CHAPTER BY-LAWS

Persatuan Audit Dan Kawalan Sistem Maklumat — Bahagian Malaysia

(ISACA / Information Systems Audit and Control Association — Malaysia Chapter)

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CHAPTER BY-LAWS

Persatuan Audit Dan Kawalan Sistem Maklumat - Bahagian Malaysia

ARTICLE I - NAME AND ADDRESS

Section 1: The name of this organization shall be Persatuan Audit Dan Kawalan Sistem Maklumat - Bahagian Malaysia (Information Systems Audit and Control Association - Malaysia Chapter), and hereinafter referred to as the “Chapter”. The Information Systems Audit and Control Association (hereinafter referred to as the “Association”) is incorporated in the United States of America. 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 address of the Chapter shall be Unit 916, 9th Floor, Block A, Damansara Intan, 1, Jalan SS 20/27, 47400, Petaling Jaya, Malaysia. This address shall not be changed without the prior approval of the Registrar of Societies.

ARTICLE II - PURPOSE AND OBJECTIVES

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.

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 – MEMBERSHIP AND DUES

Section 1: The membership of the chapter is made up of Members, Retired Members,
Section 2: Members

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 hold office.

Section 3: Retired Members

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.

Section 4: Academic Advocates

Any faculty teaching member in functional disciplines such as audit, accounting, information systems, information security, cybersecurity, enterprise governance of IT/MIS, IT risk management and/or Executive Masters programs in Business and specialist Finance degree courses at universities and/or colleges offering one or more degree courses in these areas. Generally, the faculty member is expected to be a full- or part-time professor, or a recognized adjunct instructor at the educational institution.

Section 5: Student Members

Any full-time student currently enrolled in a degree program or an accredited college or university, subject to rules established by the Association Board. Student members shall be entitled to vote and hold office at the Chapter level.

Section 6: Membership in the Association

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

Section 7: Admissions

a. Potential members shall:
   i. Meet the requirements of membership as outlined in Article III.
   ii. Complete an Association membership application form.
   iii. Pay required dues to the Chapter and the Association.

b. Membership in the Association shall be conferred upon an individual when the Association has received the required Association dues for that individual.

Section 8: 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.
ARTICLE IV - CHAPTER MEETINGS

Section 1: Educational Sessions

Educational sessions of the Chapter membership shall be held every two months unless otherwise determined by the Chapter Board.

Section 2: Annual General Meeting

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

Section 3: Special Meetings

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

Section 4: Mail or Electronic Voting

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

Section 5: Quorum for Chapter Meetings

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

Section 6: Act of the Membership

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

Section 7: Notification

Members shall be notified 30 days in advance of the annual general meeting. Members shall be notified at least 15 days in advance of any regular meetings or special meetings, except in case of emergency. Notification may be by
postal mail, by email or by telephone.

ARTICLE V - CHAPTER OFFICERS AND DUTIES

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

Section 2: Term of Chapter Officers

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

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

Section 3: Vacancies

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

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

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

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

Section 4: Duties of Chapter Officers

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

Section 5: Duties of the President

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

- He shall be ex-officio a member of all committees except the Nominating Committee and the Audit Committee and shall have the general powers and duties and management usually vested in the office of the President, and he shall have such other powers and duties as may be prescribed by the
Section 6: Duties of the 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.
- Perform other duties as pertain to this office.

Section 7: Duties of the Treasurer

- 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 the Treasurer and such other duties as may from time to time be assigned to him by the Chapter Board.

- He shall have power to receive and to disburse such funds of the Chapter, subject to such restrictions as may be imposed by the Chapter Board, as shall be required in the conduct of its affairs and the carrying of its activities.

- The Treasurer shall be responsible for the preparation of an annual budget to be submitted to the Chapter Board for approval prior to the beginning of the fiscal year to which the budget is applicable.

- The Treasurer shall be responsible for the maintenance of the Chapter’s financial records and books. 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 approved by the Chapter Board.

- The Treasurer shall be responsible for keeping proper account of all such monies disbursed on behalf of the Chapter and of all records in connection therewith.

- The Treasurer shall submit financial statements to the Chapter Board and to the membership in such form and frequency as the Board may direct, and to the Registrar of Societies as required by law.

- Perform other duties as pertain to this office.

Section 8: Duties of the Secretary

- The Secretary shall report to the President and shall be responsible for the legal affairs, chapter reports, membership records, review of new membership applications and such other duties as may be authorized and delegated by the Chapter Board.

- The Secretary shall keep the roll of the Membership of the Chapter; shall keep minutes of the proceedings at the regular membership and Chapter Board meetings; shall preserve communications pertaining to the affairs of 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 – NOMINATIONS AND ELECTION

Section 1: The Nominating Committee shall be appointed by the Chapter Board at the 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

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 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
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.

Section 4: Financial Authority

The Chapter Board shall have the authority to:

a. Approve the annual budget

b. Expend funds allotted in the approved budget

Section 5: Fiscal Year & Annual Financial Statements

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

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 as part of the Chapter Annual Report to the Association.

Section 6: Insurance

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

Section 7: Quorum

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

ARTICLE VIII – CHAPTER COMMITTEES

Section 1: There shall be the following standing committees: Nominating Committee, and the Audit Committee.
a. The Chairman and one other member of the Audit Committee shall be elected at the Annual General Meeting of the Chapter.

b. The Nominating Committee guidelines can be found in Article VI.

Section 2: The Audit Committee shall report to the President and shall be responsible to review and be satisfied with the fiscal year-end financial statements, which is audited by an External Auditor. The Chapter Board will appoint the External Auditor, who must be in possession of an audit license granted by the Accountant General’s Office Pursuant to the Companies Act 1965.

Section 3: Other committees may be appointed by the President whenever deemed necessary, subject to the approval of the Chapter Board.

ARTICLE IX: 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 X: PARLIAMENTARY AUTHORITY

Section 1: 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 XI - AMENDMENT OF BY-LAWS

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.

Chapter bylaw amendments will be approved, at any chapter 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 ten (10) 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.

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 applicable country or state
requirements.

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 ten (10)
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
The Registrar of Societies Malaysia with the approval of the Association’s
International President and Chief Executive Officer.

(Eddie Leng Siew Kheen)  (Bryan Wong Biing Yaw)