

**BYLAWS
OF
(ISC)² Auckland Chapter**

**SECTION 1.
Relationship to (ISC)²**

The society has entered into a Chapter Affiliation Agreement with International Information Systems Security Certification Consortium (ISC)² as of July 16th, 2012 (the “Charter”), pursuant to which the society is established as a chapter of (ISC)² with certain rights and obligations as set forth in the Charter. The activities and affairs of the society may not conflict with the Charter or with the Bylaws, Articles of Association or any policy of (ISC)² applicable to chapters, each as in effect from time to time. Notwithstanding the foregoing, the society shall have no obligation to take or not to take any action that would violate any law, rule or regulation applicable to it, including laws and regulations relating to the tax status of the society.

**SECTION 2.
Name, Purpose, Geographic Coverage, and Fiscal Year.**

2.1. **Name.** The name of the society shall be (ISC)² Auckland Chapter Incorporated as set forth in its **Article of Association**.

2.2. **Purpose.** The purpose of this society shall be, as set forth in its Article of Association, to be an approved chapter of (ISC)² and in such capacity promote an interest in the information security field and otherwise support the mission of (ISC)². In furtherance of such purpose, the society shall carry out activities appropriate to its legal and tax status and in compliance with the society’s Chapter Affiliation Agreement with (ISC)².

2.3 **Location.** The principal office of the society is the residential address of the incumbent President and shall initially be located at the place set forth in the Article of Association.

2.4 **Geographic Coverage.** The geographic coverage of the society shall include the regions of Northland, Auckland, Bay of Plenty, Waikato and Gisborne within the North Island, New Zealand. The officers may change the geographic coverage effective upon filing an amendment with the New Zealand Government Companies Office. The society shall leverage information technology and communication platforms for its activities.

2.5 **Fiscal Year.** The fiscal year of the society shall end on March 31st in each year unless the officers change the fiscal year by filing an amendment New Zealand Government Companies Office.

SECTION 3. Members

3.1. Qualification and Election. The membership shall consist of individuals interested in the information security field.

- a) The initial members shall be those persons designated in the Article of Association
- b) Membership criteria shall be defined by continuing members. Initial membership criteria shall be:
 - Any Information Security professional from the geographic coverage area in section 2 above.
 - If an (ISC)² member, must be in good standing with the (ISC)²
- c) The members, at their annual meeting, may change the criteria for membership, may fix a maximum number of members, and may elect up to the number of members so fixed
- d) Members may, at any special or regular meeting, increase the maximum number of members and elect new members to fill vacancies or otherwise to complete the number so fixed; or they may decrease the number of members, but only to eliminate vacancies caused by the death, resignation, removal or disqualification of one or more members
- e) No criteria enacted shall disqualify a member in office when the criterion is established.

3.2. Application Process. A prospective member should contact or otherwise be introduced to the Membership Chair. The membership approval process is then:

3.2.1. Membership Chair collects and records the required contact details of the applicant

3.2.2. Membership Chair notifies the chapter members of the application

3.2.3. At the following chapter meeting all applications will be considered by the members in attendance. Any concerns related any application must be presented at this meeting.

3.2.4. Applications shall then be approved by a majority vote

3.3. Voting Rights. Voting rights in the society shall be vested solely in the voting members in good standing. A suspended member is not a member in good standing for purposes of these Bylaws.

3.4. Classes and Good Standing. The society may establish more than one class of members,

provided that there is always at least one class with voting rights. To be considered a member in good standing, the member must be current:

- a) In his or her dues payments
- b) In pursuant of legitimate and recognised interest in Information Security or related fields

3.5 Tenure. Each member shall, subject to the provisions herein relating to suspension or removal, maintain membership for a period of one year or such period of time as corresponds to payment of membership dues, if different.

3.6. Dues. The officers shall annually establish the dues requirement necessary to maintain membership in the society. Any change in the dues shall be ratified by a majority vote of the membership at the annual meeting of the members.

- a) Dues shall be payable in full on first day of April of each year.
- b) Members elected during the year shall, within two weeks from the date of receipt of a Notice of Election, pay dues for the current period.
- c) Members elected within 60 days of the end of the fiscal year are exempt from paying fees covering the remaining period of that fiscal year.
- d) No member whose dues have not been paid may attend or vote at any meeting of the society.
- e) The non-payment of dues for sixty days from the due date shall automatically suspend a member. Notice of such suspension shall be sent to such member by the secretary.
- f) A member so suspended may be reinstated at the discretion of the officers upon receipt of his or her application, payment of dues owed.

3.7. Annual Meeting. There shall be held an annual meeting of members for the purpose of electing officers of the society and considering any other business properly brought before the members. Location and place of meetings shall be in accordance with section 3.13 of these bylaws.

- a) The annual meeting of members shall be held on the date, location and time as determined by the officers.
- b) In the event that the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

3.8. Regular Meetings. Regular meetings of the members may be held at such places within Auckland, New Zealand and at such times as the members may determine.

3.9 Special Meetings. Special meetings of the members may be called by the president or the officers, and shall be called by the secretary, or in the case of the death, absence, incapacity or refusal of the secretary, by any other officer, upon written application of members representing at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of members.

3.10. Notice. Except as otherwise required by law or the Article of Association notice of the time and place of each meeting of the members shall be given to each member by email at least seven

(7) days before the meeting addressed to the member at the member's usual business or home email address as it appears in the records of the society, or other electronic transmission to the member's receiving number or address as it appears in the records of the society at least forty-eight (48) hours before the meeting, or in person or telephone at least twenty-four (24) hours before the meeting.

- a) Whenever notice of a meeting is required under any provision of law, the Article of Association or these Bylaws, such notice need not be given to any member who executes a written waiver of notice before or after the meeting which is filed with the records of the meeting, or to any member who attends the meeting without protesting prior thereto or at its commencement lack of notice.
- b) Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the articles of association or these Bylaws.

3.11. Quorum. At any meeting of the members, 50% of members then in office (whether present in person or duly represented by proxy) and entitled to vote on the action proposed at the meeting shall constitute a quorum, except where a larger quorum is required by law, by the Article of Association or by these Bylaws. Any meeting may be adjourned to such date or dates not more than ninety days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.12. Action by Vote. Each voting member in good standing shall have one vote. When a quorum is present at any meeting, a plurality of the votes properly cast by members present in person or voting by proxy shall be necessary and sufficient for the election of officers and a majority of the votes properly cast by members present in person or voting by proxy shall decide any other question, unless otherwise provided by law or these Bylaws.

3.13. Proxies. Members may vote by written proxy dated not more than six months before the meeting named, which shall be filed with the recording secretary or other person responsible for recording the proceedings of the meeting.

3.14. Meeting Location. Meeting location and place shall be as decided by members. Meeting locations or places must be advertised in accordance with section 3.10 of these bylaws. Meeting locations and places may include:

- Physical locations and places
- Virtual, digital or electronic locations and sites

SECTION 4

Board of Officers

4.1. **Powers.** The affairs of the society shall be managed by the officers who shall have and may exercise all the powers of the society, except those powers reserved to the members by law, the Article of Association or these Bylaws.

4.2. **Number, Election and Qualification.** The initial board of officers shall be those persons listed as having the powers of officers in the Article of Association and the immediate past president of the chapter. Thereafter, the board of officers shall consist of duly elected officers elected by voting members at the annual meeting at any special or regular meeting.

- a) Members may increase the number of officers and elect new officers to complete the number so fixed.
- b) Members may decrease the number of officers, but only to eliminate vacancies existing by reason of the death, resignation, removal or disqualification of one or more officers.
- c) An officer must be a member in good standing and must be compliant with clause 3.5 of these Bylaws.

4.3. **Term of Office.** Each officer shall be elected to serve until the next annual meeting and until his or her successor is duly elected and qualified, or he or she sooner dies, resigns, is removed, disqualified, or is no longer a member in good standing.

4.4. **Nominating Committee.** At least two months before the annual meeting, the officers shall appoint a committee of five (5) regular members, of which not more than two of the remaining five shall be officers, which shall nominate candidates for vacancies in the board of officers about to occur.

- a) The president of the society shall act as chairman of the nominating committee, but will not be entitled to vote on the selection of candidates.
- b) No member shall be appointed to the nominating committee if he or she has served in that capacity the preceding year, nor shall any member of the nominating committee be nominated for any position on the board of officers.
- c) The nominating committee shall notify the secretary of its nominations in writing at least thirty days before the annual meeting of the society.
- d) The names of the committee and of the candidates shall be included in the notice calling the annual meeting.

4.5. **Additional Nominations.** Any ten members of the society may in writing nominate an additional candidate or candidates for the board of officers. Notice of such nomination must be received by the secretary at least seven days before the Annual Meeting, and the names of such additional candidates shall be communicated to the members by the secretary in writing as soon thereafter as practicable.

4.6. **Annual Meeting, Regular Meetings.** The officers shall meet annually immediately following the annual meeting of the members. Regular meetings of the officers (at least five per

year) may be held at such places and at such times as the officers may determine.

4.7. Special Meetings. Special meetings of the officers may be held at any time and at any place when called by the president or by two or more officers.

4.8. Notice of Meetings. Notice of the time and place of each meeting of the members shall be given to each member by email at least five (5) days before the meeting addressed to the member at the member's usual business or home email address as it appears in the records of the society, or other electronic transmission to the member's receiving number or address as it appears in the records of the society at least forty-eight (48) hours before the meeting, or in person or telephone at least twenty-four (24) hours before the meeting.

- a) Whenever notice of a meeting is required, such notice need not be given to any officer if a written waiver of notice, executed by the officer before or after the meeting, is filed with the records of the meeting, or to any officer who attends the meeting without protesting prior thereto or at its commencement the lack of notice to the officer.
- b) Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the Article of Association or these Bylaws.

4.9. Quorum. At any meeting of the officers and subject to Section 8.2 hereof, a majority of officers then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.10. Action by Vote. When a quorum is present at any meeting, a majority of the officers present and voting shall decide any questions, unless otherwise provided by law, the Article of Association, or these Bylaws. Proxy voting by officers is not permitted.

4.11. Action by Writing. Any action required or permitted to be taken at any meeting of the officers may be taken without a meeting of the officers if all of the officers consent to the action in writing and the written consents are filed with the records of the meetings of the officers. Such consents shall be treated for all purposes as a vote at a meeting.

4.12. Presence Through Communications Equipment. Members of the Board of Officers may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

SECTION 5. Officers and Agents.

5.1. Number and Qualification. The officers of the society shall be a president, vice president, treasurer, secretary, membership chair, and such other officers, if any, as the officers may determine. The society may also have such agents, if any, as the officers may appoint.

- a) An officer must be in good standing as a member of the society and as a member of (ISC)².
- b) The secretary shall be a resident of Auckland, New Zealand unless the society has a resident agent duly appointed for the purpose of service of process.
- c) If required by the officers, any officer may give the society a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the officers.

5.2. Election. The initial officers of the society shall be those persons listed as having the powers of officers in the Article of Association. Thereafter, the president, treasurer, secretary, and membership chair shall be elected at the annual meeting of members. Other officers, if any, may be elected by the members at any duly called meeting. Agents shall be selected by the officers.

5.3. Tenure. The president, vice president treasurer, secretary, and membership chair shall each hold office until the next annual meeting and until his or her successor is duly elected and qualified, and until he or she sooner dies, resigns, is removed, becomes disqualified, or is no longer a member in good standing.

- a) No president shall be entitled to serve more than two consecutive terms.
- b) Each agent shall retain his or her authority only at the pleasure of the officers.

5.4. Committees. The officers may elect or appoint one or more committees and may delegate to any such committee any or all of their powers; *provided*, that any committee to which the powers of the officers are delegated shall consist solely of officers.

- a) Unless the officers otherwise determine, the Executive Committee, if any, shall have the power to act on all matters requiring prompt action between meetings of the officers.
- b) Unless the officers otherwise designate, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the officers.
- c) The members of any committee shall remain in office at the pleasure of the officers.

5.5. President. The president shall be chief executive officer of the society and, subject to the control of the officers, shall have general charge and supervision of the affairs of the society.

- a) The president shall preside at all meetings of the members and shall be chairman of the board of officers.
- b) The president shall have the obligation to report to the membership in writing at least quarterly regarding the activities of the society during that quarter.

5.6. Vice President. The president shall deputize the president in his/her duties and stand in place of the president when the president is not available.

- a) The vice president shall, in the absence of the president, preside at all meetings of the members and shall be chairman of the board of officers.

- b) The vice president shall, in the absence of the president, have the obligation to report to the membership in writing at least quarterly regarding the activities of the society during that quarter.

5.7. **Treasurer.** The treasurer shall be the chief financial officer and the chief accounting officer of the society.

- a) The treasurer shall receive all money, keep amount of the same, and on approval of the board of officers make all proper disbursements.
- b) The treasurer's accounts shall be audited annually by an auditor elected annually by a majority of the members at the annual meeting of the society.

5.8. **Secretary.** The secretary shall have possession of the records of the society and of the board of officers.

- a) The recording secretary shall keep minutes of all meetings and be responsible for giving notice of meetings as set forth under these Bylaws.
- b) The secretary shall be in charge of all correspondence of the society and have such other duties as the president deems appropriate.

5.9. **Membership Chair.** The membership chair shall assume all duties relating to membership and membership record keeping. He or she shall also have the responsibility of notifying all candidates for membership of election to membership.

SECTION 6. Resignations, Removals and Vacancies.

6.1. **Resignations.** Any member or officer may resign at any time by delivering his or her resignation in writing to the president, the secretary or to the society at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some later time.

6.2. **Removals.** Except as otherwise set forth in this section, a member or officer may be removed or suspended with cause by the vote of three-quarters of the members present in person or voting by proxy at a meeting of members where a quorum exists.

- a) Before a member or officer may be removed or suspended by the members, the member or officer shall be given at least seven days' notice of the proposed removal or suspension and the reasons therefore and an opportunity to be heard at the meeting.
- b) Any member or officer who engages in conduct harmful to the interests of the society may be removed or suspended by the officers at any meeting and without providing notice or an opportunity to be heard by such person.
- c) Any officer who neglects his or her duties may be removed by a majority vote of the remaining officers.
- d) A member or officer who is removed or suspended by the officers may be reinstated by a vote of three-quarters of the members present in person or voting by proxy at a meeting of members if a quorum exists.

6.3. No Right to Compensation. No member or officer resigning, and no member or officer removed, except where a right to receive compensation shall be expressly provided in a duly authorised written agreement with the society, shall have any right to any compensation to such member or officer for any period following his resignation or removal, or any right to damages on account of such removal, unless in the case of a resignation, the officers, or in the case of a removal, the body taking action on the removal, shall in their or its discretion provide for compensation.

6.4. Vacancies. Any vacancy in the board of officers, including a vacancy resulting from the enlargement of the board, may be filled by the members or, in the absence of member action to fill a vacancy in the board of officers, by the officers by vote of a majority of the officers then in office.

- a) The officers shall elect a successor if any of the offices of president, treasurer, secretary or membership chair becomes vacant between meetings of the members. Each such successor shall hold office for the unexpired term and until his successor is chosen and qualified, or in each case until he sooner dies, resigns, is removed, becomes disqualified, or is no longer a member in good standing.
- b) The officers shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

SECTION 7. General

7.1 Execution of Papers. Except as the officers may generally or in particular cases authorise the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts and other obligations made, accepted or endorsed by the society shall be signed by the president or by the treasurer and affixed with the Society's Common Seal. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the society by the president or a vice president and the treasurer or an assistant treasurer, who may be one and the same person, shall be binding on the society in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Article of Association, Bylaws, resolutions or votes of the society.

7.2 Receipt and Disbursement of Funds. The board of officers may designate such other or officers who in addition to or instead of the president or treasurer shall be authorised to receive and receipt for all moneys due and payable to the society from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefore. Funds of the society may be deposited in such bank or banks as the president or board of officers may from time to time designate or with such other societies, firms, or individuals as the board of officers may from time to time designate.

7.3 Communication by Facsimile or Electronic Means. Written notice or waiver of notice or other communication under these Bylaws may be given by facsimile transmission or other electronic means of written communication.

7.3 Common Seal. The Society shall adopt a Common Seal, which shall be held in the custody of the Secretary.

- a) The Society's Common Seal may be affixed to such documents as the committee may direct in the presence of at least two other officers.
- b) A "Common Seal Register" of use of the Society's Common Seal shall be maintained by the Secretary to record the use of the Common Seal.
- c) The Common Seal Register shall be tabled at the meeting of board of officers.

SECTION 8.

Compensation, Conflicts of Interest and Personal Liability

8.1. Compensation. Members and officers shall not be compensated for serving as such, and shall not be precluded from serving the society in any other capacity and receiving compensation for any such services; *provided*, that the same shall not place any tax exemption obtained by the society at risk.

8.2. Conflicts of Interest. The officers of the society owe a fiduciary duty to the society to act in good faith and in a manner that they reasonably believe to be in the society's best interests. This duty of loyalty requires the society's officers to exercise independent judgment on behalf of the society, placing the society's best interests ahead of personal interests.

- a) In furtherance of this fiduciary responsibility, the society shall have and comply with a conflict of interest policy, *provided*, that such policy shall require officers, key members and employees to disclose any personal financial interest in a transaction being considered by the society, and that unless the officers determine that such personal financial interest is immaterial, such officer, member, or employee shall recuse himself or herself from discussion and voting on the matter and shall not be counted for purposes of a quorum (where applicable); *provided, further*, that until such a policy is formally adopted by the officers, this provision shall serve, and hereby does serve, as the Conflict of Interest Policy of the society.
- b) The society's Conflict of Interest Policy may, for purposes of consideration by independent officers of matters with respect to which a potential conflict of interest is present, vary the quorum and voting requirements specified in these Bylaws.

8.3 No Personal Liability. The members, officers of the society shall not be liable for any debt, liability or obligation of the society. All persons, societies or other entities extending credit to, contracting with, or having any claim against, the society for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the society shall look only to the funds and property of the Society for payment of any such contract or claim or for the payment of any debt,

damage, judgment or decree, or of any money that may otherwise become due and payable to them from the Society, so that neither a member nor the officers, past, present or future, shall be personally liable therefore.

SECTION 9.

Indemnification of Officers, Members and Employees

9.1 Indemnification of Officers. The society shall to the extent legally permissible indemnify each of its present and former officers and any person who serves or has served, at the society's request, as officer, trustee, or member of another organisation or in a capacity with respect to any employee benefit plan (and the heirs, executors and administrators of the foregoing) (the "Indemnified Person") against all expenses and liabilities which the Indemnified Person has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Indemnified Person may be involved, directly or indirectly, by reason of serving or having served in a capacity identified above. Such expenses and liabilities shall include, but not be limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Indemnified Person shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the society, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

9.2 Indemnification of Employees and Agents. If authorised by the Board of Officers, the society may to the extent legally indemnify each of its present and former employee or agent ("Agent"), defined to include those employees and agents other than Indemnified Persons as defined in the preceding paragraph, against all expenses and liabilities which the Agent has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Agent may be involved, directly or indirectly, by reason of being or having been an Agent. Such expenses and liabilities may include, and are not limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Agent shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the society, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

- a) Indemnification may include payment of reasonable expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Person or Agent to repay such payment if the Indemnified Person or Agent shall be adjudicated to be not entitled to indemnification hereunder, which undertaking may be accepted regardless of the financial ability of the Indemnified Person or Agent to make repayment.

- b) In the event that a settlement or compromise of such action, suit or proceeding is effected, indemnification may be had, but only if such settlement or compromise and such indemnification are approved:
- i. By a majority vote of a quorum consisting of disinterested or non-conflicted officers;
 - ii. If such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Officers consisting of all the disinterested or non-conflicted officers;
 - iii. If there are not two or more disinterested or non-conflicted officers in office, then by a majority of the officers then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the officers to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the society (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or
 - iv. By a court of competent jurisdiction.
- c) The foregoing right of indemnification shall not be exclusive of other rights to which any Indemnified Person or Agent may be entitled as a matter of law. The society's obligation to provide indemnification under these Bylaws shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage maintained by the society or any other person.

SECTION 10. Winding Up.

10.1 Winding Up. If upon winding up or dissolution of the society there remains after the satisfaction of all its debts and liabilities any property whatsoever the same shall not be paid to or distributed among members of the society but distributed exclusively to another society having similar objects to the objects of this society, or for some other charitable purpose within New Zealand.

SECTION 11. Amendments.

11.1 Amendment. These Bylaws may be amended at any meeting of the members by vote of not less than two-thirds (2/3) of the members entitled to vote and present or voting by proxy, *provided* that the amendment is proposed by the board of officers, or that written notice of the proposed amendment has been served on the secretary by at least ten members not less than

thirty(30) days before the meeting, and that a copy of the amendment has been sent to the members by the secretary at least ten days prior to the meeting.

- a) Except with respect to any provision of these Bylaws which by law, the Article of Association or these Bylaws requires action by the members, these Bylaws may also be altered, amended or repealed at any regular or special meeting of the officers, notice of which shall specify the subject matter of the proposed alteration, amendment or repeal or the sections to be affected thereby.
- b) Not later than the time of giving notice of the meeting of members next following the amending or repealing by the officers of any Bylaw, notice thereof stating the substance of such change shall be given to all members. Any Bylaw so altered, amended or repealed by the officers may be further altered or amended or reinstated by the members in the above manner.

Adopted: proposed for adoption on {May xx 2014}