



Brisbane Chapter

**Association Rules
Effective: 1 January 2019**

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Article I. Name

The name of this non-union, non-profit organisation shall be ISACA Brisbane 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.

Article II. Interpretation

In these rules -

- (a) Act means the Associations Incorporation Act 1981.
- (b) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

Article III. 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:

- (a) 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;
- (b) To encourage an open exchange of IT governance, IS audit, security, control, and assurance techniques, approaches, and problem solving by its members;
- (c) 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;
- (d) 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
- (e) To promote the Association’s professional certifications and IT governance.

Article IV. Powers

- (a) The incorporated association has, in the exercise of its affairs, all the powers of an individual.
- (b) The incorporated association may, for example—
 - (i) enter into contracts; and
 - (ii) acquire, hold, deal with and dispose of property; and
 - (iii) make charges for services and facilities it supplies; and
 - (iv) do other things necessary or convenient to be done in carrying out its affairs.
- (v) An incorporated association may also issue secured and unsecured notes, debentures and debenture stock for the association.

Article V. Membership and Dues

Section 5.01 Classifications and Qualifications

Membership in the Association is a requirement for membership in the 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 III 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) 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 not be entitled to vote and hold office at the Chapter level.
- (c) Recent Graduate — Individuals who graduated within the last two years from a recognised college or university, subject to rules established by the Association Board. Recent Graduate members shall be entitled to vote and hold office at the Chapter level.
- (d) Retired Member — any member who presents proof of retirement status shall be eligible for retired membership, subject to rules established by the Association Board. Retired members shall be entitled to vote and to hold office.

Section 5.02 Admission

- (a) Potential members shall:
 - (i) Meet the requirements of membership as outlined in Article V, Section 5.01.
 - (ii) Complete an Association membership application form.
 - (iii) Pay required dues to the Chapter and the Association.
 - (iv) Follow the Code of Professional Ethics of the Association.
- (b) Membership in the Association shall be conferred upon an individual when the Association has accepted the membership application and received the required Association dues, fees, and assessments for that individual.
- (c) Individual membership is transferable from one Chapter of the International Association to another Chapter as authorized in the Association Bylaws.

Section 5.03 Dues

- (a) Chapter dues shall be payable on or before 1 January of each year, in an amount determined by the Chapter Board, plus Association dues. Dues and fees must be paid in full to ISACA International. A member shall forfeit membership if dues, fees or assessments have not been paid to the Association in compliance with terms as set by the ISACA Board of Directors and to the Chapter as required.
- (b) Any member may resign at any time through notification of the Board. All resignations shall be made in writing.
- (c) Any member who resigns shall not be entitled to a refund of his/her annual membership dues.

Section 5.04 Termination and Suspension

- (a) Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.
- (b) A person whose membership in the Association has been suspended shall not be deemed a member of the Chapter during the period of suspension.

Article VI. Chapter Meetings

Section 6.01 Educational sessions

Educational sessions of the Chapter membership shall be held as determined by the Chapter Board.

Section 6.02 Annual General Meeting

The annual general meeting shall be within five (5) months of the end of the fiscal year and shall be for the purpose of electing officers, adopting the financial statement and signed statement for the last reportable financial year to the meeting for adoption, receiving reports of officers and committees, approving the appointment of an auditor, an accountant or an approved person for the following financial year, and for any other business that may arise. The date and location of the annual general meeting shall be determined by the Chapter Board.

- (a) The secretary may call a general meeting of the Chapter.
- (b) The secretary must give at least 28 days notice of the meeting to each member of the Chapter.
- (c) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (d) The Chapter Board may decide the way in which the notice must be given.
- (e) However, notice of the following meetings must be given in writing
 - (i) a meeting called to hear and decide a proposed special resolution of the Chapter.
- (f) A notice of a general meeting must state the business to be conducted at the meeting.

Section 6.03 Special General Meetings

- (a) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—
 - (i) being directed to call the meeting by the management
 - (ii) committee; or
 - (iii) being given a written request signed by—
 - 1) at least 33% of the number of members of the Chapter board when the request is signed; or
 - 2) at least the number of ordinary members of the association equal to double the number of members of the association on the Chapter board when the request is signed plus 1; or
 - (iv) being given a written notice of an intention to appeal against the decision of the Chapter board—
 - 1) to reject an application for membership; or
 - 2) to terminate a person's membership.
- (b) A request mentioned in subrule (A)(II) must state—
 - (i) why the special general meeting is being called; and
 - (ii) the business to be conducted at the meeting.
- (c) A special general meeting must be held within 3 months after the secretary—
 - (i) is directed to call the meeting by the Chapter board; or
 - (ii) is given the written request mentioned in subrule (A)(II); or
 - (iii) is given the written notice of an intention to appeal mentioned in subrule (A)(III).
- (d) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

Section 6.04 Quorum for General Meetings

- (a) The quorum for a Chapter meeting is at least the number of members elected or appointed to the Chapter board at the close of the association's last general meeting plus 1.
- (b) However, if all members of the association are members of the Chapter board, the quorum is the total number of members less 1.
- (c) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

- (d) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Chapter board or the association, the meeting lapses.
- (e) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Chapter board or the association—
 - (i) the meeting is to be adjourned for at least 7 days; and
 - (ii) the Chapter board is to decide the day, time and place of the adjourned meeting.
- (f) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (g) If a meeting is adjourned under subrule (F), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (h) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (i) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

Section 6.05 Act of the Membership

The affirmative vote of the majority of the members present personally or by proxy and voting at any Chapter meeting shall constitute an act of the membership.

Section 6.06 Notification

Members shall be notified no less than 28 days in advance of the annual general meeting. Members shall be notified at least 14 days in advance of special meetings. Notification may be by postal mail, by email or by telephone.

Section 6.07 Proxy

- (a) A member shall be entitled to appoint a proxy to attend and vote at any meeting of the Chapter.
- (b) The instrument appointing a proxy must be signed by the appointor or the appointor's attorney properly authorised in writing;
- (c) A proxy must be a member of the Chapter.
- (d) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (e) Each instrument appointing a proxy must be given to the secretary 48 hours before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (f) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

Article VII. Chapter Officers

Section 7.01 Chapter Officers

The Chapter Officers shall be:

- (a) Seven (7) Elected Officers of the Chapter, constituting:
 - (i) President,
 - (ii) Vice President,
 - (iii) Secretary,
 - (iv) Treasurer,
 - (v) Education Director,

- (vi) Membership Director
- (b) Immediate Past President
- (c) The Board may appoint, for a one-year term, a Communications Director, a Marketing Director, an Academic Relations Director, and/or a Research and Standards Director

Section 7.02 Term of Elected Chapter Officers

- (a) The Chapter Officers, except the Immediate Past President, shall be elected for a term of two years, 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 General Meeting at which they are elected.
 - (i) The President, Secretary, and Treasurer shall be elected in even-numbered years.
 - (ii) The Vice President, Education Director, Membership Director, and Certification Director shall be elected in odd-numbered years.
- (b) No member shall hold more than one (1) Chapter Officer role at a time, and no member shall be eligible to serve more than two (2) consecutive terms in the same Chapter Officer role.

Section 7.03 Resignation, removal or vacancy of office of Chapter Board member

- (a) Any Elected Chapter Officer who fails to attend three (3) board meetings, without apology may be removed from office by a majority vote of the Elected Chapter Officer.
- (b) Any Elected Chapter Officer may resign from the committee by giving written notice of resignation to the secretary.
- (c) The resignation takes effect at—
 - (i) the time the notice is received by the secretary; or
 - (ii) if a later time is stated in the notice—the later time.
- (d) Any Elected Chapter Officer may be removed from office at a general meeting of the association if a majority of the members present and voting at the meeting vote in favour of removing the member.
- (e) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (f) A member has no right of appeal against the members' removal from office under this rule.
- (g) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.
- (h) If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.
- (i) If a vacancy should occur in any other office, except that of Immediate Past President, the vacancy shall be filled by an Elected Chapter Officer.
- (j) If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled by routine succession.
- (k) The office of Board member shall become vacant if a Board member:
 - (i) is disqualified by the Act;
 - (ii) ceases to be a Chapter member in good standing;
 - (iii) is permanently incapacitated by ill health;
 - (iv) is absent without apology from more than three Board meetings in a fiscal year;
 - (v) is disruptive, abusive or displays behaviour considered unacceptable by the Board; or
 - (vi) does not comply with the Code of Professional Ethics of the Association, or other applicable IT governance, audit, security, control or assurance codes of conduct.

Section 7.04 Duties of Chapter Officers

- (a) The Elected Chapter Officers shall perform the duties prescribed by these rules, and the parliamentary authority adopted by the Chapter:
- (i) The Chapter President shall:
- Preside at meetings of the Chapter and the Chapter Board,
 - Appoint all committee chairpersons and members, with approval of the Chapter Board.
 - Be an ex-officio member of all committees except the Nominating Committee,
 - Represent the Chapter at Leadership Conferences, and other conferences and functions, where appropriate or appoint another Chapter Board member as a representative,
 - Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association,
 - 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.
- (ii) The Chapter Vice President shall:
- Preside at meetings of the Chapter and the Chapter Board, in the absence of the President,
 - Perform the duties of the President in the event of his/her absence or disability, and
 - Perform other duties as pertain to this office.
- (iii) The Chapter Secretary shall:
- Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting, and maintain a copy of the records,
 - Maintain accurate attendance records,
 - Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,
 - Assist the President in the administration of Chapter membership meetings,
 - Perform other duties as pertain to this office.
- (iv) The Chapter Treasurer shall:
- Be custodian of Chapter funds,
 - Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the carrying on of its activities or as directed by the Chapter Board,
 - Remit dues to the Association as required,
 - Submit a written report at each regular meeting,
 - In concert with the President, authorise expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association,
 - Submit annual financial statements for presentation to the membership at the annual general meeting,
 - Submit books and records for audit when required,
 - File any and all tax forms required, and
 - Perform other duties as pertain to this office.
- (v) The Chapter Education Director shall:
- Lead the development of an annual professional development curriculum and schedule,
 - Organise presenters and venues for professional development events,
 - Promote professional development events to Chapter membership,
 - Act as a liaison to Chapter Board and members regarding professional development events,
 - Report to the Chapter Board on professional development curriculum and schedule,
 - Perform other duties as pertain to this office.

- (vi) The Chapter Membership Director shall:
 - Maintain accurate lists of membership,
 - Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy issues,
 - Report on membership data from the Association,
 - Coordinate plans for maintaining and Increasing Chapter membership, and
 - Perform other duties as pertain to this office.
- (vii) The Immediate Past President of the Chapter shall:
 - Provide advice and guidance to the new President and Chapter Board, and
 - Perform other duties as pertain to this office.
- (b) If Chapter Officers are appointed they shall perform the duties prescribed by these rules, and the parliamentary authority adopted by the Chapter:
 - (i) The Chapter Certification Director shall:
 - Maintain resource material related to ISACA's certifications,
 - Promote ISACA's accreditations within the Chapter membership, including exam preparation sessions,
 - Maintain exam participation rate to sustain the local area as an exam writing site,
 - Report to Chapter Board on exam results,
 - Act as a liaison between exam participants and the Association, and
 - Perform other duties as pertain to this office.
 - (ii) The Communications Director shall:
 - Maintain electronic lists of members and guests,
 - Forward information on events and other pertinent information to e-mail lists,
 - Identify and use other means of disseminating information about events and the Chapter, where appropriate, and
 - Perform other duties as pertain to this office.
 - (iii) The Marketing Director shall:
 - Conduct general marketing and publicity of the Chapter, ISACA's certifications, COBIT, the Association, and any other new initiative,
 - Coordinate initiatives involving partnerships and alliances,
 - Acquire any required marketing materials from ISACA International as authorised by the Chapter Board,
 - Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising which the Chapter may issue, authorise or sponsor under the direction of the Chapter Board, and
 - Perform other duties as pertain to this office.
 - (iv) The Academic Relations Director shall:
 - Provide liaison with academic institutions,
 - Establish opportunities to brief appropriate classes of academic institutions on ISACA, CISA, CISM, CGEIT and IT governance,
 - Coordinate scholarship initiatives approved by the Chapter Board,
 - Liaise with appropriate professors, and where appropriate take steps to establish an
 - "Academic Advocate" program in local academic institutions, and
 - Perform other duties as pertain to this office.
 - (v) The Research and Standards Director shall:
 - Encourage Chapter membership to participate in review of Association standards and guidelines,
 - Promote CGEIT accreditation within the Chapter membership,
 - Provide liaison with Association re: IT governance issues and approaches to dissemination,
 - Assist in the inclusion of IT governance presentations in the Chapter education sessions,
 - Coordinate with outside bodies on awareness, presentations and conferences related to IT governance,

- Stay current with the offerings of the Association as related to COBIT and other IT-governance resources
- Work with Education Director to arrange training sessions on COBIT
- Assist in expanding awareness and use of COBIT, and
- Perform other duties as pertain to this office.

Section 7.05 Appointment or election of secretary

- (a) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
 - (i) a member of the association elected by the association as secretary; or
 - (ii) any of the following persons appointed by the Chapter board as secretary—
 - 1) a member of the association’s Chapter board;
 - 2) another member of the association;
 - 3) another person.
- (b) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the Chapter board must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- (c) If a vacancy happens in the office of secretary, the members of the Chapter board must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (d) If the Chapter board appoints a person mentioned in subrule (a)(ii)(2) as secretary, other than to fill a casual vacancy on the Chapter board, the person does not become a member of the Chapter board.
- (e) However, if the Chapter board appoints a person mentioned in subrule (a)(ii)(2) as secretary to fill a casual vacancy on the Chapter board, the person becomes a member of the Chapter board.
- (f) If the Chapter board appoints a person mentioned in subrule (a)(ii)(3) as secretary, the person does not become a member of the Chapter board.

Section 7.06 Removal of secretary

- (a) The Chapter board of the association may at any time remove a person appointed by the committee as the secretary.
- (b) If the Chapter board removes a secretary who is a person mentioned in Section 7.05 (a)(ii)(1), the person remains a member of the Chapter board.
- (c) If the Chapter board removes a secretary who is a person mentioned in Section 7.05 (a)(ii)(2) and who has been appointed to a casual vacancy on the Chapter board under Section 7.05 (e), the person remains a member of the Chapter board.

Section 7.07 Functions of secretary

- (a) The secretary’s functions include, but are not limited to—
 - (i) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
 - (ii) keeping minutes of each meeting; and
 - (iii) keeping copies of all correspondence and other documents relating to the association; and
 - (iv) maintaining the register of members of the association.

Article VIII. Nominations and Elections

Section 8.01 Chapter Nominations

- (a) A Nominating Committee of three (3) members shall be selected by the Chapter Board.
- (b) The Nominating Committee shall accept candidates for office from the Chapter membership and shall provide a list of the nominated candidates for offices to be filled at the annual general meeting for approval by the Chapter Board.
- (c) The candidate submitted for election at the annual general meeting will only be considered if —
 - (i) any two (2) members of the association nominate the member (the candidate) to serve as a member of the Chapter Board;
 - (ii) the nominated member has previously volunteered for the Chapter
 - (iii) a nomination for President or Vice president can only be made for a member who has previously held an elected role with the Chapter
 - (iv) the nomination must be—
 - 1) in writing; and
 - a) signed by the candidate and the two (2) members who nominated them; and
 - b) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - (v) each member of the association present and eligible to vote at the annual general meeting may vote for one (1) candidate for each vacant position on the Chapter Board;
- (d) A person may be a candidate only if the person—
 - (i) is an adult;
 - (ii) a regular member in good standing, and
 - (iii) is not ineligible to be elected as a member under section 61A of the Act.
- (e) A list of the nominated candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be made available to the members for at least seven (7) days immediately preceding the annual general meeting.
- (f) The Chapter Board must ensure that, before a candidate is elected as a member of the Chapter
- (g) Board, the candidate is advised—
 - (i) whether or not the association has public liability insurance; and
 - (ii) if the association has public liability insurance—the amount of the insurance.
- (h) Nominations from the floor or shall not be permitted prior to the election, except in the event that there are not enough candidates nominated to fill the require roles prior to the meeting.
 - (i) In the event that there are not enough candidates nominated to fill the require roles prior to the meeting, the Chair may decide nominations can be taken from the floor of the meeting.
 - (ii) Each candidate shall have consented to serve and shall have completed a willingness to serve agreement and conflict of interest form.

Section 8.02 Chapter Elections

- (a) Office shall be elected by show of hands or by ballot
- (b) The candidate for an officer who receives a simple majority of the votes of those members present and voting shall be declared elected.
- (c) If, after the close of nominations, the number of valid nominations received for an office does not exceed the number of positions to be filled, the meeting chair shall declare elected the member nominated.

Article IX. Chapter Board

Section 9.01 Composition of the Chapter Board

The Chapter Board shall consist of the officers listed in Article VII, Section 7.01.

Section 9.02 Duties

The Chapter Board shall:

- (a) Subject to these rules or a resolution of the members of the association carried at a general meeting, the Chapter Board has the general control and management of the administration of the affairs, property and funds of the association.
- (b) The Chapter Board has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- (c) Supervise the affairs and conduct the business of the Chapter between business meetings
- (d) Make recommendations to the membership
- (e) Be subject to the orders of the membership
- (f) Have regular Chapter Board meetings at least quarterly at a time and place determined by the Chapter Board. Special meetings of the Chapter Board may be called by the President, and shall be called upon the written request of members of the Board. Notice must be given at least 48 hours before a Special Meeting of the Chapter Board.
- (g) Perform the duties prescribed in these rules and the parliamentary authority adopted by the Chapter

Section 9.03 Finances

- (a) The fiscal year of the Chapter shall run from 1 July to 30 June unless otherwise established by the Chapter Board.
- (b) The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter Board, presented to members at the annual general meeting, and submitted as part of the Chapter Annual Report to the Association.
- (c) The Chapter Board shall have the financial authority to:
 - (i) Approve the annual budget
 - (ii) Expend funds allotted in the approved budget
 - (iii) Make other payments to members:
 - 1) Board members must disclose all payments made to them during their term of election.
 - 2) Chapter members can receive payments, including reimbursement of funds expended on behalf of ISACA, with appropriate tax invoices.
 - 3) Chapter members, as individuals, may develop and present professional development courses to which the ISACA standard day fee plus GST applies. If the professional development course is developed by a legal entity/ and or partnership or family trust, ie a company with an Australian Business Number (ABN) or Australian Company Number (ACN) to which a member is a director, or partner / member then such disclosure is required.
 - 4) Other payments such as conference registration or assistance with expenses for interstate or international Travel, where the board member is representing the Brisbane Chapter, must be approved by the board and such approval minuted. This is considered reimbursement of expenses and needs not to be disclosed.

Section 9.04 Insurance

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

Section 9.05 Quorum

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

Section 9.06 Meeting Minutes

- (a) Proper minutes of all proceedings of meetings of the Chapter and of meetings of the Board, shall be completed within one month after the relevant meeting.
- (b) The minutes of Chapter meetings kept pursuant to this rule shall be accepted by the members of the next meeting.
- (c) The minutes of Chapter Board meetings kept pursuant to this rule shall be accepted by the members of the next Chapter Board meeting.
- (d) Where minutes are accepted they shall until the contrary is proved be evidence that the meeting was convened and duly held, that all appointments made at a meeting shall be deemed to be valid.

Section 9.07 Reimbursement of Officers' Membership Fees

- (a) Any current elected or appointed officers may be eligible to have their ISACA membership fees reimbursed if this is approved by a majority of members at the next Annual General Meeting. The reimbursement is made in recognition of the commitment and dedication of officers to the Chapter and the profession.
- (b) Eligible officers are entitled to be reimbursed the value of their annual ISACA membership fees, inclusive of the Chapter dues but exclusive of any certification fees. The reimbursement amount shall be the exact value in Australian dollars at the time of the original payment. Eligible officers must provide written proof of payment as evidence.
- (c) To be eligible, Officers must have paid their ISACA membership fees and provided a written or verbal report to members for voting at an Annual General Meeting. The officer's report must substantiate that they have satisfied the following criteria:
 - (i) Attended a minimum of 60% of all Board meetings held in the preceding 12 month period and provided apologies for unattended Board meetings; and
 - (ii) Demonstrated active leadership and participation in specific Chapter activities or other activities that have benefited the Chapter and its members.

Section 9.08 Common seal

- (a) The Chapter Board must ensure the association has a common seal.
- (b) The common seal must be—
 - (i) kept securely by the Chapter board; and
 - (ii) used only under the authority of the Chapter board.
- (c) Each instrument to which the seal is attached must be signed by a member of the Chapter board and countersigned by—
 - (i) the secretary; or
 - (ii) another member of the Chapter board; or
 - (iii) someone authorised by the Chapter board.

Article X. Chapter Committees

Section 10.01 Standing Committee

- (a) There shall be the following standing committees:
 - (i) Program,
 - (ii) Planning, and
 - (iii) Rules.

Section 10.02 Duties of Standing Committees

- (a) The program committee shall develop and implement the Chapter training and development events for the year.
- (b) The planning committee shall review the affairs of the Chapter and make recommendations to the Chapter Board and the Chapter members concerning ways and means by which the Chapter's purpose given in Article III can be met. The committee shall consist of a chairperson appointed by the president, plus at least four additional members approved by the Chapter Board. The term of office shall be one year. It shall be the duty of this committee to develop a strategic plan, to regularly review the adopted plan, and to prepare and submit plan amendments to the Chapter Board for adoption.
- (c) The rules committee shall report to the Chapter Board and shall maintain the rules. The rules committee shall expedite the process of changing the rules in accordance with Article XII of the rules, assure that all proposed changes conform to any local laws, examine the consistency of the proposed change with other provisions of the rules and with those of the Association, and suggest wording for proposed changes.

Section 10.03 Special Committees

- (a) Other committees may be created as necessary by the Chapter Board.

Article XI. Indemnification

- (a) The Chapter shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request or by its election as a director or officer of another corporation, against expenses actually and necessarily incurred by them in connection with the defence or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or a director or officer of the corporation or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for wilful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.
- (b) The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Article XII. Amendment of Chapter Rules

- (a) The Chapter Board shall approve all suggested bylaw changes and forward them to the Membership Division of the Association, with changes indicated. The Association must give approval to all bylaw changes prior to them being submitted for a vote by Chapter membership.
- (b) Chapter bylaw amendments will be approved, at any Chapter meeting, by a three-quarters vote, provided that the amendment has been submitted in writing at the previous meeting, or

has been mailed or e-mailed to the entire Chapter membership at least 14 days prior to the meeting at which it will be considered. The Membership Division of the Association will be advised that the Bylaw amendments have been approved, and will be sent a copy of the approved version of the Rules.

- (c) The Chapter Board shall conduct a periodic comparison of the Chapter practices to the rules. The Chapter must ensure the compliance of the rules with the Association's bylaws and any applicable country or state requirements.

Article XIII. Dissolution

If dissolution of the Chapter becomes inevitable, these rules must be rescinded by a three-quarters vote of the Chapter membership after 14 days notice has been mailed to each member. In the event of dissolution, the Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for dissolution and shall return the Chapter charter and any other Chapter or Association documents to International Headquarters. All net assets shall be distributed to other selected ISACA Chapters, or to a welfare, education, or s.92 of Associations Incorporation Act with the approval of the Association's International President and Chief Executive Officer.

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