

Competence Center for Applied Security Technology
CAST
– Darmstadt –

- Statutes -

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Preamble

The Competence Center for Applied Security Technology (CAST) is a contact point for questions on IT security in the scientific community of Darmstadt. CAST communicates knowledge as required concerning IT security technology at all levels of education. This activity encompasses support for the primary study of IT security at the Technical University (TU) of Darmstadt and for additional and further education in the workplace. Its intention is to support users in the selection and implementation of appropriate security technology by means of a targeted program of informative presentations, workshops, conferences and tutorials.

An indirect aim of CAST is to provide and further develop the necessary competence to deal with the growing importance of IT security in all branches of the economy and in all areas of public administration.

1**Name, business location, legal competence, business year**

1. The association bears the name "Competence Center for Applied Security Technology" (abbreviated to CAST).
2. The business location of the association is Darmstadt.
3. CAST shall be recorded in the register of associations of the locally competent courts of law. The association shall then bear the supplementary title of e.V. (eingetragener Verein, registered association).
4. The business year of the association is the calendar year. The first business year of the association shall begin on 1st January 2004.

2**Objective and responsibilities of the association**

1. The association shall pursue exclusively and directly not-for-profit purposes in the terms covered by the section "tax privileged purposes" of the tax code. The objective of the association is to promote science, research, education and training in the area of IT security and associated applications. The focus of the association's activities shall be in the Rhine-Main region.
2. CAST has the following aims:
 - To transfer knowledge from research institutes based in Darmstadt to business, public administration and other research institutes.
 - To establish a discussion platform to deal with current issues arising from all areas of IT security.
 - To promote co-operation in the area of IT security technology between researchers/developers and providers/users.
 - To provide further education and continuing training in IT security for all professions and occupations.

By adopting these approaches, CAST pursues the ethical concerns of its members.

3. The statutory objective is in particular achieved by means of organizing scientific events and research activities. The purpose of the scientific events is the mutual

exchange of information concerning current developments in IT security. In detail, the statutory objective is achieved by the following activities:

- Providing additional, further and continuing education to persons employed in the area of IT security technology.
 - Supporting the education of students and other trainees in IT security in the Starkenburg region.
 - Establishing a pool of competence as a reference point for all questions related to IT security (competence gathering).
 - Disseminating information about security technologies and their quality, usability and suitability.
 - Organizing informative events and user seminars.
 - Running demonstration centers.
 - Identifying security problems among users.
 - Defining research targets, applying for research activities and carrying them out.
4. CAST additionally wishes to achieve a close and trusting co-operation with the state government, with regional authorities and also with all other institutions active in the area of IT security.

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Charitable status

1. The association has a charitable status. It does not primarily pursue its own commercial purposes.
2. The assets of CAST may be used only for purposes which are in accordance with its statutes. The members do not receive any shares of the profits and do not by virtue of their status as members receive any financial returns from the assets of CAST.
3. No person shall benefit from expenditure which is alien to the purposes of the association, nor through disproportionately high remuneration. The Management Board of CAST shall determine the amount of appropriate remuneration.

4**Members of CAST**

1. Membership is available to companies and commercial organizations with all forms of legal status, to public corporations and institutions with or without legal competence, to government authorities and associations as well as to federations and clubs and individual persons, provided that their technical or conceptual interests or requirements are consistent with the statutory objective of CAST.
2. There are two forms of membership in CAST:
 - Ordinary members.
 - Honorary members. These are nominated by the General Assembly of members.

5**Beginning and ending of membership in CAST**

1. An application for admission to CAST must be submitted in writing to the Management Board. The Management Board decides upon the admission of new members. The decision concerning admission is notified to the applicant in writing. The Management Board is not obliged to provide information on the reasons for its decision. Membership of CAST takes effect upon the payment of the first membership subscription to the association.
2. Membership of CAST lasts for a minimum of two years and is automatically extended for a further period of two years (CAST membership period) unless one of the reasons for the ending of membership stipulated in clause 5 (3) occurs. The membership is not transferable.
3. Membership of CAST ends:
 - In the case of legal entities upon their dissolution.
 - Following written notice of termination not less than three months before the end of the period of membership. The notice of termination must be delivered to the Management Board of CAST by means of a registered letter.

- By a resolution of the General Assembly of members in cases where the continued membership of the CAST member would damage the image or the interests of the association. Before such a decision is reached, the member shall be given the opportunity to justify himself/herself/itself in person before the General Assembly or in writing within an appropriate deadline. A decision to exclude a member shall be supplemented by the reasons and shall be notified to the member by means of a registered letter.
 - If, despite reminders, the member is in arrears in an amount exceeding one year's membership dues.
 - If the member submits a special notice of termination of membership within four weeks of the increasing of the membership dues by the General Assembly.
4. In the case of the termination of membership, there shall be no right to repayment of membership dues or of any part of the assets.

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Rights and responsibilities of CAST members

1. The rights and responsibilities of CAST members are based upon the statutes of the association.
2. CAST members are unrestricted in their business activities.
3. The members are obliged to support CAST in undertaking its statutory tasks.
4. In undertaking their activities, the members are obliged to ensure a trusting mutual co-operation in order to promote the aims of CAST.
5. There is no basis for additional rights and responsibilities as a consequence of membership of CAST. In particular, members have no claims upon the assets of the association or to the repayment of membership dues which they have paid.

7**CAST membership dues and coverage of costs**

1. Members pay annual dues which fall due for payment on 1st January for the current business year. The dues arising from membership of CAST are regulated by a dues regulation which is approved by the General Assembly. Any exceptions from the obligation to pay dues are also covered by this regulation.
2. The dues regulation is an element of the annual business plan.
3. In addition to payments and dues from its members, CAST acquires its financial resources from fees for services provided and donations from third parties.

8**Organs**

The obligatory organs of CAST are:

- The General Assembly of members.
- The Management Board.
- The executive management.

The optional organs of the association are:

- The Advisory Board.
- Technical committees.

9**General Assembly**

1. The General Assembly consists of the CAST members.
2. During voting at a General Assembly, each ordinary member and every honorary member has a right to vote.

3. The ordinary General Assembly shall be called together at least once annually by the Chairperson of the association.
4. The invitation to the ordinary General Assembly shall be sent in writing or by electronic means to the CAST members at their last known address, indicating the location, time and agenda for the meeting, at a minimum four weeks before the meeting.
5. An extraordinary General Assembly shall be called together by the Chairperson of CAST when required or upon the written application of at least one third of the CAST members. In the case of an extraordinary General Assembly, a period of notice of two weeks is sufficient.
6. Additional proposals for the agenda from members must be available to the Chairperson at least two weeks in advance of the date of the meeting for discussion at ordinary General Assembly meetings, or at least one week in advance of the date of the meeting for discussion at extraordinary General Assembly meetings. Proposals received later shall not be considered, unless they relate to justified urgent proposals.
7. CAST members may be represented by an authorized representative in the General Assembly, provided that a written authorization for this representation can be presented to the Chairperson.

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Responsibilities of the General Assembly

1. The Chairperson or a meeting convener authorized by him/her shall chair the General Assembly.
2. The General Assembly has the following rights and responsibilities:
 - It decides upon the medium and long term objectives of the association
 - It elects the Management Board in a secret vote. It is permissible for members of the Management Board to be reelected.
 - It decides upon matters referred to it by the Management Board for decision. In particular, it authorizes the annual business plan.
 - It checks and authorizes the annual statement of accounts presented by the Management Board and grants the Management Board discharge from its responsibilities.
 - It may dismiss a member of the Management Board, but only for significant reasons.

- It elects two auditors for the annual statement of accounts.
 - It decides upon the appointment of an Advisory Board.
 - It decides in all cases where no other organ has been empowered to take decisions.
 - It decides upon the standing orders of the head office of the association. The standing orders regulate the responsibilities of the head office in carrying out the tasks listed in clause 2.
 - It decides upon the regulation of membership dues.
 - It elects at least one accountant. The task of the accountant consists in the auditing of accounts and in checking that the decisions of the association have been complied with.
3. Provided that a minimum of half the members entitled to vote or their authorized representatives is present, the General Assembly decides with a majority of three quarters of the total members present upon:
- The dissolution of the association.
 - Changes to the statutes of the association.

In cases where the attendance at the General Assembly is insufficient for it to be competent to make a decision, a further General Assembly shall be called within two months with the same agenda. This further General Assembly shall be competent to make decisions, irrespective of the number of members present. The invitation shall draw attention to these special circumstances.

4. Decisions with the exception of those referred to under (3) may be reached irrespective of the number of members present by a simple majority of the number of valid votes cast by the members.
5. In the General Assembly minutes are taken as a record of the discussions. The minute taker is decided at the beginning of the General Assembly by the ordinary members. The minutes are signed by the Chairperson and the minute taker. In the absence of the Chairperson, the convener of the meeting signs the minutes. The minutes shall record the proceedings of the meeting and the decisions which were reached. Upon the request of a member, that member's vote shall be recorded in the minutes, although the reason for this shall not be recorded. The reason may be submitted in writing by the member within two days of the end of the General Assembly and shall then be attached to the minutes. The minutes shall be distributed to the members by letter or by electronic means.
6. The General Assembly may agree its own standing orders.

11**Management Board**

1. The Management Board comprises five persons:

- The Chairperson and a deputy.
- Three advisors.

The members of the Management Board are elected. They should in principle be:

- A representative of the TU Darmstadt.
- One member of the institutional staff from each of the Darmstadt Fraunhofer Institutes, IGD and SIT.
- One representative each from a company and a public authority.

2. The members of the Management Board are elected for three years calculated from the day of their election. It is permissible for them to be reelected without an intervening period out of office. The Management Board remains in office until a new Management Board is elected.

3. The association is represented in legal and non-legal matters by two members of the Management Board, one of whom shall be either the Chairperson or his/her deputy.

4. The Management Board may agree its own standing orders, which shall in particular regulate the division of responsibilities within the Management Board and the mutual rights of representation of the members of the Management Board.

5. An invitation to meetings of the Management Board shall be issued in writing two weeks in advance. With the agreement of all members of the Management Board this deadline may be shortened or dispensed with entirely.

6. The Management Board is competent to make decisions if at least half its members are present.

7. Decisions in the Management Board are reached by a majority of the votes cast; if equal numbers of votes are cast for and against, the vote of the Chairperson shall decide.
8. If the Register of Associations, the tax authorities, another public authority or a court of law raises objections in relation to the establishment of the association and its statutes, the necessary changes may be undertaken by the Management Board without prior agreement by the General Assembly. The next ordinary General Assembly shall confirm these changes.
9. The Management Board shall not bear legal responsibility for matters of simple negligence.

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Responsibilities of the Management Board

1. The Management Board guides the business of the association and reaches the necessary decisions for the implementation of the tasks of the association which are identified in the statutes.
2. The Management Board decides upon the basic approach to the business policy.
3. The Management Board has in particular the following tasks:
 - It decides upon the appointment of staff in the head office.
 - It draws up the annual budget, the annual statement of accounts and the medium and long term financial plans.
 - The Management Board prepares the decisions of the General Assembly and implements them.
 - It reports to the General Assembly once annually on the most important matters relating to the association.
4. The Management Board may establish so-called technical committees in order to achieve the objectives of the association. A committee consists of persons who are members of the association, or who belong to organizations who are members of the association. The number of members and the individuals who participate in a committee are nominated by the Management Board and are confirmed by the General Assembly.

5. The Management Board may transfer tasks to the head office of the association. The tasks of the head office may be regulated by standing orders issued by the Management Board with the agreement of the General Assembly. The Management Board may empower the executive management of the head office to undertake legal business and legal transactions. The executive management which is so empowered shall observe the instructions of the Management Board. The Management Board controls the executive management and the head office.

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Executive management

1. The executive management is appointed by the Management Board of CAST.
2. The executive management consists of up to four people who may elect from among their numbers a spokesperson on behalf of the executive management.
3. The executive management is appointed for a period of three years. It is permissible for the executive management to continue in the position without an intervening period out of office.
4. The executive management may draw up its own separate standing orders.

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Advisory Board

1. The CAST may appoint an Advisory Board.
2. The Advisory Board advises the association in matters relating to the establishment of objectives, the strategic direction and the promotion of the association.
3. The members of the Advisory Board are elected by the General Assembly and are appointed for three years. It is permissible for them to be reelected. The Advisory Board may draw up its own standing orders.

15**Public liability**

The members of CAST are not liable for obligations of the association to third parties.

16**Dissolution**

1. The dissolution of the association requires a resolution of the General Assembly in the form envisaged in clause 10 paragraph 3.
2. Upon the dissolution of the association, or if the objective stipulated in the statutes ceases to apply, the assets of CAST shall be transferred following agreement with the tax authorities to another representative body with acknowledged charitable status in Hessen, to be used for a charitable purpose in the field of research and education, which should at that time be more closely defined.
3. In the resolution on the dissolution, a liquidator shall be appointed. If the General Assembly does not appoint a special liquidator, the Chairperson in office at the time of the resolution on the dissolution shall become the liquidator.

17**Miscellaneous**

1. The Management Board must notify the tax authorities immediately if the statutes are altered or added to, or if provisions are included or excluded, if the association is dissolved or transferred to another form of corporate body, or if the association's assets are transferred in their entirety, in all cases where this affects the association's tax-privileged status.
2. Before the association's assets are distributed or transferred, a clearance statement shall be obtained from the relevant financial authorities.

18**Effectiveness of provisions**

1. Should any individual provisions of these statutes be or become legally ineffective, the effectiveness of all other provisions remains unaffected by this.
2. The General Assembly shall conclude a legally effective provision to replace any legally ineffective provision. The effect of this new provision shall as far as possible correspond with that of the original provision.

19**Effective date**

These statutes enter into effect upon the recording of the association in the register of associations.