



## Bylaws of ISACA Adelaide Chapter Incorporated

### I. NAME

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

### II. DEFINITIONS

In these rules unless the contrary intention appears -

- “**Board**” means the Board of Directors of the Chapter;
- “**Member**” means a member of the Chapter;
- a “**Natural Person**” is a real human being, as opposed to a legal person which may be a private or public organization;
- the “**Act**” means the South Australian Associations Incorporation Act, 1985.

### III. PURPOSE

- (1) The primary purpose of the Chapter is to promote the education of individuals for the improvement and development of their capabilities relating to ISACA—being the auditing of, management consulting in, or direct management of the fields of IT governance, IS audit, security, control and assurance.
- (2) 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 a free exchange of IT governance, IS audit, security, control, and assurance techniques, approaches and problem solving by its members;
  - (c) To promote adequate communication to enable members to keep abreast of current developments in IT governance, IS audit, security, control and assurance that can be beneficial to them and their employers;
  - (d) To communicate to management, auditors, universities, and to IS professionals the importance of establishing and maintaining controls necessary to ensure proper IT governance and the effective organization and utilization of IT resources; and
  - (e) To promote the Association’s professional certifications and IT governance standards.

### IV. POWERS

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The Chapter shall have the powers conferred by Section 25 of the Act.

### V. MEMBERSHIP

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.

#### (1) Membership Classifications

- (a) **Member** - any person interested in the object and purposes of the Chapter as stated in Article III shall be eligible for membership of the Chapter and the Association, subject to rules established by the 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 Board. Retired members shall be entitled to vote and hold office at the Chapter level.
- (c) **Student Member** - a full-time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Board. Proof of enrolment shall be submitted annually. Student members shall be entitled to vote and hold office at the Chapter level.

#### (2) Admission

- (a) Potential members shall:
  - (i) meet the requirements of membership as outlined in Article V, Section 1;
  - (ii) complete an Association membership application form;
  - (iii) pay required dues to the Association and the Chapter; and
  - (iv) follow the Code of Professional Ethics of the Association.
- (b) Membership in the Chapter and the Association shall be conferred upon the individual when the Association has received the required dues for that individual.

#### (3) Resignation

- (a) Any member may resign at any time through notification to the Board. All resignations shall be made in writing.
- (b) Such notification will not give any right to rebate dues paid or any right to a pro-rata or other share of the assets of the Association or of the Chapter.
- (c) Any member so resigning shall be liable for any outstanding dues which may be recovered as a debt due to the Chapter.

#### (4) Termination of membership

A member whose dues are in arrears for more than 60 days shall no longer be deemed a member.

#### (5) Register of members

A register of members of the Chapter shall be kept and, for each member, contain the member's:

- (i) Full name;
- (ii) contact postal and/or e-mail addresses; and
- (iii) a list of the professional certifications of the Association held by the member

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### VI. FINANCES

#### (1) Fiscal year

In keeping with Australian taxation standards, the fiscal year of the Chapter shall be the 12 month period from 1 July to 30 June the following year.

#### (2) Accounts

The Chapter shall keep and retain such accounting records as are necessary to correctly record and explain the final transactions and financial position of the Chapter in accordance with the Act.

#### (3) Annual dues

- (a) Annual Association dues shall be determined by the Board of Directors of the Association.
- (b) Annual Chapter dues shall be in addition to the Association dues, and will be determined by the Board of the Chapter each year.
- (c) The combined subscription dues shall be payable to the Association on or before 1 January of each year, for that calendar year.

#### (4) Other assessments

Other assessments for financing special purpose projects or activities must be approved by a two-thirds vote of the Board or by a majority of the members voting at the Annual General Meeting or a Special General Meeting called to consider such project or activity.

#### (5) Borrowing Powers

- (a) The Chapter may borrow money from banks or other financial institutions upon such terms and conditions as the Board sees fit, and may secure the repayment thereof by charging the property of the Chapter.
- (b) Subject to Section 53 of the Act, the Chapter may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board from time to time.

### VII. ORGANIZATION AND STRUCTURE

#### A. Board of Directors

##### (1) Composition of the Board

The Board shall consist of the following:

- (a) Four Directors elected to the standing executive portfolio offices of the Chapter – being the positions of President, Vice President, Secretary and Treasurer;
- (b) The Immediate Past President, if any, of the Chapter subject to their acceptance; and
- (c) At least two but not more than seven (7) other Directors.

##### (2) Election

- (a) The Directors specified in Section A (1) of this Article shall be elected for a one year term by a majority of the votes of the members present and voting at the Annual General Meeting.
- (b) The office of Immediate Past President is an unelected position.

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### (3) Term of Office of Directors

- (a) Each Director shall take office on the day of their election and shall hold office until a successor has been duly elected or until he or she resigns. A Director may be re-elected.
- (b) No member shall hold more than one elected executive office at a time.
- (c) No member should serve more than four consecutive terms (4 years) in the same executive portfolio office.

### (4) Termination of Membership of Directors

If the membership of any Director shall for any reason terminate, his or her office as Director shall automatically become vacant.

### (5) Duties and Responsibilities

The Board shall:

- (a) be the governing body of the Chapter and its actions shall be final, unless otherwise specifically provided by the Bylaws or under the Act;
- (b) make recommendations to the membership, and shall be subject in its actions to the orders of the membership;
- (c) manage and control the funds and other property of the Chapter;
- (d) 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.
- (e) secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter; and
- (f) interpret the meaning of these Bylaws and any other matter relating to the affairs of the Chapter on which these Bylaws are silent.

### (6) Committee Leadership

Each Director shall serve as chairperson of such committees as may be assigned by the President and ratified by the Board.

### (7) Qualification to Serve

All Directors of the Board shall be natural persons, and only members shall be eligible to serve on the Board.

### (8) Disqualification of Board Members

The office of Board member shall become vacant if a Board member:

- (a) is disqualified by the Act;
- (b) ceases to be a member;
- (c) is permanently incapacitated by ill health; or

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- (d) is absent without cause from more than three consecutive Board meetings, or fails to attend more than four Board meetings in a fiscal year.

### *B. Duties of Portfolio Officers*

#### **(1) President**

The President shall:

- (a) be executive head of the Chapter and, when present, shall preside at all meetings of the members of the Chapter and of the Board;
- (b) appoint all committee chairpersons and members;
- (c) be an ex-officio member of all committees except the Nominating Committee;
- (d) exercise general supervision of the affairs of the Chapter and shall be responsible for the enforcement of the Chapter Bylaws and the carrying out of all orders and resolutions of the Board;
- (e) keep the Board fully informed and shall frequently consult it concerning the business and activities of the Chapter and make on behalf of the Board an annual report to the members of the Chapter;
- (f) represent the Chapter at Regional Leadership Conferences and other conferences and functions where appropriate or appoint another Chapter Board member as a representative;
- (g) maintain communications with the Association and respond to Association enquiries, including submission of the required annual Chapter reports to the Association within 30 days after the Annual General Meeting;
- (h) supervise budgetary matters and proper internal control of finances; and
- (i) perform such other duties as pertain to the office or may be delegated by the Board.

#### **(2) Vice President**

The Vice President shall report to the President and, in the absence of or disability of the President, shall assume the role and responsibilities of the President in an acting capacity until such time that the President resumes the role, or an official election is held to fill the position.

#### **(3) Treasurer**

The Treasurer shall:

- (a) report to the President and shall be responsible for the financial affairs of the Chapter, for the performance of all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to the Treasurer by the Board;
- (b) In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association,
- (c) shall have power to receive and to disburse such funds of the Chapter as shall be required in the conduct of its affairs and the carrying on of its activities. 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 banks or other depositaries designated by the Board;

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- (d) authorise, unless otherwise Directed by the Board, any and all transactions of the Chapter for the payment of money;
- (e) be responsible for providing for the safekeeping of all funds and securities of the Chapter, subject to such custody arrangements as the Board may approve. The Treasurer and any member of the Board so designated by the Board, acting jointly, shall have the right of access to such securities so held;
- (f) be responsible for the preparation, after consulting with the other officers of the Chapter of an annual budget to be submitted to the Board for approval at a date to be determined by the Board;
- (g) maintain the books and financial records of the Chapter. The Treasurer shall be responsible for keeping proper account of all monies received and disbursed on behalf of the Chapter and of all records in connection therewith, and shall present a written summary of the Chapters financial affairs at each Board meeting;
- (h) prepare and file any and all Tax forms required; and
- (i) submit audited financial statements to the Board and to the membership in such form and frequency as the Board may direct.

### **(4) Secretary**

The Secretary shall:

- (a) report to the President and shall be responsible for the legal affairs, Chapter reports, correspondence and communications pertaining to the affairs of the Chapter and such other duties as may be authorized and delegated by the Board;
- (b) take and keep minutes of the proceedings at the Annual General Meeting and regular membership and Board meetings, and shall maintain accurate attendance records of the same;
- (c) keep and maintain the roll of membership of the Chapter and shall liaise, as necessary, with the Association on admissions and changes to membership; and
- (d) hold the Seal of the Chapter and shall witness and record all authorized use of the Seal in the minute books of the Chapter.

### **(5) Immediate Past President**

The Immediate Past President shall serve in an advisory capacity and shall perform other duties as authorized and delegated by the Board.

### **(6) Vacancies**

- (a) If the office of any Director, specified in Section A. (1) of this Article, shall become vacant for any cause, the President shall appoint a person to fill the unexpired portion of the term of the office, subject to the approval of the majority of the remaining Board.
- (b) If a vacancy occurs in the office of Immediate Past President the vacancy shall remain until filled by routine succession.

## ***C. Committees and Officers***

### **(1) Public Officer**

The Board shall appoint a Public Officer as required by the Act.

**ISACA – Adelaide Chapter Bylaws****(2) Other Committees and Officers**

Committees whether standing or other, and such officers other than those provided in Section A (1) of this Article, may be appointed by the President whenever deemed necessary, subject to the approval of the Board. In particular the Association recommends that the President consider appointing an officer or establishing committees responsible for:

- (a) **Programs** – developing and implementing the Chapter training and development events for the year.
- (b) **Membership** - promote interest in the Chapter, and in the Association, and conduct an ongoing membership campaign. When requested by the Association, the local Chapter, through its membership committee, shall receive and forward applications for membership to the Association.
- (c) **Education** - recommend and oversee seminars of professional education
- (d) **Certification** - assist the Chapter certification exam coordinator(s) in promoting ISACA's certification examinations and professional designations locally, and provide assistance in planning and conducting Chapter's exam review courses. Promote ISACA's certifications within the Chapter membership, report to Chapter Board on exam results, and act as a liaison between exam participants and the Association.
- (e) **Marketing** – conduct general marketing and publicity of the Chapter, ISACA certifications, COBIT, the Association, and any other marketing initiative. Acquire any required marketing materials from ISACA International as authorized by the Board, and exercise general policy control and direction of any mail-out kits, publications, editorial or advertising which the Chapter may issue, authorize or sponsor under the direction of the Board
- (f) **Bylaws** – conduct an annual review of these Bylaws against Chapter practices, and ensure compliance of these Bylaws with the Associations Bylaws and any applicable Australian or State requirements.
- (g) **IT Governance** - liaise with the Association on IT governance issues and approaches to dissemination. Assist in the inclusion of IT governance presentations and COBIT training in the chapter education sessions, and coordinate with outside bodies on awareness, presentations and conferences related to IT governance and the COBIT framework. Stay current with the offerings of the Association as related to COBIT and other IT-governance resources.
- (h) **Academic Relations** - provide liaison with the local tertiary and higher education academic institutions. Establish opportunities to brief appropriate classes on ISACA certification and accreditation. Liaise with appropriate professors, and where appropriate take steps to establish an "Academic Advocate" program.
- (i) **Government and Regulatory Advocacy (GRA) Coordinator** - serves as a key contact between the Chapter and ISACA International HQ, working with the President and Board to understand and support the touch points of advocacy with local Government and Regulatory officials.

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### *D. Indemnification*

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 defense 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 willful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.

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.

### *E. The Seal*

The Chapter shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorization of the committee, and every use of the seal shall be recorded in the minute book of the Chapter. The affixing of the seal shall be witnessed by the chairperson and the secretary.

## **VIII. ANNUAL GENERAL MEETING**

The Annual General Meeting of the Chapter shall be held within 5 months of the end of the fiscal year at a time and date determined by the Chapter Board, for the purpose of electing Officers and Directors of the Chapter Board, presenting reports by officers and committees on the affairs of the Chapter to its members, and for any other business that may arise.

### **(1) Nominations**

- (a) 3 months prior to the Annual General Meeting, the Board shall establish a Nominating Committee consisting of up to three members. The Nominating Committee shall solicit interested candidates for office from the Chapter membership and, subject to the approval of the Board, present the list of nominations to the membership for consideration at the Annual General Meeting.
  - (b) nominations may be made from the floor prior to an election.
  - (c) Each candidate nominated for election shall have consented to serve and, on election, shall complete and deposit to the care of the Secretary a Willingness to Serve agreement and Conflict of Interest form.
- (2) Election shall be a majority of the votes of the members present and voting at the meeting either present in person or attending via a teleconferencing tool setup officially for that meeting. Voting shall be by secret ballot, except in the event of only one candidate standing for any office, in which case voting on that office may be by voice.
  - (3) Newly elected Officers and Board members shall be installed at this meeting and shall take office from either the date of the meeting or the commencement of the fiscal year, whichever is later.

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- (4) The order of business at the Annual General Meeting shall be:
- (a) the confirmation of the minutes of the previous Annual General Meeting and of any Special General Meeting held since that meeting;
  - (b) the consideration of the accounts and reports of the Board and the auditor's report;
  - (c) the election of Directors to the Board;
  - (d) the appointment of auditors; and
  - (e) any other business requiring consideration or special resolution by members of the Chapter in general meeting.

### IX. GENERAL MEETINGS

#### (1) Calling of General Meetings

- (a) The Board may call a Special General Meeting of the Chapter at any time, and shall call an Annual General Meeting in accordance with the Act.
- (b) Upon requisition in writing of not less than ten (10) members of the Chapter, the Board shall within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- (c) Every requisition for a Special General Meeting shall be signed by the members making the same and shall state the purpose of the meeting.
- (d) If a Special General Meeting is not convened by the Board within one month as required by sub-rule (c) the requisitionists may convene a Special General Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionist are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Chapter.
- (e) Subject to sub-rule (f) at least fourteen (14) days' notice of any General Meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature and the order of the business to be transacted at the meeting
- (f) Notice of meeting at which a special resolution is to be proposed shall be given at least twenty one (21) days prior to the date of the meeting.
- (g) A notice may be given by the Chapter to any member by
  - (i) serving the member with the notice personally, or
  - (ii) by sending it by post to the address appearing in the register of members, or
  - (iii) by sending it by electronic mail to the address appearing in the register of members.
- (h) Where notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.
- (i) Where notice is sent by electronic mail, service of the notice shall be deemed to be effected if it is properly addressed and no non-delivery (bounce) notices are received.

#### (2) Quorum for General Meetings

The quorum for any Annual General or Special General Meeting of the Chapter shall be at least

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ten (10) members of the Chapter either present in person or attending via a teleconferencing tool setup officially for that meeting.

### **(3) Proceedings at General Meetings**

- (a) If within thirty minutes after the time appointed for the meeting a quorum is not present, a meeting convened upon requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and, if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting, the meeting shall lapse.
- (b) President, or in their absence, the Vice President, or in their absence or their declining to take or retiring from the chair, one of the Board members chosen by meeting, shall preside as Chairperson at every General Meeting of the Chapter.
- (c) If there is no such Chairperson present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson.
- (d) The Chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (e) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- (f) At any General Meeting, a resolution put to a vote shall be decided on a show of hands by members present in person or attending via a teleconferencing tool setup officially for that meeting, and a declaration by the Chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded be conclusive evidence of the fact, without proof of the number or proportions of the votes recorded in favor of, or against, the resolution.
- (g) If a poll is demanded by the Chairperson or the meeting or by three or more members present personally or by proxy, it shall be taken in such manner as the Chairperson directs. The poll shall be decided by a majority of votes except that in the case of a special resolution a majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required. In the event of equality of votes the Chairperson shall have a casting vote in addition to a deliberative vote. The result of such poll shall be the resolution of the meeting.
- (h) A poll demanded on the election of a Chairperson of a meeting or any question of an adjournment, shall be taken at the meeting and without adjournment.

### **(4) Voting Rights**

Subject to these rules each member present in person, or attending via a teleconferencing tool setup for that purpose, shall be entitled to one vote.

### **(5) Mail or Electronic Voting**

If required, paper-based mail or electronic means may be used for the purposes of membership voting on resolutions approved by the Chapter Board, and such correspondence will be considered a Special General Meeting for the purposes of these bylaws.

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### X. OTHER MEETINGS

#### (1) Meetings of the Board of Directors

- (a) The Board shall hold at least four meetings during the fiscal year.
- (b) Meetings may be called at any time by the President or three members of the Board.
- (c) For the transaction of business requiring a vote, a majority of the Board then in office shall constitute a quorum.
- (d) At all meetings of the Board, the President, if present, shall act as Chairperson. In the absence of the President, the Vice President shall act as chairperson. In the absence of the President and Vice President, the members of the Board who are present in person shall by majority vote choose one among them to act as chairperson for that meeting.
- (e) Notice of a meeting of the Board shall be given to each Director at least seven (7) days in advance of the meeting or as the Board may otherwise direct, but no failure to deliver such notices shall invalidate the meeting or any action taken or proceedings thereat. Notice may be waived by unanimous consent of the Directors in writing.

#### (2) Educational sessions

Educational sessions of the Chapter membership shall be held every two months during the fiscal year unless otherwise determined by the Chapter Board.

#### (3) Other Meetings

Other meetings, seminars and social meetings can be organised with the approval of the Board.

### XI. MINUTES OF MEETINGS

- (1) Proper minutes of all proceedings of meetings of the Chapter and of meetings of the Board, shall be entered within one month after the relevant meeting in minute books kept for the purpose.
- (2) The minutes kept pursuant to this rule must be confirmed by members of the Chapter, or of the Board or committee (as relevant), at a subsequent meeting, and shall be signed by the chairperson of the meeting at which the proceedings took place or by the chairperson of the next succeeding meeting.
- (3) Where minutes are entered and signed they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting shall be deemed to have been duly held, and that all appointments made at a meeting shall be deemed to be valid.

### XII. AMENDMENTS OF CHAPTER BYLAWS

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.

Chapter bylaw amendments will be approved, at any chapter meeting, by a two-thirds (2/3) 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 thirty (30) 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 Bylaws.

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The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws. The Chapter must ensure the compliance of the bylaws with the Association's bylaws and any applicable country or state requirements.

### XIII. DISSOLUTION

If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the chapter membership after thirty (30) days notice has been mailed to each member.

- (1) 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.
- (2) Any surplus resulting from the winding up of the Chapter shall be distributed to a reputable charity, approved under Section 78 (1) (a) of the Income Tax Amendment Act, with the approval of the Association's International President and Chief Executive Officer.

### XIV. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Roberts Rules of Order Newly Revised, shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the chapter may adopt.

### XV. PROHIBITION AGAINST SECURING PROFITS FOR MEMBERS

The income and property of the Chapter whencesoever derived shall be applied solely towards the promotion of the objectives of the Chapter and no portion shall be paid or transferred directly or indirectly to members or their associates, except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Chapter.

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Reviewed By-Laws as approved unanimously by members present at the Annual General Meeting on Tuesday 30<sup>th</sup> September 2014.

Incorporating alterations as endorsed unanimously by members present at the Annual General Meeting on Tuesday 13<sup>th</sup> October 2015

Incorporating alterations as endorsed unanimously by members present at the Annual General Meeting on Tuesday 23<sup>rd</sup> October 2018

Incorporating alterations as endorsed unanimously by members present at the Annual General Meeting on Friday 15<sup>th</sup> October 2021