

# Statutes Swiss FS-CSC

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## 1. Name

An association, within the meaning of Article 60 et seq. of the Swiss Civil Code, is constituted under the name "Swiss Financial Sector Cyber Security Centre (Swiss FS-CSC)" and is registered at the address of the Business Office. It maintains political and religious neutrality and is not profit-oriented.

## 2. Aim

The purpose of the association is to increase the cyber-resilience of the Swiss financial centre through the exchange of information and cooperation.

In particular, the association performs the following tasks:

- Promotion of the exchange of information on cyber-risks specific to the financial sector.
- Establishment and operation of a "Swiss financial centre cybercrisis organisation" for the management of cyberincidents that affect more than one member or affiliate and could endanger the stability of the financial system (so-called systemic cyberincidents).
- Planning and coordination of preventive measures, incl. early warnings, and recommendations on minimum standards.
- Planning and coordination of defensive measures to limit damage, including the implementation of alert and crisis exercises.
- Ensuring exchanges with the authorities.

## 3. Resources

The association has the following resources at its disposal to perform its tasks:

- Membership fees
- Donations

The levels of membership fees are set out in the fee regulations. Depending on the size and performance of an institution and its relevance for the Swiss financial system, the fee regulations may specify different membership categories, each with a different fee amount.

The Association Board decides whether donations are accepted or rejected. In doing so, it considers the compatibility of any acceptance with the purpose of the association, as well as the impact on the reputation of the association and the Swiss financial centre. In the case of non-earmarked donations, the Association Board decides on their purpose. It may issue donation regulations.

## 4. Membership

Membership is open to all banks, insurance companies, securities firms and financial market infrastructures that are supervised by the Swiss Financial Market Supervisory Authority (FINMA) in accordance with Article 3 of the FINMASA, as well as their associations. For foreign banks, this applies to their subsidiaries and branches in Switzerland. Membership is also open to the Swiss National Bank (SNB), the Swiss National Accident Insurance Fund (Suva) and the Partner Reinsurance Europe SE, Dublin, Zurich Branch. The Association Board may grant exceptions in deviation from the aforementioned criteria. Prior to granting such

exceptions, the Association Board shall consult the Steering Board. In this case, there is no right of appeal against the decision of the Association Board according to section 4.3.

## 4.1 Admission of members

Applications for admission must be submitted in writing to the Business Office. The Association Board decides on the admission of new members. New members conclude a non-disclosure agreement (NDA) with the association.

The admission of a new member can only be refused on compelling grounds, in particular if there are indications that the new member could violate the statutes or that its activities could hinder the association in achieving its objectives (e.g. setting up an organisation that pursues the same objectives as the association). The Association Board shall give reasons for any rejection of an application for membership.

## 4.2 Withdrawal and exclusion

Withdrawal from the association is possible at any time, with effect from the end of an association year. The letter of withdrawal must be received by the Business Office in writing three months before the end of the year.

A member may be excluded from the association at any time on compelling grounds, in particular for violation of the statutes or for activities that hinder the association in achieving its objectives. The Association Board shall make the decision on exclusion after hearing the member. The Association Board shall give reasons for its decision.

In the event of withdrawal or exclusion from the association, the withdrawing member shall have no claim to the association's assets or shares thereof. Members who withdraw or are excluded are obliged to pay their outstanding membership fees. The full membership fee is also due in its entirety (i.e., the full yearly rate) for the year in which the member withdraws or is excluded.

## 4.3 Appeal against non-admission and exclusion

An appeal against a non-admission or exclusion decision of the Association Board may be made to the next General Assembly. The appeal is to be made in writing within 30 days of receipt of the decision by registered letter to the Business Office, for the attention of the General Assembly. An appeal has no suspensive effect. The appeal decision of the General Assembly is final.

## 4.4 Termination of membership

Membership is terminated by:

- a) withdrawal or exclusion of a member,
- b) bankruptcy or dissolution of a member,
- c) withdrawal of a licence, recognition, authorisation or deletion of registration by FINMA, or
- d) dissolution of the association.

## 5. Recognition as an affiliate

In order for the association to achieve its objectives, the Association Board may, under certain conditions, recognise non-members as affiliates so that they can participate in the association.

The Association Board concludes partnership agreements with affiliates. These regulate the rights and obligations of the affiliates, in particular with regard to confidentiality obligations. Affiliates are recognised as such by signing a partnership agreement.

The Swiss Financial Market Supervisory Authority (FINMA), the National Cybersecurity Centre (NCSC) and the State Secretariat for International Finance (SIF) may become affiliates.

There are two categories of affiliates. Depending on the category, different rights and obligations apply; these are defined in the partnership agreement.

Category 1: FINMA

Category 2: NCSC and SIF

Affiliates may participate in the Steering Board (including the Crisis Coordination Cell) and the Expert Group. They may not be elected to the Association Board. They may participate in the General Assembly without voting rights and may submit motions.

## 5.1 Admission of affiliates

Applications for the admission of affiliates must be submitted in writing to the Business Office. The Association Board makes the final decision on the admission of affiliates. New affiliates conclude a partnership agreement with the association.

Applications for the admission of affiliates may be refused only on compelling grounds, in particular if there are indications that the affiliate could violate the statutes or that its activities could hinder the association in achieving its objectives.

## 5.2 Withdrawal and exclusion of affiliates

The Association Board shall make the decision to exclude an affiliate after having first heard them. The exclusion or withdrawal of an affiliate shall lead to the dissolution of the partnership agreement. Upon dissolution of the partnership agreement, the rights and obligations of an affiliate shall be terminated.

The dissolution of the partnership agreement by the Association Board (exclusion) or the affiliate (withdrawal) is possible at any time, with effect from the end of an association year. The letter of termination must be received in writing by the Association Board or the affiliate three months before the end of the year.

In the event of amendments to the statutes of the association and the regulations, until these amendments come into force affiliates have the option to terminate the partnership agreement with immediate effect.

Affiliates may withdraw on compelling grounds at any time without observing a period of notice, in particular due to the acceptance of a donation through the Association Board.

The Association Board may terminate the partnership agreement with immediate effect on compelling grounds, in particular for violation of the statutes or for activities that hinder the association in achieving its objectives.

In the event of withdrawal or exclusion, the affiliate shall have no claim to the association's assets or shares thereof.

## 6. Relationship of members and affiliates to the authorities

Membership or recognition as an affiliate does not affect any reporting obligations of members and affiliates vis-à-vis the authorities, nor does it affect the powers of the authorities to issue directives.

## 7. Bodies of the association

The bodies of the association are:

- a) General Assembly
- b) Association Board
- c) Steering Board (including Crisis Coordination Cell)
- d) Expert Group
- e) Business Office

The Association Board may decide that the meetings of the General Assembly and the other bodies be held virtually. It decides whether they are to be held solely online, or in addition to physical attendance by the participants (hybrid form).

In the following provisions, the term "present" is synonymous with "connected".

## 8. General Assembly

The supreme body of the association is the General Assembly. An ordinary General Assembly is held annually and is convened by the Association Board. Members and affiliates are invited to the General Assembly in writing at least 40 working days in advance, stating the agenda items. Invitations sent electronically are valid.

Members and affiliates may submit motions for the attention of the General Assembly in writing to the Association Board no later than 30 working days before the General Assembly. Affiliates have no voting rights at the General Assembly.

The Association Board or one fifth of the members may at any time request that an extraordinary General Assembly be convened, stating the agenda items. In these cases, the General Assembly must be held no later than three months after receipt of the request.

The General Assembly has the following tasks:

- a) Election of the President and the other members of the Association Board
- b) Removal of members of the Association Board
- c) Approval of the minutes of the last General Assembly
- d) Approval of the fee regulations
- e) Approval of the donation regulations
- f) Approval of the expenses regulations
- g) Approval of the annual budget
- h) Approval of the annual report of the Association Board
- i) Approval of the annual accounts
- j) Discharge of the Association Board
- k) Resolutions on motions
- l) Amendments to the statutes

- m) Decisions on appeals against decisions of the Association Board regarding non-admission or exclusion of a member
- n) Resolutions on the dissolution of the Association and the use of the proceeds from liquidation
- o) Resolutions on other matters which are reserved for the General Assembly by law or by the statutes

The General Assembly may remove a member of the Association Board with immediate effect on compelling grounds, in particular if the member of the Association Board is incapacitated for a longer period of time or if there is a reason for exclusion.

Any General Assembly duly convened constitutes a quorum irrespective of the number of members present. The members pass resolutions and elect the Association Board by a simple majority of the votes cast. A qualified majority of three quarters of the members present is required for decisions on appeals, amendments to the statutes and the dissolution of the association. A member may be represented by another member, who shall exercise both their own right to vote and that of the represented member. In the event of a tie, the President of the Association Board has the casting vote.

Minutes are taken at each General Assembly and made available to members and affiliates.

## 9. Association Board

The Association Board is the organisational and financial management body. The positions of President, Vice-President and Treasurer must be occupied by members of the Association Board. The offices of vice-presidency and treasurer can be combined. The term of office is four years, re-election is possible twice. The members of the Association Board are elected by the General Assembly. The Association Board is otherwise self-constituting.

The Association Board represents the association externally. Any two members of the Association Board are authorised to sign if done so jointly. The Association Board enjoys all powers not delegated to another body by law or by these statutes.

In particular, the Association Board has the following tasks:

- a) Management of the association
- b) Execution of the resolutions of the General Assembly
- c) Convocation of the General Assembly
- d) Management of the accounts of the association
- e) Monitoring the achievement of objectives, including the appropriate use of funds
- f) Election of the President of the Steering Board
- g) Election of the Executive Officer
- h) Granting of the authority to sign
- i) Issuing the fee regulations for the attention of the General Assembly
- j) Issuing the donation regulations for the attention of the General Assembly
- k) Issuing the expenses regulations for the attention of the General Assembly
- l) Issuing the regulations for the Business Office
- m) Approval of the regulations for the Steering Board, the Crisis Coordination Cell and the Expert Group at the request of the Steering Board
- n) Awarding and monitoring the mandate for the Operational Cybersecurity Cell (OCS)
- o) Decisions on the admission and exclusion of members; conclusion of NDAs with members
- p) Decisions on the recognition or exclusion of affiliates; conclusion and termination of partnership agreements with affiliates
- q) Decisions on the acceptance of donations

The Association Board meets at the invitation of the President of the Association Board or, if the President is unable to do so, at the invitation of the Vice-President, as often as business requires. Any member of the Association Board may request that a meeting be convened, stating the agenda. If no member of the Association Board requests oral deliberations, resolutions may be passed by circular letter. These resolutions are to be recorded in the minutes of the next meeting.

The Association Board passes its resolutions and conducts its elections by a simple majority of the votes of the Association Board members present. In the event of a tie, the President of the Association Board has the casting vote.

The Association Board serves on a voluntary basis. It is entitled to reimbursement of effective expenses in accordance with the expenses regulations.

## 10. Steering Board

The Steering Board is the strategic management body. It defines the strategies in the individual fields of action of the association and is responsible for their implementation. The Steering Board also manages the operational unit OCS. The tasks and competences of the Steering Board are regulated in the Steering Board regulations.

The Steering Board forms a Crisis Coordination Cell. The organisation and tasks of the Crisis Coordination Cell are regulated in the Crisis Coordination Cell regulations.

The President of the Steering Board is elected by the Association Board; the Steering Board is otherwise self-constituting. Both members and affiliates may participate in the Steering Board.

## 11. Expert Group

The Expert Group advises the Steering Board on all fields of action of the association. The tasks and powers of the Expert Group are set out in detail in the Expert Group regulations.

Both members and affiliates may participate in the Expert Group.

## 12. Business Office

The Business Office is managed by the Executive Officer. The Executive Officer is remunerated for their work and may employ staff for the running of the Business Office.

The tasks of the Business Office are defined in the Business Office regulations.

## 13. Liability

Only the assets of the association may be held liable for the debts of the association. Any personal liability or obligation to make additional contributions on the part of members and affiliates is excluded.



## 14. Association year

An association year corresponds to the calendar year. At the end of each association year, ordinary annual accounts are presented.

## 15. Dissolution and liquidation of the association

If the General Assembly decides to dissolve the association, existing partnership agreements can be terminated by the Association Board or the affiliates with immediate effect.

In the event of dissolution of the association, the Association Board shall conduct the liquidation and prepare a report and the final accounts for the attention of the General Assembly. The Association Board shall propose, for the attention of the General Assembly, to which non-profit cyber-risk prevention organisations the association's assets should be transferred.

The General Assembly may accept or reject the proposal. In case of rejection, the Association Board shall make a new proposal. The distribution of the association's assets among the members and affiliates is excluded.

## 16. Entry in the commercial register

The Association Board may enter the association in the commercial register.

## 17. Contact details

Members and affiliates shall provide the Business Office with their correspondence address and points of contact and inform it immediately of any changes.

## 18. Entry into force

These statutes were adopted at the inaugural meeting of 5 April 2022 and came into force on this date.

*Note: This document is available in different language versions. In case of conflict, the German version always takes precedence.*