

# EUROPEAN CYBERSECURITY ORGANISATION (ECSO) ASBL - BYLAWS

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

### SECTION I: PURPOSE AND DEFINITIONS

#### 1. PURPOSE OF BYLAWS

These Bylaws of the ECSO ASBL are adopted by the Board of Directors to implement the provisions of the Statutes and to specify operational details of the Association in accordance with Article 20 of the Statutes. In case of discrepancies with the Statutes, the Statutes shall prevail.

#### 2. DEFINITIONS

Terms with a capital letter in the Bylaws below have the meaning specified in the Statutes (not repeated here) if present there, otherwise as defined in this Bylaws.

### SECTION II: MEMBERSHIP

#### 3. REPRESENTATION OF MEMBERS

3.1. For the purpose of the ECSO Statutes and Bylaws, an ECSO Country is defined as:

- (a) a Member State of the European Union (a Member State) or an EEA / EFTA country,
- (b) a country associated to Horizon 2020<sup>1</sup> or its future evolutions.

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

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

3.3 Membership criteria for legal entities,

- 3.3.1 A legal entity, to become Member of the Association, should have, either itself or through its sister companies, a significant footprint and decision centre in an ECSO Country (creation of jobs) in cybersecurity activities for research and development and / or manufacturing and / or providing services, as determined by the Board of Directors of and whose management have the capacity to support decisions in favour of a European interest for security.
- 3.3.2 The legal entity should have, either itself or through its sister companies, R&D and manufacturing or service providing activities in an ECSO Country with significant European added value and be able to demonstrate to the satisfaction of the Board of Directors that

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<sup>1</sup> For information purposes, as of 13 April 2016, the following countries are associated to Horizon 2020: Iceland, Norway, Albania, Bosnia and Herzegovina, the former Yugoslav Republic of Macedonia, Montenegro, Serbia, Turkey, Israel, Moldova, Faroe Islands, Ukraine, Tunisia

they have a genuine business interest in the development of the European cybersecurity market.

- 3.3.3 To become Member of the Association, a legal entity established under the law of a non-European Member State or EEA / EFTA country must be allowed by its reference national authority to commercialise or export products (including services) developed with the support of European funds.
  - 3.3.4 A legal entity, to become a Member of the Association, commits, in its membership request form, to work towards the achievement of at least 5 KPIs (Key Performance Indicators) as described in the Industry Proposal of the cPPP.
  - 3.3.5 Subsidiaries / Units / Departments of a Member of the Association not located in an ECSO Country cannot participate in ECSO activities.
  - 3.3.6 As a general rule, staff working and hired in non-ECSO Countries cannot participate in ECSO activities. Staff working for a Member full-time outside of any ECSO Country can take part in ECSO activities on an exceptional basis, when deemed necessary and agreed by the specific ECSO working group.
  - 3.3.7 Reciprocity of behaviour is requested of European branches / subsidiaries of companies joining ECSO whose “Mother Company” Headquarters are outside the European Union or EEA / EFTA countries. This reciprocity means that the “Mother Company” does not oppose the joining of ECSO Members in those (non-European) associations which the (non-European) “Mother Company” might be part of.
- 3.4 The following categories shall be used to describe the types of organisation of Members of the Association:
- (a) Large companies (directly represented): cybersecurity solutions / services providers.
  - (b) National and European Organisation / Associations (gathering among other, large companies, SMEs, research and technology organisations (RTOs), Sectoral organisations, public bodies) representing interests at national or European / International level.
  - (c) SME (as per E. Commission definition) solutions / services providers directly represented; Associations composed only by SME, Startups, Incubators, Accelerators.
  - (d) Users / Operators (where cybersecurity technology / solutions / services provision is not one their business activities): National public administrations or private companies (large or SMEs) directly represented.
  - (e) Regional / Local public administrations (with economic interests).  
Regional / Local Clusters of public / private legal entities with local economic / ecosystem development interests.
  - (f) Public Authorities at national level (national strategy / regulatory / policy issues, incl. R&I coordination).
  - (g) Research Centers (large and medium / small), Academies / Universities (directly represented, not via an associative body);  
Associations composed only by Research Centers, Academies and/or Universities.
  - (h) Others (financing bodies, insurances, etc.).
- 3.5 All organisations that want to become a Member of the Association have to apply for Membership using the ECSO Membership Application Form.
- 3.6 The Secretary General shall maintain an up-to-date register of Members and their representatives/contact points, reflecting the various categories and organisational types of Members.

- 3.7 The representative of a Member whose Membership is terminated ceases to be a member of the General Assembly and, if this is the case, of the Board of Directors or the Partnership Board, at the moment the Member's Membership ceases. Any office held by that representative becomes vacant thereby.

#### **4 FINANCIAL CONTRIBUTIONS**

- 4.1 The Association shall be a self-financed and independent organisation supported through Membership fees, grants, contracts, donations and testamentary provisions and any transfer not prohibited by law.
- 4.2 In order to pursue the Objective and to carry out the activities of the Association the Members may be required to pay an annual financial contribution, which are the Membership fees (c.f. Article 8.2 of the ECSO Statutes) to be decided three months before the end of the Association's financial year.
- 4.3 The fees will be determined by the Board of Directors but must respect the different categories of Members and organisational natures.
- 4.4 Members shall pay Membership fees within sixty (60) calendar days from the receipt of the invoice issued every year by the Association unless decided differently by the Board. The amount of the Membership fees will be annually determined by the Board of Directors.
- 4.5 The amount of Membership fees for an applicant joining the Association during the financial year will have a quarterly decrease: 100% for a membership approved in the period January to March; 75% if membership is approved between April and June; 50% if membership is approved between July to September; 25% if membership is approved in the last three months of the year.

### **SECTION III: ORGANISATION OF THE ASSOCIATION**

#### **5 BOARD OF DIRECTORS**

- 5.1 The Board of Directors (also called the "Board") is composed by the First Directors (c.f. Article 11.2 of the ECSO Statutes) for the first three (3) years of the Association and by representatives of other Members appointed at the Annual General Assembly. The aim is to have First Directors providing a smooth and continuous support to the setup of the Association.
- 5.2 The Directors representing the Public Authorities at national level can only belong to Member States of the European Union or an EEA / EFTA. They are appointed according to own internal rules, by the National Public Authorities representatives Committee (c.f. Article 8).
- 5.3 For Large companies, SMEs, private Users / Operators, Regional / Local public administrations, Research Centers, Academies / Universities and Other (as defined in Article 3.4 of Bylaws) the criteria, where applicable to the Members', are (complementing the criteria in Article 11.4.1 of the Statutes):
- (a) The Member (user or supplier) is established in an ECSO country.
  - (b) A significant part of the corporate / group company's Information and Communication Technologies (ICT) security research and development are conducted in ECSO countries.
  - (c) The Member offers or uses trustworthy ICT security solutions and services.
  - (d) Services from Members should not host personal information of European citizens outside of the European Union and EEA / EFTA countries, except where allowed by EU law.

- (e) The Member is compliant with European data protection law.
- 5.4 For National and European Organisations / Associations, SMEs Associations, Regional / Local Clusters, RTOs or Academies / University Associations (as defined in Article 3.4 of Bylaws) the criteria are (complementing the criteria in Article 11.4.2 of the Statutes):
- (a) The majority (more than 50%) of members in the Member's organisation are established in an ECSO country.
- (b) The majority (more than 50%) of members in the Member's organisation have significant ICT security research and development conducted in the European Union or in EEA / EFTA countries.
- (c) The Member is compliant with European data protection law.
- 5.5 The ECSO Board of Directors is composed by a maximum of 36 Directors. Each category of Members (c.f. Article 3.4) designates its Directors to be elected by the General Assembly for representing their positions at the Association Board.
- 5.6 The list of candidates selected for each category of Members is presented for vote at the General Assembly. Each Member having the right to vote, can vote at the General Assembly for the maximum number of Directors in the list (c.f. Article 5.7) belonging to its category (only one vote possible for each candidate). Those candidates having received the majority of votes are elected as Directors within the limit stated in Article 5.7. At the first Extraordinary General Assembly, those candidates having received more votes for their category, will become First Directors, within the limit stated in Article 5.7.
- 5.7 To the extent possible, the composition of the Board of Directors shall be such that the different categories of Members adequately represented as in the following table.

Category of Members	Seats of First Directors	Maximum total number of Directors per category of Members
Large companies (directly represented): cybersecurity solutions / services providers;	5	10
National and European Organisation / Associations representing interests at national or European / International level.	4	7
SME (as per E. Commission definition) solutions / services providers directly represented; Associations composed only by SME, Startups, Incubators, Accelerators	2	4 (possibly 2 from SMEs clusters)
Users / Operators (not providing cybersecurity services): Users / operators from national public administrations or private companies (large or SMEs) directly represented	1	4 (possibly 1 representing SMEs as users)
Regional / Local public administrations (with economic interests); Regional / Local Clusters of public / private legal entities with local economic / ecosystem development interests	0	1
Public Authorities at national level (national strategy / regulatory / policy issues, incl. R&I coordination)	3	6 (at least 1 from small European countries <sup>2</sup> )

<sup>2</sup> Countries with annual GDP < €400b or annual pro-capita GDP < 30000€  
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Research Centers (large and medium / small), Academies / Universities (directly represented); Associations composed only by Research Centers, Academies or Universities	2	4 (possibly 1 from Academia / Research Associations)
Others (financing bodies, insurances, etc.)	0	0

- 5.7.1 When possible, for national Association representatives, preference would be given to representatives from national Public-Private Partnerships (when existing).
- 5.7.2 The Board of Directors has the possibility to call, in quality of guest or observer, external experts (e.g. from the European or national institutions) as well as the Chairs of the ECSO Working Groups to report the suggestions and the activities in the Working Groups.
- 5.7.3 Representatives from the Public Authorities present and next presidency of the Council of the EU are invited as observers at the Board (if not already elected as Board members) with no voting rights.
- 5.7.4 The Coordination & Strategy Committee (c.f. Article 6) can appoint up to two Chairs that will participate in ECSO Board meetings to refer suggestions from this Committee and report back. The appointed Chairs should respond to the same election criteria of the Board of Directors members (Article 11.4 of the ECSO Statutes). They will have, in general, no voting right in decisions of the Board. In case the Chairs of the Coordination & Strategy Committee are members of the Board, they will maintain their right to vote.
- 5.8 The dates of the Board of Directors meetings for a year are defined at the last Board of Directors of the previous year. A written notice stating the place, date, time and the agenda of the meeting shall be sent at least fourteen (14) calendar days in advance for the Board of Directors and at least twenty (20) calendar days in advance for the General Assembly, by the Chairperson of the Board or, when not possible, by the Secretary General. The Board of Directors is not authorised to take decisions on questions not included in the latest update of the agenda circulated seven (7) days before the Board of Directors, unless all its Members are present or represented at the meeting and unanimously decide otherwise. In case a Director cannot attend the meeting, he/she can appoint a proxy as specified. The proxy shall be notified to the Secretary General.
- 5.9 Minutes shall be prepared or supervised by the Secretary General. If the Secretary General cannot be present, a suitable rapporteur shall be appointed by the Directors present. The Secretary General or the appointed rapporteur shall prepare and circulate the minutes (in English) to all Directors for comments within three (3) weeks after the meeting. If comments are received, the minutes will be revised and circulated again only if the meaning of the minutes has changed. 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. The minutes are then formally endorsed by the following Board of Directors. The Secretary General will circulate the final official minutes and archive them.
- 5.10 Being the Association and the cPPP an “industry driven” initiative, it is recommended, also in conformity to article 11.18 of the Statutes, that the Chairperson of the ECSO Board is a representative from industry or from an industrial association.

## 6 COORDINATION & STRATEGY COMMITTEE

- 6.1 The Coordination & Strategy Committee is composed of representatives (approved by the Board) of the different categories of Members: six (6) members of the Board, one of the Chairs from each WG and support from the Secretary General. When needed, experts from the Working Groups could be invited as experts.

- 6.2 The Coordination & Strategy Committee, unless delegated by the Board of Directors, is not taking specific decisions for the Association, but can prepare recommendations to be voted at the Board of Directors on operational and strategic matters.
- 6.3 The Committee objectives are to review and discuss Working Groups' suggestions and strategies, the overall main ECSO directions, policies and new activities. The Committee prepares the issues to be proposed at the Board of Directors for approval.
- 6.4 The Coordination & Strategy Committee appoints two Chairs to coordinate its work. The two Chairs can participate to the ECSO Board meetings to refer the suggestions from the Coordination & Strategy Committee and report back. These persons should respond to the same election criteria of the Board of Directors members.
- 6.5 The Coordination & Strategy Committee will meet at least three (3) times a year.
- 6.6 Agreement in this Committee on suggestions to the Board or the Working Groups / Task Forces is reached either by consensus (when possible) or by 2/3 (two thirds) majority vote of those Members having right of vote. Each Member represented in this Committee has one vote, providing compliance with Article 19 of the Statutes.

## **7 FINANCIAL COMMITTEE**

- 7.1 The Financial Committee is composed by members of the Board of Directors (typically the Chairperson of the Board, the vice Chairs, the Secretary General and few other members of the Board). Its members are appointed by the Board of Directors following the renewal of the Board after the Annual General Assembly.
- 7.2 The Financial Committee, unless delegated by the Board of Directors, is not taking any specific decision, but would prepare recommendations on financial matters to be voted at the Board of Directors.
- 7.3 Its objectives are to review the status of the accepted budget; discuss the budget of the following year; review the Association's financial situation; review any other important financial and administrative issue linked to the Association's activities.
- 7.4 The Financial Committee meets at least twice a year.
- 7.5 Agreement in this Committee on suggestions to the Board is reached either by consensus (when possible) or by 2/3 (two thirds) majority vote of those Members having right of vote. Each Member represented in this Committee has one vote, providing compliance with Article 19 of the Statutes. Vote can be done also via electronic consultation.

## **8 NATIONAL PUBLIC AUTHORITIES REPRESENTATIVES COMMITTEE**

- 8.1 The Association's management is supported also by the ECSO National Public Authorities representatives Committee (NAPAC).
- 8.2 The aim of the NAPAC is to:
  - 8.2.1 Participate in the discussions and activities of the ECSO Working Groups and Task Forces to bring a governmental perspective and operational needs from the public administrations.
  - 8.2.2 Support the definition and implementation of the ECSO Strategic Research and Innovation Agenda and of the ECSO Multiannual Roadmap into the R&I Work Programme.
  - 8.2.3 Exchange best practice and promote cybersecurity and national / regional research programmes.

8.2.4 Provide opinion and advice on a periodic, voluntary basis to the ECSO Working Groups on policies and programmes that are relevant to realising the goals and deliverables of ECSO also propose-ing strategies, measures and activities at national and policy level.

8.3 The ECSO NAPAC is composed by two Groups with different composition:

- (a) The Governmental Advisory Group (GAG). This group will include the participation of representatives from national administration dealing with industrial policy related to cybersecurity from EU Member States for example NIS competent authorities as foreseen in the NIS directive). This group will tackle “cybersecurity industrial policy” issues. EEA/EFTA States as permanent observers may participate in discussions upon request. In addition, other ECSO Countries occasionally may be invited as observers.
- (b) The R&I Group. This group will typically include participation of national public administration representatives from each country represented in the relevant Programme Committees for the definition of the respective Work Programmes (such as the Secure Societies Programme Committee and the LEIT-ICT Programme Committee).

8.4 Activities of the NAPAC - GAG

The NAPAC-GAG has a, important role to play in proposing actions and providing opinion and feedback on strategies, activities and results considering national concerns, discussing and supporting the activities of ECSO at policy level and from a national perspective.

The NAPAC is entitled to debate of any questions that it considers of strategic importance.

It will address the following activities:

- (a) Promoting an enhanced co-operation and co-ordination among ECSO Countries: explore mechanisms for developing synergies and reinforce the co-operation among national and initiatives of European Institutions, programmes and projects, including information exchange, co-ordination in programme development and possibly joint implementation of programmes and initiatives.
- (b) Scoping activities and target setting: propose actions to the Working Groups and the Coordination & Strategy Committee relevant to concerns of the ECSO Objective. Provide reflection on overall European goal and target setting, having regard to national aspirations and circumstances, including those relating to economics, societal and sovereignty issues.
- (c) Closing the loop between technology development and policy-making: identify mechanisms and develop suitable links with the different relevant policies to promote understanding and awareness of technology developments and to determine criteria for proving cost-effectiveness and reliability of these technologies to meet policy objectives.
- (d) Promoting public/private partnerships and main / large projects: identify interlocutors in ECSO Countries, to develop dialogue, inform and stimulate activities leading to definition of demonstration projects based on public/private partnerships; acting together to develop common technology procurement programmes fostering public funding, and providing a sound basis for future industrial investment; exploring possible opportunities to showcase technologies in regional development projects.

The GAG may require the Board of Directors to restrict the participation in a specific Working Group and / or Task Force, according to the sensitiveness of the issue.

8.5 Activities of the NAPAC – R&I Group

ECSO should facilitate the discussion between the R&I experts from different categories in the Association, in particular the R&I group of National Public Authorities, in view of building consensus between all interested public and industrial parties in the early stages of preparation of Work Programme input to the European Commission.

A sound inclusion of the competent national representatives into the setup process for transferring Cybersecurity cPPP research content into the respective Work Programmes allows for optimal alignment of the cPPP research goals with national research programmes addressing cybersecurity matters.

An early and close information of the competent Programme Committee configurations during the input gathering and consolidation process greatly improves the predictability and acceptance of the content to be discussed in the Programme Committee sessions.

Expected activities of the NAPAC – R&I Group are:

(a) Structuring and strategy development: contribute to building a coherent European strategy on R&I and deployment of innovation, exploring possible mechanisms for achieving implementation of relevant European policies.

(b) Actively participating in the process for the definition of priorities for the Work Programme:

- I. Input to the Scientific & Technical Committee of the Coordination & Strategy Committee (c.f. ECSO Statutes Article 12.3): Initial thematic proposals from the different cPPP Working Groups and other European activities like the other cPPPs (e.g. IoT, Big Data etc.).
- II. Consolidated Input: Structured thematic proposals prepared by the Scientific & Technical Committee of the Coordination & Strategy Committee to be discussed by the ECS cPPP Partnership Board.
- III. Amended Consolidated Input: Consolidated input by the ECS cPPP Partnership Board discussed and amended/commented by the views of the NAPAC – R&I Group (Article 8.3 (b)).
- IV. Final Input: Amended Consolidated Input cross-checked, possibly amended/commented by the ECS cPPP Partnership Board, implemented into the Work Programme draft by the European Commission for discussion and final decision by the competent Programme Committee configurations.

## **9 WORKING GROUPS AND TASK FORCES**

- 9.1 The Working Groups of the ECSO Association are the main centres of activity within the Association. They shall always be involved in the preparation of the Strategic Research and Innovation Agenda and other relevant works issued by the Association. Task Forces may focus on sector-specific or cross disciplinary issues related to cybersecurity.
- 9.2 Each Member is expected to contribute actively to at least one Working Group, by designating its experts as members of the relevant Working Group. The operational details of the functioning of the Working Group are further detailed in the following articles.
- 9.3 Working Groups and Task Forces are established or dismissed by the Board of Directors. In particular, the Board of Directors shall, in its decision of establishment of a new Working Group or Task Force, define the activities of such Working Group or Task Force and assign its tasks and deliverables, which may thereafter be adapted, as the case may be, with the Working Group / Task Force Chair.
- 9.4 Typically, two Working Group Chairs are appointed “ad personam” for each Working Group, following regular election in a Working Group, from Working Group members and proposed by the Working Group for approval by the Board of Directors. For Task Forces, one or two Chairs are appointed “ad personam” by the Board of Directors. They act in the interest of the Association.



- 9.5 The choice of the Working Group / Task Force Chairs should follow the same criteria as for the appointment of the members of the ECSO Board (Article 11.4.1 and 11.4.2 of the ECSO Statutes). At least one of the Chairs is a representative from the industrial cybersecurity sector.
- 9.6 The Working Group / Task Force Chairs will represent the Working Group / Task Force towards the Coordination & Strategy Committee and report regularly to this Committee about the activities of his/her Working Group / Task Force.
- 9.7 The Board may release a Working Group / Task Force Chair from his/her position upon his/her written request and initiate a re-election.
- 9.8 Decisions in the Working Groups and Task Forces are preferably taken by consensus. If a consensus is not reached, they are taken by a two thirds (2/3) majority vote (only representatives of Members are allowed to vote). Each Member represented in this Committee has one vote, providing compliance with Article 19 of the Statutes. Dissemination of the voting results should be made to all Working Group or Task Force members.
- 9.9 By suggestion of the NAPAG-GAG (c.f. Article 8), in agreement with the Board of Directors, participation in a specific Working Group and / or Task Force can be limited to a specific number and / or kind of Members, according to the sensitiveness of the issue.
- 9.10 The Chairs of the Working Groups / Task Forces may invite, under their responsibility, external observers to participate in their discussion, provided they contribute to the ECSO Objective.

## **10 ECSO SECRETARIAT AND ECSO SECRETARY-GENERAL**

- 10.1 The ECSO Secretariat is created to execute the daily management of the Association and to support the Board of Directors and the Secretary General in his/her tasks as defined in these Articles.
- 10.2 The budget for the ECSO Secretariat is decided by the Board of Directors in line with the budget of the Association.
- 10.3 The Secretary General is the manager of the Secretariat. He/she is responsible for the day-to-day administrative management of the Association.
- 10.4 The Secretary General is appointed and dismissed by the Board of Directors. He / she can participate at the Board of Directors. Until a Secretary General is appointed, the Board of Directors shall carry out the duties of the Secretary General as set forth in these Articles.
- 10.5 Duties of the Secretary General, with the support of the ECSO Secretariat, include (but are not limited to) the following tasks :
  - (a) representing the Association;
  - (b) acting as internal and external contact point;
  - (c) collecting and distributing information internally and externally;
  - (d) preparing, coordinating and following-up the meetings of the Board of Directors and the General Assembly in coordination with the Chairperson of the Board of Directors;
  - (e) conducting and coordinating publications of the Association;
  - (f) conducting and coordinating public relations;
  - (g) creating and constantly updating the ECSO website;
  - (h) support ECSO image with actions of a communication strategy agreed by the Board of Directors;
  - (i) promoting ECSO, in particular the Strategic Research & Innovation Agenda including its annexes and future updates;

- (j) keeping in touch and cooperating with national, European and international cybersecurity organisations;
- (k) managing all matters related to Membership and administration of the Association;
- (l) collecting and administering the Membership fees;
- (m) creating annually or upon request activity reports;
- (n) preparing a draft annual budget of the Association and a draft of the financial reports and Association's accounts and then submitted to the Board of Directors for agreement;
- (o) managing relations with Working Groups.

10.6 The Secretary General shall carry out his/her duties with strict impartiality.

10.7 All information pertaining to the Association is confidential and the Secretary General shall keep such information confidential when performing his/her duties.

10.8 The Secretary General shall not on behalf of the Association, except with the prior written consent of two-thirds (2/3) majority of the Board of Directors:

- (a) take any action in respect of the Association's winding up or present any petition for its administration;
- (b) engage in any business outside the scope of the Objective of the Association and shall not enter into any arrangement, contract or transaction outside the normal course of the Association's business or otherwise than on arm's length terms;
- (c) (subject always to the other restrictive provisions of this clause and generally, the other restrictive provisions in the Bylaws) enter into any commitment by way of procurement in excess of €20,000;
- (d) terminate any arrangements, contracts or transactions (with exception to those related to normal business in projects with the European Commission) which are material in the nature of the Association's business or materially vary any such arrangements, contracts or transactions;
- (e) without prejudice to any other provision of this clause:
  - i. enter into any operating lease;
  - ii. grant any rights (by licence or otherwise) in or over any intellectual property owned or used by the Association;
- (f) amend the Association's business plan as adopted by the Board of Directors;
- (g) give any guarantee, suretyship or indemnity to secure the liability of any person or assume the obligations of any person;
- (h) enter into any contract (including but not limited to any trade contract, agency contract, consultancy contract, service provider contract) based on commission and / or a success fee; and where such approval of the Board of Directors has been obtained then in respect of any trade contract, agency contract, consultancy contract or service provider contract, the Secretary General shall not proceed to contract without first carrying out any necessary and legitimate security checks in respect of such agent, consultant or service provider;
- (i) take any action in respect of the matters expressly reserved to the Board of Directors set out in Article 11 of the Association's Statutes or act in respect of any other matter which the Board of Directors has reserved to itself;
- (j) vary the Association's Objective or the Association's Statutes or Bylaws.

10.9 The Secretary General also shall not on behalf of the Association enter into any commitment by way of any agreement, contract, a transaction or series of related transactions wherein the Association takes on the primary obligations of any contract to supply goods and / or services without having laid off the risk of such primary obligations on a “back to back” sub-contract or sub-contracts (provided that this shall not affect the Secretary General’s ability to commit the Association to passive contracts such as the provision of services in respect of study and evaluation contracts, without the approval of the Chairperson of the Board and its Vice Chairs).

The Secretary General shall have no power to deal with matters reserved to the Board of Directors except with the prior written consent of the Board of Directors in conformance with Article 14.10 of the Statutes. Additionally, the Secretary General shall, in respect of any bid for any contract and or tender:

- (a) ensure any ensuing contracts pursued, performed, and/or concluded in accordance with any specific direction given by the Board of Directors;
- (b) in all contracts obtained by the Association, ensure that related Association’s charges, costs and expenses be covered by the receivables obtained by the Association under such contracts;
- (c) ensure that in the case of all prime contracts with the customer that the risk under those contracts is laid off (“back to back”) with co-contractors, and, sub-contractors (if any) and that responsibility / liability with regard to performance of such prime contracts be apportioned between the co-contractors, and, subcontractors (if any) in proportion to their respective workshare;
- (d) in respect of the award of any sub-contract to any of its Members ensure that the Association acts fairly, justly and in all cases with transparency to its other Members.

## 11 ECSO REPRESENTATIVES AT THE PARTNERHSIP BOARD

The Partnership Board (PB) is the formal communication channel between the European Commission (the public side signing the cPPP) and the ECSO Association to discuss the Horizon 2020 Cybersecurity Work Program, the implementation of the overall R&I program related topics and the monitoring of the cPPP commitments (KPIs).

- 11.1 The Partnership Board is composed of representatives from the European Commission and ECSO Members (ECSO Representatives). The Partnership Board members from ECSO are composed of twenty (20) representatives and ten (10) substitutes from any legal entity eligible in H2020 and Members of the Association, with exclusion of representatives from Public Authorities.
- 11.2 Representatives at the Partnership Board should have citizenship and be resident in an ECSO country.
- 11.3 At least one representative of the equivalent category from the ECSO Board of Directors should also be member of the Partnership Board.
- 11.4 Each category of Members will appoint at the Annual General Assembly the representatives of their own category at the Partnership Board, to the extent possible as in the following table:

	Members Partnership Board	Substitutes Partnership Board
Large companies (directly represented): cybersecurity solutions / services providers;	4	2

<u>National and European Organisation / Associations</u> (gathering large companies and SMEs) <u>representing interests at national or European / International level;</u>	4	2
<u>SME</u> (as per E. Commission definition) <u>solutions / services providers directly represented;</u> <u>Associations composed only by SME, Startups, Incubators, Accelerators</u>	4 (at least 2 from SME clusters)	2
<u>Users / Operators</u> (where cybersecurity technology / solutions / services provision is not one their business activities): <u>National public administrations or private companies</u> (large or SMEs) <u>directly represented</u>	3 (at least 1 representing SMEs as users)	2
Regional / Local public administrations (with economic interests); Regional / Local Clusters of public / private legal entities with local economic / ecosystem development interests	1	0
<u>Research Centers</u> (large and medium / small), <u>Academies / Universities</u> (directly represented); Associations composed only by Research Centers, Academies or Universities	4 (at least 1 from Academia)	2

## 11.5 Tasks

11.5.1 The Contractual Agreement of the ECS cPPP foresees that the parties will establish a Partnership Board as a mechanism for dialogue between the European Commission and the Association to give advice on annual priorities in a timely manner to enable the Commission to prepare, draft and adopt the periodic Work Programmes. This may include presentations to the relevant (Horizon 2020) Programme Committees by a representative of the PB from the Association. The inputs and advice to the Commission are the result of discussions within the PB and appropriate consultation processes implemented by the Association and are expected to represent the views of the wider community of stakeholders.

11.5.2 The PB members from the Association would also be responsible for preparing, in agreement with the Commission, any necessary updates of the Multiannual Roadmap, which is annexed to the Contractual Agreement and is the basis to develop the co-operation.

11.5.3 The PB will establish its Rules for Procedure, based on the harmonised proposal provided by the Commission, covering inter alia issues related to confidentiality, transparency and avoidance of conflicts of interest.

## 11.6 Governance

11.6.1 The ECSO Representatives must not act in a way to take undue advantage of, or exercise undue influence, on the implementation of Horizon 2020 or similar future European R&I Programmes. They must not individually and personally be involved in the evaluation of proposals for Community funding if they have contributed to the discussions to prepare that call.

11.6.2 The PB meetings are co-chaired by an official of the Commission lead Service and a co-chairperson representing the ECSO Representatives.

11.6.3 Unless decided otherwise by the PB, the Commission lead Service can act as secretariat and will write the draft of the agenda and the minutes of the meetings, which need to be approved by the PB.

11.6.4 Should any subject discussed in a given meeting represent a potential conflict of interest, e.g. in relation to specific proposals under the Framework Programme, the member should inform the Commission and the PB. The ECSO Representatives are required not to divulge information which has been declared as confidential.

11.6.5 The ECSO Representatives will not be reimbursed from public funds for attendance and participation at meetings or any work associated with fulfilling their tasks.

## **12 EUROPEAN CYBERSECURITY COUNCIL**

The European Cybersecurity Council is a high level advisory body not belonging to the Association but closely linked to it.

A European Cybersecurity Council could be created to assess at high level the work of the cPPP as well as provide the ECSO Board and the cPPP Partnership Board with guidelines and commitment for a longer term strategy.

It would be composed by relevant CEOs / executive decision makers from Association Members, members of the European Parliament and of National Authorities as well as the relevant Commissioners and high level representative from the European Institutions.

It would meet annually, typically in occasion of the envisaged main ECSO event (conference and exhibition).

## **13 ASSOCIATION MEETINGS**

- 13.1 The Association's personnel (the Secretariat) is responsible for issuing official invitations in a timely manner for meetings organised by or in the name of or otherwise taking place within the framework of the Association including, but not limited to workshops, conferences and workgroup meetings ("ECSO Meetings"). Along with the invitation there should be an agenda that is as detailed as possible.
- 13.2 The Association's personnel is responsible for ensuring that agendas, minutes, and other documents relating to ECSO Meetings are clearly and unmistakably worded and do not contain any items that are in conflict with competition law. In cases of doubt the ECSO Secretary General is available to effect clarification or correction.
- 13.3 Any ECSO Meeting should, if possible occur in the presence of at least one member of the Association's personnel or of any other delegate person to provide support and assure formal and correct meeting procedures. Chairs are obliged to make sure that minutes are respectful of the discussions held during the meeting and are done / distributed in due time. For this, the Chairs can ask the Association's personnel to compile correct, complete, and precise minutes of any ECSO Meeting including the decisions taken thereby. Minutes shall be dispatched promptly to all participants.
- 13.4 When the minutes have been received participants are responsible for checking them for correct reporting of the meeting and the decisions taken thereby. If the minutes are not considered as complete or correct, particularly with regard to competition law, participants are responsible for immediately advising the Association thereof and asking for corrections.

## **SECTION IV: CONFIDENTIALITY**

### **14 CONFIDENTIALITY AND EXCHANGE OF INFORMATION**

All Members agree that the cooperation in this Association in general does not require the exchange of confidential information. Therefore in principle, no confidential information will be exchanged in the

framework of the operations of the Association and its governance bodies. Insofar the exchange of confidential information is nevertheless deemed necessary in the future the following shall apply:

- 14.1 Confidential Information shall be defined as all information exchanged in the framework of the operations of the Association and its governance bodies (1) which one Member receives from another Member and which has been marked as confidential (“Confidential Information”) or (2) if disclosed orally, was identified as confidential at the time of such disclosure and confirmed as confidential in writing within thirty (30) days after disclosure.
- 14.2 All Members are bound to apply for the security of Confidential Information of the Association and its Members at least the same degree of care as it applies for the security of its own Confidential Information (but in any case shall apply not less than reasonable care). They agree, that all Confidential Information shall not be used other than for the purpose of the Association; and shall not be disclosed to any third party except its employees who have a need to know, and employees of any legal entity that it Controls, Controls it, or with which it is under common Control, who have a need to know (Control means to own or control, directly or indirectly, over 50% of voting shares), without the prior written consent of the disclosing Member, except if required to do so by law or by an order of any court of competent jurisdiction.
- 14.3 The disclosing Member may propose before a meeting of the ECSO that all Members attending the meeting may decide as first agenda item that this meeting shall be regarded as confidential. In this case first minutes marked as confidential (“Confidential Minutes”) shall be written notifying all Confidential Information exchanged or created during the meeting. These Confidential Minutes will only be sent to the Member representatives present at the respective meeting. Within thirty (30) days of publication of the Confidential Minutes, each Member present at the respective meeting shall have the chance to add and inform the other present Members in written form about such additional information it wants to be regarded as Confidential Information. Additionally, in this specific case all Members will receive only after the period mentioned in the sentence before a second version of the Minutes with all the issues discussed at the meeting and not containing any Confidential Information.
- 14.4 Provided that the receiving Member and its employees do not disclose Confidential Information and, without implying or granting any license under any patent and copyright of the disclosing Member and its employees, the receiving Member and its employees shall not be in breach of their obligations in the event of any unintentional use, of any idea, concept, know-how or technique contained in the disclosing Member’s Confidential Information unintentionally retained in the unaided memories of any employee of the receiving Member and its employees who has had legitimate access to the Confidential Information.
- 14.5 The above restrictions will not apply to any Confidential Information which (a) is rightfully known or is in the rightful possession of the receiving Member as of the date of its disclosure by the disclosing member; or (b) is in the public domain or generally distributed or made available to others, through no fault of the receiving Member; or (c) lawfully becomes known or available to the receiving Member from third parties; or (d) is required by law to be disclosed by the receiving Member; provided that the receiving Member promptly notifies the other Member and takes reasonable steps to limit such disclosure permissible under law; or (e) is independently developed by any employee or agent of the receiving Member who has not had access to and/or been informed of the information in question.
- 14.6 These obligations remain for a period of five years from the date of disclosure.
- 14.7 Within the Association and at ECSO Meetings information about the following topics may generally be exchanged without infringing competition laws:
  - (a) Information about Members’ general market trends, or information in respect of the whole range of products, or of other aggregate business units, where it is presumed that no conclusions can be drawn to a particular product’s market position.

- (b) General cyclical economic data.
  - (c) Current legislative projects and their impact on the Members as a whole.
  - (d) Discussions about the Association's lobby activities.
  - (e) Benchmarking activities.
  - (f) Generating a survey of the relevant industrial sector.
  - (g) Freely accessible data (e. g. from the internet or from business reports published by Member companies).
- 14.8 Within the Association and in the course of an ECSO Meeting, Members shall not exchange any competitively sensitive information. Information is deemed to be competitively sensitive when, should it become known to competitors, it would grant the latter a competitive advantage on the market and violate competition laws and secrecy in competition. Competitively sensitive information excludes – information that has already been made public); accessible data (e.g. labour cost in a specific geographical area, order of magnitude price of a security component in a given sector, etc.); information which has already been shared by Members within the frame of competition law infringement-free agreed schemes.
- 14.9 The following information could be considered as being competitively sensitive and should be avoided in ECSO discussions and documents:
- (a) A Member's strategy on the market, (e.g., attitude towards content/duration of agreements, strategic goals, market expertise, etc.).
  - (b) Trade secrets and other proprietary information.
  - (c) Costs.
  - (d) Prices (including price elements, discounts, rebates and reductions) and pricing policies.
  - (e) Marketing plans.
  - (f) Customer lists and, more generally, customer related information.
  - (g) Capacity (including utilisation rates).
  - (h) Detailed information about profits, profit margin, market shares, and intended investments, as far as this information is not publicly available.
- 14.10 The above mentioned information is not deemed to be competitively sensitive in the following cases:
- (a) The information is in the public domain (i.e. general knowledge of the public, or, at least, of the specific business stakeholders).
  - (b) The information is anonymous (i.e. aggregated, so that it is impossible to allocate the information to specific market players).

## 15 MARKET INFORMATION

- 15.1 Market information systems and other statistics that use Member's data whether managed officially by the Association or another independent institution, are only to be used for publishing anonymised, non-identifiable, aggregate overall data unless specifically authorised by the relevant Members.
- 15.2 The Association shall constantly take care that market information systems managed by the Association comply with legal requirements.

- 15.3 Non-anonymised data relating to individual Members must not be disclosed without that Member's express authorisation.
- 15.4 The Association is responsible for ensuring that no position paper or press release contains a wording that, intentionally or unintentionally, could suggest an arrangement or a uniform conduct.
- 15.5 Position papers or press releases should have an objective reporting about the market's situation and development, and, when possible, present alternative solutions without preferring a certain one.

## **SECTION V: LANGUAGE**

### **16 LANGUAGE**

- 16.1 The official version of these Bylaws is English.