



Association of Corporate Investigators

Constitution of the Association of Corporate Investigators

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002	November 2020	Membership Launch	ExCo

Constitution of the Association of Corporate Investigators

Purpose

The Association of Corporate Investigators (“ACi”) is a non-profit association championing the role of corporate investigators. The ACi envisages provisioning members with a variety of benefits, which will be progressively offered as part of its proposed membership structure. These include but are not limited to:

- Independent professional body and industry voice
- Continued development of the corporate investigation profession
- Creating networking opportunities amongst members
- Programme framework and benchmarking data for in-house investigation teams
- Sharing of career opportunities and jobs forum
- Organising professional events
- Publications and knowledge bank
- Corporate investigations code of ethical conduct for ACi members
- Training and accreditation for the profession of corporate investigation

Vision

The ACi’s vision is that corporate investigations is universally recognised as an accredited profession and that the ACi is a key enabler for continued personal development and operational investigative excellence

Mission

- Promote the highest ethical standards, including an ACi members code of ethical conduct
- Support the professional development of members, including accredited qualifications, training, cross-industry insights on corporate investigations programmes and access to a knowledge resource centre
- The ACi will develop a detailed accreditation programme that will enable ACi members to certify with a professional investigation standard
- Bring together the corporate investigations community to share best practice
- Actively promote diversity and inclusion across the corporate investigation community

Constitution

- The ACi will be a non-partisan, non-profit organisation made up of corporate practitioners in investigations who are drawn from a wide range of industry sectors
- The ACi will be governed by an Executive Committee (“ExCo”) comprising the following roles:

- Chief Executive Officer (CEO)
 - Chief Operating Officer (COO)
 - Chief Financial Officer (CFO)
 - Association General Counsel (GC)
 - Chief Administration Officer (CAO)
 - Chief Technology Officer (CTO)
 - Chief Education & Training Officer (CETO)
 - Association Secretary
 - Regional Heads for North America and Canada ("NA"), Europe, Middle East & Africa ("EMEA"), Asia Pacific ("ASPAC") and Latin America ("LATAM")
- Any application to the ACi ExCo will be by written nomination only and will be a matter for consideration and approval by all current ACi ExCo members (see Annex A for application process)
 - The ExCo will meet weekly by conference call and will meet twice a year face-to-face or via video conference
 - External parties i.e. members of the ACi Advisory Panel may be invited to a meeting(s) where they have specific expertise to contribute to the ACi. An invitation will only be issued in agreement with the ExCo.
 - The ACi has the ambition of a regional set up in NA/EMEA/ASPAC/LATAM. Each region has a Head of Region (who is also an appointed member of the ACi ExCo)
 - The Regional Heads will provide strategic oversight, guidance, support and governance to the ACi's active regions and to its global body
 - The ACi will seek to organise events every year to bring members together for networking purposes and provide input and guidance to the development of the corporate investigation profession.

ACi Membership

Definition membership - attributed the rights of being a member of ACi, either individually or collectively. ACi membership requires a fee to join or participate. acceptance into ACi. Members are entitled to special privileges or benefits.

- The ACi ExCo has agreed membership benefits which are published on the ACi website.
- The ACi can, by ExCo agreement, adjust its membership fees.

Criteria for ExCo membership:

Membership of the ExCo normally means personal representation of a Corporate organisation. Both the organisation and the individual are, therefore, factors in consideration of applications for membership. Similarly, when a current member leaves or retires from such organisation their continued membership to the ExCo will be allowed subject to agreement by the other ExCo members.

Criteria for ExCo decisions:

ACi decisions that require an ExCo vote will be decided by a quorum vote of no less than 60% of active ExCo members including at minimum the ACi's CEO or COO. In case of inability to vote any ExCo member may proxy their vote to the ACi's CEO or COO.

A unanimous vote for ExCo decisions are required for:

- ACi ExCo policy amendments including changes to the ACi constitution
- Appointment of new ExCO members

Organisational criteria

Under the current constitution, ExCo membership is only open to corporate investigations professionals currently employed in the corporate sector. This does not preclude representation / presentation from the public / private / commercial / consultancy sectors at the invitation of the ExCo members as a whole for specific purposes as may be agreed by the ExCo.

Personal Criteria

- Professional role / background:

The primary consideration for ExCo membership is the potential for the applicant to contribute to the ACi by virtue of currently holding a senior management position and / or possessing specialist subject matter expertise in investigations. Key considerations are the credibility, knowledge, expertise or influence that the candidate would bring and whether this is already represented in the ACi ExCo.

- Commitment:

Applicants must undertake to attend ACi ExCo meetings/calls regularly, contribute actively and comply with the ACi's constitution, processes and policies.

- Confidentiality:

The Chatham House Rule will apply in respect of meetings/calls, and in all other interactions with members and the ACi.

- Personal integrity & behavior:

The general behaviour and demeanour of ACi ExCo members must not adversely affect individual or collective relationships in the ACi ExCo. The likelihood of misuse of membership of the ACi ExCo for personal advantage is specifically excluded

In case personal circumstances (whether professional or private) of an ACi ExCo member may adversely impact the ACi, it is requested that such circumstances would be disclosed within a reasonable time to either all ExCo members, or in case of high sensitivity, at minimum to the ACi's CEO. The ACi may then propose appropriate action, if possible in cooperation with the ACi member whose circumstances may cause said impact.

In case an ACi ExCo member conducts themselves in a manner which is injurious to their character and interest and standing and/or reputation of the ACi. Any member deemed to have acted in such a manner may be subject to suspension or exclusion from the ACi's ExCo. (see Annex A for application process)

- **Respect:**

Respect the values, customs and beliefs of all members and those with whom the ACi ExCo has dealings. Actively promote diversity and inclusion across the corporate investigation's community.

ACi Finance:

The ACi's Chief Financial Officer will be directly responsible and take special care to properly manage the Association's finances and bank account(s). At any given time can any ACi ExCo member request to review the ACi's financial standing and bank account statements.

No other ACi ExCo member may individually handle any of the Association's financials without prior approval and delegation by the ACi's Chief Financial Officer together with the Chief Operating Officer.

All ACi financial decisions must be approved via four-eye-principle and by signature of two ExCo members. Further details on ACi financial processes are covered in the ACi's financial policy.

Opening of accounts and other financial facilities is approved by the ACi ExCo members. This can be executed to run BAU operations as well as to support events or activities organized by the ACi. The ACi ExCo approve the opening of the accounts and financial facilities in the accordance with the mandates required by the financial institutions and organisations.

The ACi's accounts shall have the possibility to be audited by an external independent auditor at the request of any of the ACi's ExCo members but after agreed quorum vote by the ExCo;

The appointment of the external auditor shall happen via a tender process with at least three quotes to achieve best pricing and reasonable costing for the ACi

Amendments to the constitution

Amendments to the ACi constitution will be done through agreement by a unanimous ExCo vote including the CEO, COO and GC.

The ACi constitution can be revised by the ExCo when necessary and by unanimous vote.

Dissolution of the Association

The ACi may cease to operate and dissolve by majority vote of the ACi ExCo. All ExCo members shall support the process of closing down their area of responsibility under the ACi's existence. The ACi's accounts shall be closed within 3 months of the decision to dissolve and the ACi members shall be informed in writing by signature of the ACi's ExCo CEO and CFO.

Any applicable laws pertaining to dissolution of the Association shall be followed.

ANNEX A

GUIDANCE TO APPLICANTS FOR THE ACI'S EXECUTIVE COMMITTEE

Application Process

Any application to the ACi ExCo will be by written nomination only and will be a matter for consideration and approval by all current ACi ExCo members.

Stage 1: Nominations may be proposed by any ACi ExCo member. The application will be shared with all current ACi ExCo members and must be accompanied by a CV and a sponsor commentary and must include the applicant's ability to meet the ExCo's membership criteria.

Stage 2: The written application must be put to all ExCo members. Every effort will be made to achieve full agreement of all ExCo members to the admission of a new ExCo member on the understanding that no 1 individual member has the power to veto.

SUSPENSION OR DISMISSAL FROM THE ACI'S EXECUTIVE COMMITTEE

Vote of no confidence

Under such circumstance a vote is given in which one or more members of the ACi ExCo indicate that they do not support the continued membership to the ACi ExCo of one of its current members.

A vote of no confidence shall be brought to the ACi CEO who will address the issue in a confidential manner with the other ExCo members in order to seek agreement on either the

potential dismissal of the respective member of the ExCo or a proposed a remediation effort to mend the no confidence vote.

If consensus cannot be reached a final veto right is reserved for the ACi's CEO.

Suspension from the ACi ExCo

In case personal circumstances (whether professional or private) of an ACi ExCO member may potentially adversely impact the ACi, it can be decided by the ACi ExCo members that the respective member should temporarily be suspended from their position as a member of the ACi ExCo or be asked to temporarily not act on behalf of the ACi. Eventhough the ACi acts upon the presumption of innocence a precautionary decision on suspension may be taken prior to a clear and confirmed outcome of a situation. A suspension or cease to act request shall be confirmed in writing.

An act of suspension should either result in full re-instatement of the suspended ExCo member or into dismissal of their position as a member of the ACi ExCo. This shall happen in a reasonable timeframe but should take no longer than 3 months.

Dismissal from the ACi ExCo

An ACi ExCO member can be dismissed from their function as an ExCo member when circumstances require such steps. This may be related to personal behavior, professional circumstances, a vote of no confidence within the ExCo or other situations that reflect exceptional circumstances to merit such a dismissal. The main reasoning being that not dismissing the respective ExCo member may result in a negative impact on the ACi's standing, reputation, functionality or financial position. Such dismissal shall be confirmed in writing.

An ACi ExCo member may also offer to resign (verbally or in writing) from their position from the ExCO. This resignation may be verbally accepted by the ACI's CEO but shall be confirmed in writing.

