BYLAWS

OF THE

INTERNATIONAL SOFTWARE ARCHITECTURE

QUALIFICATION BOARD E. V.

(ISAQB E. V.)

U.S. English translation

Version 7.0 dated May 25, 2023

Translation notes (editorial; not part of the Bylaws)

This U.S. English translation is provided for reference and is not an adaptation to U.S. law. The structure, numbering, and internal references follow the German original, including apparent source inconsistencies.

“Text form” retains the German-law meaning of Textform (see § 126b BGB) and remains distinct from “in writing.” “Discharge (Entlastung)” in § 14(1) concerns the Executive Board’s conduct of its duties, not removal from office. “Accounts Auditors” denotes the role described in § 14, without implying U.S. professional audit credentials.

The apparent typographical errors “breit” in § 4(1) and “Verfügung” in § 17(4) have been read in context as “bereit” and “Vergütung” and translated as “willing” and “remuneration.” In § 13(10)(d), an apparently omitted conjunction is reflected by “and.” In § 10(10), “member” is read in context as a member of the Executive Board.

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Version	Date	Comments
0.1	Dec 14, 2007	Constitution of ISAQB – draft prior to establishment – based on the bylaws of German Testing Board e. V.
0.2	Jan 16, 2008	Amendments in preparation for establishment
0.2.1	Jan 17, 2008	Amendments in preparation for establishment
0.2.2	Jan 17, 2008	Amendments in preparation for establishment
0.3	Jan 17, 2008	Amendments during establishment
0.4	Jan 18, 2008	Amendments during establishment
1.0	Jan 18, 2008	Layout changes – consistent use of ISAQB and its logo
2.0	Mar 6, 2012	Layout changes – consistent use of the new ISAQB logo
2.1	May 3, 2012	Amendments to § 17 (Dedication of Assets) at the tax office's request concerning public-benefit status
2.2	Oct 29, 2012	Amendment to § 1(1): The Association's name must be written out in full because ISAQB is entered in the Register of Associations as International Software Architecture Qualification Board. The local court stated that registration in the Register of Associations would otherwise not be possible.
3.0	May 29, 2015	Amendments to § 4(1), § 7(4), § 8(2), (3), (4), § 10(9), (10), § 12(1), (2), (6), (7), (8), (9), (11), § 13(1), (2), and § 16(2), (3), (4), pursuant to resolutions of the General Meeting held in Mannheim on May 28, 2015; adaptation of the layout to the design guidelines
3.1	Apr 29, 2016	Amendments to § 1(2), § 2(2), and § 16(3), pursuant to resolutions of the General Meeting held in Düsseldorf on April 28, 2016
4.0	Apr 29, 2017	Amendments to § 4(1), (2), (3), § 5, § 7(2), (3), (4), § 8(4), and § 12(6), pursuant to resolutions of the General Meeting held in Mannheim on April 28, 2017
4.0_rob	Aug 19, 2019	Font changes to comply with new corporate design guidelines
5.0	May 15, 2020	Amendment to § 8(2), pursuant to a resolution of the General Meeting held by video conference on May 14, 2020
6.0	Apr 23, 2021	Amendments to § 10(1) and § 12(8), pursuant to resolutions of the General Meeting held by video conference on April 23, 2021
7.0	May 25, 2023	• Document formatting revised • Editorial revision of the Bylaws to use gender-inclusive language • § 8, former paragraph (7): deleted and reworded • § 8(8): added • § 9: – Item d), the GmbH Advisory Board, added – Additional paragraph inserted • § 11: New section "Treasurer" added; subsequent sections renumbered accordingly • § 13: – (3): Notice period extended – (4): Additional meeting formats introduced • § 17: "or cessation of tax-privileged purposes" deleted

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Preamble

(1) The International Software Architecture Qualification Board is an association of experts in the field of software architecture. Its membership is intended to include experts from industrial, consulting, and training companies, academia, and other organizations or associations.

(2) The "Certified Professional for Software Architecture" model is an international standard for the initial and continuing education of software architects. The model defines successive levels of training, each defined by its own syllabus and potentially divided into sublevels. Each level concludes with examinations covering the content and corresponding learning objectives set out in the respective syllabus. The model also includes rules for the accreditation of training companies, framework guidelines governing final examinations, and examination question banks.

(3) The International Software Architecture Qualification Board is to be responsible for the development, further development, and maintenance of the "Certified Professional for Software Architecture" model and its implementation.

§ 1 Name and Registered Office

(1) The Association is named International Software Architecture Qualification Board (ISAQB).

(2) The registered office of ISAQB is in Ludwigshafen am Rhein.

(3) The fiscal year is the calendar year.

§ 2 Purpose of ISAQB

(1) The purpose of ISAQB is to promote education and training in the field of initial and continuing vocational education. This purpose, as defined in the Bylaws, is pursued in particular through the following measures:

1. Further developing and maintaining the "Certified Professional for Software Architecture" model and ensuring its technical quality.
2. Preparing the international model and developing, maintaining, and approving the syllabi and examination questions for all levels of the model in English. The syllabus shall be published.
3. Implementing the model, in particular by:
    - Developing, maintaining, approving, and publishing the syllabi for all levels of the model.
    - Developing, maintaining, and approving examination questions for all levels of the model.
4. Supporting the accreditation and examination system for the model, including in particular at higher education institutions, by:
    - Developing and maintaining accreditation guidelines and certification regulations.
    - Providing assessors for the technical part of accreditation applications.
    - Designating accreditation and certification bodies.
5. Participating in committees and other bodies:
    - Cooperating with other national and international software architecture organizations.
    - Participating in international working groups ("Working Parties") of ISAQB.
    - Cooperating with other national and international professional associations and standardization bodies.

(2) The Association operates on an altruistic basis; it does not primarily pursue its own economic purposes.

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§ 3 Membership

(1) The membership of ISAQB consists of:

- individual members;
- supporting members;
- honorary members.

(2) ISAQB funds may be used only for the purposes set out in the Bylaws. Members shall not receive distributions from ISAQB funds.

§ 4 Individual Membership

(1) Any natural person who has the required professional expertise and is willing to sign the confidentiality agreement specified by ISAQB concerning technical information obtained through membership and to participate actively in the work of ISAQB may become a regular member of ISAQB, hereinafter referred to as an "individual member." Individual members are classified as active or passive members. Any natural person who contributes personally to the Association's activities, actively supports its objectives and purpose, and works directly for the Association for at least 10 days per year may become an active member. The General Meeting shall decide on members' status (active or passive) on the basis of reports from the working group leaders.

(2) The admission of new individual members shall be based on the following criteria:

1. The person's professional qualifications.
2. The suitability of the institution or company to which the person belongs (higher education institution, association, commercial enterprise, etc.).
3. The current number of individual members of ISAQB.

(3) Individual members have voting rights only if they are active members and their voting rights are not restricted by § 12(6).

§ 5 Supporting Membership

Any natural or legal person or other association of persons willing to support and promote the objectives of ISAQB may become a supporting member of ISAQB. Supporting members have guest status at the General Meeting, which includes the right to speak but not the right to vote.

§ 6 Honorary Membership

On a proposal from the Executive Board, the General Meeting may unanimously confer honorary membership for life on distinguished members or other persons who have substantially promoted or supported the work of ISAQB. Honorary members have guest status at the General Meeting, which includes the right to speak but not the right to vote.

§ 7 Admission of New Members

(1) Anyone wishing to join ISAQB as an individual or supporting member must submit a written application to the Executive Board of ISAQB. Where necessary for the decision, information about the institution or company to which the applicant belongs should also be submitted. In addition, the application should identify references from among the members.

(2) Supporting members that are legal persons shall designate a contact person for communications with the Association who shall also represent the supporting member at the General Meeting.

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(3) An application for individual membership must also include:

1. The confidentiality agreement specified by ISAQB and signed by the applicant.
2. Appropriate evidence of the applicant's professional qualifications.
3. A declaration by the applicant that they wish to participate actively in the work of ISAQB if they seek active membership status.
4. Information about the applicant's employer, particularly if the employer is a supporting member or contractual partner of ISAQB.

(4) The Executive Board shall decide unanimously on an application for individual membership. All members must be informed, and individual members have a right to object, which must be exercised within 14 days. The decision shall be made by a two-thirds majority of the members entitled to vote. The application for membership must be submitted in writing. The Executive Board shall decide on it. If the application is rejected, the applicant may file a written appeal within one month of receiving the decision. The appeal shall be decided at the next regular General Meeting. The decision on the appeal shall be delivered in writing. There is no entitlement to membership.

(5) The Executive Board may decide on applications for supporting membership if it does so unanimously. All members must be informed, and individual members have a right to object, which must be exercised within 14 days. If an objection is raised, paragraph (4) shall apply.

(6) § 6 shall apply to the admission of honorary members.

§ 8 Duration and Termination of Membership

(1) Membership begins upon acceptance of the application for membership.

(2) Financially supporting membership and honorary membership continue for an indefinite period. Financially supporting membership ends upon the member's voluntary withdrawal. The member must give written notice of withdrawal to the Executive Board of ISAQB. Withdrawal may take effect only on December 31 of a calendar year and requires three months' notice. Financially supporting membership also ends automatically if the member's membership fee due to ISAQB remains unpaid despite two reminders.

(3) Membership ends:

- upon the death of the member (natural person) or its dissolution (legal person);
- by withdrawal;
- by expulsion from the Association.

(4) Individual membership generally ends on December 31 of the calendar year unless the member is classified as an active member or declares in text form that they wish to retain their membership status. Active members are not required to declare that they wish to retain their individual membership.

- If a member declares that they do not wish to retain their individual membership, this constitutes withdrawal under paragraph (5) below.
- If a member declares that they wish to retain their individual membership and will continue to participate actively, their individual membership is extended for a further two years.

(5) The member must give written notice of voluntary withdrawal to the Executive Board of ISAQB. Withdrawal may take effect only on December 31 of a calendar year and requires three months' notice.

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(6) Expulsion for good cause shall be effected by a resolution of the General Meeting pursuant to § 12. Good cause for expulsion exists if the member has seriously violated the Bylaws or the interests of ISAQB. For individual members, this applies in particular in the event of:

a) Failure to participate actively in ISAQB (e.g., repeated failure to contribute actively to a working group or unwillingness to undertake an accreditation).

b) A breach of the confidentiality agreement.

In addition, for all members, good cause exists in particular in the event of a serious violation of the interests and objectives of ISAQB or of the "Certified Professional for Software Architecture" model.

(7) In addition, for all members, good cause exists in particular in the event of a serious violation of the interests and objectives of ISAQB or of the "Certified Professional for Software Architecture" model. This includes:

a) A breach of the confidentiality agreement.

b) A breach of the Code of Conduct.

(8) Expulsion proceedings shall be initiated by the Executive Board on a reasoned application from a member, following a unanimous vote within the Executive Board. All members shall be informed. The Executive Board shall send the member concerned the application for expulsion together with the reasons. The member shall have two weeks to submit a response. The Executive Board shall then forward the application and reasons, together with any response from the member concerned, to all members entitled to vote in text form. The vote on expulsion shall take place by online ballot or at the next General Meeting within two weeks. Expulsion requires a two-thirds majority of the members entitled to vote. The Executive Board shall notify the member of the expulsion in writing. Expulsion takes effect upon receipt of the notification. The member's rights and obligations arising from membership shall be suspended during the expulsion proceedings.

§ 9 Governing Bodies

The governing bodies of ISAQB are:

a) the Executive Board;

b) the working groups;

c) the General Meeting;

d) the GmbH Advisory Board.

If one of the Association's bodies listed in b), c), or d) no longer meets the formal requirements of the Bylaws because a member leaves during the year, the Executive Board may make an interim appointment until the next General Meeting.

§ 10 Executive Board

(1) The Executive Board authorized to represent the Association pursuant to § 26 of the German Civil Code (BGB) consists of the First Chairperson, the Second Chairperson, and a Deputy. They shall be elected by the General Meeting from among the individual members.

(2) ISAQB shall be represented in and out of court by the Executive Board. Each Executive Board member is authorized to represent ISAQB acting alone.

(3) The Executive Board shall be elected by the General Meeting for a term of two years. Re-election is permitted. The Executive Board shall remain in office until a new election is held.

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(4) Internally, the following applies: The Chairperson shall conduct the business of ISAQB and carry out all administrative tasks independently, except where these are assigned to another body by the Bylaws or by law. In particular, the Chairperson shall have the following duties:

a) Convening and preparing the General Meeting.

b) Chairing the General Meeting.

c) Implementing the resolutions of the General Meeting.

d) Conducting discussions with associations, specialist groups, and external bodies pursuant to § 14 concerning cooperation and collaboration.

e) Preparing an annual report. This must be submitted to the General Meeting by the end of the first quarter of the following year.

(5) The Deputy shall act for the Chairperson when the Chairperson is unavailable and, as instructed, assist the Chairperson in carrying out the duties under paragraph (4).

(6) At the Executive Board's request, members shall support it in carrying out these tasks to the best of their abilities.

(7) On a motion from the Executive Board and with the General Meeting's approval, the Executive Board may be enlarged by adding members-at-large.

(8) The Executive Board shall elect the Treasurer from among its members.

(9) If an elected Accounts Auditor leaves office, the Executive Board must appoint an Accounts Auditor from among the members who are not Executive Board members to serve until the end of the term. If no member is willing to assume the office, an independent tax advisor may audit the accounts.

(10) If an Executive Board member leaves office during their term, a special General Meeting must be convened within four weeks to elect a new Executive Board member. If the entire Executive Board resigns, a special General Meeting must be convened within two weeks to elect a new Executive Board.

§ 11 Treasurer

(1) The Treasurer's duties include:

a) Managing the Association's funds.

b) Processing or delegating payment transactions.

c) Reporting on the financial position and assets.

d) Managing income and expenses.

e) Responsibility for bookkeeping.

f) Preparing the tax return.

(2) The Treasurer shall present an annual financial report at the General Meeting and shall also make it available in writing.

§ 12 Working Groups

(1) ISAQB may establish working groups to structure its work. Details shall be governed by working group regulations. Individual members shall participate in one or more working groups.

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(2) The General Meeting shall determine:

a) The establishment of working groups (temporary or permanent) and their dissolution.

b) The names of the working groups.

c) The tasks of the working groups.

d) The leader of each working group, who must be an individual member of ISAQB.

§ 13 General Meeting

(1) The General Meeting is the meeting of all members of the Association. It shall meet at regular intervals. It is responsible for all tasks not assigned to the Executive Board or another ISAQB body by the Bylaws or by law. It shall have exclusive responsibility for the following matters:

a) Electing and removing the Executive Board.

b) Establishing and dissolving working groups, and electing and removing working group leaders.

c) Admitting and expelling members, in particular honorary members.

d) Amending the Bylaws.

e) Dissolving ISAQB.

f) Electing and removing Accounts Auditors.

(2) Regular General Meetings shall be held at least once a year. Special General Meetings shall additionally be held when convened by the Executive Board for urgent and important reasons, or at the request of at least one tenth of the members entitled to vote, submitted in text form and stating the reasons.

(3) The Chairperson shall give notice of General Meetings in text form to the email address provided by each member, observing a notice period of six weeks. The notice must specify the time, place, and agenda.

(4) The General Meeting may also be held as a virtual meeting or a hybrid meeting (combining an in-person and an online meeting). The Executive Board shall announce the format in the notice of the meeting.

Further details shall be governed by rules of procedure for meetings issued by the Executive Board. These do not form part of the Bylaws.

(5) The General Meeting is not public. The Chairperson may invite guests for individual agenda items. At the request of at least three members, the General Meeting shall decide on the guests' participation by a simple majority of the members entitled to vote who are present.

(6) Motions concerning the agenda or draft resolutions for the General Meeting must be submitted to the Chairperson in text form no later than four weeks before the General Meeting. The Chairperson must communicate the motions and draft resolutions to the members in text form at least two weeks before the General Meeting. This information may also be made available by publication on a website specified in the notice of the meeting.

(7) Only active individual members of ISAQB are entitled to vote at the General Meeting. If ISAQB has ten or fewer members, a quorum exists when at least half of the members entitled to vote are present or represented by proxy. If ISAQB has more than ten members, a quorum exists when at least one third of the members entitled to vote are present or represented by proxy. The Chairperson shall grant supporting members and honorary members the right to speak.

(8) Resolutions of the General Meeting shall be adopted by a simple majority of the votes held by members present or represented by proxy. Abstentions shall not be counted. Resolutions admitting or expelling members or amending the Bylaws shall require a two-thirds majority of the votes held by members present or represented by proxy.

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(9) At the Chairperson's initiative, members may also adopt resolutions outside General Meetings by an email ballot sent to all members. If no Executive Board member is willing to conduct the email ballot, the decision shall be deferred to the next General Meeting. In this case, too, only individual members have voting rights. Majorities in this case shall always be calculated by reference to the total number of individual members of ISAQB, rather than the members participating in the vote. The Chairperson shall ensure that all members have an opportunity to comment on the draft resolutions. For this purpose, the Chairperson may establish an online forum, the access details for which shall be sent to all members with the email ballot. A period of at least two weeks must be allowed for voting.

(10) Minutes shall be prepared of the proceedings and resolutions of the General Meeting and of the votes on resolutions adopted under paragraph (8). The minutes shall be signed by the minute-taker and the chair of the General Meeting. The chair of the General Meeting shall appoint the minute-taker no later than the beginning of the meeting. The minutes must be made available to members within four weeks. Objections may be raised only within one month after the minutes have been made available. The minutes must include:

a) The place and time of the meeting.

b) The names of the chair of the meeting and the minute-taker.

c) The number of members present.

d) Confirmation that the meeting was duly convened and has a quorum.

e) The agenda.

f) The motions submitted and the voting result (number of votes in favor, votes against, abstentions, invalid votes, and the method of voting).

g) Motions to amend the Bylaws or the purpose of the Association.

h) The resolutions, which must be recorded verbatim.

(11) A member is represented at the General Meeting if the member is present or is represented by another member under a written proxy.

(12) The General Meeting shall elect two Accounts Auditors from among its members who are not members of the Executive Board.

§ 14 Accounts Auditors

(1) Duties: Two Accounts Auditors shall audit the Executive Board's annual accounts and state their position on granting discharge (Entlastung) to the Executive Board. The audit shall not assess the merits of spending decisions. An audit must be conducted at least once a year, with the results reported to the General Meeting. Accounts Auditors serve on a voluntary basis.

(2) Election: The two Accounts Auditors shall be elected by the General Meeting for a term of two years. Only individual members may be elected as Accounts Auditors. Accounts Auditors may not simultaneously be members of the Executive Board. If no member is available to serve as an Accounts Auditor, the Executive Board shall engage an external professional with the General Meeting's approval. The same applies if an Accounts Auditor leaves office before the end of the current term.

(3) End of office: Service as an Accounts Auditor ends upon loss of membership. The office also ends upon voluntary resignation or removal by a resolution of the General Meeting requiring a two-thirds majority of those entitled to vote.

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§ 15 Cooperation with Other Organizations

(1) International Software Architecture Qualification Board (ISAQB).
ISAQB acts as the umbrella organization for all national Certified Professional for Software Architecture Boards. ISAQB actively participates in implementing the principles and rules developed. ISAQB shall be represented at international meetings by its Chairperson unless another individual member is appointed as a delegate.

(2) Other national boards
ISAQB may also cooperate directly with other national boards on a bilateral basis, for example in developing syllabi, examination questions, and process definitions, or in handling accreditations and certifications.

(3) Accreditation bodies
ISAQB may designate one or more external accreditation bodies to support ISAQB in accrediting training companies. Every designated accreditation body must comply with and implement the accreditation rules and processes of ISAQB.

(4) Certification bodies
ISAQB may designate one or more certification bodies (examination bodies) and entrust them with the operational implementation of the examination system (examining candidates). The certification body shall conduct examinations and issue certificates. Every designated certification body must comply with and implement the certification rules and processes of ISAQB.

(5) Other organizations
ISAQB may cooperate on technical or organizational matters with other organizations possessing relevant expertise at the national and international levels, including:

- GI e. V. and its specialist groups, in particular the GI specialist group for “Software Architecture” on technical matters.
- ASQF e. V. and its specialist groups.

§ 16 Licensing and Other Rights

The members acknowledge the following:

(1) ISAQB is the sole body responsible for the “Certified Professional for Software Architecture” model.

(2) To the extent that copyright or other legally protectable rights (licensing rights, trademark rights, patent rights, etc.) arise from the work of ISAQB or its bodies, these shall belong exclusively to ISAQB.

(3) The results of the work of ISAQB, the General Meeting, and the working groups shall belong exclusively to ISAQB. Members’ services within the framework of ISAQB are provided exclusively for ISAQB.

(4) ISAQB may transfer such rights of use, for example rights to use examination questions, to designated certification bodies.

§ 17 Membership Fees, Expense Allowances, Professional Fees, and Costs

(1) Individual and honorary membership of ISAQB is free of membership fees. Fees shall be charged to financially supporting members. The amount of the annual fee for supporting members and its due date shall be determined by the General Meeting.

(2) As a general rule, offices within the Association and its bodies shall be held on a voluntary basis.

(3) Where necessary, and taking into account the economic circumstances, the budgetary position, and the budget adopted by the General Meeting, the General Meeting may resolve that offices within the Association and its bodies are to be held for remuneration under a written agreement or in return for a lump-sum expense allowance.

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The Executive Board shall be responsible for deciding the terms of such a written agreement. No person may be favored by expenditure unrelated to the purpose of ISAQB or by disproportionately high remuneration.

(4) Where necessary, and taking into account the economic circumstances, the budgetary position, and the budget adopted by the General Meeting, the Executive Board may award contracts to third parties for activities on behalf of the Association in return for appropriate remuneration or fees.

(5) ISAQB shall bear the costs associated with its establishment and registration.

§ 18 Dedication of Assets

Upon dissolution or termination of the legal entity, its assets shall pass to GI Gesellschaft für Informatik with its Software Architecture division and shall be used directly and exclusively for public-benefit purposes (gemeinnützige Zwecke), such as the promotion of science and research.

§ 19 Power of Attorney for Formation

The founding members grant the Chairperson a power of attorney to amend and supplement the Bylaws if the Register of Associations or the tax office objects to any provisions of the Bylaws. The power of attorney is unrestricted in dealings with third parties. Internally, amendments or supplements to the Bylaws by the Chairperson are permitted only within the scope of the Association's purpose as set out in the Bylaws. The power of attorney expires six months after ISAQB is entered in the Register of Associations.

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