

Articles of Association

of the

International Software Architecture Qualification Board

(ISAQB e. V.)

Version	Date	Comment
v0.1	14 Dec 2007	Constitution of the iSAQB – draft prior to foundation – based on the articles of association of the German Testing Board e.V.
v0.2	16 Jan 2008	Amendments as part of preparations for the association's foundation
v0.2.1	17 Jan 2008	Amendments as part of preparations for the association's foundation
v0.2.2	17 Jan 2008	Amendments as part of preparations for the association's foundation
v0.3	17 Jan 2008	Amendments as part of the association's foundation
v0.4	18 Jan 2008	Amendments as part of the association's foundation
v1.0	18 Jan 2008	Changes to the layout – consistent use of iSAQB and the logo
v2.0	06 Mar 2012	Changes to the layout – consistent use of the new iSAQB logo
v2.1	03 May 2012	Amendment to Section 17 Asset commitment upon request by inland revenue concerning the charitable organisation status
V2.2	29 Oct 2012	Amendment to Section 1 paragraph 1 (Name of the association must be given in full and not abbreviated as iSAQB is registered as 'International Software Architecture Qualification Board' in the Register of Associations. The County Court has stated that otherwise the association cannot be registered in the Register of Associations).
V3.0	29 May 2015	Amendments to Section 4 paragraph 1; Section 7 paragraph 4; Section 8 paragraphs 2, 3 and 4; Section 10 paragraphs 9 and 10; Section 12 paragraphs 1, 2, 6, 7, 8, 9 and 11; Section 13 paragraphs 1 and 2; and Section 16 paragraphs 2, 3 and 4 in accordance with decisions taken by the general meeting on 28 May 2015 in Mannheim. Changes to the layout in accordance with design specifications.
V3.1	29 April 2016	Amendments to Section 1 paragraph 2, Section 2 paragraph 2 and Section 16 paragraph 3 in accordance with decisions taken by the general meeting on 28 April 2016 in Düsseldorf.
V4.0	April 29, 2017	Amendments to Section 4 paragraph 1, paragraph 2, paragraph 3, Section 5, Section 7, paragraph 2, paragraph 3, paragraph 4, Section 8, paragraph 4 and Section 12 paragraph 6 in accordance with decisions taken by the general meeting on April 28, 2017 in Mannheim.
V4.0_rob	Aug. 19, 2019	Change of font due to new corporate design requirements

Recitals

- (1) The International Software Architecture Qualification Board is a working group of 'software architecture' specialists. It shall include experts from industry, consulting, training, academia and other organisations or associations.
- (2) The 'Certified Professional for Software Architecture' model is an international standard for the training and continuing professional development of software architects. The model defines progressive and interdependent training stages. Each level may be defined and structured by its own dedicated curriculum. Each level concludes with an examination on the content and relevant learning goals detailed in its specific curriculum. The model also includes rules on accreditation for accrediting training companies as well as framework guidelines for the management of final examinations and lists of examination questions.
- (3) The International Software Architecture Qualification Board shall be responsible for (further) developing and maintaining the 'Certified Professional for Software Architecture' model.

Section 1 Name and registered office

- (1) The association's name is International Software Architecture Qualification Board, ISAQB.
- (2) The registered office of the ISAQB is Ludwigshafen am Rhein.
- (3) The financial year is the calendar year.

Section 2 Purpose of ISAQB

- (1) The ISAQB's purpose is the promotion of training and education in the field of continuing professional development. The purpose as stipulated by the articles of association shall be realised by the following measures in particular:
 1. Further development and maintenance of the 'Certified Professional for Software Architecture' model and assurance of the quality of its content
 2. Preparation of the international model and creation, maintenance, release of curricula and examination questions for all of the model's levels in English. The curriculum shall be published.
 3. Implementation of the model, in particular by:
 - Creating, maintaining, releasing and publishing the curricula for all of the model's levels
 - Creating, maintaining and releasing the examination questions for all of the model's levels
 4. Support of the accreditation and examination system for the model, including in particular universities, by:
 - Creating and maintaining the accreditation guidelines and certification rules and regulations
 - Providing the examiners for the content-related part of the accreditation requests
 - Appointing accreditation and certification bodies
 5. Committee work
 - Cooperation with other national and international software architecture organisations
 - Involvement in international working groups ('working parties') of the ISAQB
 - Cooperation with other national and international professional associations and standardisation committees

(2) The association is a charitable organization; it does not primarily pursue its own financial purposes.

Section 3 Membership

(1) Members of the ISAQB fall into the following categories:

- Personal members
- Associate members
- Honorary members

(2) The ISAQB resources must only be used for the purposes stipulated by the articles of association. Members shall not receive any financial support from ISAQB funds.

Section 4 Personal membership

(1) Any natural person that is professionally competent and prepared to sign a non-disclosure agreement provided by the ISAQB pertaining to specific information obtained through being a member and that is willing to become actively involved in the ISAQB's work may be a full member of the ISAQB, hereafter referred to as 'personal member'. Amongst the personal members, a distinction is made between active and passive members. An active member is any natural person who becomes actively engaged in the ISAQB personally, who actively supports the association's objectives and purpose, and who spends at least 10 days per year working for the association directly. A decision on the status of the members (active or passive) is taken at the general meeting based on the reports of the working group leaders.

(2) New personal members shall be admitted according to the following criteria:

1. Professional qualifications of the individual,
2. Suitability of the institution or company the individual adheres to (university, association, commercial enterprise etc.),
3. Current number of personal members within the ISAQB.

(3) Personal members only have a right to vote, when they are active members and if their to vote is not limited by Section 12 paragraph (6).

Section 5 Associate membership

Any natural or legal person or other association of individuals that is prepared to support and promote ISAQB's objectives may be an associate member of the ISAQB. Associate members shall have the status of guests in general meetings, which includes the right to speak but excludes the right to vote.

Section 6 Honorary membership

On a proposal from the executive board, the general assembly may unanimously award honorary membership to deserving members or other persons who have supported or promoted the ISAQB's work substantially. Honorary members shall have the status of guests in general meetings, which includes the right to speak but excludes the right to vote.

Section 7
Admission of new members

- (1) Anybody wishing to be admitted to the ISAQB as personal or associate member shall submit a written application to the executive board of the ISAQB. Where it is required for making a decision, information on the institution or company the applicant adheres to shall also be submitted. In addition, the application shall state names of members to act as referees.
- (2) Supporting members, who are legal persons, must appoint a person, who acts as contact for the association and represents the supporting member in the general meeting.
- (3) The application as personal member must also contain:
 1. The non-disclosure agreement specified by the ISAQB and signed by the applicant,
 2. Suitable proof of the professional qualification of the applicant,
 3. A declaration of the applicant, that he wants to work actively on the projects of the ISAQB, if he wants to become an active member,
 4. Information about the employer of the applicant, especially if the employer is a supporting member or business partner of the ISAQB.
- (4) The executive board must decide unanimously on an application for admission as personal member. It has a duty to inform all members, whereby the personal members shall have a right to object, which must be exercised within 14 days. A majority of 2/3 of all members with voting power is required for a positive decision.

An application for admission must be filed in writing and is decided by the executive board. The applicant may appeal in writing against a negative decision within one month of receiving notification. A decision on the appeal shall be taken at the next general meeting. Notification of the decision on the appeal shall be sent in writing. A right to become a member does not exist.
- (5) The executive board may decide on applications for admission as associate member provided the decision is unanimous. The executive board has a duty to inform all members in such cases, with personal members having the right to object, which they must use within 14 days. In the case of objections, paragraph (4) applies.
- (6) The admission of honorary members is governed by section 6.

Section 8
Duration and termination of membership

- (1) Membership shall commence upon acceptance of the admission application.
- (2) Sponsoring associate membership and honorary membership shall exist for an indefinite period of time. Sponsoring associate membership shall end if the member resigns voluntarily. Voluntary resignation must be declared to the executive board of the ISAQB in writing. Voluntary resignation is only admissible with effect as from 31 December of the calendar year and three months' notice must be given.
- (3) Membership shall end:
 - Upon the member's death (natural person) or dissolution (legal entity)
 - Upon resignation
 - Upon exclusion from the association

- (4) Personal membership always ends on 31 December of the calendar year, as long as the member is not classified as active member or declares in written form the wish to maintain the membership status. Active members do not have to declare that they want to maintain their personal membership.
- Should the member declare that they do not wish to maintain their personal membership, this shall be considered as a cancellation pursuant to paragraph 5 hereafter.
 - Should the member declare that they wish to maintain their membership and continue to be actively engaged, their personal membership shall be renewed for the duration of a further two years.
- (5) If a member wants to cancel their membership, they must notify the ISAQB executive board in writing. This is only possible with effect of 31 December of the relevant calendar year and notice of a minimum of three months must be given.
- (6) Pursuant to section 12, the general meeting may decide to exclude members for serious reasons. A serious reason for exclusion is given if the member is in gross violation of the articles of association of the ISAQB or its interests. For personal members, this shall notably apply in the following cases:
1. Failure to be actively engaged with the work of the ISAQB (e. g., repeated failure to become actively involved in a working group, lack of willingness to carry out accreditation)
 2. Infringement of the non-disclosure agreement

In addition, any serious violation in particular of the interests and objectives of the ISAQB or the 'Certified Professional for Software Architecture' model shall be considered a serious reason for all members.

- (7) Upon a substantiated request, the general meeting shall decide on exclusions with a required quorum of 2/3 of all present members with a right to vote. The member concerned shall not have the right to vote in this matter. The chair must send a copy of the exclusion request with substantiating remarks to the member concerned no later than two weeks prior to the general meeting. Either prior to or during the general meeting but not later, the ISAQB must be made aware of any statement made by the concerned member in this matter. The chair shall inform the member about any exclusion in writing. The exclusion becomes effective upon receipt of such notice.

Section 9 Bodies within the association

ISAQB's bodies are:

- a) The executive board
- b) The working groups
- c) The general meeting

Section 10 Executive board

- (1) The executive board is composed of the chair and one deputy. Both shall constitute the executive board for the purpose of section 26 of the German Civil Code. They shall be elected by the general meeting from amongst all personal members.
- (2) The executive represents the ISAQB in legal and non-legal matters. Each member of the executive board represents the ISAQB individually.
- (3) The executive board is elected by the general meeting for the duration of two years. Members may be re-elected. The existing executive board maintains its function until a new election has taken place.

- (4) Internally, the chair shall manage the ISAQB's business and carry out all administrative tasks alone unless they have been assigned to a different body by the articles of association or the law. The chair is notably responsible for:
- a) Summoning and preparing general meetings
 - b) Chairing general meetings
 - c) Implementing the general meeting's decisions
 - d) Liaising with associations, professional bodies and external agencies in accordance with section 14 in matters of cooperation and collaboration
 - e) Preparing an annual report, which must be presented to the general meeting at the end of the first quarter of the following year
- (5) The deputy shall represent the chair when the chair is unavailable and support the chair in undertaking the chair's duties according to relevant instructions and paragraph (4).
- (6) Members shall support the executive board upon its requests in carrying out these tasks to the best of their ability.
- (7) Upon request by the executive board and agreement by the general assembly, additional observing members may join the executive board.
- (8) The executive board elects a treasurer from amongst executive board members
- (9) If an elected auditor resigns or retires, a auditor who is not member of the executive board must be selected by the executive board from amongst all members, who shall then perform this office until the end of the term of office. If no member is willing to assume the office, an independent tax consultant may do the auditing.
- (10) If a member of the executive board resigns or retires during the period of office, an extraordinary general meeting shall be called within four weeks in order to elect a new board member. If the entire executive board resigns or retires, an extraordinary general meeting shall be called within two weeks in order to elect a new executive board.

Section 11 Working groups

- (1) For the purpose of structuring its activities, the ISAQB may form working groups. Specific provisions are given in rules and regulations on working groups. Personal members are involved in one or more working groups.
- (2) The general meeting determines:
- a) The creation of working groups (temporary or permanent) as well as their dissolution
 - b) The names of working groups
 - c) The tasks of working groups
 - d) The head for each working group, who must be a personal member of the ISAQB

Section 12 General meeting

- (1) The general meeting is a meeting for all members of the association. It convenes at regular intervals. It shall be responsible for all tasks that have not been assigned to the executive board or any other body within the ISAQB by the articles of association or law. It shall be exclusively responsible for the following tasks:

- a) Electing and dismissing the executive board
 - b) Creating and dissolving working groups and electing and dismissing heads of working groups
 - c) Admitting and excluding members, notably honorary members
 - d) Amending the articles of association
 - e) Dissolving the ISAQB
 - f) Electing and dismissing auditors
- (2) Ordinary general meetings take place at least once a year. Extraordinary general meetings take place in addition when summoned by the executive board for exigent important reasons, or upon written request from at least one tenth of the members with a right to vote, stating the reasons for the request.
- (3) The chair invites members to general meetings in writing via e-mail addressed to the e-mail address to be provided by members with a notice of at least four weeks. Time and venue as well as the agenda must be provided in the invitation.
- (4) The general meeting is not open to the public. The chair may invite guests for specific agenda items. Upon request from a minimum of three members, the general meeting shall vote on the presence of guests by simple majority of those members who are present and have a right to vote.
- (5) Motions on the agenda or proposals for decisions by the general meeting shall be submitted in writing to the chair no later than two weeks prior to the general meetings. The chair shall announce in writing requests and proposals for decisions to members no later than one week prior to the general meeting. Such announcement may also be made by publishing it on a website named on the invitation.
- (6) Only the personal active members of the ISAQB have a right to vote in general meetings. If the ISAQB has ten or fewer than ten members, the general meeting shall have a quorum if at least half of the members with a right to vote are in attendance and/or represented. If the ISAQB has more than ten members, the general meeting shall have a quorum if at least one third of the members with a right to vote are present and/or represented. The chair may give associate and honorary members the right to speak.
- (7) The general meeting makes decisions by simple majority of all votes attending and/or represented. Abstentions do not count. Decisions on admitting or excluding members as well as amending the articles of association are made by a 2/3-majority of all votes attending and/or represented.
- (8) At the chair's instigation, decisions by members may also be made outside of general meetings via e-mail voting, whereby all members receive an e-mail requesting them to vote. If both members of the executive board do not wish to hold voting by e-mail, the decision shall be postponed until the next general meeting. In this case, too, only personal members have the right to vote. In this case, majorities shall always be based on the total number of personal members of the ISAQB rather than members taking part in the vote. The chair shall ensure that all members have the opportunity to make statements on the proposals for decisions. For that purpose, the chair may create an Internet forum, whose access details are communicated to all members as part of the e-mail vote. A period of at least two weeks shall be provided for voting.
- (9) Minutes on the proceedings and decisions in general meetings as well as on votes on decisions made in accordance with paragraph 8 shall be taken and signed by those taking the minutes and leading the general meeting. The person leading the general meeting shall determine who takes minutes at the latest at the start of the general meeting. The minutes of the meeting must be made available to the members within four weeks. Objections can only be raised within one month of the minutes being made available. Minutes must contain:

- Date, time and venue of the meeting
 - Name of the person leading the meeting and name of the person taking the minutes
 - Number of members attending
 - Ascertainment that the quorate meeting has been duly convened
 - Agenda
 - Motions filed, voting results (number of yes-votes, number of no-votes, abstentions, spoiled votes, mode of voting)
 - Motions for amendments to the articles and changes in the purpose
 - Decisions, which have to be recorded verbatim.
- (10) Members shall be present in a general meetings either if they are in attendance or if they are represented by another member through written proxy.
- (11) The general meeting elects two auditors from amongst its members who shall not be members of the executive board.

Section 13 Auditors

(1) Responsibilities

Two auditors audit the executive board's annual financial statement and give an opinion on whether approval may be granted. Whether funds are used for appropriate purposes is not checked in audits. An audit shall be carried out at least once a year and its results shall be reported in general meetings. Auditors work on a voluntary basis.

(2) Election

Both auditors are elected by the general assembly for a term of two years. Only personal members may be elected as auditors. Auditors must not be members of the executive board. If no member is willing to assume the office of auditor, the executive board shall place an assignment with an external specialist with the general meeting's approval. The same shall apply if an auditor resigns prematurely during an ongoing period of office.

(3) End of term of office

Auditors forfeit their function as soon as they cease to be members of the association. The term of office shall also end when auditors resign from their role voluntarily or are dismissed on the grounds of a decision made by the general assembly, for which a majority of 2/3 of all members with a right to vote is required.

Section 14 Collaboration with other organisations

(1) The International Software Architecture Qualification Board (ISAQB)

The ISAQB is an umbrella organisation for all national certified professional for software architecture boards. The ISAQB is actively involved in implementing the principles and rules that have been developed. In international meetings, the ISAQB is represented by its chair unless another personal member is assigned the role of delegate.

(2) Other national boards

The ISAQB may also cooperate bilaterally with other national boards, e. g., on the creation of curricula, examination questions, process definitions, administration of accreditations and certifications etc.

(3) Accreditation bodies

The ISAQB may appoint one ore more external accreditation bodies to support the ISAQB in accrediting training companies. Each appointed accreditation body must comply with and fulfil the accreditation rules and processes of the ISAQB.

- (4) **Certification bodies**
The ISAQB may appoint one or more external certification bodies (examination bodies) and assign the operative implementation of the examination system (examining candidates) to these. Certification bodies administer examinations and issue certificates. Each appointed examination body must adhere to and implement the rules and procedures for the ISAQB certification.
- (5) **Further organisations**
In subject-related or organisational matters, the ISAQB may cooperate with further professionally competent organisations on a national and international level, including:
- GI e.V. and its expert groups, GI's expert group 'SW-Architektur' in particular in subject-related matters
 - ASQF e.V. and its expert groups

Section 15 **Licence rights and other rights**

Members recognise that:

- (1) The ISAQB is the sole proprietor of the 'Certified Professional for Software Architecture' model.
- (2) The ISAQB shall be the exclusive holder of any copyright and any other protected rights that may arise through the activities of the ISAQB or its organs (licence rights, trademarks, patent rights etc).
- (3) The ISAQB shall be the exclusive proprietor of all results of the activities of the ISAQB, the general meeting and the working groups. Any work carried out by members in the context of the ISAQB shall exclusively be for the association's benefit.
- (4) The ISAQB may transfer such rights of use, e. g., by transferring the right to use examination questions to certification bodies.

Section 16 **Membership fees, reimbursement of expenditure, remuneration and cost**

- (1) Personal and honorary members of the ISAQB pay no membership fee. Sponsoring members are charged membership fees. The amount of the annual fee for associate members and its due date are determined by the general assembly.
- (2) All the association and managerial offices are carried out on a voluntary basis as a matter of principle.
- (3) The general meeting can decide if necessary – taking financial circumstances, the budgetary position and the budget plan adopted by the general meeting into account – that the association and managerial offices are to be carried out at cost, either on the basis of a written contract or against payment of a flat-rate allowance for expenses. The executive board shall be responsible for deciding on the design of any such written contract. No person must benefit from expenses that are not related to the purpose of the ISAQB or from disproportionately high remuneration.
- (4) The executive board can if necessary – taking financial circumstances, the budgetary position and the budget plan adopted by the general meeting into account – place assignments for activities for the association with third parties in return for payment of reasonable remuneration or fees.
- (5) Any cost associated with the foundation and registration of the ISAQB is borne by the ISAQB.

Section 17
Asset commitment

- (1) Should the entity be suspended or dissolved or should its purpose cease to be eligible for tax relief, the entity's assets shall be transferred to GI Gesellschaft für Informatik and its expert unit SW Architektur, upon which said assets must be used immediately and exclusively for charitable purposes, e.g. for the support of science and research.

Section 18
Foundation authorisation

The founding members authorise the chair to amend and modify the articles of association in the event that the register of associations or the tax authority should object to provisions made in the articles of association. Externally, this authorisation is unlimited. Internally, modifications or amendments to the articles of association may only be made by the chair if they conform to the purpose of the articles of association. The authorisation shall expire one half year after the registration of the ISAQB in the register of associations.