

Articles of ISSECO e.V.

§ 1 Name, Place of Residence, Registration, Business Year

- (1) The association uses the name "International Secure Software Engineering Council", short "ISSECO e.V."
- (2) The association's place of residence is Potsdam. It will be entered into the register of associations.
- (3) The business year is the calendar year.

§ 2 Purpose of the Association

- (1) The association pursues exclusively and directly purposes for the public benefit within the meaning of the section "Tax-Privileged Purposes" of the General Fiscal Law.
- (2) The purpose of the association is to support the software security in industry, research and tuition by improving the qualification and certification of persons who develop software. The purpose of these Articles is, in particular, put into practice by:
 - a) Developing and maintaining the certification standard "ISSECO Certified Professional for Secure Software Engineering" and securing its technical quality by preparing, reviewing and publishing the curricula and preparing, reviewing and releasing the examination questions.
 - b) Supporting the accreditation and examination authorities by:
Preparing and reviewing the accreditation guidelines and certification systems.
Providing the examiners for the technical part of the accreditation applications.
Nominating the accreditation and certification offices.
 - c) Increasing public awareness as for the necessity of qualification and certification for secure software.
- (3) Further, the purposes of the association are:
 - a) to increase the public awareness as for the significance of secure software,

- b) to support the contacts and the exchange of experience between persons from the areas of secure software,
- c) to support the relationships and the knowledge transfer between persons from industry, institutions and universities/colleges which are involved in software development,
- d) to support the publishing of research results on secure software development,
- e) to push further education on the topic secure software,
- f) to support the development of standards and rules in the area of secure software,
- g) to provide targeted incentives for the improvement of software security by means of changes in the software development process,
- h) to support the exchange of experience through contacts with other associations and groups which pursue the same purpose.

In addition to that, the association can publish papers as well as facilitate seminars, conferences and presentations, or contribute to their facilitation.

§ 3 Application of Funds

- (1) The association acts altruistically and does not pursue any commercial interests of its own.
- (2) The funds of the association may be applied for the purposes specified in these Articles only. The members of the association, in their capacity as members, must not receive any benefits from the funds of the association.
- (3) The members must not be granted any portions of the association's assets at the time of their leaving, or in the case of the dissolution or nullification of the association.
- (4) No person may receive any advantage from expenses unrelated to the purpose of the association, or from disproportionately high remunerations.

§ 4 Membership

- (1) Any individual that supports the goals of the association can become a member of the association. The application must be sent to the managing committee in writing by

letter or by email. A secrecy agreement as provided by the board must be enclosed to the application.

(2) The managing committee decides about the application for acceptance into the association.

(3) The membership ends with resignation, exclusion or death.

(4) The resignation of a member is possible at any time. It is effected by a written notification to the managing committee with a 4 weeks' notice.

(5) If a member intentionally and grossly violates the Articles, the resolutions, the secrecy obligations, the goals or the interests of the association, in particular, if the association suffers a damage from such actions, then the member can be excluded by the managing committee with immediate effect. Before such a decision is passed, the member must have the opportunity to justify and/or explain said actions. The concerned member can appeal against the exclusion decision within a period of 4 weeks from receipt of the managing board's notification. The appeal is decided upon at the next general meeting of members. Until the decision on the appeal, the concerned membership is suspended.

§ 5 Organs of the Association

The organs of the association are

- a) The managing committee
- b) The general meeting of members

§ 6 The Managing Committee

(1) The managing committee consists of at least 2 members, the president and at least one vice-president. The managing committee represents the association in and out of court.

(2) The managing committee is elected by the general meeting of members by ballot for the period of 2 years. The re-election of the members of the managing board is possible. The president is appointed by the general meeting of members in a special round of voting. After the expiry of their term, the respective acting members of the managing board shall hold on to their offices until successors have been elected. For further

regulation of the election process, the association can adopt an election procedure by resolution of the general meeting of members.

(3) The members of the managing committee can be recalled from their office by the general meeting of members. The recall may be made for important reason only. It requires a majority of two thirds of the present members of the association who have a vote.

(4) The managing committee is responsible for the current operations of the association. It has, in particular, these tasks to fulfil:

- a) To summon and to prepare of the general meeting of members
- b) To lead the general meeting of members
- c) To execute the resolutions of the general meeting of members
- d) To hold talks with associations, technical groups and external entities with regard to co-operation arrangements
- e) To prepare an annual report. This report must be presented to the general meeting of members by the end of the first quarter of the following year.

(5) The managing committee performs its activities in an honorary capacity; the costs arising from the business management shall be refunded.

(6) The managing committee meets at least twice per year; the meetings can be also conducted over the phone. The invitation to the meeting of the managing committee shall be sent by email with an invitation notice of at least 4 weeks. Meetings of the managing committee have a quorum if at least 2 of the members are present.

(7) The managing committee passes its resolutions with simple majority.

(8) In cases of urgency, the managing committee can also pass resolutions by email circulation or by phone.

§ 7 General Meeting of Members

(1) The general meeting of members is summoned by the managing committee once per year. Resolutions of the general meeting of members can be brought about by phone or by way of circulation of letters or email messages. In such cases, the provisions for regular meetings of members apply for the participants accordingly. The course of the procedure must be sufficiently documented.

(2) An extraordinary meeting of members or the passing of a resolution by the members must be summoned and/or brought about, if it is required in the interest of the association or if a third of the members of the association demand it in writing and with the indication of the purpose and the reasons.

(3) The managing committee summons the general meeting of members by email with an invitation notice of at least 4 weeks, while simultaneously advising the agenda. The invitation is considered received by the member, if it has been sent to the address last advised by the member of the association in writing.

(4) The general meeting of members is the highest decision-making body of the association and is responsible for all tasks, unless specific tasks have been transferred to other organs of the association by virtue of these Articles. The general meeting of members approves the annual closing of accounts and the annual report to be submitted by the managing committee. It appoints two auditors who must not be members of the managing committee or employees of the association and who are engaged to check the book-keeping including the annual closing of accounts and to inform the general meeting of members of the results.

The general meeting of members also decides on:

- a) The strategic orientation and the tasks of the association;
- b) The membership fee regulations;
- c) Amendments of the Articles;
- d) The dissolution of the association.

(5) After being summoned in accordance to the Articles, the general meeting of members only has a quorum, if at least 50% of the members participate in the meeting. Should a general meeting of members, summoned in accordance to the Articles, have no quorum, then another general meeting of members must be summoned within two weeks, which, contrary to the preceding sentence 1, shall have a quorum without respect to the number of members of the association present. The invitation must specifically point out this provision.

(6) The general meeting of members passes its resolutions with simple majority. At a parity of votes the motion is considered rejected.

§ 8 Sponsor

- (1) Sponsor of the association can be any individual or entity who undertakes to support and to promote the goals of the association. The promotion is bound to financial support.
- (2) The application for becoming a sponsor of the association is decided upon by the managing committee. A sponsorship is always valid for one calendar year; termination is not required.

§ 9 Membership Fees

The members pay fees. The details are specified in the membership fee regulations.

§ 10 Amendment of Articles

- (1) Any amendment of the Articles requires a two-thirds majority of the present members of the association. Amendments of the Articles can be voted on in the general meeting of members only, if this point on the agenda was already pointed out in the invitation to the general meeting of members, and if both the current and the suggested new text of the Articles were enclosed to the invitation.
- (2) Amendments of the Articles requested by supervisory authorities, courts or fiscal authorities for formal reasons can be made by the managing committee on its own. All members of the association must be informed of such amendments of the Articles in writing without delay.

§ 11 Documentation of Resolutions

The resolutions passed in the meetings of the managing committee and in the meetings of the members must be set down in writing and distributed to all members by email.

§ 12 Dissolution of the Association and Binding of Assets

- (1) The resolution to dissolve the association requires a three-quarters majority of the members present at the general meeting of members. Such resolution can be passed only if it was timely advised in the invitation to the general meeting of members.

(2) In the event of a dissolution of the association or in the event of a lapse of tax-privileged purposes, the assets of the association shall be passed on to the ‘Stifterverband für die Deutsche Wissenschaft’, which must use them for the promotion of science and research.

Resolutions on the future application of the association’s assets may be executed only after the approval of the fiscal authority.

§ 13 Licences and Other Rights

The members acknowledge:

(1) The provider of the “ISSECO Certified Professional for Secure Software Engineering” is solely the ISSECO association.

(2) As far as the work of ISSECO or its organs should generate rights that can be protected by copyright or otherwise (licence rights, trademark right, patent rights, etc.) these shall appertain exclusively to ISSECO.

(3) The results of the work of ISSECO, the general meeting of members and the working teams shall appertain exclusively to ISSECO. Services of the members within the frame of ISSECO shall be rendered exclusively for ISSECO.

(4) ISSECO can transfer rights of use, e.g. the rights to use examination questions to specified certification offices.

§ 14 Foundation Authority

The foundation members grant the president the power of attorney to amend or to supplement the Articles in the event that the register of associations or the fiscal authority should object to the provisions of the Articles. The power of attorney is unlimited in relation to third parties. In the internal relationship, the president may amend or supplement the Articles only within the frame of the purpose of the Articles. The power of attorney ends after the entry of the association into the register of associations.