



**BYLAWS OF
INTERNATIONAL SECURITIES ASSOCIATION FOR
INSTITUTIONAL TRADE COMMUNICATION**

ARTICLE I - OFFICES

Section 1. Principal Office. The principal office of the Association shall be at such location within or without the State of New Jersey as the Board of Directors shall determine.

Section 2. Other Offices. The Association may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the Association may require.

ARTICLE II - PURPOSES

Section 1. General Purpose. The purpose of the Association is to engage in any lawful act or activity for which a corporation may be organized under the New Jersey Nonprofit Corporation Act ("the Act").

Section 2. Specific Purposes. Within the context of the general purpose set forth above, the specific purposes of the Association shall be to foster alliances which support global securities operations and to develop and advocate standards that permit the straight-through processing of financial transactions.

ARTICLE III - MEMBERS

Section 1. Classes of Members. The Association shall have three classes of members: General Members, Honorary Members and Individual Members. The Board of Directors shall have final discretion to determine a prospective member's appropriate membership class, including whether a subsidiary or affiliate of a member shall be entitled to a separate membership.

Section 2. General Members. Business entities eligible to apply to become General Members of the Association shall include entities involved in the following financial services industry constituencies: (a) banks, typically providers of custody, fund accounting and administration and middle office services; (b) broker/dealers and other sell-side institutions; (c) investment managers and other buy-side institutions; (d) market utilities and other entities that provide technology and other services to the financial services industry. Business entities eligible for membership in more than one of the foregoing membership constituencies shall be entitled to apply for separate Association memberships for each such constituency. Each General Member shall designate in writing an individual who shall serve as the member's Voting Delegate and be entitled to cast the member's vote on Association matters. Each General Member shall also be

entitled to designate an unlimited number of its employees to become Individual Participants in the Association for as long as it remains a General Member and its employment relationship exists with the Individual Participant. Voting Delegates and designated Individual Participants of General Members in good standing shall be entitled to serve on the Association's Board of Directors and to serve as an elected officer of the Association.

Section 3. Honorary Members. By unanimous vote the Board of Directors may elect as an Honorary Member an individual who has rendered exceptional service to the Association and/or the securities industry. An Honorary Member shall not be required to pay annual dues and shall not be eligible to serve as a Voting Delegate of a General Member.

Section 4. Individual Members. By unanimous vote the Board of Directors may elect as an Individual Member an individual involved in the industry but unaffiliated with, and therefore not eligible to be named an Individual Participant by, a General Member. An Individual Member shall pay annual dues but shall not be eligible to serve as a Voting Delegate of a General Member and shall not be eligible to serve on the Board of Directors or as an elected officer of the Association.

Section 5. Membership Application. Persons or business entities desiring to apply for membership in the Association shall complete and submit a membership application in the form established from time to time by the Board of Directors. Membership applications shall be submitted to the Association's professional staff and shall be acted upon by the Board of Directors. Rejected applicants may appeal the Board's initial decision to the Board of Directors by providing additional information not made a part of the initial application; the decision of the Board of Directors on any such appeal shall be final.

Section 6. Good Standing. Members current in their financial and other obligations to the Association shall be deemed to be in good standing. Representatives of members in good standing shall be eligible to participate in the Association's affairs, attend the Association's conferences at the member rate, access the members-only portion of the Association's website and exercise other membership rights as set forth elsewhere herein.

Section 7. Membership Dues. Each General Member and Individual Member shall pay annual dues, fees and assessments in such amounts as may be established from time to time by the Board of Directors. No portion of dues, fees or assessments shall be refundable.

Section 8. Termination of Membership. Membership in the Association shall be terminated, automatically and without the necessity of any action by the Board of Directors, if (a) the member shall cease for any reason to meet the membership requirements set forth elsewhere herein, or (b) following written notice from the Association, the member's dues, fees or assessments shall remain unpaid sixty (60) days beyond the due date. A member may be removed from membership by a majority vote of the Board of Directors for the failure to comply with the provisions of these Bylaws or duly adopted resolutions of the Board of Directors. A member may resign at any time by giving written notice, stating the effective date of the resignation, to the Secretary of the Association. A resignation need not be accepted to be effective. A member who or which resigns or is removed shall have no rights of any kind

whatsoever with respect to the Association or its assets.

ARTICLE IV - MEMBERSHIP MEETINGS

Section 1. Annual and Regular Meetings. Each year there shall be an annual meeting of the members at such time and place as the Board of Directors may determine. The members shall transact such business as may properly be brought before the meeting.

Section 2. Special Meetings. Special meetings of the members may be called at any time by the Chair or by a majority of the Board of Directors. Business transacted at all special meetings shall be confined to matters set forth in the notice of the meeting.

Section 3. Notice. Notice of a meeting of the members, stating the time and place thereof, and the matters to be considered in the case of a special meeting, shall be given to each member not less than ten (10) nor more than sixty (60) days in advance of the meeting. Notice may be given personally, by mail, by facsimile or, if permitted by the Act and consented to in writing by the member, by electronic mail.

Section 4. Quorum. At all meetings of the members, one-fourth (1/4) of the voting members shall constitute a quorum for the transaction of business. Except as otherwise provided in these Bylaws or the Act, the act of a majority of the members present and voting at a meeting at which a quorum is present shall constitute the act of the members.

Section 5. Voting. Except as specifically provided otherwise herein, each General Member of the Association in good standing shall be entitled to one vote. Voting by proxy shall be permitted. The members may take action other than at a meeting by written consent as provided in the Act.

ARTICLE V - BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Association shall be managed by the Board of Directors. For purposes of the Act, the Board of Directors shall constitute the Board of Trustees. The Board of Directors shall have the authority to prescribe by resolution rules and procedures for the operation of the Association.

Section 2. Composition. The Board of Directors shall be composed of, as determined from time to time by the Board of Directors, no fewer than twelve (12) and no more than twenty (20) representatives of General Members, each of whom shall be elected by the General Members. To the extent practicable, the Board of Directors shall include at least three (3) directors from each of the four General Member constituencies. No decrease in the number of directors shall shorten the term of any then sitting director.

No more than two persons from any business entity or group of business entities under common control shall serve on the Board of Directors at any one time. In the event of a merger, acquisition, employment change or other similar event after a Board election, which event results in Board membership in violation hereof, the affected directors shall be permitted to serve out their terms as directors, but (a) only two of such affected directors, as determined by the affected

directors or, if necessary, by the Nominating Committee, shall be eligible to be nominated for re-election, and (b) if more than two directors represent the same membership constituency, they shall be entitled to cast among themselves only two votes on all matters brought to a vote of the Board of Directors. Member business entities shall be deemed to be under common control if they are (i) parent and subsidiary (i.e., if one entity owns 50 percent or more of the stock or assets of the other), or (ii) affiliates (i.e., if the stock or assets of each are at least 50 percent owned by the same persons or entities). The Board of Directors shall, in its sole discretion, determine whether member business entities are under common control.

Section 3. Election and Term. Following the receipt of the report of the Nominating Committee, the election of directors shall be conducted, at the discretion of the Board of Directors, either at a membership meeting or by mail or electronic ballot. Cumulative voting shall not be permitted. Directors shall take office on January 1 following their election and serve staggered terms of three (3) years. A director may serve no more than three (3) consecutive full terms, unless election to an office of the Association requires further service on the Board, or unless otherwise specifically approved by a majority vote of the members.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and locations as determined in advance by the Board of Directors.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair or by one-third of the directors.

Section 6. Notices. Notice of regular meetings of the Board of Directors, stating the time and place thereof, shall be given to all directors at least five (5) days prior to the date of the meeting. Reasonable notice of special meetings of the Board of Directors, specifying the time, place and subject matter to be considered, shall be given to all directors. Notice may be given in any manner reasonably calculated to provide actual notice to the directors, including without limitation personally, by mail, by facsimile, by telephone, or, if permitted by law and consented to in writing by the director, by electronic mail.

Section 7. Quorum. A majority of the directors of the Association shall constitute a quorum for the transaction of business, and except as otherwise provided by law or in these Bylaws, the act of a majority of the directors present and voting at a meeting at which a quorum is present shall be the act of the Association.

Section 8. Meetings by Conference Telephone. Except as otherwise required by law or these Bylaws, directors may participate in a meeting of the Board of Directors by conference telephone or similar communications equipment by means or which all persons participating in the meeting can simultaneously hear or receive the communications of each other, and such participation shall constitute presence in person at the meeting.

Section 9. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if, prior or subsequent to the action, all members of the Board of Directors consent thereto in writing and the written consents are filed with the minutes of the proceedings of the Board.

Section 10. Removals and Resignations. The Board of Directors may remove a director from office for cause at any time by a two-thirds vote at any regular or special meeting. The General Members may remove a director elected by the General Members at any time, with or without cause, by a majority vote. A director may resign from office at any time by submitting a written resignation to the Chair. In the absence of a unanimous Board vote to the contrary, a director shall be deemed to have resigned (a) in the event that he or she is no longer a Voting Delegate or designated Individual Participant of a General Member in good standing, provided that any such director shall first have a period of one hundred and eighty (180) days, renewable in ninety (90) day increments as determined by the Board of Directors in a particular case, within which to become the Voting Delegate or designated Individual Participant of another General Member, as appropriate, or (b) in the event that he or she fails to attend three consecutive Board meetings. The resignation of a director need not be accepted to be effective.

Section 11. Vacancies. If the office of a director shall become vacant for any reason, the Board of Directors, consistent with the obligation to maintain the prescribed General Member constituency representation on the Board, may either appoint another qualified person to serve the unexpired portion of his or her predecessor's term or cause a membership election to be held to fill the vacancy.

Section 12. Compensation. Directors shall not receive any salary or compensation for their services as such but they may, if so determined by the Board, be reimbursed for any expenditure made by them in the conduct of the business and affairs of the Association. The Board of Directors shall have the power and authority to engage and pay such attorneys, auditors, bookkeepers or agents, including a management company, as it may deem necessary or advisable in the proper conduct of the affairs of the Association.

ARTICLE VI - OFFICERS

Section 1. Officers. The elected officers of the Association shall be the Immediate Past Chair, Chair, Vice-Chair, Second Vice-Chair, Secretary and Treasurer. The role of Second Vice-Chair is optional. The Board of Directors has the right but not the obligation to fill the role of Second Vice-Chair during Officer elections. The Immediate Past Chair, Chair, Vice-Chair, Second Vice-Chair, Secretary and Treasurer shall be Voting Delegates or designated Individual Participants of a General Member. Representatives from the same General Member may not simultaneously serve as Chair, Vice-Chair, or Second Vice-Chair unless such representatives are from different membership constituencies and such simultaneous service is unanimously approved by the Board of Directors. In the event of a merger, acquisition, employment change or other similar event after an officer election, which event results in officers in violation hereof, only one of the affected officers, as determined by the officers or, if necessary, by the Board of Directors, shall be permitted to serve out his or her term as an officer. The Board of Directors may engage a person to serve as, or a management company to provide a person to serve as, the Association's Executive Director. The Board of Directors may authorize and appoint such assistant officers as deemed necessary to the proper conduct of the Association's affairs.

Section 2. Election and Term. The incoming Board of Directors shall, as soon as possible following the election of new directors in years in which officer terms are concluding, convene

to elect from among its membership a Chair, a Vice-Chair, a Second Vice-Chair, a Secretary and a Treasurer. Officers shall take office effective January 1 following the election and shall serve terms of two calendar years. No person shall serve more than one consecutive term as Chair, Vice-Chair, or Second Vice-Chair of the Association unless otherwise agreed and unanimously approved by the Board of Directors. Aside from the limitation upon consecutive terms as a director, there shall be no limit upon the number of consecutive terms a person may serve as Secretary or Treasurer of the Association.

Section 3. Chair. The Chair shall be the chief executive officer of the Association and shall preside at all meetings of the Board of Directors and the members. The Chair shall be considered the Association's President for purposes of the Act. Subject to the supervision of the Board of Directors, the Chair shall perform all duties customary to that office and shall supervise and control all of the affairs of the Association in accordance with the policies and directives approved by the Board of Directors. The Chair, Vice-Chair, Second Vice-Chair or Executive Director shall, as determined by the Board of Directors, execute on behalf of the Association all contracts and other documents, except when such documents are required by law to be otherwise executed or when the execution thereof shall be delegated by the Board of Directors to another officer. At the conclusion of his or her term as Chair, the person serving as Chair shall automatically succeed to the office of Immediate Past Chair.

Section 4. Vice-Chair. The Vice-Chair shall, in the absence of the Chair, perform the duties of the Chair. The Vice-Chair shall perform such additional duties as may be prescribed by the Board of Directors or the Chair.

Section 5. Second Vice-Chair. In the absence of the Chair and the First Vice-Chair, and there is a Second Vice-Chair elected, the Second Vice-Chair shall perform the duties of the Chair. The Second Vice-Chair shall perform such additional duties as may be prescribed by the Board of Directors or the Chair.

Section 6. Immediate Past Chair. The Immediate Past Chair shall serve as chair of the Nominating Committee and shall perform such additional duties as may be prescribed by the Board of Directors or the Chair.

Section 7. Secretary. The Secretary shall (a) record, or cause to be recorded, all votes of the Association and the minutes of all transactions in a book to be kept for that purpose, (b) give, or cause to be given, notice of all meetings of the Board of Directors and members, (c) provide such attestations as may be required by law or requested by the Board of Directors, and, when authorized to do so by the Board of Directors, affix the same to any instrument requiring it and attest to it by his or her signature, and (d) perform such other duties as may be prescribed by the Board of Directors or the Chair.

Section 8. Treasurer. The Treasurer, or his or her designee, shall (a) have custody of the Association's funds and securities, (b) keep, or cause to be kept, full and accurate accounts of receipts and disbursements in books belonging to the Association, (c) deposit, or cause to be deposited, all monies and other valuable effects of the Association in separate accounts or depositories in the name of and to the credit of the Association as shall be designated by the

Board of Directors, (d) disburse, or cause to be disbursed, the funds of the Association as may be ordered by the Board of Directors, provided, however, that the Board of Directors may, by resolution, authorize disbursement of funds upon checks or other instruments signed by any one of the officers, (e) render to the Board of Directors, whenever it may require it, an account of all transactions and of the financial condition of the Association, and (f) perform such other duties as may be prescribed by the Board of Directors or the Chair.

Section 9. Removals and Resignations. Any officer of the Association may be removed from office with or without cause by a two-thirds vote of the Board of Directors. Any officer may resign from office at any time by submitting a written resignation to the Chair, or, in the case of the resignation of the Chair to the Secretary, and the acceptance of such resignation shall not be necessary for it to be effective. An officer shall be deemed to have resigned in the event that he or she is no longer a Voting Delegate or designated individual Participant of a General Member in good standing, provided that any such officer shall first have a period of one hundred eighty (180) days within which to become the Voting Delegate or designated Individual Participant of another General Member, as appropriate.

Section 10. Vacancies. If any office of the Association becomes vacant for any reason, the Board of Directors shall elect from among its remaining members a qualified successor who shall hold office for the unexpired term of his or her predecessor.

Section 11. Compensation. Elected officers of the Association shall not receive any salary or compensation for their services as such but they may, if so determined by the Board, be reimbursed for any expenditure made by them in the conduct of the business and affairs of the Association.

ARTICLE VII - COMMITTEES

Section 1. Standing Committees. The standing committees of the Association, each of which shall be appointed by the Chair with the approval of the Board of Directors, shall have an appointed Board of Directors liaison, and shall be chaired by one or more chairs or co-chairs, shall be as follows:

Finance/Audit Committee. The Finance/Audit Committee, chaired by the Treasurer, shall be responsible for (a) developing and presenting to the Board the proposed annual budget for the Association, and (b) overseeing the annual audit by an independent auditing firm of the Association's finances.

Nominating Committee. The Nominating Committee, chaired by the Immediate Past Chair, shall include at least two directors representing General Members. Consistent with the obligation to maintain the composition of the Board of Directors as described in Article V, Section 2, the Nominating Committee shall be responsible for developing and presenting to the Board of Directors a slate of nominees for election to the Board of Directors, including at least one nominee for each position to be elected. The Nominating Committee shall ensure that election ballots provide the opportunity for voting members to write-in the names of qualified individuals not included in the Nominating Committee slate.

Marketing Committee. The Marketing Committee shall be responsible for membership development, meetings and events, relationships with the media and the production of promotional materials. Marketing shall be responsible for reviewing and acting upon applications for membership in the Association.

Section 2. Subcommittees. Committees may form subcommittees and working groups for special purposes, the membership of which shall not be limited to members of the standing committees themselves.

Section 3. Other Committees. The Board of Directors may appoint such other committees and task forces as it deems necessary for the operation of the Association.

ARTICLE VIII – INTERNATIONAL AFFILIATIONS

The Association shall seek to further its objectives through collaboration with national and international organizations domiciled other than in North America, the purposes of which organizations are consistent with those of the Association. Such collaboration, to be determined by the Board of Directors, may include convening joint meetings of the leadership of the organizations, attendance at conferences sponsored by such other organizations and encouragement of the leadership of such other organizations to attend the Association's conferences.

ARTICLE IX - MISCELLANEOUS

Section 1. Indemnification. The Association shall, to the full extent permitted by the Act, the Articles of Incorporation and these Bylaws, indemnify current and former officers, directors, employees and agents of the Association against any and all expenses and liabilities actually and necessarily incurred by him or her or imposed upon him or her in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been such officer, director, employee or agent. The indemnification provided herein shall not be deemed exclusive of any other rights to which such officer, director, employee or agent may be entitled under any statute, bylaw, agreement or otherwise and shall not restrict the power of the Association to make any indemnification permitted by law.

Section 2. Insurance. The Board of Directors may authorize the purchase of and maintain insurance on behalf of any officer, director, employee or agent of the Association against any liability asserted against or incurred by him or her which arises out of such person's status in such capacity, whether or not the Association would have the power to indemnify the person against that liability under law.

Section 3. Loans. The Association shall not make any loan of money or property to, or guarantee any obligations of, any officer, director or member of the Association.

Section 4. Fiscal Year. The fiscal year of the Association shall be the calendar year or such other period as may be fixed by the Board of Directors.

Section 5. Books and Records. The Association shall maintain a record of the proceedings of the Board of Directors, committees and members, a copy of the Bylaws, and all amendments thereto, certified by the Secretary, and appropriate, complete and accurate books and records of account, which records shall be kept at such reasonably accessible location as the Secretary may determine.

Section 6. Parliamentary Procedure. To the extent not inconsistent with the Association's Articles of Incorporation, these Bylaws or rules and procedures adopted by the Board of Directors, the provisions of the most recent edition of Robert's Rules of Order shall apply to the operation of the Association.

Section 7. Amendment of Bylaws. These Bylaws may be adopted, amended or repealed in whole or in part by a two-thirds vote of the Board of Directors, provided that notice of the proposed amendment is included in the notice of the meeting at which the amendment is to be considered.

Section 8. Dissolution. In the event of dissolution or final liquidation of the Association, all of the remaining assets and property of the Association shall, after paying or making provision for the payment of all of the liabilities and obligations of the Association, be distributed, pursuant to a plan of distribution adopted in accordance with the provisions of the Act, to such organization or organizations as share or support the purposes of the Association, as determined by the Board of Directors, provided that such plan is not inconsistent with any provisions of the Act or any Internal Revenue Code provision applicable to corporations described in Section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended.