

ARTICLES OF ASSOCIATION

ECC4iu

ARTICLE 1 – NAME

The Founder Members of the articles of association hereby create an Association governed by the law of 1 July 1901 and the decree of 16 August 1901, named "ECC4iu".

The aim of this Association is to support all types of projects and/or initiatives related to the security of industrial and urban systems.

ARTICLE 2 – PURPOSE - OBJECT

The object of this Association is to support all types of projects and/or initiatives, which aim, within the scope to the security of industrial and urban systems, to:

- Encourage, promote and develop cybersecurity in Europe to ensure the resilience of critical infrastructures,
- Harmonise European initiatives regarding industrial and urban system cybersecurity,
- Inform operators of existing threats and solutions,
- Promote the acquisition of skills among all economic players in charge of industrial facilities and urban information systems, exchange and share information, good practice, feedback, etc.,
- Promote the expertise of Association Members with a view to strengthening European leadership in cybersecurity,
- Support the international development of Association Members,
- Develop capability to deal with security incidents,
- Provide shared tools - in particular platforms - to validate cybersecurity solutions,
- Develop a platform for experimenting and validating cybersecurity solutions,
- Propose improvements to norms and standards to public authorities,
- Represent Members within national and international bodies,
- Propose and potentially introduce schemes to label products, services and skills, based on recognised harmonised standards,
- Develop frames of reference for training and support training organisations seeking to include cybersecurity modules in their courses,
- Train and award qualifications to trainers,
- Promote the pooling of experience between Europeans involved in cybersecurity.

In general terms, become involved in all issues related to the security of industrial and urban systems and/or in connection therewith, if necessary by conducting business activities.

ARTICLE 3 – HEADQUARTERS

The headquarters are located in Lyon (69).

Any decision to change the address of the Association shall be taken by the Management Board.

ARTICLE 4 – TERM

The Association has no fixed term.

ARTICLE 5 – COMPOSITION - MEMBERS

Each Member is represented by a designated natural person.

Each representative of a structure that is a Member of the Association must have powers of delegation.

If these powers are withdrawn, the representative loses the capacity to represent the structure and may not sit on the Management Board or vote at General Meetings.

The Association comprises:

a) Founder Members

Founder Members are legal persons that have been instrumental in creating the Association and have undertaken to pay an annual subscription fee.

They play an active role in the creation and coordination of the Association, as well as participating in General Meetings with voting rights. They automatically sit on the Management Board.

Once the Association has been created, Founder Members have nine (9) months to pay their subscription fee and confirm their status as Founder Members.

b) Association Members with voting rights

These Members have requested registration and are fully paid-up members.

Members form colleges according to their core businesses. The rules for allocating colleges are set out in the internal bylaws. The college to which a member belongs is decided when the member joins the Association.

c) Benefactor Members

These Members may help the Association in the form of donations in cash or in kind.

There are two types of benefactor members:

- Members with voting rights that pay a fee exceeding the annual subscription fee.
- Legal persons that provide donations for the Association. These members take part in discussions, without voting rights, and pay no subscription fees.

d) Honorary Members

Honorary members are public or private legal persons that help or have helped the Association through their support and involvement. They take part in discussions, without voting rights.

They are appointed by the Management Board, which also has the power to withdraw this capacity.

ARTICLE 6 – ADMISSION

Joining the Association is subject to acceptance by the Management Board, which rules on requests for admission at each meeting.

Members must be European (a legal person under European law, i.e. governed by the law of a European country and with headquarters located in an EU country) and their main business must include specific skills and benefits for cybersecurity in industrial and urban systems.

Applications are made via a letter of intent sent to the President of the Association. The Management Board take sovereign decisions on admitting applicants.

ARTICLE 7 – SUBSCRIPTION FEES

Subscription fees are set annually by the Management Board.

ARTICLE 8 - DEREGISTRATION

Membership ends through:

- a) Resignation;
- b) The legal person being wound up or liquidated;
- c) Deregistration pronounced by the Management Board due to failure to pay the subscription fee or for good cause, due to any action likely to cause material and/or moral harm to the Association, gross incompetence or loss of any of the conditions required for admission; the Member in question shall be invited, by means of a registered letter with acknowledgement of receipt, to provide explanations before the Committee and/or in writing;
- d) Any cases of takeover by a third party or mergers and, in general terms, in the event of a change in the majority shareholder (in which case, the new entity must re-apply for membership).

ARTICLE 9 – RESOURCES

The resources of the Association comprise:

1. The entry and subscription fees;
2. Subsidies from central government, *départements* and towns, public establishments, public or private companies and other associations;
3. Donations from private or legal persons in compliance with the purpose chosen by the donor, payments by companies or individuals, as stipulated in the articles of the French General Tax Code, including article 200, amended by the decree no. 2016-775 of 10 June 2016;
4. Remuneration of activities contributing to achieving the purposes as set out in these articles of association;
5. Interest and income derived from the assets and securities belonging to the Association;
6. All resources authorised by applicable laws and regulations.

The assets of the Association solely meet the undertakings entered into by the Association, without any Members, even those involved in its management, being held personally liable.

ARTICLE 10 – ORDINARY GENERAL MEETINGS

The ordinary general meeting involves all members of the Association, whatever their capacity.

It is held in the second quarter of each year. At least fifteen days prior to the set date, a notice of meeting is sent to Association members by the Secretary using any means of written communication. The notice of meeting shall include the agenda. In order to hold valid deliberations, the AGM must have a quorum of at least one half of its members.

The President, assisted by members of the Management Board, chairs the Meeting and sets out the situation and activity of the Association. The Treasurer reports on financial management and submits the annual accounts (balance sheet, income statement and notes) for approval by the Meeting.

The General Meeting replaces Members of the Management Board if necessary.

Only items listed on the agenda can be discussed.

Decisions are taken by a majority of votes of fully paid-up members that are present or represented.

When there are no further items on the agenda, outgoing Management Board members are replaced.

All decisions are taken by a show of hands, except election of members of the Management Board.

General Meeting decisions are to be taken by all Members, including those absent or represented. Only Founder Members and fully paid-up members are entitled to vote.

Each Member may be represented by another Member of the Management Board or a member of its organisation named in a power of attorney, with any single Member limited to two powers of attorney.

General Meeting decisions are recorded by the Secretary, with the minutes also recording the number of attendees at the General Meeting.

ARTICLE 11 - EXTRAORDINARY GENERAL MEETINGS

If necessary, or following a request by one quarter of registered Members, the President may convene an Extraordinary General Meeting in accordance with the procedures set out in these articles of association, solely to amend the articles of association or wind up the Association or for the requirements of deeds involving property.

The procedures for notices of meeting are identical to those for Ordinary General Meetings.

Decisions are taken by a majority of votes of fully paid-up members that are present or represented.

ARTICLE 12 – MANAGEMENT BOARD

a) The Management Board

All Founder Members sit on the Management Board, in addition to one (1) Member of each College. The Management Board is elected for three (3) years by the General Meeting. Members may be re-elected.

An Extraordinary General Meeting is held to appoint one (1) representative of each College in addition to the Founder Members, which have one vote.

In a vacancy arises, the Board provides temporarily for the replacement with one of its Members. Permanent replacements are appointed during the next General Meeting. The powers of Members thus elected shall end on expiry of the term of replaced Members.

If a Founder Member leaves the Association however, no replacement is made.

The Management Board meets at least once every six months, convened by the President, or following a request by one quarter of its Members. Notices of meeting must be issued at least fifteen (15) working days in advance.

Each Member may be represented by another Member of the Management Board or a member of its organisation named in a power of attorney, with any single Member limited to two powers of attorney.

The Board sets the agenda to be voted by the General Meeting. It proposes the amount and collection procedure of the annual subscriptions. It decides on admissions and exclusions of Members, with said decisions being adopted with a two-thirds majority. It executes all decisions taken by the General Meeting. It takes sovereign decisions on holding Extraordinary General Meetings on the majority of Members of the Management Board, present or represented. It may delegate all or part of its powers to the President.

Unless stipulated otherwise, decisions are taken on a majority of votes and in the event of a tie, the President shall have the casting vote. Minutes are signed by the President and the Secretary and kept at the headquarters of the Association.

b) The President

The President of the Management Board is elected from among the Members of the Management Board for a three (3) year term and represents the Association in all civil procedures, being granted full powers for this purpose. The President sets the agenda for the Management Board and may be delegated all or part of the powers of the Management Board. The President orders expenditure and has shared signing powers with the Treasurer.

c) The Vice-President(s)

The Vice-President(s) is elected from among the Members of the Management Board for a three (3) year term and replaces the President if the position falls vacant or in the case of extended impediment.

d) The Secretary

The Secretary is elected from among the Members of the Management Board for a three (3) year term and is in charge of the reports and minutes of Association meetings. The Secretary receives applications from new Members and has shared signing powers with the Treasurer.

e) The Treasurer

The Treasurer is elected from among the Members of the Management Board for a three (3) year term and is in charge of all matters involving managing the assets of the Association. The Treasurer authorises expenditure by the Association, making all payments and receiving all monies, under the surveillance of the

President. The Treasurer keeps accounts in due form of all transactions performed and reports to the Management Board.

ARTICLE 13 – THE SCIENTIFIC BOARD

A Scientific Board is created for the purpose of validating both the form and substance of the projects of the Association, ensuring coherence and legitimacy of the work conducted by the Association.

The Management Board appoints natural persons for a three (3) year term (members may be re-elected).

The Scientific Board participants may or may not be Members of the Association.

ARTICLE 14 – THE COMMITTEE

The Management Board elects a Committee from among its Members, comprising:

- 1) A President;
- 2) One or more Vice-Presidents (optional);
- 3) A Secretary and, if required, a Deputy Secretary;
- 4) A Treasurer and, if required, a Deputy Treasurer.

The positions of President and Treasurer may not be held by the same person.

The President is legally responsible for the Association. If absent or impeded for any reason, the President is automatically replaced by the Vice-President or the Secretary.

Committee Members are elected for a three (3) year term and may be re-elected. In the event of a tie in voting, the President has the casting vote.

The Committee is convened by the President and meets whenever necessary. The duties of Committee Members are not remunerated. The Committee has full powers to carry out the day-to-day management of the Association.

ARTICLE 15 – ALLOWANCES

All duties, including those of Members of the Management Board and the Committee, are voluntary and non-remunerated.

Members may only be reimbursed costs incurred by fulfilling their duties, subject to providing receipts. The financial report presented to the Ordinary General Meeting details reimbursements made to each beneficiary for assignments, travel or attendance.

These provisions are set out in the internal bylaws (type of expenditure, assignments, capacity of beneficiaries, etc.).

ARTICLE 16 - INTERNAL BYLAWS

Internal bylaws are drawn up by the Management Board and approved by the first General Meeting to be held after registration of these articles of association.

These bylaws are designed to establish various rules that are not covered in these articles of association, particularly with respect to the internal administration of the Association.

ARTICLE - 17 - AMENDING THE ARTICLES OF ASSOCIATION

The articles of association may only be amended by an Extraordinary General Meeting called by the President following a proposal from the Management Board.

This meeting may only hold valid deliberations if it comprises at least two-thirds of fully paid-up Association Members. If this quorum is not reached, a second Extraordinary General Meeting must be called by the President no earlier than fifteen days and no later than one month after the first Meeting.

Decisions are taken by a two-third majority of votes of fully paid-up members that are present or represented.

ARTICLE 18 - WINDING UP

The decision to wind up the Association may only be taken by an Extraordinary General Meeting called by the President following a proposal from the Management Board.

This Extraordinary General Meeting may only rule under the quorum and majority specified in the previous article.

If the Association is wound up, the Extraordinary General Meeting shall rule on transferring the assets of the Association.

Following a proposal from the President, the Management Board appoints one or more Members of the Association to perform liquidation procedure and grants all necessary powers to this effect.

ARTICLE 19 - FORMALITIES

The Secretary is in charge of the declaration and publication formalities required by the law of the 1 July 1901 and the decree of 16 August 1901, with respect to both creating the Association and making any necessary amendments.

The report and annual accounts shall be sent to the Prefect of the *département* annually. The Association undertakes to make its books and accounts available whenever required by administrative authorities with respect to the use of donations it may be authorised to receive, to allow representatives of these authorities to visit its establishments and to provide information regarding the operations of said establishments.

Drawn up in Lyon on 7 September 2018

President

Treasurer

Jean-Christophe Mathieu

Jean-François Gillot