

ISACA - SINGAPORE CHAPTER

BYLAWS

Effective: 1 June 2018

ARTICLE I – NAME

- Section 1: The name of this non-profit organization shall be the Information Systems Audit and Control Association – Singapore Chapter (hereinafter referred to as the "Chapter"), a Chapter affiliated with the Information Systems Audit and Control Association (ISACA) (hereinafter referred to as the "Association"). The Chapter, apart from its innate affiliation with the International Association, is an independent entity from any other association, enterprise, or entity.
- Section 2: The place of business of the Chapter shall be 9 Temasek Boulevard, #30-01 Suntec Tower Two, Singapore 038989, or such place as shall be decided by the Chapter Board.

ARTICLE II - PURPOSE

- Section 1: The primary purpose of the Chapter is to promote the education of individuals for the improvement and development of their capabilities relating to the auditing of, management consulting in, or direct management of the fields of IT governance, IS audit, security, control and assurance.
- Section 2: More specifically, 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, IS audit, security, control and assurance;
 - (b) To encourage an open exchange of IT governance, IS audit, security, 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, IS audit, security, control and assurance that can be of benefit to them and their employers,
 - (d) To communicate to management, auditors, universities, and to IS professionals the importance of establishing controls necessary to ensure proper IT governance and the effective organization and utilization of IT resources; and
 - (e) To promote the Association's professional certifications and IT governance.

ARTICLE III - INTERPRETATION

In these Articles, unless there is something repugnant in the context or otherwise.

- (a) The “Chapter Board” shall mean the governing body of this Chapter constituted under Article V herein.
- (b) The words "President", "Vice-President", "Secretary", "Assistant Secretary", "Honorary Treasurer", "Assistant Honorary Treasurer" and "Membership" shall mean respectively the President, Vice-President, Honorary Secretary, Assistant Honorary Secretary, Honorary Treasurer, Assistant Honorary Treasurer and Membership of the Chapter.
- (c) Words importing the singular number include the plural number and vice versa and words importing the masculine gender include (where the context admits) the feminine gender.

ARTICLE IV- MEMBERSHIP AND DUES

Section 1: Classifications and Qualifications

Membership in the Association is a requirement for membership in a Chapter. Therefore, upon joining the Chapter, a person must also join the Association, with accompanying rights and responsibilities.

- (a) Member — any person interested in the purpose and objectives of the Chapter as stated in Article II shall be eligible for membership in the Chapter, and the Association, subject to rules established by the Association Board. Members shall be entitled to vote and to hold office.
- (b) Retired Member — any member, who presents proof of retirement status, subject to rules established by the Association Board. Retired members shall not be entitled to vote and hold office.
- (c) Student Member — full time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board. Student members shall not be entitled to vote and hold office.

Section 2: Admission

- (a) Potential members shall:
 1. Meet the requirements of membership as outlined in Article IV Section 1.
 2. Complete an Association membership application form.
 3. Pay required dues to the Chapter and the Association.
 4. Follow the Code of Professional Ethics of the Association.

- (b) Membership in the Association shall be conferred upon an individual when the Association has accepted the membership application and received the required Association dues, fees, and assessments for that individual.

Section 3: Dues

- (a) Chapter dues shall be payable on or before 1 January of each year, in an amount determined by the Chapter Board, plus Association dues.
- (b) Dues and fees must be paid in full to ISACA International.
- (c) A member shall forfeit membership if dues, fees or assessments have not been paid to the Association in compliance with terms as set by the ISACA Board of Directors and to the Chapter as required.
- (d) Resignation — any member who resigns shall not be entitled to a refund of his/her annual membership dues.

ARTICLE V – CHAPTER MEETINGS

Section 1: Educational Sessions

Educational sessions of the Chapter membership shall be held monthly unless otherwise determined by the Chapter Board.

If an individual attends but does not pay in full for a chapter event, the chapter can restrict the attendance of that individual at future chapter events.

Section 2: Annual General Meeting

- (a) The annual general meeting shall be held within 5 months of the Financial Year End and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise. The date and location of the annual general meeting shall be determined by the Chapter Board.
- (b) The following shall be the business of the Annual General Meeting:
 1. To receive the Annual Report of the Chapter Board
 2. To receive the statement of accounts
 3. To elect the Chapter Board
 4. To elect honorary auditors
 5. To transact any other business of which fourteen (14) calendar days' notice has been given in writing to the Honorary Secretary.
 6. Not less than seven (7) days' notice must be given to members for any motion to be tabled.

Section 3: Extraordinary (Special) General Meeting

Extraordinary (Special) General meetings may be called by the President, the Chapter Board or upon written request by 40 of the members. The purpose of the meeting shall be stated in the call.

Section 4: Quorum for Chapter Meetings

The quorum at the Annual General Meeting and Extraordinary (Special) General Meeting shall not be less than eighty (80) members. In the event of there being no quorum, the meeting shall be adjourned and reconvened two weeks later, unless otherwise determined by the Board. The new date and time will be communicated to members.

Section 5: 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 6: Notification

Members shall be notified 21 days in advance of the Annual General Meeting or Extraordinary (Special) General Meeting. Members shall be notified at least 7 days in advance of any educational sessions, except in case of emergency. Notification may be by postal mail, by email or by telephone.

ARTICLE VI - CHAPTER OFFICERS

Section 1: The Chapter Officers shall consist of the President, Vice-President, Honorary Secretary, Assistant Honorary Secretary, Honorary Treasurer, Assistant Honorary Treasurer and seven directors all of whom shall be elected in accordance with Section 1 of Article VII. The Immediate Past President shall be an ex-officio, nonvoting member of the Chapter Board. His term shall follow that of the current President.

Section 2: Term of Office of Officers

The Officers of the Chapter, except the Immediate Past President, shall be elected for a term of one year, or until a successor shall have been duly elected and take office or until the Officer resigns or is removed from office. The term of office shall begin at the close of the Annual meeting at which elected. Each director shall serve no more than two consecutive terms in the same office. No member shall hold more than 2 Chapter offices at a time.

Section 3: Duties & Responsibilities

(a) President

- Preside at meetings of the Chapter and the Chapter Board,
- Appoint all committee chairpersons and members,
- Be an ex-officio member of all committees except the Nominating Committee,
- Represent the Chapter at Leadership Conferences and other conferences and functions, where appropriate or appoint another Board member as a representative,

- Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association,
- Present an annual report to members at the annual general meeting - such report to consist of reports from various Chapter officers and committees,
- Maintain communications with the Association and respond to Association enquiries,
- Be responsible for submission of the required annual chapter reports to the Association within 30 days after the annual general meeting,
- Supervise budgetary matters and proper internal control of finances, and
- Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.

(b) Vice-President

- Preside at meetings of the Chapter and the Chapter Board, in the absence of the President,
- Perform the duties of the President in the event of his/her absence or disability, and
- Perform other duties as pertain to this office.

(c) Honorary Secretary

- Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting, and maintain a copy of the records,
- Maintain accurate attendance records,
- Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,
- Assist the President in the administration of Chapter membership meetings, and
- Perform other duties as pertain to this office.

(d) Honorary Treasurer

- Be custodian of Chapter funds,
- 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,
- Remit dues to the Association as required,
- Submit a written report at each regular meeting,
- In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association,
- Submit annual financial statements for presentation to the membership at the annual general meeting,
- Submit books and records for audit when required,
- File any and all tax forms required, and
- Perform other duties as pertain to this office.

(e) Assistant Honorary Secretary

- Assist the Honorary Secretary in performing the duties of the Honorary Secretary.

- The Assistant Honorary Secretary shall assume the duties of the Honorary Secretary in the absence or disability of the Honorary Secretary.
- Contribute to the work of the Chapter Board on a wide variety of topics and projects.
- Perform other duties as pertain to this office.

(f) Assistant Honorary Treasurer

- Assist the Honorary Treasurer in performing the duties of the Honorary Treasurer.
- The Assistant Honorary Treasurer shall assume the duties of the Honorary Treasurer in the absence or disability of the Honorary Treasurer.
- Contribute to the work of the Chapter Board on a wide variety of topics and projects.
- Perform other duties as pertain to this office.

(g) Director at Large:

- Contribute to the work of the Chapter Board on a wide variety of topics and projects, as directed by the President and Chapter Board.

(h) Chapter Board shall:

- Supervise the affairs and conduct the business of the Chapter between business meetings.
- Make recommendations to the membership.
- Perform the duties prescribed in these bylaws adopted by the Chapter.
- Be the governing body of this Chapter and its actions shall be final, unless otherwise specifically provided by these Articles.
- Provide for an independent audit of the financial affairs of the Chapter at such times as it may deem necessary.
- May prescribe operating procedures in guiding their decision making process and in achieving level of effectiveness that may be expected of their roles.

(i) Immediate Past President of the Chapter shall:

- Be an ex-officio of the Chapter Board
- Shall have no voting rights in the meetings of the Chapter Board
- Shall provide advice and guidance to the new President and Chapter Board, and
- Perform other duties as pertain to this office.

Section 4: Chapter Officer Vacancies

(a) The office of a member of the Chapter Board shall ipso facto be vacated if:

1. he ceases to be a member of the Chapter for any reason; including that provided by Article IV Section 3(b) and 3(c);
2. he resigns his seat on the Chapter Board; a written notice of resignation shall be provided to the chapter President and/or the Honorary Secretary.
3. he absents himself at least 25% of the 12(+/-) meetings of the Chapter Board without sufficient reasons acceptable to the Chapter Board;
4. he has been convicted of an offence by a court of law and sentenced to imprisonment for a term not less than 6 months and has not received a

free pardon.

- (b) If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.
- (c) If a vacancy should occur in any other office, except that of Immediate Past President, the vacancy shall be filled by the Chapter Board.
- (d) If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled by routine succession.

ARTICLE VII – NOMINATIONS AND ELECTIONS

Section 1: Chapter Nominations

- (a) A Nominating Committee of three past Presidents shall be elected by the Chapter Board at their 1st Board meeting.
- (b) The Nominating Committee shall solicit candidates for office from the Chapter membership and shall nominate candidates for offices to be filled at the annual general meeting. Members may also submit nominations to the Nominating Committee.
- (c) The Nominating Committee shall report to the membership by email and details will be posted at the Chapter's website 21 days before the AGM.
- (d) Nominations shall only be permitted from the floor when there are fewer nominations than the number of offices to be filled prior to the election. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest form.
- (e) Only chapter members shall be eligible to serve as an Officer. When the Nominating Committee provides recommendation on the nominees at the Annual General Meeting, they can also consider the nominees' track record, experience, capabilities, skills, professional qualifications, integrity, field of expertise relevant to the association, potential to contribute to the effectiveness of the Chapter Board and any conflict of interest that could impede their impartiality, decision making or dedication to the chapter as outlined in Article II.
- (f) Members of the Chapter Board are expected to attend at least 75% of the 12(+/-) board meetings per term and commit at least 8 hours per month to their responsibilities.
- (g) A minimum of one year of service on the Chapter Board, shall be required before assuming the role of President, Vice President, Honorary Secretary or Honorary Treasurer.
- (h) To create diversity on the Chapter Board and allow free exchange of ideas, ideally no more than two (2) members of the board should be working for the same company.

- (i) The Nominating Committee shall have sole discretion regarding the acceptance of nominations and the selection of nominees from those eligible for nomination.

Section 2: Chapter Elections

- (a) Officers shall be elected by ballot.
- (b) In the event there is only one candidate for any office, voting on that office may be by voice.

ARTICLE VIII - STANDING COMMITTEES

Section 1: There shall be the following Standing Committees:

- (a) An Audit Committee consisting of at least three individuals. The majority shall be non-Board members of the Chapter. The Chairman of the Audit Committee shall be a non-Board member.
- (b) A Nominating Committee consisting of three Past Presidents of the Chapter, none of whom serve on the Chapter Board.
- (c) A Conference Committee consisting of at least three members of the Chapter Board.

Section 2: Other Committees may be appointed by the President as deemed necessary, to carry out the activities of the Chapter.

Section 3: The Chairmen of the Standing Committees shall be appointed by the President

Section 4: Each Committee Chairman shall appoint members of the Committee, subject to the approval of the President and Chapter Board.

Section 5: The President shall be an ex-officio member of all committees, except the Nominating Committee.

Section 6: The Standing Committees shall report to the President and shall be responsible for the functions set out in the terms of reference approved by the Chapter Board. They shall have such other duties as the Chapter Board may prescribe.

ARTICLE IX - CHAPTER BOARD

Section 1: Duties

- a) The Chapter Board shall have regular meetings at least monthly unless otherwise determined by the Chapter Board.
- b) At such meetings, a quorum must be present to conduct business. A quorum is one-half of the total members of the Chapter Board then in office.
- c) Special meetings may be called by the President or three members of the Chapter Board. Notice must be given at least 48 hours before a Special Meeting of the Chapter Board and must include the purpose of the meeting.
- d) At all meetings of the Chapter Board, the President, if present shall act as

chairman. In absence of the President, the Chairman shall be the Vice-President. In the absence of both the President and Vice-President, the members of the Chapter Board who are present in person shall, by majority vote, choose one among them to act as Chairman for that meeting.

- e) Notice of meetings of the Chapter Board shall be given to each Officer in writing by the Honorary Secretary of the Chapter at least one week in advance of the meeting, or as the Chapter Board may otherwise direct. No failure in delivery of such notices shall invalidate the meeting or any action taken or proceedings thereat. Notice may be waived, in writing, by unanimous consent of the Directors.
- f) Motions at meetings of the Chapter Board shall be carried by a majority vote of those present and voting.
- g) Where there is equality of votes at the meetings of Chapter Board, the Chairman thereof shall have the casting vote, if the Chairman has not already voted.

Section 2: Financial Authority

The Chapter Board shall have the authority to:

- (a) Approve the annual budget
- (b) Expend funds allotted in the approved budget

Section 3 Fiscal Year & Annual Financial Statements

- (a) The fiscal year of the Chapter shall run from 1 January to 31st December unless otherwise established by the Chapter Board.
- (b) The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter Board, presented to members at the annual general meeting, and submitted to the Association as part of the Chapter Annual Report.

Section 4: Insurance

The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter.

ARTICLE X - AUDIT

Section 1: The financial records and statements of the Chapter shall be audited annually by a firm of public accountants approved and appointed at the Annual General Meeting. The Auditors shall have access to all books, accounts, vouchers and other documents of the Chapter which they deem necessary to carry out their task.

Section 2: The Auditors shall express an opinion on the truth and fairness of the Chapter's statement of accounts, having regard to the provisions of the laws and regulations concerning the finance and accounts of the Chapter. The Auditors' report to the members shall be presented together with the statement of accounts before the Annual General Meeting.

Section 3: The Auditors may be called by the Audit Committee to conduct a special examination of and submit a report on the accounts at any time during the course of the year in addition to the annual audit at a fee approved by the

Audit Committee on the recommendation of the Chapter Board.

ARTICLE XI - INDEMNIFICATION

- Section 1: The Chapter shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request or by its election as a director or officer of another corporation, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or a director or officer of the corporation or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.
- Section 2: The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

ARTICLE XII - DISSOLUTION

- Section 1: If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the chapter membership after 21 days notice has been mailed 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 International Headquarters. All net assets shall be distributed to other selected ISACA chapters, or to a welfare, education, or civic project designated by the Chapter membership, pursuant to Singapore Societies Act with the approval of the Association's International President and Chief Executive Officer.
- Section 2: Notice of dissolution shall be given within 7 days of dissolution to the Registrar of Societies of Singapore.

ARTICLE XIII - PRESS AND PUBLIC STATEMENTS

All press and public statements for and on behalf of the Chapter shall be made by the President or the Honorary Secretary or such other member as shall be authorized by the Chapter Board.

ARTICLE XIV - PROHIBITIONS

- Section 1: Gambling of any kind, whether for stakes or not, is forbidden on the Chapter's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.
- Section 2: The funds of the Chapter shall not be used to pay the fines of members who have been convicted in Court.
- Section 3: The Chapter shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.
- Section 4: The Chapter shall not attempt to restrict or interfere with trade or make directly or indirectly any recommendation to, any arrangement with its members which has the purpose or is likely to have the effect of fixing or controlling the prices or any discount, allowance or rebate relating to any goods or service which adversely affect consumer interests.
- Section 5: The Chapter shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.
- Section 6: The Chapter shall not hold any lottery, whether confined to its members or not, in the name of the Chapter, or its office-bearers, Chapter Board, Committees or members unless with the prior approval of the relevant authorities.
- Section 7: The Chapter shall not raise funds from the public for whatever purposes without the prior approval in writing of the Head, Licensing Division, and Singapore Police Force.
- Section 8: Except with the consent of the Chapter Board no member shall borrow in the name of, or pledge the credit of, the Chapter.

ARTICLE XV – PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the chapter may adopt.

ARTICLE XVI – AMENDMENT OF CHAPTER BYLAWS

- Section 1: The Chapter Board shall approve all suggested bylaw changes and forward them to the Membership Division of the Association, with changes indicated. The Association must give approval to all bylaw changes prior to them being submitted for a vote by chapter membership.

- Section 2: Chapter bylaw amendments will be approved, at Annual General Meeting or Extraordinary (Special) General Meeting, by a two-thirds (2/3) vote, provided that the amendment has been submitted in writing at the previous meeting, or has been mailed or e-mailed to the entire Chapter membership at least 21 days prior to the meeting at which it will be considered. The Membership Division of the Association will be advised that the Bylaw amendments have been approved, and will be sent a copy of the approved version of the Bylaws.
- Section 3: The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws. The Chapter must ensure the compliance of the bylaws with the Association's bylaws and any requirements within/related to Singapore.