

Information Systems Audit and Control Association New Delhi Chapter - Rules & Regulations of Society

Article I.

A. Name of the Society:

The name of this non-union, non-profit organization shall be **Information Systems Audit and Control Association – New Delhi Chapter**, hereinafter referred to as “Chapter”, a Chapter affiliated with the Information Systems Audit and Control Association (ISACA) USA, hereinafter referred to as the “Association”. The Chapter, apart from its innate affiliation with the international Association, is an independent entity from any other association, enterprise, or entity.

B. Registered Office:

The present Registered Office of the chapter is as below:

230 MIG – DDA FLATS, Prasad Nagar, New Delhi 110005

Article II.

Purpose

Chapter's Purpose

The primary purpose of the Chapter is to promote the education of individuals for the improvement and development of their capabilities relating to the auditing of, management consulting in, or direct management of the fields of IT Governance, IS audit, security, control and assurance.

The objectives of the Chapter are:

- To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, security, control and assurance;
- To encourage an open exchange of IT governance, IS audit, security, control, and assurance techniques, approaches, and problem solving by its members;
- To promote adequate communication to keep members abreast of current events in IT governance, IS audit, security, control and assurance that can be of benefit to them and their employers;

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- To communicate to management, auditors, universities, and to IS professionals the importance of establishing controls necessary to ensure proper IT governance and the effective organization and utilization of IT resources; and
- To promote the Association's professional certifications and IT governance.

Article III.

Membership, Other Conditions, Dues and Privileges

Section 1. Classifications and Qualifications

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

A. Member — any person interested in the purpose and objectives of the Chapter as stated in Article II shall be eligible for membership in the Chapter, and the Association, subject to rules established by the Association Board. Members shall be entitled to vote and to hold office.

B. Retired Member — any member, who presents proof of retirement status, subject to rules established by the Association Board. Retired members shall be entitled to vote and shall be entitled to hold office at the Chapter level.

C. Student Member — full time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board. Proof of enrollment shall be submitted annually. Student members shall be entitled to vote and shall not be entitled to hold office at the Chapter level.

Section 2. Admission

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

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• Section 3. Dues

- A. Chapter dues shall be payable on or before 1 January of each year, as determined by the Chapter Board plus Association dues.
- B. A member whose dues are in arrears for more than 60 days shall cease to be a member.
- C. A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as required.
- D. Resignation — any member who resigns shall not be entitled to a refund of his/her annual membership dues.

Section 4. Other Privileges of Members

Members may also be entitled to inspect the records of the chapter provided such records are available in the Office of the Chapter.

Article IV

Chapter Committees

Section 1.

Program Committee

There shall be a Program Committee, which will be chaired by the Vice President, with the objective of developing and implementing the Chapter training and development events for the year.

Section 2.

Other Committees

There shall be the following standing committees:

1. Membership
2. Education
3. Certification
4. Publications
5. Long Range Planning
6. Executive
7. Member Relations
8. Bylaws
9. Any other committee which the Chapter may find necessary to constitute for the effective management and functioning of the Chapter.

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Section3.

Duties of Standing Committees.

A. **The Membership Committee** shall promote interest in the Chapter, and in the Association, and conduct an ongoing membership campaign. When requested by the Association, the local Chapter, through its membership committee, shall receive and forward applications for membership to the Association.

B. **The Education Committee** shall recommend and oversee seminars and programs of professional education, except exam review courses

C. **The Certification Committee** shall assist the Chapter certification coordinator(s) in promoting ISACA certification examinations and professional designations locally, and shall provide assistance in planning and conducting chapter's exam review courses.

D. **The Publications Committee** shall organize the publication and distribution of the Chapter News Letter and related Publications.

E. **The Long Range Planning Committee** shall review the affairs of the Chapter and make recommendations to the Chapter Board and the chapter members concerning ways and means by which the Chapter's purpose given in Article II can be met. The committee shall consist of a chairperson appointed by the president plus at least four additional members approved by the Chapter Board. The term of office shall be one year. It shall be the duty of this committee to develop a strategic plan, to regularly review the adopted plan, and to prepare and submit plan amendments to the Chapter Board for adoption.

F. **The Executive Committee** shall assist the Chapter Board on matters referred to the Committee by the Chapter Board.

G. **Member Relations Committee** shall review the complaints/suggestions of the members and shall forward its recommendations to the Chapter Board.

H. **The Bylaws Committee** shall be appointed by the President and approved by the Chapter Board. The Committee shall report to the Chapter Board and shall maintain the bylaws. The bylaws committee shall expedite the process of changing the bylaws in accordance with Article XVII of the bylaws, assure that all proposed changes conform to any local laws, examine the consistency of the proposed changes with other provisions of the bylaws and with those of the Association, and suggest wording for proposed changes. The bylaws committee shall propose to the board for approval such procedures as may be considered necessary.

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Article V

Governing Body

Section 1.

Composition of the Chapter Board:

The Chapter Board shall consist of the officers listed in Article VII, Section 1.

Section 2.

Duties:

The Chapter Board shall:

- A. Supervise the affairs, manage and conduct the business of the Chapter and as such discharge functions assigned to it.
- B. Make suitable recommendations for the enjoyment of membership.
- C. Be subject to the resolutions passed at the AGM and the orders of the membership.
- D. The regular meetings of the Chapter Board shall be held every month preferably on the Second Saturday of each month. A Director/member of the Chapter Board, in case unable to attend the Chapter Board Meeting consecutively for three times, shall be disqualified for that term from continuing as the Director/member of the ISACA New Delhi Chapter Board, although the Chapter Board may permit such absence under exceptional circumstances
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the chapter.

Section 3

Financial Authority:

The Chapter Board shall have the authority to:

- A. Approve the Annual Budget and accordingly expend and allocate funds to carry out the chapter activities. The Chapter Board, for a smooth operation, shall delegate to the President Powers to incur day-to-day expenditures, within the approved Budget estimates, in a most economical manner.
- B. Authorize non-budgeted expenditure not exceeding Rs.1,00,000.00 (Rs. One Lakh) only, without prior approval of the of the membership.

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- C. Acquire, use or dispose properties, moveable or immoveable, belonging to the Chapter, as the Board may deem fit and proper and in the interest of the Chapter.

Section 4

Quorum:

A majority of the Chapter Board shall constitute a quorum for any Chapter Board meeting.

Article VI

Chapter Meetings

Section1.

Regular Meetings:

Regular meetings of the chapter membership shall be held once in two months. There will be minimum 5 meetings unless otherwise ordered by the chapter board and shall be for the purpose of conducting the regular business of the chapter.

Educational Sessions:

Educational sessions of the chapter membership shall be held on every second Saturday of the month – unless otherwise ordered by the chapter board.

Section 2.

Annual General Meeting:

The annual general meeting shall be held in June unless otherwise ordered by the chapter board.

The AGM shall be for the purpose of:

- discussion on Directors Report along with adoption of the audited Annual Accounts for the previous year
- electing officers
- appointment of Auditors, and
- any other business that may arise, pertaining to the Chapter.

Section 3.

Special Meetings:

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Special Meetings of the members may be called by the President or by the Chapter Board, or upon written request of at least twenty members. The purpose of the meeting shall be stated in the Notice.

Section 4.

Quorum:

A. Twenty members shall constitute a quorum at any regular, annual general or special meeting. In absence of quorum, the meeting will be adjourned and reconvened one week later. The new date and time will be communicated to members.

Section 5.

Act of the Membership

The affirmative vote of the majority of the members at any chapter meeting shall constitute an act of the membership.

Section 6.

Notification

- Members shall be notified 21 Days in advance of the annual general meeting.
- Members shall be notified at least 10 days in advance of any Special Meeting of members except in case of emergency.
- Notification may be by postal mail, courier, or by email as registered with ISACA HQ.

Section 7.

Mail of Electronic Voting

If required, paper mail or electronic means may be used for the purposed of membership voting on resolutions approved by the Chapter Board, and such correspondence will be considered a special meeting for the purposes of these bylaws.

Article VII.

Chapter Officers

Section 1.

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Numbers of Chapter Officers and Appointment

The Officers of the Chapter shall be 15 (fifteen) in number, constituting: President, Vice President, Secretary, Joint Secretary, Treasurer, immediate Past President and 9 directors.

Section 2.

Term of Chapter Officers

A. The Officers, except the immediate Past President, shall be elected for a term of two years or until their successors are elected and assume office, or until they resign or are removed from office. The term of office shall begin at the close of the annual meeting at which they are elected.

B. No member shall hold more than one office at a time unless authorized by the Chapter Board and no member shall be eligible to serve more than two consecutive terms in the same office.

C. The Chapter Officers shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted by the Chapter.

Section 3.

Duties of Chapter Officers

President

The Chapter President shall:

- Preside at all meetings of the Chapter and the Board.
- Appoint all standing Committee chairpersons and other committees as authorized by the Chapter Board.
- Be an ex-officio member of all committees except the Nominating Committee.
- Represent the Chapter at Leadership Conferences and other conferences and functions, where appropriate or appoint another Chapter Board member as representative
- Present an annual report to members at the annual general meeting - such report to consist of reports from various Chapter officers and committees,
- Supervise budgetary matters and proper internal control of finances, and
- Maintain communications with the Association and respond to Association enquiries,
- Be responsible for submission of the required annual Chapter reports to the International Association within 30 days after the Annual General Meeting.
- Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.

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Vice President

The Chapter Vice President shall:

- Be an active aid to the President.
- Perform the duties of the President in the event of his/her absence or disability.
- Chair the committees as directed by the Chapter Board.
- Perform other duties as pertain to this office.

Secretary

The Chapter Secretary shall:

- Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting, and maintain a copy of the records.
- Maintain accurate lists of the membership and attendance records.
- Be responsible for the legal affairs, Chapter reports and communications and correspondence pertaining to the Chapter.
- Assist the President in the administration of Chapter membership meetings, and
- Perform other duties as pertain to this office.

Joint Secretary

The Joint Secretary shall:

- Be an active aid to the Secretary.
- Perform the duties of the Secretary in the event of his/her absence or disability.

Treasurer

The Chapter Treasurer shall:

- Be custodian of Chapter funds.
- Receive all money and disburse funds only upon the sanction of the Chapter Board
- Remit dues to the International as required.
- Submit a written report at each regular meeting.
- Submit books and records for audit when required
- In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association
- Submit annual financial statements for presentation to the membership at the annual general meeting, and for inclusion in the Chapter Annual Report,
- Submit books and records for audit when required,

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- File any and all tax forms required.
- Perform other duties as pertain to this office.

Immediate Past President

The Immediate Past President of the Chapter shall:

- Serve in an advisory capacity.
- Perform other duties as pertain to this office.

Director

Contribute to the work of the Chapter Board on a wide variety of topics and projects, as directed by the President and Chapter Board.

Section 4.

Chapter Officer Vacancies

- If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.
- If a vacancy should occur in any other office, except that of Immediate Past President, the vacancy shall be filled by the Chapter Board.
- If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled by routine succession.
- If a chapter officer's membership in the Association shall for any reason terminate, that individual's position as chapter officer shall automatically become vacant.

Article VIII.

Fiscal year & Annual Financial Statements

- A. The fiscal year of the Chapter shall run from 1st April to 31st March unless otherwise established by the Chapter Board.
- B. The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter Board, presented to members at the annual general meeting, and submitted as part of the Chapter Annual Report to the Association.

Article IX.

Source of Income and Utilization

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Chapter dues, subscriptions, donations, grants-in-aid and gifts from the members and the general public shall be the source of income of the Chapter. All the income of the Chapter shall be utilized keeping in view the interests of the Chapter and for achieving the aims and objectives of the Chapter.

Article X.

Bank Account Operation

The Bank Account of the Chapter shall be operated by at least two signatories. The first signatory shall be the President and the second signatory shall be such officer of the Chapter Board as may be authorized by the Chapter Board. In case the President is not present then the Account shall be operated by at least three signatories one of which will be Secretary.

Article XI.

Insurance

The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter.

Article XII.

Audit

An independent Chartered Accountant Firm of at least 2 yrs. standing shall be appointed as the auditor of the Chapter at every Annual General Meeting and shall hold the office until the conclusion of the next Annual General Meeting. The Auditor shall present the audit report at the Annual General Meeting. A copy of the Audit report shall be forwarded to the International Association after it has been adopted at the Annual General Meeting.

Article XIV.

Nominations and Elections

Nominations

A Nominating Committee of three members shall be elected in the following manner:

- A. At a regular meeting in the month of April a Nominating Committee shall be elected by the membership. The immediate Past President shall be the Chairman of the Nominating committee. The Nominating Committee shall have members of good standing and those who have consented to serve.

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- B. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall nominate candidates for offices to be filled at the Annual General Meeting.
- C. The nominating committee shall report to the membership at the regular meeting.
- D. Nominations from the floor shall be permitted prior to the election. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest form.

The Secretary of the chapter shall be responsible to coordinate and assist Nomination Committee in keeping logistic and other assistance.

Elections

Section 1.

Election of Officers:

- A. Officers shall be elected by ballot.
- B. In the event there is only one candidate, for any office, voting on that office may be by voice.

Article XV.

Annual List of Managing/Governing Body

Once every year a list of the Office-Bearers and Members of the Governing Body of the Society shall be filed with the Registrar of Societies, Delhi as required under section 4 of the Societies Registration Act 1860.

Article XVI.

Legal Proceedings (Section 6 of the Act)

The chapter may sue or be sued in the name of the President/Secretary as per provision laid down under section 6 of the Societies Registration Act 1860, as applicable to the Union Territory of Delhi.

Article XVII.

Amendment of Chapter Bylaws

The Chapter Board shall approve all suggested bylaw changes and forward them to the Membership Division of the Association, with changes indicated. The Association must give approval to all bylaw changes prior to them being submitted for a vote by chapter membership.

Chapter bylaw amendments will be approved, at any chapter meeting, by a two-thirds (2/3) vote, provided that the amendment has been submitted in writing at the previous meeting, or has been mailed or e-mailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Membership Division of the Association will be

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advised that the Bylaw amendments have been approved, and will be sent a copy of the approved version of the Bylaws.

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

Article XVIII

Dissolution and Adjustment Affairs (Sect 13 & 14 of Act)

If the chapter needs to be dissolved it shall be dissolved as per provision laid down under section 13 and 14 of the Societies Registration Act 1860, as applicable to the Union Territory of Delhi. To effect dissolution of the Chapter, these bylaws must be rescinded by two thirds (2/3) vote of the chapter membership after ten (10) days' notice has been mailed to each member. In the event of dissolution, the Chapter shall notify the Chief Executive Officer of the International Association, in writing, indicating the reason(s) for dissolution and shall return the Chapter charter and any other Chapter or International Association documents to the International office. All net assets shall go to a welfare, education or civic project designated by the Chapter membership, with the approval of the Association's International President and Chief Executive Officer.

Article XIX.

Parliamentary Authority

The rules contained in the Societies Registration Act, 1860 shall govern the chapter in all cases to which they are applicable. Inconsistencies, if any, between these and ISACA HQ guidelines will be brought to the notice of ISACA HQ.

Article XX.

Indemnification

The Chapter shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request or by its election as a director or officer of another corporation, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or a director or officer of the corporation or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action,

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suit or proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.

The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Article XXII.

Essential Certificate

"Certified that this is the correct copy of Rules and Regulations of the Chapter".


15/11/2014
A.P. SINGH ARORA
SECRETARY