

THE HONG KONG CHARTERED GOVERNANCE INSTITUTE

DISCIPLINARY REGULATIONS

(July 2021)

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A. INTRODUCTION

1. The Hong Kong Chartered Governance Institute (the Institute) is a professional body located in the Hong Kong Special Administrative Region of the People's Republic of China. Members of the Institute are also constituted as members of the Hong Kong/China Division of The Chartered Governance Institute (CGI). The Institute is empowered under its Articles of Association and the Delegation Agreement dated 20 May 2005 (between the Institute and the CGI) to conduct disciplinary proceedings in respect of its members, as members of the Institute and of the Hong Kong/China Division of the CGI and to provide for the constitution of and procedures for the same.
2. These Regulations are applicable to all members of the Institute and the Hong Kong/China Division of the CGI.
3. The Investigation Group (IG), Disciplinary Tribunal (DT) and Appeal Tribunal (AT) are the disciplinary bodies referred to in Articles 23 & 24 of the Institute's Articles of Association. Appointments to each of these disciplinary bodies is made subject to such terms and conditions as the Council of the Institute may by resolution prescribe, and subject to these Regulations.
4. The Council of the Institute is authorised under Articles 23 & 24 of the Institute's Articles of Association to appoint individuals to, or as the case may be, remove individuals from-the IG, DT and AT.

B. THE INVESTIGATION GROUP

Membership

5. A minimum of four Fellows will be appointed to the IG. Provided that the number of Associates or non-members shall not exceed one-third of the IG, the Council of the Institute may from time to time appoint one or more Associates and, if specific expertise is required in a particular case, one or more non-members to the IG.
6. Three members of the IG, of whom two must be Fellows, shall form the quorum for a meeting. The IG shall make its decisions by a simple majority of those members present, with the Chairman voting on all occasions but without a casting vote.
7. The members of the IG shall elect a Chairman, who must be a Fellow.

Method of operation

8. Upon receipt of information or a complaint against a member, the Institute's Chief Executive, failing whom an individual nominated by the Council of the Institute, shall refer the matter to the IG for investigation. In appropriate circumstances, the member concerned may be advised of the general nature of the information or complaint received and of the fact that it will be referred to the IG and, invited to submit an initial response to the information or complaint received within a reasonable period.
9. The IG may dispose of the matter without further investigation where it sees no need for disciplinary proceedings. The member concerned shall be informed accordingly.

10. If further investigation is warranted, the IG shall instruct the Institute's Chief Executive, failing whom an individual nominated by the Council of the Institute to make such further enquiries as the IG deems necessary. Such further enquiries shall include informing the member concerned of the complaint, the IG investigation and inviting the member concerned to respond to the complaint.
11. If the IG, at the conclusion of the investigation, decides that the member concerned appears to be in breach of one or more of the provisions of Article 25.1 of the Articles of Association the IG shall submit a written report of its findings, signed by the Chairman, to the DT. The report shall include:
 - 11.1 The nature of the matter investigated including, the information or complaint received and the response, if any, of the member concerned.
 - 11.2 The results of the enquiries made by or on behalf of the IG and the IG's findings.
 - 11.3 The charge or charges which the IG recommends the member concerned should answer and, the grounds in support of the same.

Meetings

12. The IG may meet at such times and places as it thinks fit, but a programme of three meetings a year will normally be considered sufficient. The Chairman shall be responsible for convening meetings.

C. THE DISCIPLINARY TRIBUNAL

Membership

13. A minimum of four Fellows will be appointed by the Council of the Institute to the DT. Provided that the number of Associates or non-members shall not exceed one-third of the DT, the Council of the Institute may from time to time appoint one or more Associates and, if specific expertise is required in a particular case, one or more non-members, to the DT.
14. Three members of the DT, of whom two must be Fellows, shall form the quorum for a meeting. Save as otherwise provided for herein, the DT shall make its decisions by a simple majority of those members present, with the Chairman voting on all occasions but without a casting vote.
15. The members of the DT shall elect a Chairman, who must be a Fellow.

Method of operation

16. The DT shall give the member concerned a copy of the IG's report, including a copy of the charge or charges against that member.
17. Whilst the DT is not empowered to modify the charge or charges proposed by the IG, it may, in cases, refer the charge or charges back to the IG with a recommendation that the charge or charges be amended or, as the case may be, substituted with different charges. Before re-submitting the matter to

the DT, the IG may amend or substitute the charge or charges.

18. The DT may, if it thinks fit, instruct a solicitor and/or counsel to assist it in the proceedings. The cost shall be borne by the Institute.
19. Subject to these Regulations the conduct and proceedings before the DT shall be determined by the Chairman of the DT in consultation with the other members of the DT. The Chairman may adjourn the proceedings as and when necessary.
20. The DT shall arrange for a record to be kept of its proceedings. The deliberations of the DT shall remain confidential to the members of the DT.
21. The IG (or its representative) shall be responsible for prosecuting the charge or charges before the DT.
22. At the hearing of the charge or charges, if the Chairman of the DT considers it warranted in the circumstances, the member may be accompanied by his legal adviser.
23. At any time the DT, by its Chairman, acting with the consent of the parties or in the interests of a just and expeditious resolution of the matter, may issue directions for the future conduct of the proceedings, which directions, amongst other things, may relate to:
 - 23.1 The time and date on which and the place at which the substantive and any preliminary hearing, or adjournment of the same, will take place.
 - 23.2 The disclosure of information, including documents.
 - 23.3 The provision of particulars and the form in which those particulars are to be provided.
 - 23.4 The witnesses, if any, including expert witnesses, to be called by the parties and the nature of their evidence; and, the preparation, filing and admission of written witness statements.
 - 23.5 The manner and form in which evidence is to be prepared, filed and served.
 - 23.6 The provision of skeleton arguments and other submissions.
 - 23.7 The confidentiality of the disciplinary proceedings.
 - 23.8 The date by which any directed action shall be taken.
 - 23.9 Any other direction for the just and expeditious handling of the matter including, the grant of an extension of time in which directions may be complied with.
24. Any party to the proceedings may apply in writing to the DT for directions. At the same time the party applying shall serve a copy of the application on all other parties and all parties shall have an opportunity to respond to the application.
25. The DT, by its Chairman, may, without a hearing, give directions based on the papers before the DT.
26. If the DT, by its Chairman, decides to hear oral argument on any application for directions, then the

Chairman may sit alone to hear and decide the application.

27. Any direction given by the DT shall be in writing, signed by the Chairman and, shall be served on the parties.
28. Directions shall continue to bind the parties notwithstanding any change in the composition of the DT.
29. The DT may make a direction, including an order for the payment of costs.
30. Nothing in these Regulations shall be taken to limit the powers of the DT.
31. Unless the DT otherwise directs, the order of the proceedings shall be as follows:
 - 31.1 The charge or charges shall be read to the member concerned and a plea taken to each of them.
 - 31.2 Insofar as the DT permits witnesses to attend the proceedings to give evidence, the DT shall first hear from the witnesses, if any, called by or on behalf of the IG, followed by the witnesses, if any, called by or on behalf of the member concerned.
 - 31.3 Closing submissions may be made by or on behalf of the IG and the member concerned.
 - 31.4 In the course of the proceedings the DT may ask questions of any witness, including the member concerned.
32. In finding a member liable for a breach of Article 25.1 of the Articles of Association, the DT may impose one or more of the penalties set out in Article 27 of the Articles of Association.

Decision of the DT

33. At the conclusion of the proceedings and upon reaching a decision on the liability of the member concerned, the DT shall prepare a written decision signed by the Chairman and members which contains: (a) details of the charge or charges against the member; (b) a summary of the evidence adduced and submissions made during the proceedings; (c) the findings reached by the DT in respect of each charge and, a statement of reasons for those findings; (d) the penalty or penalties imposed, if any, pursuant to Article 27 of the Articles of Association; and, (e) a ruling as to what, if any, publicity there should be about the decision or any matter relating thereto.
34. A copy of the DT's decision shall be sent forthwith to the member concerned. The IG shall also receive a copy.
35. The DT shall inform the member concerned of his right under Article 28 of the Articles of Association to appeal the DT's decision to the AT.

Meetings

36. The DT may meet at such times and places as it thinks fit, but a programme of two meetings a year will normally be considered sufficient. The Chairman is responsible for convening such meetings.

D. THE APPEAL TRIBUNAL

Membership

37. A minimum of four Fellows will be appointed by the Council of the Institute to the AT. Provided always that the number of Associates or non-members shall not exceed one-third of the AT, the Council of the Institute may from time to time appoint one or more Associates and, if specific expertise is required in a particular case, one or more non-members to the AT.
38. The members of the AT will elect a Chairman who must be a Fellow.
39. Three members of the AT will form the quorum for meetings of the AT, of whom two must be Fellows. Save as otherwise provided for herein, the AT shall make its decisions by a simple majority of those members present, with the Chairman voting on all occasions but without a casting vote.

Right of Appeal

40. A member who is the subject of an adverse decision by the DT has 28 days from the date on which the DT's decision is dispatched to them in which to appeal that decision in whole or in part (including the penalty imposed) to the AT. A notice of the member's intention to appeal must be in writing and received by the Institute, marked for the attention of the AT, within the said 28 days. A copy of the notice shall be supplied to the IG.
41. The notice of appeal shall state the grounds relied on in support of the appeal. The member concerned then has a further 42 days from the date on which the written notice of an intention to appeal is filed with the AT in which to file a notice of appeal which specifies in more detail the grounds on which the appeal is based. A copy of the notice shall be supplied to the IG.
42. The filing of the notice of appeal shall operate to stay the decision of the DT including any penalty or penalties imposed by the DT. For the avoidance of doubt, if the member fails to file a notice of an intention to appeal within the prescribed period of 28 days then the DT's decision shall take immediate effect upon the expiry of the 28 day period.

Method of Operation

43. The appeal shall be by way of a re-hearing.
44. Save as otherwise provided for herein the conduct of proceedings before the AT shall be determined by the Chairman of the AT in consultation with the other members of the AT.
45. The AT may refuse to hear an appeal by a member where the AT considers, having regard to all the circumstances of the case, that the appeal is without merit.
46. At the hearing of the appeal, if the Chairman of the AT considers it warranted in the circumstances, the member may be accompanied by his legal adviser.

47. In an appeal the AT may allow the appeal, dismiss the appeal or vary or set aside any finding of or penalty imposed by the DT and, where the finding or penalty is set aside, substitute for the finding or penalty any other finding or penalty it considers appropriate.
48. The AT shall keep a record of its proceedings.
49. The IG (or its representative) shall appear before the AT on the appeal.
50. At any time the AT, by its Chairman, acting with the consent of the parties or in the interest of a just and expeditious resolution of the appeal, may issue directions for the future conduct of the appeal, which directions, amongst other things, may relate to:
 - 50.1 The time and date on which and the place at which the appeal and any preliminary hearing, or adjournment of the same, will take place.
 - 50.2 The admission of additional evidence.
 - 50.3 The provision of skeleton arguments and other submissions.
 - 50.4 The confidentiality of the proceedings.
 - 50.5 The date by which any directed action shall be taken.
 - 50.6 Any other direction for the just and expeditious handling of the appeal.
51. Any party to the appeal may apply in writing to the AT for directions. The party applying shall serve a copy of the application on all other parties and all parties shall have an opportunity to respond to the application.
52. The AT, by its Chairman, may, without a hearing, give directions based on the papers before the AT.
53. If the AT, by its Chairman, decides to hear oral argument on the application for directions, then the Chairman may sit alone to hear and decide the application.
54. Any direction given by the AT shall be in writing, signed by the Chairman and shall be served on the parties.
55. Directions shall continue to bind the parties notwithstanding any change in the composition of the AT.
56. The AT may make any order or direction, including an order for the payment of costs.
57. Nothing in these Regulations shall be taken to limit the powers of the AT.

Decision of AT

58. At the conclusion of the appeal the AT shall prepare a written decision signed by the Chairman and members which contains: (a) the details of the DT's ruling appealed against; (b) a summary of the

evidence including any additional evidence considered by the AT in the course of the appeal; (c) the findings in respect of each charge forming the subject matter of the appeal and a statement of reasons for such findings; (d) the AT's decision; and, (e) a ruling as to what, if any, publicity there should be about the decision or any matter relating thereto.

59. A copy of the AT's decision shall forthwith be given to the member concerned. The IG and the DT shall also receive a copy.
60. The decision of the AT shall be final and implemented forthwith.
61. The AT may instruct a solicitor and/or counsel to assist it in the appeal. The cost shall be borne by the Institute.

E. CONFIDENTIALITY

62. Subject to sub-paragraphs 63, 64 and 65 below, information, which comes to the knowledge of the Council of the Institute, the IG, the DT, the AT, the member concerned or any other party to the disciplinary proceedings, in the course of disciplinary proceedings, may only be used and disclosed
 - 62.1 In the course of and for the purposes of an investigation or disciplinary proceedings;
 - 62.2 In any notice, report or finding published pursuant to the terms of these regulations; or
 - 62.3 As required by law;and shall otherwise be treated as confidential.
63. Any disclosure of such information (save where the disclosure is made in one of the circumstances set out in sub-paragraphs 62.1, 62.2 and 62.3) shall be on terms that it is confidential and no such information shall be disclosed (directly or indirectly) by the person provided with it except:
 - 63.1 To his or her legal advisers for the purpose of obtaining advice in relation to the investigation or disciplinary proceedings;
 - 63.2 To any other person to whom disclosure is necessary for the purposes of obtaining evidence, information or assistance in connection with the investigation or disciplinary proceedings; and
 - 63.3 As required by law.
64. Such information may be disclosed by the Council of the Institute to any regulatory body, any investigation or prosecuting authority, or to any person, body or authority carrying out any role in any part of the world similar to that of the Council of the Institute.
65. The regulations on confidentiality shall not apply to any information obtained by the Council of the Institute (or its committees), the IG, the DT or the AT, which information is or comes to be in the public domain or is disclosed at a public hearing or in relation to which confidentiality was waived.

F. AD HOC DISCIPLINARY BODIES

66. This regulation applies if the Chief Executive of the Institute or the Council of the Institute, considers that disciplinary action is appropriate in relation to:
- 66.1 a Council member of the Institute;
 - 66.2 a Committee member of the Institute; or
 - 66.3 the Secretary or equivalent post holder of the Institute or the Hong Kong/China Division of the CGI.
67. In this event, the Council of the Institute may appoint an ad hoc IG, DT and, as the case may be, AT, to investigate, report on and, as the case may be, reach a determination on the matter. Membership of any ad hoc body and its proceedings shall conform to the requirements of these Regulations.

G. GENERAL

Reports

68. A copy of the written decisions of the DT and the AT shall be provided to the Council of the Institute and the receipt of the same shall be recorded in the minutes of the Council of the Institute.
69. The Council of the Institute may require the IG to report from time to time on the progress of its investigation. Such reports shall be in a form as directed by the Council of the Institute and shall be regarded as confidential to the Council of the Institute.
70. Save in exceptional circumstances and out of respect for the integrity of the disciplinary proceedings, the Council of the Institute shall not be entitled to receive a copy of the files held by the IG, the DT and the AT. Such files shall remain confidential to the IG, the DT and the AT.

Conflicts of Interest

71. In order to preserve the integrity of the disciplinary process members of the IG, the DT and the AT shall disclose any actual or potential conflict of interest at the earliest opportunity to the Chairman of their respective body. The Chairman shall determine whether or not there is a conflict and if so, whether it should result in the member concerned recusing himself/herself from further involvement in a particular case.
72. In the event that the Chairman of the IG, the DT or the AT has an actual or potential conflict of interest he/she shall recuse himself/herself from further involvement in the matter under consideration and, once he/she has been replaced the disciplinary body concerned shall elect one of its number to act as a temporary Chairman for the matter in question.
73. In general, it is desirable that an individual shall not at one and the same time be a member of the IG, the

DT and the AT. However, given the size of the geographical area covered by the Institute, the diversity of its membership and the difficulties which this often entails, the Council of the Institute may appoint an individual, at one and the same time, to be a member of one or more of the IG, the DT and the AT; provided that the said individual shall not be involved in the same disciplinary matter as a member of more than one of the said disciplinary bodies.

Regulations

74. These regulations may be suspended or modified, in whole or in part, by the Council of the Institute from time to time.

**Approved by HKCGI Council on 23 January 2018
Amended for Change of New Name on 22 July 2021
Amended for Standardising the Name as Division of CGI on 31 May 2022**