

# Bylaws of ISACA-WELLINGTON

Effective: 6 March 2026

## 1. Introductory Rules

- 1.1 ISACA-WELLINGTON is an Affiliate of ISACA, whereas ISACA is the global provider of knowledge, certifications, communications, community, advocacy and education on information systems ('IS') assurance and security, enterprise governance and management of information technology ('IT'), and IT-related risks and compliance.
- 1.2 As an Affiliate of ISACA, ISACA-WELLINGTON is an independent chapter of ISACA, engaged in the promotion of education of its members 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, risk management, and assurance.
- 1.3 Although the Chapter is affiliated with ISACA and is subject to the Chapter Affiliation Agreement and other directives of the ISACA Board of Directors, the Chapter is a legally independent entity from ISACA and any other association, enterprise, or entity. It is responsible for its own legal and administrative affairs, including compliance with all applicable laws and regulations.
- 1.4 The Chapter's name is Information Systems Audit And Control Association (ISACA-WELLINGTON) Incorporated (the 'Chapter' or 'ISACA-WELLINGTON'). ISACA-WELLINGTON is an Incorporated Society and is required to comply with the Incorporated Societies Act 2022 and regulations (New Zealand). In addition, the Chapter is also necessary to comply with the Privacy Act 2020 and regulations (New Zealand).
- 1.5 The ISACA-WELLINGTON Constitution outlines the fundamental principles that govern the Chapter, including its purpose, structure, and how members and officers are responsible and have rights. In contrast, the following bylaws describe the detailed procedures and guidelines that govern the day-to-day operations of the Chapter. Members should read the Constitution before reading the bylaws, as the bylaws do not repeat articles from the Constitution.

## Contact Information

- 1.6 The Chapter's registered office is in Wellington. The Chapter can be contacted through:
  - Post: ISACA-WELLINGTON, Box 440, Wellington 6140, New Zealand
  - Email: [presidentISACAWellington@gmail.com](mailto:presidentISACAWellington@gmail.com) or [secretaryISACAWellington@gmail.com](mailto:secretaryISACAWellington@gmail.com)
  - Contact form: <https://engage.isaca.org/wellingtonchapter/about/aboutchapter/contactus>

## **2. Strategy and Purpose**

- 2.1 To support the Chapter's purpose, the Board shall define a high-level, long-term strategy. The Board shall review this strategy annually or when significant changes occur to ensure that the Chapter's strategic initiatives align with the Chapter's purpose and the shared goals between ISACA (as outlined in the Chapter Affiliation Agreement) and the Chapter. The strategy shall be published on the Chapter's website.
- 2.2 The Chapter may incur costs to support achieving its goals. The Board shall approve all expenses before incurring them unless there are instances where costs are directly related to maintaining the Chapter's Incorporated Society status, such as insurance premiums and Incorporated Societies Register fees.

## **3. Chapter Membership, Dues and Other Fees**

### **Chapter Membership**

- 3.1 The terms and conditions of membership, including subscription fees for ISACA membership and costs for the products and services ISACA provides, are determined exclusively by ISACA.

### **Chapter Dues and Other Fees**

- 3.2 In accordance with the Constitution and the Chapter Affiliation Agreement, ISACA-WELLINGTON may set annual Chapter dues (and any other Chapter dues (if any) permitted by ISACA policy) at the discretion of the Chapter. Members must pay Chapter dues and fees directly to ISACA through ISACA systems, and ISACA will remit the applicable Chapter dues collected to ISACA-WELLINGTON in accordance with ISACA's Bylaws or as agreed between the parties.
- 3.3 ISACA-WELLINGTON may set and collect non-dues charges payable directly to ISACA-WELLINGTON (for example, event registration fees, sponsorship, and donations), to the extent permitted by ISACA policy and applicable New Zealand law.
- 3.4 Unless otherwise stated on an invoice or registration page, non-dues charges payable to ISACA-WELLINGTON are due 14 days after the date of invoice (or, for event registration fees, by the due date specified for registration).
- 3.5 If any non-dues charge payable to ISACA-WELLINGTON remains unpaid after the applicable due date, the Board may take such steps as are permitted by, and in accordance with, the Constitution (including any debt recovery steps and recovery of reasonable costs where the Constitution permits).
- 3.6 When recommending annual Chapter dues to Members for approval at the Annual General Meeting, the Board may have regard to movements in the New Zealand Consumer Price Index (CPI) as an administrative reference point. For the avoidance of doubt, CPI indexation is not automatic and does not occur unless and until the Chapter sets (or changes) Chapter dues in accordance with the Constitution.

## 4. Chapter Engagement and Communications

- 4.1 Members are encouraged to contribute to the Chapter proactively. The Chapter can only thrive with an active membership as a member organisation. As such, the Chapter may send surveys to the membership for feedback. This will help shape the Chapter's strategy and enable it to serve its membership better. Members shall try to respond to the surveys and/or reach out to the President or Secretary with any feedback as it arises.
- 4.2 Members shall ensure that the contact details in their ISACA account remain current to ensure they receive the Chapter's newsletter and communications. The primary channel for Chapter communications is email. Emails to all members are sent via the ISACA email system. If members do not want to receive Chapter communications via email, they may opt out through their ISACA account. Chapter Officers are not able to opt out members on their behalf. Other emails, such as those sent directly to members, are sent via the Chapter's approved email platform or may be sent from a Board member's personal or work email account.

### Social Media Presence

- 4.3 The Chapter maintains a LinkedIn page (public) and a LinkedIn group (members-only). Members can follow those channels to keep updated on Chapter events and information.

- LinkedIn page: <https://www.linkedin.com/company/isaca-wellington>
- LinkedIn group: <https://www.linkedin.com/groups/3791091/>

The Chapter may occasionally introduce members through email or LinkedIn to the membership. Members who would like to participate in the Meet our Members Initiative are required to fill in the following form:

<https://docs.google.com/forms/d/1uVlkHnLRcXYaa8FoJlQgwZofqxnRPyEo6iWMBqy6w/edit>.

## 5. Member-Facing Chapter Meetings

### General Requirements

- 5.1 **Meetings shall be published on the Chapter website. Notification shall be via email.**

### Membership Meetings

- 5.2 Chapter membership meetings shall be held at least monthly unless otherwise determined by the Chapter Board. Membership meetings shall generally be one hour, but longer sessions may be scheduled to allow for events such as the Education Day and Workshops, and time for networking before or after. Membership meetings should be educational unless otherwise determined by the Chapter Board.

## **Annual General Meeting**

- 5.3 The Chapter will use reasonable endeavours to provide Members, at least 14 days before the Annual General Meeting, the following (as applicable):
- (a) the minutes of the previous Annual General Meeting (and any Special General Meeting(s) held since); and
  - (b) the annual financial statements proposed to be presented at the Annual General Meeting; and
  - (c) any other reports or materials the Board proposes to present.

The minutes and financial statements will be presented to the Annual General Meeting for consideration in accordance with the Constitution.

## **Special Meetings**

- 5.4 Special meetings may be scheduled to present or discuss urgent matters arising from a changing environment. Special General Meetings should only be planned if issues cannot be covered in the Annual General Meeting or regular membership meetings. Other than the business outlined in the meeting notice, no business may be transacted at a special meeting.

## **Voting at Member Meetings**

- 5.5 Members are encouraged to attend in-person or online to help achieve a quorum and enable contribution. Voting can be in-person, online, or via a secret ballot using a secure online voting tool (as permitted under the Constitution).
- 5.6 The Chapter will use reasonable endeavours to communicate election results (and, where relevant, the outcome of any other votes conducted at the meeting) to Members within 24 hours after the close of voting. Nothing in these bylaws limits or modifies the Constitution's provisions regarding attendance, voting, or the manner in which votes are taken or recorded.

## **Quorum for Member-Facing Chapter Meetings**

- 5.7 The quorum for any membership meeting, Annual General Meeting, or Special General Meeting is 15 eligible Members. Absent a quorum, the meeting will be dealt with in the manner set out in the Constitution (including adjournment and the quorum requirements for any adjourned meeting). Voting thresholds for resolutions are set out in the Constitution and the Incorporated Societies Act 2022 and regulations (New Zealand).

# **6. Attendance Records and CPE Credits**

- 6.1 Members may earn CPE credits for their attendance. CPEs are granted as per ISACA's CPE Policy: <https://www.isaca.org/credentialing/how-to-report-cpe>

- 6.2 No exceptions shall be made.
- 6.3 When registering and attending events, members shall ensure they use their ISACA ID and/or full name and/or email address as registered with their ISACA account. This enables the Board to upload the CPEs to the ISACA portal, where members can then apply their CPE records to their respective certifications or download their attendance certificate. The Board aims to upload CPE records within 14 days of the event ending.
- 6.4 Members are responsible for proving their attendance and keeping their CPE records. The Board is not responsible for proving a member's earned CPE credits. The Chapter advises members to download attendance certificates from their ISACA account and store them securely, ensuring backups are in place for continued access.

## **7. Misconduct**

If the Board or fellow members become aware of a violation against ISACA's policies by another member, they shall report the misconduct following the standard ISACA procedures. If the Board or a member becomes directly aware of misconduct in relation to the Chapter, the dispute resolution process shall apply. Refer to clause 14 (Internal Dispute Resolution Procedures) and the Constitution's dispute resolution provisions for more information.

## **8. Chapter Officers and Volunteers**

### **Chapter Officers**

- 8.1 Each officer shall comply with the Incorporated Societies Act 2022 and regulations (New Zealand) at all times and act in good faith and in the best interests of the Society as per the Chapter Board Code of Conduct.
- 8.2 Except for the key roles of President, Vice President, Secretary, and Treasurer, Officers shall perform their tasks as required to support the Chapter's strategy. The key roles shall be to perform the duties prescribed by these bylaws and the parliamentary authority adopted by the Chapter. The Immediate Past President acts in an advisory capacity only, without voting rights and is not counted for quorum purposes. Any expectations in these bylaws as to sub-committee participation apply only to voting Officers unless the Board resolves otherwise.
- 8.3 The Chapter President shall:
- (a) Chair meetings of the Chapter and the Chapter Board;
  - (b) make recommendations to the Board as to the establishment of Sub-Committees and the appointment of Sub-Committee chairpersons and members, and appoint Sub-Committee chairpersons and members only where and to the extent authorised by the Board (including under any delegation);
  - (c) be an ex officio member of all sub-committees except the Nominating Committee;

- (d) represent the Chapter at Leadership Conferences, and all other conferences and functions where appropriate, or appoint another Chapter Board member as a representative;
- (e) present an annual report to members at the Annual General Meeting—this report will include, but not be limited to, reports from various Chapter officers and sub-committees;
- (f) maintain communications with ISACA and respond to ISACA enquiries;
- (g) be responsible for the submission of the required annual Chapter reports to ISACA within 30 days following the Annual General Meeting;
- (h) supervise budgetary matters and proper internal control of finances; and
- (i) perform other duties as pertain to the role of President as required by ISACA or the Board.

8.4 The Chapter Vice President shall:

- (a) preside at meetings of the Chapter and the Chapter Board in the absence of the President;
- (b) perform the duties of the President in the event of their absence or disability;
- (c) perform other duties as pertain to this role as required by ISACA or the Board; and
- (d) report to the President.

8.5 The Chapter Secretary shall:

- (a) draft the agenda for Board meetings in collaboration with the President;
- (b) take minutes of the meetings of the Chapter Board, membership meetings, and Special and Annual General Meetings, maintain a copy of the records, and ensure minutes are signed by the President and the Secretary;
- (c) maintain accurate attendance records;
- (d) be responsible for the legal affairs, Chapter records and correspondence about the Chapter;
- (e) assist the President in the administration of Chapter membership meetings;
- (f) perform other duties as pertain to this role as required by ISACA or the Board; and
- (g) report to the President.

8.6 The Chapter Treasurer shall:

- (a) be the custodian of Chapter funds;
- (b) receive and disburse such funds of the Chapter as are required in the conduct of its affairs and the carrying on of its activities, or as directed by the Chapter Board;
- (c) monitor and reconcile amounts remitted to ISACA-Wellington by ISACA (including remittances of Chapter dues collected through ISACA systems) and liaise with ISACA as required regarding remittances and related reporting;
- (d) present a written report of the Chapter's financial position at each regular Chapter Board meeting;
- (e) in concert with the President, authorise expenditures from, or transfers of funds from/to, the Chapter USD credit account held at ISACA;
- (f) submit audited annual financial statements for presentation to the membership at the Annual General Meeting;
- (g) submit books and records for audit when required;
- (h) file any tax forms required;
- (i) perform other duties as pertain to this role as required by ISACA or the Board; and
- (j) report to the President.

8.7 Chapter Leader Guidebooks for key roles and other roles are available from the Chapter Leader Portal.

8.8 Estimated minimum annual commitment:

- President: 120 hours
- Vice President: 100 hours
- Secretary: 120 hours
- Treasurer: 40 hours
- Officer: 40–60 hours
- Volunteer (non-board roles): Flexible

*Note: Only 20 CPE hours can be claimed for "Working on ISACA Boards/Committees/Working Groups".*

## **Volunteers**

8.9 The Chapter encourages all members to participate in the Chapter proactively. Members may contact the Chapter to communicate their interest in volunteering. Volunteers shall sign a Willingness to Serve form, declare any conflict of interest, and agree to abide by the Chapter Board Code of Conduct. Volunteers do not attend Board meetings but may be part of sub-committees. All volunteer terms are indefinite. The Board may terminate a volunteer's involvement through a majority vote.

### **8.10 Vacancies (Officers and Volunteers):**

- (a) Vacancy events: An Officer position becomes vacant if the Officer resigns, is removed, dies, otherwise vacates office, or ceases to be a Member (including where the person's ISACA/Chapter membership terminates).
- (b) Filling Officer vacancies (general): If an Officer position becomes vacant, the Board may appoint an eligible Member to fill the vacancy on an interim basis, on the terms and for the period permitted by the Constitution.
- (c) Key Role vacancy: Where the vacancy relates to a Key Role, the Board may (if the Constitution permits) resolve to call a Special General Meeting to elect a Member to fill the vacancy, rather than making (or continuing) an interim appointment until the next Annual General Meeting.
- (d) No other appointment mechanisms: For the avoidance of doubt, Officer elections occur at an Annual General Meeting except where the Constitution expressly permits an election at a Special General Meeting to fill a vacancy.
- (e) Volunteers: If a volunteer role becomes vacant, or a volunteer's involvement ends, the Board (or the relevant Sub-Committee chair acting under Board authority) may recruit and appoint a replacement volunteer. Volunteer appointments and removals are by Board decision.

## **9. Board Nominations and Elections**

### **Board Nominations**

- 9.1 Nominations shall be open and will be declared so by the President. The Nominations and Elections Committee will then accept nominations.
- 9.2 The Nominations and Elections Committee shall:
- (a) solicit candidates for office from the Chapter membership; and
  - (b) nominate candidates for offices to be filled at the AGM.
- 9.3 The Committee shall report the nominations received to the membership at the AGM meeting.

- 9.4 Nominations from the floor at the Annual General Meeting are permitted only if, and to the extent that, the Constitution permits further nominations to be received from the floor (including where insufficient valid nominations have been received prior to the Annual General Meeting). Any nomination from the floor must be accompanied by the nominee's consent to serve and completion of the required documentation (including a Willingness to Serve agreement and Conflict of Interest form), and those records must be retained in accordance with clause 9.4.
- 9.5 Each candidate must have:
- (a) consented to serve; and
  - (b) completed and signed a Willingness to Serve agreement and Conflict of Interest form during the nominations process.
- 9.6 These documents shall be retained electronically in the central file share approved by the Chapter Board.

## **Chapter Elections**

- 9.7 **Method of Voting:** Chapter Officer elections shall ordinarily be conducted by secret ballot using a secure electronic voting tool approved by the Board from time to time. The election method used for any particular election must be consistent with the Constitution and the directions of the chairperson of the Annual General Meeting as to how votes are to be cast.
- 9.8 **Control and integrity of electronic voting:** Access to the electronic voting tool and the administration of the ballot will be limited to the Nominations and Elections Committee and the Secretary (and any scrutineers appointed in accordance with the Constitution). The ballot will be administered so as to preserve secrecy and integrity (including, where practicable, applying a "four-eyes" approach to set-up and results handling).
- 9.9 **Uncontested positions:** If there is only one candidate for an office, the chairperson of the General Meeting may determine that voting for that office is by voice (or other method) to the extent permitted by, and consistent with, the Constitution.

## **10. Chapter Board and Sub-Committees**

### **Composition of the Chapter Board and Sub-Committees**

- 10.1 **Additional Officers (prudential approach):** The Chapter Board may appoint Officers only to the extent permitted by the Constitution. As a matter of good governance, before appointing an additional Officer under the Constitution, the Board should consider how the appointment interacts with (and can be regularised through) the nominations and election process at the next Annual General Meeting.
- 10.2 Any Officer or volunteer can serve on an unlimited number of sub-committees. However, an Officer should serve on at least two sub-committees.

## **Board Meetings**

- 10.3 Regular meetings of the Board shall be held at least quarterly. They shall conduct the regular business of the Chapter.
- 10.4 The President may schedule additional board meetings to operate and manage the Chapter.
- 10.5 The Secretary shall send the previous Board meeting minutes at the latest five (5) working days after the relevant Board meeting took place. Minutes of the previous Board meeting and any Sub-Committee minutes tabled since the previous Board meeting shall be approved at each Board meeting.

## **Sub-Committee Meetings**

- 10.6 Regular meetings of any Sub-Committee shall be held at least monthly unless otherwise determined by the Sub-Committee and approved by the President, and shall focus on a particular task or area, such as events or industry group relationships. The nominated chair and/or Secretary of the Sub-Committee shall send the minutes to the Board email distribution group before the next Board meeting.

## **Voting at Board and Sub-Committee Meetings**

- 10.7 Voting at Board or sub-committee meetings requires attendance, either online or in-person. No proxy voting is allowed.
- 10.8 Written resolutions / email decisions: The Board or a Sub-Committee may make decisions by written resolution (including by e-mail) where permitted by the Constitution and these bylaws. A written resolution must:
  - (a) set out the proposed resolution in full; and
  - (b) specify a clear deadline for responses; and
  - (c) require an affirmative indication of support from those entitled to vote,provided that:
  - (d) a written resolution is passed only if a majority of the votes actually cast in response to the resolution are in favour (or such other threshold as may be required by the Constitution).
  - (e) a failure to respond is treated as an abstention, not a vote in favour.
  - (f) any written resolution passed under this clause must be recorded in the minutes of the next meeting of the Board or relevant Sub-Committee.
- 10.9 The quorum for any Chapter Board or sub-committee meeting is as set out in the Constitution

(and any Board-approved terms of reference for the relevant Sub-Committee, to the extent consistent with the Constitution).

10.10 The duties of the Chapter Board shall be to:

- (a) proactively promote the Chapter and its initiatives;
- (b) supervise the affairs and conduct the business of the Chapter following a member-centric approach, acting in the best interest of the membership;
- (c) make recommendations to the membership;
- (d) keep an Interests Register;
- (e) hold and endeavour to attend all Chapter Board or sub-committee meetings;
- (f) ensure notice for member-facing meetings is sent to members;
- (g) follow the Robert's Rules of Order and the Chapter Board Code of Conduct; and
- (h) perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter, and in compliance with local law.

## **Sub-Committees**

10.11 Each Sub-Committee shall nominate a Chair and a Secretary. The nominated Chair and/or Secretary of the Sub-Committee shall send the minutes to the Board email distribution group before the next Board meeting.

10.12 The President or Board may establish Sub-Committees to effectively and efficiently operate and manage the Chapter and work towards achieving the Chapter's strategy. Currently, the following sub-committees exist:

### **Membership and Events Sub-Committee**

10.13 Responsible for monthly meetings to ensure adequate programs and events benefit the membership. The Sub-Committee shall ensure that the programs and events are identified, planned, and organised. The Sub-Committee plans regular and one-off Chapter events, guaranteeing diversity in topics and form of delivery. The Sub-Committee also ensures that chapter activities and efforts ensure professional and personal growth for the membership and chapter sustainability. The Committee shall report its workings to the Board for approval.

### **Partnership and Collaborations Sub-Committee**

10.14 Responsible for meeting monthly to ensure strong collaboration across Chapters, including ISACA Auckland Chapter and other Oceania Chapters, and other relevant industry associations and bodies such as the Institute of Internal Auditors or local universities and polytechnics. The Sub-Committee shall report its workings to the Board for approval.

## **Administrative Sub-Committee**

- 10.15 Responsible for meeting monthly to support the coordination of sub-committee activities, including member and external communications, filing and maintaining meeting minutes, vendor relationships, privacy, and information security. The Sub-Committee shall report its workings to the Board for approval.

## **Nominations and Elections Committee**

- 10.16 Responsible for providing nominations to the Board and facilitating the membership election process. The Committee shall report its workings to the Board for approval. The Committee shall meet as required, but at least 3 months before an election, and report its workings to the President.

## **Complaints Sub-Committee**

- 10.17 The Complaints Sub-Committee will be formally established upon receiving a complaint that requires investigation. The Board shall determine the members of the Complaints Sub-Committee. The Committee shall report its workings to the Board for approval.

## **Approved Board and Sub-Committee Communication and Collaboration Tools**

- 10.18 Email is the approved channel for any communications that will require a decision or input from the Board, or that are of an official and informative nature. The approved ISACA Wellington Chapter Email platform should always be used for all official matters conducted by the President, Vice President, Secretary, Treasurer, and other Officers who may have an account.
- 10.19 WhatsApp, Signal, or other means of communication, such as SMS, are accepted for informal matters, such as checking if someone is attending a meeting or asking for a task status update.
- 10.20 The approved ISACA Wellington Chapter file share and collaboration platform should be used for storage and collaboration. All artefacts produced during a Board member's or volunteer's tenure must be centrally stored on the Chapter's approved file share (administered by the Secretary).

## **Finance and Financial Authority**

- 10.21 The Chapter Board shall have the authority to:
- (a) approve the annual budget; and
  - (b) expend funds allotted in the approved budget.

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

- 10.22 The Chapter's fiscal year shall run from 1 January to 31 December. The Chapter Board shall ensure annual financial statements are prepared and audited by a qualified independent

financial expert. The Chapter Board will approve the audit, present it to members at the AGM, and submit it annually to ISACA as part of compliance reporting.

## **Quorum for Board Meetings**

- 10.23 The quorum for any Chapter Board meeting shall be a majority of the voting members of the Chapter Board. The Chapter can choose to have Board members who are "non-voting" board members (for example, the Immediate Past President). In such instances, those individuals would not count toward a quorum of the chapter board.

## **11. Chapter Duties**

- 11.1 ISACA Minimum Performance Standards: The following are the Minimum Performance Standards a Chapter must meet to maintain a Charter with ISACA. They are included for transparency and operational guidance. The Chapter will use reasonable endeavours to meet them while complying with the Constitution and New Zealand law:
- (a) conduct or co-host at least 4 (four) Chapter board meetings annually, at which Chapter members are invited to attend;
  - (b) conduct or co-host at least 4 (four) educational events annually;
  - (c) on at least an annual basis, provide or make available to members of the Chapter reports of all activities, revenue and expenditures;
  - (d) review the Chapter's Organisational Documents and Bylaws at least annually and ensure that they are consistent in all material respects with ISACA's Articles of Incorporation and ISACA's Bylaws;
  - (e) within six (6) months of the Effective Date (being the effective date of the Chapter Affiliation Agreement), be established and operate itself as a corporate entity under the applicable law in the Territory;
  - (f) hold elections according to the Constitution and these Bylaws at least every two (2) years (or more frequently if required by the Constitution);
  - (g) submit to ISACA the written reports required under the Chapter Affiliation Agreement and ISACA's Policies and Procedures;
  - (h) be responsive to ISACA, ISACA staff, and Chapter member inquiries and communications;
  - (i) participate in and/or publicise ISACA's activities and programs, including but not limited to certification programs, social media, association conferences and leadership conferences, as reasonably requested by ISACA; and
  - (j) provide all Chapter event information to ISACA as set forth in ISACA's Policies and

Procedures or otherwise reasonably requested by ISACA.

- 11.2 The Chapter shall only store or process Personal Data for Chapter-related purposes.
- 11.3 The Chapter shall implement appropriate technical and organisational measures to protect ISACA's Personal Data against unauthorised or unlawful processing and accidental loss, destruction, damage, alteration or disclosure.

## **12. Parliamentary Authority**

The rules contained in the current edition of Robert's 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.

## **13. Amendment of Chapter Bylaws**

- 13.1 The Board may amend these bylaws by resolution, provided that:
  - (a) the proposed amendments are consistent with the Constitution, the Incorporated Societies Act 2022 and regulations (New Zealand) and any other applicable law; and
  - (b) written approval is obtained from ISACA confirming the proposed amendments do not contravene ISACA's organisational documents or policies in any material respect; and
  - (c) any approved amendments will be recorded in the Chapter's records with an effective date, and published or otherwise notified to Members in the manner the Board considers appropriate.
- 13.2 The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws. The Chapter must ensure that the Chapter bylaws comply with ISACA's bylaws and applicable local laws and requirements.

## **14. Internal Dispute Resolution Procedures (supplementing the Constitution)**

- 14.1 **Scope (relationship with Constitution):** This section sets out administrative procedures to support the dispute resolution process in the Constitution. If there is any inconsistency between this section and the Constitution, the Constitution prevails.
- 14.2 **Initiation:** A Member, Officer, or the Chapter may make a complaint by giving written notice to the Board (or, if established, the Complaints Sub-Committee) in accordance with the Constitution. Complaints should be made as soon as reasonably practicable after the relevant issue arises, but a delay does not, of itself, invalidate a complaint.
- 14.3 **Acknowledgment and triage:** The Secretary (or nominee) will acknowledge receipt of a complaint

within 5 Working Days where practicable. The Board will consider whether the complaint should proceed, including whether the Board may decide not to proceed further under the Constitution.

14.4 Appointment of decision-makers / conflicts screening: The Board will decide whether the complaint is to be investigated and determined by:

- (a) the Board; or
- (b) a Complaints Sub-Committee; or
- (c) an external person (for investigation and report, or investigation and decision), in accordance with the Constitution.

Before appointing decision-makers, the Board will apply the Constitution's conflict/impartiality requirements (including the decision-maker restriction provisions) and record any relevant conflicts in the Interests Register.

14.5 Investigation process (minimum steps): The investigator/decision-maker will identify the allegations and the relevant information required, and may request further particulars from the complainant, and:

- (a) The respondent must be given a fair opportunity to respond in accordance with the Constitution (including adequate detail and time).
- (b) The investigator/decision-maker may meet with the parties separately or together, may seek documents or statements, and may take advice where appropriate.

14.6 Determination and communication: The complaint will be investigated and determined as soon as reasonably practicable, and:

- (a) Where practicable, the Chapter will aim to communicate an outcome to the parties within 30 calendar days of establishing the decision-maker; however, this is a target only and may be extended to ensure a fair process.
- (b) The decision (and brief reasons) will be provided to the parties, subject to privacy, confidentiality, and privilege considerations.

14.7 Reconsideration / escalation:

- (a) A party may request reconsideration by giving written reasons within 15 calendar days after receiving the decision.
- (b) The Board may grant reconsideration only where it considers there is a material procedural issue, significant new information, or an evident error.
- (c) Any reconsideration must be dealt with by decision-makers who are not conflicted and who meet the Constitution's decision-maker requirements.

(d) Where the Constitution requires the matter to be referred to a Special General Meeting (including where voting constraints apply), the Board will take steps accordingly.

14.8 Confidentiality and records: The Chapter will treat complaints and related information as confidential to the extent reasonably practicable, but may disclose information where necessary for:

(a) (a) a fair investigation and determination;

(b) (b) compliance with the Constitution, the Act, or other legal obligations;

(c) (c) protection of legal professional privilege; or

(d) (d) insurance, audit, or regulatory purposes.

The Secretary will ensure appropriate records of complaints and outcomes are kept, with access controlled in accordance with privacy and the Constitution's member-information provisions.