

Constitution of iEthics – The Computer Ethics Society

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ARTICLE 1 - NAME & REGISTERED ADDRESS OF THE SOCIETY

- 1.1 The Society shall be known as “iEthics – The Computer Ethics Society” and hereinafter referred to as “the Society”.
- 1.2. The Society shall be a not-for-profit, apolitical and non-discriminatory learned association for scholars and practitioners in pursuit of Computer Ethics.
- 1.3 The registered address of the Society is as prescribed by the Council of the Society.

ARTICLE 2 – VISION & MISSION

- 2.1 The Society shall dedicate to promote and advance the highest professional and ethical standards by exploring and mapping the existing ethical theories onto the contextual phenomena in cyberspace; by developing new theories where gaps are found to exist; and by fostering an open platform for scholars, practitioners and other stakeholders to share and interchange experience and knowledge of moral issues associated with the use and development of ICT-based systems in society, locally and globally.
- 2.2 In furtherance of the above objects of vision and mission, the Society may
 - a) to the extent permitted by law, collect, receive and disburse funds for the achievement of any of the aforesaid purposes; and
 - b) generally perform any services that will encourage and expand its objectives.

ARTICLE 3 – MEMBERSHIP

- 3.1 Membership is restricted to persons who maintain a keen interest in the mission of the Society and having succeeded in satisfying the Membership requirements as may be prescribed by the Society for a particular category of membership.
- 3.2 A member may be admitted to the Society as Member [Clause 3.3], Fellow [Clause 3.4] or Corporate Member [Clause 3.5].
- 3.3 Member
 - a) A member must
 - hold a Higher Diploma, Associate degree, or above from a recognized university or post-secondary institution;
 - abide by the Society’s code of conduct;
 - be willing to further the Society’s mission; and
 - pay the required fee/subscription to the Society.
 - b) All Members have the right
 - to use the designatory letters MiEthics;

- to vote, to stand for, and to nominate or second a candidate to stand for election for the Society’s Council Member;
 - to speak and vote at Annual and Special Meetings of the Society; and
 - to otherwise exercise all the rights, duties, privileges, and responsibilities of a member as provided under this Constitution.
- 3.4 A Fellow shall be a Member for at least one year. An applicant shall have made in the view of the Council significant contributions to Computer Ethics, and be proposed and seconded by two Fellows. All Fellows have the right to use the designatory letters FiEthics-
- 3.5 A Corporate Member shall be
- a) any entity actively engaging in the ICT or related fields and supporting the Society’s activities;
 - b) obliged to observe the same code of conduct, and entitled to enjoy the same rights, as a Member;
 - c) entitled to display its membership certificate publicly.
- 3.6 An application for membership of all categories shall be made on the prescribed form provided by the Society. The Council shall have the right to invite any qualified person to be a Fellow.

ARTICLE 4 – EXPULSION OF MEMBERS

- 4.1 A member whose conduct is considered repugnant to the Society’s code of conduct and other rules and regulations currently in force may be subject to expulsion from membership.
- 4.2 Upon a written complaint by three (3) 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.
- 4.3 The Disciplinary Committee shall comprise three (3) Members and/or Fellows, not being a 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.
- 4.4 Anybody that is aggrieved with the decision of the Disciplinary Committee shall be entitled to lodge an appeal to the Council within one month, 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.
- 4.5 A member who fails to pay any fee due to the Society may be expelled from membership after three (3) months from the due date by order of Council.

ARTICLE 5 – SUBSCRIPTIONS & FEES

- 5.1 An admission fee is payable with the application for Member, Fellow and Corporate member.
- 5.2 The admission fee and annual subscription rates for the different categories of membership shall be prescribed by the Council from time to time. Annual subscriptions are non-refundable and non transferable, and become due on the commencement of membership, and on the first day of the month of anniversary in each subsequent year. If a subscription is not paid within three (3) months of the due date, the membership may be cancelled by the order of Council.
- 5.3 On resignation or expulsion from the Society, neither the admission fee nor subscriptions will be refunded to the member in question or transferable.

ARTICLE 6 – THE COUNCIL

- 6.1 The management of the Society shall be entrusted to an executive council known as the (Society's) Council.
- 6.2 **Composition of the Council**
The council shall consist of the following members:
 - a) President
 - b) Vice President/Honorary Secretary
 - c) Vice President/Honorary Treasurer
 - d) A number of members/fellows (the number being determined from time to time by the Annual General Meeting as deemed appropriate).
- 6.3 **Election**
 - a) 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;
 - b) Candidate for the position of President must be a Member or Fellow, having served as a Council Member for at least one year. In the case of dispute, the adjudication by an ad hoc board comprising a number of Advisers of the Society shall be final; and
 - c) A person shall hold office as a member of the Council 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.
- 6.4 **Duties of Council Members**
 - a) The President shall
 - preside over all Annual, Special and Council meetings;
 - represent the Society in its dealings with third parties;

- have the right to call meetings of the Council;
 - have a casting vote at the Council Meetings;
 - sign cheques issued in conjunction with the Vice President/Honorary Treasurer, on behalf of the Society;
 - issue official publications or statements on behalf of the Society; and
 - be authorized to appoint Honorary Legal Adviser, Honorary Auditor, and others, on behalf of the Society.
- b) The Vice-President/Honorary Secretary shall attend to all correspondence, keep all records of the Society (other than financial) and be responsible for their correctness, and convene all meetings, prepare and keep agenda/minutes thereof.
- c) The Vice-President/Honorary Treasurer shall look after all funds and collect and disburse moneys on behalf of the Society, keep proper books of account of all monetary transactions, and be responsible for their correctness. The fiscal year of the Society shall end on 31 December, 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.
- d) The other Council Members shall assist in administrating the Society's activities and perform duties assigned by the Council from time to time.
- e) 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.
- 6.5 The Vice-President/Honorary Secretary present shall deputize for the President in the latter's absence. In the absence of both the President and Vice-President/Honorary Secretary, the Vice-President/Honorary Treasurer or Council Members present shall elect amongst themselves a chairman to preside the meeting.
- 6.6 Cheques and other withdrawals from the bank must be signed by the President and Vice President/Honorary Treasurer, or the President and Vice President/Honorary Secretary or the Vice President/Honorary Treasurer and Vice President/Honorary Secretary, in that order of priority.
- 6.7 The Council shall be elected every two years at an Annual General Meeting, or at a Special General Meeting specifically called and convened for the purpose of the election of Council positions.
- 6.8 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 Vice President/Honorary Secretary to every Council member before the date of the meeting. The President, or in his absence, the Vice President/Honorary Secretary, and in the absence of both the President and the Vice President/Honorary Secretary, the Vice President/Honorary Treasurer may call a meeting at any time by giving at least four day's notice.
- 6.9 The quorum for Council meeting shall be one-third of the total number of

Council members in office.

6.10 The Council shall be empowered

- a) to authorize items of expenditure incurred or to be incurred in the Society's activities;
- b) to make, alter or rescind by-laws without affecting this Constitution;
- c) to accept the resignation of any member of the Council or any other office bearer of the Society and to fill, by co-option from among the Society members until the next election, any vacancy that may arise with the approval by majority vote of council members;
- d) to decide at its discretion 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 mission of the Society;
- f) to establish committees and/or working group consisting of any number of persons as the Council thinks 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 committees and/or working groups, and, from time to time, revoke any such delegation and discharge or dissolve any such committee and/or working group wholly or in part. Any committee and/or working 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 authorize 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; and
- g) to accept and rule on membership applications.

ARTICLE 7 – HONORARY AUDITOR

7.1 The Honorary Auditor shall not be a member of Council.

7.2 The Honorary Auditor shall be required to audit the accounts of the fiscal year and to present a report not later than 31 March of the following year to the Council.

7.3 The Honorary Auditor may be required by the President to audit the Society's accounts for any period within his tenure of office at any date and to make a report to the Council.

7.4 The Honorary Auditor shall be appointed for a term of two years, and eligible for renewal thereafter at the discretion of the Council.

ARTICLE 8 – HONORARY LEGAL ADVISER

- 8.1 The Honorary Legal Adviser shall not be a member of Council.
- 8.2 The Honorary Legal Adviser shall be required to advise the Society on issues arising out of Society business and related to the law.
- 8.3 The Honorary Legal Adviser shall be appointed for a term of two years, and eligible for renewal thereafter at the discretion of the Council.

ARTICLE 9 – HONORARY ADVISERS

- 9.1 An Honorary Adviser shall not be a member of Council.
- 9.2 The Honorary Adviser shall be appointed for a term of two years and eligible for renewal thereafter at the discretion of the Council.
- 9.3 The number of Honorary Members that made up the Advisory Board is determined by the Council, and the number may vary from time to time.

ARTICLE 10 – GENERAL MEETINGS

- 10.1 Annual General Meeting of the Society shall be held each year at a date to be determined by the Council but shall in any event not later than June of each year.
- 10.2 Special General Meetings of the Society shall be convened by order of the Council upon the approval by a majority of the Council Members to consider any special matter upon the request in writing of not less than 5% of Members and/or Fellows;.
- 10.3 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 Special 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 Special General Meeting.
- 10.4 Within one month after being awarded membership, a member shall not be allowed to exercise his right to vote as a Member/Fellow in General Meetings.
- 10.5 Proxy is valid to represent appointing another member to attend, speak, vote and exercise a member's other rights in General Meetings and the adjournment thereof.
- 10.6 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; and
 - c) to elect by ballot the Council Members, the Legal Adviser, and the Honorary Auditors.

- 10.7 The quorum for all General Meetings shall be ten percent of the total number of Members and Fellows 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.
- 10.8 Members and Fellows have the right to vote, receive notice and attend the General Meetings of the Society.

ARTICLE 11 – PROHIBITIONS

- 11.1 The funds of the Society shall not be used to pay the fines or legal costs incurred by members.
- 11.2 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.

ARTICLE 12 – AMENDMENTS TO CONSTITUTION

- 12.1 No alteration or amendment to this constitution shall be made unless such alteration or amendment is approved by the majority vote of the Members and Fellows present at a General Meeting.
- 12.2 Such alteration or amendment shall not come into force without the prior sanction of the Societies Officer.

ARTICLE 13 – DISSOLUTION

- 13.1 The Society shall not be dissolved except by a resolution with the consent of three-quarters of the Members and Fellows of the Society present, expressed either in person or by proxy, at a General Meeting convened for the purpose.
- 13.2 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.

ARTICLE 14 - INTERPRETATION

- 14.1 In the event of any question or matter arising out of any point pertaining to day-to-day administration of the Society which is not expressly provided for in the Constitution, the Council shall have the power to use its own discretion.
- 14.2 The decision of the Council shall be final unless it is reversed at a general

meeting.

ARTICLE 15 – GENERAL

- 15.1 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 or email address of the Member as is recorded in the Membership Register of the Society.