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# Bylaws of ISACA WellingtonChapter

Effective: 26/09/2011

## **Article I. Name**

The name of this non-union, non-profit organisation shall be ISACA Wellington Chapter, hereinafter referred to as “Chapter”, a Chapter affiliated with the Information Systems Audit and Control Association (ISACA), hereinafter referred to as the “Association”. The Chapter, apart from its innate affiliation with the international Association, is an independent entity from any other association, enterprise, or entity.

In accordance with Section 18 of the Incorporated Societies Act 1908 the Chapter shall have a registered office (which shall be at Wellington) to which all communications may be addressed and notice of the situation of that office and of any change therein shall be given to the Registrar as provided by the Act.

## **Article II. Purpose**

### ***Chapter’s Purpose***

The primary purpose of the Chapter is to promote the education of individuals for the improvement and development of their capabilities relating to the auditing of, management consulting in, or direct management of the fields of IT governance, IS audit, security, control and assurance.

The objectives of the Chapter are:

- To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, security, control and assurance;
- To encourage an open exchange of IT governance, IS audit, security, control, and assurance techniques, approaches, and problem solving by its members;
- To promote adequate communication to keep members abreast of current events in IT governance, IS audit, security, control and assurance that can be of benefit to them and their employers;
- To communicate to management, auditors, universities, and to IS professionals the importance of establishing controls necessary to ensure proper IT governance and the effective organisation and utilisation of IT resources; and
- To promote the Association’s professional certifications and IT governance.

In pursuance of the purpose the Chapter may establish bursaries or scholarships for educational purposes and to furnish and award competitive prizes for suggestions, essays or otherwise tending to further interest in and to promulgate the objectives of the Chapter;

## **Article III. Membership and Dues**

### ***Section 1. Classifications and Qualifications***

Membership in the Association is a requirement for membership in a Chapter. Therefore, upon joining the Chapter, a person must also join the Association, with accompanying rights and responsibilities.

- A. Member — any person interested in the purpose and objectives of the Chapter as stated in Article II shall be eligible for membership in the Chapter, and the Association, subject to rules established by the Association Board. Members shall be entitled to vote and to hold office.
- B. Retired Member — any member, who presents proof of retirement status, subject to rules established by the Association Board. Retired members shall be entitled to vote and hold office at the Chapter level.
- C. Student Member — full time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board. Student members shall be entitled to vote and hold office at the Chapter level.

59 **Section 2. Admission**

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61 A. Potential members shall:  
62 1. Meet the requirements of membership as outlined in Article III, Section 1.  
63 2. Complete an Association membership application form.  
64 3. Pay required dues to the Chapter and the Association.  
65 4. Follow the Code of Professional Ethics of the Association.  
66 B. Membership in the Association shall be conferred upon an individual when the Association has received the  
67 required Association dues for that individual.  
68

69 **Section 3. Dues**

- 70 A. Chapter dues shall be payable on or before 1 January of each year, in an amount determined by the Chapter  
71 Board, plus Association dues.  
72 B. A member whose dues are in arrears for more than 60 days shall no longer be deemed a member.  
73 C. A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as  
74 required.  
75 D. Resignation — Any member may resign at any time however any member who resigns shall not be entitled to  
76 a refund of his/her annual membership dues. All resignations shall be in writing.  
77

78 **Section 4. Rights of Members**

79 A member shall be entitled to:

- 80 • Attend and vote at all general meetings of the Chapter;  
81 • Attend all technical meetings of the Chapter subject to the rules of such meetings;  
82 • Offer themselves for election to the Management Committee;  
83 • Offer themselves for membership of any committee of the Chapter.  
84

85 **Section 5. Duties of Members**

86 A member shall have a duty to uphold and observe the constitution of the Chapter and to conform to all lawful  
87 and ethical resolutions of the Management Committee and of the Chapter.  
88

89 **Section 6. Register of Members**

90 The Chapter shall keep a register of its members containing the names, addresses and occupations of those  
91 members and the dates at which they became members. The Chapter shall from time to time when required by the  
92 Registrar of Incorporated Societies, provide a list of the names, addresses and occupations of its members  
93 accompanied by a statutory declaration verifying that list and made by the President or Secretary of the Chapter.  
94

95 **Article IV. Chapter Meetings**

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97 **Section 1. Regular Meetings**

98 Regular meetings of the Chapter membership shall be held monthly - unless otherwise ordered by the Chapter  
99 Board and shall be for the purpose of conducting the regular business of the chapter.  
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101 **Section 2. Educational sessions**

102 Educational sessions of the Chapter membership shall be held twice per year-unless otherwise ordered by the  
103 Chapter Board.  
104

105 **Section 3. Annual General Meeting**

106 The annual general meeting shall be held in December and shall be for the purpose of electing officers, receiving  
107 reports of officers and committees, and for any other business that may arise.  
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109 **Section 4. Special Meetings**

110 Special meetings may be called by the President, the Chapter Board or upon written request by 20 of the  
111 members. The purpose of the meeting shall be stated in the call.  
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114 **Section 5. Mail or Electronic Voting**

115 If required, paper mail or electronic means may be used for the purposes of membership voting on resolutions  
116 approved by the Chapter Board, and such correspondence will be considered a special meeting for the purposes of  
117 these bylaws.

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**Section 6. Proxy Voting**

If required, proxy voting may be used for Annual General Meetings and Special Meetings:

- A. Chapter members must notify the Chapter President of their intention to vote by proxy at least one week in advance of the Annual General or Special General meeting,
- B. Notification of intention to vote by proxy should be communicated to the Chapter President via a signed letter including the Chapter Member's physical address,
- C. The Chapter President and Vice President shall be responsible for validating the physical address, and
- D. The Chapter President and Vice President shall be responsible for collating and presenting a summary of proxy votes to attendees of the Annual General or Special General meeting,

**Section 7. Quorum for Chapter Meetings**

The quorum for any regular, annual general or special meeting shall be 15 members. In absence of quorum, the meeting will be adjourned, and reconvened one week later. The new date and time will be communicated to members.

**Section 8. Act of the Membership**

The affirmative vote of the majority of the members at any chapter meeting shall constitute an act of the membership.

**Section 9. Notification**

Members shall be notified 14 days in advance of the annual general meeting. Members shall be notified at least 14 days in advance of any regular meetings or special meetings, except in case of emergency. Notification may be by postal mail, by email or by telephone.

**Article V. Chapter Officers**

**Section 1. Chapter Officers**

The Officers of the Chapter shall be six in number, constituting: President, Vice President, South Island Vice President, Secretary, Treasurer and Immediate Past President.

**Section 2. Term of Chapter Officers**

- A. The Chapter Officers, except the immediate Past President, shall be elected for a term of two year(s), or until their successors are elected and assume office, or until they resign or are removed from office. The term of office shall begin at the close of the annual meeting at which they are elected.
- B. No member shall hold more than one Chapter office(s) at a time, and no member shall be eligible to serve more than two consecutive terms in the same Chapter office.

**Section 3. Duties of Chapter Officers**

The Chapter Officers shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted by the Chapter.

A. The Chapter **President** shall:

- Preside at meetings of the Chapter and the Chapter Board,
- Appoint all committee chairpersons and members ,
- Be an ex-officio member of all committees except the Nominating Committee,
- Represent the Chapter at Leadership Conferences, Presidents Council Meetings and other conferences and functions, where appropriate or appoint another Chapter Board member as a representative,
- Present an annual report to members at the annual general meeting - such report to consist of reports from various Chapter officers and committees,
- Maintain communications with the Association and respond to Association enquiries,
- Be responsible for submission of the required annual chapter reports to the Association within 30 days after the annual general meeting,
- Supervise budgetary matters and proper internal control of finances, and
- Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.

- 177 B. The Chapter **Vice President** shall:  
178 • Preside at meetings of the Chapter and the Chapter Board, in the absence of the President,  
179 • Perform the duties of the President in the event of his/her absence or disability, and  
180 • Perform other duties as pertain to this office.  
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182 C. The Chapter **South Island Vice President** shall:  
183 • Be responsible for administering Chapter education events within the South Island, and  
184 • Promote the Chapter and associated membership within the South Island.  
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186 D. The Chapter **Secretary** shall:  
187 • Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting,  
188 and maintain a copy of the records,  
189 • Maintain accurate attendance records,  
190 • Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,  
191 • Assist the President in the administration of Chapter membership meetings, and  
192 • Perform other duties as pertain to this office.  
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194 E. The Chapter **Treasurer** shall:  
195 • Be custodian of Chapter funds,  
196 • Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the  
197 carrying on of its activities or as directed by the Chapter Board,  
198 • Remit dues to the Association as required,  
199 • Submit a written report at each regular meeting,  
200 • In concert with the President, authorise expenditures from, or transfers of funds from/to, the Chapter US  
201 dollar credit account held at the Association,  
202 • Submit audited annual financial statements for presentation to the membership at the annual general  
203 meeting,  
204 • Submit books and records for audit when required,  
205 • File any and all tax forms required, and  
206 • Perform other duties as pertain to this office.  
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208 F. The **Immediate Past President** of the Chapter shall:  
209 • Provide advice and guidance to the new President and Chapter Board, and  
210 • Perform other duties as pertain to this office.  
211

#### 212 ***Section 4. Chapter Officer Vacancies***

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214 A. If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.  
215 B. If a vacancy should occur in any other office, except that of Immediate Past President, the vacancy shall be  
216 filled by the Chapter Board.  
217 C. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled by  
218 routine succession.  
219 D. If a Chapter officer's membership in the Association shall for any reason terminate, that individual's position  
220 as Chapter officer shall automatically become vacant.  
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### 222 **Article VI. Nominations and Elections**

#### 223 ***Section 1. Chapter Nominations***

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227 A. A Nominating Committee of two members (not serving on the Chapter Board) shall be elected by the  
228 Chapter Board at their September meeting.  
229 B. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall  
230 nominate candidates for offices to be filled at the annual general meeting.  
231 C. The Nominating Committee shall report to the membership at the regular meeting in November.  
232 D. Nominations from the floor shall be permitted prior to the election. Each candidate shall have consented  
233 to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest form.  
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**Section 2. Chapter Elections**

- A. Officers shall be elected by ballot.
- B. In the event there is only one candidate for any office, voting on that office may be by voice.

**Article VII. Chapter Board**

**Section 1. Composition of the Chapter Board**

The Chapter Board shall consist of the officers listed in Article V, Section 1. Any additional Directors shall be appointed by the Chapter Board.

**Section 2. Duties**

The Chapter Board shall:

- A. Supervise the affairs and conduct the business of the Chapter between business meetings
- B. Make recommendations to the membership
- C. Be subject to the orders of the membership
- D. Meet monthly at a time and place determined by the Chapter Board
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter
- F. Regular or special meetings of the chapter board may be held electronically. A conference meeting must be arranged at least 48 hours in advance of the call. Each member should seek recognition from the chair before beginning to speak, and each member should identify himself or herself prior to speaking. Motions will be voted on by voice vote. If the chair has a problem determining the vote, he or she may call for a roll call vote. The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes. The minutes of the meeting shall be approved at the next in-person meeting.

**Section 3. Finance and Financial Authority**

All monies due and payable to the Chapter from any source shall be received by the Treasurer and deposited to the credit of the Chapter in a bank.

Cheques, drafts and any other disbursements from the bank account shall be signed or endorsed in such a manner as the Management Committee shall from time to time direct.

An estimate of income and expenditure of the Chapter for the ensuring year shall be presented at the Annual General Meeting.

The Chapter Board shall have the authority to:

- A. Approve the annual budget.
- B. Expend funds allotted in the approved budget.
- C. Invest and deal with the monies of the Chapter not immediately required upon such securities or otherwise in such manner as may from time to time be determined provided that such investment of funds shall be restricted to any of the following:
  - a. A registered bank;
  - b. Any activity where such investment is guaranteed by the New Zealand Government; or
  - c. A Trustee Investment.
- D. To borrow money from any trading bank within New Zealand upon the security of all or any of the Chapter's assets (both present and future) and upon such terms and conditions as would be normally offered to organisations similar in nature to the Chapter

**Section 4. Fiscal Year & Annual Financial Statements**

- A. The fiscal year of the Chapter shall run from 1 January to 31 December unless otherwise established by the Chapter Board.
- B. Proper books of account shall be maintained in accordance with current accounting practice and suitable for the nature of the financial transactions of the Chapter.
- C. A paid auditor shall examine the books and records of the Chapter and provide to the members an opinion as

294 to whether the annual accounts show a true and fair view and whether the books and records of the Chapter  
295 have been properly kept during the year under review in terms of the Constitution of this Chapter, resolutions  
296 of the Management Committee and members and generally accepted accounting principles.  
297 D. The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter Board,  
298 presented to members at the annual general meeting, and submitted as part of the Chapter Annual Report to  
299 the Association.

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301 ***Section 5. Insurance***

302 The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the  
303 Chapter.

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305 ***Section 6. Quorum***

306 A majority of the Chapter Board shall constitute a quorum for any Chapter Board meeting.

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308 **Article VIII. Common Seal**

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310 The Common Seal of the Chapter shall be approved and adopted by the Chapter Board and shall be in the custody  
311 of the Chapter Secretary. The Common Seal shall only be affixed to any deed or document in pursuance of a  
312 resolution of the Chapter Board and in the presence of two members of the Chapter Board, one of whom must be  
313 the President or Vice President and the other being a member of the Chapter Board.

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315 **Article IX. Chapter Committees**

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317 ***Section 1. Program Committee***

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319 There shall be a Program Committee with the objective of developing and implementing the Chapter training and  
320 development events for the year.

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322 ***Section 2. Special Committees***

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324 Other committees may be created as necessary by the Chapter Board.

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326 **Article X. Indemnification**

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328 The Chapter shall indemnify any and all of its directors or officers or former directors or officers or any person  
329 who may have served at its request or by its election as a director or officer of another corporation, against  
330 expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit  
331 or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been  
332 directors or a director or officer of the corporation or of such other corporation, except in relation to matters as to  
333 which any such director or officer or former director or officer or person shall be adjudged in such action, suit or  
334 proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by  
335 agreement predicated on existence of such liability.

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337 The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking  
338 indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested directors or  
339 otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such  
340 office.

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342 **Article XI. Dissolution**

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344 If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the  
345 chapter membership after ten (10) days notice has been mailed to each member. In the event of dissolution, the  
346 Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for  
347 dissolution and shall return the Chapter charter and any other Chapter or Association documents to International  
348 Headquarters. All net assets shall be distributed to other selected ISACA chapters, or to a welfare, education, or  
349 civic project designated by the Chapter membership, pursuant to the Incorporated Societies Act 1908 with the  
350 approval of the Association's International President and Chief Executive Officer.

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352 **Article XII. Parliamentary Authority**

353 The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern the chapter in all  
354 cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules  
355 the chapter may adopt.  
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357 **Article XIII. Amendment of Chapter Bylaws**

358 The Chapter Board shall approve all suggested bylaw changes and forward them to the Membership Division of  
359 the Association, with changes indicated. The Association must give approval to all bylaw changes prior to them  
360 being submitted for a vote by chapter membership.  
361

362 Chapter bylaw amendments will be approved, at any chapter meeting, by a two-thirds (2/3) vote, provided that the  
363 amendment has been submitted in writing at the previous meeting, or has been mailed or e-mailed to the entire  
364 Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Membership  
365 Division of the Association will be advised that the Bylaw amendments have been approved, and will be sent a  
366 copy of the approved version of the Bylaws.  
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368 The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws.  
369 The Chapter must ensure the compliance of the bylaws with the Association's bylaws and any applicable country  
370 or state requirements.  
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