

Vicon Industries, Inc.

Nominating and Corporate Governance Committee Charter

Purpose of the Committee

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Vicon Industries, Inc. (the “Company”) is to carry out and perform the responsibilities and duties set forth in this Charter.

Committee Membership

The Committee shall consist of at least three members of the Board who satisfy the independence requirements of the NYSE Amex, as such requirements are interpreted by the Board in its business judgment.

The members of the Committee are appointed by the Board and serve until their successors are duly appointed or until their retirement, resignation, death or removal by the Board. The Chairman of the Committee shall be designated by the Board or by majority vote of the Committee members.

Committee Authorities and Responsibilities

The Committee has the following responsibilities and duties:

1. Identification, Evaluation and Recommendation of Board Candidates
 1. Identify, evaluate and recommend to the Board individuals for (i) the Board to nominate for election as directors at either an annual or special meeting of shareholders, and (ii) election to the Board to fill vacancies existing on the Board.
 2. Formulate and administer policies and procedures for identifying, evaluating and recommending director candidates, including consideration of nominees recommended by shareholders, to stand for election at an annual or special meeting of shareholders or to fill a vacancy existing on the Board.
 3. Review and make recommendations to the Board whether members of the Board should stand for re-election. Consider matters relating to the retirement of members of the Board, including term limits or age limits.
 4. Administer the process outlined in the Company's Bylaws concerning shareholder nominations for director candidates.
2. Board Structure and Organization
 1. Develop an annual evaluation process for the Board, its committees and individual directors and ensure the execution of such annual evaluation.
 2. Recommend to the Board directors to serve as members of each committee and, in consultation with the Chairman of the Board, as committee chairs.

3. Review periodically, but at least annually, the size and skills of the Board and each standing committee and recommend to the Board such changes that the Committee believes desirable.
3. Corporate Governance
 1. Monitor emerging corporate governance trends and oversee and evaluate the Company's corporate governance policies and programs and recommend to the Board such changes as the Committee believes desirable.
 2. Develop and recommend to the Board a set of corporate governance principles applicable to the Company and review these principles at least annually.
 3. Review periodically as it deems appropriate, but at least annually, the Company's Standards for Director Independence, recommend to the Board any modifications to these standards that the Committee deems desirable, and provide to the Board the Committee's assessment of which directors should be deemed independent directors under the then-current standards and under any recommended modifications to the standards.
 4. Review periodically as it deems appropriate, but at least annually, the requirements of a "financial expert" under applicable rules of the SEC and NYSE Amex, assess which directors should be deemed financial experts and recommend to the Board the determination that such directors are "financial experts."
 5. Conduct an annual performance evaluation of the Committee in such manor as the Committee deems appropriate.
 6. Oversee the annual evaluation of management performance.
 7. Solicit and receive comments from all directors and report annually to the Board with an assessment of the Board's performance.
 8. Review this charter annually and recommend to the Board any revisions to this charter deemed necessary or desirable.
 4. Other Responsibilities
 1. Perform such other functions as assigned by law, the Company's Articles of Incorporation or Bylaws, or the Board.

Meetings and Procedures of the Committee

The Committee shall meet as often as necessary to carry out its duties and responsibilities. The Committee may ask members of management or others to attend its meetings and to provide pertinent information to the Committee. A majority of the members of the Committee shall constitute a quorum. The Committee shall maintain minutes of its meetings and regularly deliver to the Board a report, which may be oral, on its activities. In the event the Chairman is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

The Committee may, in its discretion, form and delegate authority to subcommittees, including a single member, when appropriate and consistent with applicable law.

Committee Resources

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including retaining outside counsel, outside search firm and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to retain and terminate any such counsel, search firm or advisor, including sole authority to approve its fees and other retention terms.