

Bylaws ISACA (Information Systems Audit and Control Association) Tokyo Chapter

Chapter1 General Provisions

Article1 (Name)

This organization is a local affiliated chapter of the Information Systems and Audit Control Association (the “Association”) a non-union, non-profit organization. The name of the Association’s chapter shall be called the ISACA Tokyo Chapter (the “Tokyo Chapter”). The Chapter, apart from its innate affiliation with the International Association, is an independent entity from any other association, enterprise, or entity.

Article2 (Location)

The office of the Tokyo Chapter shall be decided by the Board of Directors (the “Board”). Relocation of the office shall be subject to resolution of the Board.

Article3 (Purpose)

The Tokyo Chapter shall engage in the following activities for the main purpose of developing members’ ability and educating them on audit, control and security of information systems:

- 1 . Educate the members to enhance their knowledge and ability regarding audit, control and security of information systems;
- 2 . Conduct research on the present state and future outlook of audit, control and security of information systems;
- 3 . Provide useful information on audit, control and security of information systems to the members while promoting mutual friendship among members;
- 4 . Make business owners and those who are concerned with information systems widely aware of the necessity of establishing control of information systems; and
- 5 . Conduct other activities that are necessary for the achievement of the purpose of the Tokyo Chapter.
- 6 . Promote the Association’s professional certifications and IT governance.

Chapter2 Rights and Obligations of Members

Article4 (Eligibility and Admission)

Membership in the Association is a requirement for membership in the Chapter. Therefore, upon joining the Chapter, a person must also join the Association, with accompanying rights and responsibilities.

- a) Member — any person interested in the purpose and objectives of the Chapter as stated in Article 3 shall be eligible for membership in the Chapter, and the

Association, subject to rules established by the Association Board. Members shall be entitled to vote and to hold office.

- b) Retired Member — any member, who presents proof of retirement status, subject to rules established by the Association Board. Retired members shall be entitled to vote and shall be entitled to hold office at the Chapter level.
- c) Student Member — full time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board. Proof of enrollment shall be submitted annually. Student members shall be entitled to vote and shall be entitled to hold office at the Chapter level.

Article5 (Admission)

- 1 . Potential members shall:
 - a) Meet the requirements of membership as outlined in Article 4.
 - b) Complete an Association membership application form.
 - c) Pay required dues to the Chapter and the Association.
 - d) Follow the Code of Professional Ethics of the Association.
- 2 . Membership in the Association shall be conferred upon an individual when the Association has received the required Association dues for that individual.

Article6 (Dues)

- 1 . Chapter dues shall be payable on or before 1 January of each year, in an amount determined by the Chapter Board, plus Association dues.
- 2 . A member whose dues are in arrears for more than 60 days shall no longer be deemed a member.
- 3 . A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as required.
- 4 . Resignation — any member who resigns shall not be entitled to a refund of his/her annual membership dues.

Article7 (Annual General Meeting)

- 1 . Annual general meetings shall deal with the following matters:
 - a) Introductions of the Directors and members of the Steering Council of the Tokyo Chapter (hereinafter referred to as the “Steering Council”) who have been newly appointed for the new fiscal year pursuant to the provisions of Chapter 6;
 - b) Reporting on the activities of the Tokyo Chapter, the Board and the Steering Council for the preceding fiscal year; and
 - c) Other matters that are deemed necessary including hearings regarding requests from the members.
- 2 . The President shall preside at the annual general meeting. In the absence or

inability to act of the President, other persons shall preside at the meeting in such order as shall be decided by the Steering Council.

- 3 . The annual general meeting shall be held in June. The date, time and place of the annual general meeting shall be decided by the Board.
- 4 . All members shall be informed in writing of the date, time and place, and agenda of the annual general meeting at least fifteen (15) days prior to such annual general meeting.
- 5 . Resolutions of the general meeting shall be adopted by a majority vote of the members present unless otherwise specifically provided in the Articles of Association.

Quorum

The presence of no less than 15 members shall constitute a quorum at any Regular, Annual General or extraordinary general meeting.

Article8 (Regular Meetings)

Regular meetings of the Chapter membership shall be held four (4) or more times per year, unless otherwise ordered by the Chapter Board.

Article9 (Extraordinary General Meeting)

An extraordinary general meeting shall be held upon the resolution of the Board, or at the request of the President or at least one-twentieth (1/20) of all members.

Article10 (Withdrawal)

The members shall withdraw when the member withdraw from the international headquarters, without refund of the membership dues.

Article11 (Recommendation of Expulsion)

Any member who fails to follow the provisions of the Bylaws or rules of the Tokyo Chapter or substantially degrades the Tokyo Chapter shall be first given an opportunity to explain. Then, if it is deemed that such member should be expelled, the Board may resolve to present a recommendation of expulsion of such member to the Association.

Capter3 Accounting

Article12 (Fiscal Year)

The fiscal year of the Tokyo Chapter shall be from January 1 to December 31; provided, however, if otherwise specifically decided by the Board, such decision shall be followed.

Article13 (Membership Dues)

The amounts of chapter dues of the Tokyo Chapter shall be decided by the Board.

Article14 (Special Collection)

Collection of special dues of the Tokyo Chapter requires a two-thirds (2/3) affirmative vote of the Directors and also an affirmative vote of majority of membership at a general

meeting.

Chapter 4 Board of Directors

Article 15 (Number of Directors)

The number of Directors shall be not less than five (5) or more than eleven (11).

Article 16 (Appointment)

The Directors shall be appointed in accordance with the procedures prescribed in Chapter 6.

Article 17 (Term)

The term of Directors shall be one (1) year or until their successors are elected and assume office. The office shall begin at the end of the first annual general meeting ending at the end of the next annual general meeting.

Article 18 (Tasks and Duties of the Board of Directors)

1 . The Board shall be the highest decision-making body and supervise administration of the Tokyo Chapter. In addition to performing its tasks provided in the Articles of Association, the Board shall receive reports from the Steering Council, deliberate on important matters concerning the operation of the Tokyo Chapter, and inform the Steering Council of the deliberation result.

Important matters include:

- a) Annual policy
- b) Annual budget
- c) Matters to be reported at the general meeting
- d) Incorporation
- e) Liquidation of the Tokyo Chapter
- f) Employment and dismissal of the clerical staff of the Tokyo Chapter
- g) Execution and termination of agreements for constant outsourcing of clerical work of the Tokyo Chapter
- h) Removal of the President, Vice Presidents, committee chairs and committee vice chairs.
- i) Recommendation of withdrawal of members to the International Headquarters
- j) Other important matters

2 . When necessary, the Board may file an application for incorporation with the competent authorities.

Article 19 (Board Meetings)

1 . The Board meetings shall be generally held once in every three (3) months.

2 . The presence of no less than one-half (1/2) of the Directors in office shall constitute a

Board meeting.

- 3 . Unless otherwise provided, resolutions of the Board shall be adopted by a majority vote of the Board members present at the Board meeting or, in the case of voting by an electronic method, a majority vote of all Board members. In the case of a tied vote, the Board Chair shall have the casting vote.
- 4 . The Board Chair shall be appointed from among the members of the Board in accordance with the procedures prescribed in Chapter 6. In the absence or inability to act of the Board Chair, the Director who is elected through discussion at the Board Meeting shall preside at the Board meeting.
- 5 . Notice of a Board meeting shall be given in writing at least ten (10) days prior to such meeting, except in an emergency.
- 6 . An extraordinary Board meeting shall be held at the request of the Board Chair or at least three (3) Directors.
- 7 . Directors may participate in the Board meetings by proxy.
- 8 . When deemed appropriate by the Board Chair, a Board meeting via exchange of letters may be held.

Chapter 5 Steering Council

Article 20 (Composition and Tasks of Steering Council)

- 1 . The Steering Council shall be composed of the President, Vice Presidents (1–7), committee chairs and committee vice chairs.
- 2 . The members of the Steering Council shall be appointed in accordance with the procedures prescribed in Chapter 6.
- 3 . The Steering Council shall discuss and decide on the important matters concerning the operation of the Tokyo Chapter as specified in Article 18 and shall submit such matters to the Board for deliberation.
- 4 . If the deliberation result sent back by the Board on any matter submitted under the preceding section is different from the decision made by the Steering Council (including addition of conditions), the Steering Council shall discuss again and coordinate opinions on such matter taking into account the result of deliberation by the Board and submit the result again to the Board for deliberation.
- 5 . The Steering Council shall operate the activities of the Tokyo Chapter and report to the Board on the conduct of such activities every three (3) months in principle.
- 6 . The Steering Council shall be subject to audit of its accounts by the Audit Committee at least once a year.

Article 21 (Term)

The term of each member of the Steering Council shall be one (1) year beginning at the end of the first annual general meeting ending at the end of the next annual general meeting unless a successor has not been appointed.

Article22 (President)

The President shall:

- 1 . Preside at meetings of the Chapter,
- 2 . Appoint all standing committee chairpersons and other committees as authorized by the Chapter Board,
- 3 . Be an ex-officio member of all committees except the Nominating Committee,
- 4 . Represent the Chapter at Leadership Conferences and other conferences and functions, where appropriate,
- 5 . Present an annual report to members at the annual general meeting – such report to consist of reports from various Chapter officers and committees,
- 6 . Maintain communications with the Association and respond to Association enquiries,
- 7 . Be responsible for submission of the chapter annual report to the Association within 30 days after the annual general meeting,
- 8 . Supervise budgetary matters and proper internal control of finances, and
- 9 . Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.

Article23 (Vice Presidents)

- 1 . The Tokyo Chapter shall have one to five (1–7) Vice Presidents (for Treasurer, Secretary of the Tokyo Chapter, etc.) who shall assist the President in the management of the Tokyo Chapter and shall act on behalf of the President in the case of the inability to act of the President in such order as decided at the meeting of the Steering Council.
- 2 . The offices of the Vice President for Treasurer and the Vice President for Secretary may be held concurrently by one person.
- 3 . Vice Presidents shall be in charge of planning and implementing organizational operations, public relations, etc.
- 4 . Perform other duties as pertain to the office.

Article24 (Vice President for Treasurer)

- 1 . The Vice President for Treasurer shall manage financial affairs and the budget of the Tokyo Chapter.
- 2 . The Vice President for Treasurer shall submit the draft budget for the next fiscal year to the Board for approval after the deliberation at the meeting of the Steering Council no later than the beginning of such fiscal year
- 3 . The Vice President for Treasurer shall submit accounting documents to the Board.

- 4 . Perform other duties as pertain to the office.

Article25 (Vice President for Secretary)

- 1 . The Vice President for Secretary shall manage the general affairs of the Tokyo Chapter and coordinate tasks of the Vice President for Treasurer as well as each committee chair and committee vice chair.
- 2 . The Vice President for Secretary shall be responsible for the documents of the Tokyo Chapter.
- 3 . The Vice President for Secretary shall give notices of the annual general meeting, etc, and maintain minutes of each meeting.
- 4 . Perform other duties as pertain to the office.

Article26 (Committee Chairs and Committee Vice Chairs)

The chair and vice chair of each committee shall share charge of specified in 2.Article 33 of the Tokyo Chapter under the Vice President for Secretary.

Article27 (Authority)

- 1 . Decisions by deliberation shall be made by a majority vote of the members of the Steering Council. In the case of a tied vote, the President shall have the casting vote.
- 2 . The authority over other matters than budget shall be divided as follows except for the matters to be submitted for deliberation of the Board.
 - a) Matters under the responsibility of a single committee shall be decided by the authority of each committee chair.
 - b) Matters under the responsibility of more than one committee shall be decided through consultation among the relevant committee chairs.
 - c) Matters on which consultation under b) above fails to come to an agreement and matters concerning the whole Tokyo Chapter shall be decided at the meeting of the Steering Council.

Capter6 Appointment and Removal of Directors and Members of Steering Council

Article28 (Appointment)

- 1 . Directors and the members of the Steering Council shall be appointed from among members of the Tokyo Chapter on a vote by all members. The above-mentioned vote shall be a confidence vote in the persons nominated by the Nomination Committee.
- 2 . The President shall not be reappointed for more than two (2) consecutive terms and Vice Presidents, committee chairs and committee vice chairs shall not be reappointed for more than five (5) consecutive terms.

Article29 (Procedures)

- 1 . Voting/Elections for the nominees shall be conducted by mail ballot or otherwise to

all chapter members. All votes received by the Secretariat no later than the twentieth (20th) day prior to the date of the annual general meeting shall be valid.

- 2 . Appointment must be approved with over one-half (1/2) of the valid votes.
- 3 . The result of voting shall be reported at the annual general meeting.

Article30 (Removal)

- 1 . If a Director or a member of the Steering Council loses the membership of Tokyo Chapter, such person shall immediately lose such position.
- 2 . The Board may remove Directors and the members of the Steering Council from their position by a resolution adopted by a majority vote.
- 3 . If a Director or a member of the Steering Council become legally incompetent, is confirmed to have committed a criminal offense, or is absent from the Board meeting, etc. without reason, the Board may remove such person from such position by a resolution adopted by a majority vote of Directors.

Article31 (Successor)

If a vacancy occurs in the Board or the Steering Council, the Board may appoint a successor for the remaining term of the predecessor from among the members of the Tokyo Chapter who are nominated by the Nomination Committee and approved by a resolution adopted by a majority vote of Directors.

Article32 (Advisor)

- 1 . The Board may engage Advisor(s) when deemed necessary for the purpose of facilitating various activities.
- 2 . Advisor(s) shall provide advice as requested by the Board concerning those matters that are deemed necessary by the Board.
- 3 . Advisor(s) may attend the Board meeting and express opinions.
- 4 . The term of the Advisor shall be from the time of appointment to the end of the next annual general meeting.

Chapter7 Committees

Article33 (Committees)

- 1 . The following committees shall be established under the Board.
- 2 . Nomination Committee and Audit Committee
- 3 . The committees as provided for in Appendix 1 and Appendix 2 shall be established under the Steering Council.
- 4 . 3. In case of establishment, revision or abolishment of any committee which is not limited in duration (hereinafter referred to as "Permanent Committee") under the Steering Council, the draft plan shall be submitted to the Board for approval after

the majority votes of Steering Council with after

- 5 . In case of above establishment, revision or abolishment of the committee approved, revised Appendix 1 must be immediately reported to the International Headquarters.

Article34 (Composition and Tasks of Committees)

- 1 . Each committee shall be composed of the committee chair, committee vice chair(s) (any number), standing committee member(s) (any number) and committee members.
- 2 . The chair of each committee shall be in charge of the planning and conduct of activities of his/her committee according to his/her duties and authority provided in the Bylaws and the Operation Procedures. Each committee chair shall also be responsible for the organizational management of the whole Tokyo Chapter as a member of the Steering Council.
- 3 . Each committee may appoint vice chair(s) to assist the committee chair as necessary. Each committee vice chair may attend the meeting of the Steering Council on behalf of or together with the committee chair. Each committee shall have one vote at the meeting of the Steering Council.
- 4 . Committee chairs shall recruit committee members necessary for the activities of each committee from among the members of the Tokyo Chapter and such recruited members shall be appointed as committee members with their consent. Committee chairs shall notify the Steering Council of the appointment of committee members of their respective committees.
- 5 . Committee chairs may appoint standing committee member(s) from among committee members (the procedures for appointment, consent and notification shall be the same as those applied to committee members). Standing committee members shall assist the committee chair in addressing continuous issues of each committee.

Article35 (Nomination Committee)

- 1 . Members of the Nomination Committee shall be appointed from among Directors by being specified at the time of the election of Directors.
- 2 . The Committee Chair shall be appointed from among the members of the Nomination Committee.
- 3 . The Nomination Committee shall name the nominees for Directors and the members of the Steering Council from among the members of the Tokyo Chapter and notify the Board thereof.
- 4 . The Nomination Committee may appoint election administration(s) from among the members of the Tokyo Chapter other than the candidates for Directors and for the members of the Steering Council for the following fiscal year and engage such

appointed person(s) in election management.

- 5 . Nomination from the floor shall be permitted prior to the Nomination Committee selection.

Article36 (Audit Committee)

- 1 . Members of the Audit Committee shall be appointed from among Directors by being specified at the time of the election of Directors.
- 2 . The Committee Chair shall be appointed from among the members of the Audit Committee.
- 3 . The Audit Committee shall conduct the audit of the operation of the Tokyo Chapter and report the audit result at the general meeting. The members of the Audit Committee shall not be allowed to serve concurrently as the members of the Steering Council.
- 4 . The Audit Committee may appoint assistant auditor(s) from among the members of the Tokyo Chapter other than Directors and the members of the Steering Council.

Article37 (Other Committees)

- 1 . The President may establish other committee(s) for specific objectives with the consent of the Board.
- 2 . In case of establishment, revision or abolishment of above other committee(s) under the Steering Council, the draft plan shall be submitted to the Board for approval after the majority votes of Steering Council.
- 3 . In case of establishment of other committee(s), active period shall be provided. Then the work is expired at the end of the period. However, the working can be extended by the approval of the Board.
- 4 . In case of above establishment, revision or abolishment of other committee(s) approved, revised Appendix 2 must be immediately reported the International Headquarters.

Article38 (Activities of Committees)

- 1 . The chair, vice chairs, standing members and members of each committee shall work together for the achievement of the objectives for which the committee is established. Each committee chair shall report on the progress and result of the committee's activities to the Steering Council and the Board.
- 2 . Decisions of committees shall be adopted by a majority vote of those present at the meeting at which such decision is made.
- 3 . The term of committee members shall be from the time of appointment to the end of the next annual general meeting unless a successor has not been appointed.

Chapter 8 ISACA Chapters of Japan

Article 39 (ISACA Chapters of Japan)

- 1 . The Board of Directors, with other boards of other chapters in Japan, shall become the members of ISACA Chapters of Japan.
- 2 . Decisions adopted by ISACA Chapters of Japan shall be followed by the Board.

Chapter 9 Amendment of the Bylaws

Article 40 (Proposer of Amendment of the Bylaws)

The president may propose amendment of the Bylaws to the Board at the request of at least one-tenth (1/10) of the members or at least one-half (1/2) of the members of the Steering Council or the Board, or based on the advice of the Legal Committee.

Article 41 (Procedures for Amendment)

- 1 . Upon receipt of a proposal for amendment of the Bylaws, the Vice President for Secretary shall notify the members of the Steering Council of such proposal for amendment and the reason therefore in writing along with the notice of the next meeting of the Steering Council.
- 2 . The Steering Council shall examine and discuss such proposal and make a proposal for amendment of the Bylaws to the Board.
- 3 . The Chapter Board shall approve all suggested bylaw changes and forward them to the Membership Division of the Association, with changes indicated. The Association must give approval to all bylaw changes prior to them being submitted for final approval by the Chapter Board.

Article 42 (Voting and Decision on Amendment)

The revised Chapter bylaws will be approved, at any regular meeting or annual general meeting, by a two-thirds (2/3) vote, provided that the amendment has been submitted in writing at the previous regular meeting, or has been mailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered.

The Membership Division of the Association will be advised that the Bylaws have been approved, and will be sent a copy of the approved version of the Bylaws.

The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws. The Chapter must ensure the compliance of the bylaws with the Association's bylaws and any applicable country requirements.

Article 43 (Dissolution)

If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the chapter membership after ten (10) days notice has been mailed to each member. In the event of dissolution, the Chapter shall notify the Chief Executive

Officer of the Association, in writing, indicating the reason(s) for dissolution and shall return the Chapter charter and any other Chapter or Association documents to International Headquarters. All net assets shall be distributed to other selected ISACA chapters, or to a welfare, education, or civic project designated by the Chapter membership, pursuant to the appropriate country governing code with the approval of the Association's International President and Chief Executive Officer.

Article44 (Parliamentary Authority)

The rules contained in the current edition of Roberts Rules of Order Newly Revised, shall govern the chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the chapter may adopt.

Article45 (Establishment of the Operation Procedures)

- 1 . The Steering Council can establish the Operation Procedures based on the chapter Bylaws.
- 2 . The Operation Procedures cannot overwrite the contents of the chapter Bylaws.
- 3 . The Steering Council should report the establishment, amendment of the Operation Procedures to the chapter Board.

Supplementary Provision

1. The terms “document” and “in writing” as used in this Bylaws shall include those by electronic means.
2. This amendment of the Bylaws shall be effective as of the date of the next Annual General Meeting.

Amendment History:

1st Amendment: March 23, 1989

2nd Amendment: August 29, 1995

3rd Amendment: July 14, 2003

4th Amendment: May 10, 2006

5th Amendment: April 28, 2008

6th Amendment: June 21, 2011

7th Amendment: Septembert30, 2014

8th Amendment: December10, 2014