

Constitution Of Information Security and Forensics Society

INTERPRETATION

1. In this Constitution, unless there are something in the subject or context inconsistent therewith:
 - (a) “Committees” means any standing or ad hoc committee set up with the approval of The Council;
 - (b) “The Council” means the Council for the time being of The Society;
 - (c) “Founding Member” means persons listed in Appendix A to this Constitution;
 - (d) “General Meeting” means a General Meeting of members of The Society, whether Annual or Extraordinary;
 - (e) “Hong Kong” means the territory of Hong Kong Special Administrative Region, including Hong Kong Island, Kowloon, the New Territories and the outlying islands;
 - (f) “Member” means any member specified in Articles 6 of this Constitution;
 - (g) “Notice” means any correspondences within The Society either in writing or electronic format.
 - (h) “Office Bearer” means the Chairman, the Vice Chairman, the Secretary and the Treasurer of The Society for the time being;
 - (i) “The Society” means the Information Security and Forensics Society (□□□□□□□□) (ISFS);
 - (j) “Voting Member” means any Fellow and Full Member specified in Article 6;
 - (k) words importing the masculine gender shall include the feminine gender, and words importing the singular number shall include the plural number and the converse shall also apply;

REGISTERED ADDRESS

2. The registered address of The Society shall be such address as may be approved by The Council.

OBJECTS

3. The objects of The Society shall be:
 - (a) to maintain a register of professional Info-securist (professionals specialises in Information security) and Info-forenist (professionals specialising in Informational Forensics);
 - (b) to regulate and standardize the practice of the information security and forensics professionals;
 - (c) to conduct examinations and act in such other manner as may be necessary to ascertain whether individuals are qualified to be admitted to the register under (a);
 - (d) to encourage the study of information security and forensics by holding regular training courses and seminars;
 - (e) to accredit and ally with professional bodies in the specialty both in Hong Kong and overseas;
 - (f) to maintain a website and to promote public awareness of information security and forensics;
 - (g) to represent the views of the profession and to preserve and maintain its integrity and status;
 - (h) to discourage dishonorable conduct and practices by Info-securist and Info-forenist and for this purpose to hold inquiries into the conduct of Info-securist and Info-forenist;
 - (i) to provide for the settlement of disputes between Info-securist and Info-forenist;
 - (j) to take such action as The Society considers necessary in any matter affecting the professional interest of Info-securist and Info-forenist; and
 - (k) to do all such other things as are incidental or conducive to the attainment of the above objects.

INCOME AND EXPENSES

4. The income and property of The Society, whencesoever derived, shall be applied solely towards the promotion of the objects of The Society as set forth in this Constitution and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to any member of The Society provided that nothing herein shall prevent the payment, in good faith, of remuneration to any servants of The Society in return for any services actually rendered to The Society but so that no remuneration or other benefit in money or money's worth shall be given to any of its members except repayment of out-of-pocket expenses or reasonable and proper rent for premises demised or let to The Society.
5. True accounts shall be kept of the sums of money received and expended by The Society, and the matters in respect of such receipts and expenditure take place, and of the property, credits and liabilities of The Society and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed by The Council shall be opened to inspection by the members of The Society. Once at least in every year the accounts of The Society shall be examined and the correctness of the balance sheet ascertained by all Office Bearers for the time being.

MEMBERSHIP

6. The Society shall consist of:
 - (a) Fellow (FISFS);
 - (b) Full Member (MISFS);
 - (c) Affiliate Member;
 - (d) Honorary Member; and
 - (e) Corporate Member.

REQUIREMENTS OF MEMBERSHIP

7. Every Fellow must
 - (a) be a Founding Member; or
 - (b) have been a Full Member for at least two consecutive years; and
 - i) have a minimum of four years of practical experience in a position of substantial

- responsibility;
 - ii) be sponsored by at least two Fellows of The Society; and
 - iii) be approved by The Council.
8. Every Full Member must
- (a) have completed academic training accredited by or acceptable to The Society with at least one year of practical experience; and
 - (b) have demonstrated competence to a level comparable to a Full Member, as and when required by The Council.
9. Every Affiliate Member must
- manifest the interest and determination in the acquisition of information security and forensics skills to the satisfaction of The Council.
10. Honorary Member
- The Council may award Honorary Membership on a yearly basis, to any person, whom has made significant contribution in whatever terms beneficial to the achievement of the objects of The Society.
11. Corporate Member
- The Council may award Corporate Membership on a yearly basis, to any body corporate, whom has made significant contribution in whatever terms beneficial to the achievement of the objects of The Society.

TERMINATION OF MEMBERSHIP

12. Any Member who wishes to resign from The Society shall give Notice to The Council and by paying with such Notice any unpaid subscriptions.
13. Provided Notice of the resignation is given in accordance with the above requirements, The Council shall, within a reasonable period, after receiving the Notice, pronounce whether or not to accept the resignation.
14. Upon the resignation of any Member by Notice, the Member shall not be entitled under any circumstances to any repayment of any subscription or payments made on admission to membership or any part thereof whether paid for the current year or for a year or years in advance or otherwise.
15. The Council shall have the power to withdraw, revoke, cancel or suspend any membership, as in Article 6, and the privileges thereof if as it thinks fit.

16. The Council may terminate the membership of any Member who has been committed gross misdemeanor thereby bringing the good name of the profession and The Society into disrepute.
17. Any person who shall by any means cease to be a Member shall nevertheless remain liable for and shall pay to The Society all moneys which at the time of his ceasing to be a Member shall be due from him to The Society

GOVERNMENT

18. The supreme authority of The Society shall be vested in the General Meetings and subject to that authority of The Society shall be governed by The Council.

THE COUNCIL

19. The Council shall consist of the following members (hereinafter referred to as Council Member)
 - (a) a Chairman;
 - (b) a Vice-Chairman;
 - (c) a Secretary;
 - (d) a Treasurer; and
 - (e) six Council members.
20. No person shall become a Council Member unless he is a Fellow of The Society as stated in Article 7.
21. The Council may invite any members of the public having expertise beneficial to The Society to attend Council Meetings from time to time or on special occasions as "Honorary Advisors" who shall, unless they are at the same time Voting Member of The Society, have no voting rights.
22. The Council shall hold regular Council Meetings, and Extraordinary Council Meetings, if necessary, to conduct business to fulfill the objects of The Society.
23. The Council has the ultimate authority in concluding the interpretation of the existing Constitution for the time being in case of dispute.
24. The Council shall:

- (a) manage the affairs of The Society in accordance with the Constitution and subject to any resolutions passed at the General Meetings of The Society;
- (b) fill casual vacancies in The Council;
- (c) convene Annual General Meetings and, if necessary, Extraordinary General Meetings;
- (d) furnish an Annual Report and a Financial Statement to the members of The Society at each Annual General Meeting; and
- (e) conduct any other business to meet the objects of this Constitution.

25. The Council may:

- (a) appoint spokesmen for The Society who need not be a member of The Society;
- (b) nominate representatives to various statutory and non-statutory bodies in Hong Kong in appropriate case;
- (c) solicit opinions from Members and formulate policies on behalf of The Society; and
- (d) form and appoint boards, committees, sub-committees and working groups to attend to various matters in relation to the affairs of The Society.

COUNCIL MEETING

26. At least 14 days' Notice shall be given for any regular Council Meeting, and at least 7 working days' Notice shall be given for Extraordinary Council Meeting.

27. The Chairman of Council shall be the chairman of all Council Meetings. In the absence of the Chairman, the Vice-Chairman shall be the chairman of the Council Meeting and in the absence of both the Chairman and Vice-Chairman, the attending Council Members may elect an acting chairman for the Council Meeting.

28. The quorum for a Council Meeting shall be half the total number of Council Members.

29. Decisions of any Council Meeting shall be arrived at by a majority vote by a show of hands, unless secret ballot shall be demanded by a majority of members of The Council present. In case of an equality of votes, the chairman of the Council Meeting shall have a casting vote.

COUNCIL VACANCY

30. A Council Member shall be deemed to have vacated his office as a member of The Council if:

- (a) he resigns his office by giving Notice to the Chairman, or in the case the resigning Council Member being the Chairman, to the Secretary;

- (b) he is absent without permission of the Chairman from three consecutive Council Meetings of which he has had Notice to attend, and The Council resolves that his office shall be vacant;
- (c) he becomes bankrupt or makes an arrangement or composition with his creditors; or
- (d) he ceases to be a Fellow Member.

31. In the event of the death of any Council Member, or being unsuitable to carry out his duties, or upon his resignation, The Council shall appoint any Council Member for the residual term of office.

32. In the event of any other vacancy in The Council arising during its term of office, The Council may co-opt any Fellow Member to fill the vacancy for the residual term of office.

33. The Council may appoint any Fellow Member to fill a casual vacancy made by a temporary absence from duty of any Council Member. Such appointed member shall serve until the resumption of duties by the Council Member whose absence has caused the vacancy.

TERMS OF OFFICE

34. The elected Office Bearers and Council Members shall hold office until the second next Annual General Meeting.

35. On completion of his term of office, an Office Bearer or Council Member may offer himself for re-election to The Council or to a specific office.

DISSOLUTION OF COUNCIL

36. The Council shall be dissolved by a resolution at an Extraordinary General Meeting by not less than 70% of all Voting Members of The Society.

SUBSCRIPTION

37. The subscription for each class of members shall be such amount as The Council may from time to time determine.

38. No member shall participate in any activities or enjoy any benefits of The Society until he has paid his subscription and any other claim, which The Society may have against him.

GENERAL MEETING

39. An Annual General Meeting in each calendar year shall be held, with at least six months interval from the date of the last Annual General Meeting, at such place as The Council shall appoint. A report and an abstract of the affairs of The Society shall be laid before such Meeting by the outgoing Council. The First Annual General Meeting shall be held not later than fifteen months from the date on which this Constitution comes into operation.
40. A Voting Member of The Society or a member of the public shall be appointed at the General Meeting to audit the accounts of The Society as soon as the close of each financial year as possible. He will examine all books and accounts of The Society, and shall certify as to their correctness or otherwise.
41. Business and discussions at General Meetings shall be restricted to matters on the agenda. "Other Business" may only be discussed if Notice of the subject matter has been received and approved by The Council seven days before the General Meeting.
42. The Chairman or in his absence the Vice-Chairman shall be entitled to chair at every General Meeting, or if there be no Chairman or Vice-Chairman, or if at any General Meeting neither of them shall be present within fifteen minutes after the time appointed for holding such Meeting, or if they shall have previously notified the Secretary of their absence, the Fellow and Full Members shall elect another Council Member as chairman, and if no Council Member be present, or if all Council Members present decline to chair the General Meeting, then the Fellow and Full Members shall choose one Fellow or Full Member to be the chairman.
43. The quorum of a General Meeting shall be one eighth of all Voting Members of The Society.
44. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded, either before or on the declaration of the result of the show of hands:
- (a) by the chairman of the General Meeting; or
 - (b) by at least five Fellow and/or Full Members present in person.

45. Unless a poll be so demanded, a declaration by the chairman of the General Meeting that a resolution has on a show of hands been carried unanimously, or by a particular majority, and an entry to that effect in the minutes of proceedings shall be the conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
46. In case where votes are equal on each side, the chairman of the General Meeting shall order a second ballot. If a tie shall still result, the chairman of the General Meeting shall have a casting vote.
47. Each Voting Member shall have one vote.
48. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting.
49. The Council may recommend to hold an Extraordinary General Meeting upon a requisition in writing by not less than 5% or ten, whichever is the greater, of the Fellow and Full Members addressed to the Secretary spelling out the objects of the proposed meeting. The Council shall, within thirty days after the receipt of the said requisition, decide if it is suitable to convene any such meeting.
50. An Extraordinary General Meeting shall be convened upon request from at least 50% of all Voting Members of The Society. The Council shall, within thirty days after the receipt of the said requisition, convene any such meeting.

ELECTION RULE

51. Election of Office Bearer and Council Members shall be held at an Annual General Meeting or an Extraordinary General Meeting as specified in Article 36.
52. The Notice of the Annual General Meeting sent to Voting Member shall be accompanied by particulars of all vacancies and prescribed nomination forms.
53. Nominations for election of Office Bearers and Council Members shall be made on the prescribed nomination forms, and returned to the Secretary at least three weeks before the Annual General Meeting.
54. The Notice of the full list of all the candidates and a proxy form shall be sent to Fellow and Full Members at least two weeks before the Annual General Meeting.

55. At the General Meeting, each Fellow and Full Member shall be given votes to elect his choice of the Office Bearers and The Council Members.
56. Voting may be done by proxy. A Member with the right to vote shall authorize a proxy in writing under his hand and unless otherwise instructed, the proxy may vote as he thinks fit.
57. Should the number of nominee for a particular office is equal or less than the number of vacancy, he shall be elected ipso facto.

NOTICE

58. A Notice shall be served upon the last known address of any member of The Society.
59. Notice of an Annual General Meeting shall be sent to members of The Society at least twenty-eight days before the Annual General Meeting, exclusive of both dates.
60. Notice of an Extraordinary General Meeting shall be sent to members of The Society at least fourteen days before the Extraordinary General Meeting, exclusive of both dates.
61. The accidental omission to give Notice to any member of The Society or the failure of receiving such Notice by any member of The Society shall not invalidate the proceedings at any General Meeting.

CHANGE OF THE EXISTING CONSITUTION

62. The existing Constitution shall not be altered or repealed except by resolution passed by not less than two thirds of the Voting Member present at an Annual or Extraordinary General Meeting of The Society. In either case, at least 14 days' Notice of the proposed changes.
63. Any proposed alteration or addition to, or repeal of, the existing Constitution by a Voting Member shall be given to the Secretary in writing for consideration of The Council. In case The Council recommends the proposed change, a Notice specified in Article 58 shall be served and an Annual or Extraordinary General Meeting shall be convened as The Council may think fit.

64. If The Council does not recommend the proposed change to the existing Constitution, a reply Notice specifying the resolution shall be given to the member proposing such changes. In such case, the decision of The Council shall be final and re-submission of the proposal shall not be made within the term of The Council for the time being.

DISSOLUTION OF THE SOCIETY

65. The Society may be wound up or dissolved by a resolution at a General Meeting by not less than 70% of all Voting Members of The Society.
66. If upon winding up or resolution of The Society there remains, after satisfaction of all its debts and liabilities, any assets or properties whatsoever, the same shall not be paid to or distributed amongst members of The Society direct or indirect but shall be given or transferred to some other institution having objectives similar to the objects of The Society and which shall prohibit the distribution of its income and property amongst its members, and if and so far as effect cannot be given to the aforesaid provisions then to some charitable object or institution.
67. Upon the dissolution of The Council or resignation of any Council Member, no liability will be held against The Council, and The Society as a whole.