

## Statutes

Association for the Security of Information Systems

### STATUTES

Adopted on 21.05.2012 by resolution of the General Meeting No. WZ/1/2012

INFORMATION SYSTEMS SECURITY ASSOCIATION

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Poland [Statutes 2012](#)

Warsaw, 21 May 2012 Chapter I

### General provisions

#### § 1.

The Association will operate under the name "ISSA Poland - Information Systems Security Association", hereinafter referred to as the Association.

#### § 2.

The Association is entitled to use the abbreviated name "ISSA Poland".

#### § 3.

The area of activity of the Association is the territory of the Republic of Poland, and its seat is the city of Warsaw.

#### § 4.

The Association has the right to be a member of national and foreign associations and organisations.

#### § 5.

The members of the Association have the right to use the badge of membership. The Association has the right to award a badge of honour to persons of merit for the development of the Association.

#### § 6.

The duration of the Association shall not be limited

### Chapter II

#### Objectives and means of action

#### § 7.

The aim of ISSA Poland - Information Systems Security Association is to promote knowledge of information systems security and to promote principles and practices that ensure the confidentiality, integrity, non-repudiation and availability of information resources, as well as to promote and develop its members through

enhancing their professional skills related to the protection of information systems, in particular by:

- providing knowledge related to the subject of information systems security in the broadest sense,
- education and promotion of information systems security standards,
- opinion events, solutions in the field of security information systems and
- promoting the need for information systems security.

#### § 8.

The Association pursues its objectives by:

- the organisation of meetings of the members of the association in order to allow the expansion of knowledge and exchange of views in the field of information systems security,
- the organisation of conferences, symposia, workshops and seminars on information systems security issues,

- publication of material on information security issues,
- promotion in the professional press and through participation in conferences and seminars on information security issues,
- other activities to further the aims of the association.

§ 9.

The Association bases the realisation of its statutory aims on the voluntary work of its members. It may employ employees to conduct its affairs.

§ 10.

In order to fulfil its statutory objectives, the Association may carry out business activities.

Chapter III  
Members of the Association

§ 11.

Membership is conditional on participation in the objectives set by the Association contained in Chapter II and adherence to the Articles of Association.

§ 12.

The Association's members are divided into:

1. Active Members,
2. Student Members,
3. CSO Council members,
4. Associate Members,
5. Ordinary Members,
6. Supporting Members,
7. Honorary Members.

§ 13.

1. An active member of the association may be a citizen of the Republic of Poland or a foreigner, also not permanently residing in the territory of the Republic of Poland, having an unblemished reputation, full legal capacity, not deprived of public rights, dealing with issues related to the security of information systems.

2. Active Member of the Association:

has the right to:

- participation in the General Meeting,
- participation in Association meetings,
- actively and passively participate in the elections of the Association's authorities,
- the use of the Association's services and facilities,
- wear a membership badge. It is obliged to:
- comply with the provisions of the Statutes, regulations and resolutions of the Association's bodies,
- participation in the implementation of the Association's statutory objectives,
- the regular payment of membership fees to the Association,
- hold membership of ISSA - Information Systems Security Association.

3. Admission as an active member is decided by the Board of Directors of the Association by a majority of 3/5 of the votes, upon receipt of confirmation of the candidate's membership in ISSA Information

Systems Security Association and submission of a written declaration by the candidate. The candidacy of the member shall be verified by the Executive Board. The Executive Board shall determine the procedure for the verification of candidates by resolution.

4. Membership of the Association is lost in the event of:

- 1) voluntary withdrawal by the member from the Association - as of the date of withdrawal, automatically,
- 2) death of the member - on the day of death, automatically,
- 3) non-payment of subscriptions - by resolution adopted by the Executive Board,
- 4) violation of the provisions of the Articles of Association by the member,
- 5) loss of membership of ISSA - Information Systems Security Association - automatically

as of the date of loss of membership of ISSA - Information Systems Security Association.

5. Loss of membership in the Association, for the reasons referred to in para. 4 pt. 3 shall take place on the date specified in the resolution of the Board on the loss of membership in the Association.

6. In the case referred to in paragraph 4 para. 4, before adopting a resolution on the revocation of membership, the Board of Directors shall set a date for the hearing of the position of the person being revoked and shall give thirty days' notice of the date on the last e-mail address communicated to the Management Board. A member has the right to appeal against a resolution of the Board to the General Assembly within 14 days from the date of delivery of the Board's resolution to the member. Until the General Assembly has considered the appeal, the person is suspended from the Association.

#### § 14.

1. Persons studying at higher education institutions who have properly documented their student status (second-cycle (master's) studies or first-cycle (engineering) studies), may be registered as Student Members. Admission as a Student Member is decided by the Executive Board Association by a 3/5 majority, after the candidate has submitted a written and documented Student status. The candidacy of the member is verified by the Board of Directors. The Board of Directors determines by resolution the procedure for the verification of candidates.

#### 2. Member Student

1) has the right to:

- participation in the General Meeting without the right to vote,
- participation in Association meetings,
- wear the organisational badge.

2) is obliged to:

- comply with the Statutes, Rules of Procedure and resolutions of the Association
- participation in the implementation of the Association's statutory objectives,
- regular payment of the membership fee

3. The loss of membership of a Student Member occurs for the reasons set out in § 13, paragraph 4 and in the event of automatic loss of student rights.

#### § 15.

1. Members of the CSO Council Community who have declared their willingness to participate in the Association and who have signed the ISSA Poland Code of Ethics are automatically registered for one year in the Association as CSO Council Members without paying any fees for this. After one year, further membership in the Association follows the rules provided for other groups of members.

#### 2. Member of the CSO Council:

1) has the right to:

- participation in the General Meeting without the right to vote,
- participation in Association meetings,
- wear the organisational badge.

2) is obliged to:

- comply with the Statutes, Rules of Procedure and resolutions of the Association
- participation in the implementation of the Association's statutory objectives,
- regular payment of the membership fee, one year after registration.

3. The loss of membership of a CSO Council Member occurs for the reasons set out in § 13, paragraph 4, items 1, 2 or 4.

#### § 16.

1. Individuals holding certifications from organisations that certify individuals in the field of information security may be registered as Associate Members. The acceptance as an Associate Member is decided by the Board of the Association by a majority of 3/5 of the votes, after the candidate has submitted a written declaration and documented possession of the relevant certificate.

2. The Managing Board of the Association will by resolution determine the list of certificates and organisations whose certificates will entitle them to apply for membership of the Association. The resolution must be adopted by a 3/5 majority. The list of certificates is published on the website of the Association.

3. Associate Member

1) has the right to:

- participation in the General Meeting without the right to vote,

- participation in Association meetings,  
- wear the organisational badge.

2) is obliged to:

- comply with the provisions of the statutes, rules and resolutions of the Association,  
- participation in the implementation of the Association's statutory objectives,  
- regular payment of the membership fee.

4. The loss of membership of an Associate Member takes place for the reasons set out in § 13(4) and in the event of the loss of the certificate authorising membership.

§ 17.

1. Individuals who are professionally involved in aspects of information security as part of their job duties may be registered as Ordinary Members. O

Admission as an Ordinary Member is decided by the Board of Directors of the Association by a majority of 3/5 of the votes, after the candidate has submitted a written declaration.

2. Ordinary Member

1) has the right to:

- participation in the General Meeting without the right to vote,  
- participation in Association meetings,  
- wear the organisational badge.

2) is obliged to:

- comply with the provisions of the statutes, rules and resolutions of the Association,  
- participation in the implementation of the Association's statutory objectives,  
- regular payment of the membership fee.

3. The loss of membership of an Ordinary Member occurs for the reasons set out in § 13(4).

§ 18.

1. A Supporting Member of the Association may be an individual, legal entity, organisation or institution interested in the substantive activities of the Association, which declares financial, material or other assistance.

2. A Supporting Member acts in person or through its written authorised representative.

3. A Supporting Member has the right to change its representative during the period of its membership.

4. Admission as a Supporting Member is decided by the Board of the Association with a majority of 3/5 votes. The method and form of admission and the necessary documents are determined by the Board.

5. Supporting Member

1) Once he has fulfilled his declaration of assistance, he is entitled to:

- participation in the General Meeting without the right to vote  
- participation in Association meetings,  
- additional benefits specified in separate agreements.

2) is obliged to:

- comply with the Statutes, Rules of Procedure and resolutions of the Association's bodies

- participation in the fulfilment of the Association's statutory objectives  
- to pay contributions to the Association as agreed between the Supporting Member and the Association.

6. The loss of the Supporting Member's membership in the Association occurs in the event of :

- 1) voluntary withdrawal by the member from the Association - as of the date of withdrawal,
- 2) death of the member or liquidation of the supporting member,
- 3) non-payment of subscriptions - by resolution adopted by the Executive Board,
- 4) termination of membership as a result of a member's breach of the Articles of Association,
- 5) fail to honour the declaration of support referred to in paragraph 1 or to comply with agreements binding on the Association.

7. The loss of membership in the Association, for the reasons referred to in paragraph 6, points. 4) and 5) shall be effected as of the date specified in the resolution of the Board on the loss of membership in the Association.

8. In the case referred to in paragraph 6, point. 4, the Management Board shall set a date for hearing the position of the deleted member before adopting a resolution on termination of membership. The Management Board shall notify the persons authorised to represent the deleted member 30 days in advance of the date of the hearing to the last e-mail address communicated to the Management Board. The member has the right to appeal against the adopted resolution to the General Assembly within 14 days of the date of delivery of the Board's resolution to the member. Until the General Assembly has considered the appeal, the rights of the Supporting Member referred to in para. 5 pt. 1 shall be suspended.

#### § 19.

1. The dignity of Honorary Member is conferred on a person of particular merit in the development of the Association or in the development of knowledge in the field of information security and its practical application, upon the proposal of the Board of Directors, by the General Assembly by a resolution adopted by a 2/3 majority.

2. An Honorary Member is entitled to:

- attend the General Meeting without voting rights;
- participation in Association meetings;
- wear the badge of honour of the Association

3. An Honorary Member is exempt from the obligation to pay contributions to the Association.

4. The loss of membership of an Honorary Member occurs in the event of:

- voluntary withdrawal by the member from the Association;
- death of a member
- withdrawal of honorary membership, as a result of actions to the detriment of the Association, by a resolution of the General Assembly adopted by a 2/3 majority vote

#### § 20.

1. Members shall pay dues, which shall be set by the Board. The amount of the dues for the various forms of membership shall be determined individually by the Executive Board by resolution.

2. Dues are paid for at least one year in advance.

#### Chapter IV Association authorities

#### § 21.

The authorities of the Association are:

1. General Meeting
2. Management
3. Audit Committee

#### § 22.

1. The election of the Board of Directors and the Audit Committee and their removal takes place at the General Meeting, by vote by resolution, with each full active member entitled to cast one vote.

2. Every active member has the right to propose candidates for the Board of Directors and for the Audit Committee.

3. Resolutions of the Board of Directors or the Audit Committee shall be adopted by a simple majority of votes in the presence of at least half of the number of members entitled to vote, with the exception of resolutions for which the statutes provide otherwise.

§ 23.

1. The General Assembly is the highest authority of the Association
2. The General Assembly is attended by:

- With a casting vote and the right to apply to sit on the Association's authorities - full Active Members, i.e. those who, on the day preceding the date of the General Assembly, have paid their membership fees in the Association and the Information Systems Security Association and are not suspended from the Association. The Board of Directors is responsible for preparing and verifying the list of persons entitled to vote on the basis of the records kept and information from the Information Systems Security Association.

- In an advisory capacity - Associate Members, Ordinary Members, Student Members, CSO Council Members, Supporting Members and Honorary Members.

3. The powers of the General Meeting include:

- 1) to set the Association's directions,
- 2) examining and approving the financial statements of the Board of Directors and the report on the activities of the Audit Committee,
- 3) granting discharge to the Management Board on the proposal of the Audit Committee,
- 4) election and removal of members of the Board of Directors and the Audit Committee,
- 5) to consider appeals against resolutions of the Executive Board on the revocation of membership,
- 6) adopting resolutions on the granting and revoking of honorary membership,
- 7) taking the decision to start a business,
- 8) appointment of committees,
- 9) adopting amendments to the statutes,
- 10) to decide whether the Association should join or withdraw from other national or foreign organisations,
- 11) to adopt a resolution on the dissolution of the Association and the allocation of its assets.

4. Adoption of resolutions on the matters listed in para.3 items. 6), 7), 9) and 10) requires a qualified majority of 2/3 of the votes of those present and entitled to vote at the General Meeting, in other matters it requires a simple majority of those present and entitled to vote. In the case of resolutions on matters mentioned in paragraph 3, item 4, where no candidate has obtained the required number of votes, the election shall be carried out by a simple majority of the members present at the General Meeting between the two candidates who received the highest number of votes in the previous vote.

5. The General Meeting may be ordinary and extraordinary.

6. The Annual General Meeting should be held within six months after the end of each calendar year.

7. The subject of the Annual General Meeting should be:

- consideration and approval of the Board of Directors' report on the Association's activities and the Board of Directors' financial report for the previous year
- granting discharge to the Management Board on the proposal of the Audit Committee.
- in the event of expiry of the term of office, election of new members to the Board of Directors and the Audit Committee

8. The Board of Directors of the Association shall convene an Extraordinary General Assembly at the written request of at least ten Active Members. The purpose of such a Meeting should be stated in the request. The notice of the Extraordinary General Assembly should be delivered to the members of the Association by e-mail to the address indicated in the membership declaration at least fourteen days before the date of the Assembly. The Extraordinary General Assembly shall be held within 4 weeks from the date the request is received by the Board.

9. The Board of Directors of the Association may convene an Extraordinary General Meeting on its own initiative within 4 weeks from the date of the resolution.

10. An Extraordinary General Meeting may be convened at the request of the Audit Committee within 4 weeks of the request being received by the Board.

§ 24.

1. The Board of Directors manages all the activities of the Association in the period between the General

Meetings, in accordance with the provisions of the Articles of Association.

2. The Executive Board consists of five to seven members including the President, the Secretary, the Treasurer and two to four board members. At its first meeting, the Board of Directors shall adopt from among its members the functions assigned to the members of the Board of Directors in addition to the President, Secretary and Treasurer. The Executive Board has the right to change the adopted functions during the term of office.
3. Members of the Board of Directors are appointed and dismissed by the General Meeting for a term of 2 years.
4. The mandate of a Member of the Management Board shall expire at the end of the term of office, in the event of death, termination of membership, dismissal by the General Meeting or resignation as a Member of the Management Board. If, after the expiry of the mandate of a Member of the Management Board, the number of remaining members is less than 5, the new Member of the Management Board shall be the person who, during the election at the last General Meeting, received the highest number of votes consecutively for this position. In the absence of such a person, a General Meeting shall be convened to elect the missing Board Member. In the event that a new Board Member is appointed during the term of office of the Board, the term of office of the newly appointed Board Member shall end with the term of office of the Board to which he/she was appointed.
5. A member of the Management Board may not simultaneously hold two or more offices on the Management Board or be a member of the Audit Committee.

6. The Board's remit includes:

- 1) To manage the day-to-day business of the Association,
- 2) represent the Association externally, subject to paragraphs 7, 8 and 9 manage the finances and assets of the Association,
- 3) to adopt resolutions on the acquisition and loss of membership of the Association,
- 4) to settle, by resolution, disputes between members arising from membership relations in the Association, as well as to consider matters relating to a member's actions in breach of the Association's interests and a member's violation of the Articles of Association,
- 5) Convening meetings of members

7. Two members are entitled to represent the Association outside, including the right to bind the Association.

Management Board: Chairman of the Management Board or Vice Chairman of the Management Board acting jointly with another member of the Management Board or both jointly.

8. The undertaking by the Board of Directors of commitments on behalf of the Association in excess of the amount of the

20,000.- zloty at one time or liabilities in excess of 40,000.- zloty cumulatively over a period of three months, requires the approval of the General Meeting.

9. The countersignature of the Secretary is required when the Management Board commits more than PLN 4,000.-. In this case, the Secretary may not act as a representative of the Association as the second member of the Board.

10. The Board of Directors, during its term of office, has the right to appoint Functional Directors to carry out selected statutory activities of the Association. Functional Directors may be appointed and dismissed during the entire term of office of the Board of Directors by means of resolutions adopted by a simple majority of votes with at least half of the number of Board members present. The term of office of a Functional Director ends with the term of office of the Board of Directors by which he/she was appointed, if he/she has not been recalled before.

§ 25.

1. The Audit Committee consists of 3 to 4 members elected by the General Assembly with a simple majority.
2. The term of office of the Audit Committee is 2 years.
3. The Commission elects a Chairman and a Vice-Chairman from among its members.
4. Members of the Audit Committee may attend meetings of the Board of Directors without voting rights.
5. Resolutions passed by the Audit Committee shall be adopted by a simple majority in the presence of at least half of the members entitled to vote.
6. The term of office of a member of the Audit Committee shall expire at the end of the term, in the event of death, cessation of membership, dismissal by the General Assembly or resignation of the from serving on the Audit Committee. If, after the expiry of the mandate of a member of the Audit

Committee, the number of remaining members is less than 3, the new member of the Audit Committee shall be the person who, during the election at the last General Assembly, received consecutively the highest number of votes for the post. W

In the absence of such a person, the General Assembly shall be convened to elect the missing member. If a new Member of the Audit Committee is appointed during the term of office of the Board of Directors, the term of office of the newly appointed Member of the Audit Committee shall end with the term of office of the Audit Committee to which he/she was appointed.

7. The Audit Committee includes:

- 1) control of substantive and financial activities,
- 2) submit comments and proposals to the Management Board,
- 3) to report on its activities to the General Assembly, at least once a year at the Assembly devoted to the approval of the financial statements.
- 4) submit a proposal for the discharge of the Management Board.

8. The Audit Committee shall carry out the audit referred to in paragraph.7 para. 1) no less than twice a year. The Audit Committee shall present its post-audit report and conclusions to the General Assembly.

9. Meetings of the Commission shall be convened by the Chairperson on his/her own initiative or at the request of a member of the Commission and shall be held as and when required, but at least once every 6 months.

10. Members of the Audit Committee may not be members of the Executive Board.

## Chapter V Association committees

### § 26.

Committees are set up to focus their activities on selected issues or to carry out specific tasks. A committee shall be set up and its tasks defined by the General Assembly or the Management Board. A committee shall be dismissed by the body which appointed it.

## Chapter VI Meetings

### § 27.

1. Regular meetings of the members of the Association are held at least 4 times per calendar year.

2. Special, emergency meetings may be called by members of the Executive Board at any time, and all members of the Association must be informed by means of a by e-mail to the address indicated in the membership declaration ten days in advance of the date, place and subject of the meeting.

3. The purpose of the regular meetings of the members of the Association is:

- 1) providing knowledge related to the subject of information systems security in the broadest sense,
- 2) opinion events, solutions in the field of security information systems.

## Chapter VII Assets and financial management

### § 28.

1. The Association's assets are formed from membership fees, donations, legacies, bequests, income from its own activities, income and from the Association's assets.

2. The assets of the Association consist of the income from business activities, the conduct of which is to serve the statutory objectives. The income from business activities may not be distributed among the members of the Association or other persons connected with them.

3. The Board oversees the establishment and maintenance of the Association's bank accounts,

4. The following provisions shall apply mutatis mutandis to the disposal of funds in a bank account § 24(8), (9)

## Chapter VIII Amendment of the Association Statutes



§ 29.

1. A resolution to amend the Articles of Association shall be adopted in accordance with the procedure set out in § 23.4.
2. The proposal for change must be circulated by e-mail to Active Members Association to the addresses on the database at least 14 days before the General Meeting at which it is considered.
3. The General Meeting has the right to decide on other amendments to the Articles of Association that arise from the discussions.

Chapter IX Dissolution of the Association

§ 30.

1. Dissolution of Association shall be by adoption of resolution by General Meeting pursuant to § 23 section 4.
2. Each member of the Association shall be notified by e-mail to the address indicated in the membership declaration at least 30 days in advance of the General Meeting at which the dissolution of the Association is to be considered.
3. Any assets remaining after the dissolution of the Association will be donated to a charitable, educational or social cause designated by the General Assembly.
4. In the event of the dissolution of the Association, a Liquidation Committee will be appointed by the General Assembly.