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: Persatuan Audit Dan Kawalan Sistem Maklumat - Bahagian Malaysia (Information Systems Audit and Control Association - Malaysia Chapter), hereinafter referred to as “Chapter” affiliated with the Information Systems Audit and Control Association hereinafter referred to as “Association” and is subject to the Chapter Affiliation Agreement and other directives of the ISACA Board of Directors, , the Chapter is a legally independent entity from the Association as well as any other association, enterprise, or entity, and is responsible for its own legal and administrative affairs, including compliance with all applicable laws and regulations.

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 and provide networking opportunity 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, cybersecurity, privacy, control and assurance;

b. To encourage an open exchange of IT governance, IS audit, cybersecurity, 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, cybersecurity, privacy, control and assurance that can be of benefit to them and their employers;

d. To communicate to management, auditors, universities, and 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 support the Association’s professional certifications and certificates.
ARTICLE III – MEMBERSHIP AND DUES

Section 1. Membership Types and Qualifications

Membership in the Association is a requirement for membership in a Chapter. Membership types in the chapter will mirror membership types in the Association. Any member of the Association shall be eligible for membership in the Chapter with the same membership type, subject to rules established by the Association Board. Only the Association Board of Directors has the right to add or remove membership types in the Association. Membership types in Chapter are:

Professional Member—Any individual with a professional membership in the Association. Professional members of the Chapter shall be entitled to vote and to hold office at the Chapter level.

Retired Member—Any member of the Association, who presents proof of retirement status, subject to rules established by the Association Board. Retired members of the Chapter shall be entitled to vote and hold office at the Chapter level.

Student Member—Any member of the Association who is a 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 of the Chapter shall NOT be entitled to vote and hold office at the Chapter level.

Recent Graduate—Any member of the Association who graduated within the last two years from a recognized college or university, subject to rules established by the Association Board. Recent Graduate members shall be entitled to vote and hold office at the Chapter level.

Section 2: Admissions

a. Potential members shall:
   i. Meet the requirements of membership as outlined in Article III, Section 1.
   ii. Complete an Association membership application form.
   iii. Pay required Chapter and Association dues to the Association.

b. Membership in the Chapter shall be conferred upon an individual when the Association has accepted the membership application and received the required Association and chapter dues, for that individual.

Section 3 Dues

a. Association and Chapter dues must be paid annually, in full, to
the Association. Amount of Chapter dues shall be determined by
the Chapter Board of Directors.

b. A member shall forfeit membership in the Chapter and
Association, if dues have not been paid to the Association or
Chapter in compliance with terms set by the Association Board
of Directors, as required.

c. Resignation—Any member who resigns shall not be entitled to
a refund of his/her annual Association or Chapter dues.

Section 4. Member Termination
Only the Association has the authority to terminate Association and
Chapter membership of an individual. Termination of membership in
the Association, for whatever reason, shall automatically terminate
membership in the Chapter.

ARTICLE IV – CHAPTER MEETINGS

Section 1: Educational Sessions
Educational sessions of the Chapter membership shall be held at least
4 times every year unless otherwise determined by the Chapter Board.

Section 2: Annual General Meeting (AGM)
The Annual General Meeting shall be held in May 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: Electronic Meetings
Chapter meetings and educational sessions may be held in-person or
electronically, as long as all members can simultaneously hear each
other and participate during the meeting. The decision to hold a
meeting electronically shall be approved by the Chapter Board.

Section 5 In-person or Electronic Voting (NOT elections)
a. Any action that may be taken at any meeting of members may
be taken without a meeting, if the Chapter delivers a ballot to
every member entitled to vote on the matter.

b. The method of delivering the ballot may be by hand delivery,
postal mail, email or via secured and validated
electronic/internet-based tools.
c. A ballot must:
   1. Set forth each proposed action;
   2. Provide an opportunity to vote for or against each proposed action; and
   3. Approval by ballot pursuant to this section will be valid only when the number of votes cast by ballot equals or exceeds the required quorum, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter.

d. All solicitations for votes by written ballot must:
   • Be pre-approved by the Chapter Board or the membership at a Chapter meeting;
   • Indicate the number of responses needed to meet the quorum requirements;
   • State the percentage of approvals necessary to approve each matter;
   • Specify a reasonable time by which a ballot must be received by the Chapter in order to be counted; and
   • Be considered a special meeting for the purposes of these bylaws.

Section 6: Quorum for Chapter Meetings

The quorum for any annual general or special meeting, held in person or electronically, shall be twenty (20) members. In absence of quorum, the meeting will be adjourned, and reconvened two weeks later, unless otherwise determined by the Board. The new date and time will be communicated to members.

Section 7: Act of the Membership

As long as a quorum is present, the affirmative vote of the majority of the members present and voting at any chapter meeting shall constitute an act of the membership.

Section 8: 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 special meetings. 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 two immediate past Presidents of the Chapter could be invited to serve on the Chapter Board as advisors without any executive functions. All Officers of the Chapter, as per those listed in Article V, Section 1 above, whom will be 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 Chapter Board shall be allowed to decide whether to retain or leave the position vacant or to elect a new board member. If Chapter Board decides to elect a new board member, communications need to be made to members on a timely manner.

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

a. 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.

b. 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 Chapter Board or by the
Bylaws.
• Ensure all Chapter Board members have reviewed the
  Chapter Affiliation Agreement;
• Ensure the chapter is represented by a chapter leader at all
  ISACA chapter leadership events. Attendance of
  individual(s) should be approved by the chapter board.
• 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 AGM; such
  report to consist of reports from various Chapter officers
  and committees;

  c. Maintain communications with the Association and respond to
  Association inquiries.
  d. Be responsible for submission of the required annual Compliance
  documentation to the Association within 30 days after the annual
  general meeting.
  e. Supervise budgetary matters and proper internal control of
     finances.
     • Execute agreements authorized by the Chapter Board of
     Directors;
     • Ensure Chapter trainers for ISACA certifications are
     accredited by ISACA; and
  f. Perform other duties as pertain to the office of President, or which
     may be delegated by the Chapter Board.

Section 6: Duties of the Vice President

a. In the absence of the Chapter president, preside at meetings of the
   Chapter and the Chapter Board;

b. In the event the president is absent or unable, perform the duties
   of the President;

c. In the event of a vacancy in the office of President, assume the
   office of President; and

d. Perform other duties as pertain to this office.

Section 7: Duties of the Treasurer

a. Be custodian of Chapter funds;

b. 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;

c. If received locally, remit dues to the Association as required;

d. Submit a written report at each regular Chapter and Board
   meeting;

e. Along with the President, authorize expenditures from, or
   transfers of funds from/to the Chapter’s US Dollar account held
   at the Association;

f. Submit annual financial statements for presentation to the
   membership at the AGM;

g. Submit books and records for audit, if/when required;
Section 8: Duties of the Secretary

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

Section 9: The Immediate Past President of the Chapter shall:

a. Provide advice and guidance to the President and Chapter Board, and
b. Perform other duties as pertain to this office.

Section 10: Duties of Directors

a. 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 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 candidate 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 show of hands.
   • In the case of an emergency, such as a local, regional, national, or international disaster, pandemic, or state of emergency, the Chapter Board of Directors may determine that elections will be held electronically using a secure online voting tool and following the election rules as determined by local law and the Chapter Board of Directors.

ARTICLE VII – CHAPTER BOARD

Section 1: Composition of the Chapter Board

The Chapter Board shall consist of the officers listed in Article V, Section 1.

Section 2: Duties and Responsibilities

The Chapter Board shall:

a. Supervise the affairs and conduct the business of the Chapter;
b. Make recommendations to the membership;
c. Hold Chapter Board meetings—At least 4 meetings per year at a time and place determined by the Chapter Board. Special meetings of the Chapter Board may be called by the President and shall be called upon the written request of 5 members of the Board. Notice must be given to Chapter Board members at least 48 hours before a Special Meeting of the Chapter Board and must include the purpose of the meeting;
d. Regular or special meetings of the Chapter Board may be held electronically, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold electronic Chapter Board Meetings shall be approved by the Chapter President or the Chapter Board. A conference meeting must be arranged at least 48 hours in advance of the call. Each member should seek recognition from the chair before beginning to speak, and each member should identify himself or herself prior to speaking. Motions will be voted on by voice vote. If the chair has a problem determining the vote, he or she may call for a roll call vote. The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes. The minutes of the meeting shall be approved at the next in-person meeting.
e. 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.
f. 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.

g. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter, and in compliance with local law.

Section 3: Only members shall be eligible to serve on the Chapter Board.

Section 4: Financial Authority

The Chapter Board shall have the authority to:

a. Approve an annual budget within the first board meeting of every term with reference to the forecasted minimum operating expenses

b. Expend funds allotted in the approved budget

c. Review the approved annual budget for the term as and when needed.

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 and verified or audited—as required by local law and/or these chapter bylaws—by an individual(s), who is NOT a member of this chapter. The verification or audit will be approved by the Chapter Board, presented to members at the AGM, and submitted annually to the Association as part of compliance reporting.

Section 6: Insurance

The Chapter Board shall carry adequate insurance coverage at all times to insure the risk associated with the Chapter’s activities. The Chapter shall hold the Association harmless from any lawsuits, damages, other expenses or liabilities, arising out of the activities 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. There shall be a minimum of two (2) members elected as 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: Chapter shall indemnify, hold harmless, and defend ISACA and its parent, officers, directors, partners, members, shareholders, employees, agents, affiliates, successors and permitted assigns (“ISACA Indemnified Parties”) against any and all losses, damages, liabilities, deficiencies, claims, actions, lawsuits, judgments, settlements, interest, awards, penalties, fines, costs, or expenses of whatever kind, including reasonable attorneys' fees, fees, and the costs of enforcing any right to indemnification under the Chapter Affiliation Agreement and the cost of pursuing any insurance providers, incurred by the ISACA Indemnified Parties, arising out of or relating to any claim of a third party (“Claim”).

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 BYLAWS

Section 1: The Chapter Board shall approve all suggested bylaw changes and forward them to the Chapter Relations 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 Chapter Board should advise the Chapter Relations team at the Association after the bylaw amendments have been approved by the membership and send a copy of the final, approved version of the bylaws. If the bylaws were approved in a language other than English, an English translation of the same should be provided. If translation expenses are prohibitive, the Chapter can request the Association have the Chapter bylaws translated. Such request is subject to review and final approval by the Association.

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 present and voting at a Chapter meeting, after ten (10) days notice has been provided via postal mail or email 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 ISACA Global/the Association. 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.

(Goh Ser Yoong)  
PRESIDENT 2020/2021

(Adrian Foo Siok Ming)  
SECRETARY 2020/2021