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**CHAPTER BY-LAWS**

Persatuan Audit Dan Kawalan Sistem Maklumat — Bahagian Malaysia  
(ISACA / Information Systems Audit and Control Association — Malaysia Chapter)

ARTICLE

- |      |                             |
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55 CHAPTER BY-LAWS

56 Persatuan Audit Dan Kawalan Sistem Maklumat - Bahagian Malaysia

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60 ARTICLE I - NAME AND ADDRESS

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62 Section 1: The name of this organization shall be Persatuan Audit Dan Kawalan  
63 Sistem Maklumat - Bahagian Malaysia (Information Systems Audit and  
64 Control Association - Malaysia Chapter), and hereinafter referred to as the  
65 “Chapter”. The Information Systems Audit and Control Association  
66 (hereinafter referred to as the “Association”) is incorporated in the United  
67 States of America. The Chapter, apart from its innate affiliation with the  
68 international Association, is an independent entity from any other association,  
69 enterprise, or entity.  
70

71 Section 2: The address of the Chapter shall be Unit 916, 9<sup>th</sup> Floor, Block A,  
72 Damansara Intan, 1, Jalan SS 20/27, 47400, Petaling Jaya, Malaysia. This  
73 address shall not be changed without the prior approval of the Registrar of  
74 Societies.  
75

76  
77 ARTICLE II - PURPOSE AND OBJECTIVES

78  
79 Section 1: The primary purpose of the Chapter is to promote the education of  
80 individuals for the improvement and development of their capabilities  
81 relating to the auditing of, management consulting in, or direct management  
82 of the fields of IT governance, IS audit, security, control and assurance.  
83

84 The objectives of the Chapter are:

- 85 (a) To promote the education of, and help expand the knowledge and skills of  
86 its members in the interrelated fields of IT governance, IS audit, security,  
87 control and assurance;  
88  
89 (b) To encourage an open exchange of IT governance, IS audit, security,  
90 control, and assurance techniques, approaches, and problem solving by its  
91 members;  
92  
93 (c) To promote adequate communication to keep members abreast of current  
94 events in IT governance, IS audit, security, control and assurance that can  
95 be of benefit to them and their employers;  
96  
97 (d) To communicate to management, auditors, universities, and to IS  
98 professionals the importance of establishing controls necessary to ensure  
99 proper IT governance and the effective organization and utilization of IT  
100 resources; and  
101  
102 (e) To promote the Association’s professional certifications and IT  
103 governance,  
104  
105

106 ARTICLE III – MEMBERSHIP AND DUES

107  
108 Section 1: The membership of the chapter is made up of Members, Retired Members,

109 Academic Advocates and Student Members.  
110  
111 Section 2: Members  
112  
113 Any person interested in the purpose and objectives of the Chapter as stated in  
114 Article II shall be eligible for membership in the Chapter, and the Association,  
115 subject to rules established by the Association Board. Members shall be  
116 entitled to vote and hold office.  
117  
118 Section 3: Retired Members  
119  
120 Any member, who presents proof of retirement status, subject to rules  
121 established by the Association Board. Retired members shall not be entitled to  
122 vote and hold office.  
123  
124 Section 4: Academic Advocates  
125  
126 Any faculty teaching member in functional disciplines such as audit,  
127 accounting, information systems, information security, cybersecurity,  
128 enterprise governance of IT/MIS, IT risk management and/or Executive  
129 Masters programs in Business and specialist Finance degree courses at  
130 universities and/or colleges offering one or more degree courses in these areas.  
131 Generally, the faculty member is expected to be a full- or part-time professor,  
132 or a recognized adjunct instructor at the educational institution.  
133  
134 Section 5: Student Members  
135  
136 Any full-time student currently enrolled in a degree program or an accredited  
137 college or university, subject to rules established by the Association Board.  
138 Student members shall be entitled to vote and hold office at the Chapter level.  
139  
140 Section 6: Membership in the Association  
141  
142 Membership in the Association is a requirement for membership in the  
143 Chapter. Therefore, upon joining the Chapter, a person must also join the  
144 Association, with accompanying rights and responsibilities.  
145  
146 Section 7: Admissions  
147  
148 a. Potential members shall:  
149 i. Meet the requirements of membership as outlined in Article III.  
150 ii. Complete an Association membership application form.  
151 iii. Pay required dues to the Chapter and the Association.  
152 iv. Follow the Code of Professional Ethics of the Association.  
153  
154 b. Membership in the Association shall be conferred upon an individual when  
155 the Association has received the required Association dues for that  
156 individual.  
157  
158 Section 8: Dues  
159  
160 a. Chapter dues shall be payable on or before 1 January of each year, in an  
161 amount determined by the Chapter Board, plus Association dues.  
162

- 163 b. A member whose dues are in arrears for more than 60 days shall no longer  
164 be deemed a member.  
165  
166 c. A member shall forfeit membership if dues have not been paid to the  
167 Association and to the Chapter as required.  
168  
169 d. Resignation — any member who resigns shall not be entitled to a refund of  
170 his/her annual membership dues.  
171

172  
173 ARTICLE IV – CHAPTER MEETINGS  
174

175 Section 1: Educational Sessions

176  
177 Educational sessions of the Chapter membership shall be held every two month  
178 unless otherwise determined by the Chapter Board.  
179

180 Section 2: Annual General Meeting

181  
182 The annual general meeting shall be held in May after the close of each fiscal  
183 year on a date and at a time and place to be decided by the Chapter Board, and  
184 shall be for the purpose of electing officers, receiving reports of officers and  
185 committees, and for any other business that may arise.  
186

187 Section 3: Special Meetings

188  
189 Special meetings may be called by the President, the Chapter Board or upon  
190 written request by twenty (20) of the members. The purpose of the meeting  
191 shall be stated in the call.  
192

193 Section 4: Mail or Electronic Voting

194  
195 If required, paper mail or electronic means may be used for the purposes of  
196 membership voting on resolutions approved by the Chapter Board, and such  
197 correspondence will be considered a special meeting for the purposes of these  
198 bylaws.  
199

200 Section 5: Quorum for Chapter Meetings

201  
202 The quorum for any regular, annual general or special meeting shall be twenty  
203 (20) members. In absence of quorum, the meeting will be adjourned, and  
204 reconvened two weeks later. The new date and time will be communicated to  
205 members.  
206

207 Section 6: Act of the Membership

208  
209 The affirmative vote of the majority of the members at any chapter meeting  
210 shall constitute an act of the membership.  
211

212 Section 7: Notification

213  
214 Members shall be notified 30 days in advance of the annual general meeting.  
215 Members shall be notified at least 15 days in advance of any regular meetings  
216 or special meetings, except in case of emergency. Notification may be by

217 postal mail, by email or by telephone.  
218  
219

220 ARTICLE V - CHAPTER OFFICERS AND DUTIES  
221

222 Section 1: The Officers of the Chapter shall be 10 in number, constituting: President, Vice  
223 President, Secretary, Treasurer and six elective Directors.  
224

225 Section 2: Term of Chapter Officers  
226

227 a. The Chapter officers, except the immediate Past President, shall be elected  
228 for a term of one year, or until their successors are elected and assume  
229 office, or until they resign or are removed from office. The term of office  
230 shall begin at the close of the annual meeting at which they are elected.  
231

232 b. No member shall hold more than one chapter office at a time and no  
233 member shall be eligible to serve more than two consecutive terms in the  
234 same Chapter office. The last two past Presidents of the Chapter shall be  
235 invited to serve on the Chapter Board. All Officers of the Chapter  
236 performing executive functions shall be Malaysian citizens.  
237

238 Section 3: Vacancies  
239

240 a. If a vacancy should occur in the office of President, the vacancy shall be filled  
241 by the Vice-President.  
242

243 b. If a vacancy should occur in any other office, except that of Immediate Past  
244 President, the vacancy shall be filled by the Chapter Board.  
245

246 c. If a vacancy occurs in the office of Immediate Past President, the vacancy shall  
247 remain vacant until filled by routine succession.  
248

249 d. If a Chapter officer's membership in the Association shall for any reason  
250 terminate, that individual's position as Chapter officer shall automatically  
251 become vacant.  
252

253 Section 4: Duties of Chapter Officers  
254

255 The Chapter Officers shall perform the duties prescribed by these bylaws, and  
256 the parliamentary authority adopted by the Chapter. The Chapter Board will be  
257 responsible to develop and implement the Chapter training and development  
258 events, and members' events during the term of the Chapter Board.  
259

260 Section 5: Duties of the President  
261

262 • The President shall serve as chairman of the Chapter Board and shall, in  
263 addition, be the chief executive officer of the Chapter and shall, subject to  
264 the control of the Chapter Board, have supervision, direction, and control  
265 of the business and affairs of the Chapter. He shall preside at all meetings of  
266 the membership.

267 • He shall be ex-officio a member of all committees except the Nominating  
268 Committee and the Audit Committee and shall have the general powers and  
269 duties and management usually vested in the office of the President, and he  
270 shall have such other powers and duties as may be prescribed by the

- 271 Chapter Board or by the By-Laws.  
272 • He shall represent the Chapter at Leadership Conference/President Council  
273 Meeting(s).  
274 • Maintain communications with the Association and respond to Association  
275 inquiries.  
276 • Be responsible for submission of the chapter annual report to the  
277 Association within 30 days after the annual general meeting.  
278 • Supervise budgetary matters and proper internal control of finances.  
279 • Perform other duties as pertain to the office of President, or which may be  
280 delegated by the Chapter Board.

281  
282 Section 6: Duties of the Vice President

- 283  
284 • The Vice President shall report to the President and, in the absence of or  
285 disability of the President shall perform all the duties of the President.  
286 • Perform other duties as pertain to this office.  
287

288 Section 7: Duties of the Treasurer

- 289  
290 • The Treasurer shall report to the President and shall be responsible for the  
291 financial affairs of the Chapter, for the performance of all duties incident to  
292 the office of the Treasurer and such other duties as may from time to time  
293 be assigned to him by the Chapter Board.  
294 • He shall have power to receive and to disburse such funds of the Chapter,  
295 subject to such restrictions as may be imposed by the Chapter Board, as  
296 shall be required in the conduct of its affairs and the carrying of its  
297 activities.  
298 • The Treasurer shall be responsible for the preparation of an annual budget  
299 to be submitted to the Chapter Board for approval prior to the beginning of  
300 the fiscal year to which the budget is applicable.  
301 • The Treasurer shall be responsible for the maintenance of the Chapter's  
302 financial records and books. All monies due and payable to the Chapter  
303 from any source shall be received by the Treasurer and deposited to the  
304 credit of the Chapter in banks or other depositories approved by the  
305 Chapter Board,  
306 • The Treasurer shall be responsible for keeping proper account of all such  
307 monies disbursed on behalf of the Chapter and of all records in connection  
308 therewith.  
309 • The Treasurer shall submit financial statements to the Chapter Board and  
310 to the membership in such form and frequency as the Board may direct, and  
311 to the Registrar of Societies as required by law.  
312 • Perform other duties as pertain to this office.  
313

314 Section 8: Duties of the Secretary

- 315  
316 • The Secretary shall report to the President and shall be responsible for the  
317 legal affairs, chapter reports, membership records, review of new  
318 membership applications and such other duties as may be authorized and  
319 delegated by the Chapter Board.  
320 • The Secretary shall keep the roll of the Membership of the Chapter; shall  
321 keep minutes of the proceedings at the regular membership and Chapter  
322 Board meetings; shall preserve communications pertaining to the affairs of  
323 the Chapter; and shall review for form and content the applications of new

memberships prior to submission to the Chapter Board for approval.

Section 9: Duties of Directors

- The Directors shall report to the President and will be responsible for the portfolio(s) assigned by the President and such other duties as may from time to time be assigned to him by the Chapter Board.

ARTICLE VI – NOMINTIONS AND ELECTION

Section 1: The Nominating Committee shall be appointed by the Chapter Board at nearest Board Meeting which is held more than 60 days from the date of the Annual General Meeting, and shall consist of three members who are not elected Officers of the Chapter.

The Nominating Committee shall report to the President and shall be responsible to source for nominations of likely candidates for the Chapter Board which includes a nomination notice to the membership at least 60 days prior to the Annual General Meeting. The Nomination Committee shall report to the membership at least 30 days prior to the Annual General Meeting and shall conduct the chapter elections during the Annual General Meeting.

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 or a motion is proposed by a member and supported by a two-thirds (2/3) vote from the floor.

Each Officer shall have consented to serve and shall have completed a Willingness to Serve and Conflict of Interest declarations.

Section 2: Chapter Elections

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

ARTICLE VII – CHAPTER BOARD

Section 1: Duties and Responsibilities

The Chapter Board shall be the governing body of this Chapter and its actions shall be final, unless and until countermanded by a resolution approved by a two-thirds vote at a general meeting.

The Chapter Board shall provide for an independent analysis of the financial affairs of the Chapter at least annually, and at such other times as it may deem advisable.

Section 2: Only members shall be eligible to serve on the Chapter Board.

Section 3: Meetings

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- a. The Chapter Board shall meet at least quarterly at a time and place selected by the Chapter Board.
  - b. Meetings may be called at any time by the President or three members of the Chapter Board.
  - c. At all meetings of the Chapter Board, the President, if present, shall act as the Chairman. In his absence the Chairman shall be the Vice President, if present. In the absence of both the President and the Vice President, the Secretary shall preside until the election of a Chairman which should take place immediately. 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.
  - d. Notice of meetings of the Chapter Board shall be given to each Director in writing not less than two weeks in advance of the meeting or as the Board may otherwise direct, but no failure in delivery of 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.

399 Section 4: Financial Authority

400  
401 The Chapter Board shall have the authority to:

- 402  
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406
- a. Approve the annual budget
  - b. Expend funds allotted in the approved budget

407 Section 5: Fiscal Year & Annual Financial Statements

408  
409 The fiscal year of the Chapter shall be the calendar year unless otherwise  
410 established by the Chapter Board.

411  
412 The Chapter Board shall ensure that annual financial statements are prepared,  
413 approved by the Chapter Board, presented to members at the annual general  
414 meeting, and submitted as part of the Chapter Annual Report to the  
415 Association.

416  
417 Section 6: Insurance

418  
419 The chapter board shall secure whatever insurance coverage is deem necessary  
420 to meet the needs of the Chapter.

421  
422 Section 7: Quorum

423  
424 A majority of the chapter board shall constitute a quorum for any chapter board  
425 meeting.

426  
427  
428 ARTICLE VIII – CHAPTER COMMITTEES

429  
430 Section 1: There shall be the following standing committees: Nominating Committee, and  
431 the Audit Committee.



- 432  
433 a. The Chairman and one other member of the Audit Committee shall be  
434 elected at the Annual General Meeting of the Chapter.  
435  
436 b. The Nominating Committee guidelines can be found in Article VI.  
437  
438 Section 2: The Audit Committee shall report to the President and shall be responsible to  
439 review and be satisfied with the fiscal year-end financial statements, which is  
440 audited by an External Auditor. The Chapter Board will appoint the External  
441 Auditor, who must be in possession of an audit license granted by the  
442 Accountant General's Office Pursuant to the Companies Act 1965.  
443  
444 Section 3: Other committees may be appointed by the President whenever deemed  
445 necessary, subject to the approval of the Chapter Board.  
446  
447

448 ARTICLE IX: INDEMNIFICATION  
449

- 450 Section 1: The Chapter shall indemnify any and all of its directors or officers or former  
451 directors or officers or any person who may have served at its request or by its  
452 election as a director or officer of another corporation, against expenses actually  
453 and necessarily incurred by them in connection with the defense or settlement of  
454 any action, suit or proceeding in which they, or any of them, are made parties,  
455 or a party, by reason of being or having been directors or a director or officer of  
456 the corporation or of such other corporation, except in relation to matters as to  
457 which any such director or officer or former director or officer or person shall  
458 be adjudged in such action, suit or proceeding to be liable for willful  
459 misconduct in performance of duty and to such matters as shall be settled by  
460 agreement predicated on existence of such liability.  
461  
462 Section 2: The indemnification provided hereby shall not be deemed exclusive of any other  
463 rights to which anyone seeking indemnification may be entitled under any  
464 bylaw, agreement, vote of members, or disinterested directors or otherwise, both  
465 as to action in his or her official capacity and as to action in another capacity  
466 while holding such office.  
467  
468

469 ARTILE X: PARLIAMENTARY AUTHORITY  
470

- 471 Section 1: The rules contained in the current edition of *Robert's Rules of Order Newly*  
472 *Revised* shall govern the chapter in all cases to which they are applicable and in  
473 which they are not inconsistent with these bylaws and any special rules the  
474 chapter may adopt.  
475  
476

477 ARTICLE XI - AMENDMENT OF BY-LAWS  
478

- 479 Section 1: The Chapter Board shall approve all suggested bylaw changes and forward  
480 them to the Membership Division of the Association, with changes indicated.  
481 The Association must give approval to all bylaw changes prior to them being  
482 submitted for a vote by chapter membership.  
483

484 Chapter bylaw amendments will be approved, at any chapter meeting, by a  
485 two-thirds (2/3) vote, provided that the amendment has been submitted in

486 writing at the previous meeting, or has been mailed or e-mailed to the entire  
487 Chapter membership at least ten (10) days prior to the meeting at which it will  
488 be considered. The Membership Division of the Association will be advised  
489 that the Bylaw amendments have been approved, and will be sent a copy of the  
490 approved version of the Bylaws.

491  
492 The Chapter Board shall conduct a periodic, ideally annual, comparison of the  
493 Chapter practices to the bylaws. The Chapter must ensure the compliance of  
494 the bylaws with the Association's bylaws and any applicable country or state  
495 requirements.  
496

497  
498 ARTICLE XII – DISSOLUTION  
499

500 Section 1: If dissolution of the Chapter becomes inevitable, these bylaws must be  
501 rescinded by a two-thirds (2/3) vote of the chapter membership after ten (10)  
502 days notice has been mailed to each member. In the event of dissolution, the  
503 Chapter shall notify the Chief Executive Officer of the Association, in writing,  
504 indicating the reason(s) for dissolution and shall return the Chapter charter and  
505 any other Chapter or Association documents to International Headquarters. All  
506 net assets shall be distributed to other selected ISACA chapters, or to a welfare,  
507 education, or civic project designated by the Chapter membership, pursuant to  
508 The Registrar of Societies Malaysia with the approval of the Association's  
509 International President and Chief Executive Officer.  
510

511  
512  
513 (Eddie Leng Siew Kheen)  
514 PRESIDENT (2014/2015)  
515

(Bryan Wong Biing Yaw)  
SECRETARY (2014/2015)