



Amended and Restated Bylaws of ISACA Kampala Chapter.

Effective: 27th Oct 2023.

Article I. Name

ISACA Kampala Chapter, hereinafter referred to as “Chapter,” is a chapter affiliated with the Information Systems Audit and Control Association, Inc. (ISACA), hereinafter referred to as the “Association.” Although the Chapter is affiliated with the Association and is subject to the Chapter Affiliation Agreement and other directives of the ISACA Board of Directors, the Chapter is a legally independent entity from the Association 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.

Article II. Purpose

Chapter’s Purpose: The primary purpose of the Chapter is to promote the education of individuals and provide networking opportunities for the improvement and development of their capabilities relating to assurance and management in the field of Information Systems (IS) risk management, audit, governance, cybersecurity, privacy, control, and assurance.

The objectives of the Chapter are:

- i To promote the education of, and to help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, cybersecurity, privacy, control, and risk management, auditing, assurance, security, and IS governance.
- ii To encourage an open exchange of IT governance, IS audit and control, cybersecurity, assurance techniques, approaches, and problem solving by its members.
- iii 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.
- iv 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;
- v To support the Association’s professional certifications and certificates.
- vi To establish strategic alliances with related professional and corporate bodies to the benefit of the members
and the profile of the profession as a whole.
- vii To Develop and implement a five (5) year strategic plan (long term) for stability and growth of the Chapter.



Article III. Membership and Dues

Section 1: Membership Types and Qualifications.

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

- a. Professional Member - Any individual with a professional membership in the Association. Professional members shall be entitled to vote and hold office at the Chapter level.
- b. Retired Member - any member of the Association who presents proof of retirement status, subject to rules established by the Association Board of Directors. Retired members of the Chapter shall not be entitled to vote and hold office at the Chapter level.
- c. Student Member – Any member of the Association who is a full-time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board. Student members of the Chapter shall not be entitled to vote and hold office at the Chapter level.
- d. Recent Graduate—Any member of the Association who graduated within the last two years from a recognized college or university, subject to rules established by the Association Board. Recent Graduate members shall be entitled to vote and hold office at the Chapter level.

Section 2: Admission

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

Section 3: Dues

- a. Association and Chapter dues must be paid annually, in full, to the Association. Amount of Chapter dues shall be determined by the Chapter Board of Directors.
- b. A member shall forfeit membership in the Chapter and Association, if dues have not been paid to the Association or Chapter in compliance with terms set by the Association Board of Directors, as required.

- c. Resignation – any member who resigns shall not be entitled to a refund of his/her annual Association or Chapter dues.

Section 4. Member Termination

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

Article IV. Chapter Meetings

Section 1: Educational sessions

Educational sessions of the Chapter membership shall be held primarily in Kampala and any other suitable location unless otherwise determined by the Chapter Board. The meeting frequency shall be determined by the Board during the strategic planning.

Section 2: Annual General Meeting

The annual general meeting shall be held in April and shall be for the purpose of electing the new chapter officers (if not done electronically), announcing the newly elected officers, when appropriate, receiving reports of officers and committees, and for any other business that may arise. The date and location of the annual general meeting shall be determined by the Chapter Board and communicated to the members.

Section 3: Special Meetings

Special meetings may be called by the President or by the Chapter Board or upon written request representing not less than 25% of members. The purpose of the meeting shall be stated in the call.

Section 4: Electronic Meetings

Chapter 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 Chapter Board.

Section 5. In-person or Electronic Voting (NOT elections)

- a. . Any action that may be taken at any meeting of members may be taken without a meeting, if the Chapter delivers a ballot to every member entitled to vote on the matter.
- b. The method of delivering the ballot may be by hand delivery, postal mail, email or via secured and validated electronic/internet-based tools.
- c. A ballot must:
 - 1. Set forth each proposed action; and
 - 2. Provide an opportunity to vote for or against each proposed action.
- d. Approval by ballot pursuant to this section will be valid only when the number of votes cast by ballot equals or exceeds the required quorum, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter.
- e. All solicitations for votes by written ballot must:
 - 1. Be preapproved by the Chapter Board or the membership at a Chapter meeting.
 - 2. Indicate the number of responses needed to meet the quorum requirements.



3. State the percentage of approvals necessary to approve each matter.
4. Specify a reasonable time by which a ballot must be received by the Chapter in order to be counted; and
5. Be considered a special meeting for the purposes of these bylaws.

Section 6: Quorum for Chapter Meetings

The quorum for any Membership meeting, annual general or special meeting, shall be 25 members. In the absence of the quorum for any Membership meeting, the meeting will be adjourned, and reconvened at a suitable time, as determined by the Board of Directors. The new date and time will be communicated to the members.

Section 7: Act of the Membership

As long as a quorum is present, the affirmative vote of the majority of the members present and voting at any chapter meeting shall constitute an act of the Membership.

Section 8: Notifications

Members shall be notified within twenty-one (21) days of the annual general meeting and special general meeting. Notification may be by postal mail or by e-mail.

Article V. Chapter Officers

Section 1: Chapter Officers

The number of Chapter Officers shall be a minimum of eleven and a maximum of 16. The officers shall be the President, Vice President, Secretary, Treasurer, Immediate Past President, the Marketing Director, the Membership Director, the Certification Director, Academic Relations Director, the Communications Director, the IT Governance Director, and a maximum of 5 Directors-at-Large.

Section 2: Number of Directors-at Large

The exact authorized number of Directors-at-Large shall be fixed from time to time by a resolution adopted by the Board, but no more than five (5).

Section 3: Qualifications of Officers.

- a. No Chapter Officers shall have been convicted or implicated on any professional misconduct and integrity concerns. In case of any incident, Due diligence shall be done by the Board or the Nominations Committee. Vetting on professional conduct and integrity shall be conducted regularly to confirm whether they are in a good stand.
- b. To qualify for the position of a Chapter officer, one MUST have been a member of ISACA for a minimum of three consecutive years; and is a member in good standing with no outstanding membership fees.
- c. Succession planning for the new board members shall be through recruitment of the candidates in the sub committees. Officers to qualify, should have served on any of the Board committees.

However, the nominations committee shall form a competence framework that shall guide the process and it shall reserve the right to override this decision in case there is a need.

Section 4: Term of Chapter Officers

- d. The Chapter Officers, except the Immediate Past President, shall be elected for a term of two (2) 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 general meeting at which their election is announced.
- e. No member shall hold more than two (2) Chapter offices at a time and no member shall be eligible to serve more than two (2) consecutive terms in the same Chapter office.
- f. No Chapter Officers shall be entitled to appoint any person as an Alternate Chapter Officer to himself/herself.

Section 5: Duties of Chapter Officers

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

- a. The Chapter President,

Role description

The president shall be the executive Head of the Chapter and is also the Chair of the Board. He/she is looked upon as the local representative of ISACA by the membership and the community. The president directs Chapter Strategy; and activities and efforts to ensure professional and personal growth for the membership.

The Chapter President shall:

- i. Preside at all meetings of the Chapter and the Chapter Board and strategy meetings. and strategy meetings However, in the absence of the President and the VP, the Board members present shall appoint the chair to preside over the meeting.
- ii. Ensure all chapter Board members have reviewed the Chapter Affiliation Agreement,
- iii. Appoint, with the approval of the Chapter Board, all committee chairpersons and committee members,
- iv. Be an ex-officio member of all committees except the Nominating Committee and Audit Committee,
- v. Ensure the chapter is represented by a chapter leader at all ISACA chapter leadership events. Attendance of individual(s) should be approved by the Chapter Board,
- vi. Serve as a liaison and advisor in coordinating the activities of the local Chapter in support of the Association,
- vii. Present an annual report to members at the Annual General Meeting; such report to consist of reports from various Chapter officers and committees,
- viii. Maintain communications with the Association and respond to Association inquiries,

- ix Be responsible for submission of the required annual Compliance documentation to the Association within 30 days after annual general meeting,
- x Perform the role of the Chapter Privacy Officer (or delegate accordingly)
- xi Supervise budgetary matters and proper internal control of finances,
- xii Acts as an escalation point for all ethics and other complaints,
- xiii Executes the policies and decisions of the chapter board,
- xiv Develops annual and long-range chapter goals and objectives for presentation to and approval by the Chapter Board,
- xv Establishes and maintains good relationships with key stakeholders in Uganda including members, member organisations, and all MoU organisations,
- xvi Serves and promotes the ISACA Kampala Chapter in all industry, and public and private sectors,
- xvii Execute agreements authorized by the Chapter Board of Directors,
- xviii Ensure Chapter trainers for ISACA certifications are accredited by ISACA, and
- xix Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.

b. The Chapter Vice President shall:

- i Perform the duties of the President in the event of his/her absence or disability,
- ii Perform the role of the Program Coordinator,
- iii In the absence of the Chapter President, preside at meetings of the Chapter and the Chapter Board,
- iv Plan, directs, and hosts successful events with the support of the Board and the Committees. Must strive to attend all chapter events hosted by the Chapter.
- v Develops, with help/guidance from the President, Secretary and Treasurer monthly theme or topic lists and annual budget for submission to the chapter board.
- vi Provide a minimum of one “standby” program for each event in the event of an emergency/no show,
- vii Works with the Marketing & Communications Directors to publish event articles post event, using the Chapter’s press releases if applicable, ensure event recordings are posted on selected platforms, such as Youtube etc.
- viii Source sufficient funds to supplement the chapter budget per event, through securing sponsorships from members and other organizations.
- ix Arrange and recommends interesting, informative topics that will contribute to the personal and professional growth of the membership, identifies programs that are professionally demanding and aimed at the needs of beginner, intermediate and/or advanced professionals. Identifies speakers or panel/workshop leaders for each event. Ensures that agenda and topics are finalized at least one month prior to an event.
- x In the event of a vacancy in the office of President, assume the office of President.
- xi Authorize all payments out of the Chapter’s Bank accounts, and
- xii Perform other duties as pertain to this office.

c. The Chapter Secretary:

Role Description

The chapter secretary maintains the chapter records, minutes from board meetings, and the chapter MOI, bylaws and all board and board committee charters. The secretary is responsible for the maintenance and retention of ISACA International, legal and regulatory forms, documents and correspondence of the Chapter. The chapter secretary is also responsible for maintenance and monitoring of adherence to Chapter policies and procedures.

The Chapter Secretary shall:

- i Instructs Board members and answers questions about the correct use of parliamentary procedure.
 - ii Ensures all meetings are conducted in an orderly and organized manner.
 - iii Calls the roll and records attendance at all board and AGMs.
 - iv Issues meeting notices for all chapter board meetings, AGMs and other meetings, as appropriate.
 - v Submits the ISACA International Compliance Report one month after the AGM to maintain the Chapter's compliance status with ISACA International.
 - vi Take minutes of the meetings of the Chapter Board and membership meetings and maintain the files of previous minutes for at least three years, Maintain accurate lists of the membership and attendance records, Be responsible for Chapter reports, and communications and correspondence pertaining to the Chapter, Ensure that chapter by-laws, policies and procedures remain current, Be responsible for the legal affairs pertaining to the Chapter, Assist the President in the administration of Chapter meetings, and
 - vii Perform other duties as pertain to this office.
- d. The Chapter Treasurer shall:**
- i Be custodian of Chapter funds,
 - ii Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the carrying on of its activities or as directed by the Chapter Board.
 - iii received locally, remit dues to and repatriate dues from the Association as required,
 - iv Along with the President, authorize expenditures from, or transfers of funds from/to the Chapter's US Dollar account held at the Association,
 - v Submit a written report at each Chapter Membership and Board meetings,
 - vi Submit annual financial statements for presentation to the membership at the Annual General Meeting,
 - vii Submit books and records for audit, and co-ordinates annual audit of chapter finances and activities for previous year.
 - viii . Establishes the Investment & Finance Committee as a sub-committee of the board to govern key financial decisions.
 - ix Maintains adequate and appropriate internal financial controls within the Chapter.
 - x Establishes board-approved financial procedures and guidelines that enforce an appropriate segregation of duties; and enforce adherence between staff and directors.
 - xi Ensures a complete, clear and balanced audit trail of all chapter financial transactions for the current and prior years.
 - xii Collects all funds owed to the chapter.

- xiii Ensures that the Chapter is adequately resourced to ensure that accounts receivable are invoiced correctly and on time
- xiv File any and all tax forms required, and
- xv Perform other duties as pertain to this office.

e. The immediate Past President of the Chapter shall:

- i. Serve in an advisory capacity to the President and the Chapter Board, and
- ii. Perform other duties pertain to this office and as assigned by the President.

f. The Marketing Director.:

Responsible for assessing third parties for eligibility of sponsorship by the chapter. Serves as a liaison with third parties that request chapter sponsorship or advertising of their events to the chapter membership. Responsible for assisting with publicity for chapter events and as deemed appropriate by the chapter board, for interacting with media contacts to obtain coverage of chapter events.

The Marketing Director shall:

- i. Conduct general marketing and publicity of the Chapter, ISACA's certifications, and any other new initiative, Establishes and implements an effective digital marketing strategy for the Chapter, including consideration of local press, social media and TV coverage as well as MoU partners ISACA International and other ISACA Chapters.
- ii. Find cost-effective ways to promote the ISACA Kampala Chapter across its target audience to assist in retaining and growing the member base.
- iii. Monitor and report to the Board monthly on marketing statistics including email comms, social media activity, website analytics etc.
- iv. Coordinate initiatives involving partnerships and alliances,
- v. Acquire any required marketing materials from ISACA International as authorized by the Chapter Board; Coordinate the Chapter's market presence at trade and industry events,
- vi. Coordinate marketing plans for maintaining and increasing Chapter membership, Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising which the Chapter may issue, authorize or sponsor under the direction of the Chapter Board, and
- vii. Perform other duties as pertain to this office.

g. The Membership Director shall:

- i. Maintain accurate lists of membership,
- ii. Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy issues,
- iii. Report on membership data from the Association,
- iv. Coordinate plans for maintaining and Increasing Chapter membership,
- v. Places intense focus and intervention on annual membership, designation and certification renewals.

- vi. Compiles a Chapter stakeholder map; develops a membership engagement strategy for each stakeholder/stakeholder group; and works with portfolio directors to implement this strategy. Conducts and coordinates annual membership campaign with rest of board.
 - vii. Works with education and/or program committees/chairs to develop an annual survey that helps identify member needs; and implements actions to address shortcomings and areas for improvement.
 - viii. Develops and implements a chapter membership award program.
 - ix. Contacts members periodically to learn if ISACA and the chapter are meeting their needs; reports findings to the board and to chapter relations staff at ISACA International.
 - x. And perform other duties as pertain to this office.
- h. The Certification Director shall:**
- i. Maintain resource material related to ISACA's certification,
 - ii. Promote ISACA's accreditation within the Chapter membership, including exam preparation sessions,
 - iii. Maintain exam participation rate to sustain the local area as an exam writing site,
 - iv. Report to the Chapter Board on exam results,
 - v. Act as a liaison between exam participants and the Association, and
 - vi. perform other duties as pertain to this office.
- i. The Academic Relations Director shall:**
- i. Provide liaison with academic institutions,
 - ii. Establish opportunities to brief appropriate classes of academic institutions on ISACA, CISA, CISM, CGEIT CDPSE, IT governance and any new certifications.,
 - iii. Coordinate scholarship initiatives approved by the Chapter Board,
 - iv. Liaise with appropriate professors, and where appropriate take steps to establish an "Academic Advocate",
 - v. Program in local academic institutions, and
 - vi. Perform other duties as pertain to this office.
- j. The Communications Director shall:**
- A communications Director notifies members of upcoming chapter events, oversees involvement with sponsorship of third-party events and determines the appropriate (e.g. web site, newsletter, social media, email) avenues for chapter communications. The Communications Director further oversees the maintenance and operation of the chapter web site, ensuring all content is up-to-date, and coordinates with the office and service providers, as appropriate.
- The Communications Director shall:
- i. Maintain electronic lists of members and guests,
 - ii. Forward information on events and other pertinent information to e-mail list,
 - iii. Regularly communicate and notify chapter members and other interested parties such as MoU partners of chapter events and activities. Responsible for all internal chapter communications,

including, but not limited to, the publication of a monthly newsletter, pre and post conference report, annual report.

- iv. Promote and encourage member articles in Association publications (e.g. ISACA Journal).
- v. Identify and use other means of disseminating information about events and the chapter, where appropriate, and
- vi. Perform other duties as pertain to this office.

k. The IT Governance Director shall:

- i. Encourage Chapter membership to participate in review of Association standards and guidelines,
- ii. Promote CGEIT accreditation within the Chapter membership,
- iii. Provide liaison with Association re: IT governance issues and approaches to dissemination,
- iv. Assist in the inclusion of IT governance presentations in the chapter education sessions,
- v. Coordinate with outside bodies on awareness, presentations and conferences related to IT governance,
- vi. Stay current with the offerings of the Association as related to COBIT and other IT-governance resources.
- vii. Work with Education Director to arrange training sessions on COBIT.
- viii. Assist in expanding awareness and use of COBIT, and
- ix. Perform other duties as pertain to this office.

l. The Director(s) at Large shall:

- i. If appointed, 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 6: Chapter Officer Vacancies

- a. If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice President.
- b. If a vacancy should occur in any office, except that of the President or Immediate Past President, the vacancy shall be filled by Chapter Board appointment.
- c. Such appointment is subject to ratification by the membership at the next regular or special meeting.
- d. If a vacancy occurs in the office of immediate Past President, the vacancy shall remain until filled by routine succession. A previous past president would not fill this role.
- e. If the membership of a Chapter officer terminates for any reason, that individual's position as Chapter officer shall automatically become vacant.



Article VI. Nominations and Elections

Section 1: Chapter Nominations

- a. The Nominating Committee shall comprise the minimum of four (4) members and a maximum of 7 members shall be: Elected by the Chapter Board at their 3rd quarter Board meeting.
- b. The Nominating Committee shall solicit candidates for office from the Chapter membership, review applications and shall nominate candidates for offices to be filled at the annual general meeting.
- c. Nominations shall be open and will be declared open by the President at a Membership meeting in the month of March. Nominations will then be accepted from any member of the Chapter.
- d. Each candidate shall have consented to serve and shall have completed/signed a Willingness to Serve agreement and Conflict of Interest form, along with any other required statutory documentation.

Section 2: Chapter Elections

- a. Officers shall be elected by ballot, in odd numbered years, at the Annual General Meeting.
- b. In the event there is only one candidate for any office, voting on that office may be by voice.
- c. In the case of an emergency, such as a local, regional, national, or international disaster, pandemic, or state of emergency, the Chapter Board of Directors may determine that elections will be held electronically using a secure online voting tool and following the election rules as determined by local law and the Chapter Board of Directors.

Article VII. Chapter Board

Section 1: Composition of the Chapter Board

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

Section 2: Duties

The Chapter Board shall:

- a. Supervise the affairs and conduct the business of the Chapter.
- b. Make recommendations to the membership.
- c. Hold Chapter Board meetings monthly, at a time and place determined by the Chapter Board. Special meetings of the Chapter Board may be called by the President and shall be called upon the written request of seven members of the Board. Notice must be given to Chapter Board members at least 48 hours before a Special Meeting of the Chapter Board and must include the purpose of the meeting.
- d. Perform the duties prescribed in these Bylaws and the parliamentary authority adopted by the Chapter.
- e. Regular or special meetings of the Chapter 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 Chapter Board Meetings shall be approved by the Chapter President or the Chapter 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 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.

Section 3: Financial Authority

The Chapter Board shall have the authority to:

- a. Approve the annual budget.
- b. Expend funds allotted in the approved budget.
- c. Approval of expenditure for payments will be according to the current version of the ISACA Kampala Chapter Financial Approval framework that was approved by the Board.

Section 4: Fiscal Year & Annual Financial Statements

- a. The fiscal year of the Chapter shall run from 1 Jan to 31st Dec.
- b. The Chapter Board shall ensure that annual financial statements are prepared and verified or audited – as required by local law and/or these chapter bylaws – by an individual(s), who is NOT a member of this chapter. The verification or audit will be approved by the Chapter Board, presented to members at the annual general meeting, and submitted annually to the Association as part of compliance reporting.

Section 5: Insurance

The Chapter Board shall carry adequate insurance coverage at all times to insure the risk associated with the Chapter's activities. The Chapter shall hold the Association harmless from any lawsuits, damages, other expenses or liabilities, arising out of the activities of the Chapter.

Section 6: Quorum

The quorum for any regular or special meetings of the Chapter Board shall be a majority of the voting members of the Chapter Board.

Section 7: Removal

- a. Any Officer who fails to attend 4 Chapter Board meetings within a year and/or 4 committee meetings (as applicable) within a 12-month period may be brought before the Chapter Board of Directors and may be removed from office by a majority vote of the Chapter Board.
- b. Any Officer may be removed, with or without cause, at any meeting of the Chapter Board of Directors, by a majority vote of the members of the Chapter Board. Any Officer being considered for removal from the Chapter Board of Directors shall have the right to be heard by the Chapter Board before an official vote is taken.



Article VIII. Chapter Committees

Section 1: Standing Committees

There shall be the following standing committees: membership, education, certification, Finance and audit.

Section 2: Special Committees

Special committees may be created as necessary by the chapter membership or the Chapter Board.

Section 3: Duties of standing committees

- a. The Membership committee shall promote interest in the Chapter, and in the Association, and conduct an ongoing membership campaign. The local Chapter, through its Membership committee, shall 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 Certifications Coordinator(s) in promoting the certifications examinations and professional Designations locally and shall provide assistance in planning and conducting chapter's Exam review courses.
- d. The Audit committee shall be appointed by the Chapter Board whose duty shall be to audit the Chapter accounts at the close of the fiscal year and to report at the annual general meeting.

Article IX. Indemnification

Chapter shall indemnify, hold harmless, and defend ISACA and its parent, officers, directors, partners, members, shareholders, employees, agents, affiliates, successors and permitted assigns ("ISACA Indemnified Parties") against any and all losses, damages, liabilities, deficiencies, claims, actions, lawsuits, judgments, settlements, interest, awards, penalties, fines, costs, or expenses of whatever kind, including reasonable attorneys' fees, fees, and the costs of enforcing any right to indemnification under the Chapter Affiliation Agreement and the cost of pursuing any insurance providers, incurred by the ISACA Indemnified Parties, arising out of or relating to any claim of a third party ("Claim").

Article X. Dissolution

To effect dissolution of the Chapter becomes inevitable, these chapter bylaws must be rescinded by two-thirds (2/3) vote of the chapter members present and voting after ten (10) days' notice has been provided via postal mail or email to each member. In the event of dissolution, the Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for

dissolution and shall return the Chapter charter and any other Chapter or Association documents to ISACA Global/the Association. All net assets shall be distributed to other selected ISACA chapters or to a welfare, education or civic project designated by the Chapter membership, pursuant to Section XXXX of the Uganda Companies Act, 2002, as amended, with the approval of the ISACA Board Chair and Chief Executive Officer.

Article XI. Parliamentary Authority

The rules pertaining to associations incorporated under the Uganda Companies Act, 2012, as amended, shall govern the chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and the chapter shall adopt the *Roberts Rules of Order Newly Revised*, to govern the chapter to which they are applicable and to which they are not inconsistent with these bylaws and any special rules the chapter may adopt.

Article XII. Amendment of Chapter Bylaws

The Chapter Board shall approve all suggested Bylaw changes and forward them to the Association, in English, with changes indicated. The Association must give written approval to all Bylaw changes prior to them being submitted for a vote by Chapter membership.

Chapter Bylaw amendments can be approved, at any chapter meeting, by a two-thirds (2/3) vote of the Chapter Members present and voting, 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 Chapter Board should advise the Chapter Relations team at the Association after the bylaw amendments have been approved by the membership and send a copy of the final, approved version of the bylaws. If the bylaws were approved in a language other than English, an English translation of the same should be provided. If translation expenses are prohibitive, the Chapter can request the Association have the Chapter bylaws translated. Such request is subject to review and final approval by the Association.

The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the Bylaws.

The Chapter Board must ensure the compliance of the Bylaws with the Association's Bylaws and applicable country laws and requirements.

**** End* ****