

## ISACA Belgium Chapter

### Title I: Legal form – Name – Registered Office – Object – Duration

#### *Article 1: Name and legal form*

The association takes the form of a non-profit association. It acquires the name “ISACA Belgium”, being the abbreviation of the following designations:

- ISACA Belgium,
- ISACA België,
- ISACA Belgique,
- ISACA Belgien,
- ISACA België Chapter,
- ISACA Belgique Chapter,
- ISACA Belgium Chapter,
- ISACA Belgien Chapter,

The full and abbreviated designations may be used together or separately.

#### *Article 2. Registered office*

The registered office is located in the Flemish Region. The Board of Directors is authorized to move the seat of the association within Belgium, to the extent that such relocation does not require a change in the language of the statutes in accordance with applicable language legislation.

#### *Article 3. Belangeloos doel en voorwerp*

The association’s disinterested purpose is to:

- a. Promote professional ethics for its members and encouraging a professional approach in accordance with the laws, applicable regulations, the rules of good practice, and the standards and guidelines of the profession, including through the certification offered by ISACA,
- b. Promote knowledge, directly or indirectly involved with the audit, management, quality, control and protection of information and its electronic processing, both for the benefit of the members of the association and of any practitioner or company, in response to current or future needs or identified weaknesses, by all useful means, including training and publications or even through the organization of events, which promote individual contacts between members and associations with similar objectives,
- c. Foster the function, reputation and interests both of the profession and of its individual members, beyond all ideological, philosophical or commercial considerations,
- d. Represent its members to third parties, including ISACA International,
- e. Fulfil the role of Belgian representative of ISACA International.

The main task of the association is to represent the international ISACA association based in Chicago (United States) and hereinafter called ISACA International. It will apply the mandatory provisions determined by this association and will pay its share of the individual membership fees. For this reason, each member of the association shall also be a member of ISACA International and shall enjoy the benefits and services authorized by this international association. If necessary, the management of contributions may be entrusted to ISACA International.

In general, the association has full legal capacity to carry out all acts and operations which have direct or indirect connection with its object or which could be of such a nature as to facilitate, directly or indirectly, in whole or in part, the realization of this object.

The association may acquire a financial interest by way of association, contribution, merger, financial intervention or in any other manner, in any company, association or enterprise having a similar or related object to its own or which may be of a nature to promote the activities and objectives described above.

The activities of the association cover the Belgian territory. It may also participate or contribute to the international activities organized by ISACA International or by other analogous, national or international associations. In this capacity, it may on occasion organize activities outside the Belgian territory.

It may exercise the functions of director or liquidator in other associations.

It may act as guarantor or provide collateral security for the benefit of legal entities whose object is identical, similar or related to its own or which may be of a nature to promote the activities and objectives described above, in the broadest sense.

#### *Article 4. Duration*

The association is established for an indefinite term.

## **Title II: Members**

### **Section I: Admission**

#### *Article 5. Members*

The association shall consist of Full Members and Associate Members. The number of Full Members shall not be less than two.

Any natural person involved in audit, information technology control, security and management, and in general any natural person professionally engaged in activities in line with the object and interests of the association, who is in line with the contribution and is an existing member of ISACA International, may become a Full Member, unless the person concerned is not accepted by the Board of Directors by motivated decision. Membership is individual and non-transferable.

The General Assembly determines the main obligations of the Full Members in the By-Laws, especially regarding ethics or compliance with the honor of the profession.

The General Assembly may create categories of Associate Members such as Sustaining Members or Honorary Members by simple majority decision. These Members, who can be natural persons or legal entities, have no status of Full Members. They may attend the General Assembly, but do not have the right to vote. They may participate in the ordinary activities of the association by simple decision of the Board of Directors. The other rights and duties of Associate Members are determined by the General Assembly and described in the By-Laws.

The Board of Directors shall keep a register of members at the registered office of the association. This register shall include the name, first name and residence of the members or, in the case of a legal

entity, the name, legal form and address of the registered office. The governing body shall write all decisions on the accession, withdrawal or exclusion of members in that register within eight days of being notified of the decision. The governing body may decide that the register be kept in electronic form.

## Section II: Withdrawal and exclusion

### *Article 6. Withdrawal*

Any Full or Associate Member is free to withdraw from the association at any time. A Member's withdrawal must be notified to the Board of Directors by e-mail at the association's e-mail address.

In case of death, bankruptcy, manifest insolvency, liquidation or incapacity of a Full or Associate Member, this Member shall be deemed to withdraw automatically at that time.

The Full or Associate Member who fails to pay his/her dues within the time limit set by the Board of Directors shall be deemed to have resigned.

A resigning Full or Associate Member, their heirs, successors or assigns shall have no claim to the property of the association and shall not be able to reclaim their contribution and their paid dues. An outgoing member may not demand or request a statement, account, seal or inventory.

### *Article 7. Exclusion*

§1. In case of serious breach by a member of the obligations imposed by the By-Laws, violation of the Articles of Incorporation or of the objectives of the association or in case the member would have harmed or prejudiced the association, on the basis of evidence and after having heard the member, the Board of Directors may pronounce the suspension of the member. This suspension will then be valid until the next General Assembly. The list of suspended members will be submitted to the General Assembly, which will then decide on an extension of the suspension or the possible exclusion of the suspended members.

§2. Only the General Assembly is authorized to pronounce the exclusion of a Full Member. The exclusion must be indicated in the convocation.

The proposal for exclusion shall be communicated to the Full Member concerned by e-mail at the e-mail address communicated by him to the association at least fifteen (15) days before the date of the General Assembly.

The Full Member whose exclusion is requested must be heard at the General Assembly. He also has the possibility to submit his comments in writing and according to the same modalities in advance to the General Assembly, after having been informed of the proposal for his exclusion.

The exclusion of a Full Member can only be pronounced by the General Assembly in compliance with the attendance and majority requirements prescribed for an amendment to the Articles of Incorporation. The exclusion decision cannot be taken according to the modalities provided for in Articles 24 and 25 of these Articles of Incorporation.

§3. The Board of Directors is authorized to pronounce the exclusion of an Associate Member. The exclusion proposal shall be communicated to the Associate Member concerned by e-mail at the e-mail address communicated by him to the association.

The Associate Member whose exclusion is requested shall have the opportunity to express his/her comments in writing and according to the same modalities to the Board of Directors, within thirty (30) days after the proposal for his/her exclusion was communicated to him/her.

The Board of Directors shall not be obliged to hear the Associate Member personally if he so requests.

§4. The Board of Directors shall communicate the decision of exclusion to the concerned Full or Associate Member within fifteen days by e-mail at the e-mail address communicated by him to the association.

An excluded Full or Associate Member shall have no claim to the property of the association and shall not be able to recover his contributions and his paid contributions.

An excluded Associate Member cannot demand or request a statement, account, seal or inventory.

#### *Article 8. Member dues*

The Full Members pay an annual contribution determined by the Board of Directors, taking into account the contribution payable to ISACA International. The contribution for ISACA Belgium cannot exceed 750 euros. Reduced contributions for students and pensioners can be approved by a simple majority vote.

## TITLE V. GOVERNANCE – CONTROL

#### *Article 9. Composition of the Board of Directors*

The association is governed by a Board of Directors composed of three (3) directors, namely the president, secretary and treasurer. Without prejudice to the obligations arising from collegial management, the directors may divide management duties among themselves.

Each director is elected for three (3) years and is eligible for re-election. A director cannot hold the same office for more than two consecutive terms, except if no other candidate could be elected. The terms of office shall be unpaid.

The last retiring president may hold the title of past-president for up to two terms of his immediate successor. If he no longer is a director, the past-president will be invited to meetings of the Board of Directors and will have an advisory vote there.

Any member of the association, in line with dues, may submit his candidacy as a director, provided that they have already been a member of the association for one (1) full year. Members may stand for election to various positions. The Board of Directors shall submit these candidacies to the General Assembly.

The election of the directors is secret, and takes place by a simple majority of votes cast. When the number of candidates exceeds the number of positions to be filled, the candidates with the greatest number of votes are elected.

If no candidate obtains a majority of votes in an election, a re-vote shall be held between the (two) candidates who obtained the most votes. In the event of a tie in the re-election, the oldest candidate is elected.

The General Assembly may terminate the mandate of any director with immediate effect at any time and without giving reasons.

Any member of the Board of Directors may resign by mere notification to the Board of Directors, provided the documents and information necessary for the continuation of his activities have been transmitted to another director. A director who is no longer a member of the association shall be deemed to resign automatically. A director who has resigned may himself take the necessary steps to counteract the termination of his mandate to third parties.

A director is obliged after his resignation to continue his mandate until his replacement is provided for within a reasonable period of time.

If a director's seat becomes vacant before the end of his mandate, the remaining directors have the right to co-opt a new director.

The next General Assembly must confirm the co-opted director's mandate. Upon confirmation, the co-opted director completes the mandate of his predecessor, unless the General Assembly decides otherwise. In the absence of confirmation, the mandate of the co-opted director ends at the end of the General Assembly, without prejudice to the regularity of the composition of the board of directors up to that time.

By virtue of their mandate, the directors do not enter into any personal commitment and are only liable for the performance of their mandate.

#### *Article 10. Convening of the Board of Directors*

The Board of Directors will meet at least four (4) times a year.

The Board of Directors shall be convened by the Secretary or, if he is unable to attend, by the Treasurer or the President.

The convocation shall be in writing, at least eight (8) days before the meeting, except in case of urgency. In the latter case, the nature and reasons for the urgency shall be stated in the convocation or in the minutes of the meeting.

The meeting shall be held at the place designated in the convocation and, in the absence of such designation, at the registered office of the association.

#### *Article 11. Decision-making of the Board of Directors*

The Board of Directors can only deliberate and validly decide if at least half of its members are present or represented. The Board of Directors is chaired by the president or, in his absence, by the person appointed by the president for this purpose. Failing this, the members elect a president of the meeting by a simple majority. This decision shall be minuted.

Any director may give power of attorney to one of his colleagues to represent him on a particular Board of Directors and to vote in his place. This power of attorney must be in writing. The principal is then deemed to be present.

The Board of Directors can only validly deliberate and decide on matters not mentioned on the agenda if all members are present at the meeting and agree to it.

Such consent shall be deemed to have been given if the minutes show that no objection was raised.

The decisions of the Board of Directors are made by majority vote. In the event of a tie, the vote of the president shall be decisive.

The decisions of the Board of Directors may also be taken by the unanimous written agreement of all the directors. This written procedure can be conducted either in writing or by a durable electronic means of communication.

Any member of the association may request to be heard by the Board of Directors. The Board of Directors may also request one or more third parties to attend all or part of one or more meetings.

#### *Article 12. Minutes of the Board of Directors*

The decisions of the Board of Directors are reflected in the minutes, which are signed by the president of the meeting and the directors who request them. The powers of attorney as well as the opinions and votes cast in writing are attached to them.

The minutes shall be kept in a special register at the headquarters of the Association. Excerpts of minutes of board meetings may be transmitted, upon written request, to Full Members or to ISACA International. The excerpts shall be signed by the Secretary and the President and noted on the record concerned.

#### *Article 13. Powers of the Board of Directors*

The Board of Directors is authorized to perform all acts necessary or useful for the realization of the object and purpose of the association, except those for which according to the law or these Articles of Incorporation only the General Assembly is authorized.

The Board of Directors represents the association, including representation in court.

Without prejudice to the general power of representation of the Board of Directors as a college, all deeds binding the association, in and out of court, are valid when signed by at least two directors acting jointly.

They are not required to give evidence of their powers before third parties.

Acts taken for the purpose of daily management may be taken by a director acting alone. Daily management includes both those acts and decisions that do not go beyond the needs of the daily life of the association, and those acts and decisions that, either because of their lesser importance that they exhibit, or because of their urgency do not justify the intervention of a second director.

The Board of Directors will communicate reports of all activities, income and expenses at least once a year to all members of the Association and to ISACA International. The modalities of this communication will be determined by the Board of Directors.

#### *Article 14. Delegation of powers*

The Board of Directors may, under its responsibility, delegate all or part of its powers to one of its members or to a third party, whether or not the latter is a member. This special delegation is decided by the Board of Directors and made known by means of a letter signed by the president. This letter will serve as the sole justification of the mandate towards third parties. The modalities of delegation shall be defined in the By-Laws.

To ensure the daily operation of the association, the Board of Directors may create or dissolve specific committees composed of Full Members and, if deemed useful, of Associate Members or third parties. The duties and powers of these committees shall be determined by the Board of Directors. Each committee shall be placed under the responsibility of a Director. The presidency of these committees is ensured by a "Director". This may be the responsible Director or a third person, whether or not a Full Member, appointed by the Board of Directors by a simple majority vote. All decisions or external communications of the committee that would involve either the name of the association or financial commitments must be ratified or authorized by the Board of Directors.

The creation or dissolution of a new committee as well as the candidacy of the Director must be confirmed by the next General Assembly. If the Director's candidacy has been refused, the General Assembly will appoint a new Director.

#### *Article 15. Control of the association*

When required by law and within legal limits, the supervision of associations is entrusted to one or more auditors, appointed for a renewable term of three years.

### TITLE VI. GENERAL ASSEMBLY

#### *Article 16. Composition*

The General Assembly consists of all Full Members.

#### *Article 17. Powers*

The General Assembly shall exercise the powers assigned to it by the law and by these Articles of Incorporation.

This includes the following exclusive powers that can only be exercised by the General Assembly:

- 1° the amendment of the Article of Association;
- 2° the appointment and dismissal of directors;
- 3° the appointment and dismissal of the auditor and the determination of his remuneration;
- 4° the discharge of the directors and the auditor, as well as, where appropriate, the institution of association proceedings against the directors and the auditors;
- 5° the approval of the annual accounts and the budget;
- 6° the dissolution of the association;

7° the exclusion of a Full Member;

8° the conversion of the VZW into an IVZW, a cooperative company recognized as a social enterprise or into a recognized cooperative company social enterprise;

9° to make or accept a contribution for no consideration of a universality;

10° confirmation of creation, dissolution or modification of specific commissions;

11° confirmation of appointments as Directors;

12° creation of categories of Associate Members;

13° all other cases in which the law or these Articles of Incorporation so require.

#### *Article 18. Organization and convening*

An ordinary General Assembly will be held each year at the location in Belgium chosen by the Board of Directors. The Board of Directors shall convene it between January 1 and June 30.

The Board of Directors and, if applicable, the auditor, must convene the General Assembly in the cases provided for by law and by these Articles of Incorporation, and also whenever the interest of the association so requires or when at least one fifth of the Full Members so request. In the latter case, these Full Members shall indicate the items on the agenda in their request. The Board of Directors or, as the case may be, the auditor shall convene the General Assembly twenty-one days after the request to convene and the General Assembly shall be held no later than the fortieth day after such request.

The notices convening a General Assembly shall state the agenda. Any proposal signed by at least one twentieth of the Full Members shall be placed on the agenda.

They shall be sent at least fifteen days before the General Assembly by e-mail or otherwise to the Members, to the directors and, where applicable, to the auditors.

A copy of the documents required by law to be submitted to the General Assembly shall be sent promptly and free of charge to the Full Members, to the directors and, where applicable, to the auditors who request them.

Any person may waive notice of the meeting and shall in any case be considered as regularly called if present or represented at the meeting.

#### *Article 19. Admission to the General Assembly*

In order to be admitted to the General Assembly and to exercise the right to vote at it, a member must have the status of Full Member and be registered as such in the register of members.

The convocation may provide that, in order to participate in the General Assembly, members must additionally notify the association of their intention to attend at least five working days before the meeting by letter at the association's registered office or by e-mail at the association's e-mail address.



The Associate Members registered as such in the register of members may, at their own request, participate in the General Assembly without voting rights. However, the General Assembly may request these Associate Members to leave the meeting for one or more agenda items it designates.

When the agenda so requires, one or more observers, whether or not Associate Members, may attend the General Assembly and, with the permission of the president, address the General Assembly. The General Assembly may request these observers to leave the meeting for agenda items for which their presence is not required.

When the General Assembly deliberates on the basis of a report prepared by the auditor, he shall participate in the meeting.

#### *Article 20. Sessions*

The General Assembly shall be chaired by the president of the Board of Directors, or in his absence by the Secretary or, in his absence, by the Treasurer. If no director is present, the General Assembly shall be chaired by the oldest member present.

The president will appoint a secretary.

#### *Article 21. Deliberations*

Only Full Members have voting rights at the General Assembly. All Full Members shall have equal voting rights at the General Assembly and each shall have one vote. In case of a tie, the president shall have a casting vote.

Associate Members have no voting rights unless the General Assembly deems it appropriate to grant an advisory vote.

Any Full Member may give to any Full Member a written power of attorney to be represented at the General Assembly and vote in his place. The same person may participate in the General Assembly with only one such power of attorney.

A power of attorney granted is only valid for one General Assembly. A new power of attorney will be required for subsequent General Assemblies.

All General Assemblies may decide only on the proposals included in the agenda, except if all persons to be called are present or represented and, in the latter case, provided that the powers of attorney expressly state so. Associate Members cannot block the addition of the agenda.

Except in the cases provided by the law or these Articles of Incorporation, decisions are taken by majority vote, regardless of the number of people present at the General Assembly.

#### *Article 22. Minutes*

The minutes of the decisions of the General Assembly are filed in a register kept at the registered office. They are signed by the president and the secretary of the General Assembly.

The attendance list and any reports, powers of attorney or written votes are attached to the minutes.

The register of minutes shall be kept at the registered office of the association where all members can take note of it, without moving the register.

Copies for third parties shall be signed by president and secretary of the Board of Directors.

#### *Article 23. Remote General Assembly*

The Board of Directors may allow members to participate remotely in the General Assembly through an electronic means of communication provided by the association. Regarding compliance with the conditions of attendance and majority, members participating in the General Assembly in this manner shall be deemed present at the place where the General Assembly is held.

The Board of Directors may authorize remote voting before the General Assembly and, where appropriate, determine the modalities thereof. The Board of Directors will verify and record the identity of members voting in this manner.

#### *Article 24. Unanimous and written General Assembly*

The members may unanimously and in writing take all decisions within the competence of the General Assembly, with the exception of amendments to the Articles of Incorporation and decisions to exclude Full Members. In this case, the formalities of convocation need not be fulfilled. The Board of Directors will determine the modalities of this procedure.

### TITLE VII. FINANCING - FINANCIAL YEAR – INTERNAL REGULATIONS

#### *Article 25. Financing*

In addition to dues paid by members, the association can be funded by donations, bequests and the income from its activities, among other things.

#### *Article 26. Financial year*

The financial year of the association coincides with the calendar year.

On December 31, the association's accounts are closed and the Board of Directors prepares the financial statements in accordance with the applicable legal provisions. The Board of Directors also prepares a budget proposal for the next financial year.

The Board of Directors submits the annual accounts for the previous financial year and the budget proposal for the next financial year for approval at the annual General Assembly. The approval of the financial statements implies the discharge of each of the directors, and if applicable of the auditor, for the performance of their duties during the past financial year.

#### *Article 27. Internal regulations*

Internal regulations may be established by the Board of Directors and must be submitted to the General Assembly for approval. Amendments to these internal regulations may be made by the General Assembly deciding by the simple majority of the Full Members present or represented.

The General Assembly shall designate the points of the Internal Regulations whose modification shall be under its exclusive competence, in particular the rules of ethics to be respected by the members, the relations with ISACA International and the mode of operation of the Board of Directors.

## TITLE VIII. DISSOLUTION – LIQUIDATION

### *Article 28. Dissolution*

The association may be dissolved at any time by a resolution of the General Assembly taken under the conditions stipulated in the Law or the Articles of Incorporation. The reporting obligations applicable in accordance with the law, if any, shall be observed in doing so.

### *Article 29. Liquidators*

Upon dissolution of the association, for any reason and at any time, the directors in office shall be designated as liquidators under these Articles of Incorporation if no other liquidator were appointed, without prejudice to the right of the General Assembly to appoint one or more liquidators, delineate their powers and determine their remuneration.

### *Article 30. Allocation of net assets*

In case of dissolution and liquidation, the extraordinary General Assembly shall decide on the destination of the association's assets, which shall in any case be used for a disinterested purpose.

This use shall take place after all debts, charges and expenses of the liquidation have been discharged or the necessary sums have been consigned to pay them.

## TITLE IX. GENERAL MEASURES

### *Article 31. Residential choice*

For the implementation of these Articles of Incorporation, any member, director, auditor or liquidator residing abroad shall elect domicile at the registered office where all notices, summonses, subpoenas and notices of service may be validly served on him if he has not elected another domicile in Belgium for all relations with the association.

### *Article 32. Jurisdiction*

For any dispute concerning the affairs of the association and the implementation of these Articles of Incorporation, between the association, its members, directors, auditors and liquidators, exclusive jurisdiction shall be granted to the court in whose jurisdiction the registered office is located, unless expressly waived by the association.

### *Article 33. Applicable law*

The provisions of the Belgian Code of Companies and Associations, which would not have been validly derogated from, shall be deemed to be inscribed in the present deed, and clauses contrary to the mandatory provisions of the Code shall be deemed not to have been written.