



**Hong Kong Computer Society**    香港電腦學會

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## CONSTITUTION OF HONG KONG COMPUTER SOCIETY

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## NAME

1. The Society shall be known as “Hong Kong Computer Society” and hereinafter referred to as “the Society”.

## REGISTERED ADDRESS OF THE SOCIETY

2. The registered address of the Society is 5/F., HKPC Building, No. 78 Tat Chee Avenue, Kowloon Tong, Kowloon, Hong Kong or any other address as the Council of the Society may prescribe from time to time.

## OBJECTS

- 3a The primary object of the Society is to promote information technology (“the Technology”) in Hong Kong by providing a medium for disseminating knowledge and promoting the appreciation of the Technology and related tools, and to do such things for the benefit of the Society’s members. For the purpose of this Constitution, “information technology (IT)” shall be assigned a broad meaning to cover the enabling technology for data / information / knowledge processing.
- b. The specific objects of the Society are:
  - i. To provide a forum for the exchange of technical information and ideas amongst members.
  - ii. To hold lectures, discussions, seminars, open forums on subjects related to the Technology.
  - iii. To provide for those intended user of the Technology or related tools the opportunity of communicating with experienced users.
  - iv. To foster an informed public opinion regarding the IT industry, the Technology and its social implications.
  - v. To provide library of other facilities for the benefit of members in furtherance of their information technology knowledge.
  - vi. To promote education on the Technology and training programs either on its own or in conjunction with other institutions in Hong Kong or overseas.
  - vii. To promote fraternity among members.
  - viii. To liaise with other (overseas and Hong Kong) professional bodies with similar objects.
  - ix. To advise the Hong Kong Government and the public general on matters affecting the interest of the IT profession.
  - x. To earn the status as a professional body incorporated by an Ordinance under the Laws of Hong Kong, and be empowered to administer public examination and henceforth to confer professional qualifications for the IT practitioners.
  - xi. To maintain and enforce a code of professional conduct for members’ observation.

## MEMBERSHIP

4. Membership is restricted to persons who maintain a keen interest in the objects of the Society and having succeeded in satisfying the Membership Requirements as prescribed by HKCS for a particular class of membership. There is no restriction upon the total number of members.

There are two different classes of membership under which a total of eight grades of memberships are defined. The Voting class of membership comprises the grades of Distinguished Fellow, Fellow and Full membership. The Non-voting class comprises Associate, Student, Honorary, General and Corporate grades of membership.

Distinguished Fellow, Fellow, Full and Associate members have the right to use the designated letters Distinguished FHKCS, FHKCS, MHKCS and AHKCS respectively. There is no designated letters for the other grades of membership.

5. Membership requirements are as follows:

a. FULL Member

- i. holds a recognized degree, in information and communication technologies (ICT) or equivalent thereof, in ICT and has at least four years of practical experience in the use and application of ICT and the techniques related thereto; or
- ii. holds a recognized degree with significant ICT content and has at least six years of practical experience in the use and application of ICT and the techniques related thereto; or
- iii. holds a recognized non-ICT degree and has at least eight years of practical experience in the use and application of ICT and the techniques related thereto; or
- iv. holds a recognized Higher Diploma/Associate Degree in ICT or equivalent and has at least six years of practical experience in the use and application of ICT and the techniques related thereto; or
- v. has passed such professional examinations as recognized by the Council from time to time and has gained an appropriate amount of practical experience in the use and application of ICT and the techniques related thereto; or
- vi. has gained experience in positions of increasing responsibility in ICT over a period of at least fifteen years or has attained a position demonstrating a level of competence as recognized by the Council.

AND that at the time of membership application he is actively engaged in a professional capacity in the use and application of, or training of persons in, computers and the techniques related thereto.

- b. An ASSOCIATE Member shall be a person who satisfies the Membership Committee that he has already gained the required academic qualifications for admission to the Full membership.
- c. A DISTINGUISHED FELLOW member shall be a FULL member who has been recognized by the Council as having made an outstanding contribution to the Society. The title of Distinguished Fellow can only be conferred by unanimous decision of the Council, as proposed and seconded in writing by FULL members.
- d. A FELLOW member shall be a FULL member for at least 1 year and who has held a senior responsible position for over 15 years. Such person has made significant contributions to the IT Industry. The applicant shall submit an application duly signed by two Distinguished Fellows or Fellows to the Society. For the transitional period ended 30 April 2007, the application may be signed by any two of the following person: Distinguished Fellows, Fellows or Council Members.

- e. A STUDENT member shall be a person who is over sixteen years of age at the time of membership application and who is studying full-time in one or more subjects which in the opinion of the Membership Committee are deemed to be related to the objects of the Society.
- f. An HONORARY member shall be a person elected to this grade of membership by order of the Council in recognition of his contribution to the Society.
- g. A GENERAL member shall be a person who satisfies the Membership Committee at the time of membership application that he is interested in furthering the object(s) of the Society.
- h. A CORPORATE member shall be an organization, company, institute or society which satisfies the Membership Committee that it is actively engaged in manufacturing, distributing and/or the use of computer equipment and systems, or providing education/training in ICT, and is interested in furthering the objects of the Society.

A Corporate Member may nominate up to **three (3) of its employees or directors for admission to individual membership, subject to the applicable membership requirements**. Such members shall be free of admission and annual subscription fees. Nomination or change of such membership is subject to the approval of the Membership Committee.

The Council shall review the requirements for each class of membership from time to time and if deemed appropriate shall recommend changes as appropriate.

- 6 a. Application for membership (save and except Distinguished Fellow) shall be made to the Membership Committee on the prescribed form provided by the Society. The Council shall have the right to invite any qualified person, subject to the approval of the Membership Committee, to be a Distinguished Fellow. The Membership Committee shall be appointed by the Council for the purposes of approving or rejecting membership applications.

Before or after approval of membership application, evidence of academic achievements, professional qualifications and working experience as stated in membership application must be produced upon demand by HKCS. The applicant also grants HKCS the optional right to conduct reference check with his / her (ex-) employers, academic institutes or professional bodies concerned.

- b. Application for Full membership requires a proposer and a seconder, one of who shall be a member in the Professional class of the Society's membership or equivalent class from another recognized computer society. The proposer and seconder shall be contacted by the Membership Committee and requested to forward a confidential report in support of the application.
  - c. Application for Associate, General and Student Membership does not require a proposer or a seconder. Application for Student Membership must be supported by an application form together with a copy of the applicant's student identity card.
  - d. Application for Corporate Membership does not require a proposer or a seconder but must be supported by an application form signed by an authorized representative of the applicant organization and endorsed by the Corporate Seal.
  - e. Associate Members, General Members and Student Members can apply for membership in other grades when they have attained the respective requirements & academic qualifications appropriate to such grades.
7. Any applicant who is aggrieved by the decision of the Membership Committee may appeal to the Council. An appeal must be in writing stating in full the grounds of the appeal and must be lodged with the Council within 14 days of receipt of the Committee's notification letter. The Council's decision on the appeal shall be final.

## SUBSCRIPTIONS AND FEES

8. An admission fee is payable with the application for Full, Associate, Student and General grades of membership.
9. The admission fee and annual subscription rates for the different classes of membership shall be prescribed by the Council from time to time.

The annual subscription rate of a Society member who is also a member of an institution under joint membership agreement shall be governed by the relevant arrangements.

Annual subscriptions become due on commencement of membership, and on the first day of the month of anniversary in each subsequent year.

If a subscription is not paid within 28 days of the due date, the membership may be cancelled by the order of Council.

10. On resignation or expulsion from the Society, neither the admission fee nor subscriptions are refundable to the member in question or transferable.

## COUNCIL

11. The management of the Society shall be in the hands of a Council consisting of a maximum of 25 persons who must be Full Members, headed by a President.
12. Candidature for President and Council Members shall be proposed and seconded at an Annual General Meeting. No proposal will be accepted without the consent of the nominee. Subject to minimum qualification votes equivalent to one half of the total number of eligible votes for the election, candidate who receives the highest number of votes shall be offered the subject position.

Candidate for the position of President must be a Full Member of two years or more standing, having served as a Council Member for at least two years with one year as Vice President immediately before the date of election, and must be holding responsible position directly related to the IT industry during the five years immediately before the date of election. In the case of dispute regarding the qualification of the President, the adjudication by the Election Review Panel of HKCS shall be final. Such Election Review Panel shall be appointed by the Council within two weeks from date of dispute arising, which shall consist of 3 but not more than 5 persons who individually shall be Members of HKCS.

At their first Council meeting, those Council members shall elect amongst themselves for the following positions, namely:

- a. At least one and no more than Eight Vice-Presidents,
  - b. An Honorary Secretary, and
  - c. An Honorary Treasurer.
13. A person shall hold office as a member of the Council (other than the President) for a term of not more than two (2) years and shall retire at the Annual General Meeting. A retiring Council member shall be eligible for re-election but no person shall be allowed to serve as a member of the Council (other than the President) for more than three (3) consecutive terms.

The President shall hold office for a term of not more than two (2) years and shall retire at the Annual General Meeting. A retiring President shall be eligible for re-election but no President shall be allowed to hold more than two (2) consecutive terms.

14. The Council shall meet at least once every two months to carry out the business of the Society. A minimum of seven-day notice shall be given by the Honorary Secretary to every Council member before the date of

the meeting. The President, or in his absence, any Vice-President, may call a meeting at any time by giving at least four days' notice. The quorum for Council meeting shall be one-third of the total number of Council members in office.

15. The duties of the Council are to organize and supervise the activities of the Society and to make decisions on matters affecting its management and direction. It may not act contrary to the existing resolutions and decisions of the General Meeting.
16. The Council is empowered to authorize items of expenditure incurred or to be incurred in the Society's activities.
17. The Council shall have the power:
  - a. To make, alter or rescind by-laws without affecting this Constitution.
  - b. To appoint Committees, Sub-Committees and/or employees as and when necessary and to define the duties of such Committee, subcommittees and/or employees.
  - c. To fill vacancies in the Council with the approval by majority vote of Council Members.
  - d. To use its discretion in deciding on any question or matter which is not expressly provided for in this Constitution.
  - e. To do such acts as are conducive to the furtherance of the objects of the Society.
  - f. To establish committees and/or group consisting of any number of persons as the Council think fit for managing any of the affairs of the Society, either in Hong Kong or elsewhere, and may delegate (with or without powers to sub-delegate as the Council shall determine) all or any of their powers to any such committee and/or group, and, from time to time, revoke any such delegation and discharge or dissolve any such committee and/or group wholly or in part. Any committee and/or group so appointed shall, in the exercise of the powers so delegated, conform to any regulations that may, from time to time, be imposed upon it by the Council. The Council may authorise the members of any such committees or any of them, to fill any vacancies therein, and to act notwithstanding such vacancies and the Council may remove any person so appointed, and may annul or vary any such delegation.
  - g. To appoint Secretary General and/or not more than three (3) Assistant Secretary General of the Society at such remuneration and upon such conditions as the Council may think fit for a term of three years. No person shall be allowed to be Secretary General or Assistant Secretary General for more than two (2) consecutive terms during his lifetime. The Council may authorise any person to fill any vacancies therein. The Council may remove any person so appointed, and may annul or vary any such delegation.

## COUNCIL MEMBERS

18. The duties of the Council Members in their order of seniority are as follows:
  - a. The President shall preside at all General Meetings and meetings of the Council. He shall represent the Society in its dealings with third parties.
  - b. Either of the Vice-Presidents present shall deputize for the President in the latter's absence. In the absence of both the President and Vice-Presidents, the Council Members present shall elect amongst themselves a chairman preside the meeting.

- c. The Honorary Secretary shall attend to all correspondence, keep all records of the Society (other than financial), and shall be responsible for their correctness. He shall convene all meetings, prepare and keep agenda / minutes thereof. The Honorary Treasurer shall look after all funds and collect and disburse moneys on behalf of the Society. He shall keep proper books of account of all monetary transactions and shall be responsible for their correctness. Cheques and other withdrawals from the bank must be signed by any two of the President, Vice-President, Honorary Secretary or Honorary Treasurer. The fiscal year of the Society shall end on the last day of each year, to which day the accounts shall be balanced. An item of expenditure in excess of 10% of the Society's net asset value as stipulated in the latest audited account shall require the approval of the Council.
19. Any member of the Council absent from three meetings consecutively without satisfactory explanations may be subject to expulsion from the Council, and a successor may be co-opted by the Council to serve until the next Annual General Meeting. A person who is not a member of the Society may not attend Council meetings of the Society unless approved by the Council.

## AUDIT

20. Two persons not being members of the Council shall be elected as Honorary Auditors at each Annual General Meeting and shall hold office until the next Annual General Meeting. They shall be required to audit the accounts of the fiscal year and to present a report not later than 28th February of the following year to the Council. The Honorary Auditors may be required by the President to audit the Society's accounts for any period within their tenure of office at any date and to make a report to the Council.

## GENERAL MEETINGS

21. Annual General Meeting of the Society shall be held in April of each year, or at later date to be determined by the Council but in any event the Annual General Meeting shall not be held later than June of each year.
22. Extraordinary General Meetings of the Society shall be convened by the Honorary Secretary to consider any special matter upon the request in writing of not less than 5% of Full Members; and can be convened by order of the Council upon the approval by a majority of the Council Members.
23. A minimum of 21-day notice shall be given in the case of Annual General Meeting and a minimum of 7-day notice in the case of Extraordinary General Meeting. All members shall be provided with a copy of the agenda of the meeting and the audited financial statements at least seven days before the date of the Annual General Meeting; and the agenda at least two days before the date of an Extraordinary General Meeting.
24. Within the one month after being awarded Full Membership, a member shall not be allowed to exercise his right to vote as a Full Member in General Meetings.
25. Proxy is valid to represent his appointing member to attend, speak, vote and exercise his other rights in General Meetings and the adjournment thereof.
26. The following shall be carried out at an Annual General Meeting:
  - a. To consider and, if approved, accept the last fiscal year's accounts;
  - b. To consider and, if approved, accept the report on the activities of the Society during the past year.
  - c. To elect by ballot the members of the Council and the Honorary Auditors for the ensuing year.
27. The quorum for all General Meetings shall be ten percent of the total number of Distinguished Fellow Members, Fellow members and Full Members attending in person or by proxy. In the event of there being no quorum, the meeting shall be adjourned to the same day in the following week at a place and time to

be appointed and should the number then present be insufficient to form a quorum, those present shall be considered a quorum.

28. Associate Members, Corporate Members, Honorary Members, General Members and Student Members are entitled to membership privileges with the exception of voting at General Meetings and election to the Council. Full Members, Distinguished Fellow Members and Fellow Members have the right to vote, receive notice and attend the General Meetings of the Society. A person who is not a member of the Society may not attend General Meetings of the Society unless approved by the Council.

## TRUSTEES

29. If the Society at any time acquires any immovable property, such property shall be vested in Trustees subject to a declaration of trust. Any trustee may at any time resign his trusteeship. If a trustee dies or becomes a lunatic or of unsound mind or emigrates or is absent from Hong Kong for a period of one year or more, he may be deemed to have resigned his trusteeship. If a trustee is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee, the Council may remove him from trusteeship. The number of trustees at any time shall not be greater than five nor less than two. Vacancies in the trusteeship may be filled by order of the Council. Any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given in the notice of the Council Meeting at which the proposal is to be considered. Any change of trustees shall be notified to the Registrar or Societies for approval.

## PROHIBITIONS

30. Gambling of any kind, whether for stakes or not, is forbidden on the Society's premises or meeting places.
31. The funds of the Society shall not be used to pay the fines or legal costs of members.
32. The Society shall not hold any lottery, whether confined to its members or not, in the name of the Society or its Council or any committees or its members.

## AMENDMENTS TO CONSTITUTION

33. No alteration or amendment to this Constitution shall be made unless such alteration or amendment is approved by the majority vote of the Full Members present either in person or by proxy at a General Meeting .

## EXPULSION OF MEMBERS ETC.

34. A Member whose conduct is considered repugnant to the objects of the Society may be subject to expulsion from membership. Upon the written complaint of 5 or more members to the Council setting out particulars of the objecting behaviour of a member ("the Offending Member"), an ad hoc Disciplinary Committee will be set up upon the nomination of the Council. The Disciplinary Committee shall comprise of three (3) Full Members, not being Council Member for the time being, who shall conduct investigation and conduct proceedings with the relevant parties to adjudicate on the complaint against the Offending Member. The Committee shall reject or approve the complaint with written reasons, and recommend to the Council a remedy (if applicable) by way of membership expulsion or a written reprimand, whereupon the Committee will be dissolved. Any body who is aggrieved with the decision of the Disciplinary Committee shall be entitled to lodge an appeal to the Council, setting out the grounds of appeal. The Council is empowered to take whatever action as may be deemed necessary on the matter. The decision of the Council shall be conclusive and final.



35. A member who fails to pay any fee due to the Society shall be automatically expelled from membership after three (3) months from the due date, unless expressly waived by the Society. Such member may be re-admitted to membership within 6 months of removal, upon his application to the Society and payment of the prescribed fees and penalty.
- 35a. Matter Requiring Majority Consent of the Full Members
- The following matters shall be approved by a majority vote of the Full Members present at a General Meeting:
- a. the acquisition or purchase of property of the Society (if the asset value of the property is more than 50% of the net asset of the Society).
  - b. the realisation or disposal of property of the Society (if the asset value of the property is more than 50% of the net asset of the Society).

## DISSOLUTION

36. The Society shall not be dissolved except by a resolution with the consent of three-quarters of the Full Members of the Society present at a General Meeting, expressed either in person or by proxy at a General Meeting convened for the purpose.
37. In the event of the Society being dissolved, all debts and liabilities legally incurred on behalf of the Society shall be fully discharged, and the remaining funds, if any, shall be disposed of before dissolution in accordance with the Societies Ordinance.

## GENERAL

38. Notice required to be issued to members under this Constitution shall be considered to have been properly served if posted or delivered by hand to the last known address of the Member as is recorded in the Membership Register of the Society.