



# **ECSSA-CERC**

**A special committee of ECSSA**

## **BYLAWS**

approved by the General Assembly on October 20, 2007

**ENGLISH VERSION**



## **TITLE I**

### **Article 1 – Name / Status / Offices / Website**

The name of the committee shall be the ECSSA-CERC.

ECSSA-CERC is a special committee of the European Confederation of Search & Selection Associations (ECSSA).

The office of the committee is held at the official office of ECSSA in Belgium, Avenue du Port 86C Box 302, B-1000 Brussels. It can be transferred by a decision of the Board of Directors of ECSSA in any other location within the European Community.

The official websites owned by ECSSA are [www.ecssa-CERC.org](http://www.ecssa-CERC.org) and [www.ecssa-CERC.eu](http://www.ecssa-CERC.eu)

## **TITLE II**

### **Article 2 - OBJECTIVE**

The primary purpose of this committee is to:

- Elevate the standards of Executive Recruitment consultants while increasing the acceptance of Executive Recruitment consulting as a respected profession.
- Encourage the networking of certified Executive Recruitment consultants across national boundaries.
- Encourage the exchange of information and co-operation between member institutes with recognized quality standards and adherence to an International Code of Professional Conduct.

### **Article 3 - DURATION**

The duration of the committee is not limited.



## **TITLE III - MEMBERS**

### **Article 4 - MEMBERS**

#### **4.1 Full Membership**

Full membership in the committee will be limited to not-for-profit organizations representing the Executive Recruitment consulting industry in the respective country. Furthermore, full membership is tied to a membership of the respective association in ECSSA. Only one association will be admitted from each country except in cases where the Board of Directors deems there is an overriding political and geographic separation between regions of a country that makes a single institute impractical. The institute admitted will be the one that is most widely recognized and be determined as the leading organization representing the executive recruitment consulting industry in its respective country or region. Every three years member associations shall reconfirm that they continue to meet the membership qualifications of ECSSA-CERC. If a member no longer meets the membership qualifications, the membership committee will review and recommend appropriate action to the Executive Committee.

#### **4.2 Associate Membership**

Professional organisations or associations who cannot become a full member of ECSSA 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 committee requires acceptance of these bylaws

#### **4.3. Procedure**

Professional organisations of Executive Recruitment consultants wishing to be admitted as member of this committee, should address their application for admission to the Board of Directors, 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 Federation who will act as moral and professional referee.

Admission of new members must be approved by two thirds of the members of the Board of Directors. The vote may be done by mail or electronic mail.

### **Article 5 - RIGHTS AND DUTIES OF MEMBERS**

#### **5.1. Members of ECSSA-CERC have the right to:**

- Take part in meetings of this committee.
- Submit any questions of mutual professional interest, which they wish to have placed on the agenda for the next meeting
- Show on letterheads and documents that they are members of ECSSA-CERC.

These rights shall be exclusive and shall not be transferable.



5.2. Members have the duty:

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

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

#### **Article 6 - RESIGNATIONS**

6.1. A member can resign from this committee by sending his resignation by registered mail to the Chairman of the Board of Directors.

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

#### **Article 7 - WARNING AND EXCLUSION**

7.1. The Chairman of the Board of Directors 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 bylaws of the committee or who does not conform to decisions of the General Assembly of this committee.

7.2. Members seriously prejudicing the interests of this committee, failing to heed the warnings of the Chairman, or not fulfilling their financial obligations towards ECSSA-CERC, may be excluded from membership by a decision of the General Assembly of this committee. A resolution for the exclusion of members must be submitted to the General Assembly by the Chairman, 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.

7.3. To be valid an exclusion must be passed by a majority of the members present or represented at the General Assembly of this committee, 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 committee, whether by exclusion or otherwise will forfeit all rights to use and/or exploit the name of ECSSA-CERC.

7.4. The General Assembly of ECSSA-CERC, without disclosing any reason, may decide upon exclusion.



## **TITLE IV - ORGANISATION**

### **Article 8 – THE ORGANS**

8.1. The General Assembly, defines general policy, handles the elections and exercises general control over this committee

8.2. The Chairman

8.3. The Board of Directors, is the executive organ of this committee;

8.4. 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 9 - GENERAL ASSEMBLY**

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

9.2. The General Assembly shall meet at least once a year shortly after the General Assembly of ECSSA.

9.3. 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.

9.4. The General Assembly shall consist of members of this committee which are regular with the payments of the annual subscription fee. Each member is entitled to two delegates but is only entitled to one vote. The authorised representative of a member (see Art. 4) 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.

9.5. 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 Chairman has a casting vote only in case of equal votes.

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



9.7. 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.

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

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

- Elect the Chairman and the members of the Board of Directors.
- Approve applications for admission of membership in this committee.
- Approve proposals for withdrawal or exclusion of membership in this committee.
- 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 budgets of this committee presented by one of the Board of Directors members and determine the subscription fees of members.
- Modify the bylaws
- Decide on Certification standards including qualifications and the individual assessment process.
- Decide on the dissolution of the committee

#### **Article 10 – CHAIRMAN**

10.1. The Chairman

The Chairman is invested with the full executive power of the committee. 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 this committee externally and to the membership.

The Chairman is elected for two years by the General Assembly. A limited extension may be agreed on a vote of the General Assembly.



## **Article 11 - BOARD OF DIRECTORS**

11.1. This committee is administered by an Board of Directors composed of not less than three directors and not more than six directors, including the Chairman. The number of directors and their positions are agreed by the General Assembly.

11.2. The Board of Directors will normally consist of the Chairman and up to five members.

11.3. A minimum of four directors of this committee will be members of the Executive Committee of ECSSA and the remainder may be either professionals or general secretaries of national associations being members of ECSSA-CERC. 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-CERC 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 member of ECSSA-CERC. 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.

11.4. The Executive Board meets at least once a year and shall be chaired by the Chairman.

Nobody, except members of the Board of Directors, may attend its meeting without the Chairman'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.

11.5. Each member shall have one vote in the Executive Committee. 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 Chairman shall have the casting vote.

Decisions of the Board of Directors will be notified to members of the committee and to the Board of Directors of ECSSA in due time. The bylaws shall be recorded signed and kept by the President of ECSSA who shall make them available to ECSSA-CERC members.

11.6. Resolutions of the Board of Directors will be legally binding on all ECSSA-CERC 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.



11.7. 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 of Directors.

11.8. The Chairman is authorised to sign on behalf of ECSSA-CERC. He may authorise a member of the Executive Committee within specified boundaries.

11.9. 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 Chairman. The Chairman 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 12 - SPECIAL COMMITTEES**

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

12.2. Each special committee of ECSSA-CERC shall submit to the Board of Directors for prior approval any decisions that may have direct impact upon ECSSA-CERC's official position.

12.3. Each committee will be self funding, and have no call on ECSSA-CERC 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.

12.4. When a special committee envisages that they may incur an expense that could reflect on ECSSA-CERC, such an action shall be notified to the Board of Directors prior to embarkation.

12.5. Each special committee may entitle itself with the ECSSA-CERC initials, but may only issue documents through the ECSSA-CERC Chairman.

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





12.9. 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 13 - SUBSCRIPTION**

13.1. 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.

13.2. 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-CERC membership without reapplying for membership.

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

13.4. The annual subscription will be invoiced at least three months prior to its becoming due for payment.

13.5. Subscription funds may not be used for any object other than that of ECSSA-CERC.

### **Article 14 - FINANCE**

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

14.2. The funds of this committee shall be administered by the Chairman. All documentation concerning finances and funds shall be administered entirely and originally at the administrative office of ECSSA. The members of this committee shall at any time on written request be allowed to examine these documents.

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



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

14.5. Proper accounts shall be kept of the sums of money received and expended by ECSSA-CERC and of the property, credits and liabilities of ECSSA-CERC.

14.6. At least once a year, one of the Board of Directors members 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 recommendation for acceptance by the Board of Directors.

## **TITLE VI - DISSOLUTION**

### **Article 15 - DISSOLUTION**

15.1. Dissolution of this special committee may be proposed by the Board of Directors at the General Assembly, or by one third of the members. If dissolution is agreed, it will be carried out by the Board of Directors.

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

15.3. The General Assembly may dispose of the remaining assets at its own discretion, once all the liabilities of the committee have been met.

## **TITLE VII - MISCELLANEOUS**

### **Article 16 - BYLAWS**

16.1. The original of these bylaws is in English.

16.2. These bylaws 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 at least 30 days before the meeting at which the proposal shall be submitted to vote.



**Article 17 - FORMALITIES**

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

17.2. In case of any dispute between ECSSA-CERC and its members, all members agree to a final settlement by (has to be completed).

**Approved by the General Assembly on October 20, 2007**