



(ISC)² Chapter Switzerland Bylaws

Approved by the General Assembly on 27.05.2019,

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1. Name and Domicile

- 1.1. An Association as described under Sections 60ff ZGB (Swiss Civil Code) exists under the name “(ISC)² Chapter Switzerland” as a legal entity. The association exists for an indefinite duration.
- 1.2. The Association has its domicile at the residence of the current Treasurer. The Association can have its domicile at the residence of its President or Secretary or Treasurer. Change of the domicile of the Chapter is decided with a unanimous vote of the Board; the decision is signed at least 2 Board members. It will be registered to the Post by the President.

2. Goal and Objective

- 2.1. The (ISC)² Chapter Switzerland promotes the Information Security community and enables specialists who are resident or working in Switzerland or who have close ties to Switzerland to network and upskill.
- 2.2. According to this goal, the (ISC)² Chapter Switzerland organizes regular meetings for its members enriched by presentations, workshops, seminars, or visits.
- 2.3. The (ISC)² Chapter Switzerland can establish contacts with other national and international organizations with similar goals.
- 2.4. The (ISC)² Chapter Switzerland is integrated into the Chapter structure of (ISC)² and accepts its guidelines. Where Chapter guidelines and Swiss law are in conflict, Swiss law prevails.
- 2.5. The (ISC)² Chapter Switzerland is politically and commercially neutral and professionally independent.
- 2.6. The (ISC)² Chapter Switzerland is not working for profit and does not operate a commercial business.



3. Membership

- 3.1. Individuals and legal entities who acknowledge and support its goals and objectives can become members of the (ISC)² Chapter Switzerland.
- 3.2. The acceptance of new members is effected through the online application service (<https://www.isc2chapter-switzerland.ch/membership/>) and payment of the annual fee.
- 3.3. The Board can reject a membership application at its reasonable discretion, including but not limited to cases where (ISC)²'s Code of Ethics has been violated by the applicant. The acceptance of a new member is communicated in writing per e-mail. The rights and obligations of a member of the (ISC)² Chapter Switzerland come into effect as of the date of acceptance.
- 3.4. Membership is renewed on an annual basis. Members are notified by e-mail about their impending renewal due date in advance. Members are required to keep their first and last name and e-mail address valid and up to date on the system so that the Board can reach them. Updates of member's details are done through an online self-service (<https://www.isc2chapter-switzerland.ch/member-login-page/>) or a written request to the Board (as letter or e-mail).
- 3.5. Every member is obliged to pay the annual fee as determined by the General Assembly (Section 4.a).
The Membership ends through:
 - a) Cancellation;
 - b) Exclusion;
 - c) Death;
 - d) After the membership renewal falls six months overdue.
- 3.6. Cancellation by a member has to be given in writing (by letter or e-mail). A member can cancel their membership at any time. The cancellation has to be communicated in writing or e-mail. The respective member has no entitlement to restitution of fees already paid.
- 3.7. An exclusion can be decided by the Board with a 3/4 majority against any member, especially (but not exclusively) in cases where the member is in violation to the (ISC)² Code of Ethics or impairs the legitimate interests of the association. This includes being in delay with membership payments. The Treasurer is required to grant the debtor a final payment deadline in writing (primarily eMail).
- 3.8. The decision to exclude a member is regularly effected only after the respective member has been granted a hearing, and will be communicated in writing per e-mail. An exclusion has immediate effect.



- 3.9. The Board reserves the right to remove members if their membership dues have been unpaid for at least six months, the Member expressed no interest to renew and/or no communication is possible anymore with the member (i.e., invalid e-mail address/telephone number). A previous member can register with the Chapter again just like any other new member without penalty.
- 3.10. Professionals that enter retirement and are at least 60, can remain members of the Chapter for life without paying the membership renewal fee annually.



Institutions

3.11. The institutions of the (ISC)² Chapter Switzerland are:

- A. The General Assembly.
- B. The Board.
- C. The Auditor(s).

a) The General Assembly

3.12. The ordinary General Assembly is scheduled annually within the first half of the fiscal year. The invitation for the General Assembly is elected with a deadline of at least 14 days before the Assembly in writing per e-mail by the Board with a description of the agenda. Motions towards the General Assembly have to be put forward at least a week in advance in writing per e-mail to the president.

3.13. An extraordinary General Assembly can be called by decision of the Board, on request of at least 1/5 of the members or on request of the Auditor. The invitation has to be issued at least ten days before the Assembly.

3.14. The tasks and competencies of the General Assembly are as follows:

- e) Accepting the annual report, the annual financial statements and the balance sheet, and the Auditors report.
- f) Discharge of the Board and the Auditor(s).
- g) Decision on the annual budget and annual membership fees.
- h) Acceptance of the annual program.
- i) Election of the President, the other Board members and the Auditor(s).
- j) Treating motions from the Board and members, decisions on appeals.
- k) Changes to the Bylaws.
- l) Dissolution of the association.

3.15. Decisions of the General Assembly are made in open vote with a simple majority.

Votes are secret only when so decided by the majority of members present. In cases of a tie, a vote has to be repeated. If a tie results in the second time, the President has the final ballot.

Individual members cannot assign a proxy. Legal entities count as one member and execute their voting rights through an authorized representative.

In votes over discharge, contractual agreements or over a lawsuit between the association and a member the affected member is excluded from voting.



- 3.16. Occasionally voting is also possible online (but not required). In case of online voting the Board determines a deadline and members should have at least a two weeks period to vote. The Board notifies the members through e-mail. In case of online voting, votes are kept secret by the board and the members. For an online vote to take place, two Auditors should have access to the online platform and report the results to the board and the chapter members. The Board appoints the two Auditors for the online vote unanimously.

b) The Board

- 3.17. The Board consists of at least three members and is elected by the General Assembly for a period of one year. It constitutes itself. The Board is functional with at least three members present. It is called into session request of the President or by demand of one Board member. Even in case of a tie the President has only a single vote. Where Board members resign during their period of office the Board will co-opt a new member. Co-opted Board members have to be confirmed at the next General Assembly.

- 3.18. The Board constitutes (of at least the Bold Roles):

- a) President**
- b) Treasurer**
- c) Secretary**
- d) Membership Chair**
- e) One representative per region, in which the association regularly holds events.
- f) Accumulation of roles is possible. Additional roles to support the board functions are possible.

- 3.19. The Board has all competencies not expressly reserved for the General Assembly. These include in particular:

- a) Preparation and Execution of ordinary and extraordinary General Assemblies;
- b) Preparing Bylaws, Motions and Standing Orders;
- c) Acceptance and exclusion of members;
- d) Organizing events pursuant to the goals and objectives of the association.

- 3.20. The Board represents the association externally.

In most processes, it signs collectively with at least two Board members.

Excluded from the collective signing is the relationship to the Bank account.

(Reason: Possibility of using PF/Maestro Cards for Expenses.)

- 3.21. Members of the Board must be members in good standing of (ISC)². The Board members and the Auditors support the Chapter on a voluntary basis.



3.22. Chapter Members who apply for election:

- a) Be an (ISC)² member in good standing
- b) Be a resident of the area in which you plan to start a chapter for at least one year
- c) Have proven leadership experience in a professional setting
- d) Not currently serving as an officer of another security chapter organization
- e) No previous convictions of criminal activity or conduct
- f) The (ISC)² Chapter Switzerland is not working for profit and does not operate a commercial business.

The Board reserves the right to reject the candidacy of a Chapter Member for the Board, in case there is a possible conflict of interest. The decision is taken by a simple majority among Board Members.

c) Auditor

3.23. The fiscal year coincides with the Calendar Year. The annual financial statements and asset inventory are being made with the 31st of December as a cut-off date.

3.24. The Auditor is auditing the annual financial statements and presents a written report to the General Assembly (PDF is accepted). He is pushing forward a motion on allowing or denying the discharge of the Treasurer and the Board towards the General Assembly.

3.25. The General Assembly determines the number of Auditors, at least one. It can also determine deputy Auditors. Current members of the Board cannot be Auditors.



4. Assets

- 4.1. The assets of the association consist of the member's annual membership fees, from surpluses, donations, fees collected from events and inheritances.
- 4.2. The liabilities of the associations are limited to its assets. Personal liability of members is excluded. Members whose membership ends before an eventual dissolution of the association do not have any claim on the association's assets.

5. Changes to The Bylaws, Dissolution

- 5.1. The Board or at least ten members of the (ISC)² Chapter Switzerland can jointly request a change to the Bylaws in writing per e-mail. Changes to the Bylaws have to be listed as a separate agenda item for the General Assembly deciding over them, and the wording of the proposed change is to be enclosed with the agenda. Changes to the Bylaws require a 2/3 majority of voting members present.
- 5.2. In the case of a dissolution of the association, the General Assembly decides the use of the proceeds from the liquidation of assets.

These Bylaws were approved on the General Assembly on 27.05.2019.

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President

A blue ink signature that is more compact and stylized than the President's, written over a horizontal line.

Treasurer