

**CONSTITUTION
(ISC)2 MALAYSIA CHAPTER**

CLAUSE 1 NAME

1. The Association shall be known as

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Hereinafter referred to as "the Association".

2. Meaning of name : **(ISC)2 - International Information Systems Security Certification Consortium Malaysia Chapter - Bahagian Malaysia**
3. Level : **Lain-lain**

CLAUSE 2 ADDRESS

1. The registered address is

**A-11-01, EMPIRE OFFICE TOWER, JALAN SS16/1, 47500
SUBANG JAYA SELANGOR**

or at such other place as may from time to time be decided by the Committee; and the postal address is

**A-11-01, EMPIRE OFFICE TOWER, JALAN SS16/1, 47500
SUBANG JAYA SELANGOR**

2. The registered and postal addresses shall not be changed without the prior approval of the Registrar of Societies.

CLAUSE 3 OBJECTIVE

The purpose of ISC2MY shall be, as set forth in its Bylaws to be an approved Chapter of (ISC)2 and in such capacity promote an interest in the information security field and otherwise support the mission of (ISC)2.

In furtherance of such purpose, ISC2MY shall carry out activities appropriate to its legal and tax status and in compliance with the Chapter Affiliation Agreement with (ISC)2.

The objectives of ISC2MY shall be:

- a. To make the society safer by improving efficiency, effectiveness and resiliency of information-dependent economies through information security education
- b. To promote the interest & education of, and help expand the knowledge of the individual for the improvement and development of members' capabilities relating to information security and related fields
- c. To encourage open exchange of information security amongst members

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- d. To promote adequate communications to keep members abreast of current events in information security and relevant fields that can be beneficial to them and their employees
- e. To communicate to management, professionals, universities and research agencies the importance of information security necessary to ensure the effective organization and utilization of their resources
- f. To promote the Association's professional certifications

CLAUSE 4 MEMBERSHIP

4.1 Membership Category

The membership of ISC2MY is made up of Professional Members, Associate Members and Student Members.

4.1.1 Professional Members

- a. Professionals who have taken and passed one of the (ISC)2 credential exams (ie. CISSP, CGRC, SSCP, CSSLP, CC and other (ISC)2 credentials), and have completed the endorsement process.
- b. Professionals interested in the purpose and objectives of ISC2MY shall be eligible for membership in ISC2MY, subject to these Bylaws established by ISC2MY and (ISC)2.
- c. Professionals who are in good standing as a member of (ISC)2.
- d. Professional Members shall be entitled to vote.
- e. Only Professional Members shall hold office.
- f. Must be Malaysian citizen or Malaysian permanent resident

4.1.2 Associate Members

- a. Any persons interested in the purpose and objectives of ISC2MY
- b. Associate Members are not entitled to vote or hold office.

4.1.3 Student Members

- a. Any full-time student currently enrolled in a recognized university or university college, and engaged in the study of relevant fields, may be admitted as non-voting and non-office holding Student Members.
- b. Student Members are not entitled to vote or hold office

4.1.4 Professional Members (Non-Malaysian)

- a. Professionals who have taken and passed one of the (ISC)2 credential exams (ie. CISSP, CGRC, SSCP, CSSLP, CC and other (ISC)2 credentials), and have completed the endorsement process.
- b. Professionals interested in the purpose and objectives of ISC2MY shall be eligible for membership in ISC2MY, subject to these Bylaws established by ISC2MY and (ISC)2.

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- c. Professionals who are in good standing as a member of (ISC)2.
- d. Professional Members (Non-Malaysian) shall not be entitled to vote.
- e. Professional Members (Non-Malaysian) shall not hold office.
- f. Must be non-Malaysian citizen

4.2 Admission

Potential members shall:

- a. Meet the requirements of membership outlined in CLAUSE 4.1
- b. Complete the ISC2MY membership application
- c. Pay required dues to ISC2MY

Membership in ISC2MY shall be conferred upon an individual when ISC2MY has received the required ISC2MY dues for that individual.

CLAUSE 5 RESIGNATION AND TERMINATION

Except as otherwise set forth in this section, a member or director may be removed or suspended with cause by the vote of two-third (2/3) of the members present in person at a meeting of members where a quorum exists. Before a member or director may be removed or suspended, the member, or director shall be given at least ten (10) days' notice of the proposed removal or suspension and the reasons therefor and an opportunity to be heard at the meeting.

Any member or director who engages in conduct harmful to the interests of ISC2MY may be removed or suspended by the directors at any meeting and without providing notice or an opportunity to be heard by such person.

Any director who fails to attend two (2) successive Chapter Board meetings without satisfactory explanation, or otherwise neglects his/her duties may be removed by a majority vote of the remaining directors.

A member or director who is removed or suspended by the directors may be reinstated by a vote of two-thirds (2/3) of the members present in person at a meeting of members if a quorum exists.

CLAUSE 6 SOURCE OF INCOME

ISC2MY derives its income from annual membership fees paid by registered members and events organized by ISC2MY.

6.1 Registration Fees and Subscriptions Fees

The registration fee and subscription payable shall be as follows:

- a. Registration fee RM50.00 (Ringgit Malaysia Fifty only)
- b. Annual subscription fees:

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- i. Professional Members RM100.00 (Ringgit Malaysia One hundred only)
- ii. Associate Members RM50.00 (Ringgit Malaysia Fifty only)
- iii. Student Members RM30.00 (Ringgit Malaysia Thirty only)

All annual subscription shall be payable to the ISC2MY in advance within 30 days of the first of each year or before the subscription end date.

6.2 Dues

Any member who allows his/her arrears to exceed two (2) months from date due shall be denied the privileges of membership until he/she settles his/her account. His/her membership shall be suspended.

Any member who allows his/her arrears to exceed three (3) months from date due shall automatically cease to be a member of ISC2MY.

Suspended member may be reinstated at the discretion of the Chapter Board upon receipt of his/her application, payment of dues owed, and payment of a reinstatement fee to be set by the Chapter Board.

Special subscriptions or levies for particular purposes may be raised from members by resolution of the Annual General Meeting of ISC2MY. If any member fails to pay such subscription within such period as may be resolved, the amount due shall be treated in the same way as arrears of annual subscription.

6.3 Gifts and Sponsorship

No gifts and sponsorship for ISC2MY must be accepted without prior approval of the Chapter Board.

CLAUSE 7 GENERAL MEETING

7.1 Annual General Meeting

There shall be held an Annual General Meeting of members for the purpose of electing the Chapter Board of ISC2MY and considering any other business properly brought before the members. The Annual General Meeting of members shall be held on the date, location and time as determined by the Chapter Board.

An Annual General Meeting of ISC2MY shall be held as soon as possible after the close of each financial year but not later than April on a date and a time and place to be decided by the Chapter Board. The business of the Annual General Meeting shall be:-

- a. To receive the minutes of the previous Annual General Meeting;
- b. To receive the directors' report on the working of ISC2MY during the previous year;

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- c. To receive the Treasurers' report and the audited accounts of ISC2MY for the previous year;
- d. To elect the directors and to appoint auditors for the ensuing year;
- e. To deal with such other matters as may be put before it.

The Secretary shall send to all members at least fifteen (15) days before the meeting an agenda including copies of minutes and reports, together with the audited accounts of ISC2MY for the previous year. Copies of these documents will also be made available at the registered place of business of ISC2MY for the perusal of members.

In the event that the Annual General Meeting is not held on such date, a Special General Meeting in lieu of the Annual General Meeting may be held with all the force and effect of an Annual General Meeting.

7.2 Special General Meetings

A Special General Meeting of ISC2MY shall be convened:-

- a. Whenever the President or the directors deems it desirable; or
- b. At the joint request in writing of not less than twice the number of Chapter Board members, stating the objects and reasons for such meeting.
- c. A Special General Meeting requisitioned by members shall be convened for a date within thirty days of the receipt of such requisition.

Notice and agenda for a Special General Meeting shall be forwarded by the Secretary to all members at least fifteen (15) days before the date fixed for the meeting.

7.3 Notice of Meetings

Except as otherwise required by law or ISC2MY Bylaws, notice of the time and place of each meeting of the members shall be given to each member by notification at least fifteen (15) days before the meeting.

7.4 Quorum

At least twice the number of office bearers, or 50% (fifty percent) of members, whichever is lesser, must be present at General Meeting.

7.5 Action by Vote

Each voting member in good standing shall have one vote. When a quorum is present at any meeting, a plurality of the votes properly cast by members present in person shall be necessary and sufficient for the election of Chapter Board and a simple majority of the votes properly cast by members present in person shall decide any other question, unless otherwise provided by law or these ISC2MY Bylaws.

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Proxy voting by members are not permitted.

CLAUSE 8 COMMITTEE

8.1 Number, Election and Qualification

The Chapter Board shall be those persons listed as having the powers of directors in ISC2MY. The Chapter Board shall consist of the elective four (4) Chapter Officers and three (3) Chapter Committees, all of whom shall be proposed and seconded and elected by a simple majority vote each year at the Annual General Meeting, and shall serve until their successors shall have been elected.

All directors performing Chapter Board functions shall be ISC2MY Professional Member of Malaysian citizens, and in good standing.

8.2 Powers

The affairs of ISC2MY shall be managed by the directors who shall have and may exercise all the powers of ISC2MY, except those powers reserved to the members by law or these ISC2MY Bylaws. Each director shall serve as Chairman of such standing committees as may be assigned by the President, and ratified by the Chapter Board.

8.3 Term of Office

Each director shall be elected to serve until the next Annual General Meeting and until his/her successor is duly elected and qualified, or he/she sooner dies, resigns, is removed, disqualified, or is no longer a member in good standing.

Each director shall serve no more than two (2) consecutive elective years in the same role.

8.4 Conflicts of Interest

The directors owe a fiduciary duty to ISC2MY to act in good faith and in a manner that they reasonably believe to be in ISC2MY's best interests. This duty of loyalty requires ISC2MY's directors to exercise independent judgment on behalf of ISC2MY, placing ISC2MY's best interests ahead of personal interests.

8.5 Vacancies

Any vacancy in the Chapter Board, including a vacancy resulting from the enlargement of the Board, may be filled by the professional members or, in the absence of professional member action to fill a vacancy in the Chapter Board, by the directors by vote of a majority of the directors then in office.

Each such successor shall hold office for the unexpired term and until his/her successor is chosen and qualified, or in each case until he/she sooner dies, resigns, is removed, becomes disqualified, or is

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no longer a member in good standing. The members and the directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

8.6 Nominating Committee

At least two (2) months before the Annual General Meeting, the directors shall appoint a committee of at least three (3) professional members, which shall nominate candidates for vacancies in the Chapter Board about to occur. The members in the nominating committee are not eligible to run for the Chapter Board. The nominating committee shall notify the Secretary of its nominations in writing at least thirty (30) days before the Annual General Meeting of ISC2MY. The names of the committee and of the candidates shall be included in the notice calling the Annual General Meeting.

8.7 Regular Meetings

The directors shall meet immediately following the Annual General Meeting of the members. Regular meetings of the Chapter Board (at least four per year) may be held at such places and at such times as the directors may determine.

8.8 Special Meetings

Special meetings of the Chapter Board may be held at any time and at any place when called by the President or by three (3) or more directors.

8.9 Notice of Meetings

Notice of the time and place of each Chapter Board meeting shall be given to each director at least seven (7) days in advance of the meeting or as the directors 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.

8.10 Quorum

At any Chapter Board meeting, at least 50% of directors then in office must be present for its proceedings to be valid and to constitute a quorum

8.11 Action by Vote

When a quorum is present at any meeting, a decision shall be decided by voting with a simple majority, unless otherwise provided by law or these ISC2MY Bylaws. Proxy voting by directors is not permitted.

8.12 Action by Writing

Any action required or permitted to be taken at any Chapter Board meeting may be taken without a meeting of the directors if at least 50% of the directors consent to the action in writing and the written

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consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

- 8.13 **Presence Through Communications Equipment**
Members of the Chapter Board may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.
- 8.14 **In General**
At all meetings of the Chapter Board, the President, if present, shall act as the Chairman. In the absence of the 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 a simple majority vote choose one among them to act as Chairman for that meeting.

CLAUSE 9 DUTIES OF OFFICE BEARERS

The Chapter Board shall be the governing body of ISC2MY and its actions shall be final, unless and until countermanded by a resolution approved by a two-thirds (2/3) vote at an Annual General Meeting. The Chapter Board shall provide for an independent audit of the financial affairs of ISC2MY at least annually, and at such other times as it may deem advisable.

- 9.1 **President**
The President shall be Chief Executive Officer of ISC2MY and, subject to the control of the Chapter Board, shall have general charge and supervision of the affairs of ISC2MY.

The President shall during his/her term of office preside at all meetings of the members and shall be Chairman of the Chapter Board.

The President shall be responsible for the proper conduct of all such meetings.

The President shall have the casting vote and shall sign the minutes of each meeting at the time they are approved.

The President shall supervise budgetary matters and proper internal control of finances.

The President shall represent ISC2MY at Leadership Conference / President Council Meeting(s).

- 9.2 **Secretary**

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The Secretary shall report to the President and shall be responsible for the legal affairs, ISC2MY reports and keeping all books, documents and paper except the accounts and financial records.

The Secretary shall attend all the membership and Chapter Board meetings, and record all proceedings, and be responsible for giving notice of meetings as set forth under these ISC2MY Bylaws.

The Secretary shall be in charge of all correspondence with the Registry of Societies, (ISC)2 and ISC2MY, and to preserve communications pertaining to the affairs of ISC2MY and have such other duties as may be authorized and delegated by the Chapter Board deems appropriate.

9.3 Treasurer

The Treasurer shall be the Chief Financial Officer and the Chief Accounting Officer of the ISC2MY.

The Treasurer shall report to the President and shall be responsible for the financial affairs of ISC2MY.

The Treasurer shall receive all money, keep amount of the same, and on approval of the Chapter Board make all proper disbursements.

The Treasurer shall keep accounts of all its financial transactions and shall be responsible for their correctness.

The Treasurer shall have power to receive and to disburse such funds of the ISC2MY, subject to such restrictions as may be imposed by ISC2MY, as shall be required in the conduct of its affairs and the carrying of its activities.

The Treasurer shall in conjunction with the President or the Secretary to sign all cheques on behalf of ISC2MY. All monies due and payable to ISC2MY from any source shall be received by the Treasurer and deposited to the credit account of ISC2MY in banks or other depositories approved by the Chapter Board.

The Treasurer shall be responsible for the preparation of an annual budget, the accounts shall be audited annually by an Audit Committee elected annually by a majority of the members at the Annual General Meeting of ISC2MY.

The Treasurer shall submit financial statements to the Chapter Board and to the membership in such form and frequency as the Chapter Board may direct, and to the Registrar of Societies as required by law or these ISC2MY Bylaws.

9.4 Membership Chair

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The Membership Chair shall report to the President and shall be responsible for the membership records, review of new membership applications, membership suspension and reinstatement, and such other duties as may be authorized and delegated by the Chapter Board.

The Membership Chair shall assume all duties relating to membership and membership record keeping. The Membership Chair shall review for form and content applications of new memberships, and membership suspension reinstatement, prior to submission to the Chapter Board of Director for approval.

The Membership Chair shall be responsible for promoting ISC2MY interest, by way of conducting membership drives.

9.5 Chapter Committees

The remainder directors are the Chapter Committees and shall report to the President. The Chapter Committee members shall carry out such duty as directed by the President or the Chapter Board.

Other committees may be appointed by the President whenever deemed necessary, subject to the approval of the Chapter Board. The Chapter Board may elect or appoint one or more committee and may delegate to any such director any or all of their powers; provided, that any committee to which the powers of the directors are delegated shall consist solely of directors. The members of any committee shall remain in office at the pleasure of the directors.

CLAUSE 10 FINANCIAL PROVISION

Subject to the following provisions in these ISC2MY Bylaws, the funds of ISC2MY may be expended for the purpose necessary for the carrying out of its objectives, including the expenses of its office-bearers and paid staff, and the audit of its accounts, but they shall on no account be used to pay the fine of any member who may be convicted in a court of law.

The Treasurer may hold a petty cash advance not exceeding RM1,000.00 (Ringgit Malaysia one thousand only) at any one time. All money in excess of this sum shall within seven (7) days of receipt be deposited in a bank approved by the Chapter Board.

The bank account shall be in the name of ISC2MY.

All cheques or withdrawal notices on ISC2MY's account shall be signed jointly by the Treasurer and the President or Secretary.

Expenditure RM1,000.00 or less (Ringgit Malaysia one thousand only) at any one time may be incurred by the President together with the Secretary or the Treasurer.

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No expenditure exceeding RM1,000.00 (Ringgit Malaysia one thousand only) at any one time shall be incurred without the prior sanction of the Chapter Board.

No expenditure exceeding RM50,000.00 (Ringgit Malaysia fifty thousand only) at any one time shall be incurred without the approval of members at the General Meeting.

As soon as possible after the end of each financial year, a statement of receipts and payments and a balance sheet for the year shall be prepared by the Treasurer and audited by the Auditors appointed under the CLAUSE 11.

The audited accounts shall be submitted for the approval of the next Annual General Meeting, and copies shall be made available at the registered place of business of ISC2MY for the perusal of members.

CLAUSE 11 AUDITORS

Two persons, who shall not be office-bearers of ISC2MY, shall be appointed, by the Annual General Meeting as Honorary Auditors. They shall hold office for one year and may be reappointed.

The Honorary Auditors shall be required to audit the accounts of ISC2MY for the year, and to prepare a report for the Annual General Meeting. They may also be required by the President to audit the accounts of ISC2MY for any period within their tenure of office, at any date, and to make a report to the Chapter Board.

If the Honorary Auditor shall become vacant for any cause, the Chapter Board then in office shall appoint a person to fill the unexpired portion of his/her term.

CLAUSE 12 PROPERTY ADMINISTRATOR

ISC2MY does not hold any property.

CLAUSE 13 INTERPRETATION

Between Annual General Meetings, the Chapter Board shall interpret the bylaws of ISC2MY and when necessary, determine any point on which these ISC2MY Bylaws are silent.

Except where they are contrary to or inconsistent with the policy previously laid down by the Annual General Meeting, the decisions of the Chapter Board shall be binding on all members of ISC2MY unless and until countermanded by a resolution of an Annual General Meeting.

CLAUSE 14 ADVISOR/PATRON

The Advisor or Patron may provide their advises to the Chapter Board and subject to the Chapter Board for adoption. The last two past Presidents of ISC2MY shall be invited to serve as an adviser for the Chapter Board. The Chapter Board shall if it deems fit and

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necessary appoint qualified persons to be the Adviser or Patron of ISC2MY. The person appointed must give his/her consent in writing.

CLAUSE 15 PROHIBITION

Gambling of any kind is forbidden on ISC2MY premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

The funds of ISC2MY shall not be used to pay the fines of members who have been convicted in court of law.

ISC2MY shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

ISC2MY shall not hold any lottery, whether confined to its members or not, in the name of ISC2MY or its office bearers, Committee or members unless with the prior approval of the relevant authorities.

ISC2MY shall not raise funds from the public for whatever purposes without the prior approval in writing of the relevant authorities.

CLAUSE 16 AMENDMENT OF CONSTITUTION

These ISC2MY Bylaws may be amended at Annual General Meeting of the members by vote of not less than two-thirds (2/3) of the members entitled to vote and present, provided that the amendment is proposed by the Chapter Board, or that written notice of the proposed amendment has been served on the Secretary by at least ten (10) members and not less than thirty (30) days before the meeting, and that a copy of the amendment has been sent to the members by the Secretary at least ten (10) days prior to the meeting.

Such amendments shall take effect from the date of their approval by the Registrar of Societies. Any amendment to the rules shall be forwarded to the Registrar of Societies within sixty (60) days of being passed by the Annual General Meeting.

Any ISC2MY Bylaws so altered, amended or repealed by the Chapter Board may be further altered or amended or reinstated by the members in the above manner.

CLAUSE 17 DISSOLUTION

ISC2MY may be voluntarily dissolved by a resolution of not less than:

- a. two-thirds (2/3) vote of ISC2MY membership after ten (10) days' notice has been given to each member; or
- b. two-thirds (2/3) of the membership present in a Special General Meeting.

In the event of ISC2MY being dissolved as provided above, all debts and liabilities legally incurred on its behalf shall be fully discharged,

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and the remaining funds shall be disposed of in such manner as may be decided upon by a Special General Meeting.

Notice of dissolution shall be forwarded to the Registrar of Societies within 14 days of its dissolution.

CLAUSE 18 FLAG, LOGO AND BADGE

1. Flag

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Description

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2. Logo

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Description

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3. Badge

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Description

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CLAUSE 19 AFFILIATION

ISC2MY has entered into a Chapter Affiliation Agreement with (ISC)2 as of 9th September, 2013 (the "Charter"), pursuant to which ISC2MY is established as a Chapter of (ISC)2 with certain rights and obligations as set forth in the Charter. The activities and affairs of ISC2MY may not conflict with the Charter or with the Bylaws,

Articles of Organization or any policy of (ISC)2 applicable to Chapters, each as in effect from time to time.

Notwithstanding the foregoing, ISC2MY shall have no obligation to take or not to take any action that would violate any law, rule or regulation applicable to it, including laws and regulations relating to the tax status of ISC2MY.