



go.eIDAS e. V.

– Statute –

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Preamble

The Regulation (EU) No 910/2014 on electronic identification and trust services for electronic transactions in the Internal Market, commonly known as the "eIDAS Regulation", was introduced in 2014 and has been fully in force since 1st of July 2016. Another important milestone was reached on 29th of September 2018 with the EU-wide recognition of notified eID systems.

Against this background, leading European associations, projects and expert organisations in the field of electronic identification (eID) and trust services have joined forces to launch the non-profit go.eIDAS-Initiative. To support the stabilization of the go.eIDAS-Initiative the non-profit go.eIDAS-Association is founded.

§ 1 Name, seat, fiscal year

1. The Association is named "go.eIDAS" and is registered in the register of associations; after registration it bears the addition "e. V."
2. The seat of the Association is Lichtenfels.
3. The fiscal year corresponds to the calendar year.
4. The Association is denominationless, maintains political neutrality and has no intention of making profit.

§ 2 Purpose and tasks

1. The Association aims at promoting the use of eID systems and trust services regulated in the eIDAS-Regulation and the related technological developments and open standards as well as the positive shaping of the framework conditions for the trustworthy digitization of business and administrative processes in Germany, Europe and beyond.
2. The Association realizes the purpose for the members in particular by
 - a) appropriate measures to raise awareness of the benefits and opportunities of eIDAS, for example by demonstrating the ease of use and usefulness of eIDAS-based applications in selected application areas, with special attention to mobile environments and the needs of small and medium-sized enterprises and public bodies,
 - b) the organisation of meetings, workshops, symposia, web conferences and the provision of appropriate communication infrastructure, training and information material,
 - c) promoting the creation, maintenance and use of open standards and open source software and supporting measures to enhance security and interoperability between eIDAS-related solutions and applications and
 - d) further measures to support the development of the eIDAS-Ecosystem through applied research, the provision of services consistent with the purpose of the Association and the development of a sustainable network of eIDAS stakeholders, preferably in cooperation with national and international non-profit organisations.

§ 3 Membership

1. Natural persons of full age and legal persons can become members of the Association. A distinction is made between full members, ex officio members and honorary members.
2. The Management Board decides on the written or electronic application for admission. In order to maintain the form, electronic transmission is sufficient here and in the following, unless otherwise specified.

3. All full members have equal rights and have the duty to provide the association with all possible support to carry out its tasks and to pay the fixed membership dues on time.
4. Personalities who have rendered outstanding services to the development of the eIDAS-Ecosystem may be awarded honorary membership by the Management Board. Honorary members are excluded from the payment of membership fees.
5. Ex officio members are natural or legal persons, usually public bodies, to which certain tasks are assigned by the "eIDAS-Regulation", an associated implementing act or a national regulation in the context of the "eIDAS-Regulation". Ex officio members are exempt from the payment of dues and cast one vote.
6. Commercially active organisations are expected to provide appropriate pro bono services to promote the purposes of the Association in the course of their membership.
7. The following persons as founding members are also full members, which are exempted from the payment of dues:
 - a. Tina Hühnlein
 - b. Detlef Hühnlein
 - c. Ulrike Korte
 - d. Andreas Kühne
 - e. Heiko Roßnagel
 - f. Jörg Schwenk
 - g. Tobias Wich

§ 4 Termination of membership

1. All rights of the member expire with termination of the membership. The membership ends by death or extinction, resignation or exclusion for an important reason.
2. Each member can resign from the Association at the end of a calendar year by providing a written or electronic statement to the Management Board with a term of six months.
3. The Management Board can exclude members for important reasons, if the behaviour of the member offends in rough way against the statute or the interests of the Association. An important reason also exists if a member is more than six months in arrears with an annual membership fee despite two reminders. Before the exclusion is decided, the member must be given the opportunity to make a statement within a reasonable period of time.
4. The member can appeal against the decision of the Management Board to terminate the membership by appealing the decision of the next General Assembly. This appeal must be lodged with the Management Board within a preclusion period of one month after receipt of the preclusion decision by the member. Within eight weeks after the appeal has been lodged in due time, the executive committee shall convene a General Assembly which will make the final decision on the exclusion. If the person concerned allows the deadline for lodging the appeal to elapse unused, his membership in the Association will end with the expiry of this deadline for the General Assembly.

§ 5 Contribution, levy, donation

1. The means of the Association are inter alia raised by membership dues and by extraordinary grants. The contributions are levied by all ordinary members, with the exception of founding and honorary members, in accordance with the defined membership dues. The membership dues are decided by the General Assembly of the Association upon the proposal of the Management Board.
2. The annual fee is due at the beginning of each calendar year. For the year of foundation (2019), the fee will be invoiced after the foundation has been completed.
3. The voting right of a member is suspended for as long as it is in arrears with the fee.
4. Members who are newly admitted in the course of a financial year shall pay a pro rata annual

membership fee staggered according to the quarter. The fee is due with the admission of the new member.

5. Any donations must be received before the end of the calendar year for which they are intended.
6. With the termination of the membership any claim of the retired member to the assets of the Association expires. The termination of the membership does not release the member from the due monetary obligations against the Association which have risen up to that point.
7. Funds that flow to the Association may only be used for statutory purposes. The members do not receive any profit shares and in their capacity as members also no other allowances from means of the Association.
8. To cover the costs of certain projects within the scope of the purpose and tasks of the Association, the General Assembly may, on the recommendation of the Management Board, decide on extraordinary contributions or allocations.

§ 6 Capital

1. The budget of the Association shall be drawn up by the Management Board taking into account the financial requirements of the Association for the following year. Any contributions not spent will be carried forward to the new fiscal year. Funds for the future may be accumulated by the Association within the framework of § 58 Nr. 6 and 7 of the German Fiscal Code (Abgabenordnung).
2. The statement of accounts of the Association for the current year are audited by an auditor appointed by the General Assembly.

§ 7 Institutions

1. Institutions of the Association are
 - a) the General Assembly
 - b) the Management Board
2. The members of the institutions work on a voluntary basis.

§ 8 General Assembly

1. The annual meeting of the members is convened by the chairman of the Management Board in the first quarter of the year if possible. The members are to be invited in written form or electronically at least two weeks before the date of the meeting by announcing the agenda.
2. The Management Board can call an extraordinary General Assembly at any time. It shall be obliged to do so if the interests of the Association require or if one third of the members requests such a meeting in written form, stating the purpose and reasons. The members are to be invited in written form with announcement of the agenda at least one week before the day of the extraordinary General Assembly.
3. The General Assembly is chaired by the chairman of the Management Board. If he is prevented from attending, representation shall be based on the order in which the members of the Management Board are listed in accordance with § 10 number 1.
4. Each member has one vote. It may be represented by the granting of a written or electronic power of attorney to another member, whereby one member may represent a maximum of three further members.
5. The General Assembly has a quorum regardless of the number of participants. Attendance may also be provided by video conferencing systems, etc., and voting may take place by means of electronic communication or in text form. Resolutions on amendments to the articles of the Association, on the dismissal of the Management Board and on the dissolution

of the Association require a majority of two thirds of the valid votes. All other resolutions are passed by simple majority. In case of a tie, a motion shall be deemed rejected. Abstentions are considered invalid votes.

6. The chairman of the meeting shall decide on the type of voting; the voting must be carried out in written form if one third of the present members, which are entitled to vote, request this.
7. Any member may apply in writing or electronically to the Chairman of the Management Board at least one week before the day of the ordinary General Assembly for further matters to be subsequently placed on the agenda. The chairman shall notify the members in writing or electronically of any additions to the agenda prior to the General Assembly. A matter that is not on the agenda may not be discussed and resolved in the meeting.
8. Minutes of the meetings shall be drawn up. The resolutions passed shall be recorded in the minutes, stating the voting results. The approval of the minutes shall be resolved at the next session or meeting.

§ 9 Responsibilities of the General Assembly

The General Assembly has the following tasks:

- a) the election of the Management Board as well as the dismissal of elected members
- b) the receipt of the chairman's report and its discharge
- c) the approval of the budget and the contribution regulation
- d) passing resolutions on amendments to the articles of the Association and all other tasks submitted to it by the Management Board as well as on the tasks assigned to it in accordance with the articles of the Association
- e) the adoption of resolutions on the dissolution of the Association and on the use of its assets
- f) the election of an auditor
- g) the decision on the legal remedies in case of rejection of an application for membership or in case of exclusion of a member by the Management Board
- h) passing resolutions on the establishment, dissolution and rules of procedure of any committees and subdivisions of the Association

§ 10 Management Board

1. The Management Board manages the business of the Association.
2. The Management Board is elected by the General Assembly.
3. The election periods shall be uniformly 3 years, unless otherwise stipulated in the articles of the Association. The term of office of the board member ends with the assumption of office by his successor in office. Re-election is permissible.
4. The Management Board of the Association in the sense of § 26 of the German Civil Code (Bürgerliches Gesetzbuch, BGB) consists of the chairman and the deputy chairman. The Association is represented by two members of the Management Board.
5. The Management Board makes its decisions in meetings or videoconferences etc. with simple majority, if the statute does not regulate anything else. There is a quorum if at least two of its members are present.
6. In urgent cases, resolutions may be passed by the Chairman in writing or by telephone if all members of the Management Board agree to such a procedure. The written or telephonic resolutions must be immediately confirmed to all members of the Management Board in writing or electronically.
7. The Management Board is responsible for the management of the Association, where it is bound by the provisions of the statutes and the resolutions of the General Assembly. It is entitled to establish an office and to appoint or dismiss a managing director who is subject to

- the instructions of the Management Board.
8. The Management Board is furthermore entitled to initiate measures which foster frictionless processes and the purpose of the Association.
 9. If required, the Management Board shall adopt its own rules of procedure, which it shall make known to its members.
 10. The term of office of a board member ends
 - by expiration of the term
 - with the resignation of the office by written communication to the Management Board
 - by dismissal on the part of the General Assembly
 - if the board member is no longer a member of the Association
 11. If a member of the Management Board resigns before the end of his term of office, a replacement shall be elected at the next ordinary General Assembly. The substitute election is valid for the remaining term of office of the retired board member.

§ 11 Liquidation

1. Applications for dissolution of go.eIDAS e.V. can only be made by the Management Board or by at least 50% of the members of the Association.
2. The dissolution of the Association can only be decided at a General Assembly convened for this purpose. The invitation period is four weeks prior to the meeting.
3. This General Assembly is only quorate if two thirds of the members entitled to vote are present. If the meeting does not have a quorum, a second General Assembly convened for the same purpose shall have a quorum after two weeks without regard to the number of members present who are entitled to vote. This must be pointed out in the invitation.
4. Liquidator is the chairman of the Management Board.

§ 12 Transitional Provision

If parts of the articles of incorporation are objected to by the registry court, the Management Board is authorized to amend them in order to remedy the objection.

§ 13 Inception

The statute shall enter into force on the day of approval.