

# EUROPEAN CYBERSECURITY ORGANISATION (EC SO) - STATUTES

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## English version of the Statutes

### **« EC SO », non-profit association (ASBL) located at rue Montoyer 10, Brussels 1000, Belgium**

#### SECTION I: LEGAL STATUS/NAME/OFFICE/DURATION/OBJECTIVES/ CONDUCT

##### 1. LEGAL STATUS, NAME AND HEAD OFFICE

- 1.1. The Association is incorporated as a non-profit association (ASBL - *Association Sans But Lucratif*, meaning “non-profit association”).
- 1.2. It is named “European Cyber Security Organisation” and may use the abbreviation “EC SO” (hereafter ‘the Association’).
- 1.3. The registered office of the Association is located at rue Montoyer 10, Brussels 1000, Belgium. This registered office can be transferred to any other address in Belgium following a corresponding decision of the Board of Directors. The address change shall be published in the annexes of the *Moniteur Belge* and submitted to the registered file at the competent commercial court within a month from the date of the decision.

##### 2. DURATION

The Association is incorporated for an indefinite duration.

##### 3. OBJECTIVE AND ACTIVITIES

- 3.1. The general objective of the Association (hereafter the “Objective”) is to support all types of initiatives or projects that aim to develop, promote, encourage European cybersecurity.  
This objective is always pursued in a non-profit aim.
- 3.2. The Association shall carry out acts, take steps and commit to all activities that are deemed appropriate or useful in view of achieving its Objective. This is to include, among others:
  - (a) collaborating with the European Commission and EC SO Countries (as defined in Article 5.1) in order to establish a European Cyber Security (ECS) contractual Public-Private Partnership (cPPP) which will support and promote Research and Innovation (R&I) in cybersecurity; it should also support the development of the European cybersecurity market and the security of the Information and Communication Technologies (ICT);
  - (b) proposing priorities for development of European cybersecurity solutions and services and support their implementation within the H2020 programme (and beyond), taking into account the demand side and the constraints from the public administrations;
  - (c) proposing in cooperation with the Commission, a Strategic Research and Innovation Agenda (SRIA) and a Multiannual Roadmap with its regular updates, supporting and

monitoring their implementation and the progression of the cPPP objectives, joining the European Commission in the cPPP Partnership Board;

- (d) fostering competitiveness and growth of the European cybersecurity industry (large companies and SME) as well as end users / operators through innovative cybersecurity technologies, applications, services, solutions;
- (e) promoting and assisting the definition and implementation of elements of a European cybersecurity industrial policy and promoting the use of European cybersecurity solutions and secure and trustworthy European ICT solutions and services for the development of a secure and trusted European Digital Single Market;
- (f) supporting the development and the interests of the whole cybersecurity and ICT security ecosystem (including education, training awareness, etc.);
- (g) supporting the widest and best market uptake of European innovative cybersecurity technologies and services for professional and private use;
- (h) fostering market development and investments, among other in demonstration projects and pilots to facilitate bringing innovation to cybersecurity market.

#### 4. ETHICAL CONDUCT

- 4.1. Each Member of the Association is committed to integrity and to respect the confidentiality of the Associations' internal documents marked as confidential.
- 4.2. Each Member shall maintain and enforce its adherence to lawful business practice and shall act in good faith and transparently with respect to other Members.
- 4.3. The Association and its Members shall operate in full compliance with European Competition and Antitrust Law. Compliance with these rules is mandatory for everybody who participates in the Association's activities and finally serves as protection for the Association and its Members.
- 4.4. The Members shall respect all ethics rules demanded by the European Union when a Member obtains a grant from the European Commission or one of its executive agencies.

### SECTION II: MEMBERSHIP

#### 5. GENERAL PROVISIONS FOR MEMBERSHIP

##### 5.1. General provisions

5.1.1. For the purpose of these Statutes, an ECSO Country is defined as:

- (a) a Member State of the European Union (a Member State) or an EEA / EFTA country,
- (b) a country associated to Horizon 2020 or its future evolutions as defined in the Bylaws

5.1.2. To be admitted as a Member, the party should be:

- (a) a legal entity established at least in one ECSO Country,
- (b) a physical person (a civil servant) on behalf of national Public Authorities from an ECSO Country.

Detailed criteria for ECSO Membership are defined in the Article 3 of the ECSO Bylaws.

##### 5.2. Initial members

ECSO is composed of minimum three (3) members.

The Initial members of ECSO are the following:

- European Organisation for Security
  - o Legal Entity: European Organisation for Security (EOS), an SCRL under Belgian law registered at the number 0890768618, having its Headquarters in rue Montoyer 10 B-1000, Belgium
- Alliance pour la Confiance Numérique
  - o Legal Entity: Alliance pour la Confiance Numérique (ACN), an “Association loi 1901” under French law registered under the number (Identifiant SIREN) 797 543 550, having its Headquarters in 11-17, rue de l’Amiral Hamelin, PARIS 16ème, France.
- TELETRUST - IT Security Association Germany
  - o Legal Entity: TeleTrusT – IT Security Association Germany, an association under German law registered under the number VR 28458 B, having its Headquarters in Chausseestrasse 17, 10115 Berlin, GERMANY.
- GUARDTIME Netherlands B.V.
  - o Legal Entity: Guardtime Netherlands B.V., a Dutch company registered under the number (KvK-nummer) 62726552, having its Headquarters in Prins Bernhardplein 200, 1097JB Amsterdam, THE NETHERLANDS, acting for the Estonian Association of ICT.

### 5.3. Rights and obligations of Members

#### 5.3.1. Rights of ECSO Members:

- (a) attending the meetings of the General Assembly;
- (b) voting at the General Assembly;
- (c) calling for an Extraordinary General Assembly;
- (d) participating in the activities of the Association, including the Working Groups and the Task Forces, provided exceptions given in Article 9 of the Bylaws;
- (e) presenting in person their defence before the General Assembly before exclusion from Membership;
- (f) resigning from the Association after having notified this decision to the Secretary General of the Association by email or letter;
- (g) be eligible to the Board of Directors, the Partnership Board and to specific ECSO Steering Committees according to criteria stated in Article 10, 11 and 14 and the provisions provided for in the Bylaws.

#### 5.3.2. Obligations of the Members:

- (a) comply at any time with the Statutes, the Bylaws (Internal Governance Rules) and with all decisions of the Board of Directors;
- (b) to pay an annual financial contribution: the “Membership fees”;
- (c) actively participate in ECSO activities;
- (d) notify the Secretary General of substantial changes regarding the status or category of the Member, in particular changes that cause the Member to not comply with the Membership criteria as defined in the Bylaws;
- (e) cooperate for the achievements of KPIs (Key Performance Indicators - as described in the Industry Proposal of the cPPP) and the macro-economic study on the impact of the cPPP providing, in confidence, relevant information - where necessary, in the form of estimates - to the organisation conducting the study.

## 6. APPLICATION FOR MEMBERSHIP

- 6.1. Applications for Membership shall be addressed in writing to the Secretary General which will transfer the request to the Board of Directors who will review the criteria set out in Article 3 of the Bylaws and accept or not the Membership request.
- 6.2. All applicants that want to become a Member of the Association have to apply for Membership, based on principles of transparency and non-discrimination.
- 6.3. The Board of Directors has the power to accept or refuse an application for Membership from any applicants based on the general provisions for Membership and the detailed criteria set out in Article 3 of the Bylaws, while taking into account the Objective of the Association.
- 6.4. Due to the relatively long period between Boards of Directors meetings, applicants may also be admitted as new Members on a provisional basis by review of Membership criteria by the Chairperson of the Board, the Vice Chairs and the Secretary General. Such provisional admittance needs to be endorsed by the following Board of Directors, failure of which the application and the provisional admittance become null and void. Before formal endorsement by the Board of Directors, applicants will have no power of vote in the Associations bodies.

## 7. TERMINATION OF MEMBERSHIP

- 7.1. Membership can be terminated by resignation, by exclusion or by the liquidation of the Member. In case of merging of two Members, the legal entity resulting from the merging will remain as Member and the other(s) will terminate their Membership.
- 7.2. In case a non Member gets the control of an ECSO Member, the affiliation of that Member to ECSO shall be rediscussed at the following Board meeting. In any case the purchasing body is not a Member of ECSO but should make formal request for Membership according to the procedure set out in article 6.
- 7.3. Resignation from Membership must be notified to the Secretary General.
- 7.4. Members have to submit their resignation by email or letter three (3) months before the end of the financial year at the latest. Termination takes place at the end of the financial year. If the demand for resignation is not submitted three months before the end of the financial year, the requested resignation enters into force only at the end of the following financial year and the full annual Membership fees for the following financial year shall be due.
- 7.5. The General Assembly may suspend or terminate the Membership of one of its Member (with exception of Members from the public sector):
  - (a) for breach of the Statutes, the Bylaws, or of a resolution of the General Assembly or of the Board of Directors;
  - (b) for not complying any longer with Article 5.1;
  - (c) for acting in a manner injurious to the reputation of the Association or against its interests or the interest of its Members;
  - (d) for default on payment of the Membership fees after an official reminder has remained unremedied for more than sixty (60) calendar days; and
  - (e) for any other reason deemed justified by the General Assembly.
- 7.6. The Member who sees its Membership terminated by resignation, exclusion, liquidation or merger has no right whatsoever to the assets of the Association or to the Membership fees and other contributions already paid.

## 8. FINANCIAL CONTRIBUTION

- 8.1. The Association shall be a self-financed and independent organisation supported through Membership fees, subscriptions, grants, contracts, donations and testamentary provisions and any transfer not prohibited by law.
- 8.2. In order to pursue the Objective and to carry out the activities of the Association the Members may be required to pay Membership fees as required within Article 5.3.2 (b). The amount of these fees will depend on the category of Membership.
- 8.3. The Board of Directors will determine each financial year the Membership fees as well as the payment terms thereof for each of the Membership categories (c.f. Bylaws Article 4).
- 8.4. The fees will not exceed for each category the following scheme :

<b>Category of ECSO Members</b>	<b>Initial expected annual fees €</b>	<b>Maximum annual fees €</b>
Large providers of cybersecurity solutions and Operators providing cybersecurity services with a turnover > €1 bln	12000	15000
Operators providing cybersecurity services with a turnover < €1 bln	6000	7500
SMEs* Solutions and Services Supply - medium sized	4000	5000
SMEs* Solutions and Services Supply - small sized	2000	2500
SMEs* Solutions and Services Supply - micro sized	1000	1250
Research organisations with 250 employees or more	6000	7500
Universities, Research organisations and with less than 250 employees and more than 50 employees	2000	2500
Research organisations with less than 50 employees	1000	1250
EU and National / Local Associations / Organisations / Clusters (organisation budget > €1 mln)	6000	7500
EU and National / Local Associations / Organisations / Clusters (organisation budget > €500k and < €1 mln)	4000	5000
EU and National / Local Associations / Organisations / Clusters (organisation budget < €500k)	2000	2500
Users / Operators (not providers of cybersecurity services) with 250 employees or more	2000	2500
Users / Operators (not providers of cybersecurity services) with less 250 employees	1000	1250
National Public Administrations (countries with annual GDP > €400b or annual pro-capita GDP > 30000€)	4000	5000
National Public Administrations / "other" countries with lower GDP or pro capita GDP / Regions	2000	2500

- 8.5. No Member shall have an obligation to provide any other financial support to the Association in addition to its regular Membership fees.

## SECTION III: ORGANISATION OF THE ASSOCIATION

### 9. ORGANISATION STRUCTURE

- 9.1. The Association's governance is ensured by the following bodies:
  - (a) General Assembly,
  - (b) Board of Directors.
- 9.2. The Association's management is supported by the following specific Committees:
  - (a) Coordination & Strategy Committee, including the Scientific & Technology Committee,
  - (b) Financial Committee,
  - (c) National Public Authorities representatives Committee.
- 9.3. The Association's activity is supported by the following bodies:
  - (a) Working Groups and Task Forces,
  - (b) Secretariat.

### 10. GENERAL ASSEMBLY

- 10.1. Composition
  - 10.1.1. The General Assembly is composed of the Members of the Association having right to vote. External experts may be invited, to provide advice, by the Chairperson of the Board of Directors.
- 10.2. Organisation of the General Assembly
  - 10.2.1. The Annual General Assembly of the Association shall be convened each year, the 3<sup>rd</sup> Wednesday of June at 10 a.m. at the place set by its Chairperson, the Vice Chairs or a named substitute. A convening notice with an agenda, any documents to be considered, and indicating the venue, via letter or electronic mail, shall be sent to the Members at least twenty (20) days before the date fixed for the meeting. Request for additional points to the agenda to the standing points presented in Article 10.3.1. can be proposed by any Member to the Chairperson at least thirty (30) days before the date of the Assembly.
  - 10.2.2. An Extraordinary General Assembly shall be convened whenever the Board of Directors judges it necessary or when at least one third (1/3) of the Members inform both the Chairperson of the Board of Directors and the Secretary General that they would like to organise an Extraordinary General Assembly. A convening notice with an agenda, any documents to be considered and indicating the venue, via letter or electronic mail, shall be sent to the Members at least twenty (20) days before the date fixed for the meeting.
  - 10.2.3. Annual General Assembly or Extraordinary General Assembly meetings can be held in physical form, or via electronic means of communication (e.g., audio-/video-conference) or by way of written procedure (e.g., regular letter or e-mail), provided that the form of the meeting is so announced in the notice calling for the meeting.
  - 10.2.4. Each Member has one (1) vote, including the Group Nominee (Article 19.2). Members are entitled to exercise their voting rights by proxy (number of proxies limited to three (3) for each Member). The Chairperson running the General Assembly has a casting vote in case of equality of votes.

### 10.3. Competence

- 10.3.1. Standing points of the agenda for the Annual General Assembly shall be:
- (a) Reading of the annual management report.
  - (b) Approval of the financial statements for the previous financial year.
  - (c) Decisions concerning results of the previous financial year.
  - (d) Official discharge of the Directors from all personal responsibility deriving from the exercise of their mandates for the previous financial year.
  - (e) Resignations/nominations/re-nominations of Directors of the Board of Directors (subject to the provisions of these Article 11).
  - (f) Resignations/nominations/re-nominations of the Association's representatives to the Partnership Board (subject to the provisions of Article 15).
  - (g) Suspension and termination of Membership (Article 7).
- 10.3.2. Each category of Members (as defined in Article 3 of the Bylaws) will appoint at the General Assembly the representatives of their own category at the Board of Directors and at the Partnership Board, according to the limitations given in Article 5 and 11 of the Bylaws.

### 10.4. Quorum and Adoption of Resolutions

- 10.4.1. No business shall be transacted at any General Assembly unless a valid quorum is present.
- 10.4.2. Any Member who has not duly paid its annual Membership fees at the time of the General Assembly shall not have the right to vote at that General Assembly.
- 10.4.3. Any Member that is the subject to a resolution of the General Assembly to terminate its Membership of the Association shall not have the right to vote on that resolution at that General Assembly.
- 10.4.4. The Annual General Assembly and the Extraordinary General Assembly shall strive to adopt its resolutions by unanimous consensus of the present Members.
- 10.4.5. If a unanimous consensus has not been reached and a vote proves necessary, the resolution shall be adopted if it receives a:
- (a) For ordinary resolutions:
    - i. Quorum: one third (1/3) of Members present or represented;
    - ii. Majority: simple majority (more than 50%) of votes of Members present or represented by proxy.
  - (b) For special resolutions:
    - i. Quorum: two third (2/3) of Members;
    - ii. Majority for modification of the Statutes: two thirds (2/3) of Members present or represented by proxy;
    - iii. Majority for modification of the Objective of ECSO: four fifths (4/5) of Members present or represented by proxy.

If the quorum is not attained by the Members present or represented at the General Assembly, a second General Assembly may be called. Notwithstanding Article 10.4.1., it will be allowed to validly deliberate no matter how many Members are present or

represented and adopt the resolutions according to the majority threshold prescribed here above. The second General Assembly may not take place less than fifteen (15) days after the first one.

10.4.6. A resolution put to the vote of an Annual General Assembly or at the Extraordinary General Assembly shall generally be adopted by show of hands. Nevertheless, in case it is requested by a Member, a vote via secret ballot shall be allowed by the Chairperson of the Annual General Assembly or the Extraordinary General Assembly. Votes for resolutions at a General Assembly from Members entitled to vote, may take the form of a letter or email.

10.4.7. The Annual General Assembly or the Extraordinary General Assembly resolves only on the points in the agenda.

#### 10.5. Chairperson

At all meetings of the Annual General Assembly or the Extraordinary General Assembly, the Chairperson of the Board (or, in his absence, a Vice-Chair or a named substitute) acts as Chairperson of the Annual General Assembly or the Extraordinary General Assembly.

#### 10.6. Minutes

The minutes of the Annual General Assembly or the Extraordinary General Assembly are established under the supervision of the Secretary General and are signed by the Chairperson. They shall be circulated to all Members within one (1) month for any possible change made by the Member present or represented at the General Assembly. This procedure can be repeated until no changes are requested, within a limit of two (2) months after the end of the General Assembly. After this period, the minutes are considered approved.

#### 10.7. Publicity

All decisions concerning the Statutes and their modifications, the nomination or the termination of directors' mandates/ECSO representative/day-to-day management mandates, the nomination of a liquidator and the liquidation of the Association must be filed in the Registry of the competent Commercial Court, and published in the Annexes of the Belgian Official Gazette.

## 11. BOARD OF DIRECTORS

### 11.1. Composition and designation

The Association is managed by the Board of Directors (the "Board"), its members are the Directors (i.e. legal entities or Public Authorities) elected by the Annual General Assembly. The Annual General Assembly is competent to appoint as Director a candidate that is presented by a category of Members.

The applicable procedure for each category of Members to choose its candidates is defined in Article 5 of the Bylaws.

11.1.1. The position of Director is not remunerated.

11.1.2. To the extent possible, the composition of the Board of Directors shall be such that the different categories of Members are adequately represented. The composition and operational functioning details of the Board of Directors are further detailed in Article 5 of the Bylaws.

11.1.3. The mandate of Director terminates in case of decease, resignation, civil incapacity or placement under temporary judicial supervision, dismissal or expiry of their mandate. The mandate could also terminate, in agreement with Article 7.2, in case of majority



purchase (more than 50% of the shares) of a Member from a non Member body, in case the Board will refuse the extension of Membership to the new entity.

In case of resignation, the resigning Director stays on until the General Assembly had reasonable time to replace it.

Directors can be dismissed at any time by the General Assembly.

In case of premature vacancy of a mandate, the Board of Directors may temporary designate a replacement who continues the mandate of its predecessor. The nomination of that Director is subject to the next General Assembly.

- 11.1.4. All documents concerning the appointment and dismissal of Directors, drafted in accordance with the law, are filed in the Registry of the competent Commercial Court, and published in the Annexes of the Belgian Official Gazette.

## 11.2. First Directors

- 11.2.1. Following incorporation of the Association, the Members shall hold a General Assembly to appoint the first members of the Board (the “First Directors”).

After the incorporation, a future General Assembly can also appoint new First Directors.

- 11.2.2. For the period of three (3) years from the date of incorporation of the Association, the General Assembly - whether by any Annual General Assembly or any Extraordinary General Assembly or otherwise - shall not have the power to remove the First Directors in their quality of Directors of the Board of Directors. A First Director shall vacate its office of Director only in case:

- (a) such Director becomes prohibited by law from being a Director; or,
- (b) such Director acts contrary to the Statute, Bylaws and/or against the interests of the Association and/or the interest of its Members; or
- (c) such Director resigns his office by notice to the Association.

- 11.2.3. Preference criteria that could be used for appointment of the First Directors are: contribution to set up the Objective of the Association; economic / political - geographical issues; key stakeholders (per product sector, per application, per country, etc.); commitment to the leverage factor, as presented in the cPPP Industry proposal.

- 11.2.4. The First Directors are appointed in order to provide initial stability and continuity of action to the Association in a maximum number defined in Article 5 of the Bylaws.

- 11.2.5. At the end of the period of three (3) years from the date of incorporation of the Association the First Directors become ordinary Directors of the Association and subject to the requirement to retire from office at the next Annual General Assembly. They may be re-elected.

- 11.3. The Directors representing the Public Authorities at national level can only belong to Member States of the European Union or an EEA / EFTA country. They are appointed according to own internal rules, by the National Public Authorities representatives Committee, as provided in Article 12.4.

- 11.4. The Directors not representing the Public Authorities at national level, are regularly appointed by the General Assembly:

- 11.4.1. For Large companies, SMEs, private Users / Operators, Regional / Local public administrations, Research Centers, Academies / Universities and Other (as defined in Article 3.4 of the Bylaws) according to the criteria defined in Article 5.3 of the Bylaws.
- 11.4.2. For National and European Organisations / Associations, SMEs Associations, Regional / Local Clusters, RTOs or Academies / University Associations (as defined in Article 3.4 of the Bylaws) according to the criteria defined in Article 5.4 of the Bylaws.
- 11.5. The Board of Directors shall meet at least three (3) times a year.
- 11.6. At every Annual General Assembly all Directors shall retire from office, except for the First Directors, subject to the provisions relating to the First Directors in Article 11.2.
- 11.7. The Directors are elected by the Annual General Assembly for a period of one (1) year, renewable, except for the First Directors, who are appointed for a period of three (3) years.
- 11.8. No Member shall be appointed at the Board of Directors and no member of the Board of Directors shall be entitled to vote at meetings of the Board of Directors, including the First Directors Members without payment of its annual Membership fees.
- 11.9. With exception of adoption, amendment or replacement of Bylaws (c.f. Article 11.11.6), o business shall be transacted at any meeting of the Board of Directors unless a valid quorum is present. Fifty percent (50%) of all Directors (who are eligible to attend and vote upon the business to be transacted) shall be a quorum. If the quorum is not reached, the Chairperson of the Board of Directors can adjourn the meeting to a new date.
- 11.10. Each Director has one (1) vote, including the Group Nominee (Article 19.2). Directors are entitled to exercise their voting rights by proxy granted to another Director (number of proxies limited to three (3) for each Director). The Chairperson running the Board of Directors has a casting vote in case of equality of votes.
- 11.11. Competence
  - 11.11.1. The Board of Directors shall have all powers not expressly reserved by law or (if applicable) by these Statutes to the General Assembly.
  - 11.11.2. The Board of Directors shall adopt the Bylaws of the ECSO that shall be binding for all Members as well as for the organs of ECSO listed in Article 9.
  - 11.11.3. The Board of Directors shall establish strategic guidelines, financial objectives and any other directives for the internal management of the Association. In particular, the Board of Directors shall:
    - (a) Elaborate political and strategic orientations for the participating cybersecurity industry and establish strategic guidelines for ECSO, steering the work of the Coordination and Strategy Committee;
    - (b) Elaborate recommendations to the European Commission and ECSO Countries on the cybersecurity industrial policy;
    - (c) Mandate the creation of Working Groups and / or Task Forces on key issues related to main cybersecurity challenges and steer their work.
  - 11.11.4. The following powers shall be those of the Board of Directors exclusively, and shall not belong to the General Assembly of the Members nor individually to the Secretary General (unless expressly stated herein to be “without prejudice” to the rights of others):
    - (a) Admission of new Members (subject to the provisions of Article 5) ;

- (b) All matters relating to the annual Membership fees, inter alia, the setting of fees and the application of any discount (for specific reasons justified by the Board of Directors);
  - (c) Appointment and removal of the Secretary General;
  - (d) Monitoring of financial issues: approval of annual business plans, work plans and budgets;
  - (e) Approve capital expenditure not expressly provided for in the annual budget;
  - (f) Sign contracts outside the ordinary course of business (or in which one of the Members is also a party);
  - (g) Main recommendations and policy statements of significant importance for the Board of Directors made in the name of the Association;
  - (h) The power to adopt and / or amend and / or replace any Bylaws, subject to Article 11.11.6.
- 11.11.5. Each Director of the Board of Directors shall have the right to access all records (inter alia, registers, inventories) and accounts of the Association, to require that all assets of the Association be demonstratively proven, and to access all premises and buildings used by the Association.
- 11.11.6. The Board of Directors may adopt, amend or replace any Bylaws but only if two-thirds (2/3) of those who are entitled to attend and to vote are present or represented and only then provided that two-thirds (2/3) of such Directors vote for the adoption, amendment or replacement and only then provided further that the proposed adoption, amendment, replacement has expressly been indicated in the notice calling the Board of Directors meeting.
- 11.11.7. The Board of Directors can consider the advice of the European Cybersecurity Council for taking main strategic decisions.
- 11.11.8. The Board of Directors keeps the register of members at the registered office.
- 11.12. Except when provided otherwise in the Statutes (Article 11.11.6., Article 14.7. and Article 20.2.), resolutions of the Board of Directors shall be taken by a simple majority (more than 50%) vote of Directors (eligible to attend and vote) who are present or represented. In the case of an equality of votes, the Chairperson of the Board of Directors shall be entitled to a casting vote in addition to any other vote he / she may have. Vote usually is casted by rise of hands, unless required differently by a Director. In that case, vote is casted by secret ballot, managed by the Secretary General, under the supervision of the Chairperson or the vice Chairs of the Board, or in case of conflict of interest, by any other member of the Board.
- 11.13. Directors of the Board of Directors may participate in a meeting of the Board of Directors via electronic means of communication (e.g. audio-/video-conference). Such meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairperson of the meeting is then present.
- 11.14. Any resolution of the Board of Directors may be adopted without holding a meeting, provided all of the Directors agree to this decision in mode, in conventional or electronic form. In this case, the request for an electronic vote for such Board resolution should be sent fourteen (14) calendar days in advance by the Secretary General to all the Directors.
- 11.15. Notwithstanding Article 11.10, resolutions can be adopted by the Board of Directors outside a formal meeting of the Board of Directors provided that all the Directors have been consulted and a group of Directors has been exceptionally mandated by the Board for taking such decision. A resolution approved by a simple majority (or such other majority as expressly stated in these

Articles) of such group Directors shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and held.

- 11.16. If agreed by the Chairperson of the Board and the Vice Chairs (if existing) a decision can be taken also by silent approval provided the information is sent to all Directors and a delay of two (2) weeks is given for their possible reaction. In case of negative feedback received (also by simple e-mail) larger than 1/3 of all Directors entitled to vote, the issue is reported for a formal explicit vote either by e-mail or at the following Board meeting. In any other case, the issue is approved and the decision will be proposed for ratification during the following Board meeting.
- 11.17. Resolutions and minutes of Meetings of the Board of Directors shall be distributed to all Directors within three (3) weeks after the meeting. If no changes are requested by the Directors present or represented at that meeting after one (1) month, the decision described in the minutes are considered as applicable. A suitable extract and report of decisions is then distributed to member organisations. The minutes are then formally endorsed by the following Board of Directors.
- 11.18. Chairperson of the ECSO Board
  - 11.18.1. The Board elects a Chairperson and one (1) or more Vice Chairs among its Board Representatives for the period of one (1) year, renewable.
  - 11.18.2. The Chairperson of the Board and the Vice Chairs are respectively the Chairperson and Vice Chair(s) of the General Assembly and lead the meetings of these bodies.
  - 11.18.3. The Chairperson of the Board can represent the Association vis-à-vis political institutions and other stakeholders at high level and on important occasions and important matters.
  - 11.18.4. The Chairperson of the Board is expected to be a highly respected member of the ECSO community. He/she is preferably an executive manager of a relevant ECSO Member.
  - 11.18.5. The Chairperson of the ECSO Board of Directors is the legal representative of the Association and provided prior approval of the Board, he/she may delegate its power to the Secretary General (c.f. Article 14).

## 12 ADVISORY AND STEERING COMMITTEES

### 12.1 Advisory and Steering Committees of the Association

The Board of Directors can establish other Steering Committees according to needs. From the beginning of the cPPP, the following Steering Committees shall be established by the Board:

- (a) Coordination & Strategy Committee, including the Scientific & Technology Committee,
- (b) Financial Committee,
- (c) National Public Authorities representatives Committee.

The operational details of the functioning of these Committees are further detailed in the Bylaws (Article 6, 7 and 8).

### 12.2 COORDINATION & STRATEGY COMMITTEE

#### 12.2.1 Composition

Its composition, described in Article 6 of the Bylaws, is updated every year, following elections at the Annual General Assembly.

### 12.2.2 Tasks

Its tasks are:

- (a) to review and discuss Working Groups' and Task Forces' suggestions and strategies, supervising their work;
- (b) to review and discuss overall main ECSO directions, policies and new activities related to European cybersecurity industry policy;
- (c) to review the suggestions from Working Groups' and Task Forces' on the SRIA;
- (d) to prepare the elements to be proposed at the Board of Directors for approval.

### 12.2.3 SCIENTIFIC & TECHNOLOGY COMMITTEE of the Coordination & Strategy Committee

A Scientific & Technology Committee is created as part of the Coordination & Strategy Committee and will report to this.

The Scientific & Technology Committee is composed in priority by representatives of the SRIA Working Group, with adequate balance between Research Centers, Academia, technology experts from the other ECSO Members, in particular from the other Working Groups. External experts may be invited, to provide advice, by the Chairperson of the Scientific & Technology Committee.

The role of the Scientific & Technology Committee is to review the scientific and technology R&I challenges raised in the different Working Groups and / or Task Forces, collecting them and linking R&I issues to industrial policy and market development within the objectives of the cPPP.

It should provide suggestions on R&I for the activities of the ECSO Working Groups (and in particular to the SRIA Working Group) and suggestions to the Coordination & Strategy Committee for priority actions.

It will prepare a global view of the R&I priorities and update of the Multiannual Roadmap to be discussed first at the ECSO Board of Directors and then at the Partnership Board.

It will review the comments made by the Programme Committees on the initial priority proposals and made an updated proposal.

## 12.3 FINANCIAL COMMITTEE

### 12.3.1 Composition

It is composed of (maximum of five) Directors (appointed by the Board of Directors) and the participation of the ECSO Secretary General.

### 12.3.2 Tasks

Its tasks are:

- (a) to review the status of the accepted budget;
- (b) to discuss the budget of the following year;
- (c) to review the Association's financial situation;
- (d) to review any other important financial and administrative issue linked to the Association's activities.

## 12.4 NATIONAL PUBLIC AUTHORITIES REPRESENTATIVES COMMITTEE

#### 12.4.1 Composition

Participants in the NAPAC can be representatives from ECSO Countries as defined in Article 5.1.1, provided the restrictions presented in article 8.3 of the Bylaws, having actively contributed and/or developed policies, regulations, programmes or defined priorities for projects to develop and deploy cybersecurity technologies and services. This general rule shall not preclude the special participation rules foreseen in Article 8.3 (b) of the Bylaws.

#### 12.4.2 Tasks

The aim of the NAPAC is to:

- (a) Participate in the discussions and activities of the ECSO Working Groups and Task Forces to bring a governmental perspective and operational needs from the public administrations;
- (b) Support the definition and implementation of the ECSO Strategic Research and Innovation Agenda and of the ECSO Multiannual Roadmap into the R&I Work Programme;
- (c) Exchange best practice and promote cybersecurity and national / regional research programmes
- (d) Provide opinion and advice: provide information and advice on a periodic, voluntary basis to the ECSO Working Groups on policies and programmes that are relevant to realising the goals and deliverables of ECSO.

### 13 WORKING GROUPS and TASK FORCES

- 13.1 The Board of Directors can establish Working Groups (standing bodies) and ad hoc Task Forces (shorter term bodies) to consider specific matters of common interest within the Objective of the Association, under the supervision of the Coordination & Strategy Committee.
- 13.2 The composition of these groups shall be decided by the Board of Directors. Their main objective shall be to elaborate recommendations submitted to the Board of Directors.
- 13.3 Working Groups should be involved in the preparation of the SRIA and the consequent Multiannual Roadmap, in preparation of the R&I priorities for the Work Programme.
- 13.4 The Board of Directors shall consider and approve mission statements and terms of references issued for each Working Group or ad hoc Task Force, following suggestion from the Coordination & Strategy Committee.
- 13.5 The operational details of the functioning of the Working Groups are further detailed in the Bylaws.

### 14 ECSO SECRETARIAT AND ECSO SECRETARY-GENERAL

- 14.1 A Secretariat is set up, with agreement of the Board of Directors, to support the activity of the ECSO and of the cPPP.
- 14.2 The Secretariat operates under the authority of the Secretary General and executes the day-to-day management of the Association.
- 14.3 The Association, managed by a Secretary General, follows the strategic guidelines and directives received from the Board of Directors and the Secretary General shall comply with any decisions taken by the Board of Directors and all directives issued by the Board of Directors.

- 14.4 For the accomplishments of its missions, the Secretary General reports directly to the Chairperson of the Board of Directors.
- 14.5 The Secretary General shall be appointed by the Board of Directors for a term of three years renewable.
- 14.6 If the Secretary General position is vacant – by virtue of resignation or any other reason – then the Board of Directors shall meet and shall appoint a new Secretary General for a term of three years and who thereafter may be eligible for re-appointment. Until such time when a new Secretary General replacement is able to resume his/her duties, the Chairperson of the Board or one of the Vice Chairs will assume the coordination of the execution of ECSO activities.
- 14.7 The Secretary General may be suspended or removed at any time by the Board of Directors acting with a majority of two thirds (2/3) of all Directors entitled to attend and vote.
- 14.8 The Secretary General shall be a natural person holding this position in his/her individual capacity. The Secretary General shall carry out his/her duties with ethic and impartiality.
- 14.9 Unless agreed differently by the Board of Directors, the position of Secretary General can be partially funded and expensed by the Association for the entire period the natural person will occupy the position.
- 14.10 Subject to these Statutes and the Bylaws, the Secretary General shall have all the power of daily management and administration of the Association excluding those tasks exclusively reserved to the General Assembly and / or the Board of Directors (unless expressly delegated by the Board of Directors for the implementation of tasks decided by the Board) by these Statutes or by the Bylaws.
- 14.11 The Association shall be validly represented by its Secretary General, irrespective of whether in or out of court, and in private or public deeds. The Chairperson of the Board of Directors can also represent the Association.
- 14.12 In the event the Secretary General is temporarily absent or temporarily unable to act, then the Board of Directors may appoint a substitute or substitutes for him / her, and the substitute so appointed shall be temporarily entrusted with the management of the Association.

## 15 ECSO REPRESENTATIVE AT THE PARTNERSHIP BOARD

The Partnership Board is not belonging to the Association but is closely linked to it.

The Partnership Board (PB) is the formal communication channel between the European Commission (the public side signing the cPPP) and the ECSO Association to discuss the Horizon 2020 Cybersecurity Work Programme, the implementation of the overall R&I program related topics. It prepares, in agreement with the Commission, any necessary updates of the Multiannual Roadmap and the monitoring of the cPPP commitments (KPIs).

### 15.1 Composition

15.1.1 The Partnership Board is composed of representatives from the European Commission and ECSO Members. The Partnership Board members from ECSO are composed of twenty (20) representatives (and ten (10) substitutes) from any Member of the Association, excluding national Public Authorities (with exception if they are considered as users / operators) as described in Article 11 of the Bylaws.

15.1.2 The Annual General Assembly nominates the Association members at the PB (APBs) with a procedure similar to the one used for the election of the Directors. They are elected for the duration of one year with a renewable mandate and should fairly represent by all Member categories in the Association, excluding national Public

Authorities (with exception if they are considered as users / operators). They are then endorsed by the Commission lead service, ensuring a proper representation of the wider community of stakeholders.

- 15.1.3 The APBs commit themselves to provide advice in their relevant fields of expertise to the best of their ability and in the best interest of community research.
- 15.1.4 The members from the European Commission at the PB are the representatives of the Commission services which provide financial support to the area under the cPPP, as identified in the Contractual Agreement (CA) between the Association and the European Commission.
- 15.1.5 The Commission will make publicly available, including on the Internet, the names of all the APBs, as well as any specific reports that they prepare and are deemed to be of public interest.

## **SECTION IV: OTHER CLAUSES**

### **16 ACCOUNTS, BUDGET, AND COST**

- 16.1 The financial year of the Association starts on 1 January and ends on 31 December of each year.  
However, the first financial year begins on the date of the incorporation of the Association and shall be closed on 31st December 2017.
- 16.2 At the end of each financial year, the Board of Directors draws up the balance sheet, the profit and loss-account and its annexes. These shall be submitted to the approval of the General Assembly.
- 16.3 Every Member, any of its representatives, any member of the Board of Directors, the Chairperson of the Board and the Vice Chairs shall bear all their own costs in connection with the performance of their activities for the benefit of the Association.

### **17 CHANGES TO THESE STATUTES**

- 17.1 The Board of Directors can suggest to the General Assembly modifications of the Statutes of the Association.
- 17.2 Any proposals for the modification of the Statutes must be brought to the attention of the Members of the Association at least four weeks prior to the date of the General Assembly that will resolve thereon.

### **18 DISSOLUTION AND LIABILITY OF MEMBERS**

- 18.1 In case of dissolution of the Association, the General Assembly establishes the method, designates the liquidator(s) and determines their fees.
- 18.2 The liquidator(s) shall distribute the net assets of the Association, if any, to a European non-profit organisation with similar or closely related objectives to that of the Association.
- 18.3 No Member of the Association shall be held liable for any commitments or contractual undertakings of the Association, or debts and liabilities of the Association prior to, during or after the dissolution procedure. The Directors of the Association are not liable if they have acted within their powers. Should the Board of Directors have exceeded their powers or neglected their obligations, they may be held personally liable.



## 19 GROUP VOTING RULES

Entitlement of Members of the same Group (regardless of the number of Members within the Group) to vote shall only be in accordance with the Group Voting Rule referred to in this Article. This rule applies to all the governance bodies.

- 19.1 “Group” means any other legal entity - whether or not that other legal entity is a Member or not – which has a direct or indirect holding of more than 50% of the issued share capital in any Member or has a direct or indirect holding of more than 50% of the voting rights in the general meetings of shareholders in any Member or has rights allowing the election of the majority of the Directors of the Board of Directors in any Member or any similar management body in respect of any Member, or, any other legal entity - whether or not that other legal entity is a Member or not – being a subsidiary of the Member and controlled, directly or indirectly, by that Member in the same manner; and terms Group, Members of a Group, Group of companies and Group company shall be construed accordingly.
- 19.2 “Group Nominee” means the nominated Member of other Members of the same Group of companies, nominated in accordance with Article 19.1.
- 19.3 Group Voting Rule:
- 19.3.1 Members of a Group shall notify in writing the Chairperson of the Board of Directors of the fact that they belong to a Group.
- 19.3.2 Members belonging to a Group, have only one collective vote.
- 19.3.3 The Members belonging to a Group shall between themselves nominate which singular Member of the Group shall be entitled to vote on their behalf and on behalf of the Group at a General Assembly or any other body defined in Article 9. They shall communicate the nomination (or any subsequent change thereto) to the Chairperson of the Board of Directors by notice in writing in case of General Assembly, Board of Directors and Coordination & Strategy Committee and to the Working Groups and Task Forces Chairs in case of Working Groups and Task Forces.
- 19.3.4 The Group Nominee shall be entitled to appoint a proxy in accordance with the provisions of these Articles.
- 19.3.5 Where applicable, for the purposes of determining whether or not a valid quorum is present all Members of the same Group shall be disregarded save for the Group Nominee. Where applicable, for the purpose of determining whether or not a valid quorum is present, the same rule as in Article 19.3.2. above shall prevail.

## 20 BYLAWS

- 20.1 The Board of Directors shall adopt the Bylaws, which implement and specify the provisions of these Statutes and organise the daily activities of the Association.
- 20.2 Bylaws are adopted by a two third (2/3) majority of Directors present or represented. Changes to the Bylaws will be announced to all Members together with a list of differences with respect to the previously valid version.
- 20.3 In case of discrepancies between the Bylaws and these Statutes, the latter shall prevail.

## 21 LANGUAGE

- 21.1 The official working language of the Association is English.

21.2 The French version of these Statutes is the official version and will prevail over other versions.

## **22 COMPETENT JURISDICTION AND APPLICABLE LAW**

- 22.1 All questions not covered by these Statutes or by any regulations made for their application shall be settled in accordance with Belgian law.
- 22.2 These Statutes shall be governed by and construed in all respects in accordance with the laws of Belgium. Any dispute or difference arising out of or in connection with these Statutes shall be referred to the exclusive jurisdiction of the Belgian courts.
- 22.3 The Members and the Associations bodies are deemed to have domicile at the headquarters of the Association for any litigation relating thereto.