

ARTICLES OF ASSOCIATION OF ISACA LONDON CHAPTER LIMITED

INDEX TO THE ARTICLES

Amended by Special Resolution Dated xxxxx

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms
2. Liability of members
3. Name
4. Purpose

PART 2

DIRECTORS/ILC OFFICERS DIRECTORS' POWERS AND RESPONSIBILITIES

5. ILC Officers
6. Director's Term of Office
7. Directors' general authority (when meeting as ILC Board)
8. Members' reserve power
9. Directors may delegate
10. Committees

DECISION-MAKING BY DIRECTORS

11. Directors to take decisions collectively
12. Unanimous decisions
13. Calling a directors' meeting
14. Participation in directors' meetings
15. Quorum for directors' meetings
16. Office holders
17. Conflicts of interest
18. Directors' discretion to make further rules

APPOINTMENT AND REMOVAL OF DIRECTORS

19. Methods of appointing directors
20. Termination of director's appointment

RECORDS AND ACCOUNTS

- 21. Records and accounts.
- 22. Directors' expenses

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

- 23. Membership
- 24. Membership Types and Qualifications
- 25. Applications for membership
- 26. Dues
- 27. Termination and Suspension

ORGANISATION OF GENERAL MEETINGS

- 28. ILC Meetings
- 29. Attendance and speaking at general meetings
- 30. Quorum for general meetings
- 31. Chairing general meetings
- 32. Attendance and speaking by directors and non-members
- 33. Adjournment

VOTING AT GENERAL MEETINGS

- 34. Voting: general
- 35. Electronic voting
- 36. Errors and disputes
- 37. Poll votes
- 38. Content of proxy notices
- 39. Delivery of proxy notices
- 40. Amendments to resolutions
- 41. Annual general meeting
- 42. Record keeping for members meetings

PART 4

DISPUTE RESOLUTION

- 43. Dispute Resolution

PART 5

ADMINISTRATIVE ARRANGEMENTS

- 44. Means of communication to be used
- 45. ILC seals

DIRECTORS' INDEMNITY AND INSURANCE

- 46. Indemnity

47. Insurance

WINDING UP

48. Winding up

AMENDMENT OF ARTICLES

49. Amendment of the ILC's Articles

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

Defined terms

1. In the Articles, unless the context requires otherwise—

‘AGM’ means annual general meeting of the ILC.

‘the Articles’ means the ILC’s articles of association.

‘association’ means ISACA Global.

‘bankruptcy’ includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.

‘Chair’ has the meaning given in Article 13 (6);

‘Chief executive officer’ means the Chief Executive Officer of ISACA Global.

‘Code of Conduct’ means the code of ethical guidance adopted by the directors from time to time.

‘Companies Acts’ means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the ILC.

‘director’ means a statutory director of the ILC, and includes any person occupying the position of director, by whatever name called including the President, Vice-President, immediate past president, treasurer and secretary.

‘document’ includes, unless otherwise specified, any document sent or supplied in electronic form.

‘EGM’ means an extraordinary general meeting of the ILC.

‘Electronic form’ has the meaning given in section 1168 of the Companies Act 2006.

‘Ethicscom’ means any Ethics Committee appointed by the board of directors

“ILC” means the ISACA London Chapter

“ILC Board means the board of directors of the ILC

IS means information security.

ISACA Board means the board of directors of ISACA

‘IT’ means information technology’.

‘month’ means calendar month

‘Nomco’ is any nominations committee appointed by the board of directors

‘Ordinary resolution’ has the meaning given in section 282 of the Companies Act 2006;

‘participate’, in relation to a directors’ meeting, has the meaning given in Article 11.

"Past President" means a former president of the ILC

‘President’ means the president of the ILCICL as elected or appointed in accordance with these Articles

‘Proxy notice’ has the meaning given in Article 34(1).

‘Secretary’ means the secretary of the ILC.

“SLT” means a senior leadership team as defined by paragraph 13 (7)

‘Special Resolution’ has the meaning given in section 283 of the Companies Act 2006.

“Term” means the period between consecutive AGMs

‘writing’ means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

‘year’ means calendar year.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the ILC.

2. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the ILC in the event of its being wound up while he is a member or within one year after he ceases to be a member, for—

- (a) payment of the ILC’s debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up, and
- (c) adjustment of the rights of the contributors among themselves.

3. Name

ISACA London Chapter (ILC), is a chapter affiliated with the Information Systems Audit and Control Association, Inc. (ISACA), Although the ILC is affiliated with ISACA and is subject to the Chapter Affiliation Agreement and other directives of the

ISACA Board of Directors, the ILC is a legally independent entity from ISACA as well as any other association, enterprise, or entity, and is responsible for its own legal and administrative affairs, including compliance with all applicable laws and regulations.

4. Purpose

Chapter's Purpose

The primary purpose of the ILC is to promote the education of individuals and provide networking opportunities 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, cybersecurity, privacy, control, and assurance.

The objectives of the ILC are:

- A. To promote the education of and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, cybersecurity, privacy, control, and assurance.
- B. To encourage an open exchange of IT governance, IS audit, cybersecurity, control, and assurance techniques, approaches, and problem solving by its members.
- C. To promote adequate communication to keep members abreast of current events in IT governance, IS audit, cybersecurity, privacy, control and assurance that can be of benefit to them and their employers.
- D. To communicate to management, auditors, universities, and IS professionals the importance of establishing controls necessary to ensure proper IT governance and the effective organization and utilization of IT resources; and
- E. To support ISACA's professional certifications and certificates.

PART 2

DIRECTORS/ILC OFFICERS

DIRECTORS' POWERS AND RESPONSIBILITIES

5. ILC Officers

The ILC Board shall be six (6) to fifteen (15) in number, constituting: President, Vice President, Immediate Past President, Secretary, Treasurer, and between one (1) and ten (10) Directors.

6. Director's Term of Office

A Director's tenure in office will be no more than 3 Terms, save where provided for elsewhere within these Articles. The Term of office shall begin at the close of the AGM at which they are elected. See office holder's Terms below in the "Office Holder" section.

7. Directors' general authority (when meeting as ILC Board)

(1) The directors have control of the ILC and its property and funds, which includes approval of the annual budget.

(2) Subject to the Articles, the directors are responsible for the management of the ILC's business, for which purpose they may exercise all the powers of the ILC:

- (a) to make standing orders consistent with the Memorandum, the Articles and the Companies Acts to govern proceedings at general meetings and to prescribe form of proxy.
- (b) to make rules consistent with the Memorandum, the Articles and the Companies Acts to govern their proceedings and proceedings of committees.
- (c) to make regulations consistent with the Memorandum, the Articles and the Companies Acts to govern the administration of the ILC and the use of its seal.
- (d) to establish procedures to assist the resolution of disputes or differences within the ILC.
- (e) to make recommendations to the membership.
- (f) to exercise any powers of the ILC which are not reserved to a general meeting.

8. Members' reserve power

(1) The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

9. Directors may delegate

(1) Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles—

- (a) to such committees consisting of two or more individuals appointed by them.
- (b) by such means (including by power of attorney).
- (c) to such an extent.
- (d) in relation to such matters or territories; and
- (e) on such terms and conditions as they think fit.

(2) If the directors specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

(3) The directors may revoke any delegation in whole or part or alter its terms and conditions.

10. Committees

(1) Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by directors.

(2) The directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles, if they are not consistent with them.

(3) Standing Committees of the Chapter: There shall be the following standing committees: Nominations Committee (NomCo) and Audit & Risk Committee (ARC) with duties articulated in their respective Terms of Reference which is reviewed and approved annually by the Board. Other committees may be created as necessary by the ILC Board.

(5) Senior Leadership Team (SLT): The ILC Board is entitled to establish an SLT to assist the president with executing his/her duties.

(6) ILC committee meetings may be held in-person or electronically, as long as all participants can simultaneously hear each other and participate during the meeting.

DECISION-MAKING BY DIRECTORS

11. Directors to take decisions collectively

(1) The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with Article 9, unless otherwise stated in these Articles of Association

(2) Every director has one vote on each issue.

12. Unanimous decisions

(1) A decision of the directors is taken in accordance with this Article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(2) Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

(3) References in this Article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

(4) A decision may not be taken in accordance with this Article if the eligible directors would not have formed a quorum at such a meeting.

(5) A procedural defect of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

13. Calling a directors' meeting

(1) The directors must hold at least four meetings each year at a time and place determined by the ILC Board.

(2) Special meetings of the ILC Board may be called by the President and shall be called upon the written request of at least one member of the board. Notice must be given to the ILC Board Members at least 48 hours before a Special Meeting of the ILC Board and must include the purpose of the meeting.

(3) Notice of any directors' meeting must indicate—

(a) its proposed date and time.

(b) where it is to take place; and

(c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

14. Participation in directors' meetings

(1) Subject to the Articles, directors participate in a directors' meeting, or part of a directors' meeting, when—

(a) the meeting has been called and takes place in accordance with the Articles, and

(b) they can each communicate to the others any information or opinions they have on any item of the business of the meeting.

(2) Regular or special meetings of the ILC Board may be held electronically, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold electronic ILC Board Meetings shall be approved by the ILC President or the ILC Board. A conference meeting must be arranged at least 48 hours in advance of the call. Each member should seek recognition from the chair before beginning to speak, and each member should identify himself or herself prior to speaking. Motions will be voted on by voice vote. If the chair has a problem determining the vote, he or she may call for a roll call vote. The roll call vote is for the determination of the outcome of the vote and shall not be recorded in the minutes. The minutes of the meeting shall be approved at the next in-person meeting.

15. Quorum for directors' meetings

The quorum for any meeting of the ILC Board shall be a majority of the voting members of the ILC Board. In absence of quorum, the meeting will be adjourned and reconvened one week later unless otherwise determined by the ILC Board. The new date and time will be communicated to the Directors.

16. Office holders

- (1) The President's tenure in office will be no more than 2 Terms
- (2) Upon the termination of the President's term of office, he/she will be succeeded by any elected Vice President should he/she be willing to fulfil this succession
- (3) To coincide with the end of the Presidents tenure in office, Nomco will propose the election of a new Vice President to replace the succeeding incumbent Vice President
- (4) Provided any such nomination is approved by the board, Nomco's recommendation will be placed before the next AGM for approval.
- (5) In circumstances where the President's tenure of office ends more than 1 month before the next AGM, the board has the power to appoint an acting Vice President until the process at paragraphs 13.3 and 13.4 is completed.
- (6) A Chair will be appointed by the board from time to time as appropriate, and he will be responsible for chairing all director and member meetings whilst in office.
- (7) The board of directors is entitled (at its discretion) to establish a senior leadership team (the SLT) to assist the President in the execution of his duties
- (8) For the avoidance of doubt, there should not be more than 1 Vice President in tenure at any time
- (9) In the event that a Vice President is unwilling to fulfil their succession as provided for by Article 13 (2) above, a President shall be elected at the next AGM following consideration by the members of any recommendations made by Nomco
- (10) The Secretary and Treasurer shall be appointed in the same manner as all other Directors, in accordance with the provisions of these Articles.

The ILC **President** shall:

1. Preside at meetings of the ILC and the ILC Board.
2. Ensure all ILC Board members have reviewed the ILC Affiliation Agreement.
3. Appoint all committee chairpersons and members, except for the Nominating Committee, with approval of the ILC Board.
4. Be an ex-officio member of all committees, except the Nominating Committee.
5. Ensure the ILC is represented by a ILC leader at all ISACA leadership events. Attendance of individual(s) should be approved by the ILC Board.

6. Serve as liaison and advisor in coordinating the activities of the ILC in support of ISACA.
7. Present an annual report to members at the AGM; such report to consist of reports from various ILC officers and committees;
8. Maintain communications with ISACA and respond ISACA inquiries;
9. Complete/submit the required annual Compliance documentation to ISACA within 30 days after the ILC's AGM;
10. Supervise budgetary matters and proper internal control of finances;
11. Execute agreements authorized by the ILC Board of Directors;
12. Ensure ILC trainers for ISACA certifications are accredited by ISACA; and
13. Perform other duties as pertain to the office of President, or which may be delegated by the ILC Board.

The ILC Vice President shall:

1. In the absence of the ILC President, preside at meetings of the ILC and the ILC Board;
2. In the event the president is absent or unable, perform the duties of the President;
3. In the event of a vacancy in the office of President, assume the office of President; and
4. Perform other duties as pertain to this office.

The ILC **Secretary** shall:

1. Take minutes of the meetings of the ILC Board, membership meetings, and AGM, and maintain a copy of the records,
2. Maintain accurate attendance records,
3. Be responsible for the legal affairs, ILC records and correspondence pertaining to the ILC,
4. Assist the President and the Chair in the administration of ILC meetings, and
5. Perform other duties as pertain to this office.

The ILC **Treasurer** shall:

1. Be custodian of ILC funds.
2. Receive and disburse such funds of the ILC as shall be required in the conduct of its affairs and the carrying on of its activities or as directed by the ILC Board.
3. If received locally, remit dues to the ISACA as required.
4. Submit a written report at each regular ILC Board meeting.
5. Along with the President, authorize expenditures from, or transfers of funds from/to the ILC's US Dollar account held at ISACA ;
6. Submit annual financial statements for presentation to the membership at the AGM.
7. Submit books and records for audit, if/when required;
8. File any and all required tax forms; and
9. Perform other duties as pertain to this office.

The Immediate Past President of the ILC shall:

1. Provide advice and guidance to the President and ILC Board, and
2. Perform other duties as pertain to this office.

17. Conflicts of interest

- (1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the ILC in which a director is interested, that director is not to be counted as participating in the decision-making process for voting purposes without the consent of the board. A director who is conflicted shall nevertheless be counted as present in determining whether the quorum of a meeting is satisfied.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the ILC is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when;
- (a) the ILC by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a director from voting;
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this Article, the following are permitted causes;
- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the ILC or any of its subsidiaries.
 - (b) subscription, or an agreement to subscribe, for securities of the ILC or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the ILC or any of its subsidiaries which do not provide special benefits for directors or former directors.
- (5) For the purposes of this Article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- (6) Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the Chair whose ruling in relation to any director other than the Chair is to be final and conclusive.
- (7) If any question as to the right to vote should arise in respect of the Chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the Chair is not entitled to vote on the matter.

18. Directors' discretion to make further rules

Subject to the Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

APPOINTMENT AND REMOVAL OF DIRECTORS

19. Methods of appointing directors

- (1) Any member who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director—
- (a) by ordinary resolution at AGMs, or
 - (b) by a decision of the directors if required in between AGMs subject to clause (4) below.

- (2) In any case where, as a result of death, the ILC has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.
- (3) For the purposes of paragraph (2), where two or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.
- (4) The directors may at any time co-opt any individual who is qualified to be appointed as a director to fill a vacancy in their number or as an additional director, but a co-opted director holds office only until the next AGM.
- (5) With his or her consent, the immediate past President shall automatically be appointed a director.
- (6) A retiring director who remains qualified may be reappointed for a maximum of nine Terms whether consecutively or in aggregate
- (7) A technical defect in the appointment of a director of which the directors are unaware at the time does not invalidate decisions taken at a meeting.

20. Termination of director's appointment

- (1) All directors must retire and (in appropriate circumstances) seek re-election at each AGM if their 3 Term tenure in office (in accordance with Article 3) has expired.
- (2) In addition, a director's tenure in office automatically terminates if he or she:
 - (a) ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law.
 - (b) is disqualified under the Directors Disqualification Act 1986 from acting as a director.
 - (b) has a bankruptcy order made against them.
 - (c) has a composition made with their creditors generally in satisfaction of their debts.
 - (d) is incapable, whether mentally or physically, of managing his or her own affairs.
 - (e) is absent from three consecutive meetings of the directors and is subsequently asked by a majority of the other directors to resign.
 - (f) ceases to be a member (but such a person may be reinstated by resolution passed by all the other directors on resuming membership of the ILC before the next AGM).
 - (g) notifies the ILC that he or she is resigning from office, and such resignation has taken effect in accordance with its terms.
 - (h) is removed by resolution of the members present and voting at a general meeting after the meeting has invited the views of the director concerned and considered the matter in the light of any such views.
 - (i) is removed by a meeting of members following the passing of a board resolution recommending the termination of their appointment following an investigation into their conduct by Ethicscom or competency by Nomco.
 - (j) has completed a tenure in office of 3 Terms and has not been re-elected at an AGM
 - (k) has served a total of 9 years in office consecutively.

RECORDS AND ACCOUNTS

21. Records and accounts

(1) The directors must comply with the requirements of the Companies Act as to keeping financial records, the audit of accounts if required, and the preparation and transmission to the Registrar of Companies of statutory documents.

The fiscal year of the ILC shall run from 1st of January to 31st of December.

(2) The directors must keep proper records of:

- (a) all proceedings at general meetings.
- (b) all proceedings at meetings of the directors.
- (c) all reports of committees; and
- (d) all professional advice obtained.

(3) Accounting records relating to the ILC must be made available for inspection by any director at any time during normal office hours and may be made available for inspection by members who are not directors if the directors decide.

(4) A copy of the ILC's latest available statement of account must be supplied on request to any director. A copy must also be supplied, within two months, to any other member who makes a written request and pays the ILC's reasonable costs.

(5) The ILC Board shall ensure that annual financial statements are prepared and verified or audited – as required by local law and/or these articles of association – by an individual(s), who is NOT a member of this chapter. The verification or audit will be approved by the ILC Board, presented to members at the AGM, and submitted annually to the ISACA as part of compliance reporting.

22. Directors' expenses

The ILC may pay any reasonable expenses which the directors properly incur in connection with their attendance at—

- (a) meetings of directors or committees of directors,
- (b) general meetings, or
- (c) separate meetings of the holders of debentures of the ILC, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the ILC.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

23. Membership

(1) The ILC must maintain a register of members.

(2) Membership in ISACA is a requirement of membership in a Chapter. Therefore, upon joining the ILC), a person must also join ISACA, with accompanying rights and responsibilities.

(3) Members shall be entitled to vote and hold office.

(4) Membership is not transferable.

24. Membership Types and Qualifications

Membership in ISACA is a requirement for membership in a Chapter. Membership types in the ILC will mirror membership types in the Association. Any member of the ISACA shall be eligible for membership in the ILC with the same membership type, subject to rules established by the ISACA Board. Only the ISACA Board of Directors has the right to add or remove membership types in ISACA. Membership types in ILC are:

- A. Professional Member—Any individual with a professional membership in the Association. Professional members of the ILC shall be entitled to vote and to hold office at the ILC level.
- B. Retired Member—Any member of ISACA, who presents proof of retirement status, subject to rules established by the ISACA Board. Retired members of the ILC shall be entitled to vote and hold office at the ILC level.
- C. Student Member—Any member of ISACA who is a full-time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the ISACA Board. Student members of the ILC shall be entitled to vote and hold office at the ILC level.
- D. Recent Graduate—Any member of the ISACA who graduated within the last two years from a recognized college or university, subject to rules established by the ISACA Board. Recent Graduate members shall be entitled to vote and hold office at the ILC level.

25. Applications for membership

(1) Membership of the ILC is open to any individual interested in promoting the objects who:-

- (a) applies to the ILC in a form required by the directors,
- (b) completes an ISACA membership application form,
- (c) pays the relevant subscription fee to ISACA and to the ILC and
- (d) follows the Code of Professional Ethics of ISACA.

Membership in the ISACA shall be conferred upon an individual when ISACA has accepted the membership application and received the required ISACA dues, fees, and assessments for that individual.

26. Dues

ILC dues shall be payable on or before 1 January of each year, in an amount determined by the ILCILC board, plus ISACA dues. Dues and fees must be paid in full to ISACA International annually. A member shall forfeit membership if dues, fees or assessments have not been paid to the ISACA in compliance with terms as set by the ISACA board of directors and to the ILC as required. Any member who resigns shall not be entitled to a refund of his/her annual membership dues.

27. Termination and Suspension

(1) Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the ILC.

(2) A person whose membership in the ISACA has been suspended shall not be deemed a member of the ILC during the period of suspension.

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(3) Only ISACA has the authority to terminate ISACA and ILC membership of an individual. Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.

ORGANISATION OF GENERAL MEETINGS

28. Attendance and speaking at general meetings

(1) Any general meeting which is not an AGM (see Article 35 below) is an EGM.

(2) An EGM may be called at any time by the directors upon giving the members 7 clear days' notice of the time and the venue of such EGMs and specify the business to be discussed.

(3) An EGM must be called within 21 clear days of the board receiving a signed written request from each of at least 5% of current members who have stated their purpose in calling the meeting. The members meeting should then be held within 49 clear days of receipt of a valid and signed written request to mirror the provisions of S304 (1) Companies Act 2006

(4) Any written member request under paragraph 24 (3) is only valid if signed by that individual member and if not can be rejected by the board

(5) Members are entitled to attend general meetings either personally or by an authorised representative or by proxy or remotely by any single method deemed appropriate by the board of directors.

(6) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

(7) A person is able to exercise the right to vote at a general meeting when—

(a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and

(b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other people attending the meeting.

(8) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting (whether in person, remotely or via proxy) to exercise their rights to speak or vote at it

(9) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

(10) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

(11) ILC meetings and educational sessions may be held in-person or electronically, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold a meeting electronically shall be approved by the ILC Board.

29. Quorum for general meetings

There is a quorum at a general meeting if the number of members or authorized representatives personally present in person, electronically, or by proxy (not including members who are also directors of the ILC or their proxies) is at least fifty. In absence of quorum, the meeting will be adjourned and reconvened one week later unless otherwise determined by the ILC Board. The new date and time will be communicated to the members.

30. Chairing general meetings

- (1) The President shall chair general meetings if present and willing to do so.
- (2) If the President is unwilling or unable to chair the meeting, the Vice President takes the chair. If neither the president nor vice-president is present, the secretary, or in the secretary's absence some other member may call the meeting to order, and the assembly immediately elects a chairman pro term to preside during that session. Such office is terminated by the entrance of the president or vice-president, or by the adoption of a motion to "declare the chair vacant and proceed to elect a new chairman".
- (3) The person chairing a meeting in accordance with this Article is referred to as "the chair of the meeting".

31. Attendance and speaking by directors and non-members

- (1) Directors may attend and speak at general meetings.
- (2) The Chair of the meeting may permit other persons who are not members of the ILC to attend and speak at a general meeting.

32. Adjournment

- (1) If the persons attending a general meeting do not constitute a quorum within half an hour of the time at which the meeting was due to start, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn it.
- (2) The Chair of the meeting may adjourn a general meeting at which a quorum is present if—
 - (a) the meeting consents to an adjournment, or
 - (b) it appears to the Chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the Chair of the meeting must—
 - (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

(5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the ILC must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given) -

(a) to the same persons to whom notice of the ILC's general meetings is required to be given, and

(b) containing the same information which such notice is required to contain.

(6) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

33. Voting: general

(1) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.

(2) Except where otherwise provided by the Articles or the Companies Act, every issue is decided by a majority of the votes cast.

(3) Every member present in person, electronically, or through an authorised representative or by proxy has one vote on each issue.

34. Electronic Voting

(1) The Directors have the discretion to allow members to participate in general meetings and vote electronically.

(2) The Directors are solely responsible for making arrangements for electronic participation and voting, including choosing the technology and procedures.

(3) The Directors should ensure that electronic participation should be equivalent to physical attendance, allowing members to vote in real-time, or by proxy in advance of the meeting.

(5) Meeting notices must clearly state if electronic participation is allowed and provide instructions and contact information for technical help.

(6) The Chairman of any meeting can adjourn the meeting if significant technical issues prevent adequate participation or voting.

35. Errors and disputes

(1) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

(2) Any such objection must be referred to the Chair of the meeting whose decision is final.

36. Poll votes

(1) A poll on a resolution may be demanded—

(a) in advance of the general meeting where it is to be put to the vote, or

(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

(2) A poll may be demanded by—

(a) the Chair of the meeting.

(b) the directors.

- (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn if—
- (a) the poll has not yet been taken, and
 - (b) the Chair of the meeting consents to the withdrawal.
- (4) Polls must be taken immediately and in such a manner as the Chair of the meeting directs.

37. Content of proxy notices

- (1) Proxies may only validly be appointed by a notice in writing (a “Proxy Notice”) which—
- (a) states the name and address of the member appointing the proxy.
 - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed.
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the ILC in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) The ILC may require proxy notices to be delivered in a particular form (including electronically) and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as—
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

38. Delivery of proxy notices

- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the ILC by or on behalf of that person.
- (2) An appointment under a proxy notice may be revoked by delivering to the ILC a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf.

39. Amendments to resolutions

- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if -
- (a) notice of the proposed amendment is given to the ILC in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than

- 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—
- (a) the Chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

40. Annual General Meetings

- (1) The ILC must hold an AGM at least once in every 14 months.
- (2) At an AGM the Members:
- (a) receive the accounts of the ILC for the previous financial year.
 - (b) receive the Directors report on the activities since the previous AGM.
 - (c) accept the retirement of any outgoing directors.
 - (d) elect directors of the ILC where necessary under these Articles including President, Vice President, Treasurer and Secretary.
 - (e) with his or her consent, appoint the immediate past President as a director of the ILC.
 - (f) appoint auditors of the ILC, if required.
 - (g) may discuss and determine any issues of policy or deal with any other business put before them by the directors.
- (3) There is a quorum at an AGM if the number of members personally present in person or by proxy not including members who are also directors of the ILC or their proxies is at least fifty.
- (4) The AGM may be held in-person or electronically, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold a meeting electronically shall be approved by the ILC Board.

41. Record keeping for members meetings

- (1) The ILC Board will be responsible for ensuring that an accurate record of any members meeting is taken, including where appropriate arrangement for it to be recorded visually and audibly
- (2) the board will cause to be completed a minute of any members meeting within 21 days of that meeting taking place
- (3) any member may request a copy of those minutes by submitting a written request to the board and payment to ILC of an administration charge of £15 per copy of the minutes.

PART 4

DISPUTE RESOLUTION

42. Dispute Resolution

(1) In the event that a dispute arises involving any directors or the board and any other person or body (including any subcommittee), the board may propose, if it sees fit, the appointment of an Independent Mediator to help resolve that dispute within a reasonable time frame

[move to somewhere else]

PART 4

ADMINISTRATIVE ARRANGEMENTS

43. Means of communication to be used

(1) Subject to the Articles, anything sent or supplied by or to the ILC under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the ILC.

(2) Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the ILC that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

44. ILC seals

(1) Any common seal may only be used by the authority of the directors.

(2) The directors may decide by what means and in what form any common seal is to be used.

(3) Unless otherwise decided by the directors, if the ILC has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.

(4) For the purposes of this article, an authorised person is—

(a) any director of the ILC;

(b) the Secretary; or

(c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

DIRECTORS' INDEMNITY AND INSURANCE

45. Indemnity

(1) Subject to paragraph (2), a relevant director of the ILC may be indemnified out of the ILC's assets against—

(a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the ILC or an associated ILC,

(b) any liability incurred by that director in connection with the activities of the ILC or an associated ILC in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

(c) any other liability incurred by that director as an officer of the ILC or an associated ILC.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

(3) In this article a ‘relevant director’ means any director or former director of the ILC.

46. Insurance

(1) The directors may decide to purchase and maintain insurance, at the expense of the ILC, for the benefit of any relevant director in respect of any relevant loss. The ILC shall hold the ISACA harmless from any lawsuits, damages, other expenses or liabilities arising out of the activities of the chapter.

(2) In this article—

(a) a “relevant director” means any director or former director of the ILC.

(b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the ILC or any pension fund or employees’ share scheme of the ILC.

WINDING UP

47. Winding Up

- (1) If a dissolution or winding up of the ILC become inevitable, this will be agreed by a Special Resolution of the ILC, requiring 21 days notice, unless 90% of the membership agrees to shorter notice. A Special Resolution can only be passed if 75% of the members entitled to vote and voting in person or by proxy vote in favour of it.
- (2) In the event of a winding up, the ILC shall notify the Chief Executive Officer in writing indicating the reason(s) for dissolution and shall return ILC documents to ISACA International, subject to them being required by a liquidator or representative of the Official Receivers Office.
- (3) After all known liabilities have been settled all remaining net assets shall not be distributed among the members, but instead shall be distributed to the Association, selected ISACA Chapters or to a charitable, educational or civic project designated by the membership, with the approval of the liquidator and ISACA International’s President and Chief Executive Officer.
- (4) Every member of the ILC undertakes to contribute to the assets in the event of the ILC being wound up, subject to clause 2 of the Articles, for payments of debts and liabilities contracted for and of the costs, charges or expenses of winding up, such amount not exceeding one pound.

AMENDMENT OF ARTICLES

48. Amendment of the ILC’s Articles

- (1) The board of directors shall approve all suggested changes to the Articles and forward them to the Membership Division of the Association, with changes indicated. The ISACA must give approval to all bylaw changes prior to them being submitted for a vote by ILC membership. The changes will be agreed by a Special Resolution of the ILC, requiring 21 days' notice, unless 90% of the membership agrees to shorter notice. The Membership Division of the ISACA will be advised that the Articles amendments have been approved and will be sent a copy of the approved version of the Articles.
- (2) The board of directors will conduct a periodic (ideally annual) comparison of the ILC practices to the Articles. The ILC must ensure compliance of the Articles with the ISACA Bylaws and any applicable UK company law requirements.
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Approved by: ILC Members
Approved at: [] General Meeting
Approved on: tbc
Location: tbc
Chaired by: tbc
Effective from: tbc