

Cyber Security Sharing and Analytics e.V. (CSSA)



Statutes

§ 1 Name, Legal Status

- (1) The Association has the name “Cyber Security Sharing and Analytics (CSSA)“.
- (2) It is to be registered with the Registry of Associations and, hereinafter, bears the affix e.V.
- (3) All terms used in these Statutes in relation to persons are gender-neutral.

§ 2 Place of Registration – Fiscal Year

- (1) The Association has its place of registration in Bonn.
- (2) The fiscal year is equivalent to the calendar year.

§ 3 Function, Aims, and Purpose

- (1) The Association’s aim is to combine its members’ forces to meet current challenges in the area of Cyber Security pro-actively, faster, and more efficiently in order for the IT systems and assets of the Association’s members, their clients, and of public infrastructures to be protected against threats more sustainably.
- (2) Purpose of the Association is to create a cross-sector platform for its members, on which the exchange about security relevant information in the area of Cyber Security is promoted; on which IT security experts will have the opportunity to cooperate efficiently and develop effective means against security relevant threats for IT systems and infrastructures; and on which common findings and technical systems can be shared.
- (3) Aim and purpose of the Association are primarily fulfilled by:
 - a) Exchange of Cyber Security relevant information and findings among the members, involving third parties’ analyses and expert opinions;
 - b) Creation of analyses, expert opinions, and the shared use of external data sources, which can serve the promotion of efficient monitoring for the members;
 - c) Creation and shared use of technical applications and systems which can serve the enhancement of Cyber Security;
 - d) Promotion of exchange between the institutional members’ employees responsible for the issue of Cyber Security, as well as other experts, by virtue of seminars, discussion meetings, educational and training events and measures, as well as internal working groups;
 - e) Intensive dialogue with decision makers in companies, in politics, further parts of society, as well as with the general public, in order to improve the conditions of Cyber Security;
 - f) Publications and notifications for the members and the general public about all relevant legal and technical issues of Cyber Security, using printed and digital media;
 - g) Cooperation with other relevant organizations, in particular with other associations on the national, European, and international level, which are active in the area of Cyber Security improvement;
 - h) Further service, counseling, and support offers beneficial to the members, which are carried out by the Association or by third parties.

- (4) The Association's activities are to be oriented and designed towards a manner which secures that the members and the members' employers and employees respectively, particularly if they are competitors, shall not influence or inform each other with regard to their present or intended market behavior. Information as to present market data such as prices, rebates, margins, and sales volumes as well as cost structure, client and distributor relations, capacities and capacity utilization, planned investments or research and development ventures, planned introductions of products and information as to the organizational structure, inasmuch as the latter is cost relevant, must not be exchanged.
- (5) Integrity is a key to all activities of the Association and its members; core part is adherence to the law, respect for ethical basic values, and sustainable actions. These principles set standards for the Association and its members; in particular, they obligate to respect and stand by human and employees' rights and the fight against corruption.
- (6) The Association pursues purposes of non-for-profit nature and is politically non-denominational; it does not primarily pursue for-profit purposes. Means of the Association may only be used for statutory purposes. The members do not receive shares of the profit and, in their capacity as members, also no further allocations from the Association's means. No person may benefit from expenditures foreign to the Association's purpose or from excessively high remunerations.

§ 4 Membership

- (1) Only associations of persons with legal capacity as well as private and public legal entities ("the institutional members") can become members. Natural persons can only become members insofar as they are employed by an institutional member in a responsible position in the area of "Cyber Security" and have been nominated by the latter as a member of the Association.
- (2) The application for admission as a member has to be directed to the Association's secretariat in writing. Admission is granted, in sole discretion, by the Management Board or a committee designated for the purpose of admission. There shall be no claim to admission, nor shall there be an obligation to inform the applicant about the reasons for rejection.
- (3) Institutional members are required to inform the secretariat of the Association on the occasion of admission which natural persons shall administer their membership rights. Institutional members may, upon an according vote of the General Assembly and depending on the amount of their dues, nominate further natural persons.
- (4) Membership is terminated by resignation, death, exclusion, or if one of the following conditions applies:
 - a) By liquidation of legal entities and associations of persons with legal capacity,
 - b) In case of natural persons, by termination of the nominating institutional member's membership or upon termination of the person's occupation as a responsible position in the area of "Cyber Security" e.g. by virtue of the termination of employment at the institutional member.
 - c) By resignation of the member at the end of the respective calendar year (para. 5).
 - d) By exclusion of the member due to a violation of fundamental membership duties such as the exploitation of information for the purpose of competition or the violation of confidentiality rules and/or further severe reasons. It is considered to constitute such a violation if a member fails to contribute membership fees despite two written notices; in such cases the exclusion may only be carried out upon elapsing of two months since dispatch of the second notice and if the exclusion had been announced in the notice.

Along with the announcement, the member is to be given the opportunity to make representations. The exclusion is decided upon by the Management Board, an objection of the affected member is voted upon by the General Assembly. Affected members and their nominees are excluded from the vote.

- (5) The resignation of an institutional member can only be exercised six months prior to the end of each calendar year vis-à-vis the secretariat of the Association by written notice. Natural persons may declare their resignation, disregarding of the aforesaid, without any notice period. Upon termination of membership, there shall be no claim to the Association's assets whereas the Association's claims to due membership fees will persist.
- (6) Upon admission of a member, the Association will collect personal data which may be processed, used, and passed on exclusively in performance of statutory duties. Third parties cannot claim release or use of such membership data.

§ 5 Members' Duties

- (1) The Association's members pledge to promote the Association's aims through financial and other contributions, in particular to enable employees concerned with issues of Cyber Security to participate in, and interact with the Association and, based upon the according votes of the General Assembly, to partake in the information exchange systems aimed at improving Cyber Security.
- (2) The Association's members pledge that they will neither use any information deemed confidential, which was made available to them due to their membership, to the disadvantage of another member, nor to release such information to third parties. Connected companies and the institutional members' employees concerned with Cyber Security shall not be considered third parties in this regard.
- (3) If a member is becoming aware that a collision of interest cannot be avoided in the course of a vote, it shall disclose such a conflict and refrain from participating in the further deliberations and the vote.
- (4) The members shall not utilize the Association or its events for the purpose of advertising for or marketing of their own products and services. The Management Board may permit a deviation in special cases, if that does not infringe the Association's purpose and does not lead to expenses of the Association.
- (5) Exercising any membership rights presupposes the actual performance of pledged services, in particular due payment of membership fees.

§ 6 Membership Fees

- (1) The amount of the annual membership fees and their due dates are determined through a Membership Fee Regulation voted upon by the General Assembly on a proposition of the Management Board. Natural persons are not obligated to pay fees.
- (2) The Management Board, according to its best judgment and in compliance with the votes of the General Assembly, will decide on the use of membership fees.

§ 7 Bodies of the Association

The Association has the following bodies:

- a) The General Assembly
- b) The Management Board
- c) The Board of Advisors
- d) The Managing Director

§ 8 General Assembly

- (1) The General Assembly constitutes the Association's primary organ and determines its principles and all matters of fundamental importance. In particular, it is in charge of:
 - a) Election, exculpation, and discharge of members of the Management Board;
 - b) Definition of the Association's principles;
 - c) Receipt of the budget, the work and budgetary proposals of the Management Board as well as the latter's activity report (Annual Report);
 - d) Vote on the amendment of the Statutes;
 - e) Vote on the liquidation of the Association;

- f) Decision on the objection of a member against his exclusion from the Association;
- g) Vote on a Membership Fee Regulation;
- h) Election of a Cash Auditor or nomination of a certified accountant.

In matters within the Management Board's discretion, the General Assembly can vote on suggestions to the Management Board. Likewise, the Management Board may choose to ask the General Assembly for an opinion in matters within its discretion.

- (2) The Chairman of the Board (Sec. 9 para. 1) or the Managing Director (Sec. 13 para. 1) will convene a regular meeting of the General Assembly in writing at least once per year. Upon request of the Management Board or no less than 10 % of the members, additional extraordinary meetings of the General Assembly are to be convened. Invitations may, like all other mail of the Association, be sent by postal mail or in text form (Sec. 127 of the German Civil Code Book) and per electronic mail, whereas all correspondence is considered to be received upon dispatch to the last address submitted by a member.
- (3) Meetings of the General Assembly are to be convened within a notice period of no less than 28 calendar days, indicating the preliminary agenda. Scheduled elections or votes are to be highlighted in the agenda and supported by vote proposals. With the first invitation, the members must be given the opportunity to propose motions within no less than 14 days. Additions to the agenda and to the vote proposals have to be sent to the members no later than five work days prior to the meeting.
- (4) The General Assembly votes on the final agenda. Additional topics, which are seconded by at least 30 % of the members present, are to be added to the final agenda. Decisions on the additional topics cannot be taken.
- (5) Every properly convened General Assembly constitutes a quorum, disregarding of the number of members present. Each institutional and natural member has one vote in the General Assembly as well as in prospective organs or working groups. In the General Assembly, each member can designate another member or third party in writing as representative. The letters of authorization are to be issued by the nominated representative of the institutional member or signed in person by each member represented and are to be put on record by the secretariat of the Association.
- (6) Any decision requires a simple majority of the votes cast. Amendments to the Statutes of the Association require a majority of two thirds of the members present. Decisions and elections shall generally be cast by the show of hands. Upon request of no less than 10 % of members eligible to vote present, an election or decision shall be secret. Abstentions and invalid votes are treated similar to absent members and will not be considered to determine the result.
- (7) For every meeting of the General Assembly minutes are to be taken, which have to be signed by the Chairman of the Meeting as well as by the keeper of the minutes; a copy of the minutes must be submitted to the members within two months time.
- (8) The General Assembly can decide on an allowance for the Management Board, which is to be funded by the membership fees.
- (9) Guests may participate in the meeting of the General Assembly upon invitation of the Management Board. The members may choose to elect a Chairman of the Meeting on proposal by the Management Board or by the Managing Director. The Chairman of the Meeting does not have to be a member of the Association.
The Chairman of the Meeting has to preside over the meeting aiming to accomplish the agenda correctly and speedily. He has to carry out all deliberations, elections, and votes impartially.
- (10) On proposal by the Management Board, the General Assembly can vote on rules of procedure and elections to define further details.

§ 8a Virtual General Meeting

- (1) By resolution of the Management Board, a General Meeting of Members may also be held as a virtual General Meeting of Members for all resolution items as an exception. The invitation must be issued at least four weeks in advance in text form with reference to the holding of a virtual general meeting and with details of the time, agenda and any motions already submitted. In the invitation, the motives for the renouncement of a presence meeting are to be indicated.
- (2) In the invitation, the Management Board may make participation in the virtual General Meeting dependent on the participating member registering by a certain time, which may not be longer than 72 hours before the start of the virtual General Meeting. Registration must be possible by means of electronic communication, and the member must state in the registration an e-mail address at which he or she can be reached via the Internet.
- (3) The virtual members' meeting shall be held by dialing the participants into a video conference or another form of access-protected electronic communication that enables two-way communication in real time. The access and legitimation data for participation in the virtual General Meeting shall be communicated to the members in writing or by e-mail no later than the day before the General Meeting if they have not already been specified in advance in the invitation. The timely dispatch of an e-mail to the member's e-mail address last notified to the Association shall be sufficient in this respect.
- (4) The members are obliged to treat the access and legitimation data confidentially and not to make them accessible to third parties.
- (5) A virtual General Meeting shall constitute a quorum if properly invited, regardless of the number of members attending.
- (6) Voting shall be by electronic ballot unless the chairman of the meeting determines a different method of voting.
- (7) Instead of the location of the General Meeting, the minutes shall indicate the communication platform used with the Internet address.
- (8) All votes and elections shall be conducted openly or by roll call. Unless otherwise stipulated above, § 8 shall apply accordingly to the virtual General Meeting.

§ 9 Management Board

- (1) The Management Board of the Association consists of at least the Chairman of the Board. In addition, a maximum number of five Vice-Chairmen can be elected by the General Assembly.
- (2) The members of the Management Board constitute the board according to Sec. 26 of the German Civil Code Book. The Association is represented before and outside of courts solely by the Chairman of the Board or, if further members of the Management Board have been elected, jointly by any two members of the Management Board.
- (3) The members of the Management Board must be members of the Association or employees nominated as representatives by an institutional member and perform their duties personally and on an honorary basis. Only natural persons can assume positions of the Association and perform functions. The Management Board shall vote on its rules of procedure for the board and decide on the distribution of tasks among the board members. Each institutional member must never be represented in the Management Board with more than one natural person.
- (4) The members of the Management Board are elected for a period of no more than two years. They do remain in office after the expiration of their term until the election of a new Management Board. If the membership of a member of the Board of Director ends due to the regulation in Sec. 4 para. 4 lit. b), he may nevertheless continue to serve as a member of the Management Board until the end of his term.
- (5) (Re-) Election of members of the Management Board is only possible inasmuch as they personally meet the membership criteria.

- (6) On proposal of the other members or the Managing Director, the Management Board can designate a successor for a board member that left the Management Board for the rest of the term.

§ 10 Obligations of the Management Board

- (1) The Management Board may handle all matters of the Association, unless they are allocated to another body by virtue of these Statutes. The Management Board shall vote on its rules of procedure, which regulate tasks, modus operandi, and responsibilities of the members of the . The members will be notified of the rules of procedure.
- (2) The Management Board is, in particular, obligated
 - a) To convene the General Assembly,
 - b) To preside over the General Assembly or to propose a Chairman of the Meeting; to prepare and carry out decisions of the General Assembly (including elections),
 - c) To annually present its activity report to the General Assembly and to notify the latter of each budget, work plan, and budgetary proposal,
 - d) To vote on the admission of new members and the exclusion of members according to Sec. 4.
- (3) The Management Board can designate one or more special representatives according to Sec. 30 of the German Civil Code Book and define their representative competencies. The Management Board may also establish working groups, project groups, or committees, provide them with rules of procedure and assign statutory tasks for them to handle and may appoint participants thereof from among the members or their employees.
- (4) The Management Board generally renders its decisions in board meetings and phone conferences which are convened in writing by the Chairman of the Board, or, if appointed, by the Managing Director. The invitation shall be carried out within a notice period of no less than one week and contain a draft agenda. The Management Board is quorate if at least the Chairman or the Managing Director and one other member of the Management Board are present. If the Management Board consists of more than three elected persons, it is quorate if at least half of the members of the Management Board participate, including the Chairman or the Managing Director. Decisions require a simple majority of the votes cast; in case of a draw, the Chairman's vote is decisive. Decisions of the Management Board have to be recorded. The Chairman of the Board can direct the Management Board to render a decision by written procedure. Votes are to be recorded and to be signed by at least one of the meeting's participants. The minutes have to contain further information such as place and time of the meeting, participants, votes and results.

§ 11 Cash Auditor

Unless the General Assembly appointed a certified accountant, it will elect a cash auditor for the period of one year each. He audits the financial conditions and the business documents and presents a report about his findings to the first General Assembly after the end of each calendar year. Reelection is permitted.

§ 12 Board of Advisors

- (1) The Management Board appoints a Board of Advisors to support the Association's work. For a period of two years, the appointed persons will serve as the organs' advisors.
- (2) The Management Board votes on rules of procedure and further working details for the Board of Advisors and notifies the members accordingly.

§ 13 Secretariat and Managing Director

- (1) The secretariat of the Association shall be established at the Chairman of the Board. In order to run daily business, the Management Board may nevertheless appoint a Managing Director. If appointed, the Managing Director heads the secretariat and supports the Management Board as well as further panels of the Association to fulfill their tasks and accomplishes all tasks assigned by the Management Board. He may participate in all meetings and panels of the Association in an advisory capacity.

- (2) The Managing Director constitutes a special representative according to Sec. 30 of the German Civil Code Book. He may solely represent the Association and may be relieved from the limitations of Sec. 181 of the German Civil Code Book by the Management Board. He does not have to be a member of the Association.
- (3) The Managing Director is responsible for taking care of all of the Association's daily business operations. That includes, in particular, the following:
 - a) Preparation and realization of events, analyses, publications, and further measures of the Association.
 - b) Preparation of a budget, a work plan, and a budgetary proposal for each calendar year; cash management and accountancy; preparation of the annual report as well as ensuring compliance with all related legal and regulatory duties.
 - c) Placing orders as well as concluding and cancelling contracts to produce a work, work and service contracts, as well as further contracts which are entered into with third parties to support the Association in compliance with its tasks.
- (4) The Management Board has to allocate any additional description of tasks and responsibilities to the Managing Director by virtue of his work contract.

§ 14 Liquidation of the Association

- (1) Votes on the liquidation of the Association can only be cast on a General Assembly convened specifically for that purpose.
- (2) The Association is liquidated on a vote by the General Assembly with a three-quarters majority.
- (3) Subsequent to the vote for liquidation, the General Assembly elects two liquidators from among its midst.
- (4) After the liquidation has been carried out, any remaining assets are to be distributed evenly among the members remaining at this point of time.

Addendum: *This document constitutes a courtesy translation. The current German version of the Statutes remains authoritative, as registered with the Bonn Registry of Associations.*

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