

## Appendix C

### Part 1

44.1 The Council is to consist of:

- a) Eligible Fellows elected to the Council by each Division, the number of which is to be determined as follows:
  - (i) each Division can elect one Fellow for up to 1,000 eligible members plus an additional Fellow for every 3,000 additional eligible members; and
  - (ii) on a request from a Division exceeding 10,000 eligible members, that Division can be divided into two or more Divisions by the Council, which will then, subject to byelaw 60.4, function as separate Divisions; and
- b) Subject to byelaw 48.3 ~~Up to two of~~ the most recent Past Presidents who ~~is~~are eligible and willing to be a ~~members~~ of the Council.
- c) The current chair of the Professional Standards Committee if they are not already a Council member. ~~in accordance with byelaw 64.2(a).~~

46.1 Subject to byelaws 46.6 and 48.3, ~~T~~he President and Vice-Presidents shall be elected by the members of the Council from their number for a period of up to two years.

46.5 The Council can fill any vacancy in the office of President or Vice-President for the remainder of the original term of office. The procedure for doing so is that prescribed in ~~this byelaw~~ these byelaws.

### Part 2

46.6 After 30 June 2020 a member of Council may serve only two terms as a Vice-President.

47.1 The principles which must be followed in all elections to the Council are:

.....

- d) the period of office of a Council member starts from 1-~~January~~July.

48.2 Council members can be elected for a second term of three years. After a second elected term (consecutive or not), a Council member cannot be re-elected or co-opted.

~~48.3 After a second elected term, a Council member can only be re-elected after being out of office for a year.~~

~~48.4~~48.3 Service as President or Vice-President under byelaw 46 or as Past President under byelaw 44.1(b) is not taken into account in computing the time limits in this byelaw but so that; those limits do not apply to Past Presidents serving under byelaw 44.1(b).

a) the President will cease to be eligible to serve after a period or periods of service as a member of Council amounting in aggregate, and whether or not continuous, to 12 years;

b) a Past President will cease to be eligible to serve after a period or periods of service as a member of Council amounting in aggregate, and whether or not continuous, to 15 years; but, with the approval of Council, those limits do not apply to a Past President serving as the chair of the Professional Standards Committee under byelaw 44.1(c);

c) a Vice-President will cease to be eligible to serve after a period or periods of service as a member of Council amounting in aggregate, and whether or not continuous, to 10 years;

Provided that:

(i) the period of 12 years in byelaw 48.3(a) or 10 years in byelaw 48.3(c) may in exceptional circumstances be increased by one year if not less than two thirds of the members of the Council resolve to approve that increase;

~~(i)~~(ii) a member of Council who is already a Vice-President on 30 June 2020 will continue to be eligible to serve as a Vice-President or as President, but not otherwise, for a period or periods of service amounting in aggregate to 14 years.

~~48.5~~48.4 Subject to byelaw 48.3, The the President and any Vice-President can, upon their election and during their term of office, continue to serve as a member of Council, notwithstanding that their term of office as a member of the Council would otherwise expire, provided that the Division which elected them accepts that they are to continue to be that Division's member on the Council.

48.5 Any Council member who has served for a period or periods (whether continuous or not) amounting to six or more years without attaining honorary office as a Vice-President or President, shall cease to be a member of Council with effect from 30 June next and shall be ineligible to be elected again or co-opted.

48.6 Elected Council members holding office on [the date when this byelaw comes into force], and to whom byelaw 46 does not apply as at that date, shall continue to hold office until 30 June in the year immediately after their current term of office expires.

49.3 Any appointment or removal of such an alternate is to be by oral or written notice to the Secretary given by the member of the Council making or revoking the appointment or in any other manner approved by the Council. This notice must be given to the Secretary at least 21 clear days before the date of the Council meeting for which the appointment was made. provided that if for some unforeseen circumstances or reasons arising or becoming known less than 21 days before a meeting of the Council, a member of the Council is unable to attend that meeting or if the member has to leave a meeting of the Council before its conclusion, that member may appoint another member of the Council to act as their alternate without giving 21 clear days' notice to the Secretary.

### Part 3

60.8 Any intellectual property which has not been developed primarily to serve the interests of members resident in a Division is to remain the property of the Institute. This provision does not prevent the expression or mark 'ICSA' being used in conjunction with other words either as part of the name of a company registered by a Division or to describe an activity or service provided in a Division without charge or for a nominal fee. The Council is to make regulations about the use of the Institute's intellectual property. ~~'ICSA Software International Limited', including successor companies, and any of its subsidiaries in related software businesses is excluded from the provisions of this byelaw.~~

### Part 4

61.4 The members of a Division are from time to time to decide by ordinary resolution at a general meeting of the members of the Division how many elected members there are to be on the Divisional Committee; but a Divisional Committee must have a minimum of seven elected members.

61.5 The elected members of the Divisional Committee may include any Council member or members who have been elected by the members of the Division.

61.8 At any time when only one Past President of the Divisional Committee is willing to continue to serve on the Committee, that Past President is to be a member of the Divisional Committee. At any time when no Past President of the Divisional Committee is willing to continue to serve on the Committee byelaw 61.6 does not have effect.

61.8A Subject to any rule of law or order of a competent authority to the contrary, the elected members and any Past Presidents of the Divisional Committee shall serve also as the directors of any legal entity established under byelaw 60.7 and the President and any Vice-President of the Division shall serve as the chairman and vice-chairman respectively of the board of directors of that entity.

61.10 A co-opted member of a Divisional Committee is not entitled to serve as a director of any legal entity established under byelaw 60.7 or to vote or take any part in a decision to co-opt a member under byelaw 61.9.