

# (ISC)<sup>2</sup> Chapter Switzerland Bylaws

Approved by the General Assembly on 2015-03-26 in their original version in German language. This translation is for informational purposes only. Only the original version is authoritative.



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(ISC)<sup>2</sup> Chapter Switzerland Bylaws





## **1. Name And Domicile**

### **1.1.**

An association as described under Sections 60ff ZGB (Swiss Civil Code) exists under the name “(ISC)<sup>2</sup> Chapter Switzerland” as a juristic person. The association exists for an indefinite duration.

### **1.2.**

The association has its domicile at the residence of its current president.

## **2. Goal And Objective**

### **2.1.**

The (ISC)<sup>2</sup> Chapter Switzerland promotes the community and networks specialists for Information Security who are resident or working in Switzerland or who have close ties to Switzerland.

### **2.2.**

Pursuant to this goal, the (ISC)<sup>2</sup> Chapter Switzerland is organizing regular meetings for its members, which can be enriched by presentations, workshops, seminars or visits.

### **2.3.**

The (ISC)<sup>2</sup> Chapter Switzerland can establish contacts to other national and international organizations with similar goals.

### **2.4.**

The (ISC)<sup>2</sup> Chapter Switzerland is integrated into the Chapter structure of (ISC)<sup>2</sup> and accepts its guidelines. Where Chapter guidelines and Swiss law are in conflict, Swiss law prevails.

### **2.5.**

The (ISC)<sup>2</sup> Chapter Switzerland is politically neutral and professionally independent.

### **2.6.**

The (ISC)<sup>2</sup> Chapter Switzerland is not working for profit and does not operate a commercial business.

## **3. Membership**

### **3.1.**

Natural and juristic persons who acknowledge and support its goals and objectives can become members of the (ISC)<sup>2</sup> Chapter Switzerland.

### **3.2.**

The acceptance of new members is effected upon written application (as letter or e-mail) to the Board. The Board can reject a membership application in its reasonable discretion, including but not limited to cases where (ISC)<sup>2</sup>'s Code Of Ethics has been violated. The acceptance of a new member is communicated in writing (per letter or e-mail). As of the date of acceptance the rights and obligations of a member of the (ISC)<sup>2</sup> Chapter Switzerland will come into effect.



### 3.3.

The Board can issue standing orders describing members' rights and obligations. Standing orders have to be confirmed by the General Assembly.

### 3.4.

Every member is obliged to pay the annual fee as determined by the General Assembly (Section 4.2).

### 3.5.

Membership ends through

- a) Cancellation
- b) Exclusion
- c) Death

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.

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 of the (ISC)<sup>2</sup> Code of Ethics or impairs the legitimate interests of the association. This includes being in default with membership payments. The Treasurer is required to grant the debtor a final payment deadline in writing (per letter).

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 letter or e-mail). An exclusion has immediate effect.

## 4. Institutions

### 4.1.

The institutions of the (ISC)<sup>2</sup> Chapter Switzerland are:

- a) The General Assembly
- b) The Board
- c) The Auditors

#### a) The General Assembly

### 4.2.

The ordinary General Assembly is scheduled annually within the first three months of the fiscal year. The invitation for the General Assembly is effected with a deadline of at least 20 days before the Assembly in writing (per letter or e-mail) by the Board with a description of the agenda. Motions towards the General Assembly have to be put forward at least two weeks in advance in writing (per letter or e-mail) to the president.



**4.3.**

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 Auditors. The invitation has to be issued at least ten days before the Assembly.

**4.4.**

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

- a) Accepting the annual report, the annual financial statements and the balance sheet, and the Auditors' report.
- b) Discharge of the Board and the Auditors
- c) Decision on the annual budget and annual membership fees
- d) Acceptance of the annual program
- e) Election of the President, the other Board members and the Auditors
- f) Treating motions from the Board and members, decisions on appeals
- g) Changes to the Bylaws
- h) Dissolution of the association

**4.5.**

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 the second time the President has the final ballot.

Natural members can not assign a proxy. Juristic persons 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.

**b) The Board**

**4.6.**

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 quorate with at least two 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.

**4.7.**

The Board constitutes of at least

- a) President
- b) Secretary



- c) Treasurer
  - d) One representative per region, in which the association regularly holds events
- Cumulation of roles is possible.

**4.8.**

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

**4.9.**

The Board represents the association externally. It signs collectively with at least two Board members including the President.

**4.10.**

Members of the Board must be members in good standing of (ISC)<sup>2</sup>.

**c) Auditors**

**4.11.**

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.

**4.12.**

The Auditors are auditing the annual financial statements and are presenting a written report to the General Assembly (as letter). They are putting forward a motion on allowing or denying discharge of the Treasurer and the Board towards the General Assembly.

**4.13.**

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.

**5. Assets**

**5.1.**

The assets of the association consist of the members' annual membership fees, from surpluses, donations, fees collected from events and inheritances.

**5.2.**

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.



## 6. Changes To The Bylaws, Dissolution

### 6.1.

The Board or at least ten members of the (ISC)<sup>2</sup> Chapter Switzerland can jointly request a change to the Bylaws in writing (as letter). 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.

### 6.2.

In the case of a dissolution of the association the General Assembly decides the use of the proceeds from liquidation of assets.

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These Bylaws were approved on the Founding Assembly on 2011-07-07.

Zürich, 2011-07-07

The President

The Vice President

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