THE INSTITUTE OF INTERNAL AUDITORS, JAMAICA LTD.

JAMAICA CHAPTER BYLAWS

ARTICLE I - NAME

This Chapter of The Institute of Internal Auditors shall be known as the Institute of Internal Auditors Jamaica Ltd.

ARTICLE II - ADHERENCE TO CORPORATE CHARTER

The Jamaica Chapter is empowered to perform any and all acts which are defined in the Certificate of Incorporation and the Bylaws of The Institute of Internal Auditors, Inc., and shall do nothing which is inconsistent with the provisions and with the pronouncements and resolutions incorporated in the minutes of The Institute's meetings and those of the Board of Directors.

ARTICLE III - CHAPTER MEMBERSHIP

Section 1. The Chapter membership shall consist of those duly admitted to any of the classes of membership as defined in the Rules of Eligibility and Bylaws of The Institute of Internal Auditors, Inc., and who are located in the Chapter's area and any others formerly located in the Chapter's area who, by written request, elect to remain affiliated with the Chapter.

Section 2. Membership in the Chapter shall terminate on transfer to another Chapter or because of resignation or termination for any of the causes set forth in the Bylaws of The Institute of Internal Auditors, Inc.

ARTICLE IV - BOARD OF GOVERNORS

The Board of Governors (“Board”) of the IIA Jamaica Chapter shall comprise the Governors with at least 75% majority who are members of the IIA. The Chairman and Deputy Chairman of the Board must be members.

Persons eligible to serve as Governors shall include; but not limited to former members of the Executives or persons co-opted, in good repute and two past Chapter Presidents not holding a current Executive office and who are available and willing to serve.

ARTICLE V BOARD OF GOVERNORS AND THEIR ELECTION

Section 1. Policies of the Chapter shall be approved by the Board.

Section 2. The Board will be selected by the current Governors in consultation with the President, with their appointment subject to ratification by the Members.
a. The Board of Governors: Minimum of five and maximum of nine, effected from the date of this amendment, each Governor shall serve for a maximum of two terms, each term being three years. A Governor maybe re-selected after sitting out a term.

b. At their first meeting, the Board of Governors should elect one of their Members to serve as Chairman.

Section 3. The Nominating Committee shall make nominations. The Membership can also submit nominations at the Chapter meeting at the month prior to elections.

Duties of the nominating committee:
The duty of the Nominating Committee is to find the best candidates for each office. Nomination shall be taken from the floor at the general meeting prior to elections as well as the committee may identify persons who are willing to serve. A member of the Committee shall be designated to call each nominee to see if he is willing to serve, if elected. No one should be nominated without his or her consent in their absence.

Section 4. The Board of the Chapter shall hold office until the election of successors unless the term of office terminates or is terminated as provided in the Bylaws of The Institute of Internal Auditors, Inc., or as provided in the Bylaws of the Jamaica Chapter.

Section 5. A Governor may be removed by a two-thirds vote of the Board provided such governor was granted an opportunity for a hearing before the Board. The Board shall also call a special meeting of the Chapter to be held within thirty (30) days from the date of having taken such action. At this special meeting, the Board shall make a full and complete report of the action taken in removing the governor or governors along with the reasons. At the meeting, the office(s) made vacant shall be filled.

Section 6. If the office of any governor shall become vacant by reason of death, resignation, or otherwise, except as provided in Section 6 of this article, the Board of Governors is empowered to fill this office for the unexpired term.

Section 8. The resignation of any Governor shall be tendered to the Board and may be acted on at any regular or special meeting of the Board. The Board may appoint someone for the unexpired term or can call on election for the post to be filled.

Section 9. The Board of Governors shall have the power to fix the time and place for each Annual General Meeting and every Special Meeting of the Chapter.

Section 10. The Board of Governors shall meet at least twice annually as such may elect. As soon as possible after the Annual General Meeting, the Board of Governors shall meet and determine the number of Governors who shall constitute a quorum at all Board meetings during the year. At this meeting, at least half of the Board members must be present to vote. Notice of the meetings of the Board shall be sent via mail or email by the Secretary or as the Board may otherwise direct, but no failure or defect of notice shall invalidate the meeting or any business transacted or action taken thereat.
Section 12. At all meetings of the Board of Governors, the majority vote of the Governors present to vote will decide all issues except as provided elsewhere in these Bylaws.

Section 13. The Governors of the Chapter shall receive no salaries or fees for their services. Governors may be reimbursed for expenses incurred in the performance of their duties, subject to approval by the Board.

ARTICLE V - EXECUTIVES AND THEIR ELECTION

Section 1. The Executive of the Chapter shall comprise; the President, the Vice Presidents, the Treasurer and the Secretary, the Immediate Past President and any other position identified and elected as per the Chapter Bylaws.

Section 1. No person shall hold more than one office at a time. But in instances where the Chapter does not have the relevant number of volunteers, posts may be merged.

Section 2. At the March meeting prior to the Annual General Meeting to be held at the April meeting, members shall ratify a Nominating committee of five (5) persons presented by the Board. The Nominating Committee shall review the candidates for election and report at the April meeting. Nominations shall be made by the Nominating Committee and, in addition, will be accepted from the Membership one month prior to the April meeting. Nominations will not re-open at the April meeting.

The Nominating Committee shall among others consist of a current member of the Board not seeking re-election; a past Board member; a Governor or a Past President.

Executives will be elected by ballots for a term of two years or until their successors are elected. Executives take office June 1st. The term of elected Executives is set at two (2) years. Each Executive may hold the same post for a period of two (2) consecutive terms, that is for a four (4) year period or until their successors are elected. An Executive may be re-elected to a former position after sitting out a term.

Section 3. Executives of the Chapter shall be elected in April and shall assume their duties as of June 1st for the term elected Executives shall hold office until the election of successors unless the term of office terminates or is terminated as provided in the Bylaws of The Institute of Internal Auditors, Inc., or as provided in Section 8 of this Article.

Section 4. For the purpose of the election of Executives, the membership quorum is set at five percent (5%). Where there is no quorum at the first meeting, the meeting shall be adjourned and a date set for a new meeting, within thirty (30) days. At this second meeting, the number of members in attendance shall constitute the quorum for the elections.

Section 5. An Executive may be removed for cause by a two-thirds vote of the Board provided this Executive was granted an opportunity for a hearing before the Board.

Section 6. The Governors shall call a special meeting of the Chapter to be held thirty (30) days from the date when any such removal is voted. At this Special Meeting, the office(s) made vacant shall be filled. An Executive may be removed by a two-thirds vote of the members present.
at any duly held meeting of the Chapter provided a notice of such proposed action was incorporated in the notice for the meeting. This notice shall be mailed or emailed to the members by the Secretary upon written petition of one-fifth of the members.

Section 7. If a vacancy occurs in any office by reason of death, resignation, or otherwise, except as provided in Section 5 of this Article, the Board of Governors is empowered to fill such office for the unexpired term.

Section 10. (a) Executives are eligible for re-election for a maximum of two (2) successive terms.

(b) All Executives are eligible for re-election for maximum of two (2) terms. However, 50% of Executives should be eligible for re-election at the AGM each year.

Section 11. If an Executive's membership in The Institute of Internal Auditors, Inc., terminates for any reason, the office shall automatically become vacant.

Section 12. An Executive's resignation shall be tendered to the Board and may be acted on at any regular or special Board meeting. The Board may appoint someone for the unexpired term or can call an election for the post to be filled.

ARTICLE VI - DUTIES OF EXECUTIVES

Section 1. The Chapter's President is the Executives head of the Chapter and, when present, shall preside at all meetings of the Chapter except for those of the Board of Governors, which shall be chaired by the Chairman of the Board of Governors. The President shall be responsible for the enforcement of the Bylaws of The Institute of Internal Auditors, Inc., and the Bylaws of the Chapter and the resolutions and proceedings of the Board of Directors and of the Board of Governors; shall keep the Board of Directors of The Institute of Internal Auditors, Inc. and the Board of Governors of the Chapter fully informed of the affairs of the Chapter; shall also consult with the Board of Directors of The Institute of Internal Auditors, Inc and the Board of Governors of the Chapter, whenever necessary, concerning the business of the Chapter and its activities.

Section 2. The Chapter's elective Executives shall have such duties and powers as may be prescribed by the Board of Governors, encapsulated in the Chapter Manual or delegated by the Chapter's President. In the absence or disability of the President, the Vice President shall perform the Chapter President's duties.

Section 3. The Chapter's Treasurer shall have Accounting experience and qualification and shall be charged with the custody of the funds of the Chapter and their proper disbursement under the rules prescribed by the Board of Governors. The Treasurer shall make periodic reports as required by the Treasurer of The Institute of Internal Auditors, Inc. and any other reports that the Board of Governors may require. The Treasurer shall be the disbursing Executive of the Chapter. The Board of Governors of the Chapter may authorize the bonding of the Chapter Treasurer. The books of account shall be kept under the Treasurer's jurisdiction in accordance with Generally Accepted Accounting Practices so directed by the Institute of Internal Auditor’s Inc and the Chapter’s Accounting Manual. At the termination of the Treasurer's term of office, the Treasurer shall turn over to the Board of Governors all funds, records, papers, books, documents and all other property of the Chapter having to do with the
Section 4. The Chapter's Secretary shall perform those duties delegated by the Chapter's President or prescribed by the Board of Governors. The Secretary shall make reports as required by the Board of Governors or as required by the Secretary of The Institute of Internal Auditors, Inc. The Secretary shall notify each member of the Chapter of all meetings and shall do any and all other things normally required by a Chapter's Secretary to keep the Executives and the Board of Directors of The Institute of Internal Auditors, Inc. and the Board of Governors and the Chapter's Executives and members informed of the affairs of the Chapter. The Board of Governors may authorize the bonding of the Secretary. At the termination of the term of office, the Secretary shall turn over to the Board of Governors all records, papers, books, documents and all other property of the Chapter that might have come into his/her possession or might have been compiled or created during his/her term of office.

Section 5. If the president is absent from any meeting of the Chapter or of the Board of Governors, and no one authorized to perform his duties is present or if the Secretary is absent, a chairman or secretary pro tem or both as may be needed shall be appointed by a majority vote of the members present.

Section 6. The Executives of the Chapter shall receive no salaries for their services except the Secretary whenever the Board of Governors so directs. Executives may be reimbursed for their expenses incurred in the performance of their duties subject to such approval as may be determined by the Board of Governors. Executives who provide seminar services may receive a honorarium to be determined by the Board of Governors in meeting.

ARTICLE VII - COMMITTEES

Section 1. There shall be these standing committees appointed by the Board of Governors:

a. Appointment of Auditors: The Treasurer’s books shall be reviewed by an authorized auditor or audit firm and the report presented at the April Annual General Meeting. The auditors shall be determined by a majority vote at a meeting of the Board.

b. A Nominating Committee consisting of at least (5) members. This Committee shall not contain a majority of members who are also Governors. This Committee shall be appointed by the Board.

Section 2. There shall be these standing committees appointed by the Chapter's President

a. A Membership Committee with a minimum of three and a maximum of nine members.

b. An Admissions Committee with a minimum of one and a maximum of three members.

c. An Academics & Certifications Committee

d. An Events Committee

Section 3: Members nominated and approved by the Board representing the Chapter at any public or private committee shall serve for a period of two consecutive terms (four years):

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b. The representatives of the Chapters to various Board such as the Audit Commission;

c. appointment to other public or private committees and Board as IIA representatives

ARTICLE VIII - BIENNIAL MEMBER MEETING

Section 1. The April Annual General Meeting of Chapter members of each year shall be considered the biennial meeting for the conduct of required business. Said meeting shall be convened on or before the 30th day of that month.

Section 2. The Chapter year is the biennial year beginning June 1. The Executives elected at each biennial meeting shall assume office on June 1st following their election with terms ending May 31st.

ARTICLE IX - CHAPTER MEETINGS

Section 1. Regular Member Meetings: There shall be at least eight regular member meetings each chapter year, except the Board of Governors may authorize individual cancellations or postponements when circumstances dictate. The regular member meeting shall be the last Wednesday of each month except if it is a Social activities, which if open to all members, may be considered Chapter meetings.

Section 2. Quorum: At all Chapter meetings, the quorum shall be five (5) percent of the membership and voting will decide all issues except as provided elsewhere in these Bylaws.

Section 3. Special Meeting: Where a special meeting of members is called, thirty (30) days’ notice shall be given and such notice shall be accompanied by a brief on the issue(s) to be addressed at the meeting.

ARTICLE X - AMENDMENTS TO BYLAWS

These Bylaws may be amended at any regular or special meeting of the Chapter by two-thirds vote of members present and voting, provided that written notice of the proposed change and of the meeting has been sent by mail or email at least ten days prior to the date of said meeting.

ARTICLE XI - DISSOLUTION

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. No part of said funds shall inure, or be distributed to the members of the chapter. On dissolution of the Chapter, all outstanding bills shall be paid and any funds remaining shall be forwarded to Institute of Internal Auditors, Inc Headquarters.