

**MEMORANDUM OF ASSOCIATION
OF
THE CHENNAI CHAPTER OF
ISACA**

I. Name

The Name of the Society shall be ISACA, Chennai.

II. Registered Office

The registered office of the society shall be at 15, Ground Floor, Luz Golden Enclave, 180/2 Luz Church Road, Mylapore, Chennai - 600 004.

III. Purpose and Main Objects

A. Purpose

To promote the awareness and education of individuals for the development and improvement of their capabilities relating to the auditing of, management consulting in, or direct management of the fields of Information Technology (IT) Governance and Information Systems (IS) audit, security, risk management, control and assurance.

B. Main Objects

The Main Objects of the Society are:

1. To promote the awareness and education of, and help expand the knowledge and skills of individuals in the interrelated fields of IT governance, IT/IS risk management, IS audit, security, control and assurance;
2. To encourage an open exchange of ideas on IT governance, IT / IS Risk management, IS audit, security, control, and assurance techniques, approaches, and problem solving by its members;
3. To promote adequate communication to keep members abreast of current events in the above subjects that can be of benefit to them and their employers;
4. To communicate to management of business enterprises, auditors, universities, educational and research institutions, professional associations, Government agencies, Information Systems professionals, general public and to any other bodies with similar interest, the importance of establishing controls necessary to ensure proper IT governance and the effective organization and utilization of IT resources; and
5. To promote the Association's professional certifications and IT governance
6. To disseminate knowledge and information, and publish journals, newsletters or other publications on current development in the fields of IT governance, IS audit, security, control and assurance for the benefit of industrial, commercial, governmental and social organizations in India
7. To organize, enable and sponsor initiatives for supporting the learning and knowledge sharing among members and the public in general in the fields of IT governance, IS audit, security,

- control and assurance and related subjects through seminars, workshops, conferences, symposium and other appropriate methods
8. To initiate, sustain and coordinate research work, or publish reports and findings for the benefits of members and the general public
 9. To perform all the incidental and ancillary activities necessary for and conducive to the attainment of the above objectives
 10. Any excess of income over expenditures shall be applied only towards the above objectives and for the development of the chapter and shall not be distributed among members or any other body.

IV. Amendments to the Objects

All that has been said in this memorandum including this section are to be considered as basic strictures amenable or rescindable by not less than 75 of the members present and voting in a general body meeting convened for that purpose with 21 days clear notice to the members.

V. Committee Members

The Committee Members shall be the governing body of this society. The incumbent Committee Members of the Society, which shall consist of persons mentioned hereunder:

LIST OF EXECUTIVE COMMITTEE MEMBERS

Sl . No	Name	Father's/Husband's Name	Date of Birth	Address	Occupation
1	Jambunaathan M R	Mr K Ramani	06/11/1958	F2, 25/10 Brindavan Street Extension, West Mambalam, Chennai 600033	Information Systems Consultant
2	Ms Geetha Jayaraman				
3	Ms Jayasree Chandrasekaran	Mr. K Chandrasekaran	08/11/1968	198, 15th Street , Annanagar West Extn , Chennai 600101	Service
4	/K Suresh Kumar	Mr A S Krishnan	11/03/1954	4C Ashta Pradhan, Bharathi Avenue 3 rd Street, Kotturpuram Chennai 600085	Information Systems Consultant
5	Ms Jamuna Swamy	W/O Mr N.Ayyaswamy	20/12/1959	M 76/1 31- Cross Street Besant Nagar Chennai 600080	Systems Consultant
6	C M Krishnaswamy	Mr C K Mahalingam	24/05/1957	4A Ashta Pradhan, Bharathi Avenue 3 rd Street, Kotturpuram,	Systems Consultant

				Chennai 600085	
7	M P Badrinath	Mr M S Parthasarathy	27/01/1961	New No. 34, 3 rd Main Road, Kottur Gardens, Chennai 600085	Service
8	K B Sankaran	Mr K.S.B.Eswaran	01/09/1941	1A, Aishwarya Apartments, 36, 4th Seaward Road, Valmiki Nagar, Chennai-600041	Retired Railway Board Member
9	Mahesh K				
10	Vaidyanathan C	Mr Chandramouli V	07/10/1969	Old 18 New 39 First St Kamaraj Ave Adyar Chennai 600020	Information Security and Business Continuity Leader
11	Sripathy Raaghav K	Mr S Kuppusamy Rao	16/04/1986	#14/2A, Gnanamurthy Nagar Main Road, Ambattur, Chennai 600053	Information Technology Systems Auditor
12	Ms Sumathy K	Mr V.G.Kodhandaraman	29/09/1963	No.3,(Old2), Parthasarathy St., Vellala Teynampet, Chennai600086	Service
13	Ms Chitra Murali	Mr P Murali	04/10/1963	15, Meenakshi apartments, 35 cenotaph first street, Alwarpet, Chennai 600018	Informations Systems Consultant

BYLAWS OF THE
INFORMATION SYSTEMS AUDIT AND CONTROL ASSOCIATION
CHENNAI CHAPTER

I. Definitions

For the purposes of these bylaws, the reference to the words:

- a. "the Chapter" or "the Society" shall mean the Chennai Chapter of ISACA Chennai, having its registered office in Chennai.
 - b. "the Association" shall mean the ISACA, headquartered at Chicago, Illinois, USA.
 - c. "the Board" shall mean the Committee members of the Chapter
 - d. "the Association Board" shall mean the Committee members of the ISACA, headquartered at Chicago, Illinois, USA.
1. The Name of the Society shall ISACA CHENNAI
 2. The registered office of the society shall be at 15, Ground Floor, Luz Golden Enclave, 180/2 Luz Church Road, Mylapore, Chennai - 600 004
 3. The date of formation of the society shall be on 14.02.2005
 4. The Registrar of Societies, Saidapet is the Registrar within whose jurisdiction the office of the society is situated.
 5. The Business hours of the society shall normally be from 2 PM to 7 PM. Tuesday shall be weekly holiday. Other holidays shall be decided by the Board from time to time.
 6. The Main Objects of the Society are:
 - a. To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IT/IS risk management, IS audit, security, control and assurance;
 - b. To encourage an open exchange of ideas on IT governance, IT / IS Risk management, IS audit, security, control, and assurance techniques, approaches, and problem solving by its members;
 - c. To promote adequate communication to keep members abreast of current events in the above subjects that can be of benefit to them and their employers;
 - d. To communicate to management of business enterprises, auditors, universities, educational and research institutions, professional associations, Government agencies, Information Systems professionals, general public and to any other bodies with similar interest, the importance of establishing controls necessary to ensure proper IT governance and the effective organization and utilization of IT resources; and
 - e. To promote the Association's professional certifications and IT governance
 - f. To disseminate knowledge and information, and publish journals, newsletters or other publications on current development in the fields of IT governance, IS audit, security, control and assurance for the benefit of industrial, commercial, governmental and social organizations in India

- g. To organize, enable and sponsor initiatives for supporting the learning and knowledge sharing among members and the public in general in the fields of IT governance, IS audit, security, control and assurance and related subjects through seminars, workshops, conferences, symposium and other appropriate methods
 - h. To initiate, sustain and coordinate research work, or publish reports and findings for the benefits of members and the general public
 - i. To perform all the incidental and ancillary activities necessary for and conducive to the attainment of the above objectives
 - j. Any excess of income over expenditures shall be applied only towards the above objectives and for the development of the chapter and shall not be distributed among members or any other body.
- 7. The Society shall carry on the activities in furtherance of the above objects only in the territory of India
 - 8. The President of the Society shall be the person authorized to sue or to be sued on behalf of the Society
 - 9. The President of the Society shall be the person who is empowered to give directions in regard to the activities of the Society

Article 1. Membership and Dues

Membership to the Chapter shall be open only to members of the Association. However non-member participation in select Chapter programs and events may be permitted at the discretion of the executive committee, on such conditions that may be stipulated therefor.

Section 1: Classifications and Qualifications

Membership in the Association is a requirement for membership in the Chapter.

- A. Member — Any person interested in the purpose and objectives of the Chapter shall be eligible for membership in the Chapter, and the Association, subject to rules established by the Association Board and the Chapter Board. Members shall be entitled to vote and to hold office at the chapter level.
- B. Retired Member, Student Member, Recent Graduate Members and any other category of members as defined by the Association shall not be entitled to vote and hold office at the Chapter level.

Section 2: Admissions

- A. Potential members shall:
 - 1. Express their willingness to be a member of the Chapter and be bound by the rules and regulations to the Association.
 - 2. Shall be persons of good standing and conduct
 - 3. Shall pay the dues to the Chapter to the Association
 - 4. Agree to follow the Code of Professional Ethics of the Association

- B. Membership in the Chapter shall be conferred upon an individual when the Association has received the Chapter dues required of the individual.
- C. The Board reserves the right to reject the application for membership of any person without assigning any reasons therefor.

Section 3: Entrance Fees

- A. There shall be no entrance fee levied by the chapter for any member joining the Chapter

Section 4: Rights, Obligations and Privileges of Members

- A. All members shall have the right to vote and to attend all General Body Meetings. They have the obligation to uphold the objectives of the Society.

Section 6: Properties of the Society

- A. No member shall have any right on any of the properties or assets of the Society. Similarly no member shall have any liability for any of the liabilities of the Society.

Article II: Accounts and Audit

A. Financial Year

The financial year of the Chapter shall be from the 1st day of April to the 31st day of March . However for the first year the accounting year shall be from the date of the registration of the Chapter (Society) up to the 31st March of the year.

B. Bank Accounts

The Chapter may open bank accounts with any nationalized bank, in the name of the Chapter and any two of the office bearers, as authorized by the Committee members, shall jointly operate the accounts.

C. Auditors

The Auditor of the Society who shall not be an executive committee member shall be appointed at the Annual General Meeting to audit the accounts of the Chapter every year. Such appointment shall be put up for renewal or re-appointment at every Annual General Meeting. However, the first auditor shall be appointed at the first meeting of the committee after incorporation of the society.

D. Investment and Application of the Funds of the Chapter

The funds of the Chapter (Society) shall be invested in the modes specified under the provisions of sec.24 of The Tamil Nadu societies Registration Act, 1975 and section 13(1)(d) read with section II (5) of the Income Tax Act, 1961 as amended from time to time. The funds and the income of the Chapter shall be solely applied for the achievement of its objects and

no portion of it shall be utilized for payment to any member(s) or other persons by way of profit, dividends, interest etc.

E. INVESTMENT

1. The Corpus fund of the society shall be invested only in the manner prescribed under Income-tax Act 1961, as applicable to public charities from time to time and in no other form of investment subject to the provisions of sec.25 of The Tamil Nadu Societies Registration Act, 1975. Subject to the above said provisions the Committee shall have the full right to alter or vary the investment from time to time without causing loss to the Society.
2. The Society shall, out of the income arising from its investment, first pay and discharge all the cost and expenses of the Society and apply the balance income for carrying out the objects of the Society.
3. The Society shall, however, be entitled to accumulate a portion of income to the extent permitted under the Income-tax Act 1961 subject to the secs.24 and 25 of The Tamil Nadu Societies Registration Act, 1975 from time to time for supporting the growing future activities of the Society.
4. However, any income arising to the Society from its funds or from donations or otherwise shall be utilized by the Society solely and exclusively for carrying out the objects of the Society and not for anything else.
5. The Committee Members shall have all the required financial and administrative powers for properly administering the Society, its properties and institutions for achieving the objects of the Society. They shall be entitled to do all other acts, Deeds or things which are incidental, necessary or conducive for the purpose of carrying out any of the objects of this Society.
6. However, the Society shall obtain the prior permission from the Director of Income Tax (Exemptions) and other appropriate authorities before sale or alienation of any immovable property.
7. The Funds of the institution shall be invested as per section 11(5) of the Income Tax Act, 1961 and in no other form subject to the provisions of Sec.24 & 25 of the Tamil Nadu Societies Registration Act, 1975.
8. The Accounts shall be maintained regularly and would be audited by the Chartered Accountants every year after the closure of the financial year.
9. In the case of winding up/dissolution, the net funds would be transferred to institutions having similar objects and is registered under section 12A and enjoying exemption under section 80(G) of the Income tax Act 1961.
10. The Society shall, for smooth conduct of the affairs of the Society, have the right to amend, alter or modify this Memorandum or any of its object or powers in accordance with law. However, no amendment shall be effected except with the prior approval of the Director of Income-tux (Exemptions), Chennai and other public authorities and after complying with the requirements of the Civil Law subject to the relevant provisions of Sec.12(1) to (4) of The Tamil Nadu Registration Act,1975 read with rule 14 of The Tamil Nadu Societies Registration Rules, 1978
11. The benefit of the Society shall be available to the members of the public at large without any discrimination on the ground of caste, creed, sex or religion.

Article III Chapter Meetings

Section 1. Members Meeting

The meetings of the Chapter shall be held every month or at such times as the Chapter Board may decide. Additional meetings, seminars, programs and events may also be held at such times as may be decided by the Board..

Section 2. Annual General Meeting

Annual General Meeting (AGM) shall be held in accordance with sec.26 (1), (2) and (3) of The Tamil Nadu Societies Registration Act, 1975 before 30th September every year and shall be for the purpose of receiving reports of auditors, officers and committees, installing Chapter officers, appointment of auditors and for any other business that may arise. The report of the Board on the performance of the Chapter and Audited Accounts of the immediate previous financial year shall be put up for discussion and adoption at such meetings

A notice of 21 days, along with the audited accounts shall be sent to all members for the Annual General Meeting as per the provisions in secs.26 (1), (2) and (3) of the Societies Registration Act. The audited accounts and the Honorary Secretary's report for the year shall be posted on the web site of the chapter accessible to all the members. A shorter notice may be given to any member if he agrees to that in writing. The members listed by the Association as of 31st May of that year shall be eligible to attend the AGM and vote.

Section 3. Special General Body Meeting

Special meetings may be called by the President or by the Chapter executive Committee or shall be called upon written request by at least 3/4th of the Members. The purpose of the meeting shall be stated in the request. Except in cases of urgency, where a shorter notice of 7 days may be given, at least 21 days notice shall be given.

Section 4. Quorum

Seven members present in person, shall constitute a quorum at any regular or special meeting. All resolutions shall be passed by simple majority except in cases otherwise stated in these bylaws.

Article V. Chapter Officers

Section 1. Chapter Officers

The Chapter's Board shall consist the following members. These members shall also be called Officers of the Chapter.

The Officer bearers (Officers) of the Chapter shall be

- a. President
- b. Vice-President,
- c. Honorary Secretary,
- d. Honorary Treasurer,
- e. Immediate Past President,
- f. Committee Member (Marketing) (Director- Marketing)

- g. Committee Member (Programs) (Director- Programs)
- h. Committee Member (Academics) (Director- Outreach & Social Media)
- i. Committee Member (Membership) (Director- Membership)
- j. Committee Member (Certification) (Director- Certification)
- k. Committee Member (SIG) (Director- Special interest groups)
- l. Committee Member ((Research) (Director–Research)
- m. Committee Member (Audit)(Director –Audit)
- n. Committee Member (Training) (Director - Training)

Installation of the chapter board shall be done by election at the Annual General Meeting once in two years. The members of the chapter as on the date of the notice to the AGM shall be eligible to be elected to the board provided he attends at least 5 events of the chapter in the period of one year preceding the date of the notice to the AGM. He shall cease to be an officer of the board from the time he ceases to be a member of the Chapter.

Casual vacancies arising in the intervening period between two AGMs can be filled up by the Board and shall be ratified at the following AGM or at the immediate Extra-Ordinary General Meeting following the filling up of the vacancy whenever the same is called for.

Section 2. Term of Chapter Officers

- A. The Chapter Officers, except the Immediate Past President, shall be elected and will hold office for a period of two years from the date of their election or until they resign or are removed from office or cease to be a member of the Chapter. (A member elected and appointed to hold the same office shall not hold the same office for more than two consecutive terms) However in the exceptional situation, where no fresh nominations are received for a post, the member holding the post can be re-elected, at the AGM, to the same post for not more than one consecutive term. The term of office shall begin from the AGM on which date they are elected.
- B. No member shall hold more than one post in Chapter Office at a time.

Section 3. Duties of Chapter Officers

The Chapter Officers shall perform the duties prescribed by these bye-laws.

A. The Chapter President shall:

- Preside at meetings of the Chapter and the Chapter Board,
- Appoint all committee chairpersons and members ,
- Execute the policies and decisions of the chapter Board
- Develop annual and long-range chapter goals and objectives for presentation to and approval by the chapter board
- Be an ex-officio member of all committees except the Nominating Committee,
- Communicate chapter information and concerns to ISACA International Headquarters
- Represent the Chapter at Leadership Conferences, and other conferences and functions, where appropriate or appoint another Chapter Board member as a representative,
- Maintain or cause to maintain communications with the Association and respond to Association enquiries,

- Ensure submission of the required annual chapter reports to the Association within 30 days after the annual general meeting,
- Ensure submission of the communication plan and the action on that as on the dates prescribed by the association
- Supervise budgetary matters and proper internal control of finances, and
- 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:

- Assume the duties of president when the president is absent
- Assist the president in establishing committees and shall
 - a. Develop specific, written short-term plans
 - b. Explore long-range plans with chapter members
 - c. Ensure that the functions of all chapter committees have been defined in writing and that each committee is staffed with competent, active members
- Direct and coordinate the administrative activities of standing and select committees and shall
 - a. Ensure goals and objectives can be met
 - b. Ensure performance standards for committees are maintained
 - c. Approve arrangements made for monthly meetings, seminars and events
 - d. Manage the development, distribution and tabulation of all program surveys (i.e., those that identify speakers and areas of educational interest)
- Report committee activities for standing and select committees and shall
 - a. Act as liaison between committees and the chapter board
 - b. Ensure board policies and decisions are communicated to committee chairs
- Assist the president and treasurer in the preparation of the chapter budget
- Attend internationally-sponsored meetings for chapter leaders as president-elect or as designated by the current chapter president

C. The Chapter Honorary Secretary shall:

- Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting, and maintain a copy of the records,
- Maintain accurate attendance records,
- Present an annual report to members at the annual general meeting
- Maintain all chapter records, except those specifically assigned to other officers or committees. Examples of these documents may include, but are not limited to:
 - a. Meeting minutes
 - b. Bylaws (sometimes assigned to bylaws committee)
 - c. Charter
 - d. Incorporation records
 - e. Insurance records
 - f. Official chapter membership list (sometimes assigned to membership director)
- Issue meeting notices for all chapter board meetings and other meetings, as appropriate
- Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,

- Assist the President in the administration of Chapter membership meetings, and
- Perform other duties as pertain to this office.

D. The Chapter Honorary Treasurer shall:

- Maintain a balanced financial record
- Follow financial procedures and guidelines
- Ensure a complete, clear and balanced audit trail of all chapter financial transactions for the current and prior years and shall
 - a. Issue payment of all incurred expenses
 - b. Ensure there are no unchallenged payments due
- Collect all funds owed to the chapter and shall
 - a. Ensure that accounts receivable are billed on time
 - b. Establish and maintains a regular collection schedule
- Recommend fee schedules to chapter board
- Collect fees for monthly meetings and other chapter activities
- Purchase and/or authorize the purchase of supplies, including:
 - a. Meeting equipment rentals
 - b. Stationery and office supplies
 - c. Prizes, favors and awards
 - d. Meeting space expenses/meals/etc.
- Ensure the availability of supplies, gifts or equipment
- Check to ensure purchases are being made with president's/board's approval
- Maintain record of all purchases
- Maintain an inventory of physical equipment owned by the chapter, if applicable
- Prepare a regular treasurer's report for board meetings and the newsletter to ensure that the board and the membership know the financial position of the chapter at all times
- Arrange for insurance, as deemed necessary by the board, and provide recommendations regarding coverage amounts
- Recommend an investment strategy for chapter's reserve funds and shall
 - a. Suggest a minimum amount for reserve funds
 - b. Present and, with board approval, initiates plan to build reserves
- Prepares a chapter year-end report
- Organize annual audit of chapter finances and activities for previous year and shall
 - a. Review financial activity to ensure that income and expenses are adequately supported
 - b. Review chapter activities and management to ensure compliance with chapter bylaws
 - c. Establish and publish date for completing audit
 - d. Report findings of the Director Audit to the chapter board
 - e. Follow up on discrepancies with prior officers and board members and initiates corrective action, if necessary
 - f. Retain the remittance reports/account statements provided by the president, and passes this information along to successor
- Assist president with preparation of the annual budget
- Ensure incorporation fees/licenses are filed on time, as appropriate

E. The immediate Past President of the Chapter shall:

- Serve in an advisory capacity
- Perform other duties as pertain to this office, or which may be delegated by the Chapter Board

F. Committee Member (Marketing) (Director- Marketing) shall:

- Conduct general marketing and publicity of the Chapter, its courses, conferences, seminars meetings and workshops, ISACA's certifications, COBIT, the Association, and any other new initiative,
- Coordinate initiatives involving partnerships and alliances,
- Acquire any required marketing materials from ISACA International as authorized by the Chapter Board,
- 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
- Perform other duties as pertain to this office.

G. Committee Member (Programs) (Director- Programs) shall

- Get program calendar prepared at the beginning of the year
- Organize monthly professional development meetings(PDM), conferences including the ISACA Chennai Conference, seminars and workshops
- Organize the sessions and identify and liaise with the speakers/presenters
- Perform other duties as pertain to this office

H. Committee Member (Academics) (Director- Director- Outreach & Social Media) shall:

- Provide liaison with academic institutions and other fraternal associations
- Establish opportunities to brief appropriate classes of academic institutions on ISACA certification programs
- Coordinate scholarship initiatives approved by the Chapter Board,
- Liaise with appropriate academic institutions, and establish an "Academic Advocate" program in local academic institutions,
- Anchor all Social Media channels like LinkedIn, Facebook, Twitter, Youtube, Instagram, etc pertaining to Chapter
- Publish periodic updates on relevant areas on the social media platforms
- Run Campaign on Social media platform about all the activities pertaining to the Chapter and
- Perform other duties as pertain to this office.

I. Committee Member (Membership) (Director Membership) shall

- Maintains membership records
- Conduct and coordinates annual membership renewal campaigns
- Ensure that membership records are accurate

- Work closely with Director Marketing to on-board new members from various marketing activities
- Respond to queries and clarifications regarding membership
- Support joint meetings with local chapters of other professional organizations
- Be responsible for maintenance of chapter website
- Perform other duties as pertain to this office

J. Committee Member (Certification) (Director- Certification) shall:

- Maintain resource material related to ISACA's certifications,
- Recognize individuals who pass an exam and/or obtain a certification
- Assist exam passers with his/her application for certification
- Promote ISACA's accreditations within the Chapter membership, including exam preparation sessions,
- Publicize ISACA's certification programs within and outside the chapter
- Identify potential for corporate trainings and liaise
- Perform other duties as pertain to this office.

K. Committee Member (SIG) (Director- Special interest groups) shall

- Identify the themes for the special interest group
- Form the group of members who show interest and preferably with prior knowledge and expertise
- Prepare and get approval of the annual budget for the SIG
- Conduct periodical planning and review meeting.
- Conduct periodical (monthly or quarterly programs- seminars / workshops) to showcase the works of SIG to the general members and wider public.
- Submit monthly status report to the board
- Perform other duties as pertain to this office.

L. Committee Member (Research) (Director–Research) shall

- Act as the Chapter's primary contact with the ISACA HQ's research department
- Attend quarterly calls scheduled by ISACA HQ to learn about newly released, ongoing & future research developments
- Disseminate the information about ISACA research to chapter members during chapter meetings and publish in the chapter newsletter
- Prepare the chapter level plan for the activities at the beginning of the year and involve the members and/or other academics as authorized by the Chapter Board in these activities
- Perform other duties as pertain to this office

M. Committee Member (Audit)(Director -Audit shall

- Audit the accounts of the Chapter on a regular basis and bring out any discrepancies to the notice of the board
- Liaise with the external auditor when the annual audit is performed

- Review the accounting practices and suggest improvements as needed
- Perform other duties as pertain to this office

N. Committee Member (Training) (Director Training) shall

- Prepare the annual plan for different certification review courses during the year as per examination calendar published by ISACA
 - Identify required volunteers from members and align them to conduct the review program.
 - Evaluate trainers feedback received from participants and share the same with respective trainers
 - Assist candidates in preparing for the certification examination(s)
 - Share feedback from trainers and/or candidates with the education department at ISACA International Headquarters with the purpose of enhancing future editions of the respective publications
 - Report to Chapter Board on exam results,
 - Act as a liaison between exam participants and the Association,
 - Communicate with potential candidates for these classes
 - Identify new resources
 - Perform other duties as pertain to this office
- O.** The Chapter Officers shall strive to execute the policies and decisions of the Chapter and shall cooperate with other chapter officers in carrying out their responsibilities, wherever necessary.
- P.** The Chapter Officers are not eligible for any remuneration directly or indirectly from the Chapter or the Association but shall be eligible to claim reimbursement of actual expenses incurred by them personally in performing duties of the Chapter.

Section 4. Chapter Vacancies

- A. If for any reason, a Chapter officer's position (other than that of the Immediate Past resident) falls vacant, such vacancy shall be filled up by the Committee members. The person so appointed shall hold term till the immediately following AGM of the members.
- B. If a vacancy occurs in the office of Immediate Past President, the vacancy shall not be filled up.
- C. If a Chapter Officer's membership in the Association shall for any reason terminate, that individual's position as Chapter officer shall automatically become vacant.

Article VI. Nominations and Elections

Section 1. Chapter Nominations

- A. A Nominating Committee of three members who are members of the Chapter but not officers of the Chapter shall be constituted by the board at the regular meeting in the month of May or June.
- B. The Nominating Committee shall invite and accept nominations by members for offices to be filled at the annual general meeting. The nomination of a member for a position in the board

shall contain the names and signatures of the nominee, proposer and a seconder and shall state the willingness of the nominee and shall be sent within the prescribed time by the nominating committee, which shall be at least two days.

- C. The Nominating Committee shall review all nominations to be in the interest of the Chapter membership including review for compliance with directives and code of conduct prescribed by the Association and any rejection by the nominating committee shall be subject to review by the AGM.

Section 2. Chapter Elections

- A. Officers shall be elected by voting in case there is more than one nominee for a position. Election for each Chapter Official, subject to the related matters contained in these bye-laws shall be by simple majority of the members present and voting at the AGM.

Article VII Chapter Committees

Section 1.

There shall be the following Standing Committees:

- Membership
- Academic Relations
- Education & Research
- Certification and Audit.

Only Chapter members are eligible to become members of the committees.

Section 2. Duties of Chapter committees

- A. The Membership Committee shall promote interest in the Chapter, and in the Association, and conduct campaigns, as necessary. When requested by the Association, the local Chapter, through its Membership Committee, shall receive and forward applications for membership to the Association.
- B. The Academic Relations Committee shall recommend and oversee seminars, programs and related events of professional education and facilitate research.
- C. The Certification Committee shall assist the Director of Certification in promoting the CISA and CISM examinations respectively and professional designation locally, and shall provide assistance in planning and conducting Chapter's CISA and CISM review courses.
- D. The Education Committee shall undertake research projects by the Chapter and/or in coordination with other research institutions to promote the Information Systems Audit and Control standards, guidelines and practices.
- E. The Audit Committee shall complete an annual audit of the records of the Chapter, and report those findings to the Chapter Board and general membership. An Audit Committee comprising 3 members of the board shall be formed to objectively oversee the finances and

functioning of the Board. The President, Treasurer and Secretary shall not form part of the Audit Committee.

Article VIII. Chapter Committee members

Section 1.

Chapter Committee members shall consist of the Chapter Officers as given in Section 3 of Article V Section 2.

Section 2: Duties

The Committee members shall:

- A. Supervise the affairs and conduct the business of the Chapter between business meetings
- B. Make recommendations to the membership
- C. Be subject to the orders of the membership
- D. Meet monthly at a time and place determined by the Chapter Board
- E. Perform the duties prescribed in these bylaws

Section 3. Authority

The Chapter Board shall have the authority to:

- A. Expend funds allotted in the approved budget
- B. Authorize non-budgeted expenditures not to exceed Rs.50,000/- without prior approval of the Board.

Section 4. Quorum –

Four members of the board present shall constitute a quorum. All resolutions at the board shall be passed by at least a simple majority of those present and voting except in cases requiring special resolution as required by these bylaws.

Section 5.

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

Article IX. Amendment to By-laws

The Committee may supply a copy of the By-laws, the receipts and expenditure account and the balance sheet, to the Members on application and fee payable for the same. These bye-laws may be amended at any meeting of the members by a two-thirds (2/3) vote of the Chapter

membership present and voting, provided that the amendment is submitted in writing, at the previous regular meeting, or has been mailed to the entire Chapter membership at least fourteen (21) days prior to the meeting at which it will be considered. The amendment to these bylaws shall be subject to the provisions of the Tamilnadu Societies Registration Act, 1975

Article X.

The exhibition of the register of members, the books containing minutes and the books of account at the registered office of the society during business hours for inspection by its members free of charge.

Article XI Dissolution

1. To effect the dissolution of the Chapter, these Memorandum of Association and Bye - laws must be rescinded by not less than Three-fourths (3/4) vote of the members at a Special General Body Meeting, duly convened for these purposes. For this purpose at least 21 days notice shall be given to each member(s), who will have a right to vote in person or by proxy. The dissolution shall subject to the provisions of the Tamilnadu Societies Registration Act, 1975. The intention of dissolution shall be communicated to the President, ISACA International, at least one month before such dissolution and approval be obtained.
2. In the event of dissolution of the Chapter, the net assets remaining on the date of dissolution shall under no circumstances be distributed among the members or the Committee members. Such net assets shall be transferred to another Chapter or to another charitable trust/society, with similar objects to those of the Chapter, which is registered under the Income Tax Act 1961 and recognized for purposes for contributions under Section 80G of the Income Tax Act, 1961. Such recipient Society/Trust shall be decided at the Chapter's General Body Meeting, as mentioned in Article X, Clause 1, by a resolution of members with a majority not less than 3;' (three -fourths) of the members present. In the absence of such resolution, the disposal of assets and liabilities shall be as per the provisions of the Tamil Nadu Societies Registration Act, 1975

Article XII Parliamentary Authority

1. The clauses, rules and procedures contained in the Tamilnadu Societies Registration Act, 1975, as amended from time to time shall be applicable to the Chapter. AGM shall be the authority for all matters pertaining to the Chapter, not specifically covered by these bye - laws.
2. The organization and conduct of the Chapter shall be governed in all cases by the bye - laws and amendments thereto and any special rules that the Chapter may adopt further be governed in matters applicable by The Indian Societies Act.
3. As required by the provisions of the Tamilnadu Societies Registration Act, 1975 and the Income Tax Act 1961 and the rules hereunder, the list of Committee members with addresses and occupation etc along with a copy of the audited Annual Accounts shall be forwarded to the Registrar of Societies, after every Annual General Meeting, as required by the Acts.

Article XIII Indemnification

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

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

Article XIV Mediation

For resolving any dispute raised by members of the Chapter against the Chapter, the Chapter shall constitute a Mediating Council consisting of members of the Chapter (not involved in the dispute) and persevere to amicably resolve the dispute.