



ISACA®

Melbourne Chapter

ISACA MELBOURNE CHAPTER BYLAWS

FINAL

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Article I Name

ISACA MELBOURNE CHAPTER INC. formed on Tuesday 5th February 1980, a Victorian incorporated association registered with Consumer Affairs Victoria under the Associations Incorporation Reform Act 2012 (the Act); Registration number: A0001037H (formerly the Melbourne Chapter of the Information Systems Audit and Control Association) registered on 10th April 1984, hereinafter referred to as the “Chapter”, is a Chapter affiliated with the Information Systems Audit and Control Association (ISACA), hereinafter referred to as the “Association”.

Although the Chapter is affiliated with the Association and is subject to the Chapter Affiliation Agreement and other directives of the Association Board of Directors, the Chapter is a legally independent entity from the Association, and also independent from any other association, enterprise, or entity, and is responsible for its own legal and administrative affairs, including compliance with all applicable laws and regulations, and governed by the Chapter Board of Directors, hereinafter referred to as the “Chapter Board”.

Article II Chapter's Purpose

The primary purpose of the Chapter is to promote the education of individuals and provide networking opportunities 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, information systems audit, cybersecurity, privacy, control and assurance.

Section 1 - Objectives

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, information systems audit, cybersecurity, privacy, control and assurance;
- B. To encourage an open exchange of IT governance, information systems audit, cybersecurity, privacy, control and assurance techniques, approaches and problem-solving by its members;
- C. To promote adequate communication to keep members abreast of current events in IT governance, information systems audit, cybersecurity, privacy, control and assurance that can be beneficial to them and their employers;
- D. To communicate to management, auditors, universities and information security professionals the importance of establishing and maintaining controls necessary to ensure proper IT governance and effective organisation and utilisation of IT resources; and
- E. To support the Association's professional certifications and certificates.

Section 2 - Chapter Affiliation Agreement

Per Chapter Affiliation Agreement (CAA) Section XV, the Chapter will conduct itself in a manner compliant with the requirements set out in the Chapter Bylaws (which will reflect the "Minimum Performance Standards" referred to in CAA Section XV, the Association's Articles of Incorporation, Bylaws and Policies and Procedures. The Chapter will conduct its activities at all times in accordance with the Chapter's Organisational Documents (meaning Chapter's Bylaws, operating manual or other organisational documents as registered with the Chapter Secretary).

Section 3 - Not-for-Profit (NFP) clause¹

The assets and income of the Chapter shall be applied solely in furtherance of its above-mentioned objectives, and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the Chapter.

¹ In alignment with Australian Government [requirements](#) for NFP organisations.

Article III Membership and Dues

Section 1 - Membership Types and Qualifications

Membership in the Association is a requirement for membership in a Chapter. Membership types in the Chapter will mirror membership types in the Association. Any member of the Association shall be eligible for membership in the Chapter with the same membership type, subject to rules established by the Association Board of Directors. Only the Association Board of Directors has the right to add or remove membership types in the Association. Membership types in Chapter are:

- A. Professional Member - any individual with a Professional Membership of the Association. Professional Members of the Chapter shall be entitled to vote and to hold office at the Chapter level.
- B. Retired Member - any member of the Association, who presents proof of retirement status, subject to rules established by the Association Board of Directors. Retired members of the Chapter shall be entitled to vote and hold office at the Chapter level.
- C. Student Member – any member of the Association who is a full-time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board of Directors. Student members of the Chapter shall be entitled to vote and hold office at the Chapter level.
- D. Recent Graduate – any member of the Association who graduated within the last two years from a recognized college or university, subject to rules established by the Association Board of Directors. Recent Graduate members of the Chapter shall be entitled to vote and hold office at the Chapter level.

Section 2 - Admission

- A. Potential Chapter members shall:
 - 1. Meet the requirements of membership as outlined in Article III, Section 1;
 - 2. Complete an Association membership application form;
 - 3. Pay required Chapter and Association dues, to the Association; and
 - 4. Follow the Code of Professional Ethics of the Association.
- B. Membership in the Chapter shall be conferred upon an individual when the Association has accepted the membership application and received the required Association and Chapter dues for that individual.

Section 3 - Dues

- A. Association and Chapter dues must be paid annually, in full, to the Association. The amount of Chapter dues shall be determined by the Chapter Board of Directors.

- B. A member shall forfeit membership in the Chapter and Association, if dues have not been paid to the Association or Chapter in compliance with terms as set by the Association Board of Directors, as required.
- C. Any additional Chapter dues paid directly to the Chapter must be pre-approved by the Association Board.
- D. Resignation — any member who resigns shall not be entitled to a refund of his/her annual Association or Chapter dues.
- E. 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 chapter dues were paid to the chapter with which they were previously affiliated.

Section 4 - Member Termination

Only the Association has the authority to terminate Association and Chapter membership of an individual. Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.

Article IV Chapter Meetings

Section 1 - Professional Development / Certification Study sessions

- A. Professional Development or Certification Study sessions will serve as the main vehicle for pursuing the objectives of the Chapter. Educational meetings and events shall be convened at the discretion of the Chapter Board.
- B. Professional Development sessions are subject to a minimum of four (4) educational events annually.
- C. Certification Study sessions are subject to an appropriate schedule of Study Sessions from the pool of Certification Domains each year, commensurate with balancing Chapter member interest and need.

Section 2 - Annual General Meeting

The Annual General Meeting (**AGM**) shall be held within five months from the Chapter's financial year end. The date and location of the AGM shall be determined by the Chapter Board and shall be for the purpose of; adoption of minutes of the previous AGM and those of any Special Meetings held since the last AGM, electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 3 - Special Meetings

Any general meeting of the Chapter, other than an AGM, is a Special Meeting. Special Meetings may be called by the President, Chapter Board or upon written request by at least ten percent (10%) of members entitled to vote. Business at Special Meetings shall be limited to the issues giving rise to the holding of such a meeting as embodied in one or more specific subjects which shall accompany the notice of the Special Meeting to be sent to all members. The purpose of the Special Meeting shall be stated in the call.

Section 4 - Electronic Meetings

All meetings and educational sessions may be held in-person or electronically, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold a meeting electronically shall be approved by the Chapter Board.

Section 5 - Mail or Electronic Voting (NOT elections)

If required, and as approved by the Chapter Board in accordance with applicable local laws and regulations, paper mail (postal) or electronic mail (email) may be used for the purposes of membership

voting on resolutions approved by the Chapter Board, and the result of such correspondence will be recorded in the minutes of the next Chapter Board meeting, or Special Meeting . Additionally:

- A. Any action that may be taken at any meeting of members may be taken without a meeting, if the Chapter delivers a ballot to every member entitled to vote on the matter.
- B. The method of delivering the ballot may be by hand delivery, postal mail, email or via secured and validated electronic/internet-based tools (“written ballot”).
- C. A ballot must:
 - 1. Set forth each proposed action; and
 - 2. Provide an opportunity to vote for or against each proposed action.
- D. Approval by ballot pursuant to this section will be valid only when the number of votes cast by ballot equals or exceeds the required quorum, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter.
- E. All solicitations for votes by written ballot must:
 - 1. Be preapproved by the Chapter Board or the membership at a Chapter meeting;
 - 2. Indicate the number of responses needed to meet the quorum requirements;
 - 3. State the percentage of approvals necessary to approve each matter;
 - 4. Specify a reasonable time by which a ballot must be received by the Chapter in order to be counted; and
 - 5. Be considered a special meeting for the purposes of these Bylaws.

Section 6 - Quorum for Chapter Meetings

The quorum for an AGM or Special Meeting must align with the model rules² written to comply with the Act³.

- A. No business may be conducted at a general meeting unless a quorum of members is present.
- B. The quorum for a general meeting is the presence (physically, by proxy, or as allowed under these Chapter Bylaws Article IV, Section 4) of ten percent (10%) of the members entitled to vote.
- C. If a quorum is not present within thirty (30) minutes after the notified commencement time of a general meeting—
 - 1. in the case of a meeting convened by, or at the request of, members under Section 3 — the meeting must be dissolved⁴; or
 - 2. in any other case—
 - i. the meeting must be adjourned to a date not more than twenty-one (21) days after the adjournment; and

² [Model Rules](#) as per Consumer Affairs Victoria

³ The Chapter must comply with the Acts governed by Consumer Affairs Victoria for Incorporated Associations: [Associations Incorporation Reform Act 2012](#) and [Associations Incorporation Reform Regulations 2023](#) respectively.

⁴ If a meeting convened by, or at the request of, members is dissolved under this subrule, the business that was to have been considered at the meeting is taken to have been dealt with. If members wish to have the business reconsidered at another special meeting, the members must make a new request under Section 3.

- ii. 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 per Section 8.
- D. If a quorum is not present within thirty (30) minutes after the time to which a general meeting has been adjourned under subrule (C)(2), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

Section 7 - Act of the Membership

The affirmative vote of the majority of the members present and voting at any chapter meeting shall constitute an act of the membership.

Section 8 - Notice of General Meetings

The Secretary must give to each member:

- A. At least twenty-one (21) days' notice for AGM or any Special Meeting;
- B. Notification may be by hand delivery, postal mail, email or via secured and validated electronic/internet-based tools.

Section 9 - Other Gatherings

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

Article V Chapter Officers

The governing committee of the Chapter shall be the Chapter Board of Directors (aforementioned "Chapter Board"), which shall be responsible for the conduct of the Chapter's affairs.

Section 1 - Chapter Officers

The Officers of the Chapter making up the Chapter Board shall be eleven (11) in number, constituting:

- A. President;
- B. Vice President;
- C. Secretary;
- D. Treasurer;
- E. Immediate Past President;
- F. Marketing and Communications Director;
- G. Membership Director;
- H. Certifications Director;
- I. Professional Development Director;
- J. Research Director;
- K. Diversity Director

Section 2 - Term of Chapter Officers

- A. The Chapter Officers, except the Immediate Past President, shall be elected for a term of two (2) 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 simultaneously, and no member shall be eligible to serve more than two consecutive terms in the same Chapter office.

Section 3 - Duties of Chapter Officers

The Chapter Officers shall perform the duties prescribed by these Bylaws, the parliamentary authority adopted by the Chapter Board, and relevant legislation applicable to the Chapter Board. Generally, Chapter Officers shall:

- A. Attempt to 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.
- B. Report to Chapter Board on regular basis.
- C. Chapter agrees to comply with the requirements of the United States Foreign Corrupt Practices Act (FCPA) and other national and international anti-bribery and corruption legislation.

- D. All Officers shall perform their duties in compliance with relevant legislation, including but not limited to the *Associations Incorporation Reform Act 2012* (VIC) and *Associations Incorporation Reform Regulations 2023* (VIC).

Section 4 - Office of the Chapter President

The Chapter President shall:

- A. Preside (Chairperson) at meetings of the Chapter and the Chapter Board;
- B. Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement;
- C. Appoint all committee chairpersons and members, except the Nominating Committee, with approval of the Chapter Board;
- D. Ensure the Chapter is represented by a chapter leader at all ISACA leadership events. Attendance of individual(s) should be approved by the Chapter Board;
- E. Be an ex-officio member of all committees, except the Nominating Committee;
- F. Serve as liaison and advisor in coordinating the activities of the Chapter in support of the Association;
- G. Present an annual report to members at the AGM - such report is to consist of reports from various Chapter officers and committees;
- H. Maintain communications with the Association and respond to Association enquiries;
- I. Be responsible for submission of the required annual Compliance documentation to the Association within thirty (30) days after the AGM;
- J. Supervise budgetary matters and proper internal control of finances;
- K. Be responsible for the enforcement of the Bylaws and the carrying out of all orders and resolutions of the Chapter Board of Directors;
- L. Keep the Chapter Board of Directors fully informed, and frequently consult the Chapter Board of Directors concerning the business and activities of the Chapter;
- M. Execute agreements authorized by the Chapter Board of Directors;
- N. Ensure Chapter trainers for ISACA certifications are accredited by the Association; and
- O. Perform other duties as those that pertain to the office of President, or which may be delegated by the Chapter Board.

Section 5 - Office of the Chapter Vice President

The Chapter Vice President shall:

- A. Preside (Chairperson) at meetings of the Chapter and the Chapter Board, in the absence of the President;
- B. In the event of a vacancy in the office of President, assume the office of President;
- C. Perform the duties of the President in the event of his/her absence or inability; and
- D. Perform other duties as pertain to this office.

Section 6 - Office of the Chapter Secretary

The Chapter Secretary shall:

- A. Take minutes of the meetings of the Chapter Board, membership meetings, and AGMs, and maintain a copy of all records required by law;
- B. Maintain accurate attendance records;
- C. Be responsible as the Public Officer for the legal affairs, Chapter records and correspondence pertaining to the Chapter;
- D. Assist the President in the administration of Chapter membership meetings;
- E. The Secretary shall prepare notices of all meetings and relevant agendas for those meetings;
- F. Assist the President to ensure that appropriate action is taken in accordance with all resolutions of the meetings;
- G. The Secretary shall process all correspondence to and from the Chapter and report such to the Chapter Board;
- H. Monitor and track that all necessary insurance per Article VII, Section 5 are in-force, and within the risk appetite of the Chapter Board; and
- I. Perform other duties as pertain to this office.

Section 7 - Office of the Chapter Treasurer

The Chapter Treasurer shall:

- A. Be custodian of Chapter funds;
- B. 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;
- C. If received locally, remit dues to the Association as required;
- D. Submit a written report at each regular meeting;
- E. In concert with the President, authorise expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association;
- F. Submit annual financial statements for presentation to the membership at the AGM;
- G. Submit books and records for audit when required;
- H. File any and all tax forms required;
- I. Be responsible for the preparation, after consulting with the other Officers of the Chapter, of an annual budget to be submitted to the Chapter Board of Directors for approval prior to the beginning of the financial year to which the budget is applicable;
- J. 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 Chapter Board. 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;
- K. 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;

- L. Obtain quotes and purchase necessary insurance per Article VII, Section 5, as an essential component of risk management and to manage losses within the risk appetite of the Chapter Board; and
- M. Perform other duties as pertain to this office.

Section 8 - Office of the Chapter Immediate Past President

The Immediate Past President shall:

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

Section 9 - Marketing and Communications Director

The Marketing and Communications Director shall:

- A. Conduct general marketing and publicity of the Chapter, Certifications, COBIT, the Association, and any other new approved initiative;
- B. Coordinate initiatives involving partnerships and alliances;
- C. Acquire any required marketing materials from the Association as authorised by the Chapter Board;
- D. 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;
- E. Identify and use other means of disseminating information about events and the chapter, where appropriate; and
- F. Perform other duties as pertain to this office.

Section 10 - Membership Director

The Membership Director shall:

- A. Maintain accurate lists of membership;
- B. Disseminate membership lists as directed by the Chapter Board, with due regard to security and privacy issues;
- C. Report on membership data from the Association;
- D. Coordinate plans for maintaining and increasing Chapter membership;
- E. Respond to all membership enquiries; and
- F. Perform other duties as pertain to this office.

Section 11 - Certifications Director

The Certifications Director shall:

- A. Develop, with help/guidance from the Chapter Board, a study sessions and annual education budget for submission to the Chapter Board;
- B. Maintain Chapter resource material related to ISACA certifications;
- C. Ensure chapter trainers for ISACA certifications are accredited by the Association;
- D. Promote all Certification accreditation, including exam preparation study sessions;
- E. Maintain exam participation rate to sustain the local area as an exam writing site;
- F. Report to Chapter Board on certifications registrations, study sessions and exam results;
- G. Act as a liaison between exam participants and the Association; and
- H. Perform other duties as pertain to this office;

Section 12 - Professional Development Director

The Professional Development Director shall:

- A. Develop, with help/guidance from the Chapter Board, topic lists and annual education budget for submission to the Chapter Board;
- B. Coordinate education committee activities with other Officers;
- C. Arrange and recommend interesting, informative topics that will contribute to the personal and professional growth of the membership;
- D. Identify speakers or panel/workshop leaders for each meeting;
- E. Work with appropriate individual(s) to coordinate registration for meetings;
- F. Build a library of program topics, course materials and speakers;
- G. Survey members to determine topics of interest;
- H. Distribute and collect evaluation forms at appropriate meetings and provide reports of the results to the Chapter Board;
- I. Coordinate with the Treasurer, as appropriate, to obtain a gift, honorarium or fee for the speaker(s);
- J. Send letter of thanks to the speaker(s);
- K. 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;
- L. Provide biographical material of all speakers to the webmaster for publication on the Chapter web site; and
- M. Perform other duties as pertain to this office.

Section 13 - Research Director

The Research Director shall:

- A. Help identify potential SMEs, if requested, to participate in development or review of ISACA research initiatives.
- B. Stay abreast of new ISACA research, publications, and thought leadership by reviewing details on the ISACA website, www.isaca.org/resources.

- C. Liaise with appropriate chapter leaders and/or Chapter Board members to ensure information about ISACA research is relayed to chapter members, as appropriate.
- D. Maintain communication with ISACA research department to provide feedback on deliverables, as requested.
- E. Maintain relationships with universities that have cybersecurity-related course work and degree programs; and
- F. If the chapter decides to conduct research on a topic related to IT audit, IT governance, IT risk, or information security (i.e., the topic areas ISACA serves):
 - a. Focus on a topic that is of interest to them,
 - b. Ensure items are geographically pertinent, and
 - c. Present the findings/final report at a chapter event.

Section 14 - Diversity Director

The Diversity Director shall:

- A. Be the Liaison and support for the Association's ISACA Foundation program.
- B. ISACA Foundation - Create pathways for culturally diverse workforce, build opportunities for leadership skills, mentorship, career guidance and promote certifications for stronger equity in tech fields.
- C. Oversee, guide and support the SheLeadsTech program, empower women in underrepresented tech workforce and supporting women in schools, Universities and in workforce. Provide advice and guidance to the Ambassadors.
- D. Young Leaders in Tech, provide students with knowledge and skills in the Digital world. Engage with Universities in the diversity initiatives for strengthening representation of diverse technology workforce.
- E. Promote and grow Diversity and Inclusion within Melbourne Chapter.
- F. Lead Diversity subcommittee.
- G. Support and oversee SheLeadsTech subcommittee.
- H. Collaborate and partner with organisations with similar initiatives to increase visibility and opportunities in technology.
- I. Perform other duties as pertain to this office.

Section 15 - 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.

Article VI Nominations and Elections

Section 1 - Chapter Nominations

The Immediate Past President shall be an ex-officio member of the Chapter Board and not subject to election in that capacity.

- A. A Nominating Committee of three members shall be elected by the Chapter Board at a Meeting of the Chapter Board meeting within two (2) months of the Chapter Financial year end.
- B. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall strive to nominate two (2) candidates for each office to be filled at the AGM. These solicitations can be by e-mail, mail, via the website, in person announcements at Professional Development sessions or a combination thereof.
- C. The Nominating Committee shall report to the membership at least two months before the AGM.
- 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. These documents should be retained electronically in a location that is determined and accessible by all members of the Chapter Board.

Section 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.
- C. In the case of an emergency, such as a local, regional, national, or international disaster, pandemic, or state of emergency, the Chapter Board of Directors may determine that elections will be held electronically using a secure online voting tool and following the election rules as determined by local law and the Chapter Board of Directors.

Article VII Chapter Board

Section 1 - Composition of the Chapter Board

The Chapter Board shall consist of the officers listed in Article V, Section 1.

Section 2 - Duties

The Chapter Board shall:

- A. Supervise the affairs and conduct the business of the Chapter between meetings.
- B. Make recommendations to the membership.
- C. Hold meetings of the Chapter Board at least four (4) meetings per year at a time and place determined by the Chapter Board. Special Meetings of the Chapter Board may be called by the President and shall be called upon the written request of at least fifty percent (50%) of the members of the Chapter Board. Notice must be given to members of the Chapter Board at least forty-eight (48) hours before a Special Meeting of the Chapter Board and must include the purpose of the meeting.
- D. On at least an annual basis, provide or make available to Chapter members reports of all activities, revenue and expenditures.
- E. Review Chapter Organisational Documents and Bylaws at least annually and ensure that they are consistent in all material respects with the Association's Articles of Incorporation and the Association's Bylaw requirements, and with the Association's Policies & Procedures.
- F. Perform the duties prescribed in these Bylaws and the parliamentary authority adopted by the Chapter, and in compliance with local law.
- G. Regular meetings of the Chapter Board or Special Meetings of the Chapter Board may be held electronically, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold electronic meetings of the Chapter Board shall be approved by the Chapter President or a majority of the Chapter Board. A conference meeting must be arranged at least forty-eight (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.
- H. Notice of meeting of the Chapter Board shall be in writing at least ten (10) days prior to the meeting unless all Directors agree in writing to waive such notice.
- I. Chapter to complete and submit to the Association the written reports required under "Chapter's Reporting Obligation" contained in section VIII.F of the Chapter Affiliation Agreement.

- J. Chapter to be responsive to the Association, the Association staff and Chapter member inquiries and communications.
- K. Chapter to participate in and/or publicise the Association's activities and programs.
- L. Chapter to provide all Chapter event information to the Association as set forth in ISACA's Policies and Procedures or otherwise reasonably requested by the Association.
- M. Chapter to keep up to date with changes to the Association's Policies and Procedures.
- N. The Chapter shall keep all records (including personal information records under privacy and data protection laws) as required by law, and for minutes, the records must be retained for seven (7) years after the record is created, or extended periods if required as evidence. To the extent that laws permit, the Association shall have the right to audit all books and records of the Chapter. The records covered by this article include any records for which an officer is responsible under Article V of the Chapter Bylaws.
- O. The Chapter is prohibited from conducting any activity that is not consistent with the mission and purpose of the Association and with the objectives of the Chapter.

Section 3 - Financial Authority

The Chapter Board shall have the authority to:

- A. Approve the annual budget in advance of presentation for ratification at the AGM.
- B. Expend funds allotted in the approved budget.
- C. Authorise non-budgeted expenditures not to exceed twenty thousand dollars (AUD \$20,000) per transaction 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 Chapter Board of Directors. Such estimates shall be approved by the Chapter Board prior to the expenditure of any such monies.
- E. Maintain a bank account into which funds received from the Association are deposited.

Section 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 and verified or audited – as required by local law and/or these Bylaws – by an individual who is NOT a member of this Chapter. The verification or audit will be approved by the Chapter Board, presented to members at the AGM, and submitted as part of compliance reporting to the Association.

Section 5 - Insurance

The Chapter Board shall carry adequate insurance coverage at all times to insure the risk associated with the Chapter's activities. The Chapter shall hold the Association harmless from any lawsuits, damages, other expenses or liabilities, arising out of the activities of the Chapter.

Section 6 - Quorum

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

Section 7 - Removal

- A. Any Officer who fails to attend three (3) Chapter Board meetings within a year and/or three [3] committee meetings (as applicable) within a 12-month period may be brought before the Chapter Board of Directors and may be removed from office by a majority vote of the Chapter Board.
- B. Any Officer may be removed, with or without cause, at any meeting of the Chapter Board of Directors, by a majority vote of the members of the Chapter Board. Any Officer being considered for removal from the Chapter Board of Directors shall have the right to be heard by the Chapter Board before an official vote is taken.

Article VIII

Chapter Committees

Section 1 - Committee Membership

Membership of committees shall be open to members of the Chapter upon the affirmative vote of the Chapter Board.

Section 2 - Professional Development Committee

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

Section 3 - ISACA Certifications Study Sessions Committee

There shall be a Certifications Study Sessions Committee with the objective of developing and implementing an appropriate schedule of Study Sessions from the pool of Certification Domains each year, commensurate with balancing Chapter member interest and need. The committee shall be constituted by the Chapters' Accredited Trainers and assisting members, and the committee shall organise material and schedule for delivery of study sessions.

Section 4 - Special Committees

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

Section 5 - Committee Chairperson

Each Standing Committee shall have a Director as its chairperson.

Section 6 - Committee Secretary

Each committee shall select from amongst its numbers, a committee secretary who shall be responsible for recording the activities of the committee and file a copy with the Chapter Secretary.

Section 7 - Committee Other Officers

A committee shall select other sub-committee members consistent with its objectives as it deems fit.

Section 8 - Duties of Committee Chairperson

The chairperson of a committee shall be responsible for:

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

Section 9 - Committee Meetings

- A. Committee meetings shall be held at the discretion of the Committee Chairperson or the President.
- B. Chapter committee meetings may be held in-person or electronically. A member not physically present at a Chapter committee meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

Section 10 - Notice of Meeting

Notice of committee meetings shall be provided with reasonable advance notice as determined by the committee.

Section 11 - Committee Meetings Quorum

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

Article IX Indemnification

Chapter shall indemnify, hold harmless, and defend the Association and its parent, officers, directors, partners, members, shareholders, employees, agents, affiliates, successors and permitted assigns (“ISACA Indemnified Parties”) against any and all losses, damages, liabilities, deficiencies, claims, actions, lawsuits, judgments, settlements, interest, awards, penalties, fines, costs, or expenses of whatever kind, including reasonable attorneys' fees, fees, and the costs of enforcing any right to indemnification under the Chapter Affiliation Agreement and the cost of pursuing any insurance providers, incurred by the ISACA Indemnified Parties, arising out of or relating to any claim of a third party (“Claim”).

Article X Dissolution

If dissolution of the Chapter becomes inevitable, these chapter Bylaws must be rescinded by a two-thirds (2/3) vote of the Chapter membership present and voting at a Chapter Meeting after ten (10) days' notice has been provided via postal mail or email to each member. In the event of dissolution, the Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for dissolution and shall return the Chapter Charter and any other Chapter or Association documents to ISACA Global/the Association.

After such dissolution and the satisfaction of all debts and liabilities, all net assets shall be distributed to other selected ISACA chapters, or to a welfare, education, or civic project designated by the Chapter membership of similar purposes which is not carried on for the profit or gain of its individual members, pursuant to Section 501(c) of the US Internal Revenue Code or Section 133 of the *Associations Incorporation Reform Act 2012* (VIC) with the approval of the Association Board Chair and Chief Executive Officer.⁵

⁵ In alignment with Australian Government [requirements](#) for NFP organisations.

Article XI 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, any special rules the Chapter may adopt, or the laws of the country where the Chapter is located.

Article XII Amendment of Chapter Bylaws

The Chapter Board shall approve all suggested amendments to the Chapter Bylaws and forward them to the Association, in English, with changes indicated. The Association must give written approval to all amendments to the Chapter Bylaws prior to them being submitted for a vote by Chapter membership.

Chapter Bylaw amendments can be approved at *any* Chapter meeting by a two-thirds (2/3) vote of the Chapter Members present and voting, provided the amendment has been submitted in writing at the previous meeting, or has been mailed or emailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Chapter Board should advise the Chapter Relations team at the Association after the bylaw amendments have been approved by the membership and send a copy of the final, approved version of the Bylaws. If the Chapter Bylaws were approved in a language other than English, an English translation of the same should be provided. If translation expenses are prohibitive, the Chapter can request the Association have the Chapter Bylaws translated. Such request is subject to review and final approval by the Association.

The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the Chapter Bylaws. The Chapter must ensure the Chapter Bylaws comply with the Association's Bylaws and applicable local laws and requirements.

Document Control

Document Owner	Secretary
File Name	ISACA Melbourne Chapter Bylaws v4.0
Source Location	ISACA Melbourne Chapter M365 - SharePoint

Document Version Information - 2026 Bylaws (published as 4.0)

Ver.	Date	Author	Description of Change
3.01	16/11/2025	Secretary	Initial 2026 Bylaws DRAFT. Misc.: - Document versioning changed to correct error made in 2022 and align with historical Bylaws versioning since Chapter's formation. - Restored missing document control history from two previous Bylaws versions, 2022 and 2014 respectively for record and historical purposes.
3.02	22/01/2026	Secretary	NOTE: New text marked in green font, deleted text in red font with strikethrough. New clause - Inserted 'Not-for-Profit (NFP) clause' Amendments - Minor formatting corrections within the Word document carried over from 2022 Bylaws - Inserted historical dates of formation and legal registration within Article I - Rewrote 'Section 6 - Quorum for Chapter Meetings' to comply with relevant Acts within Article IV - Defined the 'Board' to ensure no misinterpretations of voting board roles within Article V - Updated the <i>Associations Incorporation Reform Regulations</i> reference from 2012 to 2023 within Article V Section 3. - Updated the non-budgeted without prior member approval expenditure limit from \$10,000 to \$20,000 within Article VII Section 3 - Updated sections of the Dissolution clause to align with Australian Government requirements for NFP organisations within Article X

3.03	10/03/2026	Secretary & Chapter Board	Amendments - Removed ambiguity of IS audit to read information systems audit within Article II - Removed ambiguity of IS to read information security within Article II - University relationship ownership moved from Certifications director to Research director within Article V - Replaced references to obsolete OneInTech and WeLeadTech with successor ISACA Foundation within Article V - Adjusted Certification Study Sessions quantity & frequency within Article VIII
3.04	15/04/2026	ISACA Global review & Secretary	Amendments - Chapter Affiliation Agreement section title added within Article II - Minor edits where 'Association Board' is corrected to 'Association Board of Directors' as applicable - Inserted an abbreviation for Chapter Board of Directors, hereinafter referred to as the "Chapter Board" within Article I. - Adjusted Certification Study Sessions quantity & frequency within Article IV in alignment with previous Article VIII adjustment - Minor grammatical and/or consistency re-wording adjustments accepted throughout per recommendations from ISACA Global review
3.05	21/04/2026	ISACA Global 2 nd review & Secretary	2026 Bylaws FINAL DRAFT Amendments - Conversion of listing notation to use Article->Section->Letter identification system, to bring in line with remainder of document within Article V (i.e. a formatting change) - Corrected notation for consistency within Article IV and Article V
3.06	22/04/2026	ISACA Global 3 rd and final review & Secretary	2026 Bylaws FINAL DRAFT minor Amendments - Additional conversion of bullet points to lettered points within Article V (i.e. a formatting change) - Request by ISACA Global to remove a non-material word ("Note") from within Article IV
	29/04/2026	ISACA Melbourne	2026 Bylaws FINAL DRAFT, accepted and ratified at AGM 2026 by Chapter members.

		Chapter members	
4.0	01/05/2026	Secretary	FINAL DRAFT converted to FINAL - Red and green text changes formatting removed, DRAFT watermark removed, finalising the changes - Document readied for upload to ISACA Melbourne Chapter "Engage" website, and submission to ISACA Global and Consumer Affairs Victoria

Historical Document Version Information – 2022 Bylaws (published as 1.0, should have been 3.0)

Ver.	Date	Author	Description of Change
0.1	06/05/2022	ISACA HQ	Formal approval from ISACA HQ – Nancy Sylvestor
1.0	26/05/2022	NA	Approval from Chapter Members at Annual AGM

Historical Document Version Information – 2014 Bylaws (published as 2.0)

Ver.	Date	Author	Description of Change
1.0	05/02/1980	<unknown>	Adopted at Melbourne Chapter formation meeting
1.1	10/03/1981	<unknown>	Amended clauses: - E2 (Subscriptions) section 5.2 - E3 (Subscription period) section 5.3 - H1 (Winding Up) (New) section 8.1
1.2	11/11/1982	<unknown>	Amended clauses: - E1 (Financial year) section 5.1 - E5 (Part year membership) section 5.5
1.3	24/01/1984	<unknown>	Amended clauses: - E2 and E3 (Subscriptions) sections 5.2 and 5.3 New clause - D32 (Seal) section 4.23
1.4	19/01/1988	<unknown>	Amended clauses: - D2 (Number of Directors) section 4.2
1.5	11/12/1995	<unknown>	Amended clauses: - A1 (Name of Chapter) section 1 - E7, E12, E13, H1 (Name of International body) sections 5.7, 5.12, 5.13, and 8 Amended all clauses - A1 - H1 (Now numerical 1 - 8)
2.0	14/10/2014	<unknown>	Complete rewrite: - 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

			<i>Affairs Victoria Associations Incorporated Reform Act 2012.</i> Significant clause changes - 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 New clauses - (Mail or Electronic Voting) 4.4 - (Proxies) 4.8 - (Indemnification) Article 9 Removed clauses - 4.23 (Seal)
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