary General is elected for two years by the Board of Directors. He/she shall be an executive staff member of a national member association. He/she shall be proposed by the President and elected by the Board of Directors with the majority of votes. He/she shall hold office for at least two years.

## **Article 13 – THE BOARD OF DIRECTORS**

13.1. ECSSA is administered by a Board of Directors composed of not less than three directors and not more than five directors, including the President. The number of directors and their positions are agreed by the General Assembly.

13.2. The Board of Directors will normally consist of the President, and up to four members.



13.3. A minimum of two of the directors will be members of the profession and the remainder may be either professionals or general secretaries of national associations being full members of ECSSA. The directors who are members of the profession will at all times be members of the executive body of their national associations, or officially delegated by the latter, and shall be ineligible to remain on the Board of Directors once they cease so to be. Each country that is represented by a member association in the ECSSA can send only one person to become a member of the Board of Directors.

The directors who are members of the profession must be principals in a member firm of a national association being a full member of ECSSA. They are elected for a two-years term and are re-eligible. Where a member resigns during his term of office, another 'qualified' member will fill his position from that National Association for the outstanding part of his term.

A year, in the context of this article, runs from 1<sup>st</sup> January to 31 December.

13.4. The Board of Directors meets at least twice a year and shall be chaired by the President. The notice convening the Board of Directors must be issued in writing and send by eMail and/or by mail at least two weeks before the date of the meeting.

Nobody, except members of the Board of Directors, may attend its meeting without the President's formal authorisation. It shall not transact any business unless a quorum of at least half of its members is present. On request of at least two directors a meeting must be convened, giving one month's notice. If the President is not available, the most senior member of the Board will chair the meeting.

13.5. Each member shall have one vote, except that the Secretary General has no voting right in the Board of Directors. A member who is unable to attend can vote by proxy through another director.

Decisions are taken by simple majority of the members present or represented. If the votes are equally divided the President shall have the casting vote.

Decisions of the Board of Directors will be notified to national associations in due time. The statutes shall be recorded signed and kept by the President who shall make them available to ECSSA members.

13.6. Resolutions of the Board of Directors will be legally binding on all ECSSA members, who have the right to send a written protest to the Board and if it maintains its attitude to send an appeal to the General Assembly. An appeal to the General Assembly will not affect the Board's resolution until a decision has been taken on it by the General Assembly.

13.7. In case of a vacancy arising amongst members of the Board of Directors a replacement acceptable to the Board of Directors will be nominated. He/she will serve the remaining period of the outgoing member.

The function of Member of the Board of Directors and their travel/entertainment expenses for attending at meetings are not paid. Only justified expenses may be reimbursed upon decision of the majority of the Board.



13.8. The President is authorised to sign on behalf of ECSSA and to represent the association in all legal actions. He may authorise a member of the Board within specified boundaries, in agreement with Article 19.

13.9. Any differences of a professional nature arising between members of ECSSA or individual members of the various associated organisations or associations may be submitted to the Board of Directors for an opinion. There is no right of appeal to the General Assembly.

13.10. At least once a year the Board of Directors shall prepare a report covering the previous period's activities, which will be submitted to the General Assembly by the President. The President shall also prepare and present an annual plan and budget for the succeeding year for consideration of the Board of Directors and submission to the General Assembly for approval.

#### **Article 14 - SPECIAL COMMITTEES**

14.1. Special Committees may be nominated by the President after consultation with the Board of Directors. Such Committees will comprise a leader and one or more members according to needs. They are entrusted with the study of particular projects.

14.2. It is a principle of ECSSA, that the majority of its work is undertaken by Task Forces and Working Groups.

14.3. There shall be no limit to the numbers participating in such voluntary Task Forces and Working Groups subject to restrictions that:

- Each representative must be a member of a practice that has membership of a national association, which is a member or associated to ECSSA.
- No practice may have more than one representative on each respective body.

14.4. Each body may set up working parties to undertake specific work but such parties will be subject to the direction of the Task Force/Working Group and may not act independently of its parent body.

14.5. Each body shall elect its own Chairman, who shall be the only spokesperson of that body. He/she may, subject to the prior approval of the President of ECSSA and the Board of Directors issue letters and statements on behalf of ECSSA on his body's work but this only through the ECSSA Secretary General, which will act as Secretary to each Task Force/Working Group.

14.6. Each body shall submit to the Board of Directors for prior approval any decisions that may have direct impact upon ECSSA's official position.

14.7. Each Task Force/Working Group will have a 'sponsor' member of the Board of Directors who shall keep liaison with respective President and report progress at each Executive Committee meeting. The President of each body, in conjunction with the sponsor shall submit an annual report on their body's activity to the General Assembly .



14.8. Each Task Force/ Working Group will be self funding, and have no call on ECSSA for financial support, except in the provision of meeting rooms and for mail outs. Specific exceptions to this rule must be approved by the Board of Directors.

14.9. When a Task Force/Working Group envisages that they may incur an expense that could reflect on ECSSA, such an action shall be notified to the Board of Directors prior to embarkation.

14.10. The ECSSA Secretary General will provide the secretary for each body and be responsible for the maintenance of a roll of each body's participants and the issue of agendas and minutes. Copies of agendas/minutes of each meeting will be distributed to national associations as well as to the members of each Task Force/Working Group.

14.11. Each Task Force/ Working Group may entitle itself with the ECSSA initials, but may only issue documents through the ECSSA Secretary General.

14.12. Meetings will take place at the most convenient venue for participating members, though the offices of the member associations of the Confederation will generally be regarded as the preferential location.

14.13. They may be invited to attend meetings of the Board of Directors for those subjects only, for which they have responsibility.

## **TITLE V - FINANCES**

### **Article 15 - SUBSCRIPTION**

15.1. The annual subscription payable by the member associations is fixed by the General Assembly. The subscription will become payable on the first day of each financial year.

15.2. Those member associations who do not pay their subscription for the year in which the subscription is due, shall, on the approval of the General Assembly, be expelled and shall not be permitted ECSSA membership without reapplying for membership.

15.3. The annual subscription due by the member associations shall be determined by the General Assembly to cover the normal expenses of ECSSA. If additional finance is required for specific projects, the General Assembly shall be invited to agree the programme.

15.4. The annual subscription will be invoiced by the secretariat at least three months prior to its becoming due for payment.

15.5. Subscription funds may not be used for any object other than that of ECSSA.



## **Article 16 - FINANCE**

16.1. The financial year shall be coincident with the calendar year. (January 1 - December 31).

16.2. The funds of ECSSA shall be administered by the President. All documentation concerning finances and funds shall be administered entirely and originally at the administrative office of the Secretary General. The members of ECSSA shall at any time on written request be allowed to examine these documents.

16.3. The funds of ECSSA are provided primarily for the operating expenses such as website, communication, meetings/seminars, printing (e.g. annual report), professional and other fees.

16.4. Funds of ECSSA, which are not immediately required for its purposes, may be invested in securities as may be considered appropriate by the Board of Directors.

16.5. Proper accounts shall be kept of the sums of money received and expended by ECSSA and of the property, credits and liabilities of ECSSA. The books and accounts shall be examined at least once a year by the auditor. He/she will examine the accounts of the ECSSA yearly and prepare his report annually for the General Assembly.

16.6. At least once a year, one of the Directors shall provide the General Assembly through the Board of Directors an income and expenditure account for the period since the last preceding account, together with a balance sheet dated as at the last day of the accounting period. This balance sheet shall be accompanied by a report of the auditor together with a recommendation for acceptance by the Board of Directors. The account balance sheet and report shall be distributed to the authorised representatives (see article 6.1.) not less than one month before the next General Assembly meeting.

## **TITLE VI - DISSOLUTION**

### **Article 17 - LIQUIDATION**

17.1. Dissolution and liquidation of ECSSA may be proposed by the Board of Directors at the General Assembly, or by one third of the members. If liquidation is agreed, it will be carried out by the Board of Directors or by a liquidation commission nominated by the General Assembly.

17.2. In case of dissolution, the administration expenses will be settled first, followed by the liquidation charges, then any other expenses already agreed.

17.3. The General Assembly may dispose of the remaining assets at its own discretion, once all the liabilities of the Federation have been met. The remaining assets may only be attributed to the members above their contribution. The remaining part afterwards must be transferred to a non-profit objective only.



## **TITLE VII - MISCELLANEOUS**

### **Article 18 - STATUTES**

18.1. The original of these statutes is in English. For registration purposes the translation in French will be valid.

18.2. These statutes may be amended, modified or supplemented at any meeting of the General Assembly. The affirmative vote of two thirds of the represented votes in this meeting, whether in person or by proxy shall be required for the adoption. Notice of the proposed amendments, together with its text shall be mailed to the members by the Secretary General at least 30 days before the meeting at which the proposal shall be submitted to vote.

### **Article 19 – BYELAWS**

The Board of Directors will write up byelaws to further the implementation of these statutes. Their validity is subject to approval by the General Assembly. A similar procedure is required for amendments of the byelaws

### **Article 20 - FORMALITIES**

20.1. Legal questions concerning ECSSA and third parties will be submitted to the appropriate Court of the place where ECSSA is registered.

20.2. In case of any dispute between ECSSA and its members, all members agree to an arbitral settlement (to be approved by the General Assembly).

20.3. All points not defined by the present statutes will be dealt with according Article III of the Belgian law of 27 June 1921 on non-profit associations, foundations and international non-profit associations.



**Annex A**

**MINIMUM QUALIFICATION CRITERIA FOR MEMBERSHIP OF A NATIONAL ASSOCIATION**

Membership of a National Association federated to ECSSA is open to all Search & Selection consultants as defined in the introduction, on the basis of qualification and election. Whilst each National Association may demand differing levels of qualification, all have to adhere to the minimum criteria set out below

**1. INDEPENDENCE**

The consultancy must be clearly identifiable with a formal status and known principals. It must be in the public practice of search & selection consultancy, be financially viable and self supporting, and independent to the extent that it is free to give unbiased professional advice to clients and to select, train and control its staff without reference to, or control by, a permanent body which is not in the public practice of management consultancy.

**2. EXPERTISE**

The consultancy must practice primarily as a search & selection consultancy and be qualified to use discreet methods to identify potential candidates for a particular post. The search & selection process combines any or all of the activities as defined in Article 4 of those statutes.

**3. ETHICS**

The consultancy shall periodically (ideally annually) re-affirm that it maintains at all times the highest professional and ethical standards, and that it adheres to the Code of Professional Conduct and Best Practice set out in the Byelaws of the National Association

**4. LENGTH OF EXPERIENCE**

The consultancy must have been in the public practice of search & selection consultancy for a minimum of three years, preferably five years or have been officially recognized by an official body as allowed to practice search and selection where it is required by law.

**5. QUALIFICATION**

The consultancy must demonstrate a depth of intellectual and technical knowledge achieved through a combination of university grade or equivalent qualifications and search & selection experience.

**6. VERIFICATION**

The consultancy accepts that as an integral part of its membership of a National Association that its qualifications shall be verified prior to its election to membership, and subsequently either on a change of status of the consultancy or at such periodic intervals as are laid down by the National Association.



## **ANNEX B – TRANSITORY MEASURES**

The General Assembly of to-day elected as Directors

As President :

Mr Joachim STAUDE  
Talstrasse 36  
63322 Roedermark (République Fédérale d'Allemagne)

As Directors :

Mr Fulvio FERIN,  
Via Sirtori, 4  
20092 Cinisello Balsamo (Milan –Italie)

Mr Victor ERNOULT  
6 Quai Bir Hakheim  
94410 Saint Maurice (France)

The Board of Directors has nominated as Secretary General to-day:

Mr Jörg MURMANN  
Umlandstrasse 25  
53173 Bonn (République Fédérale d'Allemagne)

## **ASSORES**

Mr Fulvio FERIN

## **BUNDESVERBAND UNTERNEHMERSBERATERS BDU e.V**

Mr Joachim STAUDE

## **SYNTEC**

Mr Victor ERNOULT