

Constitution of (ISC)² Singapore Chapter

NAME

1.1 This Society shall be known as the “**(ISC)² Singapore Chapter**”, hereinafter referred to as the “Chapter”.

PLACE OF BUSINESS

2.1 Its place of business shall be at “9 Temasek Boulevard, 29-01 Suntec Tower 2, Singapore 038989” or such other address as may subsequently be decided upon by the Committee and approved by the Registrar of Societies. The Chapter shall carry out its activities only in places and premises which have the prior written approval from the relevant authorities, where necessary.

OBJECTS

3.1 Its objects are:

- a) Create awareness about the benefits of Information Security to the community at large.
- b) Advance the education and professional development of Information Security professionals within Singapore.

MEMBERSHIP QUALIFICATION, TYPES AND RIGHTS

4.1 Membership is open to individuals interested in the information security field, currently resident in Singapore and who shall be paid members of the Chapter.

There shall be different types of Membership, to cater to different groups of Members.

4.2 Good Standing

To be considered a member in good standing, the member must be current in his or her dues payments to the Chapter as well as meeting the qualification of the membership in section 4.3.

4.3 Types of Membership

There shall be three types of membership.

4.3.1 Professional Membership

Any individual, who is a paid, current member of (ISC)² with valid (ISC)² credentials and a resident of Singapore, can become a Professional Member upon paying the Chapter membership dues. Professional Members in good standing who are above 21 years of age are eligible to vote and to hold office in the Chapter.

4.3.2 Associate Membership

Any interested individual either working in or planning to join the information security community can become an Associate Member upon paying the Chapter membership dues. An Associate Member is NOT eligible to vote and NOT eligible to stand for office.

4.3.3 Student Membership

Any full-time student who is not working and studying in a MOE-approved tertiary education institution in Singapore can become a Student Member upon paying the Chapter membership dues. A Student Member is NOT eligible to vote and NOT eligible to stand for office.

APPLICATION FOR MEMBERSHIP

5.1 A person wishing to join the Chapter should submit his particulars to the Secretary on a prescribed form.

5.2 The Committee will decide on the application for membership.

5.3 A copy of the Constitution shall be furnished to every approved member upon payment of the Chapter Membership Dues.

5.4 Only Professional members who are in good standing fourteen days prior to the day of any General Meeting shall be allowed to vote during the General Meeting.

MEMBERSHIP DUES

6.1 The Chapter Membership Dues shall be determined by the General Meeting on recommendation from the Committee from time to time.

6.2 The Annual Chapter Membership Dues are payable as follows:

- Professional Member is SGD \$50
- Associate Member is SGD \$30
- Student Member is SGD \$10

6.3 The Annual Chapter Membership Dues are payable at the beginning of the membership period and valid for the equivalent number of years of paid membership. The membership needs to be renewed on or before the membership expiry date. If a member falls into arrears with his membership or other dues, he shall be informed immediately by the Treasurer and he shall be temporarily denied the privileges of membership. If he fails to settle his arrears within two (2) months after their becoming due, he shall automatically cease to be a member.

6.4 Any additional fund required for special purposes may only be raised from members with the consent of the General Meeting of the members.

6.5 The income and property of the Chapter whenever derived shall be applied towards the promotion of the objects of the Chapter as set forth in this Constitution

and no portion thereof shall be paid or transferred directly or indirectly by way of dividend or bonus or otherwise howsoever by way of profit to the persons who at any time are or have been members of the Chapter or to any of them or to any person claiming through any of them.

SUPREME AUTHORITY AND GENERAL MEETINGS

7.1 The supreme authority of the Chapter is vested in a General Meeting of the members.

7.2 An Annual General Meeting shall be held within 3 months from the close of its financial year.

7.3 At other times, an Extraordinary General Meeting must be called by the President on the request in writing of not less than 25% of the total voting membership or twenty (20) voting members, whichever is the lesser, and may be called at anytime by order of the Committee. The notice in writing shall be given to the Secretary setting forth the business that is to be transacted. The Extraordinary General Meeting shall be convened within two (2) months from receiving this request to convene the Extraordinary General Meeting.

7.4 If the Committee does not within two (2) months after the date of the receipt of the written request proceed to convene an Extraordinary General Meeting, the members who requested for the Extraordinary General Meeting shall convene the Extraordinary General Meeting by giving ten (10) days' notice to voting members setting forth the business to be transacted and simultaneously posting the agenda via electronic mail.

7.5 At least two (2) weeks' notice shall be given of an Annual General Meeting and at least ten (10) days' notice of an Extraordinary General Meeting. Notice of meeting stating the date, time and place of meeting shall be sent by the Secretary to all voting members. The particulars of the agenda shall be posted via electronic mail four (4) days in advance of the meeting.

7.6 Unless otherwise stated in this Constitution, voting by proxy shall not be allowed at all General Meetings.

7.7 The following points will be considered at the Annual General Meeting:

- a) The previous financial year's accounts and annual report of the Committee.
- b) Where applicable, the election of office-bearers and Honorary Auditors for the following term.

Any member who wishes to place an item on the agenda of a General Meeting may do so provided he gives notice to the Secretary one (1) week before the meeting is due to be held.

7.8 At least 25% of the total voting membership or twenty (20) voting members, whichever is the lesser, present at a General Meeting shall form a quorum. Proxies shall not be constituted as part of the quorum.

7.9 In the event of there being no quorum at the commencement of a General Meeting, the meeting shall be adjourned for half an hour and should the number then present be insufficient to form a quorum, those present shall be considered a quorum, but they shall have no power to amend any part of the existing Constitution.

MANAGEMENT AND COMMITTEE

8.1 The administration of the Chapter shall be entrusted to a Committee consisting of the following to be elected at each Annual General Meeting:

- A President
- A Vice-President
- A Secretary
- A Vice-Secretary

- A Treasurer
- A Vice-Treasurer
- A Membership Chair
- A Communications Director
- 5 Ordinary Committee Members

Majority of the Committee Members shall be Singapore Citizens.

8.2 Names for the above offices shall be proposed and seconded at the Annual General Meeting and election will follow on a simple majority vote of the members. All office-bearers, may be elected to the same post for two consecutive terms of office only. The term of office of the Committee is one year.

8.3 Election will be either by show of hands or, subject to the agreement of the majority of the voting members present, by a secret ballot. In the event of a tie, the Chairman of the meeting shall have a casting vote.

8.4 Removal of Committee Member:

- a) Any member of the Committee can be removed from the Committee by a simple majority vote at a General Meeting.
- b) Any member of the Committee can be removed from the Committee by a two-thirds majority vote of the other Committee Members at a Committee Meeting.
- c) The remaining Committee may appoint one of their own, or co-opt one of the general membership, to fill the office of the removed Committee Member until the next Annual General Meeting.

8.5 A Committee Meeting shall be held at least once every two months after for which the Secretary shall give seven (7) days' notice to Committee Members. The President, or a simple majority of the Committee Members, may call a Committee Meeting at any time by giving five (5) days' notice.

Notice of a Committee Meeting may be sent by electronic mail. Majority of the Committee

Members must be present for a Committee Meeting's proceedings to be valid. Committee Members may attend via telephone or video conference. Decisions shall be made by a simple majority of those attending.

8.6 Any member of the Committee absenting himself from three (3) meetings consecutively without satisfactory explanations shall be deemed to have withdrawn from the Committee and a successor may be co-opted by the Committee to serve until the next Annual General Meeting. Any changes in the Committee shall be notified to the Registrar of Societies within two (2) weeks of the change.

8.7 The duty of the Committee is to organise and supervise the daily activities of the Chapter. The Committee may not act contrary to the expressed wishes of the General Meeting without prior reference to it and shall always remain subordinate to the General Meetings.

DUTIES OF OFFICE-BEARERS

9.1 General:

(a) Office bearers shall perform the duties stated in this section.

(b) Office bearers shall not perform duties assigned to other office bearers except (i) where stated below, or (ii) with the agreement of the responsible office bearer, or (iii) with the agreement of a majority of the Committee. Where (ii) and (iii) are in conflict, the decision of the majority of the Committee shall take precedence."

(c) Office bearers shall not make commitments to third parties on behalf of the Chapter without the approval of the Committee.

9.2 The President shall chair all General and Committee meetings. He shall also represent the Chapter in its dealings with (ISC)2, Government bodies, industry bodies, professional societies and other entities as approved by the Committee.

9.3 The Vice-President shall assist the President and in the absence of the President, shall chair General and Committee Meetings and deputise for him in his absence.

9.4 The Secretary shall keep all records, except financial, of the *Chapter* and shall be responsible for their correctness. He will keep minutes of all General and Committee meetings. In the absence of the President and Vice President, he shall chair General and Committee Meetings.

9.5 The Assistant Secretary shall assist the Secretary and deputise for him in his absence. In the absence of the President, Vice President and Secretary, he shall chair General and Committee Meetings.

9.6 The Treasurer shall keep all funds and collect and disburse all moneys on behalf of the Chapter and shall keep an account of all monetary transactions and shall be responsible for their correctness. The Treasurer shall present a finance update every quarter to the Committee. He is authorised to expend up to \$1,000 per month for petty expenses on behalf of the Chapter. He will not keep more than \$500 in the form of cash and money in excess of this will be deposited in a bank to be named by the Committee. Cheques, etc. for withdrawals from the bank will be signed by the Treasurer and either the President or the Vice-President or the Secretary.

9.7 The Assistant Treasurer shall assist the Treasurer and deputise for him in his absence.

9.8 The Membership Chair shall receive membership applications and renewals and maintain an up-to-date Register of Members at all times. The Membership Chair may communicate with an individual member on matters relating to membership. The Membership Chair shall present new member applications at each Committee Meeting for Committee approval.

9.9 The Communications Director shall be responsible for all communications with Chapter members. Communications to members shall only be upon the approval of the Committee. The Communications Director shall also manage the technology platforms required for communications.

9.10 The Ordinary Committee Members shall assist in the general administration of the Chapter and perform duties assigned by the Committee from time to time.

AUDIT AND FINANCIAL YEAR

10.1 Two (2) voting members, not being members of the Committee, shall be **elected** as Honorary Auditors at each Annual General Meeting and will hold office for a term of one year only and shall not be re-elected for a consecutive term. The accounts of the Chapter shall be audited by a firm of Public Accountants and Chartered Accountants if the gross income or expenditure of the Chapter exceeds \$500,000 in that financial year, in accordance with Section 4 of the Societies Regulations.

10.2 The appointed auditor:

- a) Will be required to audit each year's accounts and present a report upon them to the Annual General Meeting.
- b) May be required by the President to audit the Chapter's accounts for any period within their tenure of office at any date and make a report to the Committee.

10.3 The financial year shall be from 1st October to 30th September.

TRUSTEES

11.1 If the Chapter at any time acquires any immovable property, such property shall be vested in trustees subject to a declaration of trust.

11.2 The trustees of the Chapter shall:

- a) Not be more than four (4) and not less than two (2) in number.
- b) Be elected by a General Meeting of members.
- c) Not effect any sale or mortgage of property without the prior approval of the General Meeting of members.

11.3 The office of the trustee shall be vacated:

- a) If the trustee dies or becomes a lunatic or of unsound mind.

- b) If he is absent from the Republic of Singapore for a period of more than one (1) year.
- c) If he is guilty of misconduct of such a kind as to render it undesirable that he continues as a trustee.
- d) If he submits notice of resignation from his trusteeship.

11.4 Notice of any proposal to remove a trustee from his trusteeship or to appoint a new trustee to fill a vacancy must be given by posting it on the notice board in the Chapter's premises at least two (2) weeks before the General Meeting at which the proposal is to be discussed. The result of such General Meeting shall then be notified to the Registrar of Societies.

11.5 The address of each immovable property, name of each trustee and any subsequent change must be notified to the Registrar of Societies.

VISITORS AND GUESTS

12.1 Visitors and guests may be admitted into the premises of the Chapter but they shall not be admitted into the privileges of the Chapter. All visitors and guests shall abide by the Chapter's rules and regulations.

PROHIBITIONS

13.1 Gambling of any kind, excluding the promotion or conduct of a private lottery which has been permitted under the Private Lotteries Act Cap 250, is forbidden on the Chapter's premises. The introduction of materials for gambling or drug taking and of bad characters into the premises is prohibited.

13.2 The funds of the Chapter shall not be used to pay the fines of members who have been convicted in court of law.

13.3 The Chapter shall not engage in any trade union activity as defined in any written law relating to trade unions for the time being in force in Singapore.

13.4 The Chapter shall not indulge in any political activity or allow its funds and/or premises to be used for political purposes.

13.5 The Chapter shall not hold any lottery, whether confined to its members or not, in the name of the Chapter or its office-bearers, Committee or members unless with the prior approval of the relevant authorities.

13.6 The Chapter shall not raise funds from the public for whatever purposes without the prior approval in writing of the Assistant Director Operations, Licensing Division, Singapore Police Force and other relevant authorities.

13.7 All past chapter committee members shall not deliberately misrepresent his/herself as active serving committee in print, spoken and/or recording for any media event, such as industry or public accessible conferences.

13.8 Past chapter committee members are to refer to themselves as 'ex-office title of (ISC)2 Singapore Chapter year(s) in office' or equivalent. If any of them who had resigned, retired or had been dismissed during their office term, may append (resigned, retired or dismissed) accordingly. Some examples are as follows:

- *ex-Secretary of (ISC)2 Singapore Chapter (2012-2013)*
- *ex-Executive Member of (ISC)2 Singapore Chapter (2013-2014)*
(Resigned)

AMENDMENTS TO CONSTITUTION

14.1 The Chapter shall not amend its Constitution without the prior approval in writing of the Registrar of Societies. No alteration or addition/deletion to this Constitution shall be passed except at a general meeting and with the consent of two-thirds (2/3) of the voting members present at the General Meeting.

INTERPRETATION

15.1 In the event of any question or matter pertaining to day-to-day administration which is not expressly provided for in this Constitution, the Committee shall have

power to use their own discretion. The decision of the Committee shall be final unless it is reversed at a General Meeting of members.

DISPUTES

16.1 In the event of any dispute arising amongst members, they shall attempt to resolve the matter at an Extraordinary General Meeting in accordance with this Constitution. Should the members fail to resolve the matter, they may bring the matter to a court of law for settlement.

DISSOLUTION

17.1 The Chapter shall not be dissolved, except with the consent of not less than three-fifths ($\frac{3}{5}$) of the total voting membership of the Chapter for the time being resident in Singapore expressed, either in person or by proxy, at a General Meeting convened for the purpose.

17.2 In the event of the Chapter being dissolved as provided above, all debts and liabilities legally incurred on behalf of the Chapter shall be fully discharged, and the remaining funds will be disposed of in such manner as the General Meeting of members may determine or donated to an approved charity or charities in Singapore.

17.3 A Certificate of Dissolution shall be given within seven (7) days of the dissolution to the Registrar of Societies.

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