

TRAVEL INDUSTRY COUNCIL OF HONG KONG
GENERAL CODE OF CONDUCT FOR TIC BOARD OF DIRECTORS

(October 2022 version)

Introduction

1. The Terms of Reference, Composition and Liabilities of the Board of Directors are governed by the Memorandum and Articles of Association of the TIC.
2. The Memorandum and Articles of Association of the TIC make reference to this General Code of Conduct, the object of the Code being to promote a high professional standard of ethical practice.
3. This General Code of Conduct represents the minimum standards which TIC Board members are required to follow in all transactions and practices relating to their conduct as Board members.
4. TIC Board members shall be answerable to the TIC Board of Directors concerning their conduct in accordance with this Code. If the conduct of a Board member is found to be in contravention of this Code or otherwise inconsistent with the objectives of the TIC, action will be taken as prescribed in the Memorandum and Articles of Association of the TIC by the Board. In cases where there may be a breach of the Prevention of Bribery Ordinance, a report may be made to the ICAC.
5. A Board member shall not advocate any political views in the name of the TIC unless otherwise specifically approved by the Board of Directors.

Order of Meetings

6. A Board member shall endeavour to be punctual at any Board meeting and to stay until the meeting adjourns.

The Prevention of Bribery Ordinance

7. Members of the Board are advised to take note of the Prevention of Bribery Ordinance.

[Please refer to Appendix I: “Extracts from the Prevention of Bribery Ordinance (Cap. 201)”]

8. The Ordinance prohibits only the solicitation and acceptance of advantage with corrupt motives in Board members’ official dealings i.e. when conducting the affairs of the TIC; there are no restrictions on the acceptance of gifts, commissions etc. by Board members in their private capacity.

Professional Principles

9. To maintain a high standard of professionalism, TIC Board members shall observe the following guidelines:
 - (a) A Board member, shall faithfully, honestly and diligently carry out the duties which he/she undertakes, which must be within the scope of the TIC’s objects, and shall have proper regard for the interests of the industry in general.
 - (b) A Board member shall endeavour to contribute through his/her work to the advancement of the industry, and not for any collateral purpose or personal motive.
 - (i) Where a Board member is aware that he/she or any close relative of his/her personally or a private company of which the Board member or any close relative of his/her is a sole proprietor / partner / shareholder / director / member has a pecuniary or prejudicial interest in a matter under discussion by the Board, he shall declare his interest and shall abstain from voting on the issue unless otherwise permitted by the Board.
 - (ii) The Board may preclude a Board member with a declared interest to take part in the deliberations of the matter, taking into account the materiality of the interest declared.
 - (iii) All the declared interests and the subsequent decisions of the Board shall be properly recorded in the minutes of the meeting.

- (iv) Board members shall be required to return any related documents to the Executive Office if a conflict of interest is detected by the Board member(s) before the meeting.

[Please refer to Appendix II: “Declaration of Conflict of Interest”]

- (c) A Board member or any close relative of his/her shall not personally or where the Board member or any close relative of his/her is a sole proprietor / partner / shareholder / director / member of a private company that private company may be a contractor or provider for supplying goods or services to the TIC. However, he/she shall not be allowed to participate in the authorisation process of the procurement procedures concerned.
- (d) A close relative of a Board member means the parents (including parents-in-law and step-parents), spouse (including a concubine) and child (including a child who is illegitimate or adopted, a foster child and a step-child) of the Board member.
- (e) A Board member shall not knowingly undertake any commitment beyond his resources or beyond his ability.
- (f) A Board member shall not pass adverse comments on fellow Board members or TIC members unless such comments are justified and capable of being substantiated.
- (g) A Board member shall not disclose or permit to disclose information concerning deliberations of the Board to any person until the confirmed minutes of the relevant meeting are published. A Board member shall not in any case disclose or disseminate information which 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.
- (h) Board members are prohibited from using confidential information obtained during the course of their Board duties for any personal or business use/benefit.

Professional Ethics

10. The TIC upholds the principle of fair competition in business and an honourable standard of professional ethics. The framework for a standard of business ethics is provided by the Prevention of Bribery Ordinance (Cap 201).

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