

Bylaws

Condition 17. März 2005

1 *Name / Principal office*

Under the designation "Information Systems Audit and Control Association, Switzerland Chapter" exists an political and religiously neutral Association with seat at the registered business-place of the president as in the sense of article 60ff of the ZGB (Swiss Civil Law).

The Association is member of the controlling body "Information Systems Audit and Control Association" and takes shelter to their guidelines and statutes.

2 *Purposes*

The Associations purposes are:

- 2.1 to offer their members the possibility, to develop and improve their knowledge and skills, relating to the auditing of IT, thereby taking into consideration new developments in this field.
- 2.2 to support the members for their preparation on the examination for the acquisition of the ISACA certificates (for example "CISA" and "CISM").
- 2.3 to define the ISACA career profiles as well as their appropriate activities constantly, in order to better position these to opposite third.

3 *Membership*

3.1 Everyone can become member of the Association whose vocational activity is in context of the Association purpose oder which is interested in a goal and purpose of the Association . We diffentiate thereby between

- full membership
- sponsor
- honorary membership

3.2 Each full member is at the same time member of the controlling body "Information Systems Audit and Control Association" and of the Association "Information Systems Audit and Control Association, Switzerland Chapter". The controlling body "Information Systems Audit and Control Association " fully supports the members. As a member of the Association "Information Systems Audit and Control Association, Switzerland Chapter", the member has all advantages of the Association, has active right to vote, and to place requests at the address of the General Meeting and the Board.

Sponsors are firms or persons interested in the objectives and purpose of the Association and wanting to support the Association . They have neither the right to vote nor to be elected.

Full members can be appointed from the Association meeting to honour members. Their rights and obligations (reserve point 3.3) remain existing invariably.

3.3 The annuity is determined at the General Meeting and amounts up to CHF 100. -. For full members under 26 years, which are in training, a reduced annuity can be intended.

3.4 The Board decides whether a person may obtain a membership.

3.5 Any member wishing to resign the membership to the end of the business year can do so by sending a written note to the Board under adherence to a period of one month.

3.6 In cases of serious offence against the statutes, the professional interests or the interests of the Association each member can be excluded from the Association by decision of the Board without indication.

3.7 Withdrawn members do not have a requirement on the financial property of the Association .

4 *Executive Bodies*

The executive bodies of the Association are:

- the General Meeting
- the Board
- the Financial Auditors

5 *The General Meeting*

5.1 The Annual General Meeting is to be held within the first quarter of every calendar year. A meeting has also to be held if a fifth of the members entitled to vote or the Board wishes to do so and gives notice of the general nature of the business to be treated.

5.2 All members must be notified of each General Meeting in writing at least four weeks in advance. The note has to contain the agenda.

5.3 The General Meeting seizes its resolutions with simple majority of the present members. For an amendment of the by-laws as well as for the dissolution of the Association a majority of 3/4 of the present members is necessary.

5.4 The General Meeting is responsible for the treatment of the business specified below

- Approval of
 - the minutes of the preceding General Meeting
 - the financial balance
- Approval of the annual report of the Board
- Election of the Board
- Election of the Financial Auditors
- Nomination of Honorary Members
- Approval of the annual dues and fees
- Specification of the budget for the following business year
- Change of By-Laws of the Association, dissolution, or transformation of the Association

5.5 Across all resolutions of the General Meeting minutes are to be led.

6 *The Board*

6.1 The Board consists of at least five members.

The following functions are to be occupied:

a) President

b) Vice-President

c) Treasurer

The General Meeting elects the President as well as the members of the Board. Except the President, the Board decides itself who will hold the other tasks.

6.2 The Board leads the Association, advises all business, places requests and carries out calm resolutions. In urgent cases the right is pending to act on its own part.

6.3 The Board meets regularly. It is resolutionable, if at least half of the members of the board are present. It leads minutes across the resolutions and important Association business. Each member of the board is obligated to participate in the General Meetings to report on his activities.

6.4 Regarding all votes the President has a casting vote.

7 *Treasurer / Financial Auditors*

7.1 To have access to the financial means of the Association, documents must be signed collectively by two of the following: Treasurer, President and Secretary.

7.2 The Association is liable only to the extent of its own financial means.

The financial obligation of the members for commitments of the Association is limited to the height of the annuity, sees 3.3.

7.3 The General Meeting elects an Financial Auditor as well as a substitutional finance auditor. The Financial Auditor examines the annual account of the Association . He reports to the General Meeting.

8 *Concluding Clause*

The statutes were approved by the General Meeting of the 17. March 2005 in the available form.

Information Systems Audit and Control Association, Switzerland Chapter

President:

Daniela Gschwend

Vice-President:

Michel Huissoud