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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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56 CHAPTER BY-LAWS

57 Persatuan Audit Dan Kawalan Sistem Maklumat - Bahagian Malaysia

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61 ARTICLE I - NAME AND ADDRESS

62
63 Section 1: Persatuan Audit Dan Kawalan Sistem Maklumat - Bahagian
64 Malaysia (Information Systems Audit and Control Association -
65 Malaysia Chapter), hereinafter referred to as "Chapter" affiliated
66 with the Information Systems Audit and Control
67 Association hereinafter referred to as "Association" and is subject to
68 the Chapter Affiliation Agreement and other directives of the ISACA
69 Board of Directors, , the Chapter is a legally independent entity from
70 the Association as well as any other association, enterprise, or entity,
71 and is responsible for its own legal and administrative affairs,
72 including compliance with all applicable laws and regulations.
73

74
75 Section 2: The address of the Chapter shall be Unit 916, 9th Floor, Block A,
76 Damansara Intan, 1, Jalan SS 20/27, 47400, Petaling Jaya, Malaysia.
77 This address shall not be changed without the prior approval of the
78 Registrar of Societies.
79

80 ARTICLE II - PURPOSE AND OBJECTIVES

81
82 Section 1: The primary purpose of the Chapter is to promote the education of
83 individuals and provide networking opportunity for the improvement
84 and development of their capabilities relating to the auditing of,
85 management consulting in, or direct management of the fields of IT
86 governance, IS audit, security, control and assurance.
87

88 The objectives of the Chapter are:

- 89 a. To promote the education of, and help expand the knowledge
90 and skills of its members in the interrelated fields of IT
91 governance, IS audit, cybersecurity, privacy, control and
92 assurance;
93
94 b. To encourage an open exchange of IT governance, IS audit,
95 cybersecurity, control, and assurance techniques, approaches,
96 and problem solving by its members;
97
98 c. To promote adequate communication to keep members abreast
99 of current events in IT governance, IS audit, cybersecurity,
100 privacy, control and assurance that can be of benefit to them and
101 their employers;
102
103 d. To communicate to management, auditors, universities, and IS
104 professionals the importance of establishing controls necessary
105 to ensure proper IT governance and the effective organization
106 and utilization of IT resources; and
107
108 a. (e) To support the Association's professional
109 certifications and certificates.
110

111
112 ARTICLE III – MEMBERSHIP AND DUES
113

114 Section 1.

Membership Types and Qualifications

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

123
124 Professional Member—Any individual with a professional
125 membership in the Association. Professional members of the Chapter
126 shall be entitled to vote and to hold office at the Chapter level.
127

128 Retired Member—Any member of the Association, who presents
129 proof of retirement status, subject to rules established by the
130 Association Board. Retired members of the Chapter shall be entitled
131 to vote and hold office at the Chapter level.
132

133 Student Member—Any member of the Association who is a full-time
134 student currently enrolled in a degree program of an accredited
135 college or university, subject to rules established by the Association
136 Board. Student members of the Chapter shall NOT be entitled to vote
137 and hold office at the Chapter level.
138

139 Recent Graduate—Any member of the Association who graduated
140 within the last two years from a recognized college or university,
141 subject to rules established by the Association Board. Recent
142 Graduate members shall be entitled to vote and hold office at the
143 Chapter level.
144

145
146 Section 2:

Admissions

- 147
148 a. Potential members shall:
149 i. Meet the requirements of membership as outlined in
150 Article III, Section 1.
151 ii. Complete an Association membership application
152 form.
153 iii. Pay required Chapter and Association dues to the
154 Association.
155 iv. Follow the Code of Professional Ethics of the
156 Association.
157
158 b. Membership in the Chapter shall be conferred upon an
159 individual when the Association has accepted the membership
160 application and received the required Association and chapter
161 dues, for that individual.
162

163
164 Section 3

Dues

- 165 a. Association and Chapter dues must be paid annually, in full, to

- 166 the Association. Amount of Chapter dues shall be determined by
167 the Chapter Board of Directors.
- 168 b. A member shall forfeit membership in the Chapter and
169 Association, if dues have not been paid to the Association or
170 Chapter in compliance with terms set by the Association Board
171 of Directors, as required.
- 172 c. Resignation—Any member who resigns shall not be entitled to
173 a refund of his/her annual Association or Chapter dues.
174

175

176 Section 4. Member Termination
177 Only the Association has the authority to terminate Association and
178 Chapter membership of an individual. Termination of membership in
179 the Association, for whatever reason, shall automatically terminate
180 membership in the Chapter.
181

182 ARTICLE IV – CHAPTER MEETINGS

183

184

185 Section 1: Educational Sessions

186

187 Educational sessions of the Chapter membership shall be held at least
188 4 times every year unless otherwise determined by the Chapter Board.
189

190

191 Section 2: Annual General Meeting (AGM)

192

193 The Annual General Meeting shall be held in May on a date and at a
194 time and place to be decided by the Chapter Board, and shall be for
195 the purpose of electing officers, receiving reports of officers and
196 committees, and for any other business that may arise.
197

198

199 Section 3: Special Meetings

200

201 Special meetings may be called by the President, the Chapter Board
202 or upon written request by twenty (20) of the members. The purpose
203 of the meeting shall be stated in the call.
204

205

206 Section 4: Electronic Meetings

207

208 Chapter meetings and educational sessions may be held in-person or
209 electronically, as long as all members can simultaneously hear each
210 other and participate during the meeting. The decision to hold a
211 meeting electronically shall be approved by the Chapter Board.
212

213

214 Section 5 In-person or Electronic Voting (NOT elections)

215 a. Any action that may be taken at any meeting of members may
216 be taken without a meeting, if the Chapter delivers a ballot to
217 every member entitled to vote on the matter.

218 b. The method of delivering the ballot may be by hand delivery,
219 postal mail, email or via secured and validated
220 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

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

281
282 b. No member shall hold more than one chapter office at a time and
283 no member shall be eligible to serve more than two consecutive
284 terms in the same Chapter office. The two immediate past
285 Presidents of the Chapter could be invited to serve on the
286 Chapter Board as advisors without any executive functions. All
287 Officers of the Chapter, as per those listed in Article V, Section
288 1 above, whom will be performing executive functions, shall be
289 Malaysian citizens.

290
291
292 Section 3:

Vacancies

293
294 a. If a vacancy should occur in the office of President, the vacancy
295 shall be filled by the Vice-President.

296
297 b. If a vacancy should occur in any other office, except that of
298 Immediate Past President, the Chapter Board shall be allowed to
299 decide whether to ~~retain~~ leave the position vacant or to elect a
300 new board member. If Chapter Board decides to elect a new board
301 member, communications need to be made to members on a
302 timely manner.

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

305
306 d. If a Chapter officer's membership in the Association shall for any
307 reason terminate, that individual's position as Chapter officer
308 shall automatically become vacant.

309
310
311 Section 4:

Duties of Chapter Officers

312
313 The Chapter Officers shall perform the duties prescribed by these
314 bylaws, and the parliamentary authority adopted by the Chapter. The
315 Chapter Board will be responsible to develop and implement the
316 Chapter training and development events, and members' events
317 during the term of the Chapter Board.

318
319
320 Section 5:

Duties of the President

321
322 a. The President shall serve as chairman of the Chapter Board and
323 shall, in addition, be the chief executive officer of the Chapter
324 and shall, subject to the control of the Chapter Board, have
325 supervision, direction, and control of the business and affairs of
326 the Chapter. He shall preside at all meetings of the membership.

327 b. He shall be ex-officio a member of all committees except the
328 Nominating Committee and the Audit Committee and shall have
329 the general powers and duties and management usually vested in
330 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;

- h. File any and all required tax forms; and
- i. Perform other duties as pertain to this office.

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

495 Director in writing not less than two weeks in advance of the
496 meeting or as the Board may otherwise direct, but no failure in
497 delivery of such notices shall invalidate the meeting or any
498 action taken or proceedings thereat. Notice may be waived by
499 unanimous consent of the Directors in writing.

500 g. Perform the duties prescribed in these bylaws and the
501 parliamentary authority adopted by the Chapter, and in
502 compliance with local law.
503

504
505 Section 3: Only members shall be eligible to serve on the Chapter Board.
506

507
508 Section 4: Financial Authority
509

510 The Chapter Board shall have the authority to:
511

512 a. Approve an annual budget within the first board meeting of
513 every term with reference to the forecasted minimum operating
514 expenses
515

516 b. Expend funds allotted in the approved budget
517

518 c. Review the approved annual budget for the term as and when
519 needed.
520

521
522 Section 5: Fiscal Year & Annual Financial Statements
523

524 The fiscal year of the Chapter shall be the calendar year unless
525 otherwise established by the Chapter Board.
526

527 The Chapter Board shall ensure that annual financial statements are
528 prepared and verified or audited—as required by local law and/or
529 these chapter bylaws—by an individual(s), who is NOT a member of
530 this chapter. The verification or audit will be approved by the Chapter
531 Board, presented to members at the AGM, and submitted annually to
532 the Association as part of compliance reporting.
533

534
535 Section 6: Insurance
536

537 The Chapter Board shall carry adequate insurance coverage at all
538 times to insure the risk associated with the Chapter's activities. The
539 Chapter shall hold the Association harmless from any lawsuits,
540 damages, other expenses or liabilities, arising out of the activities of
541 the Chapter.
542

543
544 Section 7: Quorum
545

546 A majority of the chapter board shall constitute a quorum for any
547 chapter board meeting.
548
549

550 ARTICLE VIII – CHAPTER COMMITTEES

551
552 Section 1: There shall be the following standing committees: Nominating
553 Committee, and the Audit Committee.

554
555 a. There shall be a minimum of two (2) members elected as the
556 Audit Committee shall be elected at the Annual General Meeting
557 of the Chapter.

558
559 b. The Nominating Committee guidelines can be found in Article
560 VI.

561
562
563 Section 2: The Audit Committee shall report to the President and shall be
564 responsible to review and be satisfied with the fiscal year-end
565 financial statements, which is audited by an External Auditor. The
566 Chapter Board will appoint the External Auditor, who must be in
567 possession of an audit license granted by the Accountant General's
568 Office Pursuant to the Companies Act 1965.

569
570
571 Section 3: Other committees may be appointed by the President whenever
572 deemed necessary, subject to the approval of the Chapter Board.

573
574 ARTICLE IX: INDEMNIFICATION

575
576 Section 1: Chapter shall indemnify, hold harmless, and defend ISACA and its
577 parent, officers, directors, partners, members, shareholders,
578 employees, agents, affiliates, successors and permitted assigns
579 ("ISACA Indemnified Parties") against any and all losses, damages,
580 liabilities, deficiencies, claims, actions, lawsuits, judgments,
581 settlements, interest, awards, penalties, fines, costs, or expenses of
582 whatever kind, including reasonable attorneys' fees, fees, and the
583 costs of enforcing any right to indemnification under the Chapter
584 Affiliation Agreement and the cost of pursuing any insurance
585 providers, incurred by the ISACA Indemnified Parties, arising out of
586 or relating to any claim of a third party ("Claim").

587
588
589 ARTICLE X: PARLIAMENTARY AUTHORITY

590
591 Section 1: The rules contained in the current edition of *Robert's Rules of Order*
592 *Newly Revised* shall govern the chapter in all cases to which they are
593 applicable and in which they are not inconsistent with these bylaws
594 and any special rules the chapter may adopt.

595
596
597 ARTICLE XI - AMENDMENT OF BYLAWS

598
599 Section 1: The Chapter Board shall approve all suggested bylaw changes and
600 forward them to the Chapter Relations Division of the Association,
601 with changes indicated.

602
603 The Association must give approval to all bylaw changes prior to
604 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