

## **ISACA<sup>®</sup> Malta Chapter Bylaws**

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## **Article I. Name**

The name of this non-union, non-profit organisation shall be the **Information Systems Audit and Control Association - Malta Chapter** (hereinafter referred to as the "Chapter"), a Chapter affiliated with the **Information Systems Audit and Control Association** (hereinafter referred to as the "Association").

## **Article II. Purpose**

The primary purpose of the Chapter is to promote the education of professionals for the improvement and development of their capabilities relating to IT Governance, auditing, control, assurance and security. The objectives of the Chapter are:

- To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of IT Governance, IS auditing, assurance, security, and control;
- To encourage an open exchange of IT Governance, IS audit and control, assurance, and security techniques, approaches and problem solving by its members;
- To promote adequate communication to keep members abreast of current events in IT Governance, IS audit and control, assurance, and security fields that can be of benefit to them and their employers,
- To communicate to management, auditors, universities and to IT governance professionals the importance of establishing controls necessary to ensure the effective organisation and utilisation of information technology resources, and
- To promote the Association's professional certifications and IT Governance principles and standards.

## **Article III. Membership and Dues**

### **Section 1. Classifications and Qualifications**

- A. Active Member - 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 according to the rules established by the Association Board. Membership in the Chapter and the Association is co-extensive. Therefore, upon joining the Chapter, a person shall also join the Association, with accompanying rights and responsibilities. Ordinary members in good standing shall be entitled to vote and hold office.
- B. Student Member - any person who is either a full-time student currently enrolled in a degree programme of an accredited college/university subject to the rules established by the Association Board. Proof of enrolment shall be submitted annually. Student members are not entitled to vote or hold office at the Chapter level.
- C. Retired member – any member in good standing, who presents proof of retirement status, subject to rules established by the Association Board. Retired members shall be entitled to vote and to hold office at chapter level.

## **Section 2 Admissions**

- A. Potential members shall:
  - 1. Meet the requirements of membership as outlined in Article III, Section 1.
  - 2. Complete an Association membership application form.
  - 3. Pay required dues to the Association.
- B. Membership in the Association shall be conferred upon an individual when the Association has received the required Association dues for that individual.

## **Section 3 Dues**

- A. Annual Chapter and Association dues shall be payable on or before 1 January of each year. The Chapter Board will determine chapter dues whilst the Association will determine the Association dues.
- B. A member whose dues are in arrears for more than 60 days shall no longer be deemed a Chapter member in good standing.
- C. A member shall forfeit Association membership if dues have not been paid to the Association as required.
- D. No member will be entitled to a refund of his/her membership dues, in case of resignation, dismissal or any other interruption of membership status.

## **Article IV. Chapter Meetings**

### **Section 1 Regular Meetings**

Regular meetings shall be held for at least 4 (four) times annually at the discretion of the Chapter Board.

### **Section 2 Annual Meeting**

A regular meeting to be known as Annual Meeting shall be held annually during the month of July. The purpose of this meeting shall be for the purpose of electing or announcing officers, receiving reports of officers and committees, approval of the annual accounts of the chapter and for other business that may arise.

- a. This meeting shall be presided by the President of the Chapter. In the event the President is not able to preside, the presiding officer shall be in accordance with the line of succession established within these bylaws.
- b. All members in good standing shall be notified in writing of the date and location of such Annual Meeting at least three weeks in advance of the date selected, but no

- failure in delivery of such notices shall invalidate the meeting.
- c. All business coming before the members at an Annual or special meeting for approval, shall be approved by a majority vote of those present, unless otherwise required by the bylaws of the chapter.
  - d. All members in good standing and present in person shall be eligible to vote at the Annual Meeting.
  - e. Voting shall be by ballot unless waived by the majority of the members present.

### **Section 3 Special Meetings**

Special meetings may be called by the President or by the chapter Board and shall be called upon a written request by 10 members. The purpose of the meeting shall be stated in the call. Except in cases of emergency at least three weeks notice shall be given.

### **Section 4 Quorum**

The quorum at any regular or special meeting shall be constituted by at least 15 active members present at the meeting.

## **Article V. Chapter Officers**

### **Section 1. Chapter Officers**

- A. The Officers of the Chapter shall be a President, Vice President, Secretary and Treasurer.

### **Section 2. Term of Chapter Office**

- A. The Officers shall be elected annually for a term of one (1) year or until their successors are elected and assume office or until they resign or are removed from office (by a majority vote of all the Directors in office at a specially convened Board Meeting). The term of office shall begin on 1st July of the relevant year and continue through to 30th June of the same year.
- B. No member shall hold more than two (2) Chapter offices at a time.
- C. No member shall hold the office of The President for more than two (2) consecutive terms. At the expiration of this 2-term period, the same person cannot hold the office of The President before a further period of two (2) terms.

### **Section 3. Duties of Chapter Officers**

The Chapter Officers shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted by the chapter.

- A. The Chapter President shall:
  - Preside at all meetings of the Chapter and the Board

- Appoint all standing committee chairpersons and other committees as authorized by the chapter Board
  - Be an ex-officio member of all committees except the Nomination & Election Committee
  - Represent the chapter at Leadership Conference/Presidents Council Meeting(s)
  - Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board
  - Maintain communications with the Association and respond to association enquiries concerning the Chapter
- B. The Chapter Vice President shall:
- Perform the duties of the President in the event of his/her absence or disability
  - Chair the committees as designated by the Board.
  - Perform other duties as pertain to this office
- C. The Chapter Secretary shall:
- Take minutes of the meetings of the chapter Board
  - Maintain accurate lists of the membership, and attendance records
  - Be responsible for the legal affairs, chapter reports, and communications and correspondence pertaining to the Chapter
  - Be responsible for the submission of the Chapter annual report to the Association within the stipulated time as dictated by the Association.
  - Perform other duties as pertain to this office
- D. The Chapter Treasurer shall:
- Be custodian of Chapter funds
  - Receive all monies and disburse funds only upon the sanction of the Chapter Board, or the Chapter membership
  - Remit dues to the association as required
  - Submit a written report at each regular meeting
  - Submit books and records for audit when required
  - File any and all tax forms required
  - Perform other duties as pertain to this office

#### **Section 4. Chapter Officer Vacancies**

- A. If a vacancy should occur in any office, the vacancy shall be filled by the Chapter Board.
- B. In case of the office of the President becoming vacant, the Vice President will automatically assume this office unless otherwise agreed by the Chapter Board.
- C. If a director's position becomes vacant during a term, the President shall appoint a member of good standing to fill the remaining portion of the director's term, subject to the approval of the majority of the remaining members of the Board then in office.
- C. Chapter Officers and directors must maintain their membership status throughout the entire term of office. If a Chapter officer's or director's membership in the Association shall for any reason terminate, that individual's position as Chapter officer or director shall automatically become vacant.

## **Article VI. Chapter Board of Directors**

### **Section 1. Composition**

Chapter Board of Directors shall consist of the officers of the Chapter and at least two additional Directors. Only members in good standing may be elected to hold office in the Chapter Board of Directors.

### **Section 2. Duties**

The Board of Directors shall:

- A. Supervise the affairs and conduct the business of the Chapter between business meetings.
- B. Make recommendations to the membership.
- C. Be subject to the orders of the membership.
- D. Meet at least quarterly at a time and place determined by the Chapter Board.
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter.

### **Section 3. Authority**

The Chapter Board shall have the authority to expend funds to pay the normal costs associated with the running of the Chapter or as approved by a majority of the Chapter Board present at a Board Meeting.

### **Section 4. Quorum**

A majority of the Chapter Board present in person shall constitute a quorum. A majority of the Board members present shall be required for a motion to pass. In the event that motions need to be passed in between Board meetings, a discussion and voting may take place using email facilities. Votes will have to be addressed to all Board members. Such motions must be duly minuted in the next Board meeting.

### **Section 5. Nominations and Election of Officers and Directors**

#### **Chapter Nominations**

- A. A Nomination & Election Committee of 3 members shall be elected by the Board at a Board meeting prior to the Annual General Meeting.
- B. The Nomination & Election Committee shall nominate candidates or invite nominations for

- offices to be filled at the annual meeting.
- C. The Nomination & Election Committee shall devise the nomination procedures which must be put before the Board for approval.
  - D. The Nomination & Election Committee shall report to the membership at a regular meeting held at least two weeks before the Annual General Meeting or by email. Each candidate shall have consented to serve.
  - E. Nominations will only be accepted until forty eight (48) hours preceding advised date and time of the annual meeting.

### **Chapter Elections**

- A. The Chapter Officers and Directors shall be elected by a plurality of the votes of the members responding to a ballot. The ballot may be called both in person at an annual meeting or by mail. Results of the election will be certified by the Nomination & Election committee to the Board and announced to the members of the Chapter at an annual meeting.
- B. The procedure for the election of Chapter Officers and Directors shall be determined by the Board of Directors as it deems necessary to conduct elections in a proper, reasonable, non-biased and accurate manner. The procedure shall be announced to the members at least 30 days prior to the annual meeting.
- C. Only Chapter members in good standing shall be entitled to vote.
- D. The Nomination & Election Committee shall be responsible to conduct the proceedings of the election.

### **Section 6. Removal of Officers and Directors**

- A. The Board may declare vacant by a majority vote of the quorum during a Board Meeting, the office of any Officer or Director if it determines is not adequately fulfilling his/her responsibilities.
- B. Any or all officers or directors may be removed without cause by the affirmative vote of the majority of the members entitled to vote at a duly held meeting at which quorum is present.

### **Section 7. Insurance**

The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter.

## **Article VII. Chapter Committees**

### **Section 1. Standing Committees**

There shall be the following standing committees: membership, education, certification, bylaws and election. The Board shall determine the composition of the standing committees. The Board may determine other Standing Committees, as it deems necessary.

## **Section 2. Duties of standing committees**

- A. The Membership Committee shall promote interest in the Chapter and in the Association, and conduct an ongoing membership campaign.
- B. The Education Committee shall recommend and oversee seminars and programmes of professional education.
- C. The Certification Committee shall assist the Board or Chapter CISA/CISM coordinator in promoting the CISA/CISM examination and professional designation locally and shall provide assistance in planning and conducting the Chapter's CISA/CISM review course.
- D. The Bylaws Committee shall review any local chapter bylaws changes and ensure their compliance with the Association's Bylaws and applicable country's requirements.
- E. The Election committee shall preside and certify any election called by the Board or Chapter members in accordance to these bylaws. The Election Committee shall consist of at least three good standing members.

## **Article VIII. Dissolution**

To effect dissolution of the Chapter, these bylaws must be rescinded by a two-thirds (2/3) vote of the Chapter membership after ten (10) days notice has been mailed to each member. In the event of dissolution, the Chapter shall notify the Executive Director of the Association, in writing, indicating the reason(s) for dissolution and shall return the Chapter charter and any other Chapter or Association documents to International Headquarters. All net assets shall go to a welfare, education or civic project designated by the Chapter membership, pursuant to the appropriate Maltese laws with the approval of the Association's International President and Executive Director.

## **Article IX. Parliamentary Authority**

The rules, as per Malta's parliamentary authority, shall be the authority for all matters of procedure for the Chapter not specifically covered by its bylaws.

## **Article X. Amendment of Chapter Bylaws**

These bylaws at a regular meeting by a two-thirds (2/3) vote of the Chapter membership present at that meeting, provided that the amendment has been submitted in writing to the Chapter membership at least twenty-one (21) days prior to the meeting at which it will be considered.

## **Article XI. Annual Audit**

The chapter accounts will be subject to an annual audit to be carried out by an independent audit firm or certified auditor. The audited accounts will be presented to the chapter members at the Annual General meeting for their review and comments.

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Gordon Micallef  
President ISACA Malta Chapter

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Anthony Formosa  
Secretary ISACA Malta Chapter