

**INTERNATIONAL CODE OF CONDUCT  
FOR PRIVATE SECURITY SERVICE PROVIDERS' ASSOCIATION**

**Minutes of the Constitutive General Assembly  
Of 20 September 2013**

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<b>Temporary Chairperson:</b>	<b>Sylvia White</b>
<b>Chair of the Board of Directors:</b>	<b>Jean-Philippe Tissières</b>
<b>Taking the minutes (Secretary):</b>	<b>Anne-Marie Buzatu</b>
<b>Beginning of the General Assembly:</b>	<b>09:30am</b>
<b>End of the General Assembly:</b>	<b>10:30am</b>
<b>Participants to the General Assembly:</b>	<b>See Annex 1</b>

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### **1. Welcome**

The Temporary Chairperson, Sylvia White, welcomed the participants to the meeting. The participants to the General Assembly are listed in Annex 1.

### **2. Presentation of the Goals of the Association**

This day is established the **International Code of Conduct for Private Security Service Providers' Association** (“**hereinafter ICoC Association**”), a non-profit Association in accordance with Articles 60 *et. seq.* of the Swiss Civil Code, which Articles of Association enclosed, are adopted today by the constitutive General Assembly.

The Association has no profit motive.

The purpose of the Association is to promote, govern and oversee implementation of the International Code of Conduct for Private Security Service Providers (hereinafter “ICoC” or “Code”) and to promote the responsible provision of security services and respect for human rights and national and international law in accordance with the Code.

### **3. Election of the Temporary Chairperson of the General Assembly**

Sylvia White was unanimously elected and assumed temporary Chairmanship of the General Meeting.

### **4. Election of the Secretary of the General Assembly**

Anne-Marie Buzatu from DCAF was unanimously elected. She was charged with the drafting the minutes of the constitutive meeting, to be drafted in English.

### **5. Constitution by approval of the Statutes**

The Statutes have been available on Internet for all the participants since 8 March 2013. The Temporary Chairperson of the Assembly explained that no modifications have been made on

the statutes since their publication on that date. The Chairperson of the Assembly suggested voting on the statutes en bloc. The proposition was accepted unanimously.

The participants, in person or represented by valid proxy, accepted unanimously the Statutes of the ICoC Association and accepted the official creation of the ICoC Association.

## **6. Members of the Association**

By voting in favour of the Articles of Association, in person during the General Assembly or through proxy voting, the participants listed in Annex 1 become the founding members of the ICoC Association.

## **7. Acceptance of Proxy Voting on Subsequent Matters**

The Temporary Chair noted that a number of members who had voted by proxy in favour of the constitution of the ICoCA were unable to attend the General Assembly. Some members, however, had provided signed declarations delegating their right to vote to an identified proxy present at the General Assembly. The proxy declarations were provided to the Secretary of the meeting for proper recording.

The Temporary Chair recommended that the General Assembly accept and endorse the right of these absent members to participate in the meeting in accordance with the Articles of Association by voting via their designated proxy. The recommendation was unanimously approved.

## **8. Election of the Initial Board of Directors**

The following Members were identified as the proposed candidates for the Board of Directors:

For Member Companies:

- Mark DeWitt, born in the USA and domiciled in Ashburn, Virginia, USA
- Mark Knight, born in Salisbury, UK, and domiciled in Geneva, Switzerland
- Andrew Nicholson, born in Portsmouth, UK, domiciled in Bournemouth, UK
- Christopher Sanderson, born in Kendal, UK domiciled in Glenridding, UK

For Member Civil Society Organizations:

- Patricia Feeney, born in Watford, Hertfordshire, United Kingdom, and domiciled in Oxford, UK
- Leonardo González Perafan, born in Popayán, Colombia and domiciled in Bogota, Colombia
- Amol Mehra, born in Maine, USA, and domiciled in Washington DC, USA
- Aly Sagne, born in Dakar and domiciled in Fatick

For Member Governments:

- Peter Gooderham, born in Weston-super-Mare, England, and domiciled in Turnsbridge Wells, UK
- Bertil Roth, born in Stockholm, Sweden, and domiciled in Stockholm, Sweden
- Jean-Philippe Tissières, born in Lausanne, Switzerland and domiciled in Oslo, Norway

- Charles Tucker, born in Hammond, Indiana, USA and domiciled in Chicago, Illinois, USA

The Chairperson of the Assembly suggested voting on the Board candidates as a single slate for approval. The proposition was accepted unanimously. The candidates were then unanimously elected and given the power of signature and all other powers identified in the ICoCA Articles of Association.

#### **9. Election of the Interim Board Chair; transition of Chairmanship**

The Temporary Chairperson identified the recommendation of the Board of Directors that Ambassador Jean-Philippe Tissières, be elected as Interim Board Chair in order to assume chairmanship for the duration of the General Assembly in accordance with the requirements of the ICoCA Articles of Association, and without prejudice to the selection of the permanent Board Chair in accordance with those articles. The recommendation was unanimously approved, whereupon the Board Chair thanked the Temporary Chairperson and assumed chairmanship of the meeting.

#### **10. Budget; Schedule of Dues and Fees**

The budget for the initial year of the ICoCA was presented to the membership for approval. The budget is attached as Annex 2. The Interim Chair noted that the budget was the same budget first published on 27 June 2013 as part of a communication to members. The Chair noted that the budget was based on current projections of revenues and expenses that may change based on actual events. Subsequent adjustments to the budget would be left to the Board in accordance with the Articles of Association. The Interim Chair recommended that the budget be approved in its entirety. The recommendation was approved by a unanimous vote.

The proposed schedule of dues and fees was presented to the membership. The Interim Chair noted that the proposed dues and fees were first published on 27 June 2013 as part of a communication to members. The schedule of dues and fees is included in Annex 3. The Interim Chair recommended that the list of dues and fees be approved in its entirety. The recommendation was approved by unanimous vote.

#### **11. Appointment of the Auditor**

The Interim Chair noted that the Articles of Association anticipate a periodic audit of the ICoCA and a report to the membership. The Interim Chair recommended that the audit firm PriceWaterhouseCoopers be approved as the independent auditor of the ICoCA, and that the membership require that the first audit report cover ICoCA operations from inception to the end of calendar year 2014, with an audit report to be provided no later than June 30, 2014. The recommendation was approved by a unanimous vote.

#### **12. Authorisation of the Board to Seek Privileges and Immunities Under Swiss Law**

The Interim Chair noted that discussions have occurred with the Swiss Government to determine whether the ICoCA may be granted privileges and immunities under Swiss law that would assist the ICoCA in executing its mission. Under the Host State Act, Switzerland may

accord certain special privileges and immunities to qualifying organisations under international law. The Interim Chair noted that the Board of Directors would like to request such status, with the decision to be taken by the Swiss Federal Council.

In order to request this status certain important elements must be in place. These include developing procedures for waiver of immunities in certain exceptional circumstances, such as in the case in war crimes by members companies, and developing procedures for the resolution of disputes by members against the ICoCA, such as via special arbitration procedures.

Therefore, the Board requests approval of a resolution by the General Assembly stating that the ICoCA should request privileges and immunities under the Swiss Host State Act, and that in such pursuit the Board should take the steps and adopt the procedures necessary to achieve a positive result. The following resolution was approved by a unanimous vote:

*The Board is hereby authorized to request special privileges and immunities for the ICoCA under the Host State Act and in accordance with requirements under Swiss law. The Board may take all necessary actions and adopt all necessary procedures to achieve such status, including developing procedures for the waiver of immunities in certain exceptional circumstances, and developing procedures for the resolution of disputes.*

### **13. Registration of the ICoCA with the Geneva Trade Registry**

The Interim Chair noted that the Board of Directors would like to pursue registration of the ICoCA with the Geneva Trade Registry, in order to better promote the existence and activities of the association. The Board requested that the General Assembly authorise the Board to seek registration and to take any and all steps necessary to achieve it. The following resolution was approved by a unanimous vote:

*The Board is hereby authorized to take all steps necessary to register the ICoCA with the Geneva Trade Registry.*

### **14. Next Meeting; Close of the Constitutive General Assembly**


The Interim Chair, upon advice of the Board, proposed that the next meeting of the General Assembly occur on the 2<sup>nd</sup> of April, or such other date as may be later proposed by the Board. The request was approved by a unanimous vote, and the date was recommended for approval by the Board.

The Interim Chair thanked the participants, the outgoing Temporary Steering Committee, and the newly elected Board of Directors. The Interim Chair invited each stakeholder pillar to meet with its newly elected board members as specified in the conference agenda.

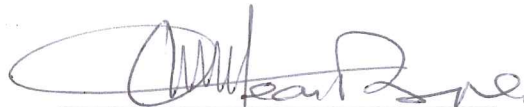
The General Assembly closed at 10:30.

Geneva, Switzerland  
20 September 2013

[Signatures on following page]



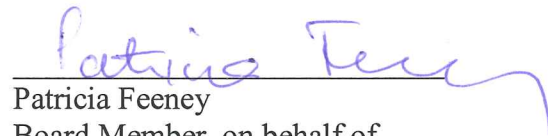
Sylvia White  
Temporary Chairperson of the ICoCA  
General Assembly



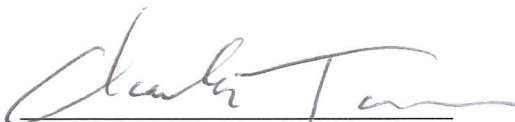
Jean-Philippe Tissières  
Interim Chairperson of the ICoCA  
Board of Directors



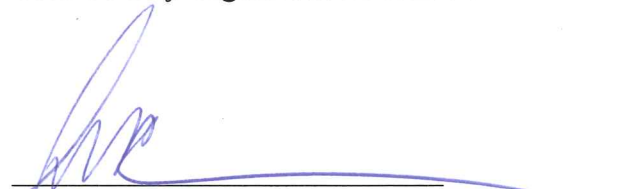
Mark DeWitt  
Board Member, on behalf of  
Member Companies



Patricia Feeney  
Board Member, on behalf of  
Civil Society Organisation Members



Charles Tucker  
Board Member, on behalf of  
Government Members



Anne-Marie Buzatu  
Secretary of the ICoCA  
General Assembly

*Enclosures:*

- ICoCA List of Participants, Annex 1
- ICoCA Initial Budget, Annex 2
- ICoCA Schedule of Dues and Fees, Annex 3
- ICoCA Articles of Association, Annex 4

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ICoCA List of Participants, Annex 1  
ICoCA Initial Budget, Annex 2  
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ICoCA Articles of Association, Annex 4

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September 2013, Geneva, Switzerland