

Guidelines for Committee Members

Members of the TIC's committees shall observe the following guidelines:

I. Term of Office

- (1) A Committee member (including the Convenor) shall not serve on the same committee for more than six consecutive years, except for the Convenors and Committee members of the Development Committee and the Staff and Finance Committee.
- (2) Upon reaching the six-year limit, the Convenor or Committee member shall retire from the committee for at least one full term, which is normally one calendar year, before joining the same committee again.
- (3) Any person who after serving on the same committee as its member or Convenor for six consecutive years is at that time a director is eligible for appointment by the Board as Convenor of the committee for one term or until his/her term of office as a director expires, whichever is the earlier. Convenors appointed in this fashion shall retire from the committee for at least one full term, which is normally one calendar year, before eligible to join the same committee again.

II. Attendance at Meetings

- (1) Committee meetings are held as deemed necessary. Members shall try their best to attend committee meetings.
- (2) Committee members are appointed by the Board in their personal capacities. No alternate shall be appointed for any Committee member and no representative shall be allowed to attend committee meetings on behalf of the member.
- (3) A Committee member who wishes to bring an observer or an interpreter to a meeting shall seek prior consent from the Committee Convenor and shall remind the observer to abide by the Rules for Observers Attending Board, Committee or Working Group Meetings. Observers shall not move a motion or vote at any meeting.
- (4) Members of an ad hoc group set up by a Committee may appoint a representative to attend meetings of the ad hoc group on their behalf but shall remind the representative to abide by these guidelines.
- (5) The Board may request a Committee member who is absent from three consecutive meetings of a committee to vacate his/her office.
- (6) A Committee member whose attendance at committee meetings is less than 50% in a certain year may not be considered for re-appointment in the following year.

III. Language

- (1) The notice of meeting, agenda and papers and all proceedings of committee meetings shall be in either Chinese and/or English as decided by the Committee Convenor. Members shall, if necessary, make their own arrangements for translation and interpretation services. The validity of the decisions and proceedings of a committee shall not be affected because of any failure of a member to arrange for such services to be provided during the whole or any part of the proceedings.

IV. Manners at Meetings

- (1) The Convenor, or in his/her absence the Deputy Convenor, shall be the chairman of committee meetings. The chairman of a meeting may address the committee at any time during which members shall remain silent. A member may speak only with the permission of the chairman. No member other than the chairman of the meeting shall interrupt another when speaking.
- (2) The chairman of a meeting shall preserve order and take care that all proceedings are conducted in a proper manner. His/her decision on a point of order shall be final. The chairman may ask members who use foul or offensive language at a meeting to leave the meeting. In the event the number of members present as a result falls short of that required for a quorum to be formed, the meeting shall still be considered as having a quorum and the resolution thus passed shall be considered valid.

V. Absence

- (1) Any member who is unable to attend a meeting shall inform the Executive Office as early as possible. If he/she wishes his/her comments on any item of the agenda to be recorded, he/she may send them in writing to the Executive Office before the meeting so that the comments can be put to the Committee at the meeting.

VI. Meeting Schedule, Agenda and Minutes

- (1) Agendas of Committee meetings will be posted in the “Services for Members” section of the TIC’s website. General members may request Committee members to convey to the meetings their views and suggestions on matters to be discussed.
- (2) All Committee meetings shall remain closed-door meetings.
- (3) Confirmed minutes of Committee meetings will be posted in the “Services for Members” section of TIC’s website. The minutes will record only summaries of the discussions and decisions made at the meetings and the names of those persons who have spoken will be withheld.

VII. Confidentiality

- (1) A Committee member shall not disclose or permit to disclose information concerning deliberations of a committee to other TIC Members or to the public until the confirmed minutes of the relevant meeting are published. A Committee member shall not in any case disclose or disseminate information that is confidential, or false, or misleading, or cannot be substantiated, and shall not disclose the names of those persons who have spoken at any meeting.
- (2) Committee members are prohibited from using confidential information obtained during the course of their duties for any personal or business use/benefit.
- (3) A Committee member who has been permitted to bring an interpreter to a Committee meeting shall undertake to ensure that the person concerned observes the guidelines in VII(1)-(2) above.

VIII. Declaration of interest

- (1) A Committee member shall endeavour to contribute through his/her work to the advancement of the industry, and not for any collateral purpose or personal motive. Where a Committee member is aware that he/she personally has or as a member/director of a company has a pecuniary or prejudicial interest in a matter under discussion by a committee, he/she shall declare his/her interest and shall abstain from voting on the issue unless otherwise permitted by the committee concerned.
- (2) The committee concerned may preclude a Committee member with a declared interest to take part in the deliberations of the matter, taking into account the materiality of the interest declared.
- (3) All the declared interests and the subsequent decisions of the committee shall be properly recorded in the minutes of the meeting.
- (4) Committee members shall be required to return any related documents to the Executive Office if a conflict of interest is detected before the meeting.

[Please refer to Appendix I: "Extracts from the Prevention of Bribery Ordinance (Cap. 201)" and Appendix II: "Declaration of Conflict of Interest"]

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Extracts of the Prevention of Bribery Ordinance (Cap. 201)

Section 9

(1) Any agent who, without lawful authority or reasonable excuse, solicits or accepts any advantage as an inducement to or reward for or otherwise on account of his –

- (a) doing or forbearing to do, or having done or forborne to do, any act in relation to his principal's affairs or business; or
- (b) showing or forbearing to show, or having shown or forborne to show, favour or disfavour to any person in relation to his principal's affairs or business,

shall be guilty of an offence.

(2) Any person, who, without lawful authority or reasonable excuse, offers any advantage to any agent as an inducement to or reward for or otherwise on account of the agent's –

- (a) doing or forbearing to do, or having done or forborne to do, any act in relation to his principal's affairs or business; or
- (b) showing or forbearing to show, or having shown or forborne to show, favour or disfavour to any person in relation to his principal's affairs or business,

shall be guilty of an offence.

(3) Any agent who, with intent to deceive his principal, uses any receipt, account or other document –

- (a) in respect of which the principal is interested; and
- (b) which contains any statement which is false or erroneous or defective in any material particular; and
- (c) which to his knowledge is intended to mislead the principal,

shall be guilty of an offence.

(4) If an agent solicits or accepts an advantage with the permission of his principal, being permission which complies with subsection (5), neither he nor the person who offered the advantage shall be guilty of an offence under subsection (1) or (2).

(5) For the purposes of subsection (4) permission shall –

- (a) be given before the advantage is offered, solicited or accepted; or
- (b) in any case where an advantage has been offered or accepted without prior permission, be applied for and given as soon as reasonably possible after such offer or acceptance,

and for such permission to be effective for the purposes of subsection (4), the principal shall, before giving such permission, have regard to the circumstances in which it is sought.

Section 4

(1) Any person who, whether in Hong Kong or elsewhere, without lawful authority or reasonable excuse, offers any advantage to a public servant as an inducement to or reward for or otherwise on account of that public servant's-

- (a) performing or abstaining from performing, or having performed or abstained from performing, any act in his capacity as a public servant;
- (b) expediting, delaying, hindering or preventing, or having expedited, delayed, hindered or prevented, the performance of an act, whether by that public servant or by any other public servant in his or that other public servant's capacity as a public servant; or
- (c) assisting, favouring, hindering or delaying, or having assisted, favoured, hindered or delayed, any person in the transaction of any business with a public body,

shall be guilty of an offence.

(3) If a public servant other than a prescribed officer solicits or accepts an advantage with the permission of the public body of which he is an employee being permission which complies with subsection (4), neither he nor the person who offered the advantage shall be guilty of an offence under this section.

Section 8

(1) Any person who, without lawful authority or reasonable excuse, while having dealings of any kind with the Government through any department, office or establishment of the Government, offers any advantage to any prescribed officer employed in that department, office or establishment of the Government, shall be guilty of an offence.

(2) Any person who, without lawful authority or reasonable excuse, while having dealings of any kind with any other public body, offers any advantage to any public servant employed by that public body, shall be guilty of an offence.

Extracts of the Prevention of Bribery Ordinance (Cap. 201)

Section 2

“Advantage” means :

- (a) any gift, loan, fee, reward or commission consisting of money or of any valuable security or of other property or interest in property of any description;
- (b) any office, employment or contract;
- (c) any payment, release, discharge or liquidation of any loan, obligation or other liability, whether in whole or in part;
- (d) any other service, or favour (other than entertainment), including protection from any penalty or disability incurred or apprehended or from any action or proceedings of a disciplinary, civil or criminal nature, whether or not already instituted;
- (e) the exercise or forbearance from the exercise of any right or any power or duty; and
- (f) any offer, undertaking or promise, whether conditional or unconditional, of any advantage within the meaning of any of the preceding paragraphs (a), (b), (c), (d) and (e),

but does not include an election donation within the meaning of the Elections (Corrupt and Illegal Conduct) Ordinance (Cap. 554), particulars of which are included in an election return in accordance with that Ordinance.

“Entertainment” means :

The provision of food or drink, for consumption on the occasion when it is provided, and of any other entertainment connected with, or provided at the same time as, such provisions.

Section 19

In any proceedings for an offence under this Ordinance, it shall not be a defence to show that any such advantage as is mentioned in this Ordinance is customary in any profession, trade, vocation or calling.

(Company Name)
DECLARATION OF CONFLICT OF INTEREST

Part A – Declaration *(To be completed by Declaring Staff)*

To : (Approving Authority) via (supervisor of the Declaring Staff)

I would like to report the following actual/potential* conflict of interest situation arising during the discharge of my official duties:-

Persons/companies with whom/which I have official dealings
My relationship with the persons/companies (e.g. relative)
Relationship of the persons/companies with our Company (e.g. supplier)
Brief description of my duties which involved the persons/companies (e.g. handling of tender exercise)

(Date)

(Name of Declaring Staff)
(Title / Department)

Part B – Acknowledgement *(To be completed by Approving Authority)*

To : (Declaring Staff) via (supervisor of the Declaring Staff)

Acknowledgement of Declaration

The information contained in your declaration form of (Date) is noted. It has been decided that:-

- You should refrain from performing or getting involved in performing the work, as described in Part A, which may give rise to a conflict.
- You may continue to handle the work as described in Part A, provided that there is no change in the information declared above, and you must uphold the Company's interest without being influenced by your private interest.
- Others (please specify) : _____

(Date)

(Name of Approving Authority)
(Title / Department)

**Delete as appropriate*