

CHAPTER BY-LAWS

CENTRAL UK CHAPTER

Information Systems Audit & Control Association

ARTICLE I NAME

The name of this organisation shall be the “Information Systems Audit & Control Association Central UK Chapter”.

ARTICLE II PURPOSE AND OBJECTIVES

Section 1: “The primary purpose of the association is to promote the education of the individual for the improvement and development of their capabilities relating to the field of Information Systems.

More specifically, the objectives of the Association are:

- a) to promote the education of, and help expand the knowledge and skills of its members in the inter-related fields of Audit Control and Security of Information Systems.
- b) to encourage a free exchange of system control techniques, approaches and problem solving by its members;
- c) to provide adequate communication to keep members abreast of current events in information systems and auditing which can be beneficial to them and their employers;
- d) to communicate to management and to systems and Information Systems professionals the importance of establishing controls necessary to ensure the effective organisation and utilisation of data processing resources.

ARTICLE III MEMBERSHIP

Membership of this Chapter shall be in accordance with Article II of the Association By-Laws.

ARTICLE IV FINANCES

Section 1: Financial Year

The financial year of this Chapter shall be the calendar year.

Section 2: Dues

- a) Annual dues for Chapter membership shall be as determined by the Annual General Meeting of the Chapter and paid to the Chapter Treasurer. Annual International dues shall be those established by the International Board of Directors and shall be paid to the Chapter Treasurer who shall forward them to the International Treasurer.
- b) A reinstatement fee, to be determined by the Chapter Committee, shall be paid for the reinstatement of members who have been dropped from the membership roll because of non-payment of International and Chapter dues as specified in Article II, Section 9

of the Association By-Laws, or because of resignation as specified in Article II, Section 8 of the Association By-Laws.

- c) The annual general meeting will be held within six months of the December financial year end. This meeting shall be for the purpose of installing officers, receiving reports of officers and committees, and for any other business that may arise.

ARTICLE V CHAPTER COMMITTEE

Section 1: The Chapter Committee shall consist of the Officers and immediate Past President of the Chapter and up to six elected members, all of whom shall be elected each year and shall serve until their successors shall have been elected.

Section 2: Vacancies

- a) The officers, except the immediate past president, shall be elected annually for a term of 1 year, or until their successors are elected and assume office, or until they resign or are removed from office. The term of office shall begin on the first day following the AGM.
- b) No members shall hold more than **1 “elected”** office at a time. There will be no limit to the number of consecutive terms an elected officer may serve in the same office.
- c) If the office of any committee member specified in Section 1 of this Article shall become vacant for any cause, a majority of the remaining members of the Chapter Committee then in office shall appoint a Chapter member to fill the unexpired portion of this term.

Section 3: Duties and Responsibilities

The Chapter Committee shall be the governing body of this Chapter and its action shall be final, unless otherwise specifically provided by these By-Laws.

The Chapter Committee shall provide for an independent audit of the financial affairs of the Chapter at least annually and at such other times it may deem advisable.

Section 4: A Committee member shall serve a chairman of such standing committees as may be assigned by the Chapter Committee.

Section 5: Only Chapter members in good standing shall be eligible to serve on the Chapter Committee.

Section 6: Chapter Committee Meetings

- a) The Chapter Committee shall meet at least quarterly at a time and place selected by them.
- b) Meetings may be called at any time by the President or three members of the Committee.
- c) At all meetings of the Chapter Committee, the President, if present, shall act as chairman. In his absence, the chairman shall be the Vice, President, if present. In the absence of both the President and Vice President, the Secretary shall preside until the election of a chairman protem, which should take place immediately. The members of the committee who are present in person shall by simple majority vote choose one among them to act as chairman for that meeting.

- d) For the transaction of business requiring a vote at a Chapter Committee Meeting, five Committee members shall constitute a quorum. Providing that a quorum is present, any matter requiring a vote shall be decided by a majority vote of those present and voting. In the event of an equality of votes cast, the chairman of the meeting shall have a casting vote in addition to his own vote.
- e) Notice of meetings of the Chapter Committee shall be given to each Committee member in writing not less than two days in advance of the meeting. Notice may be waived by unanimous consent of the committee in writing.

ARTICLE VI OFFICERS AND DUTIES

Section 1: The Offices of this Chapter shall be President, Vice President, Secretary and Treasurer.

Section 2: Duties of the President

The President shall serve as President of the Chapter Committee and shall, in addition, be the Chief Executive Officer of the Chapter and shall, subject to the control of Chapter Committee, have supervision, direction and control of the business and affairs of the Chapter. He shall preside at all meetings of the membership. He shall be ex-officio a member of all committees and shall have the general powers and duties and management usually vesting in the office of President and he shall have such other powers and duties as may be prescribed by the Chapter Committee or by the By-Laws. He shall serve as a member of the Regional Chapter Presidents Council.

Section 3: Duties of the Vice President

The Vice President shall report to the President and in the absence of or disability of the President, shall perform all the duties of the President.

Section 4: Treasurer

The Treasurer shall report to the President and shall be responsible for the financial affairs of the Chapter, for the performance of all duties incident to the office of the Treasurer and such other duties as may from time to time be assigned to him by the Chapter Committee. He shall have power to receive and to disburse such funds of the Chapter, subject to such restrictions as may be imposed by the Committee, as shall be required in the conduct of its affairs and the carrying on of its activities.

Section 5: Secretary

The Secretary shall report to the President and shall be responsible for the legal affairs, chapter reports, membership records, review of new membership applications and such other duties as may be authorised and delegated by the Chapter Committee.

The Secretary shall keep the roll of the Membership of the Chapter; shall keep minutes of the proceedings at the Chapter Meetings and Chapter Committee Meetings; shall preserve communications pertaining to the affairs of the Chapter; and shall review for form and content the applications for new memberships prior to submission to the National Board of Directors for approval.

ARTICLE VII COMMITTEES

Section 1: Standing Committees will be created as required by the Chapter Committee and may include the Membership Committee, the Programme Committee, the Publicity and

Education Committee and the Audit Committee. The Chairman of these Committees shall be appointed by the Chapter Committee.

ARTICLE VIII NOMINATIONS AND ELECTIONS

Section 1: Annual election of all Chapter Officers and Committee members shall be held at the Annual General Meeting of the Chapter.

Section 2: Nominations

- a) Any two Chapter members may nominate persons to serve as members of the Chapter Committee. The names of the candidates, together with the names of their sponsors, must be submitted to the registered office of the Chapter not less than fourteen days before the annual elections.
- b) In the event that insufficient nominations are received as in a) above, then other nominations may be made from the floor.

Section 3:

- a) The Officers and members nominated shall be elected by a majority of the votes of the members present and voting at the meeting.
- b) Authorise non-budgeted expenditures not to exceed £1,500 without prior approval of the membership.

Section 4: Newly elected Officers and Committee members shall be installed at the Annual General Meeting and shall take office at the conclusion of the meeting.

ARTICLE IX CHAPTER MEETINGS

Section 1: This Chapter shall hold ordinary Chapter Meetings and an Annual General Meeting at a time and place fixed by the Chapter Committee. One calendar month's written notice shall be given of Annual General Meetings. No more than fourteen months shall elapse between Annual General Meetings.

Section 2: Special Meetings may be called by the President, the Chapter Committee, the International President of the Information Systems Audit & Control Association Auditors Association, Inc., or by 10% of the Chapter Membership. One calendar weeks' written notice shall be give of such Special Meetings.

Section 3: For the transaction of business requiring a vote at any Chapter Meeting (ordinary, Annual general or Special), ten Chapter members shall constitute a quorum. Providing that a quorum is present, then any matter requiring a vote, other than those matters specifically provided for under Article X, shall be divided by a majority vote of those present and voting. In the event of an equality of votes cast, the chairman of the meeting shall have a casting vote in addition to his own vote.

ARTICLE X DISSOLUTION

Section 1: To effect dissolution of the Chapter, these bylaws must be rescinded by a two-thirds (2/3) vote of the chapter membership after ten (10) days notice has been mailed to each member. In the event of dissolution, the Chapter shall notify the Executive Director of the Association, in writing, indicating the reasons(s) for dissolution and shall return the Chapter charter and any other Chapter or Association documents to International Headquarters. All net assets shall go to a welfare, education or civic project designated by the Chapter membership, pursuant to section 501 (c) (6) of the US Internal Revenue

Code, or the appropriate country governing code with the approval of the Association's International President and Executive Director.

ARTICLE XI AMENDMENTS

Section 1: These By-Laws may be amended at an Annual General Meeting, or any Special Meeting called for this purpose, by a two-thirds vote of the total number of Committee members then in office. Notice of such amendment must be sent with the notice of such meeting at least ten days prior to the date of the meeting.

Section 2: When, as and if amendments to the Association By-Laws shall have an effect on this Chapter's By-Laws, such amendments shall automatically become effective for this Chapter. Notice in writing shall be sent to the Membership.