## Rules of the English Chapter of the Internet Society

Established by the Directors of The Internet Society of England under Article 49 of the Articles of Association of the Company.

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## Rule I - N ame and Corporate Status

1. This organisation shall be known as the "English Chapter of the Internet Society", alternatively "The Internet Society of England" or "ISOC England".
2. The organisation shall be legally constituted as a not-for-profit company incorporated in England and Wales, limited by guarantee ("the Company"). These Rules are established under the Articles of Association of the Company.

## Rule II - Purpose

1. ISOC England is a not-for-profit organisation whose mission is to assure the beneficial, open evolution of the global Internet and its related internetworking, working technologies and applications through leadership in standards, issues and education in England and worldwide.
2. The Chapter will serve persons who live or work in England
3. The Chapter is chartered by The Internet Society ("ISOC"). These rules neither supersede nor abrogate any of the bylaws of ISOC that regulate chapter affairs.

## Rule III - Membership

1. All members of the Chapter shall also be members of ISOC. Membership is not necessary, however, for participation in activities of the Society or its chapters.
2. All individuals and organisations falling within the defined scope of the Chapter shall be eligible for membership without discrimination save that membership may be refused or terminated for just cause.
3. Membership in the Chapter shall be open to all ISOC members in the locality served by the Chapter upon request and payment of any local membership subscriptions, as determined by the Executive Committee.

## Rule IV - Officers

1. The officers of the Chapter shall be: Chair, Secretary, and Treasurer.

2 The first officers of the Chapter shall be the first Directors of the Company. They shall take office on the establishment of these Rules. Thereafter the Directors of the Company for the time being will be the officers of the Chapter.

## Rule V - D uties of Officers

1. The Chair is the principal officer of the Chapter and is responsible for leading the Chapter and managing its activities in accordance with the policies and procedures of ISOC, the Memorandum and Articles of Association of the Company and these Rules. The Chair shall preside at all meetings of the Chapter, its Executive Committee and meetings of officers of the Chapter.
2. The Secretary shall keep the minutes of all Chapter and Executive Committee meetings and meetings of the officers of the Chapter. Other duties of the Secretary include:
A) Preparation of the A nnual Chapter Report for presentation to the Chapter at its A nnual General M eeting.
B) Preparation of the Chapter's Activity Report and submission of this report to ISOC H eadquarters.
C) Notification to ISOC Headquarters of any changes in the officers of the Chapter.
D) Submission of any proposed amendment of these Rules to the Vice President of Chapters of ISOC, at ISOC H eadquarters for approval.
3. The Treasurer shall collect membership subscriptions, pay all debts, and maintain the Chapter's financial records. Duties of the Treasurer shall also include:
A) Preparation of theChapter's A nnual Financial Report for presentation to the Chapter at the Annual General Meeting of the Chapter.
B) Completion and submission of the Annual Financial Report to ISOC Headquarters.

## Rule VI - Executive Committee

1 The Executive Committee of the Chapter shall consist of the Chapter officers for the time being, the immediate Past Chair, and up to six (6) Members-atLarge, from whom the Chair and other officers of the Chapter will appoint chairs of the four Standing Committees of the Chapter, constituted under RuleVII.

2 The Chapter officers shall appoint four Members-at-Large to be the first chairs of the Standing Committees of the Chapter and appoint two further members of the Executive Committee from the Members-at-Large. Their terms of office as members of the Executive Committee and chairs of the Standing Committees, as the case may be, will extend until the first Annual General M eeting of the Chapter.

No person shall be elected to the Executive Committee of the Chapter at an A nnual General M eeting of the Chapter unless:

## 6.1 he or she is recommended by the Executive Committee; or

6.2 not less than twenty-eight (28) nor more than thirty five (35) clear days before the date appointed for the meeting, notice executed by a member of the Chapter has been given to the Secretary of the Chapter of the intention to propose that person for election or reelection, together with notice to the Secretary of the Chapter executed by that person of his or her willingness to be elected or reelected.

7 N ot less than seven (7) nor more than twenty-eight (28) clear days before the date appointed for holding an A nnual General M eeting of the Chapter notice shall be given to all members of the Chapter of any person who is recommended by the Executive Committee for election or re-election to the Executive Committee, or in respect of whom notice has been duly given to the Secretary of the Chapter of the intention to propose him or her at the meeting for election or re-election.
8. The Executive Committee may appoint a person who is willing to act to be a member of the Executive Committee, either to fill a vacancy or as an additional member of the Executive Committee, provided that the appointment does not cause the number of members of the Executive Committee to exceed any number fixed by or in accordance with Rules of the Chapter established under the Articles of Association of the Company as the maximum number of members of the Executive Committee. A member of the Executive Committee so appointed shall hold office only until the next A nnual General M eeting of the Chapter.
9. A member of the Executive Committee shall cease to be such:
9.1 if by notice in writing lodged with the Secretary he or she resigns his or her membership of the Executive Committee;
9.2 upon death, or if he or she becomes bankrupt or becomes of unsound mind, or is convicted of an indictable offence for which he or she is sentenced to a term of imprisonment; or
9.3 if he or she is removed by a simple majority vote of the Members-atLarge.
10. The members of the Executive Committee of the Chapter may regulate their meetings as they think fit. Questions arising at any meeting shall be decided by majority vote.

## Rule V II - Standing Committees

1. The Standing Committees of the Chapter shall be Programme, M embership, Education and Legal and Regulatory.
2. The Programme Committee shall plan and make arrangements for the conferences and technical programmes of the Chapter's meetings in accordance with the membership's interests and the aims of the Chapter as set forth in Rule II.
3. The Membership Committee shall maintain and increase the membership, and be responsible for all marketing activities of the Chapter, including management of printed and electronic publications.
4. The Education Committee shall be responsible for the development of the technical education programme, dissemination of technical information and input into the Programme committee.
5. The Legal and Regulatory Committee shall be responsible for dissemination of legal information from relevant bodies to the membership and input into the Programme Committee.
6. The members of the each Standing Committee of the Chapter may regulate their meetings as they think fit under the chairmanship of the chair of the Standing Committee appointed by the officers of the Company under Rule VI. Questions arising at any Standing Committee meeting shall be decided by majority vote.

## Rule V III - Temporary Committees

1. With the advice of the Executive Committee, the Chair may appoint such temporary committees as appropriate.
2. A N ominating Committee, consisting of at least three members of the Chapter, at least two of whom shall not be members of the Executive Committee, shall be appointed by the Chair of the Chapter with the advice of the Executive Committee, at least two months prior to the first and subsequent A nnual General M eetings of the Chapter.

## Rule IX - M eetings of the Chapter

1. The Chapter shall hold meetings only in places that are open and accessible to all members of the Society. M eetings shall be held as planned by the Programme Committee
2. The Executive Committee may, and the Secretary at the request at the written request of not less than ten (10) percent of the voting members of the Chapter shall, at any time summon a meeting of the Chapter.
3. The Annual General Meeting of the Chapter shall be held immediately following the Annual General Meeting of the Company as set out in the Articles of Association of the Company. At the A nnual General M eeting of the Chapter, the Secretary and Treasurer each shall present a report. Also, the election of members of the Executive Committee from the Members-atLarge under Rule VI shall be held.
4. Notices of the place and time of all meetings of the Chapter shall be distributed to all members at least twenty-one (21) prior to any meeting, by Internet mail or by oral, telegraphic, or other written notice, duly served on the member.
5. The Chair shall preside at every meeting of the Chapter. If there is no such chair, or if he or she is not present within fifteen minutes after the time appointed for the start of the meeting, or is unwilling to act, the members of the Executive Committee of the Chapter present may chose one of their number to be chair of the meeting.

## Rule X - Disbursements and M embership Subscriptions

1. Disbursements from the Treasury for Chapter expenditures shall be made by the Treasurer with authorisation of the Executive Committee and shall be recorded in the minutes of its meetings.
2. Membership subscriptions shall be fixed annually by the Executive Committee.

## Rule XI - A mendment and Voting Procedures

1. All proposed changes to these Chapter Rules shall have been approved by the Vice President of Chapters of The Internet Society, ISOC H eadquarters before being presented to the Chapter membership for a vote.
2. No official business of the Chapter shall be conducted unless a quorum of the Chapter is present.
3. A quorum of the Chapter shall be defined as twenty (20) percent of the voting membership of the Chapter or 10 members, which ever is greater.
4. A simple majority of the members present and voting at a meeting of the Chapter shall be required to carry a motion. In the case of an equality of votes on any question the Chair shall have a second or casting vote.

## Rule XII - Dissolution of the Chapter

1. Dissolution of the Chapter by consent of the members shall consist of unanimous agreement of all its officers together with a majority vote at a meeting which has been publicised in advance to all members of the Chapter for the purpose of taking this vote.
2. Should this Chapter and be dissolved and the Company be wound up, and there remains any surplus after satisfaction of the Company's debts and liabilities, the surplus shall not be paid to the members of the Company but dealt with in accordance with the Memorandum of Association of the Company.
