



# Bylaws of ISACA Melbourne Chapter

Version: 2.0

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**History of Amendments**

<b>Version</b>	<b>Amendment Type</b>	<b>Amendments Details</b>	<b>Date Effective</b>
1.0	N/A	Adopted at Melbourne Chapter formation meeting	5 <sup>th</sup> February 1980
1.1	Amended clauses	E2 (Subscriptions) section 5.2 E3 (Subscription period) section 5.3 H1 (Winding Up) (New) section 8.1	10 <sup>th</sup> March 1981
1.2	Amended clauses	E1 (Financial year) section 5.1 E5 (Part year membership) section 5.5	11 <sup>th</sup> November 1982
1.3	Amended clauses  New clause	E2 and E3 (Subscriptions) sections 5.2 and 5.3  D32 (Seal) section 4.23	24 <sup>th</sup> January 1984
1.4	Amended clauses	D2 (Number of Directors) section 4.2	19 <sup>th</sup> January 1988
1.5	Amended clauses  Amended all Clauses	A1 (Name of Chapter) section 1 E7, E12, E13, H1 (Name of International body) sections 5.7, 5.12, 5.13, and 8  A1 - H1 (Now numerical 1 - 8)	11 <sup>th</sup> December 1995
2.0	Complete rewrite  Significant clause changes	As the Constitution was outdated in a number of areas the opportunity was taken to rewrite the document utilising the ISACA Head Office Bylaws template and to update the Constitution in accordance with the revised Consumer Affairs Victoria Associations Incorporated Reform Act 2012.  3.4 c (Termination of Membership) 3.7 C 4.2, 4.17 – 4.29 (Chapter Officers and Duties) section 5.1, 5.3 4.4, 4.9 (Term of Chapter Officers) 5.2 4.7, 4.8 (Nomination and Election of Directors) Article 6 6.2 (Special general meetings) 4.3 6.4 (Quorum) 4.5 6.7 (Notification) 4.7 6.9 (Education sessions) 4.1 B	14 <sup>th</sup> October 2014

<b>Version</b>	<b>Amendment Type</b>	<b>Amendments Details</b>	<b>Date Effective</b>
	New clauses	(Mail or Electronic Voting) 4.4 (Proxies) 4.8 (Indemnification) Article 9	
	Removed clauses	4.23 (Seal)	

**TABLE OF CONTENTS**

Article 1	Name .....	6
Article 2	Purpose .....	7
Article 3	Membership and Dues .....	8
Article 4	Chapter Meetings .....	10
Article 5	Chapter Officers .....	13
Article 6	Nominations and Elections .....	18
Article 7	Chapter Board .....	19
Article 8	Chapter Committees .....	21
Article 9	Indemnification .....	23
Article 10	Dissolution .....	24
Article 11	Meeting Procedures .....	25
Article 12	Amendments to Bylaws .....	26

## **Article 1      Name**

The name of this non-union, non-profit organisation shall be ISACA Melbourne Chapter (formerly the Melbourne Chapter of the Information Systems Audit and Control Association), hereinafter referred to as the "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 2 Purpose**

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

The objectives of the Chapter are:

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

## **Article 3 Membership and Dues**

### **3.1 Classifications and Qualifications**

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

- A** Member - any person interested in the purpose and objectives of the Chapter as stated in Article 2 shall be eligible for membership in the Chapter, and the Association, subject to rules established by the Association Board. Members shall be entitled to vote and to hold office.
- B** Retired Member - any member, who presents proof of retirement status, subject to rules established by the Association Board. Retired members shall be entitled to vote and hold office at the Chapter level.
- C** Student Member - full time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board. Student members shall be entitled to vote and hold office at the Chapter level.

### **3.2 Admission**

**A** Potential members shall:

- Meet the requirements of membership as outlined in Article 3, Section 3.1;
- Complete an Association membership application form;
- Pay required dues to the Chapter and the Association; and
- Follow the Code of Professional Ethics of the Association.

**B** Membership in the Association shall be conferred upon an individual when the Association has received the required Association dues for that individual.

### **3.3 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, and communicated at the annual general meeting.
- B** A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as required.
- C** Resignation — any member who resigns shall not be entitled to a refund of his/her annual membership dues.
- D** Members of the Association who have elected to transfer their membership into the Chapter shall be exempt from paying the Chapter dues for that financial year, as long as chapter dues were paid to the chapter with which they were previously affiliated.

### **3.4 Rights of Membership**

A member shall be entitled to:

- Attend and vote at all general meetings of the Chapter;



- Attend all Professional Development sessions of the Chapter subject to the rules of such sessions;
- Offer himself or herself for election to the Chapter Board of Directors; and
- Offer himself or herself for membership of any committee of the Chapter.

### **3.5 Duties of Membership**

A member shall have a duty to uphold and observe the bylaws of the Chapter and to conform to all resolutions of Board of Directors acting on behalf of the Chapter membership.

## **Article 4 Chapter Meetings**

### **4.1 Professional Development sessions**

- A** Professional Development sessions will be the “regular meetings” of the chapter and will serve as the main vehicle for pursuing the objectives of the Chapter. Meetings shall be convened at the discretion of the Board to discuss predetermined and prepared topics.
- B** Professional Development sessions of the Chapter membership shall be held at least ten times a year - unless otherwise determined by the Chapter Board.
- C** Other business of the Chapter may be introduced for discussion at Professional Development sessions at the discretion of the Chairperson.

### **4.2 Annual General Meeting**

The annual general meeting shall be held within five months from the Chapter’s financial year end. The date and location of the annual general meeting shall be determined by the Chapter Board. Business of the annual general meeting shall include:

- Adoption of minutes of the previous annual general meeting and those of any special general meetings held since the last annual general meeting;
- Consideration of the annual report by the President;
- Consideration of the annual financial accounts and auditor’s report;
- Consideration of the annual local chapter dues for the ensuing year;
- Consideration of the estimates of income and expenditure for the ensuing year; and
- Election of the Board of Directors for the ensuing year.

### **4.3 Special General Meetings**

Any general meeting of the Chapter, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

Special general meetings may be called by the President, Board of Directors or upon written request by at least ten percent of members. Business at special general meetings shall be limited to the issues giving rise to the holding of such a meeting as embodied in one or more motions which shall accompany the notice of the special general meeting to be sent to all members.

A request for a special general meeting by members must:

- Be in writing;
- State the business to be considered at the meeting and any resolutions to be proposed;
- Include the names and signatures of the members requesting the meeting; and
- Be given to the Secretary.

A special general meeting convened by members must be held within three months after the date on which the original request was made; and may only consider the business stated in that request.

#### **4.4 Mail or Electronic Voting**

If required, as approved by the Chapter Board and in accordance with applicable local laws and regulations, paper 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.

#### **4.5 Quorum for Chapter Meetings**

No business may be conducted at an annual general meeting or special general meeting unless there is a quorum of members (in person or by proxy).

The quorum for an annual general meeting or special general meeting is ten percent of the members (in person or by proxy).

If a quorum is not present within 30 minutes after the notified commencement time of an annual general meeting or special general meeting, the meeting will be adjourned and reconvened not exceeding three weeks from the date of adjournment. In the case of a meeting convened by, or at the request of, members under article 4.3, the meeting must be dissolved.

Notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting, as required under Clause 4.7.

If a quorum is not present within 30 minutes after the time to which an annual general meeting or special general meeting has been adjourned, the members present at the meeting (if not fewer than three) may proceed with the business of the meeting as if a quorum were present.

#### **4.6 Voting at General Meetings**

The affirmative vote of the majority of the members (whether in person or by proxy) at any chapter meeting shall constitute an act of the membership. Except in the case of a special resolution, where a special resolution is passed, if not less than three quarters of the members voting at a general meeting (whether in person or by proxy) vote in favour of the resolution. In the event of a tie, the Chairperson shall exercise an extra or casting vote.

#### **4.7 Notice of General Meetings**

The Secretary (or, in the case of a special general meeting convened under Clause 4.3, the members convening the meeting) must give to each member of the Association:

- At least 21 days notice of a general meeting if a special resolution is to be proposed at the meeting; or
- At least 14 days notice of a general meeting in any other case.

The notice must:

- Specify the date, time and place of the meeting;
- Indicate the general nature of each item of business to be considered at the meeting; and

- If a special resolution is to be proposed state in full the proposed resolution and state the intention to propose the resolution as a special resolution.

#### **4.8 Proxies**

A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting. The appointment of a proxy must be in writing and signed by the member making the appointment.

The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as he or she sees fit.

Notice of a general meeting given to a member must state that the member may appoint another member as a proxy for the meeting and include a copy of any form that the Committee has approved for the appointment of a proxy.

A form appointing a proxy must be given to the Chairperson of the meeting before or at the commencement of the meeting.

Notification may be by postal mail, by email or by telephone.

#### **4.9 Other Meetings**

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

## **Article 5 Chapter Officers**

The Governing Committee of the Chapter shall be the Board of Directors (The Board), which shall be responsible for the conduct of the Chapter's affairs.

### **5.1 Chapter Officers**

The Officers of the Chapter shall be nine to eleven in number, constituting:

- President;
- Vice President;
- Secretary;
- Treasurer;
- Communications and Marketing Director;
- Membership Director;
- Certifications Director;
- Professional Development Director;

At least one and not more than two directors at large; and

- Immediate Past President.

### **5.2 Term of 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 meeting at which they are elected.
- B** No member shall hold more than two Chapter offices at a time, and no member shall be eligible to serve more than two consecutive terms in the same Chapter office.

### **5.3 Duties of Chapter Officers**

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

**A** The Chapter President shall:

- Preside at meetings of the Chapter and the Chapter Board;
- Appoint all committee chairpersons and members;
- Represent the Chapter at Leadership Conferences and other conferences and functions, where appropriate, or appoint another Chapter Board member as a representative;
- Present an annual report to members at the annual general meeting - such report to consist of reports from various Chapter officers and committees;
- Maintain communications with the Association and respond to Association enquiries;
- Be responsible for submission of the required annual chapter reports to the Association within 30 days after the annual general meeting;
- Supervise budgetary matters and proper internal control of finances;
- Be responsible for the enforcement of the Constitution and the carrying out of all orders and resolutions of the Board of Directors;
- Shall keep the Board of Directors fully informed and shall frequently consult it concerning the business and activities of the Chapter; and
- Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.

**B** 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.

**C** 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 as the Public Officer for the legal affairs, Chapter records and correspondence pertaining to the Chapter;
- Assist the President in the administration of Chapter membership meetings;
- The Secretary shall prepare notices of all meetings and relevant agendas for those meetings;
- Assist the President to ensure that appropriate action is taken in accordance with all resolutions of the meetings;
- The Secretary shall process all correspondence to and from the Chapter and report such to the Board; and
- Perform other duties as pertain to this office.

**D** 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;
- Be responsible for the preparation, after consulting with the other Officers of the Chapter, of an annual budget to be submitted to the Board of Directors for approval prior to the beginning of the financial year to which the budget is applicable;
- Maintain/supervise the books and financial records of the chapter. 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, and other depositories designated by the Board of Directors. The Treasurer shall be responsible for keeping proper account of all such monies received by and disbursed on behalf of the Chapter and of all records in connection therewith;
- Be primarily responsible for the custody of all funds of the chapter. Cheques, drafts or any other disbursements shall be authorised by two directors of the Chapter; and
- Perform other duties as pertain to this office.

**E** The Immediate Past President shall:

- Provide advice and guidance to the new President and Chapter Board; and
- Perform other duties as pertain to this office.

**F** The Communications and Marketing Director shall:

- Conduct general marketing and publicity of the Chapter, 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;
- Identify and use other means of disseminating information about events and the chapter, where appropriate; and
- Perform other duties as pertain to this office.

**G** The 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
- Respond to all membership enquiries; and
- Perform other duties as pertain to this office.

**H** The Certifications Director shall:

- Maintain resource material related to ISACA certifications;
- Promote all Certification accreditation, including exam preparation sessions;
- Maintain exam participation rate to sustain the local area as an exam writing site;
- Report to Chapter Board on certifications registrations and exam results;
- Act as a liaison between exam participants and the Association; and
- Perform other duties as pertain to this office.

**I** The Professional Development Director shall:

- Develop, with help/guidance from the Chapter Board, topic lists and annual education budget for submission to the Chapter Board;
- Coordinate education committee activities with other Officers;
- Arrange and recommend interesting, informative topics that will contribute to the personal and professional growth of the membership;
- Identify speakers or panel/workshop leaders for each meeting;
- Work with appropriate individual(s) to coordinate registration for meetings;
- Build a library of program topics, course materials and speakers;
- Survey members to determine topics of interest;
- Distribute and collect evaluation forms at appropriate meetings and provides a report of the results to the Chapter Board;
- Coordinate with the Treasurer, as appropriate, to obtain a gift, honorarium or fee for the speaker(s);
- Send letter of thanks to the speaker(s);
- Maintain a record of monthly meetings and attendees, as retention of such is crucial when a certification holder in the chapter is audited and needs to verify his/her attendance;
- Provide biographical material of all speakers to the webmaster for publication on the chapter web site; and
- Perform other duties as pertain to this office.

**J** The Director(s) at Large shall:

- Contribute to the work of the Chapter Board on a wide variety of topics and projects, as directed by the President and Chapter Board. With the approval of the Board, duties of the Vice President, Secretary and Treasurer may be delegated to additional office bearers appointed for the purpose or to other members of the Board.



**K** Duties of Directors

- Attend all meetings of the Board and general meetings. Leave of absence should be obtained from a meeting in cases where a director is unable to attend that meeting. Where a director is absent without leave from three consecutive meetings where his/her attendance is required, the Board may, at its discretion, remove that director from office.

**5.4 Chapter Officer Vacancies**

- A** If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.
- B** If a vacancy should occur in any other office, except that of Immediate Past President, the vacancy shall be filled by the Chapter Board.
- C** If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled by routine succession.
- D** If a Chapter officer's membership in the Association shall for any reason terminate, that individual's position as Chapter officer shall automatically become vacant.
- E** If the office of any Directors, shall become vacant for any cause, the President shall appoint a person to fill the unexpired portion of his/her term subject to the approval of the majority of the remaining Board of Directors.

## **Article 6 Nominations and Elections**

### **6.1 Chapter Nominations**

The Chapter Board shall solicit candidates for office from the Chapter membership and shall nominate candidates for offices to be approved by members at the annual general meeting. The Immediate Past President shall be an ex-officio member of the Board and not subject to election in that capacity.

- A** A Nominating Committee of three members shall be elected by the Chapter Board at their Board meeting within two months of the Chapter Financial year end.
- B** The Nominating Committee shall solicit candidates for office from the Chapter membership and shall nominate candidates for offices to be filled at the annual general meeting. These solicitations can be by e-mail, mail, via the web site, in person announcements at Professional Development sessions or a combination thereof.
- C** The Nominating Committee shall report the nomination to the membership at least one month before the annual general meeting.
- D** Nominations from the floor shall not be permitted prior to the election.
- E** Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest form.

### **6.2 Chapter Elections**

- A** Officers shall be elected by secret ballot. The candidate who receives a simple majority of those members present and voting shall be declared elected.
- B** In the event there is only one candidate for any office, voting on that office may be by voice.

## **Article 7 Chapter Board**

### **7.1 Composition of the Chapter Board**

The Chapter Board shall consist of the officers listed in Article 5, Section 5.1.

### **7.2 Duties**

The Chapter Board shall:

- A** Supervise the affairs and conduct the business of the Chapter between business meetings.
- B** Make recommendations to the membership.
- C** Be subject to the orders of the membership.
- D** Meet at least four times per year.
- E** Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter.
- F** Regular or special general meetings of the chapter board may be held electronically. A conference meeting must be arranged at least 48 hours in advance of the call. Each member should seek recognition from the chair before beginning to speak, and each member should identify himself or herself prior to speaking. Motions will be voted on by voice vote. If the chair has a problem determining the vote, he or she may call for a roll call vote. The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes. The minutes of the meeting shall be approved at the next in-person meeting.
- G** Notice of meeting of the Directors shall be in writing at least 10 days prior to the meeting unless all Directors agree in writing to waive such notice.

### **7.3 Financial Authority**

The Chapter Board shall have the authority to:

- A** Approve the annual budget in advance of presentation for ratification at the annual general meeting.
- B** Expend funds allotted in the approved budget.
- C** Authorise non-budgeted expenditures not to exceed AUD \$10,000 without prior approval of the membership.
- D** Separate estimates of income and expenditure shall be prepared for all functions where estimated expenditure is greater than an amount to be determined by the Board of Directors. Such estimates shall be approved by the Board prior to the expenditure of any such monies.

## **7.4 Fiscal Year & Annual Financial Statements**

- A** The fiscal year of the Chapter shall run from 1st December to 30th November 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** An estimate of income and expenditure of the Chapter for the ensuing year shall be presented to the annual general meeting.
- D** Proper books of account shall be maintained in accordance with current accounting practice and suitable for the nature of the financial transactions of the Chapter.
- E** Annual accounts shall be prepared summarising all income and expenditure of the Chapter for the year and indicating assets and liabilities of the Chapter as at the close of the financial year. Such accounts shall be prepared by the Treasurer for presentation to the Board of Directors for approval prior to submission to the annual general meeting held in the year following the financial year in question.
- F** Audited copies of the annual accounts shall be made available to all members of the Chapter not later than the commencement of the next annual general meeting after the year end of the financial year to which the accounts relate.
- G** An Honorary Auditor shall be appointed at each annual general meeting. The period of appointment of the auditor will be until the following annual general meeting.
- H** The auditor shall examine the books and records of the Chapter and report to the members his or her opinion as to whether the annual accounts show a true and fair view and whether the books and records of the Chapter have been properly kept during the year under review in terms of the Chapter Bylaws, resolutions of directors and members and generally accepted accounting principles.

## **7.5 Insurance**

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

## **7.6 Quorum**

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

## **Article 8 Chapter Committees**

### **8.1 Professional Development Committee**

There shall be a Professional Development Committee with the objective of developing and implementing the Chapter training and development events for the year. The committee shall recommend and oversee seminars of professional education.

### **8.2 Special Committees**

Other committees may be created as necessary by the Chapter Board. All proceedings of committees shall be subject to ratification by the Board of Directors.

### **8.3 Committee Chairperson**

Each committee shall have a Director as its chairperson.

### **8.4 Committee Secretary**

Each committee shall select from amongst its numbers, a committee secretary who shall be responsible for recording the activities of the committee.

### **8.5 Committee Other Officers**

A committee shall select other officers consistent with its objectives as it deems fit.

### **8.6 Committee Membership**

Membership of committees shall be open to:

- Members of the Chapter; and
- With the approval of the President, non-members of the Chapter.

### **8.7 Duties of Committee Chairperson**

The chairperson of a committee shall be responsible for:

- Ensuring that the committee fulfils the objects of its formation; and
- Keeping the Board advised of all aspects of its activities.

### **8.8 Board appointed Other Committee Officers**

The Board may appoint officers other than those prescribed in Article 5, Section 5.1 as it deems appropriate.

### **8.9 Committee Meetings**

Committee meetings shall be held at the discretion of the Committee Chairperson or the President.

### **8.10 Notice of Meeting**

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

### **8.11 Committee Meetings Quorum**

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

### **8.12 Special Committees**

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

## **Article 9 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 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. Indemnification cover and limit of aggregated liability will be as per the Chapter's directors and officer's liability insurance policy. The insurance covers 'insured persons' from the time the cover was initially taken out.

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 10    Dissolution**

- A**    If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the chapter membership after ten (10) days notice has been mailed to each member.
- B**    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.
- C**    All net assets shall be distributed to one or more nominated registered Australian charities with the approval of the Association's International President and Chief Executive Officer.



## **Article 11 Meeting Procedures**

Meeting procedures shall be based generally on the standing orders of debate of the Australian House of Representatives. Interpretation of such procedures shall rest solely with the meeting Chairperson whose decision shall be final in such matters.

## **Article 12 Amendments to 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 ten (10) 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.

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 Australian or Victorian State requirements.