

## Bylaws of the ISACA Finland Chapter

### 1. Name and domicile of the association

The Finnish name of the association is Tietojärjestelmien tarkastus ja valvontayhdistys. The English name of the association is ISACA Finland Chapter. The domicile of the association is Helsinki, Finland.

### 2. Purpose and quality of operations

The head organization of the association is ISACA.

The purpose of the association is to

1. form a connection between its members
2. act as the Finnish member association for its head organization
3. develop and promote information system audits, information security, data protection, risk management and good IT governance
4. maintain and develop professional competencies and skills within the association's scope of interest
5. monitor and promote its members' cooperation.

To fulfill its purpose, the association shall monitor international development, maintain connections with its head organization and other suborganizations, arrange meetings, engage in communications, training and publishing operations, organize exams, make statements and proposals to develop its field of interest, and to engage in other similar activities.

The association's operations shall not generate financial profit or other significant financial benefit to anyone participating in the association's operations, and financial interests shall not become a main factor in the association's operations.

### 3. Members

Persons who belong to the head organization and are interested in the head organization and association's field of interest can be accepted as members. Ordinary members shall be accepted by the Board based on application.

The association may nominate as honorary members persons who belong to the head organization and have made a significant contribution to the operations and purpose of the association. No membership fee shall be collected from honorary members.

### 4. Obligations of members

Members have an obligation to comply with the currently valid ethical rules of ISACA and to pay their membership fees. The membership fees may be paid to the association or the head organization as specified by the association.

### 5. The Board

The association is managed by the Board that comprises a president and from two to eight ordinary members, elected by the annual meeting. They are all elected for a term of office that extends to the following annual meeting, with the exception of the president, whose term of office is two years.

The annual meeting elects the president and other members of the Board.

The Board elects a vice president, as well as a secretary, a treasurer and other necessary officials from among its members. Board meetings are convened by the president or, if the president is indisposed, by the vice president, when they consider it to be necessary or when at least half of the members of the Board so require. The meeting has a quorum when at least half of the members, including the president or the vice president, are present. Votes shall be decided based on an absolute majority. In the event of a tie, the president shall have the casting vote, or at elections, a decision is taken by drawing lots.

When the Board is making a decision on a matter referred to in Section 11 of these rules, a majority of two-thirds shall be required to carry the proposal.

#### 6. Duties of the Board

The Board shall protect the interests of the association and its members and, to fulfill this purpose, it shall

1. represent the association
2. process member applications
3. invite members to meetings, prepare matters to be discussed and execute decisions made by the meetings
4. manage the administration of the association and the appropriate organization of operations
5. give statements on behalf of the association in questions that concern its field of interest
6. prepare recommendations and statements concerning the association's field of interest for approval by the meeting
7. promote the members' professional competencies and promote the certifications applicable to its field of interest
8. select a working committee from among the Board members and also nominate other temporary or permanent committees to support its work.

#### 7. Authority to sign

The president alone or two members together shall have the authority to sign.

#### 8. Accounting period

The association's accounting period shall close each year on March 31. The financial statements shall be handed over to the auditor or performance auditor no later than one month before the annual meeting. The auditor or the performance auditor shall provide a report no later than two weeks before the annual meeting.

#### 9. Meetings of the association

If the Board or the association's meeting so decides, it is possible to attend the association's meetings by post or via telecommunications connections or another technical tool during the meeting or prior to it.

The annual meeting of the association shall be held each year no later than in June. The meeting shall be convened by the Board of the association. Extraordinary meetings shall be convened when considered necessary by the Board or when a minimum of 1/10 of the association's members entitled to vote request a meeting from the Board for a specified purpose in writing.

Invitations to the association's meetings shall be sent in writing (by letter or email) no later than seven days before the meeting. The invitation shall include the full agenda for the meeting. Members must express their proposals for the annual meeting's agenda to the Board by the end of April.

Minutes shall be kept for all the association's meetings. The minutes shall be examined by two members elected for the task at the meeting, and signed to confirm that they accurately reflect the proceedings of the meeting.

## 10. Annual meeting

The agenda of the annual meeting shall include the following topics:

1. Presenting the annual report of the Board and the financial statements for the previous accounting period, as well as the opinions of the auditors and the performance auditors;
2. Deciding on approving the financial statements and discharging liability or on the action to be taken;
3. Approving the budget and establishing the membership fees and entry fees to be collected from members;
4. Deciding on the remuneration to be paid to Board members and the auditor or the performance auditor;
5. Electing a president and other members of the Board;
6. Electing an auditor or a performance auditor and a deputy auditor or deputy performance auditor;
7. Discussing other matters listed in the invitation which have been proposed by the Board or proposed to the Board by a member of the association.

## 11. Discharging a member

If a member of the association neglects to comply with these rules, the Board of the association can give them a warning or, if extenuating circumstances exist, a notice. In serious cases, the Board may discharge the member. The Board may also discharge a member in other situations mentioned in the Finnish Associations Act. A member can also be discharged if they no longer belong to the head organization.

## 12. Changing the rules and dissolution of the association

The decision to change the rules and to dissolve the association must be made at a meeting of the association, and it requires at least three-fourths of the total number of votes cast at the meeting. The changing of the rules or the dissolution of the association must be mentioned in the invitation. If the association is dissolved, the final meeting of the association shall decide on how the association's assets shall be used to fulfill the purpose of the association. If the association is dissolved, the assets must be used for the same purpose.