
§ 1 Name, Registered Office, Financial Year

- I. The Association is known as “Cyber Security Cluster Bonn”.
- II. The Association has its registered office in Bonn and is to be entered in the local Register of Associations. After the entry, it will bear the addition e.V. (registered organisation) to its name.
- III. The financial year of the Association is the calendar year.

§ 2 Purpose of the Association and Association Activity

- I. The purpose of the Association is the promotion and networking of science, research & teaching, economy, authorities and public institutions and other sectors in cluster cyber security in the region Bonn/Rhein-Sieg. The aim is, in particular, to contribute towards developing and expanding the region Bonn/Rhein-Sieg to a nationally and internationally respected and recognized cyber security location.
- II. The Association realises this purpose in particular through
 - a. the continuing development of the regional structures in the field of cyber security through the merger of all concerned interests,
 - b. the collaboration with existing supra-regional and regional institutions on the topic of digitalisation (e.g. Digital Hub, CPS, NRW etc.) on the subject focus of cyber security and the use and supplement of existing offers,
 - c. the improvement of the national and international communication within the framework of cyber security,
 - d. the acquisition of subsidies,
 - e. the promotion of knowledge transfer and collaboration between university and non-university institutions and companies in the cyber security sector,
 - f. the working towards and improvement of the structural framework, e.g. for attracting companies and the recruitment of skilled workers.

§ 3 Acquisition of Membership

- I. Legal entities can acquire membership in the Association “Cyber Security Cluster Bonn e.V.”
- II. Among the legal entities, in particular the following come into consideration as members of the Association:
 - Scientific institutions working in the sector of cyber security (universities and research institutes),
 - the companies and institutions working in, or interested in the sector of cyber security,
 - the regional authorities of the region,
 - the Chamber of Industry and Commerce or other economic organisations,
 - education and training facilities of cyber security,
 - organisations and associations in the sector of cyber security.
- III. Legal entities nominate a representative to the Executive Board who will perform the membership rights and obligations, in particular the voting right for it. Changes to the external representation vis-à-vis the Association when performing the voting rights must be notified to the Association’s Executive Board in writing.
- IV. Natural persons with the relevant specialist expertise can also apply for membership.
- V. In principle, the membership must be applied for with the Executive Board in writing. With the application, the applicant shall accept the statutes for the case of his acceptance. The Executive Board makes the final decision about the acceptance application with simple majority.

- VI. The membership begins with the admission vote of the Executive Board.

§ 4 Termination of the Membership

- I. The Association membership ends with withdrawal, exclusion or cancellation of membership, in the case of natural persons also by the death of a member, as well as with legal entities upon loss of their legal capacity.
- II. The withdrawal must be made by way of written declaration and can only be conducted at the end of a business year under compliance with a three-monthly period vis-à-vis the Executive Board.
- III. The exclusion of a member for cause with immediate effect can only be pronounced when the member violates the statutes, the purpose of the Association, or the interests of the Association in a serious manner. The member must be given the opportunity in advance, giving at least four weeks' notice, to make statements on the accusations levelled at it. The Executive Board decides on the exclusion with simple majority of the elected members of the Executive Board.
- IV. The cancellation of the membership can occur when the member is in arrears with an annual contribution and, even after written reminder, does not pay the amount in arrears in full within six months of sending the reminder.
- V. When terminating the membership, for whatever reason, all rights and obligations from the membership expire. A restitution of contributions and donations, other support benefits or share in the Association fund, is excluded. The Association's claim to contributions in arrears remains unaffected by this.

§ 5 Rights and Obligations of the Member

- I. The member is entitled to participate in all of the Association's events. Above and beyond this, the member has the right vis-à-vis the Executive Board and the General Meeting to make applications and submit proposals regarding the activities of the Association.
- II. The member is obliged to support and promote the Association, as well as the purpose of the Association in a proper manner both externally and internally; resolutions and orders by the General Meeting and Executive Board, which are bodies of the Association, must be heeded.

§ 6 Bodies of the Association

The bodies of the Association are:

- a. the General Meeting,
- b. the Executive Board
- c. the Advisory Board

§ 7 General Meeting

- I. The supreme body of the Association is the General Meeting. It has, in particular, the following duties:
 - a. Election and approval of the members of the Executive Board,

- b. Election of two cash auditors who are neither members of the Executive Board nor a committee appointed by the Executive Board and who may not be employees of the Association,
 - c. Adoption of the by-laws suggested by the Executive Board, as well as its amendment,
 - d. Acceptance and consulting of the annual report and the accounting for the expired business year, including the report from the cash auditors,
 - e. Resolution on the budget plan,
 - f. Resolution on the contribution rules and the statutes,
 - g. Contribution of subjects for working communities, initiatives and projects,
 - h. Applications by the Executive Board and members,
 - i. the dissolution of the Association.
- II. A General Meeting as Annual General Meeting must be convened at least once a year. It is non-public. The invitation shall be made by the Executive Board at least one month in advance in writing. For the regularity of the invitation, proof of timely postal dispatch to the last known address is sufficient. The agenda must also be announced together with the invitation.
- III. The agenda of the annual General Meeting must include the following points:
 - a. Report from the Chairman,
 - b. Report from Management,
 - c. Approval of the Executive Board,
 - d. Elections, if provided for by statutes,
 - e. Resolutions on current applications,
 - f. Budget.
- IV. Applications for the agenda must be submitted in writing to the Chairman of the Executive Board or his deputy at the latest two weeks before the General Meeting. Decisive is the date of receipt. If further applications exist, the updated agenda shall be dispatched in writing at the latest one week before the General Meeting.
- V. An extraordinary General Meeting must be called immediately when the interests of the Association demand this or the calling of at least one third of the voting members is demanded in writing to the Executive Board. The calling by the Executive Board, as well as the demand of the calling by the members must be done with written specification of the purpose and the reasons.
- VI. The Chairman of the Executive Board or the Deputy Chairman head the General Meeting. Upon proposal by the Chairman, resp. the Deputy Chairman, the General Meeting can determine a special chairman of the meeting.
- VII. The course of the General Meeting and, in particular, the resolutions are recorded in writing in minutes and must be signed by two members of the Executive Board. Notarization shall be explicitly waived. The minutes shall be sent to the members by e-mail in PDF format.

§ 8 Voting Right, Quorum

- I. Every properly called General Meeting is quorate.
- II. All members are entitled to vote. Each member has one vote.
- III. The General Meeting passes its resolutions with simple majority of the attending members. Abstentions shall not be taken into account. In the case of a tie vote, the application shall be deemed to be rejected.
- IV. Amendments to the statutes, as well as the resolution about the dissolution of the Association require a 3/4 majority of the attending members. Amendments to the statutes or the dissolution of

the Association must be specified in the agenda, whereby the amendment of the statutes must be notified in writing together with the invitation, or at the latest two weeks before the meeting. Decisive is the day of posting. If a resolution about the dissolution of the Association is not announced within the meaning of sentence 2, it cannot be voted on. If a resolution about an amendment of the statutes is specified in the agenda, but the amendment of the statutes was not notified in writing, the General Meeting may approve the amendment of the statutes for resolution with a 3/4 majority.

- V. The elections for the Executive Board and the election of the cash auditors, as well as the voting on factual issues and applications, shall be carried out by a show of hands, unless the chairman of the meeting has doubts about the correctness of the results when counting the votes, and determines written conduct of the voting or a member applies for a secret ballot.
- VI. For the election to the post of Chairman, a candidate needs at least one half the votes cast. Abstentions shall not be taken into account. If there are several candidates for a single election and there is a tie vote, a run-off election between the applicants with majority of votes shall decide; if there is another tie vote, the lot shall decide.

§ 9 Executive Board

- I. The Executive Board is comprised of
 - a. the Chairman of the Executive Board,
 - b. the Deputy Chairman of the Executive Board,
 - c. the Chief Financial Officer (treasurer),
 - d. other Executive Board members, so that the total number of up to 12 regular members of the Executive Board is not exceeded.
- II. The Association shall be represented in court and out of court jointly by two members of the Executive Board.
- III. Ex officio members of the Executive Board are the respective representatives of:
 - the Telekom Security of the Deutsche Telekom Group,
 - the Chamber of Industry and Commerce Bonn/Rhein-Sieg,
 - the Fraunhofer-Gesellschaft,
 - the University of Bonn,
 - the University of Applied Sciences Bonn Rhein-Sieg,
 - the City of Bonn

provided that these organisations are members of the Association and strive participation in the Executive Board.

- IV. The remaining members of the Executive Board are elected for three years by the General Meeting from the circle stated in paragraph V. The term of office of members of the Executive Board elected in a by-election ends with the next General Meeting of the elected members. After expiry of three years since the elections for the Executive Board, new elections must be conducted at the latest within the following six months. If a member of the Executive Board retires, a provisional member can be determined by a by-election through the General Meeting. The Executive Board is entitled to submit proposals for the replacement.

The following shall be members of the Executive Board:

- a) Representatives of:

- At least one regional authority;
- Scientific organisations;
- At least three medium-sized enterprises, which render cyber security services;
- Start-ups from the sector of cyber security (< 5 years after foundation);
- Companies which request cyber security services.

b) The representatives should have senior positions in the institutions they represent.

- V. The Executive Board decides with simple majority. In the case of a tie vote, the Chairman shall decide. He can give himself rules of procedure.
- VI. The Executive Board can create special working groups, whereby their members can also be non-members of the Association. Appointment and dismissal of the members of the working groups by the Executive Board is conducted with simple majority.
- VII. The Executive Board elects the female or male Chairpersons, Deputy Chairpersons and Chief Financial Officer (Treasurer) from among its members with simple majority.
- VIII. The Executive Board can appoint and dismiss one or more managing directors.
- IX. The Executive Board can also co-opt up to three further persons into the Executive Board in addition to the maximum of 12 regular Executive Board members.

§ 10 Advisory Board

- I. An Advisory Board shall be established to support the Executive Board, whose members can also be non-members of the Association. The Advisory Board has an exclusively advisory function.
- II. The members of the Advisory Board shall be appointed and dismissed by the Executive Board by simple majority.

The members of the Advisory Board do not incur any financial or other obligations. The wish by a member for dismissal / resignation from office shall be complied with immediately.

- III. The Advisory Board is entitled to present proposals for resolution by the Executive Board.
- IV. Ex officio members of the Advisory Board are:

- The Federal Office for Information Security (BDI);
- the Cyber Command and Information Space of the German Federal Armed Forces;
- the Police Headquarters Bonn.

The representatives on the Advisory Board should belong to the management level of the institutions which they represent.

§ 11 Organisational Structure

The Association can form specialist and/or locally defined working groups and individual initiatives, which participate in carrying out the statutory tasks within the scope of their work. All persons who participate in such working groups and individual initiatives should be representatives of members of the Association and the Advisory Board. The Executive Board can nominate further experts to participate in working groups. The following shall apply for forming such subdivisions:

- a. Their foundation, dissolution and merger with other working groups and individual initiatives require the approval from the Executive Board of the Association,
- b. Statutes and rules of procedure of the Association are binding for them,
- c. To finance their work within the scope of the budget planning of the Association they may be allocated means for administration at their own functional responsibility,
- d. In particular, they shall be provided with earmarked contributions from third parties.

§ 12 Membership Fees

The respectively valid contribution rules decided by the General Meeting are decisive for the amount of the membership fees.

§ 13 Dissolution of the Association

- I. The Association can be dissolved through resolution of the General Meeting.
- II. The liquidation shall be conducted by the Executive Board.

The above statutes were established during the inaugural meeting of 04 October 2018.

Bonn, 04 October 2018