

**Rules of Association
of the
Information Systems Audit and Control Association
(Canberra Chapter)**

November 1998

A. NAME

- A 1. The name of the organisation shall be the Information Systems Audit and Control Association (Canberra Chapter) (herein after referred to as 'The Chapter').

B. OBJECTIVES AND AFFILIATION

- B 1. The objectives of the Chapter are:
- (a) To promote the education and help expand the knowledge and auditing skills of its members in the interrelated fields of information systems auditing and control;
 - (b) To encourage free exchange of information systems and control related review, evaluation, control and audit techniques, approaches and problem solving by its members;
 - (c) To provide adequate means of communication to enable members to keep abreast of current developments in computing and auditing which can be beneficial to them and their employers; and
 - (d) To communicate to management, systems and computing professionals and users the importance of establishing and maintaining controls necessary to ensure the effective organisation and utilisation of computing resources.
- B 2. The Chapter shall maintain affiliation with the Information Systems Audit and Control Association [ISACA(I)], an international professional association incorporated in the State of California, United States of America.

C. MEMBERSHIP

Eligibility

- C 1. Any person interested in the purposes and objectives of the Chapter as stated in Article B may become a member of the Chapter.

Classes of Membership

- C 2. The Board of Directors may, with the approval of a general meeting of the Chapter, provide for different classes of membership.

Commencement of Membership

- C 3. A person shall become a member of the Chapter upon:
- (a) completion of the application form for membership; and

- (b) payment of the appropriate membership fees.

Termination of Membership

- C 4. A person shall cease to be a member of the Chapter if.
 - (a) that person submits a letter of resignation to the secretary;
 - (b) all fees, subscriptions and levies are not paid within three months of the date at which such fees, subscriptions and levies are payable;
 - (c) the person, in the opinion of the Board of Directors, has committed an act which is considered to be against the best interests of the Chapter; or
 - (d) the person, for any reason, ceases to be a member of ISACA(I).

Rights of Membership

- C 5. A member shall be entitled to:
 - (a) attend and vote at all general meetings of the Chapter;
 - (b) attend all technical sessions of the Chapter subject to the rules of such sessions;
 - (c) offer himself or herself for election to the Board of Directors;
 - (d) offer himself or herself for membership of any committee of the Chapter.

Duties of Membership

- C 6. A member shall have a duty to uphold and observe the constitution of the Chapter and to conform to all resolutions of the Board of Directors and of the Chapter.

D. OFFICE BEARERS

Board of Directors

- D 1. 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.

Content of the Board

- D 2. The Board shall consist of the following Directors:

Executive Directors holding the Offices of

- The President
- The Vice-President
- The Secretary
- The Treasurer;

at least two and not more than six Ordinary Directors and the two Immediate Past Presidents.

Election of the Board of Directors

- D 3. Vacant positions on the Board will be filled by election at the annual general meeting of the Chapter. The Immediate Past President and the Past President immediately preceding him or her shall be ex-officio members of the Board and not subject to election in that capacity.

Term of Office of Directors

- D 4. (a) [Subject to the next article] A Director shall be elected to hold office for a period of two financial years.
- (b) Each elected Director shall take office on the date of his or her election and shall hold office until his or her successor shall have been duly elected or until he or she resigns.
- (c) Provided that the number of Ordinary Directors shall not exceed six, and provided that the majority of the remaining Board so approves, a Director who resigns from an office of Executive Director may hold an office of Ordinary Director for the unexpired period of the term of his or her former election.
- (d) A Director may be re-elected.

Vacancies

- D 5. If the office of any Director shall become vacant for any cause the President shall appoint a person to fill the office, subject to the approval of the majority of the remaining Board of Directors and that person shall hold office until the next annual general meeting of the Chapter.

Termination of Membership of Directors

- D 6. If the membership of any Director of the Chapter shall for any reason be terminated, their office of Director shall become vacant.
- D 6A. The Board may declare vacant the office of a director or officer who has been deemed to be unfit to hold office by two-thirds of the full Board. Conditions that may lead to the officer being considered unfit include:
- (a) failure to meet commitments given to the Board relating to their position
- (b) in the opinion of the Board of Directors has committed an act which is considered to be against the best interests of the Chapter.

Nomination of Directors

- D 7. Nominations shall be received in respect of all members offering themselves as candidates for election to the position of Director. Such nominations shall be proposed and seconded by members of the Chapter and may be received up to the time of the election of Directors.

Election of Directors

- D 8. Directors will be elected by secret ballot. The candidate for an office who receives a simple majority of the votes of those members present and voting shall be declared elected.

Assumption of Office

- D 9. Directors elected at an annual general meeting of the Chapter shall assume office after the closure of the annual general meeting at which they are elected.

Committees

- D 10. Committees may be elected by a general meeting or appointed by the Board of Directors. All proceedings of committees shall be subject to ratification by the Board of Directors.

Chairman of a Committee

- D 11. Each committee shall have a Director as its chairman.

Secretary of a Committee

- D12. Each committee shall elect from amongst its members, a secretary who shall be responsible for recording the activities of the committee.

Other Officers of a Committee

- D 13. A committee may elect other officers consistent with its objectives as it deems fit.

Membership of Committees

- D 14. Membership of committees shall be open to:

- (a) members of the Chapter, and
- (b) with approval of the President, non-members of the Chapter.

Duties of the Chairman of a Committee

- D 15. The Chairman of a committee shall be responsible for:

- (a) ensuring that the committee fulfils the objects of its formation;
- (b) keeping the Board advised of all aspects of its activities.

Other Officers

- D 16. The Board may appoint officers other than those prescribed in Article D2 as it deems appropriate.

Duties of Office Bearers

President

- D 17. The President shall be the executive head of the Chapter and when present shall preside at all meetings of the Chapter and of the Board of Directors. He/she shall exercise general supervision of the affairs of the Chapter and shall be responsible for the enforcement of the Constitution and the carrying out of all orders and resolutions of the Board of Directors. He/she shall keep the Board of Directors fully informed and shall frequently consult it concerning the business and activities of the Chapter and make on behalf of the Board an annual report to the members of the Chapter. The President shall have such additional duties as may be delegated by the Board of Directors.

Secretary

Notices and Agenda

- D 18. The Secretary shall prepare notices of all meetings and relevant agenda for those meetings.

Enactment of Resolutions

- D 19. The Secretary shall assist the President on a day to day basis to ensure that appropriate action is taken in accordance with all resolutions of meetings.

Correspondence

- D 20. The Secretary shall process all correspondence to and from the Chapter and report such to the Board.

Register of Members

- D 21. The Secretary shall maintain the register of members of the Chapter.

Applications for Membership

- D 22. The Secretary shall deal with all enquiries for membership and process all applications for membership.

Other Administrative Functions

- D 23. The Secretary shall perform the duties of the Public Officer as prescribed by the Associations Incorporation Act 1991 and shall be responsible for all other administrative matters of the Chapter other than those referred to in Articles D 17 and D24 to D28.

Treasurer

Funds Receipt and Disbursement

- D 24. The Treasurer shall report to the President and shall be responsible for the financial affairs of the Chapter, for the performance of all duties incident to the office of Treasurer and such other duties as may from time to time be assigned to him/her by the Board of Directors. He/she shall have power to receive and to disburse such funds of the Chapter as shall be required in the conduct of its affairs and the carrying on of its activities.

Preparation of Budget

- D 25. The Treasurer shall 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.

Books of Account

- D 26. The books and financial records of the Chapter shall be maintained under the supervision of the Treasurer. 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. He/she shall be responsible for keeping proper account of all such monies disbursed on behalf of the Chapter and of all records in connection therewith.

Custody and Disbursement of Funds

- D 27. The Treasurer shall be responsible for the custody of all funds of the Chapter. All Directors shall be authorised bank signatories and cheques, drafts or any other disbursements shall be authorised by any two Directors of the Chapter.

Submission of Financial Statements

- D 28. The Treasurer shall submit financial statements to the Board of Directors and to the membership in such form and frequency as the Board may direct.

Duties of Directors

- D 29. Directors shall 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 or her attendance is required the Board may, at its discretion, remove that Director from office.

Other Office Holders

- D 30. With the approval of the Board, duties of the Secretary and Treasurer may be delegated to additional office bearers appointed for the purpose or to other members of the Board.

Seal

- D 31. (1) The Common Seal of the Chapter shall be kept in the custody of the Secretary.
(2) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures of two members of the Board.

E FINANCE

Financial Year

- E 1. The Financial year of the Chapter shall be from the first day of October to the last day of September.

Subscriptions

- E 2. An annual subscription shall be levied and paid by all members of the Chapter. The amount of the subscription shall be determined by the Board and notified to the annual general meeting of the Chapter and shall be due and payable on the first day of the second month of the relevant financial year.

- E 2A The annual subscription shall be determined in United States Dollars.

Subscription Period

- E 3. The annual subscription shall relate to the financial year in which it is notified to the annual meeting.

Use of Subscription Funds

- E 4. The proceeds of the annual subscription shall be used to further the objectives of the Chapter in a manner determined from time to time by the Board and based on an estimate of income and expenditure which shall be submitted to the annual general meeting in support of the annual subscription for the ensuing year.

Part Year Membership

- E 5. Members joining the Chapter within the first seven months of the financial year shall be liable for the full Chapter subscription fee payable for that year. Members joining the Chapter in the last five months of the financial year shall be liable for one half of the Chapter subscription.

Refunds of Subscriptions

- E 6. No refunds of subscriptions shall be made to members who resign from Chapter membership.

Additional Levies

- E 8. Additional levies may be set by the Board of Directors as it deems appropriate provided that:
- (a) general levies against all members do not exceed the amount of the annual subscription in a year;
 - (b) where levies are for specific purposes, those levies are made against only those members who participate or otherwise benefit from such specific purposes.

Levy Payments by Members Joining or Resigning

- E 9. Amounts due as additional levies from members joining the Chapter during the year shall be determined by the Board. Levies already paid by resigning members shall not be refunded.

Budget Presentation

- E 10. An estimate of income and expenditure of the Chapter for the ensuing year shall be presented to the annual general meeting.

Special Function Budgets

- E 11. 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.

Books of Account

- E 14. Proper books of account shall be maintained in accordance with current accounting practice and shall be suitable for the nature of the financial transactions of the Chapter.

Annual Accounts

- E 15. 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.

Availability of Audited Accounts

- E 16. 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 end of the financial year to which the accounts relate.

Auditor

- E 17. An auditor shall be appointed by each annual general meeting. The period of office of the auditor will be until the following annual general meeting. The auditor must not be a member or the Secretary of the Chapter.

Duties of the Auditor

- E 18. 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 Constitution of the Chapter, resolutions of Directors and members and generally accepted accounting principles.

F. F. MEETINGS.

Business

- F 1. Business of the annual general meeting shall include:
- (a) adoption of minutes of the previous annual general meeting and those of any special general meetings held since the last annual general meeting;
 - (b) consideration of the annual report presented by the President;
 - (c) consideration of the annual financial accounts and auditor's report;
 - (e) consideration of the estimates of income and expenditure for the ensuing year;
 - (f) nomination and election of members to fill vacant office on the Board of Directors;
 - (g) nomination and election of members of committees.

Special General Meetings

- F 2. Special general meetings of the Chapter may be called by the Board of Directors or on an application by twenty 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.

Notice of Meeting

- F 3. A notice of a general meeting shall be prepared and sent to all members and mailed not less than two weeks before the date of the meeting. Notice of the meeting shall include:
- (a) the time, date and place of the meeting; and
 - (b) a copy of the agenda of the meeting.

Quorum

- F 4. The quorum for general meetings shall be 15 members or one third of the membership whichever is the lesser. In the event that a quorum is not obtained at a general meeting or a quorum is lost during a general meeting, the meeting shall be adjourned to a date not exceeding three weeks from the date of adjournment. Notice of the adjourned general meeting shall be

sent to all members not later than two weeks prior to the date of the adjourned meeting. Those members present at the adjourned meeting shall form a quorum.

Entitlement to Vote

- F 5. Only members of the Chapter who have paid their subscription in full shall be entitled to vote at meetings of the Chapter.

Board Meetings

- F 6. Meetings of the Board of Directors shall be held at least four times each financial year and at any other time at the President's discretion..

Notice of Board Meetings

- F 7. Notice of a meeting of the Board of Directors shall be in writing at least ten days prior to the meeting unless all Directors agree in writing to waive such notice.

Quorum of Directors

- F 8. The quorum for a meeting of the Board of Directors shall be [a simple majority of all] four Directors.

Technical Meetings

- F9. Technical meetings shall be 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. Technical meetings shall be held at least five times per year.

Other Business

- F 10. Other business of the Chapter may be introduced for discussion at technical meetings at the discretion of the Chairman.

Other Meetings

- F 11. Other meetings, seminars and social gatherings may be organised with the approval of the Board.

Committee Meetings

- F 12. Committee meetings shall be held at the discretion of the committee chairman or the President.

Notice of Committee Meetings

- F 13. Requirements for notice of committee meetings shall be determined by the chairman of each committee.

Committee Quorums

- F 14. The quorum for a committee meeting shall be a simple majority of the members of the committee.

Voting

- F 15. Voting for all elections and proposals shall be determined by simple majority of members present and entitled to vote.

Meeting Procedures

- F 16. 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 chairman whose decision shall be final in such matters.

G. THE CONSTITUTION

Amendments

- G 1. All proposed amendments to the constitution will be submitted to the Board of Directors for consideration. Proposed amendments will be submitted to a special general meeting called for the purpose of considering such amendments and may be submitted by:
- (a) a resolution of the Board of Directors; or
 - (b) a petition by ten percent of the membership of the Chapter.

Notice of Amendments

- G 2. All proposed amendments to the constitution, shall be prepared in the form of appropriate motions and included with the notice of the special general meeting to be sent to all members in accordance with Article F3.

Voting

- G 3. Notwithstanding the provisions of Article F16, a vote upon an amendment to the constitution shall be determined by a three quarter majority of those present and entitled to vote.

Revised Constitution

- G 4. Copies of the revised constitution shall be made available to all members on request.

Effective Date

- G 5. This constitution shall become effective upon adoption by the Formation meeting of the Chapter.

H. WINDING UP

- H 1. The Chapter may be wound up by a special resolution of members passed at a general meeting. Notice of the intention to wind up the Chapter shall be included in the notice of the general meeting at which it is to be considered. Upon the adoption of the resolution to wind up the Chapter, all funds of the Chapter remaining after the payment of all monies due by the Chapter shall be:
- (a) given to the International Executive of the ISA&CA to be held in trust until the reformation of the Chapter or the formation of a body with similar objectives to the

Information Systems Audit and Control Association (Canberra Chapter), whereupon such funds shall be handed over to the newly formed body; or

- (b) donated to one or more nominated registered Australian charities;

as determined by the resolution to wind up the Chapter.

Amendment Record	
Original Constitution	1985
Modified to accommodate change of Association Name from EDP Auditors Association to Information Systems Audit and Control Association and similar changes to the name of the International body.	October 1995
Insert Clause D 6A "D 6A The Board may declare vacant the office of a director or officer who has been deemed to be unfit to hold office by two-thirds of the full Board. Conditions that may lead to the officer being considered unfit include: a) failure to meet commitments given to the Board relating to their position b) in the opinion of the Board of Directors has committed an act which is considered to be against the best interests of the Chapter."	10 November 1998.
Changes to: 1. Make membership of ISACA (I) explicit and compulsory 2. Remove transition provisions from the text 3. Place setting of the Chapter Fee in the hands of the Board & set the fee in USD 4. Recognise the change in governing legislation.	20 November 2001