

**CHARTER OF  
„ISACA KATOWICE - ASSOCIATION FOR AUDIT, SECURITY AND CONTROL OF INFORMATION  
SYSTEMS”**

**Article I.  
General Provisions  
§ 1.**

1. Association named „ISACA Katowice - Association for Audit, Security and Control of Information Systems”, hereinafter referred to as the „Association”, is a voluntary, permanent organization of private people, which primary purpose is to promote standards and best practices on audit and management of information processing systems and infrastructure.
2. Association is affiliated with Information Systems Audit and Control Association, Rolling Meadows, IL, USA, hereinafter referred to as the „ISACA International”.
3. Association may use a short name „ISACA Katowice”.
4. Association is registered and incorporated.
5. Association activities are based upon voluntary work of its members. For daily proceedings Association may hire third parties or make agreements with contractors.

**§ 2.**

Association operates on the basis of “Law on associations” (published on 1989, April 7<sup>th</sup>, Dz.U.01.79.855, with subsequent amendments) and the Charter.

**§ 3.**

1. Association operates on the territory of Poland.
2. For requisite realization of objectives Association may extend its activities abroad.
3. The residence of Association is Katowice town.

**§ 4.**

1. Association may be a member of domestic and foreign associations and organizations with similar purposes and scope of activities.
2. Association may use badges, seals and logos on the basis of distinct regulations.
3. Association may launch Sections and Committees for different tasks. Section and Committee are not distinct corporate bodies.
4. Association may launch foundations to accomplish statutory objectives.

## **Article II.**

### **Objectives and means of realization**

#### **§ 5.**

Objectives of Association are:

- 1) Promotion of knowledge concerning standards and best practices on information systems management,
- 2) Educational and scientific activities aiming improvement and development of knowledge and skills connected with information systems management, audit and security,
- 3) Giving opinions and consultancy in the area of information systems management, audit, control and security.

#### **§ 6.**

Association accomplishes its statutory objectives through:

- 1) Organization of lectures, presentations, meetings, conferences, trainings, workshops and other events to serve experience exchange, quality of work and qualifications improvement of IS auditors,
- 2) Facilitating the free exchange of knowledge within the IS audit and control methods and techniques, the assertion of requisite quality of those systems and complying to the security standards/requirements as well as regarding products and services available at the market, including through the use of the Internet,
- 3) Promotion of information exchange between Association members, for ongoing knowledge upgrade within the field of IS audit and control, useful for the members and their employers,
- 4) Make common among organization managers, auditors, IS employees the knowledge of the need to use requisite control systems with regard to effective organization and use of IS resources,
- 5) Cooperation with universities and trade education systems within education programs and methods pertinent to the Association's field of activity,
- 6) Support to research and scientific works as well as publishing pertinent to the Association's field of activity,
- 7) Publishing of scientific researches and trade works, manuals and scripts, didactic aids and training materials, information scripts and other publications,
- 8) Representing the interests of Association members in front of bodies pertinent to the Association field of activity,
- 9) Promotion of professional ethics, norms and field or trade standards regarding audit conduction as well as IS audit and control consultancy services.

## § 7.

1. Serving charter goals achievement Association may undertake a commercial activities, including:
  - 1) Book publishing (PKD<sup>i</sup> 58.11.Z),
  - 2) Journals/magazines and other periodics publishing (PKD 58.14.Z),
  - 3) Other publishing activity (PKD 58.19.Z),
  - 4) Publicity within other software (PKD 58.29.Z),
  - 5) Other services provision within information and computer technologies (PKD 62.09.Z),
  - 6) Organization of trade fairs, exhibitions and congresses (PKD 82.30.Z),
  - 7) Other unclassified extracurricular educational forms (PKD 85.59.B),
  - 8) Professional organizations activity (PKD 94.12.Z),
  - 9) Other unclassified formal membership organizations activity (PKD 94.99.Z),
  - 10) Other, unclassified services provision (PKD 96.09.Z),
  - 11) Internet portals activity (PKD 63.12.Z).
2. Association operates interminably.

## Article III.

### Members, their rights and obligations

## § 8.

1. Association members are natural persons with full civil rights and full capacity to perform acts in law.
2. Types of membership in Association are:
  - 1) Ordinary Membership,
  - 2) Honorable Membership.

## § 9.

1. Ordinary Membership is open to any applicant who is a member of ISACA and enlist Association members list. Applicant becomes an ordinary member on the day of enlistment.
2. Association Board issues resolution upon the Ordinary Membership enlistment decision, based on membership application form submitted to Association. It is possible to submit an on-line application onto the address of Association's President of the Board or the person appointed by the Association's Board.

## § 10.

1. Ordinary Members are entitled to Association membership, according to §8 of the Charter.
2. Ordinary Members shall be entitled to vote and to hold office in Association.

## **§ 11.**

1. Discount on fees and dues obligatory to Ordinary Members of Association is available for Ordinary Members being stationary students of academic degree and retired members, who submit a valid proof of their status.
2. A valid proof of student or retirement status shall be submitted annually, on the day of membership fee payment.

## **§ 12.**

1. Honorable Membership is awarded by the General Meeting, following the Board's motion.
2. Honorable Membership is awarded to a person in recognition of outstanding contributions for Association.

## **§ 13.**

Ordinary membership imposes:

- 1) Striving for reaching the goals of Association and participation in voluntary works for Association,
- 2) Paying due fees for Association,
- 3) Follow the Code of Professional Ethics of ISACA International,
- 4) Abide the Charter, rules and resolutions of Association's authorities.

## **§ 14.**

1. Membership fee for Association is subject to change specified in a resolution of the Association Board.
2. Membership fee is paid in advance annually.
3. Membership fee becomes due and payable at least on December 31<sup>st</sup> each pending year.
4. A new Ordinary Member joining Association after June 1st pays half of the annual fee.
5. Upon failure to pay fees for the term of 3 months the membership may be terminated by a formal resolution presented by the Association Board to ISACA International.

## **§ 15.**

1. Membership may be terminated:
  - 1) by member's resignation from membership – on the day of resignation,
  - 2) upon member's death – on the day of their death,
  - 3) upon failure to pay member fees,
  - 4) upon Association's dissolution.
2. Upon the termination of membership for reason stipulated in Sec.1 point 3) the Association Board shall formally acknowledge such termination by appropriate resolution. Association Board informs ISACA International on such resolution.
3. A member of the Association Board or the Board of Audit can be expelled from Association following revocation from the Association Board or the Board of Audit only.

## **§ 16.**

Ordinary members have the following rights:

- 1) Active and passive right to elect the authorities of Association (to vote and to hold office).
- 2) Participation in conferences, meetings, seminars, lectures and any other form of Association's activities, on preferable conditions and discount or free of charge.
- 3) Receive publications and materials of Association.
- 4) Participation in General Meetings of members of Association.
- 5) Participation in meetings and assemblies of Association.
- 6) Submission of motions, postulates and opinions to Association's bodies on issues regarding aims and functioning of Association.
- 7) The use of Association's recommendations and guidance in their professional activities.
- 8) Access to information on financial management of Association.

## **Article IV.**

### **Authorities of Association**

## **§ 17.**

Association has the following administrative authorities:

- 1) The General Meeting of the Members,
- 2) The Association Board,
- 3) The Board of Audit.

## **§ 18.**

1. The members of the Association Board and the Board of Audit are appointed and revoked by General Meeting, by a resolution in an open vote.
2. In case of resignation, revocation or death of a member of the Association Board or member to the Board of Audit during their tenure, the composition of the authorities is supplemented from previously rejected candidates, according to the number of votes they acquired. The number of supplemented members of the authorities must not exceed 1/3 of chosen members. Resolution is adopted by the supplemented authority.
3. The Association Board notifies by e-mail ISACA Interational and members of Association of every membership change to Association Board or Board of Audit. A revoked member to the Association Board or to the Board of Audit has the right to file a motion to the General Meeting to reconsider the decision, within 14 days of the revocation receipt date. The motion is examined by the next General Meeting.
4. Resolutions of Association's bodies are adopted in an open vote with an ordinary majority, at the presence of at least half of the general number of members authorized to vote, unless the Charter states otherwise.
5. In case of lack of quorum during the first term of General Meeting, in 30 minutes after closure of the Meeting, second term of General Meeting takes place, with vote by an

ordinary majority and the number of at least 10 assembled members. It applies to voting over choosing members to Authorities of Association as well.

## **The General Meeting of Members**

### **§ 19.**

1. General Meeting of Members is the Association's supreme authority.
2. Participants to the General Meeting are all Ordinary Members and Honorary members of Association.
3. General Meeting may have ordinary (Annual) or extraordinary status.
4. Annual General Meeting is summoned once a year, not later than on June 15th each year.
5. The Association Board summons the Extraordinary General Meeting of its own initiative, following a resolution, or on a written request of a member to the Association Board, a member to the Board of Audit or five Ordinary Members. The aim of such meeting shall be indicated in the request. The Extraordinary General Meeting takes place within 6 weeks of the request's submission.
6. The Extraordinary General Meeting may adopt resolutions only within issues it was summoned to discuss and stipulated in the meeting agenda.
7. A Chairman who chairs the General Meeting and a Secretary who writes a protocol are elected by participating members of each General Meeting.
8. The Association Board notifies all members to Association on the time, place and the agenda of the General Meeting by registered letter or courier delivery, at least 21 days prior to the meeting date. Such notice might be sent by an e-mail instead, if a member submitted a written agreement in advance, indicating e-mail box such notice shall be sent to.
9. The Board of Audit has the right to summon the General Meeting if the Association Board fails to summon the Extraordinary General Meeting within three weeks of the date such motion has been submitted or – in case of the Annual General Meeting – fails to meet the deadline stipulated in Sec. 8, with regard to Sec. 4. The Board of Audit summons the General Meeting following the procedure as described in Sec.8.

### **§ 20.**

1. The General Meeting's rights include:
  - 1) Setting direction of Association's activities,
  - 2) Analysis and approval of the Association Board and the Board of Audit's reports,
  - 3) Vote to grant the approval for the Association Board, following the Board of Audit motion,
  - 4) Selection and revocation of members to the Association Board and the Board of Audit.
  - 5) The launch of Sections and Committees,
  - 6) Enacting changes to the Charter.
  - 7) Adopt resolution on dissolution of Association and allocation of its assets.
2. Adopting resolutions on issues stipulated in Sec.1 point 6) and 7) requires qualified majority of at least 2/3 of votes, except as provided in §18 Sec.5.

## **The Association Board**

### **§ 21.**

1. The Association Board directs the overall Association's activities in between the General Meetings, according to the Charter.
2. The Association Board is composed of 4-9 members.
3. The Association Board elects President, Vice-President, Secretary and Treasurer out of its members.
4. Members of the Association Board are elected for a tenure of two years.
5. The tenure of a member of the Association Board lasts until:
  - 1) Expiry of each tenure, no sooner than the day their successor steps in,
  - 2) Resignation from being member of the Association Board,
  - 3) Revocation from being member of the Association Board.
6. No member shall be eligible to serve more than two consecutive terms in the same Association Board office.

### **§ 22.**

1. The Association Board is entitled to:
  - 1) Manage Association's activities,
  - 2) Represent Association externally, except as provided in Sec. 3.,
  - 3) Decision making on the launch of business activities,
  - 4) Financial and assets management of Association,
  - 5) Adopting resolutions on admitting and revoking Association's members,
  - 6) Resolve by the means of a resolution disputes between members, resulting from Association membership relations or from member's activities against Association or Charter.
2. Pursuant to Sec.1 point 5) and 6), a member has the right to file a motion to the General Meeting via the Board of Audit to reconsider an adopted resolution, within 14 days of written receipt of the Association Board's resolution. The motion is examined by the next General Meeting. Positive decision results in reinstating membership with the day of that decision. Adequate information is to be sent to ISACA International.
3. Authorized to act on behalf of Association, including undertaking financial obligations, are two members of the Association Board, acting collectively. Declaration of willingness to Association and written documents may be submitted towards one member of the Association Board.

### **§ 23.**

Obligations of each of the members to the Association Board are stated in internal regulations of Association.

## **The Board of Audit**

### **§ 24.**

1. The Board of Audit consists of 3-5 members elected by the General Meeting by an ordinary majority of votes.

2. The Chairmen is elected from the Board of Audit's members.
3. The tenure of members of the Board of Audit last for two years.
4. The members of the Board of Audit may participate in the Association Board meetings with no voting right.
5. Valid resolutions of the Board of Audit adopted by ordinary majority of votes need presence of at least 2/3 of the general number of members of the Board of Audit.
6. Membership of a member of the Board of Audit terminates on death, expiry, revocation by the General Meeting or resignation.

#### **§ 25.**

1. Obligations of the Board of Audit include:
  - 1) Controlling the financial and business activities of Association,
  - 2) Receipt of appeals brought to the Board of Audit to reconsider resolutions, pursuant to § 22. Sec 1. point. 5) and 6)
  - 3) Submitting opinions and conclusions to the Association Board,
  - 4) Submitting reports on its activities to the General Meeting,
  - 5) Submitting motion on granting the Association Board a vote of approval.
2. The Board of Audit twice a year carries out control as referred to in Sec.1. point 1).
3. The Board of Audit members meetings are summoned as needed, at least once every 6 months, by the Chairman of his/her own initiative or on a written request of a member of The Board of Audit.
4. Members of the Board of Audit cannot be members of the Association Board.
5. Internal regulations of Association specify details of activities of the Board of Audit.

#### **Article V.**

##### **Sections and Committees of Association**

#### **§ 26.**

Sections and Committees are entities operating according to internal regulations. Scope of their activities and functioning is based on internal regulations of Association.

#### **Article VI.**

##### **Property and Funds of Association**

#### **§ 27.**

1. Funds of Association are composed of membership fees, grants, donations, inheritance, revenues from economic activity, revenues from Association's property and public donations.
2. Property of Association is composed of revenues from economic activity, facilitating realization of Association's objectives.



3. Revenues from economic activity shall not be allotted amongst Association's members.
4. Association shall not grant loans and its funds shall not serve as warranty for claims towards members of Association.
5. The above sections applies to employees of Association, members of the Association Board, members of the Board of Audit, their spouses, family members, relatedness by kinship, both direct and secondary.

#### **Article VII.**

#### **Changes in Association's Charter**

##### **§ 28.**

Resolution on changes in the Association's Charter is adapted pursuant § 20 Sec. 2 of the Charter, at the same time the meeting agenda provided to members of Association shall include the scope of proposed changes.

#### **Article VIII.**

#### **Dissolution of Association**

##### **§ 29.**

1. Dissolution of Association is adapted by resolution pursuant § 20 Sec.2 of the Charter.
2. Each member of Association shall be notified by registered letter on the General Meeting summoned to dissolve Association, at least 10 days prior to the term of the meeting.
3. The property of Association will be allocated within health care, education or social activities and organizations indicated by the General Meeting.
4. On adopting a dissolution resolution the General Meeting will create, by a resolution in an open vote, a Dissolution Committee consisted of at least two members, which shall:
  - 1) Notify ISACA International of the dissolution resolution.
  - 2) Notify The Court on dissemination proceedings and on indication on liquidator, stating their names and place of residence, provided art. 36 Sec. 2 of Act of 7th April 1989. "The Law on Associations", Dz.U.01.79.855, with subsequent amendments, do not apply.
  - 3) Perform legal activities necessary to dissolution, notifying public opinion on starting it.
  - 4) Notify The Court on finishing the dissolution process and apply to remove the Association from National Court Registry.

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<sup>i</sup> Polish classification of commercial activities