

1 **ISACA Wellington Constitution**

2 **A. NAME**

3 The name of this organisation shall be the Information Systems Audit and Control Association (ISACA  
4 Wellington) Incorporated (hereinafter referred to as "the Chapter").

5  
6 **B. REGISTERED OFFICE**

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

10

11 **C. PURPOSE AND OBJECTIVES**

12 (1) The purpose and objectives of the Chapter are:

13 (a) to promote the education of and help expand the knowledge and skills of its members in the inter-related  
14 fields of Auditing and Electronic Data Processing;

15 (b) to encourage a free exchange of ISACA audit techniques, approaches and problem solving by its  
16 members;

17 (c) to provide adequate communication to keep members abreast of current events in ISACA and auditing  
18 which can be beneficial to them and their employers; and

19 (d) to communicate to management, systems and ISACA professionals the importance of establishing  
20 controls necessary to ensure the integrity of data and the effective organisation and utilisation of data  
21 processing resources.

22 (2) In pursuance of the objectives the Chapter may:

23 (a) establish bursaries or scholarships for educational purposes and to furnish and award competitive prizes  
24 for suggestions, essays or otherwise tending to further interest in and to promulgate the objectives of the  
25 Chapter;

26 (b) enter into any amalgamation affiliation fusion or alliance with or cooperate or make any arrangement for  
27 the amalgamation or cooperation in the whole or in part with any association having objects altogether or in  
28 part similar to any of those of this Chapter provided that this Chapter shall not enter in any amalgamation or  
29 fusion with an association as aforesaid unless such association prohibits the payment or transfer directly or  
30 indirectly of its income or property or any part thereof by way of dividend bonus or otherwise howsoever by  
31 way of profit to its members;

32 (c) raise or borrow money in such manner and upon such security (if any) and in particular upon the security  
33 of any mortgage or mortgages charge or charges of all or any part of the Chapter's property assets and  
34 rights (both present and future) or by issue of debentures charges or not upon all or any part of the  
35 Chapter's property assets and rights (both present and future) and generally with such rights and upon such  
36 terms and conditions in all respects and to purchase redeem or payoff any such securities and reissue same;

37 (d) affiliate or act in conjunction with similar associations throughout the world and to appoint  
38 representatives to any such association;

39 (e) provide suitable premises for meetings and carrying on the work of and for the purpose of carrying into  
40 effect the objects of the chapter and to employ and dismiss servants and agents;

41 (f) acquire by purchase take on lease or otherwise lands and buildings and all other property real and  
42 personal or dispose of such property or any part thereof and to erect on any such land any building and to  
43 alter add to and maintain any building erected upon such land;  
44 (g) sell improve maintain manage exchange lease mortgage dispose of turn to account or otherwise deal with  
45 all or part of the property assets and rights of the Chapter;  
46 (h) give guarantees, bonds and indemnities and to make draw accept endorse discount execute and issue  
47 promissory notes bills of exchange drafts debentures and all or any negotiable or transferable instruments;  
48 (i) take or otherwise acquire or hold shares in any other Association or Company or Corporation having  
49 objects altogether or in part similar to those of this Chapter or carrying on any business of whatsoever  
50 nature so as to further directly or indirectly the objects for which this Chapter is established.

51

## 52 **D. MEMBERSHIP**

### 53 (1) Eligibility

54 Any person interested in the purposes and objectives of the Chapter as stated in Section C may become a  
55 member of the Chapter upon:

56 (a) completion of the application form for membership of the Chapter; and

57 (b) acceptance of application for membership by the Management Committee; and

58 (c) payment to the Chapter of the appropriate membership fees, subscriptions and levies as set out  
59 elsewhere in this Constitution.

### 60 (2) Classes of Membership

61 The Management Committee at their discretion, may provide for other classes of Chapter membership.

62 [amended February 2001]

### 63 (3) Transfer of Membership

64 Individual membership in the Association is transferable from another Chapter subject to payment of any  
65 subscription as determined by the Management Committee.

66

67 [amended February 2001]

### 68 (4) Resignation

69 Any member may resign at any time, but such resignation shall not relieve the resigning individual from the  
70 payment of dues for the expired portion of the current fiscal year or give any right to rebate of dues paid or  
71 any right to a pro rata or other share of the assets of the Chapter. All resignations shall be in writing.

### 72 (5) Chapter Expulsion

73 The Management Committee, at any meeting at which a quorum is present may, by two thirds vote of those  
74 present, terminate the membership of any member who has been guilty of conduct detrimental to the best  
75 interests of the Association. Such action by the Management Committee shall cancel all rights, interests or  
76 privileges of such member in the services or resources of the Chapter. ISACA International will be notified of  
77 such action in order that the ISACA Board can consider similar action. [amended February 2001]

### 78 (6) Termination

79 Membership shall be terminated by resolution of the Management Committee if payment of the annual  
80 Chapter subscriptions or additional levies as established under section K(8), have not been received by the

81 Treasurer of the Chapter before the end of the second month following the month of the general meeting at  
82 which such subscriptions or levies were determined.

83 (7) Rights of Members

84 A member shall be entitled to:

85 (a) attend and vote at all general meetings of the Chapter;

86 (b) attend all technical meetings of the Chapter subject to the rules of such meetings;

87 (c) offer themselves for election to the Management Committee;

88 (d) offer themselves for membership of any committee of the Chapter.

89 (8) Duties of Members

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

92 (9) Register of Members

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

98

99 **E. OFFICERS AND DUTIES**

100 (1) Officers

101 The Officers of the Chapter shall be President, Vice President, Secretary and Treasurer.

102 (2) Duties of the President

103 The President shall serve as chairperson of the Management Committee and shall, subject to the control of  
104 the Management Committee, have supervision, direction, and control of the business and affairs of the  
105 Chapter.

106 The President shall preside at all meetings of the membership and shall be ex-officio a member of all  
107 committees.

108 (3) Duties of the Vice President

109 In the absence of or disability of the President, the Vice President shall have all the powers and shall perform  
110 all the duties of the President.

111 (4) Duties of the Treasurer

112 The Treasurer shall be responsible for the financial affairs of the Chapter, for the performance of all duties  
113 incident to the office of Treasurer and such other duties as may from time to time be assigned to him by the  
114 Management Committee.

115 The Treasurer shall submit financial statements to the Management Committee and to the membership in  
116 such form and frequency as the Management Committee may direct.

117 (5) Duties of the Secretary

118 The Secretary shall be responsible for the legal affairs, Chapter reports, membership records, review of new  
119 membership applications and such other duties as may be authorised and delegated by the Management  
120 Committee.

121 The Secretary shall keep the roll of the Membership of the Chapter, shall keep minutes of the proceedings of  
122 the meetings of the membership and Management Committee meetings and shall preserve communication  
123 pertaining to the affairs of the Chapter.

124 (6) Indemnity of Officers

125 Officers of the Chapter shall not be liable for the acts, receipts, neglects or defaults of any other officer of  
126 the Chapter or for any loss occasioned by any error of judgement or oversight on their part or for any other  
127 loss damage or misfortune whatever which shall happen in the execution of the duties of their office or in  
128 relation thereto unless the same happen through their wilful default or dishonesty

129

130 **F. MANAGEMENT COMMITTEE**

131 (1) Composition and Election

132 The Management Committee shall consist of the Officers of the Immediate Past President of this Chapter  
133 and six other members, all of whom shall be elected each year and shall serve until their successors have  
134 been elected. No Management Committee member shall serve more than two consecutive years in the same  
135 office.

136 The Management Committee will be elected at the annual general meeting of the Chapter. The Immediate  
137 Past President shall be an ex-officio member of the Management Committee and not subject to election in  
138 that capacity.

139 Management Committee members shall take office on the date of their election and shall hold office until  
140 their successor has been elected or until they resign.

141 (2) Vacancies

142 If the office of any Management Committee member shall become vacant for any cause, a majority of the  
143 remaining members of the Management Committee then in office, shall appoint a member to fill the  
144 unexpired portion of the term.

145 If the membership of any Management Committee member shall for any reason terminate, that office as  
146 Management Committee member shall automatically become vacant.

147 (3) Election

148 Management Committee members shall be elected by secret ballot. The candidate who receives a simple  
149 majority of the votes of those members present and voting shall be declared elected.

150 (4) Duties and Responsibilities

151 The Management Committee shall be the governing body of the Chapter and may do any act matter or thing  
152 which may appear to be incidental or conducive towards carrying into effect or attaining of the objects of the  
153 Chapter provided in Section C(2) without first obtaining the sanction of a resolution of a general meeting of  
154 the Chapter.

155 The Management Committee may on behalf of the Chapter:

156 (a) invest and deal with the monies of the Chapter not immediately required upon such securities or  
157 otherwise in such manner as may from time to time be determined provided that such investment of funds  
158 shall be restricted to any of the following:

159 (i) a recognised savings or trading bank;

160 (ii) any activity where such investment is guaranteed by the New Zealand Government;

161 (iii) an authorised Trustee Investment; or

162 (iv) an investment with a short term money market dealer where Paid Up Capital is not less than \$2.5  
163 million. The total investment in short term money market dealers to be limited to 300/0 of Chapter funds.  
164

165 [Amended 5 September 1985]

166 (b) print and publish any newspaper, periodicals, books, leaflets and such other descriptive or educational  
167 material considered desirable for the promotion of its objects.

168 (c) seek and secure from any interested individual or organisation recognition and financial support for  
169 carrying out the objects of the chapter.

170 The Management Committee shall provide for an independent audit of the financial affairs of the Chapter, at  
171 least annually, and at such other times as it may deem advisable.

#### 172 (5) Meetings

173 (a) The Management Committee shall meet at least quarterly at a time and place selected by the  
174 Management Committee.

175 (b) Meetings may be called at any time by the President or three members of the Management Committee.

176 (c) For the transaction of business requiring a vote, a majority of the Management Committee shall  
177 constitute a quorum.

178 (d) At all meetings of the Management Committee, the President, shall act as Chairperson. In the absence of  
179 the President, the Vice President shall be chairperson. In the absence of both the President and the Vice  
180 President, the Secretary shall preside until the election of a Chairperson protem, which should take place  
181 immediately. The members of the Management Committee who are present in person shall by majority vote  
182 choose one among them to act as Chairperson for that meeting.

183 (e) Notice of meetings of the Management Committee shall be given to each Management Committee  
184 member not less than two clear days in advance of the meeting or as the Management Committee may  
185 otherwise direct, but no failure of such notice shall invalidate the meeting or any action taken or proceedings  
186 thereat.

187

#### 188 **G. COMMON SEAL**

189 The Secretary shall have custody of the common seal of the Chapter and such seal shall not be affixed to any  
190 instrument except by the authority of a resolution of the Management Committee and in the presence of a  
191 member of the Management Committee and of the Secretary or such other person as the Management  
192 Committee may appoint for the purpose; and that member of the Management Committee and the Secretary  
193 or other person as aforesaid shall sign every instrument to which the seal of the Chapter is so affixed in their  
194 presence.

195

#### 196 **H. COMMITTEES**

##### 197 (1) Establishment

198 Committees may be appointed annually or otherwise as required by the Management Committee and may be  
199 discharged by the Management Committee at any time. All proceedings of committees shall be subject to  
200 ratification by the Management Committee.

201 Each committee shall have a Management Committee member as its chairperson and shall elect from  
202 amongst its members, a committee secretary who shall be responsible for recording the activities of the

203 committee. Each committee shall provide a report to the Management Committee at a frequency to be  
204 determined by the Management Committee.

205 (2) Membership

206 Membership of committees shall be open to all members of the Chapter and with the approval of the  
207 President, non-members of the Chapter.

208

209 **I. NOMINATIONS AND ELECTIONS**

210 (1) Elections

211 Election of all Officers and other Management Committee members shall be held at the annual general  
212 meeting of the Chapter.

213 (2) Nominations

214 Nominations shall be received in respect of all candidates for election to the positions of Officers or other  
215 Management Committee members. Such nominations shall be proposed and seconded by members of the  
216 Chapter and may be made up to the time of such election at an annual general meeting.

217 (3) Voting

218 The Officers and other Management Committee members nominated shall be elected by a majority of the  
219 votes of the members present and voting at the meetings.

220 (4) Management Committee Members

221 Newly elected Management Committee members shall be installed at the annual general meeting of their  
222 election and shall take office therefrom.

223

224 **J. MEETINGS**

225 (1) Annual General Meeting

226 One annual general meeting shall be held during each financial year. 11 shall be held not later than four  
227 calendar months after the close of the previous financial year. Business of the annual general meeting shall  
228 include:

229 (a) adoption of the minutes of the previous annual general meeting and those of any special general  
230 meetings held since the last annual general meeting;

231 (b) consideration of the annual report by the President;

232 (c) consideration of the annual financial accounts and auditors report;

233 (d) consideration of the estimates of income and expenditure for the ensuring year;

234 (e) consideration of the annual subscription for the ensuring year;

235 (h) nomination and election of the Management Committee for the ensuring year;

236 (g) nomination and election of the Honorary Auditor;

237 (h) general business.

238 (2) Special General Meetings

239 Special general meetings of the Chapter may be called by the Management Committee and shall be called on  
240 the requisition of at least twenty members. Business at special general meetings shall be limited to the  
241 issues giving rise to the holding of such a meeting as embodied in the one or more motions which shall  
242 accompany the notice of the special general meeting to be sent to all members.

243 (3) Notice of Meeting

244 A notice of meeting of general meetings shall be prepared and sent to all members and mailed not less than  
245 fourteen (14) days prior to the date of the meeting. The notice of the meeting shall include:

246 (a) the time, place and date of the meeting;

247 (b) a copy of the agenda of the meeting.

248 Every notice to be given to any member pursuant to any provision in this constitution, shall be deemed to be  
249 sufficiently given to and served if posted or delivered at their mailing address appearing in the Chapter's roll  
250 of membership.

251 The loss delay or non-delivery of any notice sent or delivered to any member of the Chapter or of the  
252 Management Committee whether through the post or otherwise, shall not invalidate or prejudice any  
253 resolution passed or election made or other thing done by the Chapter or the Management Committee.

254 Any notice if given or served by post shall be deemed to have been given or served two clear days after the  
255 letter containing the same is posted and in proving such service it shall be sufficient to prove that the letter  
256 containing the notice was properly address.

#### 257 (4) Quorum

258 The quorum for general meetings shall be fifteen members. In the event of a quorum not being obtained at  
259 general meetings or where a quorum is lost during general meetings, the meeting shall be adjourned to a  
260 period not exceeding three weeks from the date of adjournment.

261 Notice of the adjourned general meeting shall be sent to all members not later than fourteen (14) days prior  
262 to the date of the adjourned meeting. Those members present at the adjourned meeting shall form the  
263 quorum.

#### 264 (5) Voting

265 Only members of the Chapter who have paid their subscription in full shall be entitled to vote at the meetings  
266 of the Chapter.

267 The voting at general meetings shall be taken as the Chairperson shall direct but any member may demand a  
268 poll which shall be immediately taken in a manner determined by the Chairperson who shall declare the  
269 result Voting for all elections and resolutions shall be determined by a simple majority .On the event of a tie,  
270 the chairperson shall exercise an extra or casting vote.

#### 271 (6) Technical Meetings

272 Technical meetings will be the main vehicle for pursuing the objectives of the Chapter. Meetings shall be  
273 convened by or with the approval of the Management Committee.

274 Other business of the Chapter may be introduced for discussion at technical meetings at the discretion of the  
275 Chairperson.

#### 276 (7) Committee Meetings

277 Committee meetings shall be held at the discretion of the committee chairperson.

278 Requirements for notice of committee meetings shall be determined by the chairperson of each committee.

279 Quorum for committee meetings shall be a simple majority of all committee members.

#### 280 (8) Other Meetings

281 Other meetings, seminars and social gatherings may be organised with the approval of the Management  
282 Committee.

#### 283 (9) Meeting Procedures

284 Meeting procedures shall be based generally on the standing orders of debate of the New Zealand  
285 Parliament. Interpretation of such procedures shall rest solely with the meeting chairperson whose decision  
286 shall be final in such matters.

287

## 288 **K. FINANCE**

### 289 (1) Financial Year

290 The financial year of the Chapter shall be from 1st January to 31st December.

### 291 (2) Subscriptions

292 An annual subscription shall be paid by all members of the Chapter. The amount of the subscription shall be  
293 determined at the annual general meeting of the Chapter and shall be due and payable as at the date of the  
294 annual general meeting of the Chapter and shall be due and payable as at the date of the annual general  
295 meeting at which it is set. The annual subscription shall include the current levy by the International  
296 Association for the current year.

### 297 (3) Subscriptions Period

298 The annual subscription shall relate to the financial year during which the annual general meeting which  
299 assets that subscription is held.

### 300 (4) Use of Subscription Funds

301 The proceeds of the annual subscription shall be used in a manner determined by the Management  
302 Committee to further the objectives of the Chapter specified in Section C(1) and to ensure the continuity of  
303 the Chapter.

### 304 (5) Part Year Membership

305 Members joining the Chapter within the first six months of the financial year shall be liable for the full  
306 Chapter subscription fee payable for that year. Members joining the association in the last six months of the  
307 financial year shall be liable for one half of the annual Chapter subscription.

308

309 [Amended AGM 29 October 1992]

### 310 (6) Refunds of Subscriptions

311 No refunds of subscriptions shall be made to members who resign from Chapter membership.

### 312 (7) Exemptions from Subscriptions

313 Members who have satisfied the Management Committee that they (the member) are currently a financial  
314 member of the International Association shall be exempt from that part of the Chapter subscription  
315 attributed to affiliation with the International Association.

### 316 (8) Additional Levies

317 Additional levies on members must be approved by a special general meeting.

### 318 (9) Levy Payments by Members Joining/Resigning

319 Amounts due as additional levies by members joining the Chapter during the year shall be determined by the  
320 Management Committee. Levies already paid by resigning members shall not be refunded.

### 321 (10) Payment of Affiliation Fees

322 Individual members subscriptions in respect of ISACA affiliation shall be paid to the ISACA only on receipt by  
323 the Chapter of the full amount of a members subscription.

### 324 (11) Bank Account

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

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

329 (12) Budget Presentation

330 An estimate of income and expenditure of the Chapter for the ensuing year shall be

331 (13) Books of Account

332 Proper books of account shall be maintained in accordance with current accounting practice and suitable for  
333 the nature of the financial transactions of the Chapter.

334 (14) Annual Accounts

335 Annual accounts shall be prepared summarising all income and expenditure of the Chapter for the year and  
336 indicating assets and liabilities of the Chapter as at the close of the financial year. Such accounts shall be  
337 prepared by the Treasurer for presentation to the Management Committee for approval prior to submission  
338 to the annual general meeting held in the year following the financial year in question.

339 (15) Availability of Audited Accounts

340 Audited copies of the annual accounts shall be made available to all members of the Chapter not later than  
341 the commencement of the next annual general meeting held in the year to which the accounts relate.

342 (16) Duties of the Honorary Auditor

343 The auditor shall examine the books and records of the Chapter and provide to the members an opinion as to  
344 whether the annual accounts show a true and fair view and whether the books and records of the Chapter  
345 have been properly kept during the year under review in terms of the Constitution of this Chapter,  
346 resolutions of the Management Committee and members and generally accepted accounting principles.

347

348 **L. CONSTITUTION**

349 (1) Amendments

350 All proposed amendments to the constitution shall be submitted to the Management Committee for  
351 consideration. Proposed amendments shall be submitted to a special general meeting for the purpose of  
352 considering such amendments and may be submitted by:

353 (a) a resolution of the Management Committee; or

354 (b) a petition by 10% of the membership of the Chapter.

355 (2) Notice of Amendments

356 All amendments in the form of appropriate motions must be included with the notice of special general  
357 meeting to be sent to all members in accordance with Section 1(3).

358 (3) Voting

359 Notwithstanding the provisions of Section H(5), voting on motions amending the constitution shall require a  
360 three quarter majority of those present.

361 (4) Copies of this Constitution

362 A copy of this constitution shall be made available to a member on request.

363

364 **M WINDING UP**

365 The Chapter may be wound up voluntarily if at a general meeting of members, a resolution requiring the  
366 Chapter so to be wound up is passed and the resolution is confirmed at a subsequent general meeting called  
367 for that purpose and held not earlier than thirty (30) days after the date on which the resolution to be  
368 confirmed was passed. If the Chapter is wound up, ISACA International will be notified and the Chapter.