



The Private Security Company Association of Iraq

Charter

Section One: Introduction

1. The name of the Association shall be the "Private Security Company Association of Iraq" (referred to in this Charter as the "PSCAI").
2. The PSCAI was established in July 2004.

Vision

To be the trusted voice of the PSC community in Iraq

Mission

To conduct representative, regulative and advisory actions on behalf of Members to provide an environment of trust and understanding that best allows PSC operations in Iraq.

Objectives

3. The PSCAI has the following objectives -
 - a. To assist Members and MOI with Private Security Company (PSC) Registration and Regulation.
 - b. To promote understanding and confidence within Members, the Iraqi and relevant Governments, Coalition, PSC clients, media and other stakeholders in the best practices and industry standards for the delivery of security services in Iraq.
 - c. To establish and maintain a network with Members, the Iraqi and relevant Governments, Coalition, PSC clients, media and other stakeholders that allows discussion and resolution of security related issues with transparency, accountability, mutual understanding and trust.
 - d. To advise or represent PSCAI Membership on issues related to PSC operation in Iraq.
 - e. To respect the commercial confidence of Members and their clients.

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Section Two: Membership

PSC Member

4. Requirements for PSCAI Membership:
 - a. Agree to the terms of the PSCAI Charter, Code of Conduct, and regulations set forth by the PSCAI Board.
 - b. Current with PSCAI Membership Fees.
5. A Member may resign at any time but will not be entitled to any refund of the Membership Fee. Membership of PSCAI will automatically lapse if the Membership Fee is not paid within two months of invoice.

Associate Members

6. An Associate Member can be any company doing business in Iraq but not registered as a PSC. Associate Members have the same rights as PSC Members with respect to this Charter with the exception of Board voting. Associate Members shall not be afforded a vote for the Board nor a seat on the Board. Associate Members will, however, receive Board Meeting minutes.

Rights of Members

7. PSCAI Members have the following rights:
 - a. To have direct access to the PSCAI Secretariat and the advisory and representational functions they perform.
 - b. To forward any issue that you request full representation directly to the PSCAI Board. Note that the Board will establish if the issue impacts on the whole industry and therefore warrants PSCAI representation.
 - c. To receive PSCAI updates on topical issues, including Board and General Meetings.

Section Three: Finance of the PSCAI

8. The Membership Year of the PSCAI shall be from 1 Jul – 30 Jun each year.
9. PSCAI Funding shall be from Membership Fees.
10. The Annual Budget, including Membership Fee, shall be set by the Board each May.

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11. The Director shall receipt and expend funds in accordance with the budget, with monthly reports to the Board and bi-annual reports to all Members on the financial status of PSCAI presented by the PSCAI Treasurer.

Section Four: Meetings of the PSCAI

General Meetings

12. The PSCAI shall hold Bi-annual General Meetings at the end of each six month term of the Board.

13. At least 10 Members of the PSCAI, or the Board, may at any time require convening an Extraordinary General Meeting of the PSCAI to address a crisis or issue. In convening such a meeting the Board shall give not less than 7 days notice to Members.

14. At General Meetings of the PSCAI, non Members are excluded and each PSC Member shall have one vote.

PSCAI Plenary

15. The PSCAI shall hold Monthly Plenary, excluding months when a General Meeting is convened, and shall be open to all in order to provide an open forum for discussion and advise on topical issues that impact on the security industry in Iraq.

Section Five: PSCAI Board

Composition

16. The affairs of the PSCAI shall be directed by a Board comprising -
a. The Director of PSCAI as Executive Chair of the PSCAI Board.
b. Ten PSC Members elected for a six month term as set in the Board Rules and Procedures.

17. The use of an Executive Chair shall be governed through the PSCAI Board Rules and Regulations on Employment of PSCAI Secretariat.

18. **Term.** The PSCAI Board shall have a six month term, from August to January or from February to July.

Meetings

19. The Board shall meet monthly to provide PSCAI governance as set in the Board Rules and Procedures.

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20. If deemed necessary, the Executive Chair shall convene an Extra Ordinary Board Meeting, having allowed 48 hours notice for such a meeting.

21. **Out of Session Business.** Urgent matters that do not warrant an Extra Ordinary Meeting may be addressed via email as set by the Board Rules and Procedures.

22. **Proxy.** The Board Members may be represented by proxy, with full voting powers, as set within Board Rules and Procedures.

23. **Cease to be on the Board.** A Member of the Board shall cease to be a Member if he:

- a. Resigns
- b. Ceases to hold senior management position within the nominating PSC
- c. Has been found to have a personal conflict of interest or misconduct that the Board decides warrants cessation of holding office on the Board.

24. **Conflict of Interest.** Any Board Member may be removed from the vote on any given issue when a conflict of interest is established. In such cases, the Executive Chair shall move the Board Members are removed from the vote owing to conflict of interest and a vote taken with the remaining 10 Members.

Board Voting

25. Each member of the Board shall have one vote. The vote shall be passed by simple majority.

26. Where an agreed conflict of interest has excluded a Board Member and a simple majority is not achieved then the Executive Chair shall cast the deciding vote. Where the Executive Chair is excluded through conflict of interest, then the Chairman shall have this power.

27. The Board may make rules and procedures governing the conduct of PSCAI Members and these shall be contained in Board Folders and available to Members on request.

Officers of the Board

28. **The Director of PSCAI, as Executive Chair of the Board.** The Director as Executive Chair is responsible for the conduct of PSCAI Board and General Meetings

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and out of session business to ensure informed decision making on matters of PSCAI governance and strategic direction.

29. At the first meeting of an elected Board, internal elections are to occur as set in Board Rules and Procedures to elect the following Officers of the Board:

- a. **The Chairman.** This officer is responsible for:
 - (1) To be the guardian of the interests of the Members by ensuring that the PSCAI pursues its agreed objectives.
 - (2) Reporting Board actions at the PSCAI Plenary.
 - (3) Receive and, through the Board, address any complaints against the Director.
 - (4) Selection of the Director and Deputy Director PSCAI. For selection of the Deputy Director, the Director must also be directly involved in the process.
- b. **The Vice Chairman.** This officer is responsible for assisting the Chairman in his duties.
- c. **The PSCAI Secretary.** This officer is responsible for taking and preparation of minutes for the PSCAI Board meetings. The Secretary will be assisted by the Deputy Director of PSCAI in this duty.
- d. **The PSCAI Treasurer.** This officer is responsible for:
 - (1) Present Monthly Financial Reports at PSCAI Board Meetings
 - (2) Present Bi-annual Balance sheets for PSCAI Bi-annual General Meetings. This shall include facilitating the audited account for the report at the end of the Membership Year.
 - (3) Present the budget for the May PSCAI Board meeting.
 - (4) Conduct monthly cash account reconciliations.
 - (5) The Treasurer will be assisted by the Deputy Director of PSCAI in these duties.

Committees, project groups and panels

30. The Board may establish and maintain sub-committees and project groups, and may delegate matters to them.

Annual Report and Accounts

31. The Board shall cause the appropriate accounts to be maintained.

32. Auditors to the association shall be appointed annually at a general meeting of Members.

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33. The Board will cause an annual report and audited accounts to be prepared and sent to Members within three months of the end of the financial year.

34. The Members may question the Board on the contents of the annual report and accounts at the AGM.

Section Six: PSCAI Secretariat

35. **General.** The PSCAI shall contract a full time secretariat of two people to conduct the business of the PSCAI, being the Director and Deputy Director of PSCAI.

Director PSCAI

36. The Board shall contract a Director PSCAI who shall be responsible to the Board for the duties contained within the PSCAI Director Job Description and summarized as:

- a. To lead the PSCAI, to be the principal policy adviser to the PSCAI and to be responsible for ensuring that the whole of the PSCAI policy work is carried out efficiently and effectively.
- b. To be the PSCAI's principal spokesman with general responsibility for the efficient exercising of the PSCAI's representational work.
- c. To ensure that the PSCAI provides a high quality and cost effective service to its Members; to attract new Members and retain the support of existing Members.
- d. To be responsible for the internal administration of the PSCAI.

Deputy Director PSCAI

37. The Board shall contract a Deputy Director who shall be responsible to the Director for:

- a. Assisting the Director in the conduct of his duties, including acting as Director during his absence from Iraq.
- b. Assisting the Secretary and Treasurer in the conduct of their duties.

PSCAI Employment Conditions.

38. The Board shall set the employment conditions for the Director and Deputy Director. These shall be set commensurate with PSC Member senior management.

Section Seven: Miscellaneous

Revision of the Charter

39. The Charter shall be reviewed on a need basis with the maximum period between reviews being one year.

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40. This Charter may be amended by the PSCAI Board provided that any changes are passed by simple majority.

41. This clause does not exclude the Board exercising the right to require any changes to the charter to be passed by Extra Ordinary General Meeting.

Winding up of the Association

42. The association may be wound up or merged by resolution of a General Meeting.

43. Such resolution may specify how the assets of the PSCAI shall be used.

44. Should no such meeting be possible owing to the security situation, then the Director and Deputy Director have 30 days to ensure:

- a. All debtors are paid and remaining funds dispersed across existing Members.
- b. All accounts are closed.
- c. All records are placed on CD and forward to existing Members.

Section Eight: Liability

45. The PSCAI is in no way Liable for the actions of PSC Members in the conduct of security delivery.

46. PSCAI Members are in no way liable for actions of PSCAI Secretariat outside the functions of PSCAI.

Section Nine: PSCAI Code of Conduct

47. The PSCAI maintains an active interest in the conduct and behavior of all PSCs and fundamentally recognizes that its Members must operate within the Law of Iraq.

48. The Members of the PSCAI:

- a. will attempt to further the aims and objectives of the democratically elected Government of Iraq and contributing nations in the reconstruction of Iraq and the improvement of quality of life of the Iraqi people; and
- b. recognize that their role is primarily one of deterrence and that within the parameters of the Laws of Iraq no PSC or PSC employee may conduct law enforcement functions; and
- c. recognize Iraqi law enforcement officials and their need to conduct enforce security within Iraq; and

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- d. will through their best efforts endeavor to engender the good will and foster good relationships within the Iraqi community by the promotion of acceptable practices based on the fundamental respect for the rights and dignity of the Iraqi people; and
- e. will insist upon behaviors consistent with norms and conventions of the international community; and
- f. will comply with the Rules for the Use of Force as defined within the Laws of Iraq and Laws of Armed Conflict, ensuring all security staff are trained in these regulations;
- g. will comply with the ROC/ LMCC coordination measures, use of transponders and reporting of incidents; and
- h. recognize a duty to care for their employees and contractors.

Signed at Baghdad,

Johann Jones
Director
PSCAI

James Withington
Chairman
PSCAI

September 2006