



# Statute

## Preamble

Digitalization creates opportunities for new business models and thus for Germany as a business location. At the same time, data is becoming a strategic resource that can be a decisive factor for the success of companies on the market. The reliable and secure access and handling of data is therefore crucial for the future of our economy and our society.

The Association International Data Spaces e. V. aims at promoting secure, reliable solutions for digitalization and for the related rapid changes in industrial production and business processes. In particular, the Association intends to identify and bundle requirements for a protected space in which international data can be shared and exchanged based on its own rules, specify requirements for the development and operation of such a space and provide recommendations for action. International Data Spaces aims to enable a network of reliable, securely exchangeable data and thus contribute to more efficient value added in all areas of the economy. Principles in this connection should be maintaining sovereignty over one's own data, ensuring collaboration and integration in a spirit of trust while safeguarding security and respecting the private sphere based on defined standards.

## § 1 Name, registered office and fiscal year

1. The association is named "International Data Spaces" and is to be entered into the register of associations; after registration it will bear the addition "e. V."
2. The registered office of the association is in Berlin, Germany.
3. The fiscal year is the calendar year.
4. The association is neutral in terms of politics, ethnicity and denomination. Insofar as names of functions are used in this Statute, these shall apply to both sexes.

## § 2 Purpose and duties

1. The objective pursued by the Association is exclusively and directly classified as "non-profit" under the section "Tax-privileged purposes" of the German Tax Code. The purpose of the Association is to promote science and research in the field of the development and creation of secure architectures for the future exchange and processing of industrial data.
2. The purpose of the Association is to be achieved by the following measures in particular:

- a) Bundling and defining user requirements for the architecture of a future data space (International Data Space)
- b) Setting up expert committees, work groups and initiatives, particularly for
  - scientific and technological standardization issues
  - certification processes
- c) Holding events serving to provide information, particularly through the timely publication of the knowledge gained
- d) Public relations and communication, e.g. in the form of conferences, workshops and symposia
- e) Involving the association in drawing up directives and legislative processes relevant for the purpose of the Association, both at national and international level
- f) Initializing funding projects

Furthermore, the Association is authorized to take any measures suitable for promoting the purpose of the Association.

### **§ 3 Non-profit-making nature**

1. The Association is non-profit-making. Earning profits for its own benefit is not its primary function.
2. The funds of the Association may not be used for any purpose other than that prescribed in the Statute. Members shall not receive any payments from the funds of the Association.
3. No individual shall receive preferential treatment in the form of expenditure of a nature that does not comply with the purpose of the Association, or in the form of excessively high remuneration.

### **§ 4 Membership, rights and duties**

1. Membership is open to legal entities, trading companies, authorities and foundations.
2. All the members undertake to support the Association – as far as actually possible and legally permissible – in the achievement of its purpose and pay the set membership fees in due time.
3. Membership fees shall be established in accordance with a schedule of fees approved by the General Meeting.
4. All the members have one voting right and the right to file applications with the constituent bodies of the Association. Members have the right to vote and stand as a candidate, which shall be exercised in each case by the person named in section 5 below. The right to vote shall be suspended as long as the member is in arrears with the payment of membership fees.
5. Members shall authorize in writing natural persons, particularly employees, to exercise their membership rights and duties. These employees must belong to an appropriate hierarchical level within the member's organization.
6. Members have the right to be informed of the work carried out by the Association. This

shall not include the disclosure of business secrets of third parties. Members are obliged to use the confidential documents and information made accessible to them for their own purposes only and shall not forward these to third parties. Any forwarding to and use by the member's affiliated companies within the meaning of section 15 ff. of the German Stock Corporation Act is permitted insofar as confidential treatment by these affiliated companies has been ensured.

## **§ 5 Commencement and termination of membership**

1. The Executive Board shall decide on the written application for admission by a two-thirds majority on the occasion of meetings of the Executive Board or by way of circulation. To observe the requirement of the written form, text form suffices both here and in the sections below, except where otherwise provided. Upon filing an application, the Statute and the scale of fees and the rules of procedure issued on the basis thereof are accepted.
2. An appeal may be filed against a negative decision within a period of one month after receipt of the written rejection for the next ordinary General Meeting. This meeting shall pass a final decision.
3. Upon termination of membership, all the rights of the member shall expire. Membership shall be terminated through the winding up of the member as a legal entity and its deletion in the commercial register and through the withdrawal or the exclusion of the member for good cause.
4. Members are entitled to give notice of ordinary termination only if a notice period of six months to the end of the fiscal year is observed.
5. The Executive Board may exclude members for good cause if the conduct of the member is in gross breach of the Statute or the interests of the Association. Before a resolution is passed on exclusion, the member shall be given the opportunity of stating his position on the matter within a reasonable period set for this purpose.
6. The member may apply to the next ordinary General Meeting to appeal against the decision of the Executive Board for the member's exclusion. The member shall file this appeal with the Executive Board within a period of one month after receipt of the decision on the member's exclusion. If the member concerned allows the period for filing an appeal to pass by, his membership in the Association shall end on the expiry of this period.

## **§ 6 Assets**

1. The budget of the Association shall be drawn up by the Executive Board for the following year in line with the Association's financial requirements.
2. The accounts for the current year of the Association shall be audited by an auditor to be appointed by the General Meeting.

## § 7 Constituent bodies

1. The constituent bodies of the Association are:
  - a) the General Meeting
  - b) the Executive Board
  - c) the Advisory Board
2. Work on the constituent bodies is carried out in an honorary capacity.
3. Members of the Executive Board are obliged to manage the Association conscientiously and economically efficiently. They shall be liable for intent and gross negligence only.

## § 8 General Meeting

1. The annual ordinary General Meeting shall be convened by the chairman of the Executive Board in the first half of the year as far as possible. Members shall be invited to the meeting at least two weeks in advance in text form, stating the agenda.
2. The chairman of the Executive Board may convene an extraordinary General Meeting at any time. He is obliged to do so if this is required in the interests of the Association or if the convocation of a meeting is demanded from the Executive Board by one third of the members in writing, stating the purpose and reasons. Members shall be invited to the extraordinary General Meeting at least one week in advance in text form, stating the agenda.
3. General Meetings are not open to the public.
4. The General Meeting shall be chaired by the chairman of the Executive Board. If he is prevented from attending, he shall be represented in the order in which the members of the Executive Board are listed under § 10 section 1.
5. Each member shall have one vote. By granting a power of attorney to another member or to the authorized representative of a member (§ 4 section 5), a member may be represented by such party, whereby a member may represent a maximum of three other members.
6. The General Meeting shall have a quorum if it has been convened in due time and form and at least one quarter of all the members is present. Members may also attend the meeting through video conference systems or similar. Resolutions on amendments to the Statute, on the dismissal of the Executive Board and on the dissolution of the Association require a three-quarters majority of the members appearing. Statute amendments may not adversely affect or reverse the tax privilege granted to the Association. Insofar as they can affect the tax privilege of the Association, they shall first be submitted to the fiscal authority responsible for an opinion. All other resolutions shall be adopted by a simple majority of the members appearing or members represented in accordance with § 8 section 5 sentence 2. In case of a tie in the votes, a motion shall be deemed rejected. Abstentions shall be considered invalid votes in all voting procedures.

7. The chairman of the meeting shall decide on the type of voting procedure; the voting procedure must be conducted in writing if requested by one third of the voting members appearing.
8. Every member may apply to the chairman of the Executive Board in writing for further matters to be subsequently added to the agenda at the latest up to one week before the date of the General Meeting. The chairman of the Executive Board shall notify the members in writing of additions to the agenda. A matter which is not on the agenda may be neither discussed nor any resolution passed in this connection at the meeting.
9. Minutes shall be kept of meetings which shall be signed by the chairman and the minute-keeper. The resolutions passed and the voting results shall be recorded in the minutes.

### **§ 9 Responsibilities of the General Meeting**

The General Meeting is responsible for all matters, unless these have been delegated to another body of the Association. This includes the following matters in particular:

- a) election and dismissal of the Executive Board
- b) approval of the accounts and the report of the Executive Board
- c) formal approval of the actions of the Executive Board
- d) approval of the budget
- e) passing of resolutions on amendments to the Statute and all other tasks submitted to it by the Executive Board and on the tasks assigned to it under the Statute
- f) passing of resolutions on the scale of fees and the amendment thereof
- g) passing of resolutions on the dissolution of the Association and the use of its assets
- h) appointment of an auditor
- i) election and dismissal of the Advisory Board and/or individual members
- j) decision on the legal remedies in case an application for acceptance is rejected or in case of the exclusion of a member by the Executive Board

### **§ 10 Executive Board**

1. The Executive Board is responsible for managing the business activities of the Association. It consists of up to twelve honorary members of the Executive Board:
  - the chairman of the Executive Board who may use the title of “President”
  - two deputy chairmen of the Executive Board
  - the treasurer (who is simultaneously the secretary, unless a managing director is appointed to act in this capacity)
  - up to eight further members of the Executive Board
2. The members of the Executive Board must be employees at a reasonable hierarchical level within the respective member’s organization.
3. Up to eleven members of the Executive Board shall be elected in separate ballots by the General Meeting by a simple majority of the members present or represented at the meeting. The respective institute directors of the founding institutes Fraunhofer IAIS and Fraunhofer IML shall alternately appoint another member of the Executive Board,

beginning with Fraunhofer IAIS, ex officio in accordance with the term of office under section 4. The members of the Executive Board shall elect the chairman, two deputy chairmen and a treasurer from among its members.

4. All terms of office shall be for 3 years, except where otherwise provided by the General Meeting. However, the term of office of a member of the Executive Board shall not end until his office is taken over by his successor. Re-election is permitted.
5. The chairman or one of the deputy chairmen shall represent the Association jointly with another member of the Executive Board both in and out of court.
6. The Executive Board shall pass its resolutions at meetings or in video conferences or similar by a simple majority, except where otherwise provided by the Statute. The Executive Board shall have a quorum if at least four of its members are present. If a simple majority is not possible due to an equality of votes resolutions will be passed by the exercise of the second vote of the chairman of the Executive Board.
7. In urgent cases the Chairman may pass resolutions in writing (text form) or by telephone provided all the members of the Executive Board agree to such a procedure. Resolutions passed in writing or by telephone shall be confirmed in writing to all the members of the Executive Board without delay.
8. The Executive Board is responsible for the management of the Association, in which connection it is bound to the provisions of the Statute and the resolutions of the General Meeting. A managing director may be entrusted with managing the current business of the Association. The Executive Board is responsible for his appointment and dismissal. Rules of procedure to be adopted by the Executive Board may define all other work of the management, cf. section 9.
9. The Executive Board may establish its own rules of procedure which shall be subject to approval by the General Meeting.
10. The office of a member of the Executive Board shall end
  - on the expiry of the term of office
  - on resigning from office by submitting a written notice to this effect to the Executive Board
  - on dismissal by the General Meeting
  - if the member whose appointed representative is a member of the Executive Board is no longer a member of the Association
11. If a member of the Executive Board resigns before the end of his term of office, a substitute shall be elected at the next General Meeting. The substitute is elected for the residual term of office of the resigned member of the Executive Board, except where otherwise provided by the General Meeting.

## **§ 11 Advisory Board**

1. An advisory board which contributes to the achievement of the purpose of the Association on account of its knowledge shall be set up to advise the Executive Board of the Association and act as a unifying element of International Data Spaces. In particular, it shall provide advice on the annual work program and provide technical support to the Executive Board. Among others, public representatives, representatives of science, business and the administration shall be members of the Advisory Board. Members of the Advisory Board shall be elected by the General Meeting on a proposal by the Executive Board. Members of the Advisory Board need not be members of the Association. The number of members on the Advisory Board should not exceed 10 persons. The meetings of the Advisory Board shall be convened and chaired by the chairman of the Executive Board.
2. The Advisory Board should meet at least once a year for deliberation. Its votes and recommendations shall be notified to the General Meeting in the report of the Executive Board.

## **§ 12 Expert committees, work groups and initiatives**

The Executive Board may assign key topics to, and convene, expert committees, work groups and initiatives. Further details on their operation, composition and tasks may be provided by rules of procedure to be issued by the Executive Board, cf. § 10 section 9.

## **§ 13 Dissolution, liquidator and asset commitment**

1. The dissolution of the Association may be resolved at a General Meeting convened only for this purpose with a three-quarters majority of the members appearing.
2. This General Meeting shall have a quorum only if two thirds of the voting members are present.
3. Except where the General Meeting resolves otherwise, the chairman of the Executive Board shall act as the liquidator.
4. In the event that the corporation is dissolved or terminated or the tax-privileged purposes no longer apply, the assets shall fall to a non-profit-making association, which must use the assets directly and exclusively for purposes of science and research.

## **§ 14 Transitory provision**

If the registration court or the fiscal authority object to parts of the Founding Statute, the Executive Board is authorized to amend these to rectify the situation.

## **§ 15 Entry into force**

The Statute enters into force on the date on which it is adopted.

## § 16 Regulations and by-laws

The Association can enact rules, regulations and by-laws to reach its purpose and carry out its duties. These rules, regulations and by-laws or rules, regulations and by-laws which change these and which are approved with a simple majority of the members present or represented at the General Meeting are binding immediately. By joining the association members obey the rules, regulations and by-laws established by the General Meeting.