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# The Constitution

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## 1. NAME AND REGISTERED PLACE OF BUSINESS

- 1.1. The Association is known as the “**Professional Information Security Association**”, hereinafter referred to as the Association. The Chinese name of the Association is “**專業資訊保安協會**”.
- 1.2. The registered place of business of the Association is “Unit 1211, Hang Shing Building, 363 Nathan Road, KLN, HK”, or any place which may be decided by the Executive Committee with a notice to all members.

## 2. OBJECTS

- 2.1. The general aim of the association is to be the prominent body of professional information security practitioners, and utilize our expertise and knowledge to help bring prosperity to the society in the Information Age
- 2.2. In pursuit of the general aim, specific objects of the association shall include:
  - to facilitate knowledge and information sharing among the PISA members
  - to promote the highest quality of technical and ethical standards to the information security profession,
  - to promote best-practices in information security control,
  - to promote security awareness to the IT industry and general public in Hong Kong,
  - to be the de facto representative body of local information security professionals
- 2.3. PISA is a non-profit-distributing organization and the profits are not distributed to its executive committee, members, employees and any other person.

## 3. CONSTITUTION AND GOVERNMENT

The supreme authority of the Association shall be vested in the General Meeting and, subject to that authority the Association shall be governed by the Executive Committee.

## 4. MEMBERSHIP

There shall be three categories: Full Member, Associate Member and Affiliate Member. All members are individuals.

- 4.1. Only full members shall have the right to be elected as members of the Executive Committee. Only full members and associate members are regarded as “voting members” who shall have the right to vote on matters concerning the conduct of the affairs of the Association and attend the General Meeting. All members shall have the rights to join the activities and enjoy benefits provided by the Association.
- 4.2. All members must commit to the Code of Ethics of the Association, pay the required fees and abide by the Constitution and By-laws of the Association. Members failing to do so shall be subjected to review of their membership that may lead to revocation of membership by the Executive Committee.



#### 4.3. Membership Qualifications

##### 4.3.1. Full Members

The Executive Committee shall have the power to elect as a Full Member any person: -

- who possesses recognized degree in a computing discipline and 3 years information security working experience, or
- who possesses other educational or professional qualification and working experience that is considered appropriate.

##### 4.3.2. Associate Members

The Executive Committee shall have the power to elect Associate Members any person: -

- who possesses tertiary education and information security related working experience, or
- who possesses other educational or professional qualification and working experience that is considered appropriate.

##### 4.3.3. Affiliate Members

The Executive Committee shall have the power to elect as an Affiliate Member any person who, in the opinion of the Executive Committee, has had a satisfactory general education and is interested in furthering any of the objects of the Association.

##### 4.3.4. Student Members

The Executive Committee shall have the power to elect as a Student Member any person:

- - who is a full-time student over 18 years of age and
- - who is studying a normal full-time academic program as a registered undergraduate or graduate student in Hong Kong

4.4. The Executive Committee shall have the absolute discretion in deciding whether any person shall or shall not be admitted to membership of the Association. Membership shall commence on acceptance by the Association in writing and on payment by the applicant of the required fees.

4.5. Application for membership shall be made to the Association on the prescribed form provided by the Association, except for founder members, who shall automatically be Full Members.

4.6. Resignation of members shall be effective from the time of receipt of such resignation by the Association in writing, provided the member has paid up all the fees due to the Association. No fee shall be refunded.

### 5. GENERAL MEETING

5.1. The General Meeting shall have power to: -

- receive the statement of accounts of the previous financial year from the Executive Committee,
- receive the annual report from the Executive Committee,
- elect the Executive Committee,
- impeach or remove the Executive Committee,
- amend the Constitution and By-laws, and
- dissolve the Association

5.2. The General Meetings shall be the only authority to make, alter, amend or rescind any of the Constitution and By-laws of the Association.

5.3. The Annual General Meeting shall be held as soon as possible after the close of the financial year (July 31) and not later than in Oct 31 each year.



- 5.4. Extraordinary General Meetings may be called by the Executive Committee or at the request of 20% of the total number of voting members of the Association
- 5.5. The Honorary Secretary & Treasurer, on the instructions of the Executive Committee, shall prepare an agenda of the General Meetings and issue notice in such manner as the Executive Committee shall decide, provided no less than 28 calendar days notice shall be given to all voting members of the Association.
- 5.6. The quorum for all General Meetings shall be 30 voting members or 20% of all voting members, whichever is lower. Should there be insufficient quorum 30 minutes after the time fixed for the start of the General Meeting, the Chairperson shall declare the meeting to have lapsed. A Continued General Meeting shall be adjourned within two month, provided no less than 14 calendar days notice shall be given to all voting members of the Association on the date and venue. The Continued General Meeting has no quorum and business shall be conducted and resolutions arrived shall be binding on all members.
- 5.7. Resolutions shall be valid if receiving a simple majority of votes of all voting members present, except the following that requires two-third of the votes of all voting members present: -
  - impeachment of the whole Executive Committee
  - removal of the whole Executive Committee
  - dissolution of the Association

## **6. EXECUTIVE COMMITTEE**

- 6.1. The Executive Committee of the Association, herein known as the Committee shall consist of seven people headed by the Chairperson. The Committee should meet within one month after the annual election to elect amongst themselves the following positions, namely, the Chairperson, three Vice Chairpersons, and the Honorary Secretary & Treasurer. The position title of other Committee members shall be decided by the Committee.
- 6.2. All Committee members must be Full members. The Chairperson must be a Full member of one year or more standing at the time of Annual General Meeting. In case of dispute, the adjudication by the Committee shall be final.
- 6.3. The service term of each Committee members is two years. Each Committee member shall automatically retire from office at the Annual General Meeting of the second year. Retired Committee member is eligible for re-election insofar as they fulfill the conditions herein below:
  - a person shall not be allowed to serve as a Chairperson of the Committee for more than 3 years consecutively.
- 6.4. The first Executive Committee election of the Association shall be held in mid-2003.
- 6.5. The Committee shall have powers: -
  - to propose budget and membership fee for each year;
  - to approve or reject applications for membership of any category;
  - to make, alter or rescind rules and regulations for any purposes, subject to the provisions of the Constitution and By-laws;
  - to appoint or dismiss sub-committee and/or employees as and when necessary and to define the duties and terms of such sub-committees and/or employees;
  - to execute any businesses in furtherance of the objects of the Association;
  - to invite Honorary Advisors of the Association for each year;
  - to execute all decisions passed by the General Meeting of the Association;
  - to use its discretion in the event of any question or matter arising out of any point which is not explicitly provided for in the Constitution or By-laws; and
  - to interpret the Constitution and By-laws when necessary, between General Meetings.
- 6.6. The Committee shall meet at least once two months. Fifty percent of the committee shall form a quorum. Resolutions shall be valid if receiving a simple majority of votes of all Committee



members present. Any Committee member absent from three consecutive Committee Meetings without satisfactory explanation shall be deemed to have resigned from the Committee.

- 6.7. The Chairperson shall take the chair at all General Meetings and Committee Meetings and shall regulate the proceedings. (S)he shall represent the Association in its dealings with external parties. In case the office of the Chairperson becomes vacant, the Committee shall elect one of the Vice-Chairpersons as the Chairperson for the remaining term.
- 6.8. The Honorary Secretary & Treasurer shall attend to all correspondence and keep all records of the Association. (S)he shall summon all General Meetings and Committee Meetings and shall keep minutes of all such meetings. (S)he shall look after all funds and collect and disburse all monies on behalf of the Association. (S)he shall keep proper books of account of all monetary transactions and shall be responsible for their correctness.

## **7. FINANCE**

- 7.1. The financial year of the Association shall close on the 31st July in each year, to which day the accounts shall be balanced.
- 7.2. The payment cheque of the Association must be signed by at least two of the Chairperson, Vice-chairpersons and the Honorary Secretary & Treasurer.
- 7.3. All donations and gifts to the Association must be reported to the General Meeting.
- 7.4. When PISA is dissolved, the fund of the organization would be transferred to another organization bearing the same objectives and/or the charity bodies of Hong Kong.
- 7.5. The maximum expenditure approved by EXCO cannot exceed HKD 20000. For any expenditure over 20000, the transaction must be passed by AGM or EGM.

## **8. ELECTION**

- 8.1. The Annual General Meeting shall elect by secret ballot to fill up all Executive Committee member vacancies each year.
- 8.2. The Executive Committee shall appoint one or more voting members who is/are not running for the election as the scrutineer. The scrutineer shall open the voting papers and count the votes. They shall report the number of votes to the Chairperson who announces the result of election at the Annual General Meeting. The voting papers shall be retained by the Honorary Secretary & Treasurer and be destroyed one month after the Annual General Meeting.
- 8.3. Nominations for posts in the Committee shall be invited from full members not less than 28 calendar days before the date of the Annual General Meeting. Any eligible member for the election must be nominated by one voting member and seconded by another voting member.

## **9. CODE OF ETHICS**

All members commit to fully support this Code of Ethics. Member who intentionally or knowingly violates any provision of Code will be subject to action by review panel, which may result in the revocation of membership.

- Perform all professional activities and duties in accordance with the law and the ethical principles;
- Promote good information security concepts and practices;
- Maintain the confidentiality of all proprietary or otherwise sensitive information encountered in the course of professional activities;



- Discharge professional responsibilities with due diligence and honesty;
- Not intentionally injure the professional reputation or practice of colleagues, clients, or employers;
- Support the establishment of and compliance with appropriate standards, procedures, and controls for information system.

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The Constitution was passed and became effective on 28 August, 2006.