

**CHAPTER BY-LAWS**

Persatuan Audit Dan Kawalan Sistem Maklumat – Bahagian Malaysia

(Information Systems Audit and Control Association – Malaysia Chapter)

**ARTICLE**

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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, 9<sup>th</sup> 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 purpose of the Chapter is to promote the education of the individual for the improvement and development of his capabilities relating to auditing and/or management consulting in the field of IS audit, security and control. More specifically the objectives of the Association are:

- (a) to promote the education of, and help expand the knowledge and skills of its members in the inter-related fields of Auditing, quality assurance, security, IS audit and control, and IT governance;
- (b) to encourage an open exchange of IS audit and control, quality assurance, and security techniques , approaches, and problem solving by its members;
- (c) to promote adequate communication to keep members abreast of current events in IS audit and control, quality assurance, and security fields that can be beneficial to them and their employers;
- (d) to communicate to management, auditors, universities, and to IS professionals the importance of establishing controls necessary to ensure the effective organization and utilization of IT resources, and;
- (e) to promote the Association’s professional certifications,

ARTICLE III – MEMBERSHIP

Section 1: The membership of the chapter is made up of Members and Student 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.

- 81 Section 3: Student Members  
82  
83 Any full-time student currently enrolled in a recognized university or university  
84 college, and engaged in the study of auditing or data processing, may be admitted as a  
85 non-voting and non-office holding Student Member.  
86
- 87 Section 4: Membership in the Association  
88  
89 Membership in the Association is a requirement for membership in the Chapter.  
90 Therefore, upon joining the Chapter, a person must also join the Association, with  
91 accompanying rights and responsibilities.  
92
- 93 Section 5: Admissions  
94  
95 a. Potential members shall:  
96 1. Meet the requirements of membership as outlined in Article III, Section 1.  
97 2. Complete an Association membership application form.  
98 3. Pay required dues to the Chapter and the Association  
99 b. Membership in the Association shall be conferred upon an individual when the  
100 Association has received the required Association dues for that individual.  
101
- 102 Section 6: Dues  
103  
104 a. Chapter dues shall be payable on or before 1 January of each year, in an amount  
105 determined by the Chapter Board, plus Association dues.  
106 b. A member whose dues are in arrears for more than 60 days shall no longer be  
107 deemed a member.  
108 c. A member shall forfeit membership if dues have not been paid to the Association  
109 and to the Chapter as required.  
110

## 111 ARTICLE IV FINANCES

- 112 Section 1: Fiscal Year  
113  
114 The fiscal year of the Chapter shall be the calendar year.  
115  
116  
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## 118 ARTICLE V CHAPTER BOARD

- 119 Section 1: The Chapter Board shall consist of the Officers and six elective Directors, all of whom  
120 shall be proposed and seconded and elected by a majority vote each year and shall  
121 serve until their successors shall have been elected. Each Officer and Director shall  
122 serve no more than two consecutive elective years in the same office. The last two past  
123 Presidents of the Chapter shall be invited to serve on the Chapter Board. All Directors  
124 and Officers performing executive functions shall be Malaysian citizens.  
125  
126  
127
- 128 Section 2: Vacancies  
129  
130 If the office of any Director, specified in Section 1 of this Article, shall become vacant  
131 for any cause, a majority of the remaining members of the Chapter Board then in  
132 office shall appoint a Chapter member to fill the unexpired portion of his term.  
133
- 134 Section 3: Duties and Responsibilities  
135 The Chapter Board shall be the governing body of this Chapter and its actions shall be  
136 final, unless and until countermanded by a resolution approved by a two-thirds vote at

- 137 a general meeting.  
138  
139 The Chapter Board shall provide for an independent analysis of the financial affairs of  
140 the Chapter at least annually, and at such other times as it may deem advisable.  
141  
142 Section 4: Each Director shall serve as chairman of such standing committees as may be assigned  
143 by the President, and ratified by the Chapter Board.  
144  
145 Section 5: Only regular members shall be eligible to serve on the Chapter Board.  
146  
147 Section 6: Meetings  
148  
149 a. The Chapter Board shall meet at least quarterly at a time and place selected by the  
150 Chapter Board.  
151  
152 b. Meetings may be called at any time by the President or three members of the  
153 Chapter Board.  
154  
155 c. A majority of members of the Chapter Board then in office shall constitute a  
156 quorum.  
157  
158 d. At all meetings of the Chapter Board, the President, if present, shall act as the  
159 Chairman. In his absence the Chairman shall be the Vice President, if present. In  
160 the absence of both the President and the Vice President, the Secretary shall  
161 preside until the election of a Chairman which should take place immediately.  
162 The members of the Chapter Board who are present in person shall by majority  
163 vote choose one among them to act as Chairman for that meeting.  
164  
165 e. Notice of meetings of the Chapter Board shall be given to each Director in writing  
166 not less than two weeks in advance of the meeting or as the Board may otherwise  
167 direct, but no failure in delivery of such notices shall invalidate the meeting or  
168 any action taken or proceedings thereat. Notice may be waived by unanimous  
169 consent of the Directors in writing.  
170

171  
172 ARTICLE VI— OFFICERS AND DUTIES  
173

174 Section 1: The Officers of this Chapter shall be the President, Vice President, Secretary and  
175 Treasurer.  
176

177 Section 2: Duties of the President  
178

179 The President shall serve as chairman of the Chapter Board and shall, in addition, be  
180 the chief executive officer of the Chapter and shall, subject to the control of the  
181 Chapter Board, have supervision, direction, and control of the business and affairs of  
182 the Chapter. He shall preside at all meetings of the membership. He shall be ex-officio  
183 a member of all committees except the Nominating Committee and the Audit  
184 Committee and shall have the general powers and duties and management usually  
185 vested in the office of the President, and he shall have such other powers and duties as  
186 may be prescribed by the Chapter Board or by the By-Laws. He shall represent the  
187 Chapter at Leadership Conference/President Council Meeting(s). Maintain  
188 communications with the Association and respond to Association inquiries. Be  
189 responsible for submission of the chapter annual report to the Association within 30  
190 days after the annual general meeting. Supervise budgetary matters and proper  
191 internal control of finances.

192 Section 3: Duties of the Vice President  
193

194 The Vice President shall report to the President and, in the absence of or disability of  
195 the President shall perform all the duties of the President.

196  
197 Section 4: Treasurer

198  
199 The Treasurer shall report to the President and shall be responsible for the financial  
200 affairs of the Chapter, for the performance of all duties incident to the office of the  
201 Treasurer and such other duties as may from time to time be assigned to him by  
202 the Chapter Board. He shall have power to receive and to disburse such funds of  
203 the Chapter, subject to such restrictions as may be imposed by the Chapter  
204 Board, as shall be required in the conduct of its affairs and the carrying of its  
205 activities.

206  
207 The Treasurer shall be responsible for the preparation of an annual budget to be  
208 submitted to the Chapter Board for approval prior to the beginning of the fiscal year to  
209 which the budget is applicable.

210  
211 The Treasurer shall be responsible for the maintenance of the Chapter's financial  
212 records and books. All monies due and payable to the Chapter from any source shall be  
213 received by the Treasurer and deposited to the credit of the Chapter in banks or other  
214 depositories approved by the Chapter Board, The Treasurer shall be responsible for  
215 keeping proper account of all such monies disbursed on behalf of the Chapter and of all  
216 records in connection therewith. The Treasurer and another member of the Chapter  
217 Board so designated by the Chapter Board, acting jointly, shall sign any cheque, draft or  
218 other order of the Chapter for payment of money.

219  
220 The Treasurer shall submit financial statements to the Chapter Board and to the  
221 membership in such form and frequency as the Board may direct, and to the Registrar of  
222 Societies as required by law.

223  
224 Section 5: Secretary

225  
226 The Secretary shall report to the President and shall be responsible for the legal affairs,  
227 chapter reports, membership records, review of new membership applications and such  
228 other duties as may be authorized and delegated by the Chapter Board.

229  
230 The Secretary shall keep the roll of the Membership of the Chapter; shall keep minutes  
231 of the proceedings at the regular membership and Chapter Board meetings; shall  
232 preserve communications pertaining to the affairs of the Chapter; and shall review for  
233 form and content the applications of new memberships prior to submission to the  
234 Chapter Board for approval.

235  
236 Section 6: Only members shall be eligible to serve as an Officer.

237  
238 ARTICLE VII - COMMITTEES

239  
240 Section 1: Standing committees shall be: the Membership Committee, the Programme  
241 Committee, the Publicity and Publications Committee, the Nominating Committee,  
242 the Education Committee, and the Audit Committee.

- 243  
244  
245 a. The Chairman of these Committees except the Audit Committee shall be  
246 appointed by the President and ratified by the Chapter Board. The Chairman and  
247 one other member of the Audit Committee shall be elected at the Annual General  
248 Meeting of the Chapter.
- 249 b. Each Committee Chairman shall appoint the members of his committee, subject  
250 to the approval of the President.

- 251  
252 Section 2: The Membership Committee shall report to the President and shall be responsible for  
253 promoting interest in the Chapter, conducting membership drives, and recommending  
254 applicants for membership.  
255
- 256 Section 3: The Programme Committee shall report to the President and shall be responsible for  
257 preparing and recommending the Chapter programmes for the year, including a  
258 schedule of meeting dates, obtaining speakers for all programmes, presiding at the  
259 speaker's programme at each meeting, and maintaining a library of programme topics  
260 and speakers.  
261
- 262 Section 4: The Publicity and Publications Committee shall report to the President and shall be  
263 responsible for publicizing all Chapter activities during the year, assisting in  
264 publicizing major events and accomplishments of the Association, publishing the  
265 Chapter Newsletter, developing and recommending Chapter editorial policies, and  
266 soliciting articles for the Chapter Newsletter, subject to the approval of the relevant  
267 authorities.  
268
- 269 Section 5: The Nominating Committee shall be appointed by the Chapter Board and shall consist  
270 of three members who are not Officers of the Chapter. This committee shall report to  
271 the President and shall be responsible for preparing a list of nominations of likely  
272 candidates for the Chapter Board at least 60 days prior to the Annual General Meeting  
273 of the Chapter.  
274
- 275 Section 6: The Education Committee shall report to the President and shall be responsible for  
276 making known existing programmes of continuing professional education for  
277 members of this Chapter. This committee will cooperate with universities, the  
278 Association and others to establish courses and seminars for members which will be  
279 of benefit in their effort to further their professional education.  
280
- 281 Section 7: The Audit Committee shall report to the President and shall be responsible for  
282 auditing the Chapter books at the fiscal year-end and at the change of officers, whether  
283 the change be by election or vacancy. – Appoint External Auditor – report to the BOD  
284
- 285 Section 8: Other committees may be appointed by the President whenever deemed necessary,  
286 subject to the approval of the Chapter Board.  
287  
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## 289 ARTICLE VIII – GENERAL MEETINGS

- 290
- 291 Section 1: Annual General Meeting
- 292
- 293 a. An Annual General Meeting of the Chapter shall be held as soon as possible after  
294 the close of each fiscal year on a date and at a time and place to be decided by the  
295 Chapter Board. The business of the Annual General Meeting shall be for the  
296 purpose of electing officers, receiving reports of officers and committees,  
297 and for any other business that may arise.  
298
- 299 b. Notice of the Annual General Meeting shall be sent by the Secretary to all  
300 members not later than 15 days before the date fixed for the meeting, and this  
301 notice shall be accompanied by an agenda including copies of minutes and reports,  
302 motions and election nominations, together with the audited accounts of the  
303 Chapter for the previous year.  
304
- 305 Section 2: Special General Meeting
- 306
- 307 a. A Special General Meeting of the Chapter shall be convened whenever the

308 Chapter Board deems it desirable, or at the joint request in writing of not less than  
309 twenty members stating the objects and reasons for such meeting.  
310  
311 b. A Special General Meeting requisitioned by members shall be convened for a  
312 date within 30 days of the receipt of such requisition.  
313  
314 c. Notice and agenda for a Special General Meeting shall be forwarded by the  
315 Secretary to all members at least 15 days before the date fixed for the meeting.  
316

317 Section 3: Quorum  
318  
319 a. At least twenty members must be present at an Annual or Special General  
320 Meeting for its proceedings to be valid and constitute a quorum.  
321  
322

### 323 ARTICLE IX - AMENDMENT OF BY-LAWS

324  
325 Section 1: The Chapter shall forward all bylaws amendments to the Association, with changes  
326 indicated, as the Association Membership Board must give approval to all bylaws  
327 amendments prior to submitting them for a vote by the Chapter membership. The  
328 Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter  
329 practices to the bylaws. The Chapter Board must ensure the compliance of the bylaws  
330 with the Association's bylaws and applicable country requirements.  
331

332 Section 2: These bylaws may be amended at any regular meeting by a two-thirds (2/3) vote  
333 provided that the amendment has been submitted in writing at the previous regular  
334 meeting, or has been mailed to the entire Chapter membership at least ten (10) days  
335 prior to the meeting at which it will be considered.  
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337  
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### 339 ARTICLE X - DISSOLUTION

340  
341 To effect dissolution of the Chapter, these bylaws must be rescinded by a two-thirds  
342 (2/3) vote of the Chapter membership after ten (10) days notice has been mailed to  
343 each member. In the event of dissolution, the Chapter shall notify the Chief Executive  
344 Officer of the Association, in writing, indicating the reason(s) for dissolution and shall  
345 return the Chapter charter and any other Chapter or Association documents to  
346 International Headquarters. All net assets shall go to a welfare, education or civic  
347 project designated by the Chapter membership, pursuant to the appropriate country  
348 governing code with the approval of the Association's International President and  
349 Chief Executive Officer.  
350

351 (Nickson Choo Wei Sin)  
352 PRESIDENT

( Nordin Mahamud)  
SECRETARY