

Association Women4Cyber Switzerland - Statutes

PREAMBLE

Women4Cyber, as trademarked, is an initiative launched by the European Cyber Security Organisation (ECSO), and since September 2019 is functioning as a private foundation – the Women4Cyber Mari Kert-Saint Aubyn Foundation.

The Women4Cyber Switzerland association is the Chapter of the Women4Cyber for Switzerland.

In the following, we use Women4Cyber, or its acronym W4C or W4C Foundation, to mention the main European umbrella initiative. When needing to identify the local body, we will mention Women4Cyber Switzerland, Women4Cyber Chapter, W4C Chapter or Chapter.

The Women4Cyber Switzerland association as approved by the W4C Administration Body, has signed a W4C Chapter Agreement with the Women4Cyber Foundation reminding of the strategy, objectives and ethics and setting out the Terms of Reference.

The Women4Cyber Switzerland association adheres to the mission & statutes of the W4C Foundation as well as the Code of Conduct.

I. NAME, SEAT, PURPOSE, MEANS AND RESOURCES

Article 1 NAME AND DURATION

An association within the meaning of Articles 60 et seq. of the Swiss Civil Code (“CC”) is hereby created under the name “Women4Cyber Switzerland” (hereafter, the “Association”).

The Association is created for an indefinite period of time.

Article 2 SEAT

The Association’s seat is in the Canton of Geneva.

The Association is registered with the Register of commerce.

Article 3 PURPOSE

The Association is created to:

- promote diversity in the field of cyber security
- organise events related to the promotion of diversity in cyber security
- create a community of Members willing to promote diversity in cyber security

The Association has no profit purposes.

Article 4 MEANS

The Association may pursue all lawful activities to achieve its purpose.

In particular, the Association may undertake the following:

- Promote the Chapter to increase the number of Members and attract sponsorship/donations
- Organise events with other Chapters of Women4Cyber in Europe and participate in the actions led by the Women4Cyber Foundation- Promote the Chapter in national schools, universities, and the private sector
- Promote the chapter in major cyber and tech events
- Create a mentorship program dedicated for male CISO/CSO/CIO to encourage diversity in Cyber
- Showcase role models to young girls leveraging existing initiatives in Switzerland
- Showcase leaders in cyber by encouraging the nomination of women in cybersecurity for tech/cyber awards
- Create a register of Women speakers/available for media interviews and showcase cyber security experts in media and as speaker at conferences
- Organise events like virtual coffee and virtual lunch and learn
- Host and publish a podcast to share success stories
- Use Women4Cyber Chapter ambassadors to deliver talks in schools about their career path
- Organise job fairs / info days with companies to showcase available jobs in the cybersecurity field
- Organise job fairs to give women and girls information and advice regarding a career in cybersecurity
- Interacting and sharing our activities and events with relevant stakeholders in the Cantons, Municipalities, Swiss Parliament, and Swiss government
- Sharing a summary of our annual activities to relevant Swiss policymakers to increase awareness and impact of Women4Cyber Switzerland
- Sharing our Members' academic research with relevant local and national policymakers, which may inform decision-makers about cybersecurity topics, including gender issues in this field
- Responding to consultations from local and national government entities regarding policies or regulations related to cybersecurity to make the Women4Cyber Switzerland Chapter a relevant and trusted stakeholder in the Swiss cyber community.

Article 5 RESOURCES

Resources of the Association may come from donations, legacies, sponsorship, partnerships, public subsidies, membership fees, revenues generated by the Association's assets, as well as any other resources authorised by the law.

All resources of the Association shall be used exclusively for its not-for-profit purposes.

Members have no claims to the association's assets.

II. MEMBERS

Article 6 MEMBERS

Members of the Association (the “Members”) shall consist of individuals or institutions who have an interest in the purpose and the activities of the Association and wish to support them.

Should the Association be required to register with the Register of commerce, it shall keep a list of its Members mentioning the name and surname, or the company name, as well as the address of each Member (art. 61a CC). The details of each Member and any supporting documents shall be retained for five years after the Member has been removed from the list (art. 61a para. 3CC).

Article 7 BEGINNING OF MEMBERSHIP

The Founders are the initial Members of the Association.

Additional Members may join the Association by submitting a written application to the Board.

The Board shall review applications before admitting the Members.

Article 8 END OF MEMBERSHIP

Membership ceases:

- Upon the resignation of the Member addressed to the Board at least 6 months before the end of the calendar year (art. 70 para. 2 CC);
- Upon death of the Member if such Member is an individual and not the representative of an institution (art. 70 al. 3 CC); or
- By exclusion decided by the Board, (i) if a Member harms the association and its image, reputation and interests (ii) for non-payment of Membership fees or (iii) without cause.

Exclusion is the responsibility of the Board. The person concerned may appeal against this decision to the General Assembly within 30 days after the exclusion notification.

In any case, the membership fee for the current year remains due by the exiting Member.

Article 9 MEMBERSHIP FEES

The General Assembly decides on the principle of membership fees and their amount.

Board members are required to pay membership fees.

In any case, membership fees will not be refunded.

III. ORGANISATION AND GOVERNANCE

Article 10 BODIES OF THE ASSOCIATION

The bodies of the Association are:

- The General Assembly,
- The Board, and

- The External Auditors, insofar as required by Swiss law.

IV. THE GENERAL ASSEMBLY

Article 11 PRINCIPLES

The General Assembly is the supreme authority of the Association within the meaning of article 64 et seq. CC.

It is composed of all the Members.

Article 12 POWERS

The General Assembly delegates to the Board the power to administer and represent the Association.

The General Assembly remains with the following inalienable powers:

- Adoption and amendment of the present Statutes;
- Nomination, surveillance and revocation of the External Auditors;
- Approval of annual reports and audited accounts;
- Management of exclusion appeals;
- Approbation of the amount(s) of annual membership fees;
- Nomination, surveillance, discharge and revocation of Board Members;
- Decision on the dissolution or merger of the Association; and
- Management of all matters that are not the responsibility of other bodies.

Article 13 MEETINGS

Ordinary meeting of the General Assembly: The Ordinary meeting of the General Assembly shall be held at least once a year.

Extraordinary meeting of the General Assembly: Extraordinary meetings of the General Assembly may be called by the Board or at the request of at least 20 percent of all Members, in accordance with article 64 para. 3 CC.

Convocation: The Board shall convene the meetings of the General Assembly with a one-month notice. The agenda of the meetings must be sent with the invitations. The invitations may be sent by post or by e-mail.

Quorum: The General Assembly is validly instituted if at least one third of the Members are present.

The Chair: The President, and in his/her absence the Vice-President (as defined in article 17 below), shall chair the meetings of the General Assembly.

Meeting modes: Meetings can be held either (i) onsite, whether in Switzerland or abroad, (ii) by video conference, or (iii) in a hybrid manner (mix of onsite and video conference), provided that all requirements for onsite general assembly meetings are fulfilled.

Independent representative: The appointment of an independent representative is not necessary for meetings taking place in Switzerland, online or in a hybrid form. For meetings taking place abroad, an independent representative shall be appointed, unless all Members agree to waive this condition.

Article 14 DECISION MAKING AND VOTING RIGHTS

Voting rights: Each Member shall have an equal voting right at the General Assembly.

Power of attorney: Members may vote in person or by proxy.

Process: Voting takes place by a show of hands or through an electronic voting process. Upon request of at least one-fifth of the Members, voting may take place by secret ballot.

Majority of votes: All decisions shall require a simple majority of all votes expressed (including votes by proxy), insofar as the present Statutes do not provide for a different majority.

Decisions by circular letter: Proposals to which all Members have adhered in writing (including by e-mails) are equivalent to decisions taken by the General Assembly, in accordance with article 66 para. 2 CC.

Conflict of interest: In accordance with article 68 CC, a Member may not vote for decisions relating to a matter or a legal proceeding regarding the Association where he or she, his or her spouse, parents or relatives in direct line are a party to the matter.

Minutes: The meetings of the General Assembly and its decisions are recorded in the minutes.

V. THE BOARD

Article 15 PRINCIPLES

Role and powers: The Board is the executive body of the Association. It has the right and the duty to manage the affairs of the Association and to represent it in accordance with the Statutes (art. 69 CC). In particular, the Board shall take all necessary measures to achieve the purposes of the Association, ensure the correct application of the present Statutes and any other internal regulations, administer the property, assets and resources of the Association, manage the accounts, engage and supervise a Director, if necessary, and convene and organise the General Assembly.

Pro-bono: Board members shall act on a pro-bono basis, with the exception of reimbursement of their effective costs and travel expenses. Potential attendance fees may not exceed those paid for official commissions of the Canton of Geneva. For activities that exceed the usual scope of the function, each Board member may receive appropriate compensation. Paid employees of the Association may only sit on the Board in an advisory capacity.

Article 16 APPOINTMENT OF THE BOARD

The initial Board members are appointed by the Founders in the Constitutive general meeting.

After that, the new members of the Board are appointed by the General Assembly.

Article 17 COMPOSITION

The Board shall be composed of at least five and at most nine members.

The Board designates amongst its members, a President, a Vice-President as well as any other function as it may deem necessary.

At least one member of the Board with individual signatory powers, or two members of the Board with collective signatory powers, must be domiciled in Switzerland and have access to the list of members (art. 69 para 2 CC).

Article 18 TERM

The Board members are appointed for a four-years term, renewable twice.

Article 19 REMOVAL AND RESIGNATION

Removal: Board members may be removed by the General Assembly for just cause, in particular if the Board member has violated his/her obligations towards the Association or if the Board member is not in a position to exercise his/her functions correctly.

Resignation: Board members may resign at any time by submitting a written declaration to the Board, specifying when the resignation shall take effect.

Vacancy during the term of office: In the event of dismissal or resignation during the term of office, the Board may appoint a replacement member by co-optation, until the next meeting of the General Assembly.

Article 20 DELEGATION AND REPRESENTATION

Delegation: The Board is entitled to delegate certain of its tasks including to Members, to third parties, or to hired employees.

Representation: The Board designates the individuals who are authorised to represent and bind the Association.

Article 21 BOARD MEETINGS

Meetings: The Board shall meet as often as required, but at least four times per year.

Process: Board members may validly participate in a meeting of the Board in person, by video or telephone conference or any other means decided by the Board. In-person meetings can take place in Switzerland or abroad.

Convocation: The President of the Board shall convene Board meetings at least fifteen days in advance. The President may convene the Board with three days' advance notice, where justified by urgent circumstances.

Article 22 DECISION MAKING

Votes and majority: Each Board member shall have one vote. Decisions are taken by a simple majority of all votes expressed, as long as the present Statutes or other internal regulations of the Association do not provide for a different majority. In case of a tie, the President shall have a casting vote.

Decisions by circular letter: Decisions may also validly be taken by written resolution, including by email.

Minutes: Board meetings and decisions will be recorded in the minutes of the Board.

VI. MISCELLANEOUS AND FINAL PROVISIONS

Article 23 SECRETARIAT

The Board may create a secretariat and/or appoint a Director to manage the day-to-day affairs of the Association.

Article 24 EXTERNAL AUDITORS

Compulsory body: To the extent required by Swiss law, the General Assembly shall appoint the independent External Auditor in charge of (i) verifying the annual accounts of the Association and to submit a detailed report to the General Assembly and (ii) to ensure that the statutory rules of the Association (Statutes and internal regulations) are respected.

Optional body: The Association, which is not subject to the obligation to appoint an External Auditor, may nevertheless decide to appoint one (or more) External Auditor(s), who would prepare a report to the General Assembly's attention.

Article 25 BOOKKEEPING

Accounts: The Board must prepare for each financial year accounts as required by the applicable laws.

Fiscal year: The fiscal year begins on January 1st and ends on December 31st of each year.

Article 26 LIABILITY

The Association is solely liable for its debts and obligations, which are guaranteed by its assets, to the exclusion of all individual responsibility of its Members.

Article 27 DISSOLUTION

The Association may only be dissolved by a two-third (2/3) majority vote of all Members.

In such a case, the Board shall proceed with the liquidation of the Association.

The assets of the Association shall first serve to pay its creditors.

Remaining assets will be entirely assigned to the Women4Cyber Foundation, which pursues similar public interest purposes and which is tax exempted.

In no event may the assets of the Association be returned to its Founders or Members, nor should they use some or all of the assets for their own benefit in any way.

Place and date of the constitutive meeting of the Association

_____ Lausanne, 27.03.2025 _____



President



Vice-President