European Confederation of
**Institutes of**
**Internal Auditing**

# Internal Regulations of ECIIA asbl

## Clean version

Approved by the Extraordinary General Assembly of June 9, 2026.

*These Internal Regulations have been approved at the meeting of the ECIIA Extraordinary General Assembly of 9 June 2026, upon recommendation of the Board of Directors. Together with their Schedules, they replace and supersede all prior versions of the Internal Regulations/Internal Rules of Orders.*

## Article 1 – Criteria for membership (Article 5 of the Articles of Association)

The list of the countries that are member of the Council of Europe can be found here.

## Article 2 – Rights of the Affiliate-Full members (Article 7 of the Articles of Association)

Affiliate members have the right to receive the publications of the Association and updates on EU news impacting the profession.

Affiliate members are also invited, at their costs, to the activities of the Association that take place in Belgium.

Full members that have the highest membership have right to a permanent seat at the Board and are called the Big 5. This is applicable for the 5 members with the highest membership.

## Article 3 – Financing and membership fees (Articles 7 and 26 of the Articles of Association)

### 3.1. General Principle

The budget of the Association is mainly made up of (i) yearly membership fee paid by the members and (ii) contribution to the projects of the Association paid by members and/or interest third parties.

The principles applicable to the determination and payment of all membership fees and contribution to projects are the following (see next page):

1. Members pay a membership fee based on the number of members in their own Institute;
2. The number of members in each Institute is annually determined by the Board of Directors at least 15 calendar days before the date of the Ordinary General Assembly on the basis of the official number of average members in each Institute, as shown in the last available global statistics of the Institute of Internal Auditors Inc.;
3. The membership fees are decided and reviewed annually by the Ordinary General Meeting, upon proposal of the Board of Directors, on the basis of the budget of the Association;
4. Timing of the payment of the membership fees and contribution to the projects, in one or several instalments, is decided by the Board of Directors.

## 3.2. Membership Fee

All members pay a yearly membership fee:

- The 5 full members (big 5 members) that have the highest number of members in their own Institute pay a flat membership fee adapted yearly based on the budget of the Association.

- The other full members pay a variable membership fee per member affiliated in their own Institute. The fee by member is defined yearly based on the budget of the Association.

- The affiliate members pay a variable membership fee per member affiliated in their own Institute. The membership fee due per member is equal to 50% of the membership fee due by the full (except the big 5 full members that have the highest number of members in their own Institute and a flat fee).

## 3.2. Contribution to Projects

Specific projects can be financed by interested parties, members and non-members in accordance with provisions that will be agreed by the Board of Directors from time to time to suit the Association’s circumstances.

## Article 4 – Voting rights of the full members (Article 12 of the Articles of Association)

Voting rights of the full members are based on their number of members in their own Institute and on the strength of their financial contribution to the Association.

Full members are divided into the 4 levels below for the purpose of the determination of their voting rights:

| Level | Number of members | Voting rights |
|---|---|---|
| Level 1 | 5 full members that have the highest number of members (Big 5) | 6 votes |
| Level 2 | From 2,001 members | 3 votes |
| Level 3 | From 1,000 members to 2,000 members | 2 votes |
| Level 4 | From 1 member to 999 members | 1 vote |

Within each level, the voting rights are identical for all full members of that level.

Level of each full members is annually determined by the Board of Directors at least 15 calendar days before the date of the Ordinary General Assembly on the basis of the official number of average members in each Institute, as shown in the last available global statistics of the Institute of Internal Auditors Inc.

The level shall be communicated to each full member by the Board of Directors at least 15 calendar days before the Ordinary General Meeting together with the notice letters to attend the meeting.

## Article 5 – Written resolutions of the General Assembly (Article 12 of the Articles of Association)

If decisions have to be taken by written resolutions, the President sends the contemplated written resolutions to members of the Association (including to the affiliate members but only for their information, as they do not have the right to vote).

The written resolutions are sent by letter or any other written means (including electronic format).

The written resolutions enumerate the decision(s) to be taken, followed by the three possible voting modalities:

- In favor of the decision;
- Against the decision;
- Abstention.

As the case may be, working documents are attached to the written resolutions.

The written resolutions equally indicate the date upon which they must be sent back by the full members by letter or any other written means (including electronic format) to the registered office of the Association, duly completed and dated. The term granted to the full members to send back the written resolutions must be at least 15 calendar days, except in the case of substantiated emergency.

At the expiry of the term mentioned in the written resolutions, the President proceeds to the counting of the votes.

The President communicates to all members (including affiliate members), within 15 calendar days as of the said date of return, whether or not the decisions mentioned in the written resolutions have been validly taken, in compliance with the required voting majorities.

## Article 6 – Composition of the Board of Directors (Article 14 of the Articles of Association)

Each of the 5 full members that have the highest number of members proposes a preferred candidate for directorship to be presented to the General Assembly. In case the preferred candidate is not ratified by the General Assembly, it is recommended to select a reserve candidate.

The 5 full members that have the highest number of members in their own Institute are annually determined by the Board of Directors at least 15 calendar days before the date of the Ordinary General Assembly on the basis of the official number of average members in each Institute, as shown in the last available global statistics of the Institute of Internal Auditors Inc.

If one member on the list of the 5 full members that have the highest number of members does not want to get the right to present a candidate for the Board of Directors, the next member on the list (based on average membership communicated by the Institute of Internal Auditors Inc) will be automatically appointed as part of the 5 full big members for the purposes of this Article 6.

Directors elected upon proposal of the 5 full members that have the highest number of members are appointed by the General Assembly for a period of 2 years, even if the Board of Directors notices during their term of office that based on the last available global statistics of the Institute of Internal Auditors Inc. , the full member that they represent is no longer part of the 5 full members that have the highest number of members. In such case, their term of office can however not be renewed.

The full members will make sure to propose a delegate for a seat at the Board of Directors with sufficient seniority and experience and empowered by this full member.

All directors represent their own Institute and have the support from their own Institute.

## Article 7 – Committees and Working Groups (Article 17 of the Articles of Association)

The Board of Directors may set up Committees and Working Groups. These will:

- undertake detailed analyses in selected areas;
- draw up draft proposals;
- make recommendations to the Board of Directors.

The number of Committees and Working Groups, their role and their terms of reference will be agreed by the Board of Directors from time to time to suit the Association's circumstances.

## Article 8 – Written resolutions of the Board of Directors (Article 18 of the Articles of Association)

If decisions have to be taken by written resolutions, the President sends the contemplated written resolutions to all directors of the Association.

The written resolutions are sent by letter or any other written means (including electronic format).

The written resolutions enumerate the decision(s) to be taken, followed by the three possible voting modalities:

- In favor of the decision;
- Against the decision;
- Abstention.

As the case may be, working documents are attached to the written resolutions.

The written resolutions equally indicate the date upon which they must be sent back by the directors by letter or any other written means (including electronic format) to the registered office of the Association, duly completed and dated. The term granted to the directors to send back the written resolutions must be at least 8 calendar days, except in the case of substantiated emergency.

At the expiry of the term mentioned in the written resolutions, the President proceeds to the counting of the votes.

The President communicates to all directors, within 8 calendar days as of the said date of return, whether or not the decisions mentioned in the written resolutions have been validly taken, in compliance with the required voting majorities.

## Article 9 – Audit Committee (Article 21 of the Articles of Association)

### 9.1. Composition

The Audit Committee is composed of 3 delegates of full members that are freely elected by the General Assembly, on the basis of a list of candidates submitted by the Board of Directors.

The members of the Audit Committee cannot be delegates of full members that are represented at the 5 Board of Directors. Any director shall have to wait 2 years from the date of the end of his/her term of office as a director before being appointed as a member of the Audit Committee.

The members of the Audit Committee are appointed for a period of 2 years renewable 2 times for the same period.

The General Assembly may at any time dismiss the members of the Audit Committee.

The mandate of member of the Audit Committee is not remunerated, unless decided otherwise by the General Assembly and travel costs are not reimbursed by ECIIA.

Unless specifically decided otherwise by the General Assembly, the term of office of the members of the Audit Committee will come into effect at the end of the meeting of the General Assembly having appointed them and will expire at the end of the meeting of the General Assembly approving the annual accounts that is held 2 years later.

The Audit Committee elects a president of the Audit Committee among its members.

### 9.2. Vacancy

In the event that a vacancy occurs (including as a result of resignation), a new member of the Audit Committee can be appointed by the Board of Directors in accordance with the rules set out above. The term of office of the new member of the Audit Committee shall expire at the same time as the term of the replaced member would have expired. The confirmation of the appointment of the new member of the Audit Committee must be approved during the forthcoming meeting of the General Assembly (or by written resolutions).

### 9.2. Role

The Audit Committee shall inform the General Assembly on the adequacy and effectiveness of the Board of Directors' internal controls . In this context, the Audit Committee is authorized to:

- investigate any activity of the Board of Directors and seek any information it requires from the Association's employees, officers or members;
- meet the members of the Board of Directors or some of them in order to be informed of the actions taken by the Board of Directors;
- obtain outside legal or independent professional advice of any kind if it considers this to be necessary, at the cost of the Association, but subject to prior approval by the Board of Directors.

### 9.4. Meetings, notices, proceedings and representation

The Audit Committee will meet at least once a year before the Ordinary General Assembly.

The meetings of the Audit Committee are chaired by its president.

The Audit Committee may validly proceed if at least the majority of its members are present or represented. When this quorum is not reached, a new meeting of the Audit Committee shall be called no earlier than 7 calendar days after the previous meeting.

Each member of the Audit Committee has one vote. Decisions of the Audit Committee shall be taken by a simple majority of the votes cast. Members of the Audit Committee cannot be represented.

### 9.5. Minutes and reporting

The decisions taken by the Audit Committee shall be recorded in minutes, which are signed by the president of the Audit Committee after approval of its content by all members having attended the meeting of the Audit Committee. The minutes are circulated to all members of the Audit Committee and the Board of directors. They are also kept in a register, at the disposal of members of the Nomination Committee, at the registered office of the Association.

The Audit Committee shall present a report of its actions and deliberations at each Ordinary General Assembly.

## Article 10 – Nomination Committee (Article 22 of the Articles of Association)

### 10.1. Composition

The Nomination Committee is composed of 3 delegates: the President of the Association, a representative from the Board of Directors and a representative from the European CEOs Group. They are freely elected by the General Assembly, on the basis of a list of candidates submitted by the Board of Directors.

The members of the Nomination Committee are appointed for a period of 2 years. Their term cannot be renewed.

The General Assembly may at any time dismiss the members of the Nomination Committee.

The mandate of member of the Nomination Committee is not remunerated, unless decided otherwise by the General Assembly.

Unless specifically decided otherwise by the General Assembly, the term of office of the members of the Nomination Committee will come into effect at the end of the meeting of the General Assembly having appointed them and will expire at the end of the meeting of the General Assembly approving the annual accounts that is held 2 years later.

The Nomination Committee elects a president of the Nomination Committee among its members.

The Nomination Committee may decide to admit directors or any third parties to the meetings of the Nomination Committee. Those admitted people may voice their opinion, but do not have the right to vote.

### 10.2. Vacancy

In the event that a vacancy occurs (including as a result of resignation), a new member of the Nomination Committee can be appointed by the Board of Directors in accordance with the rules set out above. The term of office of the new member of the Nomination Committee shall expire at the same time as the term of the replaced member would have expired. The confirmation of the appointment of the new member of the Nomination Committee must be approved during the forthcoming meeting of the General Assembly (or by written resolutions).

### 10.3. Role

The Nomination Committee shall oversee the appointment process of the Board of Directors and the Audit Committee.

The responsibilities of the Nomination Committee shall include:

- overseeing and recommending the procedures for nomination and election of the Board of Directors and the Audit Committee;
- considering and preparing a description of the role and competencies required for the directors and the members of the Audit Committee;

- identifying candidates to fill Board of Directors vacancies in accordance with the following criteria:

    1. regional representation (e.g. Nordic countries, Central countries, South countries and Eastern countries);
    2. representation of small and medium size Institutes;
    3. competencies criteria of the candidate;
    4. experience criteria of the candidate;
    5. sector of activities of the candidate;
    6. function in the Association of the candidate;
    7. diversity;
    8. availability of the candidate to be active at the Board of Directors;
    9. support of the Institute of the candidate.

- identifying candidates to fill Audit Committee vacancies in accordance with the following criteria:

    1. representation criteria;
    2. competencies criteria of the candidate;
    3. experience criteria of the candidate;
    4. availability of the candidate to be active at the Audit Committee.

- reviewing succession planning for directors and members of the Audit Committee members;

- determining the eligibility of candidates to be elected as directors and members of the Audit Committee;

- reviewing the size, composition, skills and experience of the Board of Directors and making recommendations for change taking into account the challenges and opportunities facing the Association;

- reviewing annually the Committees' terms of reference and their effectiveness and recommending any changes required as a result of this review.

### 10.4. Meetings, notices, proceedings and representation

The Nomination Committee will meet at least once a year before the Ordinary General Assembly.

The Nomination Committee meets upon request of its president each time the interests of the Association so requires.

The notice letters to the attend the meetings of the Nomination Committee shall be communicated (by post, email or any other means of communication) at least 7 calendar days before the date of the meeting or 2 working days in case of emergency.

The notice letter will encompass the agenda. As the case may be, the working documents are attached to the notice letter.

The meetings of the Nomination Committee are chaired by its president.

The Nomination Committee may validly proceed if at least the majority of its members are present or represented. When this quorum is not reached, a new meeting of the Nomination Committee shall be called no earlier than 7 calendar days after the previous meeting.

Each member of the Nomination Committee has one vote. Decisions of the Nomination Committee shall be taken by a simple majority of the votes cast.

Members of the Nomination Committee cannot be represented.

Items which are not on the agenda may not be discussed unless all members of the Nomination Committee are present or duly represented.

### 10.5. Minutes and reporting

The decisions taken by the Nomination Committee shall be recorded in minutes, which are signed by the president of the Nomination Committee after approval of its content by all members having attended the meeting of the Nomination Committee. The minutes are circulated to all members of the Nomination Committee and the Board of directors. They are also kept in a register, at the disposal of members of the Nomination Committee, at the registered office of the Association.

The Nomination Committee shall present a report of its actions and deliberations at each Ordinary General Assembly.

## Article 11 – Chief Executive Officer (Article 23 of the Articles of Association)

The CEO fulfils his/her role in accordance with the job description and work plan agreed with the Board of Directors. He/she is bound by the decisions and instructions of the Board of Directors.

# ANNEXES

The following annexes form an integral part of the Internal Regulations.

# ANNEX 1

# ECIIA Competition Law of Conduct

## This Competition Compliance Policy State Main Principles and Rules:

1. Competition law prohibits certain behaviour by undertakings or associations of undertakings, including entering into agreements that appreciably restrict competition or the unilateral abuse of a dominant position. Compliance with competition law is of primary importance and failure to comply can have severe consequences such as significant fines, third-party claims for damages, void and unenforceable contracts, and reputational damage.

2. The ECIIA is subject to competition law.

3. With this Code of Conduct, the ECIIA sets out its commitment to upholding European and national competition laws when carrying out its activities. The ECIIA will not tolerate, facilitate, sponsor or participate in any activity that does not comply with European or national competition laws. Moreover, with this statement, ECIIA acts to increase awareness of competition rules among all participants in the ECIIA's activities (including ECIIA members and the undertakings that those members represent) in order to ensure that they co-operate fully with the ECIIA's policy of compliance with competition law.

This document sets out the ECIIA's policy on competition law issues and provides guidance to ensure compliance with relevant competition law in the framework of ECIIA activities, including:

- in ECIIA committees, working groups, project groups and any other structures created by, managed by or affiliated with the ECIIA;

- the ECIIA's participation in the activities of other organisations, such as advisory groups, discussion fora and international organisations.

## The ECIIA is committed to the following policies and principles:

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|---|---|
| i. | The ECIIA does not tolerate, facilitate, sponsor or participate in anti competitive concerted practices and/or agreements (irrespective of the form) or discussions relating to commercially sensitive topics between the members. |
| ii. | The members are not restricted in taking independent decisions in relation to commercially sensitive matters. |
| iii. | The members are not required to adhere to any standards, with the exception of those that are legally required by law or required by the relevant European or national regulators. |
| iv. | The ECIIA only issues non-binding principles and recommendations for sound professional practices that are based on objective criteria and do not relate to any competitive parameters or conditions. If the Members decide to adopt these principles and recommendations, they are free to adapt them as they see fit. |
| v. | The ECIIA will only be involved in the collection and dissemination of qualitative and quantitative information, including statistical data, with the aim of providing general information related to the profession. The participation in such exercises will be voluntary. Moreover, the ECIIA will only be involved in gathering current or historic data, which will be processed by the staff OF ECIIA or, in the case of outsourcing, by an independent third party who is subject to confidentiality undertakings. The output of such exercises will be anonymised and aggregated to the extent that the members do not receive commercially 11 sensitive information and cannot derive commercially sensitive information on the basis of the output. |
| vi. | The ECIIA issues related to representing the organisation than company-specific issues when engaging in lobbying and remains within the boundaries of normal lobbying activities that take place in an open, objective, transparent and non-discriminatory framework. |

4. In practice, the mentioned policies and principles entail that, amongst other things, the following behaviour is prohibited during and in the context of meetings of the ECIIA, its committees, working groups, project groups and any other structures created by, managed by or affiliated with the ECIIA:

| | |
|---|---|
| i. | Agreements (irrespective of the form), discussions or exchanges of non-public information about commercially sensitive topics, including but not limited to premium rates, costs, margins, discounts, conditions, risk exclusions, current and future investments, and strategic plans. |
| ii. | Agreements (irrespective of the form) or discussions on the division and/or allocation of markets or customers. |
| iii. | Agreements (irrespective of the form) or discussions on limiting or controlling output or technical developments. |
| iv. | Agreements (irrespective of the form) or discussions to blacklist or boycott competitors, suppliers or customers. |
| v. | Agreements (irrespective of the form) or discussions relating to the participation in tenders and the pricing strategy pursued therein. |

5. The ECIIA also commits to not tolerate, facilitate, sponsor or participate in the above mentioned behaviour during and in the context of meetings of other organisations, such as advisory groups, discussion fora and European and international organisations, that are attended by the ECIIA.

6. **With the aim to exclude the risk of competition law infringements, the following guidelines should be strictly adhered to for all meetings of the ECIIA, its committees, working groups, project groups and any other structures created by, managed by or affiliated with the ECIIA:**

| | |
|---|---|
| i. | At the beginning of each meeting, reference is made to this Competition Law Policy Statement by the chair of the meeting and the meeting participants confirm that they act in full compliance with competition law during and in the context of the meeting. |

| | |
|---|---|
| ii. | Meetings will only cover generic sector issues that are clearly removed from competitive parameters. |
| iii. | Each meeting must proceed on the basis of a written agenda that is clear and unambiguous. Discussions during the meeting must be confined to the topics listed on the agenda. |
| iv. | Minutes (or conclusions) of each meeting must be drawn up and must be accurate, clear and unambiguous. |
| v. | Immediate objections must be raised if topics are discussed that are problematic from a competition law perspective (see above). Any objections must be clearly recorded in the minutes. The meeting must be terminated immediately if the discussion continues. Such incidents must be immediately reported to the secretariat of the ECIIA. |

7. In case of doubt or questions about whether certain conduct or discussions are compatible with competition law, it is recommended to consult with secretariat of ECIIA.

# ANNEX 2

# Board Code of Conduct

## *Code of Conduct for ECIIA Board Members adopted in January 2026*

This Code of Conduct complies and is aligned with the Articles of Association of ECIIA and the Internal Regulations approved by the General Assembly of January 24, 2025. Please refer to the relevant extracts of the ECIIA Articles of Association and Internal Regulations below – Annex I (on pages 4-5 of this document).

*"In signing this Code of Conduct, Board members agree to abide by its rules and respect and support the complaints and redress procedure".*

Board members will be physical persons, recognised for their leadership, commitment, integrity, practice of the rules of anti-corruption and anti-bribery policies and professionalism. Once elected, they serve in the best interests of the organisation.

Upon appointment, Board members carry a collegiate mandate to represent the entire organisation of ECIIA to the best of their abilities. They will act as one to fulfil that mandate, setting aside any influence and constraints that might impede their full commitment to fulfilling the organisation's mission. The Board of Directors provides vital insight, foresight and oversight to ECIIA.

**The Board:**

- establishes the vision and mission of the organisation, guiding and setting the pace for its current operations and future development;
- sets the strategy and structure by evaluating present and future opportunities, determining and deciding on strategic options, setting out the business priorities;
- ensures that the organisation's capabilities match the means for implementing strategies and delegates authority to management ensuring that internal controls are effective;
- exercises accountability towards members and stakeholders alike, advising the management on project or financial challenges for ECIIA.

# ANNEX 2

# Board Code of Conduct

## *Code of Conduct Principles*

To that end, Members of the Board will together and individually:

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|---|---|
| 1. Espouse the purpose of the organisation. Proactively engage in and hold themselves accountable to practising the values of the organisation, and striving to fulfill its mission. | TALK THE TALK |
| 2. Act as role models and be honest with others and true to themselves in upholding a reputation for integrity and excellence, as well as a scrupulous regard for the highest standards of conduct and personal integrity. In particular, Board members will refrain from bringing the organisation into disrepute directly or indirectly, through inappropriate oral or written communications on any traditional or digital platform. | DUTY OF CARE |
| 3. Serve with respect, concern, courtesy, and responsiveness in carrying out the organisation's mission. Conduct organisational and operational duties with positive leadership exemplified by open communication, creativity and dedication. | |
| 4. Avoid any interest or activity that is in conflict with the conduct of official duties. Disclose his/her involvement with other organisations, businesses or individuals where such a relationship might be viewed as a conflict of interest. Respect and protect privileged information, in particular, in relation to personnel matters, to which she/he has access in the course of official duties. | AVOID CONFLICT OF INTEREST DUTY OF CONFIDENTIALITY |

| | |
|---|---|
| 5. Attend organisational meetings, and support actively the messaging and stance of the organisation in that regard. Only make formal external statements in line with an agreed mandate and communication content agreed by the Board acting collegially. | SPEAK WITH ONE VOICE EXTERNALLY |
| 6. Refrain from giving direction as an individual Board member to the executive and staff. Refrain from discussing staff or executive leadership performance without Board authority to do so. | RESPECT OF EXECUTIVE TEAM AND REPORTING LINES |

## *Board meeting Conduct*

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|---|---|
| 7. Endeavour to attend all Board meetings in person or online. A Board member can be dismissed by the General Assembly if she/he has not attended 3 consecutive meetings OR more than 50% of the meetings in a calendar year without valid reason assessed by the CEO and President. Members will prepare for Board and other organisational meetings by reviewing the meeting agenda and supporting materials. | REGULARITY OF ATTENDANCE ACTIVE INFORMED ATTENDANCE |
| 8. In striving to support and reach consensus, endeavour to represent the broader interests of members and stakeholders. On matters of particular sensitivity or importance, be balanced in their efforts to understand other Board members and to be understood. | PRACTICE INTEGRITY |
| 9. Not disclose or discuss differences of opinion on the Board with those who are not on the Board. The Board should communicate externally and internally with "one voice". Refrain from creating factions and encourage free and open discussion at Board meetings. | "LAS VEGAS RULE" AND SPEAK AS ONE VOICE |

| | |
|---|---|
| 10. Be willing to be a dissenting voice, endeavour to build on other Directors' ideas, offer alternative points of view as options to be considered and invite others to do so too. Once a Board decision is made, support the decision even if one's own view is the minority one. | STEP OUT OF COMFORT ZONE FOR COMMON GOOD |

## *Accountability and Redress*

The Board of Directors may decide to suspend or expel a Board Director if she/he:

- Acts or behaves in a way likely to harm the interests of the organisation;
- Seriously breaches the Articles of Association, internal rules or any codes of practice or conduct which the organisation has drawn up;
- Acts contrary to the purpose of the organisation.

The Board of Directors will take a decision by majority vote to make a recommendation to the General Assembly as to the measures to be taken.

The General Assembly will then vote to adopt or reject the recommendation based on a simple majority vote, according to ART 8 para 5 of the Articles of Association.

## *ANNEX I. RELEVANT EXTRACTS FROM ARTICLES OF ASSOCIATION:*

## *Resignation, suspension and expulsion of members (applicable to all)*

(ART 8. Para 5): Without prejudice to the above provisions and to the provisions of Article 5 last paragraph, any member who:

1. fails to meet the criteria for membership, and/or
2. fails to fulfil its obligations under the Articles of Association, the Internal Regulations, and/or
3. acts in a manner which is seriously injurious to the interests of the Association and/or
4. acts contrarily to the common values and ethics of the Association

may be expelled by a resolution of the General Assembly which, after having heard representations in the defence of the member concerned, shall take its decision with a simple majority of the votes cast. The member concerned will not be entitled to vote on the resolution of expulsion nor shall it count for the attendance quorum.

The 10 Board members are appointed by the General Assembly (ART 14): The term of appointment is for a period of two years renewable 2 times for the same period. After a period of 2 years after expiry of the last term of office, former directors are again eligible for election as directors. The term of office will come into effect at the end of the meeting of the General Assembly having appointed them and will expire at the end of the meeting of the General Assembly approving the annual accounts that is held 2 years later.

At all times, the Board must be composed of delegates proposed by the full members in accordance with the rules laid down in the Internal Regulations. The delegates are freely elected by the General Assembly on the basis of a list of candidates submitted by the full members.

The powers of the Board of Director include (ART 16): The Board of Directors shall be vested with the powers to undertake any act necessary or useful to achieve the purpose and objectives of the Association, including the definition of the strategy, the power to perform any act of management and administration which falls within the purpose of the Association, except for those powers that the law or these Articles of Association reserve to the General Assembly.

The Board of Directors shall approve the annual accounts and draft budget and submit them to the Ordinary General Assembly.

The Board will meet at least twice a year (ART 18 - extracts): The notice letters to attend the meetings of the Board of Directors shall be communicated (by post, email or any other means of communication) at least 7 calendar days before the date of the meeting or 2 working days in case of emergency.

The notice letter will encompass the agenda. As the case may be, the working documents are attached to the notice.

The meetings of the Board of Directors are chaired by the President or, in his/her absence, by the Vice-President, or in his/her absence, by another director appointed by the Board of Directors.

The Board of Directors may validly proceed if at least the majority of its directors are present or represented. Each director has one vote. Unless otherwise provided in the Articles of Association, decisions of the Board of Directors shall be taken by a simple majority of the votes cast. Items which are not on the agenda may not be discussed unless all directors are present or duly represented and there is unanimous decision of the Board of Directors to discuss such items.

Officers of the Association (ART 20): The Board of Directors elects 2 Officers among its members:

- a President;
- a Vice-President.

The Officers shall be elected for a period of 2 years, renewable once. The outgoing President is not entitled to stand for Vice-President (and conversely). The Vice-President may apply to become President (to the condition that the 6 years' time limit referred to in article 14 § 2 of the Articles of Association is observed).

The Board of Directors may at any time dismiss the Officers. In any event, the mandate of Officer automatically ends with the end of mandate as director, for whatever reason.

## *ANNEX II. RELEVANT EXTRACT FROM INTERNAL REGULATIONS OF ECIIA (ART 6)*

Each of the 5 full members that have the highest number of members proposes a preferred candidate for directorship to be presented to the General Assembly. In case the preferred candidate is not ratified by the General Assembly, it is recommended to select a reserve candidate.

The 5 full members that have the highest number of members in their own Institute are annually determined by the Board of Directors at least 15 calendar days before the date of the Ordinary General Assembly on the basis of the official number of average members in each Institute, as shown in the last available global statistics of the Institute of Internal Auditors Inc.

If one member on the list of the 5 full members that have the highest number of members does not want to get the right to present a candidate for the Board of Directors, the next member on the list (based on average membership communicated by the Institute of Internal Auditors Inc) will be automatically appointed as part of the 5 full big members for the purposes of this Article 6.

## ANNEX 3

# Job Profiles – Officers of the Board and General Assembly of ECIIA President and Vice President

*N.B. This document should be read and applied in conjunction with the ECIIA Board Member Profile and the Board Member Code of Conduct.*

### I. RELEVANT EXTRACTS FROM ARTICLES OF ASSOCIATION AND INTERNAL REGULATIONS

### Duration of the mandate: The 10 Board members are appointed by the General Assembly (ART 14):

The term of appointment is for a period of two years renewable 2 times for the same period. After a period of 2 years after expiry of the last term of office, former directors are again eligible for election as directors.

The term of office will come into effect at the end of the meeting of the General Assembly having appointed them and will expire at the end of the meeting of the General Assembly approving the annual accounts that is held 2 years later.

At all times, the Board must be composed of delegates proposed by the full members in accordance with the rules laid down in the Internal Regulations. The delegates are freely elected by the General Assembly on the basis of a list of candidates submitted by the full members.

### Officers of the Association (ART 20):

The Board of Directors elects 2 Officers among its members:

- a President;
- a Vice-President.

The Officers shall be elected for a period of 2 years, renewable once. The outgoing President is not entitled to stand for Vice-President (and conversely). The Vice-President may apply to become President (to the condition that the 6 years' time limit referred to in article 14 § 2 of the Articles of Association is observed).

The Board of Directors may at any time dismiss the Officers. In any event, the mandate of Officer automatically ends with the end of mandate as director, for whatever reason.

In as much as possible and as a means of informal consultation to ensure continuity and consistency, the President will evolve with the past and future President in a Troika, seeking advice and input, ensuring continuity and consistency were required.

## II. BOARD AND GENERAL ASSEMBLY PRESIDENT

Main attributes:

- The President convenes and presides over the General Assembly and the Board of Directors.

- She/he is chosen amongst peers and will present proven leadership experience and skills, and the ability to uphold and enhance the standing of the organisation.

- The President will commit in time and personal engagement to the further development of the organisation and will represent the organisation in external events and statements, as mandated.

- With excellent communication skills and proven integrity, the President will ensure that workable and sustainable solutions are found in a timely way and that decisions are taken and duly recorded.

Main responsabilities:

- Presiding over the Board and General Assembly meetings and overseeing the implementation of decisions taken therein.

- Leadership and coordination of the Board of Directors, as such ensures that the Board is properly briefed on issues arising at Board meetings and receives, in a timely manner, adequate information which must be accurate, clear, complete and reliable, to enable it to fulfil its duties.

- Ensures that the Board as a whole plays a full and constructive part in the development and determination of the organisation's strategies and policies, and that Board decisions taken are in the best interests of ECIIA and fairly reflect the Board's consensus.
- Ensures that the strategies and policies agreed by the Board are effectively implemented by the CEO and the management.
- Ensures a culture of openness and constructive debate that allows for a range of views to be expressed.
- Ensures the good governance and conduct of the Board meetings and members.
- Sets an appropriate agenda and ensures that adequate time is available for discussion of agenda items including opportunities to hear from senior management.
- Liaises with the CEO in the best interests of the organisation.
- Sets out the desired outcomes at the end of the term of office, including sound finances, a good succession and a viable long-term strategy.

## III. BOARD AND GENERAL ASSEMBLY VICE PRESIDENT

Main attributes (refer to President above):

- To act as deputy and back up to the Board and General Assembly President and undertake responsibilities as delegated by the President.

Main responsabilities:

- To act as deputy to the President when and as requested.