

CyAN

ARTICLES OF THE ASSOCIATION

The Articles of the Association have been formally adopted in French by the General Assembly on 11th May 2015. In case of doubt, the French version is the original and shall prevail on this English translation.

ARTICLE 1 – NAME

It is founded between the members with the present statutes an association governed by the French law of 1901 (hereafter the “Association”), having for title: “Association of Advisors in Cybersecurity and fight against Cybercrime (CyAN)”.

ARTICLE 2 – SCOPE

The ambition of this Association is to strengthen cybersecurity and to fight against cybercrime through a multi-disciplinary approach based on mutual trust and on complementarity of profiles and experiences of its members.

The purpose of the Association is to defend and promote the interests and expertise of its members, which shall be motivated by the same ambition, through external and internal exchanges of good practices, knowledge, expertise, connections, cooperation and mutual assistance in any circumstances.

The Association is a think tank and contribute to the definition, development, distribution and publication of concepts, doctrines and standards in line with its ambitions.

The Association ensures the development of all training and counselling activities.

The Association establishes itself as a source of proposals towards national public authorities and international institutions on issues related to cybersecurity and fight against cybercrime (legislative and regulatory developments, partnership, establishment of best practices...)

ARTICLE 3 – HEADQUARTERS

The headquarters are established at 242 Boulevard Voltaire, 75011 Paris, France.

It can be transferred by a simple decision of the board of administration (hereafter the “Board”).

ARTICLE 4 – DURATION

The Association is set up for an unlimited time.

ARTICLE 5 – COMPOSITION

The association shall be composed of:

- a) Active members, who pay an annual membership fee as established by the General Assembly
- b) Honorary members, who have provided notable services to the association; they do not have to pay the annual membership fees.

ARTICLE 6 – ADMISSION

Membership is open to individuals who embrace the values of CyAN and wish to participate in activities within the scope of the Association. Admissions are based upon acceptance by the Board, according to the conditions established in the House Rules.

ARTICLE 7 – MEMBERSHIP FEES

The membership fees are set by the General Assembly and are listed in the House Rules.

ARTICLE 8 – MEMBERSHIP TERMINATION

Membership terminates by:

- a) Resignation;
- b) Death;
- c) Exclusion pronounced by the Board in case of non-payment of the membership fee or non-respect of the association's values as defined in the House Rules, after the member has been given an opportunity to submit his defence to the Board in person or in writing.

Suspension decided under the conditions set in the House Rules does not incur a membership termination.

ARTICLE 9 – ORDINARY GENERAL ASSEMBLY

The ordinary General Assembly (hereafter « the General Assembly ») is composed of all full members of the association.

The General Assembly shall meet at least once in every second year.

Members shall be convened by the president at least fifteen days before the date set for the meeting. The agenda shall be mentioned on the convening notices.

The president, assisted by members of the Board, chairs the General Assembly and outlines the situation and activity of the association.

The Treasurer provides a statement of account and submit the annual accounts (balance sheet, profit and loss account, and annex) for approval by the General Assembly.

The General Assembly sets the amount of membership fees to be paid by members.

The General Assembly elects members of the Board for a maximum period of two years.

Only items included in the agenda shall be discussed.

Decisions are made by a majority of members present or represented.

At least once every two years, and upon the conclusions of all agenda items, outgoing members of the Board will be replaced.

The presence or representation of at least half the members shall constitute a quorum.

If the quorum is not reached, the president convenes an extraordinary general assembly for which no quorum shall be required.

In the absence of a member, the member can be represented by another member who is present at the General Assembly.

Decisions made at the General Assembly are binding on all members, including those who were absent or represented by another member.

ARTICLE 10 – EXTRAORDINARY GENERAL ASSEMBLY

The president can convene an extraordinary General Assembly meeting on his/her own initiative, or upon request of the absolute majority of full members, in accordance with the provisions of the present articles of the association, and only for an amendment of these articles, the dissolution of the Association or for proceedings relating to association's real estate properties.

If the quorum is not reached, the president convenes another extraordinary General Assembly for which no quorum shall be required.

The procedure for convening meetings is the same as for ordinary General Assembly meetings. Deliberations are taken by a simple majority of the members present or represented.

ARTICLE 11 – BOARD OF ADMINISTRATION

The association is governed by a board of administration (the "Board") composed of a maximum of 8 members, elected for a maximum period of 2 years by the General Assembly. Board members can be re-elected.

The Board shall elect among its members:

- 1) A president;
- 2) One or more vice-presidents;
- 3) A secretary and, if necessary, his/her deputy;
- 4) A treasurer and, if necessary, his/her deputy;

The Board holds meetings, convened by the president or upon request of one fourth of its members, at least once in every six months.

Decisions are taken by absolute majority of members present or represented. In the event of a tie, the vote of the president shall be decisive.

Any member of the Board who has missed out three consecutive meetings, without excuse, will be considered as having resigned from the Board.

ARTICLE 12 – EXECUTIVE BOARD

The Board of administration is assisted in its tasks by an Executive Board composed of the president, the treasurer and the secretary.

The mandates of the president and the treasurer shall not be cumulated. Functions, duties and respective powers of the members of the Executive Board are defined in the House Rules.

ARTICLE 13 – ALLOWANCES

All functions, including those of Board or Executive Board members, are honorary and free of charge. Only expenses incurred in relation to their mandate can be reimbursed, subject to the provision of receipts. The financial report submitted to the ordinary General Assembly includes, per beneficiary, the reimbursement of missions, travel or representations expenses.

ARTICLE 14 – ADVISORY COMMITTEE

The association has an advisory committee consisting of a maximum of 7 members, which advises the association on issues related to its scope, as defined in article 2, and its objectives as fixed by the General Assembly. Members of the advisory committee are appointed by the Board for a period of 1 year (renewable). It has no decision-making power. The duties of the advisory committee are laid down in the House Rules.

ARTICLE 15 – HOUSE RULES

House Rules are established by the Board and approved by the General Assembly.

These rules are designed to settle the various points not provided for by the Articles of the Association, and in particular those related to the internal administration of the association.

ARTICLE 16 - RESOURCES AND FINANCING

Material and financing resources are made available to the association to ensure the realisation of its objectives, the well-functioning of its structure and the payment of its employees' salaries.

The resources of the association are the following:

- Active members fees ;
- Subsidies from the State, public authorities, international institutions or non-governmental organisations...;
- Revenues from activities conducted under the association's umbrella;
- Sponsorship
- Interests and income generated by the assets of the association;
- Donations.

ARTICLE 17 - DISSOLUTION

In case of the dissolution of the association, declared in accordance with the terms of article 10, one or more liquidators shall be appointed, and its assets, if necessary, shall be allotted according to the decisions taken by the extraordinary General Assembly pronouncing the dissolution.

« Done at Paris, May 11th, 2015 »