

**INFORMATION SYSTEMS AUDIT AND CONTROL ASSOCIATION ADELAIDE
CHAPTER INCORPORATED**

I. NAME

The name of the Incorporated Association is the Information Systems Audit and Control Association Adelaide Chapter Incorporated referred to herein as “the Chapter”.

II. DEFINITIONS

In these rules unless the contrary intention appears -

“Board” means the Board of Directors of the Chapter;

“Member” means a member of the Chapter;

“International Association” means the Information Systems Audit and Control Association International;

the “Act” means the Associations Incorporation Act, 1985.

III. OBJECT AND PURPOSES

(1) The primary purpose of the Chapter is to promote the education of individuals for the improvement and development of their capabilities relating to Information Systems Audit and Control.

(2) More specifically, the objectives of the Chapter are:

- (a) to promote the education and help expand the knowledge and auditing and control skills of its members in the interrelated fields of information systems audit and control;
- (b) to encourage a free exchange of information systems audit and control 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 information technology, information systems, audit and control issues which can be beneficial to them and their employers; and
- (d) to communicate to management, information systems professionals and users the importance of establishing and maintaining controls necessary to ensure the effective development and utilisation of information systems resources within the context of the organisation's goals and objectives.

IV. POWERS

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

V. MEMBERSHIP

Membership in the Chapter shall be in accordance with the following sections:

(1) *Membership Classifications*

- (a) Active member – any person interested in the object and purposes of the Chapter shall be eligible for membership of the Chapter, subject to rules established by the Board. Membership of the Chapter and of the International Association is co-extensive. Therefore, upon joining the Chapter, a person shall also join the International Association, with accompanying rights and responsibilities. Active members in good standing shall be entitled to vote and to hold office.
- (b) Retired member – any member in good standing, who presents proof of retirement status, subject to rules established by the Board. Retired members shall not be entitled to vote or to hold office.
- (c) Student member – a full-time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Board. Proof of enrolment shall be submitted annually. Student members in good standing shall not be entitled to vote or to hold office.

(2) *Admissions*

- (a) Potential members shall:
 - (i) meet the requirements of membership as outlined in Article V;
 - (ii) complete a membership application form; and
 - (iii) pay required dues in the manner nominated by the Board.
- (b) Membership in the Chapter and Association shall be conferred upon the individual when the International Association has received the required dues.

(3) *Members in good standing*

Members who maintain their membership by payment of dues as required by the Board and the International Association and who otherwise qualify shall be considered in good standing and entitled to full privileges of membership.

(4) *Transfer of membership*

Individual membership is transferable from one Chapter of the International Association to another Chapter.

(5) *Resignation*

(a) Any member may resign at any time through notification of the Board. All resignations shall be made in writing.

(b) Such notification will not give any right to rebate dues paid or any right to a pro-rata or other share of the assets of the Association.

(c) Any member so resigning shall be liable for any outstanding dues which shall be recovered as a debt due to the Chapter.

(6) *Termination of membership*

(a) Membership will be terminated if payment of the annual subscription has not been made in the manner and by such time as may be nominated by the Board.

(b) A reinstatement fee, to be determined by the Board and in accordance with the requirements of the International Association, may be paid for the reinstatement of members who have dropped from the membership roll because of resignation or termination.

VI. FINANCES

(1) *Fiscal year*

The fiscal year of the Chapter shall be the calendar year, unless otherwise established by the Board.

(2) *Accounts*

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

(3) *Annual subscription*

(a) Annual International membership subscriptions shall be those determined by the Board of Directors of the International Association.

(b) Annual Chapter subscriptions shall be in addition to the International subscription and will be determined by the Board of Directors each year.

(c) The combined subscription shall be payable on or before 1 January of each year, for that fiscal year, in a manner nominated by the Board.

(4) *Other assessments*

Other assessments for financing special purpose projects or activities must be approved by a two-thirds vote of the Board and by a majority of the members.

(5) *Borrowing Powers*

(a) The Chapter may borrow money from banks or other financial institutions upon such terms and conditions as the Board sees fit, and may secure the repayment thereof by charging the property of the Chapter.

(b) Subject to Section 53 of the Act the Chapter may invite and accept deposits of money from any person on such terms and conditions as may be determined by the Board from time to time.

VII. ORGANISATION AND STRUCTURE

A. Board of Directors

(1) *Composition of the Board of Directors*

The Board of Directors shall consist of at least the following:

- (i) The elected Officers of the Chapter;
- (ii) The Immediate Past President, if any, of the Chapter subject to their acceptance; and
- (iii) At least two but not more than five other Directors.

(2) *Election*

(a) The Directors specified in Section A. (1) of this Article shall be elected for one year terms by a majority of the votes of the members present and voting at the annual meeting.

(b) The office of Immediate Past President is an unelected position.

(3) *Term of Office of Directors*

Each Director shall take office on the day 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. A Director may be re-elected.

(4) *Vacancies*

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

(5) *Termination of Membership of Directors*

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

(6) *Duties and Responsibilities*

The Board of Directors shall be the governing body of the Chapter and its actions shall be final, unless otherwise specifically provided by the Constitution.

(7) *Committee Leadership*

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

(8) *Qualification to Serve*

Only regular members in good standing shall be eligible to serve on the Board of Directors.

(9) *Disqualification of Board Members*

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

- (i) is disqualified by the Act;
- (ii) ceases to be a Chapter member in good standing;
- (iii) is permanently incapacitated by ill health; or
- (iv) is absent without apology from more than three consecutive Board meetings, or more than three Board meetings in a fiscal year.

B. Elected Officers

(1) *Elected Officers*

The elected officers of this Chapter shall be the President, Vice President, Treasurer and Secretary.

(2) *Election*

The officers set forth in Section B. (1) of this Article shall be elected for one-year terms by a majority of the votes of the members present and voting at the annual meeting.

(3) *Term of Elected Officers*

Each Elected Officer shall take office on the date of election and shall hold office until his or her successor shall have been duly elected or until he or she resigns. Elected Officers shall be eligible for re-election.

(4) *Vacancies*

If the office of any Elected Officer shall become vacant for any cause, the Board of Directors shall appoint a person to fill the unexpired portion of his or her term.

(5) *Disqualification of Elected Officers*

If any Elected Officer shall be disqualified from being a director of the Chapter, as provides by Section A. (9) of this Article, his or her office shall automatically become vacant.

C. Appointed Officers and Committees

The President of this Chapter may appoint with the approval of the Board of Directors, such officers other than those provided in Section B. (1) of this Article, as the President deems appropriate.

D. Qualification to Serve as Officer

Any member in good standing shall be eligible to serve as an officer.

E. Duties of Officers

(1) *President*

(a) The President shall be executive head of the Chapter and when present shall preside at all meetings of the members of the Chapter and of the Board of Directors.

(b) The President 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.

- (c) The President 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.
- (d) The President shall represent the Chapter at Regional Presidents Council meeting(s).
- (e) The President shall have such additional duties as may be delegated by the Board of Directors.

(2) *Vice President*

The Vice President shall report to the President and in the absence of or disability of the President shall perform all the duties of the President.

(3) *Treasurer*

- (a) 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 the Treasurer by the Board of Directors.
- (b) The Treasurer shall have power to receive and to disburse such funds of the Chapter as shall be required in the conduct of its affairs and the carrying on of its activities. All monies due and payable to the Chapter from any source shall be received by the Treasurer and deposited to the credit of the Chapter in banks or other depositories designated by the Board of Directors.
- (c) The Treasurer may sign, unless otherwise directed by the Board of Directors, any cheque, draft or other order of the Chapter for the payment of money.
- (d) Subject to such custody arrangements as the Board of Directors may approve, the Treasurer shall be responsible for providing for the safe keeping and safekeeping of all funds and securities of the Chapter. The Treasurer and any member of the Board of Directors so designated by the Board, acting jointly, shall have the right of access to such securities so held.
- (e) 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 at a date to be determined by the Board.

- (f) The books and financial records of the Chapter shall be maintained under the supervision of the Treasurer. The Treasurer shall be responsible for keeping proper account of all monies received and disbursed on behalf of the Chapter and of all records in connection therewith.
 - (g) The Treasurer shall submit audited financial statements to the Board of Directors and to the membership in such form and frequency as the Board may direct.
- (4) *Secretary*
- (a) The Secretary shall report to the President and shall be responsible for the legal affairs, Chapter reports, correspondence and communications pertaining to the affairs of the Chapter and such other duties as may be authorised and delegated by the Board of Directors.
 - (b) The Secretary shall keep minutes of the proceedings at the Regular Membership and Board of Directors meetings and shall maintain attendance records.
 - (b) The Secretary shall keep and maintain the roll of membership of the Chapter and shall liaise, as necessary, with the International Association on admissions and changes to membership.
- (5) *Immediate Past President*
- (a) The Immediate Past President shall serve in an advisory capacity and shall perform other duties as authorised and delegated by the Board of Directors.

F. Committees

Committees whether standing or other may be appointed by the President whenever deemed necessary, subject to the approval of the Board of Directors.

VIII. NOMINATIONS AND ELECTIONS

(1) Elections

Annual elections of all Elected Officers and Directors shall be held at the Annual General Meeting, at a date to be determined by the Board of Directors in each fiscal year of the Chapter.

- (2) *Nominations*
 - (a) The President shall appoint, subject to the approval of the Board of Directors a Nominating Committee consisting of three members. The Nominating Committee shall present, subject to the approval of the Board of Directors, a list of nominations for all Officers and Directors to the membership at the first meeting in each fiscal year of the Chapter.
 - (b) Other nominations may be made from the floor.
- (3) The Elected Officers and Directors nominated shall be elected by a majority of the votes of the members present and voting at the meeting.
- (4) Newly elected Officers and Board members shall be installed at this meeting and shall take office from either the date of the meeting or the commencement of the fiscal year, whichever is later.

IX. General Meetings

- (1) *Calling of General Meetings*
 - (a) The Board may call a Special General Meeting of the Chapter at any time, and shall call an Annual General Meeting in accordance with the Act.
 - (b) The first Annual General Meeting shall be held within eighteen (18) months after the incorporation of the Chapter, and thereafter within five (5) months after the end of its fiscal year.
 - (c) Upon requisition in writing of not less than seven per cent of the total number of members of the Chapter, the Board shall within one month of the receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
 - (d) Every requisition for a Special General Meeting shall be signed by the members making the same and shall state the purpose of the meeting.
 - (e) If a Special General Meeting is not convened within one month as required by sub-rule (c) the requisitionists may convene a Special General Meeting. Such a meeting shall be convened in the same manner as a meeting convened by the Board, and for this purpose the Board shall ensure that the requisitionist are supplied free of charge with particulars of the members entitled to receive a notice of meeting. The reasonable expenses of convening and conducting such a meeting shall be borne by the Chapter.
 - (f) Subject to sub-rule (g) at least fourteen day's notice of any General Meeting shall be given to members. The notice shall set out where and

when the meeting will be held, and particulars of the nature and the order of the business to be transacted at the meeting. In the case of an Annual General Meeting, the order of the business at the meeting shall be the consideration of the accounts and reports of the Board and the auditors, the appointment of auditors and committee members (if required), and any other business requiring consideration of the Chapter in General Meeting.

- (g) Notice of meeting at which a special resolution is to be proposed shall be given at least 21 days prior to the date of the meeting.
- (h) A notice may be given by the Chapter to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members.
- (i) Where notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the member by ordinary prepaid mail.

(2) *Proceedings at General Meetings*

- (a) Seven per cent of members present personally or by proxy shall constitute a quorum at any General Meeting.
- (b) If within thirty minutes after the time appointed for the meeting a quorum of members is not present, a meeting convened upon requisition of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place and if at such adjourned meeting a quorum is not present within 30 minutes of the time appointed for the meeting the members present shall form a quorum.
- (c) The chairperson of the Board or if there shall be no chairperson, then the vice-chairperson of the Board or in their absence, or in their declining to take, or retiring from the chair, one of the Board members chosen by meeting shall preside as chairperson at every General Meeting of the Chapter.
- (d) If there is no such chairperson or vice-chairperson present within five minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson.

- (e) The chairperson may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (f) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as if that meeting were an original meeting of members.
- (g) At any General Meeting, a resolution put to a vote shall be decided on a show of hands and a declaration by the chairperson of the meeting that a resolution has been carried or lost, shall unless a poll is demanded be conclusive evidence of the fact, without proof of the number or proportions of the votes recorded in favour of, or against, the resolution.
- (h) If a poll is demanded by the chairperson or the meeting or by three or more members present personally or by proxy, it shall be taken in such manner as the chairperson directs. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution a majority of not less than three quarters of the members who being entitled to do so vote personally or by proxy at the meeting is required.
- (i) A poll demanded on the election of a chairperson of a meeting or any question of an adjournment, shall be taken at the meeting and without adjournment.

(3) *Voting Rights*

Subject to these rules each member present in person or by proxy shall be entitled to one vote.

(4) *Proxies*

A member shall be entitled to appoint in writing a natural person who is also a member of the Chapter to be his proxy, and to attend and vote at any meeting of the Chapter.

X. OTHER MEETINGS

(1) *Meetings of the Board of Directors*

- (a) The Board of Directors shall hold at least two meetings during the fiscal year.

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

(2) *Other Meetings*

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

XI. MINUTES OF MEETINGS

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

XII. AMENDMENTS TO RULES

- (1) Subject to approval by resolution of the members of the Chapter, these rules may be altered (including an alteration to name), or be rescinded and replaced by substituted rules. Such a registration shall be registered with the Corporate Affairs Commission as required by the Act.

- (2) The registered rules shall bind the Chapter and every member to the same extent as if they had respectively signed and sealed them, and agreed to be bound by all the provisions thereof.

XIII. DISSOLUTION

- (1) The Chapter shall be wound up by resolution of the Annual General Meeting or of a Special General Meeting convened for that purpose.
- (2) Any surplus resulting from the winding up of the Chapter shall be distributed to a reputable charity, approved under Section 78 (1) (a) of the Income Tax Amendment Act, with the approval of the International Association's President and Executive Vice President of Membership.
- (3) The income and property of the Chapter whencesoever derived shall be applied solely towards the promotion of the objectives of the Chapter and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Chapter, provided that nothing herein shall prevent the payment in good faith of remuneration to any member of the Chapter or reasonable and proper rental for premises let by any member to the Chapter.