

## **ECSO ASBL - STATUTES**

### **(a) SECTION I: LEGAL FORM/NAME/HEAD OFFICE/DURATION/BUSINESS PURPOSE/MANAGEMENT**

#### **1. LEGAL FORM, NAME AND REGISTERED OFFICE**

1.1. The Association is constituted in the form of a non-profit association (ASBL - “Association Sans But Lucratif”).

1.2. It is called “European Cyber Security Organisation”, abbreviated “ECSO” (hereinafter “the Association”).

1.3. All acts, invoices, announcements, publications, letters, order notes, websites and other documents, in electronic form or not, emanating from the association, must contain:

- (a) the name of the legal entity, immediately preceded or followed by “ASBL”;
- (b) precise indication of the headquarters of the legal entity;
- (c) the company number;
- (d) the terms “registre des personnes morales” (in English: register of legal entities) or the abbreviation “RPM” followed by the indication of the court of the registered office of the legal entity;
- (e) the number of at least one account held by the Association with a credit institution established in Belgium;
- (f) if applicable, the email address and website of the legal entity;
- (g) if applicable, the indication that the legal entity is in liquidation.

Any person who intervenes formally for the Association in a document referred to above where one of these mentions does not appear, may be declared personally responsible for all or part of the commitments made therein.

1.4. The registered office of the Association is established in the territory of the Brussels-Capital Region and is located at 1000 Brussels, Avenue des Arts 46, Belgium.

This registered office can be transferred within the Brussels-Capital Region by decision of the Board of Directors. The change of address must be published in the annexes to the Moniteur Belge and filed with the registry of the competent Tribunal de l’Entreprise within one month of the decision.

#### **2. DURATION**

2.1 The Association is constituted for an indefinite period. It can be dissolved at any time.

#### **3. SOCIAL AIM AND OBJECTIVE**

3.1. The social aim of the Association (hereinafter the “Objective”) is to support all types of initiatives or projects aimed at developing, promoting and encouraging European cybersecurity.

This social aim is pursued on a non-profit basis (without profit).

3.2. The Association carries out all acts, takes all measures and engages in all activities that it deems appropriate or useful in order to achieve its Objective. This includes, among other things:

- (a) collaborate in a Public-Private approach with the European Institutions, national administrations and the private sector with a view to support and promote Research and Innovation (“R&I”) in cybersecurity as well as the development of the European cybersecurity market, the security of Information and Communication Technologies (“ICT”) and the security of the digital transformation;
- (b) propose priorities for the research and development of European cybersecurity solutions and services and assist their implementation within cybersecurity-related programmes supported by the European Institutions and if appropriate, by the European countries, also taking into account the demand and constraints of public administrations;
- (c) encourage the competitiveness and growth of the European cybersecurity industry (large companies and SMEs) as well as end users/operators through innovative technologies (including for dual use), applications, services and solutions;
- (d) promote and support the development and implementation of elements of a European cybersecurity industrial policy as well as promote the visibility and use of European cybersecurity solutions and ensure European ICT solutions and services with a view to the development of a trusted and secure European Digital Single Market while cooperating, when needed, with trusted players originating from outside the Union;
- (e) support the development and safeguard of the interests of the global European ecosystem related to cybersecurity and ICT security (including education, training, competence and skills in general, awareness, standards, certification, exchange information and good practices, etc.);
- (f) encourage the widest and most effective adoption of innovative European cybersecurity technologies and services for professional and private use;
- (g) encourage market development and investments, among other things in demonstration and pilot projects supporting the market adoption of cybersecurity innovations;
- (h) promote the implementation, and when possible, implement, services to support communities working in cybersecurity;
- (i) support the adoption of CSR (Corporate Social Responsibility) as well as ESG (Environmental Social and Governance) principles in cybersecurity.

#### **4. ETHICAL CONDUCT**

4.1. Each Member of the Association is committed to act in good faith and to respect the confidentiality of the internal documents of the Association marked as “confidential”.

4.2. Each Member must maintain and ensure compliance with commercial practice that complies with European legislations and act in good faith and with complete transparency towards other Members, i.e. providing information in a clear, understandable, and accessible way to other Members.

4.3. The Association and its Members must act in full compliance with the rules regarding European Competition law and Antitrust Law. Compliance with these rules is mandatory for everybody who participates in the activities of the Association and constitutes a protection for the Association and its Members.

4.4. Members must comply with all ethical rules requested by the European Union when a Member obtains a grant from the European Commission.

4.5. The Association and its Members when dealing with ECISO must respect internal rules of ethics and compliance (c.f. ECISO Ethics and Compliance Charter).

**(b) SECTION II: MEMBERSHIP**

**5. GENERAL PROVISIONS FOR MEMBERSHIP**

5.1. General provisions

For the purposes of these Statutes, an ECISO Country is defined as:

- (a) A Member State of the European Union (Member Country) or a member country of EFTA or the United Kingdom and
- (b) A country with access to the European Commission's cybersecurity programmes (Horizon Europe – HEP or Digital Europe – DEP and their successors).

5.2. Membership conditions for Full Members:

Being a legal entity and having its main headquarters in the European Union, EFTA countries or the United Kingdom, unless exceptionally decided differently by the Board of Directors for a specific case.

5.3. Membership conditions for Associate Members:

- (a) Whose main headquarters is not in the European Union, EFTA countries or the United Kingdom, unless exceptionally decided differently by the Board of Directors for a specific case.
- (b) Being represented by an organisation having a legal entity in countries that have access to Commission programmes (e.g. HEP or DEP).

5.4. Rights and obligations of Members

5.4.1. Rights of Full Members:

- (a) attend meetings of the General Assembly;
- (b) vote at the General Assembly;
- (c) request the convening of an Extraordinary General Assembly;
- (d) participate, and be elected Chair (where relevant), in the activities of the Association, including Steering Committees, Working Groups, Work Streams and Task Forces, Editorial Teams, subject to the exceptions indicated in the ECISO Bylaws or agreed case by case by the Board of Directors;
- (e) present their defence in person at the General Assembly before possible exclusion from the Association;
- (f) resign from the Association after having notified the Secretary General of the Association of this decision by email or letter;
- (g) be elected to the Board of Directors and within specific ECISO Committees in accordance with the criteria described in Articles 12, 13 and 15 and the provisions specified in the Bylaws.

5.4.2. Rights of Associate Members

- (a) attend meetings of the General Assembly;

(b) vote at the General Assembly, except for the appointment of members of the Board of Directors;

(c) participate in the activities of the Association, including Working Groups (but not be elected WG chair), Work Streams and Task Forces, subject to the exceptions indicated in the Bylaws or agreed case by case by the Board of Directors and with the exception of Working Groups, Work Streams and Task Forces or other ECSO body dealing with sensitive issues as indicated by the Board of Directors;

(d) have access to Editorial Teams (when they are not single participant);

(f) have access to specific non-sensitive information and initiatives;

(f) present their defence in person at the General Assembly before possible exclusion from the Association;

(g) resign from the Association after having notified this decision to the Secretary General of the Association by email or letter.

#### 5.4.4. Obligations of Members (Full and Associate):

(a) comply at all times with the Statutes, the Bylaws, the Internal Governance Rules (ECSO Ethics and Compliance Charter and ECSO WG general rules and working guidelines) and all decisions of the Board of Directors;

(b) pay an annual financial contribution (annual contribution determined by the Board of Directors);

(c) notify the Secretary General of any change concerning the status or category of the Member, in particular changes resulting in the Member no longer respecting the membership criteria as defined in the Bylaws.

#### 5.5 Partnership

ECSO can create a Partnership with any public or private stakeholder being a legal entity in countries having access to EC programmes (e.g. HEP or DEP).

Partners will not be members and will not have membership rights. They will have no access to the General Assembly, the Board of Directors, or be Chairs of Working Groups, Work Streams or Task Forces, unless invited by the Board as observer.

Partners from the public and private sector can have access to certain Working Groups / Work Streams, Task Forces, Committees meetings or other ECSO initiatives as allowed by Working Groups, Work Streams Chairs and, in specific cases - for the private sector - a participation to costs can be requested by the Board.

Partners can have access to certain information subject to approval by a specific decision of the Board of Directors.

When participating in ECSO driven initiatives, Partners should have an ethical conduct and be in compliance with the rules regarding European Competition Law and Antitrust Law.

## 6. APPLICATION FOR MEMBERSHIP

6.1. Membership requests must be sent in writing to the Secretary General who transmits the request to the Board of Directors, which examines the criteria defined in Article 3 of the Bylaws and accepts or refuses the membership request, in particular stipulating the membership category and its level.

6.2. All applicants wishing to become Members of the Association must apply for Membership, based on the principles of transparency and non-discrimination.

6.3. The Board of Directors has the power to accept or refuse a membership application from any candidate on the basis of the general membership rules 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 meetings of the Board of Directors, applicants may also be admitted as new Members on a provisional basis through a review of the membership criteria by the Chairperson of the Board of Directors, the Vice-Chairs and the Secretary General. This provisional admission must be ratified at the next meeting of the Board of Directors, failing which the request and the provisional admission becomes null and void. Before formal ratification by the Board of Directors, the candidate will not have the power to vote and be elected within the bodies of the Association.

## **7. TERMINATION OF MEMBERSHIP**

7.1. Membership ends with the resignation, exclusion or liquidation of the Member. In the event of a merger between two Members, the legal entity resulting from this merger remains a Member, and the affiliation of the other entities will be terminated. The membership shall in that case be duly reviewed to correspond to the category of the resulting legal entity.

In the event of a split of a Member, the resulting entities should inform the ECSO Secretary General of their intention to remain or not ECSO Member. The resulting entities can remain ECSO Members provided they comply with the ECSO membership rules and pay the membership fees for the specific category. The ECSO Board of Directors will confirm or not the membership or the transfer of membership to one of the resulting entities, on the basis of the information provided by the demanding entity.

7.2. In the event that a non-Member becomes a controlling shareholder of an ECSO Member, the continued affiliation of that Member with ECSO will be discussed at the next meeting of the Board of Directors. In any event, the said shareholder will not automatically be a Member of ECSO after taken control of an ECSO Member. Any possible membership request must go through the regular membership procedure (see Article 5).

7.3. An ECSO Member who has come under the control of either an ECSO Member or a non-ECSO Member may remain a Member, provided that it agrees to pay the annual subscription provided for by its category of membership in the Association and that it always complies with the general membership rules provided for in Article 6. The category and type of member (full or associated) may vary following the takeover by the new entity and must be approved by the Board.

7.4. In any other case of main change of an ECSO Member, the Board of Directors will decide about possible consequences in membership.

7.5 The resignation from membership must be notified to the Secretary General.

7.6. Members must submit their resignation by email or letter at least three (3) months before the end of the ECSO financial year (December) at the latest. The membership effectively ends on the closing date of the ECSO financial year.

In the event that the resignation is not notified three (3) months before the end of the ECSO financial year, the resignation will not come into effect until the end of the following year and the total financial contribution for the following year is due.

7.7. The General Assembly may terminate the membership of one of its Members (with the exception of Members of the public sector):

- (a) for violation of the Statutes, the Bylaws, Internal Regulations, or a decision of the General Assembly or the Board of Directors;
- (b) in the event of non-compliance with Article 5.1;
- (c) for acting in a manner detrimental to the reputation of the Association or against its interests or the interests of its Members;
- (d) for failure to pay the financial contribution after an official reminder has remained unanswered for more than sixty (60) calendar days; and
- (e) for any other reason that the General Assembly deems justified.

7.8. The Member whose membership is terminated by resignation, expulsion or liquidation has no rights regarding the assets of the Association or the financial contribution or other contributions already paid.

## **8. REGISTER OF MEMBERS**

8.1. The Association's Secretariat keeps a register of Members, under the responsibility of the Board of Directors. This register includes the names of the Members, their legal form, their company number (if a company) and their registered office as well as the surname, first names and address of their representative(s).

8.2. Any decision to admit, resign or exclude Members is entered in the register at the request of the Board of Directors within eight days of the Board becoming aware of the modification(s) that have occurred.

8.3. All Members may consult, at the head office of the Association, the register of Members, upon simple written and reasoned request addressed to the Board of Directors of the Association, but without moving the register.

## **9. RESPONSIBILITY**

9.1. Members are not held responsible for commitments made on behalf of the Association.

## **10. FINANCIAL CONTRIBUTION**

10.1. The Association is a self-financed and independent organisation supported by membership fees, subscriptions, grants, contracts, donations, testamentary dispositions and all transfers which are not prohibited by law.

10.2. In order to pursue the Objective and to carry out the activities of the Association, Members may be required to pay an annual membership fee. The amount of this contribution depends on the category to which the Member belongs.

10.3. The amount of the annual Membership fee as well as the terms of payment thereof are decided each year by the Board of Directors in accordance with Article 4 of the Bylaws.

10.4. Members will not be obliged to provide the Association with any other financial assistance in addition to annual membership fees.

## **(c) SECTION III: ORGANISATION OF THE ASSOCIATION**

## 11. ORGANISATIONAL STRUCTURE

11.1. The management of the Association is ensured by the following bodies:

- (a) General Assembly;
- (b) the Board of Directors

11.2. The management of the Association can be supported by the following specific Committees:

- (a) the Strategy Committee;
- (b) the Finance Committee;
- (c) the Committee of Representatives of National Public Authorities.

11.3. The activity of the Association is supported by the following bodies:

- (a) Working Groups, Work Streams and Task Forces;
- (b) Secretariat.

## 12. GENERAL ASSEMBLY

12.1. Composition

12.1.1. The General Assembly is made up of the Members of the Association having the right to vote. External experts may be invited, to give an opinion, by the Chairperson of the Board of Directors.

12.2. Organisation of the Annual General Assembly

12.2.1. The Annual General Assembly of the Association shall be held within the first six months of each calendar year, i.e. six months after the end of the previous financial exercise, at the location determined by its Chairperson, the Vice-Chairs or a designated delegate. A notice with the agenda, and all relevant documents, indicating the location of the meeting must be sent by letter or email to Members at least thirty (30) days before the date set for the meeting. A request to add additional points to those listed in Article 12.3.1. on the agenda must be sent by all Members to the Chairperson at least twenty (20) days before the date of the Assembly.

12.2.2. An Extraordinary General Assembly is convened each time the Board of Directors deems it necessary or if at least one fifth (1/5) of the Full Members inform both the Chairperson of the Board of Directors and the Secretary General that they wish to organise an Extraordinary General Assembly. The Board of Directors convenes the General Assembly within 21 days of the request for convening. A notice with the agenda, and all relevant documents, indicating the location of the meeting must be sent by letter or email to Members at least twenty (20) days before the date set for the meeting.

12.2.3. The meetings of the Annual General Assembly and an Extraordinary General Assembly may be held physically or via electronic means of communication (e.g. audio/video-conferencing) or by written procedure, provided that the form of the meeting is announced in the notice of the meeting.

12.2.4. Each Member has one vote, including the Group Representative (Article 20), according to the rule indicated in Article 5.4. Members have the right to exercise their voting rights by means of a proxy (the number of proxies being limited to three (3) per Member). The Chairperson of the General Assembly has a casting vote in the event of a tie.



### 12.3. Competence

12.3.1. The General Assembly has the powers expressly recognised by law or these Statutes. A decision of the General Assembly is required for:

- (a) Approval of the annual accounts and the budget;
- (b) The discharge of the Directors for personal responsibilities arising from the exercise of their mandates for the previous financial year;
- (c) Resignations / appointments / renewals of mandates of Directors of the Board of Directors (Article 13);
- (d) Termination of Membership (Article 7);
- (e) Modification of the Statutes;
- (f) Voluntary dissolution of the Association;
- (g) The transformation of the non-profit organization into an AISBL, into a cooperative society approved as a social enterprise and into an approved social enterprise cooperative society;
- (h) Make or accept the free contribution of a universality;
- (i) All cases where the Statutes require it.

12.3.2. Each category of Members (Article 3 of the Bylaws) will designate at the General Assembly the representatives of their category to the Board of Directors, in compliance with the limits set in Article 5 of the Bylaws.

### 12.4. Quorum and decision-making

12.4.1. No matter will be dealt with at a General Assembly if a sufficient quorum is not reached.

12.4.2 Any Member who has not paid their Annual Membership Fee for the ongoing financial period at the time of a General Assembly (or for previous financial periods) will not be eligible to vote at that General Assembly.

12.4.3 Any Member who is subject to a resolution of the General Assembly aimed at terminating his affiliation with the Association is not admitted to the discussion and deliberation regarding this resolution.

12.4.4. The Annual General Assembly and the Extraordinary General Assembly shall strive to adopt their resolutions by consensus of the ECSO Members present.

12.4.5. If no consensus is reached and a vote proves necessary, the resolution is adopted according to the following quorum and majorities:

- (a) For ordinary resolutions other than special resolutions mentioned in 12.4.5 (b):

Quorum: no Quorum;

Majority: majority (more than 75%) of the expressed votes.

- (b) For special resolutions:

Quorum: two thirds (2/3) of the Members having right to vote;

Majority for the modification of the Statutes: two thirds (2/3) of the votes of the Quorum;



Majority for modification of the Objective of ECSO: four-fifths (4/5) of the votes of the Quorum.

Majority for a free universal contribution or for the transformation of the Association into an AISBL, into a cooperative society approved as a social enterprise and into an approved social enterprise cooperative society: four-fifths (4/5) of the votes of the Members having right to vote.

If the quorum is not reached at a first General Assembly, a second General Assembly can be convened on the same agenda not having reached the Quorum.

It will be authorised to deliberate validly regardless of the number of Members present / remotely connected or represented (no Quorum) and adopt resolutions following the majority of the voting Members. The second General Assembly cannot take place less than fifteen (15) days after the first.

12.4.6. A resolution submitted to the vote of an Annual General Assembly, or an Extraordinary General Assembly is normally adopted by show of hands. If at least one Member requests it, a vote by secret ballot must be organised 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, an email or other secure electronic vote procedure.

12.4.7. The Annual General Assembly and the Extraordinary General Assembly can only decide on the points put on the agenda.

## 12.5. Chairperson of the Annual General Assembly and the Extraordinary General Assembly

At each meeting of the Annual General Assembly or the Extraordinary General Assembly, the Chairperson of the Board of Directors (or, in his absence, a Vice-Chair or a designated delegate) acts as Chair.

## 12.6. Minutes

The minutes of the Annual General Assembly and the Extraordinary General Assembly are drawn up under the supervision of the Secretary General and signed by the Chairperson. The decisions of the General Assembly are recorded in a register of minutes. This register is kept at the head office where Members can read it upon simple written and reasoned request addressed to the Board of Directors, but without moving the register. Individual decisions may be brought to the attention of third parties, who can prove an interest, by a simple letter signed by the Director designated for this purpose.

The minutes 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.

## 12.7 Advertising

All decisions concerning the Statutes and their modifications, the appointment or the end of a mandate of Directors and their Representatives (c.f. art. 13), of the ECSO Secretary General (c.f. art 16), the appointment of a liquidator and the liquidation of the Association must be filed with the registry of the competent Tribunal de l'Entreprise and published in the annexes of the Moniteur Belge.

## 13. BOARD OF DIRECTORS

### 13.1. Composition and designation

The Association is managed by the Board of Directors of the Association whose Members are the Directors appointed by the General Assembly. The Directors are the Members (legal entities) of the Association.

The Board of Directors is made up of at least three Directors. The Annual General Assembly is competent to appoint as a Director an eligible candidate presented by a category of Members (c.f. art 13.3).

The procedure by which each category of Members chooses its candidates is defined in Article 5 of the Bylaws.

Each Director must choose a Representative (a physical person – a representative of a Director is not remunerated) at the Board of Directors and communicate it to the Secretary General of the Association.

Elected Directors are encouraged to appoint as Representative at the Board of Directors female representatives for a fair gender balance.

13.1.1. The mandate of Directors' Representatives is not remunerated.

13.1.2. As far as possible, the composition of the Board of Directors must be such that the different categories of Members are represented. The composition and operational details concerning the functioning of the Board of Directors are detailed in Article 5 of the Bylaws.

13.1.3. The mandate of Director ends at the end of activity, resignation, revocation and expiration of the mandate. The mandate may also end in application of Article 7 in the event of a majority shareholding of a Member being taken by a non-Member when the Board of Directors refuses the admission of the new entity within ECSO.

Any Director who wishes to resign must notify his resignation in writing to the other members of the Board of Directors. This resignation cannot occur untimely.

In the event of resignation, the resigning Director remains in office until the next General Assembly which will replace him, unless the Director terminates its Membership before the end of the Board mandate

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

In the event of a premature vacancy of a position of Director, the Board of Directors may temporarily appoint a replacement who continues to exercise the mandate of his predecessor. The appointment of this Director is submitted to the next General Assembly.

13.1.4. All documents concerning the appointment and the term of the mandate of Director, established in accordance with the law, are filed with the registry of the competent Tribunal de l'Entreprise and published in the annexes to the Moniteur Belge.

13.2. The Directors representing Public Administrations at national level can only belong to Member States of the European Union. They are appointed according to the internal rules of the Committee of Representatives of National Public Authorities, if existing (Article 14.5 of the Statutes)

13.3. Directors who do not represent a Public Administration at the national level are appointed regularly by the General Assembly:

13.3.1. For Large Companies, SMEs, Private Users/Operators, Local/Regional Public Administrations, Research Centers, Academies/Universities, Investors or others (as defined in Article 3 of the Bylaws), in accordance with the defined criteria in Article 5 of the Bylaws.

13.3.2. For National and European Organisations/Associations, Associations of SMEs, Regional/Local Groups, Research and Technology Organizations (“Research and Technology Organisations” or “RTOs”) or Associations of Academies/Universities (as defined in 'Article 3 of the Bylaws) in accordance with the criteria defined in Article 5 of the Bylaws.

13.4. The Board of Directors meets at least three (3) times a year. The Secretary General attends the Board of Directors meetings.

13.5. The members of the Board of Directors are appointed by the General Assembly for a renewable period of one (1), two (2) or three (3) years. At the end of each mandate, the Board of Directors will typically be replaced with 12 Members for the same period.

13.6. No Member may be appointed to the Board of Directors and no Member of the Board of Directors has the right to vote at meetings of the Board of Directors if he or she has not paid his annual fees for the ongoing financial year.

13.7. The Board of Directors is collegial. It validly takes decisions when they are taken at a meeting, in compliance with the attendance and voting quorums provided for in these Statutes.

The Board of Directors meets when convened by the Secretary General on behalf of the Chairperson or a deputy Chairs, each time the needs of the Association require it or at the request of a Director.

13.8. No matter is dealt with at a meeting of the Board of Directors unless a sufficient quorum is reached.

Except when provided otherwise in the Statutes (Article 13.13.6), fifty (50) % of all Directors present (who are eligible to participate and vote on the matter to be addressed) constitutes the required quorum. If the quorum is not reached, the Chairperson of the Board of Directors must adjourn the meeting to a new date.

Decisions are made by a simple majority of those present or represented.

13.9. Each member of the Board of Directors has one (1) vote, including the Representative of a Group (Article 20). Directors may exercise their voting rights by proxy (the number of proxies being limited to three (3) per Director). The Chairperson of the Board of Directors has a casting vote in the event of a tie.

The vote is taken by show of hands unless a member of the Board of Directors requests that it be done otherwise. In this case, the vote is cast by a secret ballot organised by the Secretary General under the supervision of the Chairperson or a Vice-Chair of the Board of Directors or, in the event of a conflict of interest, by any other member of the Board of Directors.

Directors may participate in a meeting of the Board of Directors by conference call or by any other communication equipment (in particular audio/video conference). Such meeting shall be deemed to take place at the place where the largest group of participants has assembled, or, if there is no such group, where the Chairperson of the meeting is located.

13.10. Any resolution of the Board of Directors may be adopted without holding a meeting. In this case, the request for an electronic vote for such Board resolution should be sent seven (7) calendar days in advance by the Secretary General to all the Directors.

13.11. 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 one (1) week 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.

13.12. The Board of Directors may delegate its authority to one or more Directors (or even to another person, whether or not is representing a member of the Association). This mandate may be revoked at any time with immediate effect by the Board of Directors.

### 13.13. Competences

13.13.1. The Board of Directors has all powers not expressly reserved by law or (where applicable) by these Statutes to the General Assembly.

13.13.2. The Board of Directors adopts the ECSO Bylaws which are binding for all Members, as well as for the ECSO bodies listed in Article 11 of these Statutes.

13.13.3. The Board of Directors establishes the strategic orientations, financial objectives and all other directives for the internal management of the Association. In particular, the Board of Directors:

- (a) Develops policy and strategic directions for private sector Members and establishes ECSO strategic guidelines, directing the work of the Strategy Committee;
- (b) Develops recommendations for the European Institutions and ECSO Members regarding cybersecurity industrial policy;
- (c) Mandates the creation of Working Groups and/or Task Forces to work on key issues related to the main cybersecurity challenges and direct their work.

13.13.4. The following powers fall exclusively to the Board of Directors, and do not fall under the General Assembly of Members or the Secretary General individually (unless expressly stated that they are “without prejudice” to other powers):

- (a) Appointment of a Chairperson and one or more Vice-Chairs from among its members for a renewable period of one (1) year.
- (b) Admission of new Members (in accordance with the provisions of Article 6);
- (c) Suspension and / or reinstalment of a Member;
- (d) All questions relating to the Annual Membership Fee, including the definition of this Fee and the application of exemptions or reductions (for specific reasons duly justified by the Board of Directors);
- (e) Appointment and dismissal of the Secretary General;
- (f) Monitoring financial matters: annual financial plans, operational plans;
- (g) Approval of financial expenditures which are not expressly provided for in the annual budget;
- (h) Approval of signature of contracts outside the ordinary course of business;
- (i) Principal recommendations, position papers, and policy statements of significant importance to the Board of Directors made on behalf of the Association;
- (j) The power to adopt and/or amend and/or replace any provisions of the Bylaws, in accordance with Article 13.11.6 below.

13.13.5. Each Director of the Board of Directors has the right to access all data (including registers or inventories) and all accounts of the Association, to require that all assets of the Association be duly inventoried, and to access all premises and buildings used by the Association.

13.13.6. The Board of Directors may only adopt, modify or replace the provisions of the Bylaws if two thirds (2/3) of the Directors are present or represented and two thirds (2/3) of these Directors vote in favour of the adoption, modification or replacement and, finally, if the proposed adoption, modification or replacement has been expressly indicated in the notice to the meeting of the Board of Directors.

13.14. 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.

13.15. The resolutions and minutes of meetings of the Board of Directors must be recorded in a minute book and signed by the Secretary General and the Chairperson of the Association and all Directors who so desire. This register is kept at the head office where members can read it upon simple written and reasoned request addressed to the Board of Directors, but without moving the register.

The acts relating to the appointment or termination of the functions of Directors and persons delegated to daily management include their surname, first names, address, date and place of birth or, in the case of legal entities, their name company, their legal form, their company number and their registered office as well as the surname, first names and address of their permanent representative.

All documents are filed as quickly as possible at the registry of the competent Tribunal de l'Entreprise, with a view to being published in the Moniteur Belge.

#### 13.16. Conflicts of interest

13.16.1. A Director who, in the context of a decision to be taken, has a direct or indirect interest of a financial nature which is opposed to that of the Association, must inform the other Directors before the Board of Directors takes a decision. His or her declaration and his or her explanations on the nature of this opposing interest must appear in the minutes of the meeting of the Board of Directors which delegates this decision.

13.16.2. The Director affected by the conflict of interest described in the preceding paragraph cannot take part in the deliberations of the Board of Directors concerning these decisions or these operations, nor take part in the vote on this point. If the majority of Directors present or represented are in a position of conflict of interest, the decision or operation is submitted to the General Assembly. If the decision or operation is approved by the latter, the Board of Directors may execute them.

13.16.3. This article is not applicable when the decisions of the Board of Directors concern usual operations concluded under normal market conditions and guarantees for operations of the same nature.

#### 13.17. Liability of Directors

The Directors do not enter into any personal obligation in relation to the commitments of the Association. They are only responsible for errors committed in the fulfilment of their mandate.

#### 13.18. Chairperson of the ECSO Board of Directors

13.18.1. The Chairperson of the Board of Directors and the Vice-Chairs are respectively Chairperson and Vice-Chair(s) of the General Assembly.

13.18.2. The Chairperson of the Board of Directors may represent the Association vis-à-vis political institutions and other high-level stakeholders and at important occasions and issues.

13.18.3. The Chairperson of the Board of Directors is elected from among the ECSO Members. He or she is preferably an Executive Director of a main Member of ECSO.

13.18.4. The Chairperson of the Board of Directors of ECSO is the legal representative of the Association and, with the prior approval of the Board of Directors, he or she may delegate his or her power to the Secretary General (Article 16).

## **14. ADVISORY AND STEERING COMMITTEES**

### 14.1. Advisory and Steering Committees of the Association

The Board of Directors may establish other Steering Committees according to needs. Since the beginning of ECSO, the following Steering Committees are established:

- (a) The Strategy Committee
- (b) The Finance Committee;
- (c) The Committee of Representatives of National Public Authorities.

The operational details of the functioning of these Committees are detailed in the Bylaws.

### 14.2. Strategy Committee

#### 14.2.1. Composition

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

#### 14.2.2. Tasks

Its tasks consist of:

- (a) reviewing and discussing suggestions and strategies proposed by the Working Groups, Work Streams and Task Forces and supervise their work;
- (b) examining and generally discussing the orientations of ECSO, its policies and new activities linked to European policy in the cybersecurity sector;
- (c) discussing possible participation of Associate Members in Working Groups, Work Streams or Task Forces dealing with sensitive topics and making suggestions for Board decision;
- (d) discussing, at the request of the Board of Directors, on certain specific subjects or on strategic projects, before proposing the result of these discussions to the Board of Directors;
- (e) preparing the elements to propose opinions to the Board of Directors for its approval.

### 14.4. Financial Committee (including Ethics and Governance)

#### 14.4.1. Composition

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

#### 14.4.2. Tasks

Its tasks are to:

- (a) examine the situation of the budget as approved;

- (b) discuss the budget for the following year;
- (c) examine the financial situation of the Association and discuss any financial questions, as necessary;
- (d) examine any other important financial and administrative question related to the activities of the Association;
- (e) supervise the implementation of ethics, compliance and governance issues.

#### 14.5. Committee of Representatives of National Public Authorities - NAPAC

##### 14.5.1. Composition

NAPAC participants may be representatives from Full ECSO Members from national public administrations as defined in Article 5.1. having good knowledge of policies, regulations, programmes and needs in terms of cybersecurity technologies and services. This generic rule must not prevent the application of the special participation rules as agreed by National Public Authorities.

##### 14.5.2 Tasks

The NAPAC's mission is, inter alia, but not limited to:

- (a) Support and discuss the activities of ECSO Working Groups, Work Streams and Task Forces in order to represent the needs of public administrations, the strategy and the market needs of the respective country;
- (b) Exchange best practices and promote national/regional cybersecurity programmes and initiatives;
- (c) Provide advice and guidance: provide information and advice on a periodic and voluntary basis to the ECSO Working Groups, Work Streams and Task Forces regarding policies and programmes that are relevant to achieving the objectives of ECSO.

## 15. WORKING GROUPS, WORK STREAM AND TASK FORCES

15.1. The Board of Directors may establish Working Groups (permanent bodies) and ad hoc Task Forces (temporary bodies) to examine, under the supervision of the Strategy Committee, specific questions of common interest within the framework of the Objective of the Association.

15.2. The objectives, and if necessary, the composition of these Groups is defined by the Board of Directors. Their main objective is to develop recommendations to submit to the Board of Directors as well as promote and implement concrete actions to support the Association's Objective.

15.3. The Board of Directors examines and approves the mission orders and guidelines issued for each ad hoc Working Group, Work Stream or Task Force, upon suggestion of the Strategy Committee.

15.4. The operational details of the functioning of the Working Groups, Work Streams and Task Forces are specified in the Bylaws.

## 16. ECSO SECRETARIAT AND SECRETARY GENERAL

16.1. A Secretariat is set up, with the agreement of the Board of Directors, to implement ECSO activities.



16.2. The Secretariat acts under the authority of the Secretary General and is responsible for the daily management of the Association.

Daily management includes both acts and decisions which do not exceed the needs of the daily life of the Association as well as acts and decisions which, either because of the minor interest that they represent, or because of their urgent nature, do not justify the intervention of the Board of Directors.

16.3. The Association, guided by a Secretary General, follows the strategic orientations and directives coming from the Board of Directors. The Secretary General is required to comply with all decisions and directives taken by the Board of Directors.

16.4. To carry out his or her missions, the Secretary General reports directly to the Chairperson of the Board of Directors.

16.5. The Secretary General is appointed by the Board of Directors for a renewable period of three (3) years.

16.6. If the position of Secretary General is vacant - due to resignation or for another reason - the Board of Directors meets and appoints a new Secretary General for a renewable three (3) year term. Until the replacement Secretary General is able to take up his duties, the Chairperson of the Board of Directors or one of the Vice-Chairs will assume coordination of the execution of ECSO activities.

16.7. The Secretary General may be suspended or dismissed at any time by the Board of Directors by a two-thirds (2/3) majority vote of the Directors.

16.8. The Secretary General is a natural person who occupies this position in his or her own capacity. The Secretary General exercises his functions ethically and impartially.

16.9. Unless decided otherwise by the Board of Directors, the position of Secretary General may be financed and compensated by the Association for the entire period during which the natural person will occupy this position.

16.10. Subject to these Statutes and the Internal Regulations, the Secretary General has all the powers of management and daily administration of the Association, excluding tasks exclusively reserved for the General Assembly and/or the Board of Directors (except express delegation conferred by the Board of Directors for the implementation of tasks as decided by the Board of Directors) by these Statutes and the Bylaws.

16.11. The Association is validly represented by its Secretary General, whether outside or before courts, and in public or private acts. The Chairperson of the Board of Directors may also represent the Association.

16.12. The Board of Directors may appoint a Deputy Secretary General or a temporary replacement in case of need or in case of temporary absence or non-ability to act of the Secretary General. The tasks of the Deputy Secretary General are defined by the Board of Directors. In the event of a designated replacement, he or she is temporarily entrusted with the management of the Association.

#### **(d) SECTION IV: INTERNAL GOVERNANCE**

### **17. BYLAWS**

17.1. The Board of Directors adopts the Bylaws (Internal Regulations), which implement and specify the provisions of these Statutes and organise the daily activities of the Association.

17.2. The Bylaws are adopted by a two-thirds (2/3) majority of the members of the Board of Directors present or represented. Changes made to the Bylaws will be communicated to all Members with a statement of the differences compared to the previous version in force.

17.3. In the event of a discrepancy between the Bylaws and these Statutes, the latter prevails.

## **(e) SECTION V: OTHER CLAUSES**

### **18. ACCOUNTS, BUDGET AND EXPENSES**

18.1. The Association's financial year begins on January 1st and ends on December 31st of each year.

18.2. At the end of each financial year, the Board of Directors draws up the balance sheet, the income statement and its annexes. These are subject to approval by the General Assembly.

18.3. The Board of Directors establishes the accounts for the past year in accordance with the provisions set out in Book 3 of the "Code des sociétés et des associations" and in Book III, Title 3, Chapter 2 of the "Code de droit économique".

18.4. Any Member, any of its representatives, any member of the Board of Directors, the Chairperson of the Board of Directors as well as the Vice-Chairs bear all their own costs linked to the exercise of their activities for the benefit of the Association.

### **19. DISSOLUTION AND LIQUIDATION**

19.1. Liquidation. Except for judicial dissolution, only the General Assembly can pronounce the dissolution of the Association in accordance with Book 2, Title 8, Chapter 2 of the "Code des sociétés et des associations".

19.2. In case of liquidation, the General Assembly appoints one or more liquidators, determines their powers and their possible remuneration, and indicates the allocation to be made to the net assets, which can only be made for disinterested purposes. The liquidator(s) shall distribute, where appropriate, the net assets of the Association to a non-profit European Union organisation having objectives similar to or closely linked to those of the Association.

### **20. GROUP VOTING RULES**

20.1 For private bodies, the voting rights of Members of the same Group (regardless of the number of Members within said Group) will only be exercised in accordance with the voting rules defined in this article.

20.1.1 A "Group" refers to any other entity which has a direct or indirect participation of more than 50% in the subscribed capital of a Member or which has a direct or indirect participation of more than 50% of the voting rights at General Assemblies of shareholders of a Member or has rights allowing the appointment of the majority of Directors of the Board of Directors of a Member or any similar management body of a Member, or, any other entity – whether this legal entity is a Member or not – being a subsidiary of the Member and controlled, directly or indirectly, by this Member in the same manner.

The terms Group, members of a Group, Group of companies and company of a Group will be construed in accordance with the foregoing.

20.1.2. “Group Representative” refers to the Member appointed by other Members of the same Group of companies as defined in Article 20.1.

20.1.3. Group Voting Rules:

20.1.3.1 Members belonging to a Group have only one vote together.

20.1.3.2 Members of the same Group must notify the Chairperson of the Board of Directors in writing of the fact that they belong to a Group.

20.1.3.3 The Group Representative is entitled to appoint a Representative (a person representing the Group Representative) in accordance with the provisions of these articles.

20.1.3.4 Members belonging to the same Group will designate within themselves which Member of the Group is authorized to vote on their behalf and on behalf of the Group at a General Assembly or on behalf of any other body defined in art. 11 and communicate this designation (as well as any possible subsequent modification thereto) to the Chairperson of the Board of Directors by written notification.

20.2 For public bodies, the voting rights of Members belonging to the same Group of Public Administrations (regardless of the number of Members within said Group) will only be exercised in accordance with the voting rules defined in this article. Any organisation which has a direct or indirect public participation with more than 50% in the subscribed capital will be considered a public body.

20.2.1 A “Public Group” refers to any other entity – whether this other entity is a Member or not – which belongs to the same local, regional or national Public Administration. All subnational public entities based in the same region will be grouped under the same “Public Group”.

The terms Public Group and members of a Public Group will be construed in accordance with the foregoing.

20.2.2. “Public Group Representative” refers to a Member appointed by other Members of the same Public Group is defined in Article 20.2.1.

20.2.3. Public Group Voting Rules:

20.2.3.1 Members belonging to a Public Group have only one vote together.

20.2.3.2 Members of the same Public Group must notify the Chairperson of the Board of Directors in writing of the fact that they belong to a Public Group.

20.2.3.3 The Public Group Representative of a Public Group is entitled to appoint a Representative (a person representing the Group Representative) in accordance with the provisions of these articles.

20.2.3.4 Members belonging to the same Public Group will designate within themselves which Member of the Public Group is authorised to vote on their behalf and on behalf of the Public Group at a General Assembly or on behalf of any other body defined in art. 11 and communicate this designation (as well as any possible subsequent modification thereto) to the Chairperson of the Board of Directors by written notification.

## 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 takes precedence over other versions.

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

22.1. All questions not governed by these Statutes or any regulations adopted for their application are settled in accordance with Belgian law.

Anything that is not explicitly provided for in these Statutes is regulated by the “Code des sociétés et des associations”, and with regard to the keeping of accounts, by Book III, Title 3, Chapter 2 of the “Code de droit économique”.