

立法會

《2001 年旅行代理商(修訂)條例草案》 法案委員會會議

引言

本文件闡述香港旅遊業議會（議會）在處理對入境旅行代理商的投訴，以及在確保這些代理商的服務水平兩方面的規管機制。

議會的規管機制

入會規定

2. 《2001 年旅行代理商（修訂）條例草案》（《條例草案》）的其中一項建議，要求到港旅行代理商必須先成為議會會員，才能符合申領旅行代理商牌照的資格。議會的會籍分為基本會員或普通會員兩個類別，每個類別各有議會所設定的營商規定。

3. 這些規定主要就旅行代理商的業務運作釐定標準，包括最低資本額、財務狀況、員工經驗、可識別的寫字樓、業務範圍（所指的是旅遊及有關旅遊的業務），以及有關代理商是否誠實正當的營運人。

附件 A 4. 議會會章（會章）第(2)及第(3)條詳列入會的規定。附件 A（只有英文版本）載列會章的各項條文。

服務質素承諾

5. 議會要求會員在入會時繳付 2,000 元，撥入品質保障基金，作為對其服務質素的承諾。若旅行代理商的服務欠佳，議會可從中撥款償還有關的消費者，議會其後會向該旅行代理商收回有關款項。在 2001 年，品質保證基金曾撥出 22,233 元的款項。現時該基金的結存為 930 萬元。

議會會員的責任

6. 一經入會，會員便須遵守議會會章及其他規則和規定。這些規則和規定當中，以會員作業守則至為重要。議會頒布守則，旨在規管旅行代理商的行為和經營手法。目前，議會共頒布了四份守則，分別是 —

- (a) 議會會員一般作業守則；
- (b) 經營外遊團守則；
- (c) 議會會員刊登廣告守則；及
- (d) 經營入境團守則。

附件 B 7. 上述(a)至(d)各項守則分別載於附件 B(a)-B(d)。

8. 除上述守則外，議會也不時發出指引，要求會員遵守。這些指引對議會所有會員均具約束力，作用與守則無異。

紀律及罰則

9. 議會會員如違反會章、守則或指引的規定，須接受紀律處分和懲罰。議會可向會員發出警告或罰款；如事態嚴重，更可暫時吊銷甚至撤銷其會籍，最終將會影響其營運牌照。

10. 會章第 11 條詳列終止會籍及其他罰則的條文。

處理投訴的機制

消費者關係委員會

11. 議會受理針對旅行代理商的投訴。在接獲旅客/遊客索償的投訴後，議會辦事處會審研有關個案，在可行的情況下，

會聯絡有關的旅行代理商，尋求雙方均接納的和解方案。倘無法達成和解，又或方案不為其中一方接納，則個案便會交由消費者關係委員會處理。

12. 該委員會是議會理事會轄下一個常務委員會，專責排解和處理消費者與旅行代理商之間的糾紛。與所有議會的委員會一樣，於每年十一月議會的週年大會後，理事會會委任一位消費者關係委員會的召集人，該召集人會提名其他人選成為該委員會的委員，任期為一年。有關委員提名需提交理事會考慮和通過。該委員會就消費者向旅行代理商提出的申索，作出獨立裁決。委員會成員包括一名議會理事擔任召集人，另加 14 名其他委員，當中七人是業界人士，餘者則為業外社會賢達和專業人士，該委員會成員名單載於附件 C。消費者關係委員會每兩個月開會一次，會議的法定人數定為五人，其中最少兩人是業內人士，另外兩人為業外人士。委員會的裁決對會員旅行代理商具約束力，對旅客/遊客則不然。旅客/遊客如不滿委員會的決定，可另覓其他法律申訴途徑。

附件 C

13. 至於到港旅客提出的投訴，議會辦事處在接獲投訴後，會聯絡有關的會員旅行代理商，以便進行調查，並在可行情況下尋求解決辦法。根據經驗，大部分與到港旅客有關的個案都可在此階段獲得解決。因此到目前為止，消費者關係委員會處理的個案均與外遊事務有關。在 2001 年，該委員會處理過 70 宗旅客投訴，其中 41 宗索償得直。該委員會裁定旅行代理商給予旅客的補償由每人 30 元至 3,500 元不等。

執行作業守則

規條委員會

14. 規條委員會是議會理事會轄下另一個常務委員會，專責處理違反議會會章、作業守則和指引的個案。經消費者關係委員會聆訊的個案，如涉及不良經營手法，違反了守則或指引，可再交由規條委員會處理。此外，議會辦事處也可在執行監察工作時，以及從傳媒廣告或報道，或與業內人士定期接觸等，探查到這類違規行為。

附件 D

15. 規條委員會由一名理事擔任召集人，另有九名議會理事會成員，該委員會成員名單載於附件 D。會議的法定人數為五人。規條委員會可對違規會員發出譴責或施以其他懲罰，如罰款等。根據議會會章，初次違規者最高可被罰款一萬元；再次違規者五萬元；第三次或其後違規者十萬元。如嚴重違規，規條委員會也可建議暫時吊銷或撤銷會籍。所有違規個案均會在《議會季刊》中刊登。旅行代理商如不滿規條委員會的決定，可向上訴委員會上訴。上訴委員會由三名政府委任的獨立業外人士和兩名議會理事組成。在二零零一年，規條委員會審理過 53 宗個案，發覺全部屬實，判定的罰則由警告至每宗個案罰款一萬元不等。有關個案及罰則載於附表 E。

附件 E

調查

16. 此外，議會如懷疑會員違反會章、作業守則或現行指引的主要條文，亦可就該會員的業務展開調查。

確保入境旅行代理商的服務水平

經營入境團守則

17. 附件 B(d)所載的經營入境團守則，規定經營入境團的議會會員，一律須就多項入境旅客經常投訴的事宜，與海外旅行社簽訂合約。該等事宜包括酒店住宿、交通、行程、膳食和食肆、購物安排、服務費等。議會會員必須遵守該守則和上文第 6 段所述的其他守則，以及各有關指引，以確保服務水平。

18. 議會承諾會因應業界將來的運作情況，改進經營入境團的守則。鑑於最近入境旅行代理商接待的內地旅客人數日增，議會已向會員發出通告，說明有關接待內地旅行團的新規定，例如與議會簽訂協議，保證遵守香港法例及議會的作業守則；與內地組團社商定詳細行程；未經旅客同意，不得更改等。會員如不遵守有關規定，會遭議會紀律處分，或被暫時禁止接待該等旅行團。有關通告載於附件 F。

附件 F

導遊核證制度

19. 為配合法例修訂，議會正聯同有關團體，以出境旅行團領隊核證制度作為藍本，設計導遊訓練及核證制度。日後有關人士必須完成訂明課程及通過指定考試，方合資格申領證書，同時只有持證書的人士才能擔任到港導遊。透過這項培訓和核證制度，將有助改善和確保導遊的服務水準和技巧。技能提升計劃督導委員會，最近亦將有關的培訓導遊課程，納入技能提升計劃之中，預計有關培訓課程可於 2002 年年中推出。

結論

20. 請各委員備悉這份文件的有關資料。

經濟局

二零零二年一月

香港旅遊業議會

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

(As amended by Special Resolution passed on the 28th day of August, 1997)

OF

TRAVEL INDUSTRY COUNCIL OF HONG KONG

Incorporated the 30th day of July, 1988.

Reprinted in November, 1997

ARTICLES OF ASSOCIATION

of

TRAVEL INDUSTRY COUNCIL OF HONG KONG

(香港旅遊業議會)

PRELIMINARY

1. The number of Members with which TIC registers on 15th November 1995 is 1,300 but the Board may from time to time register an increase of Members.
2. (1) In these Articles, where the context admits, the following words bear the meanings set opposite them:-

<u>Words</u>	<u>Meanings</u>
Amendment Ordinance	The Travel Agents (Amendment) Ordinance 1993 (Ordinance No. 51 of 1993).
Articles	These Articles as from time to time altered by special resolution.
Association Admitted After Incorporation	Hong Kong Outbound Tour Operators' Association Limited (香港外遊旅行團代理商協會有限公司) and Hongkong Japanese Tour Operators Association Limited (香港日本人旅客手配業社協會)。
Association Members	(i) Those Old Associations which become Members of TIC and (ii) those New Associations which are admitted to membership of TIC, and remain Members.
Association Member's Chairman	The person who is from time to time the chairman for the time being of an Association Member.
Board Elected Directors	The persons who are Board Elected Directors in accordance with Article 50(3) (a), (c) or (d).
Code of Conduct	The codes of practice or conduct promulgated from time to time by the Board and as amended by the Board from time to time.

Controller	In relation to a body corporate, means the person who controls the body corporate and includes any person in accordance with whose directions or instructions the directors thereof are accustomed to act.
Council Levy	The levy payable under Section 32I of the Amendment Ordinance.
Elected Directors	The Member Elected Directors and the Board Elected Directors (which Board Elected Directors shall be replaced by Member Elected Directors in accordance with the provisions of Article 50(2)(f)).
Financial Secretary	The Financial Secretary of the HongKong Government or a public officer appointed by him.
Fit and Proper Person	See Article 2 (3).
Fund Levy	The levy under Section 32H of the Amendment Ordinance which TIC is to collect as authorized collector under Part III A of the Amendment Ordinance.
Member	A member of TIC.
Member Elected Directors	The persons who are Member Elected Directors in accordance with Article 50(2)(c) or (e).
New Association	An association, other than an Old Association and Association Admitted After Incorporation, which meets the criteria referred to in Article 4 (1) (b).
Old Association	The Federation of Hong Kong Chinese Travel Agents Limited (香港華商旅遊協會有限公司); Hong Kong Association of China Travel Organizers Limited (香港中國旅遊協會有限公司); International Chinese Tourist Association Limited (國際華商觀光協會有限公司); Hong Kong Association of Travel Agents Limited (香港旅行社協會有限公司); Society of IATA Passenger Agents Limited (國際航空協會旅行社商會有限公司) and Hongkong Taiwan Tourist Operators Association Limited (港台旅行社同業商會有限公司)。
The Association	The existing unincorporated body known as "The Travel Industry Council of Hong Kong (香港旅遊

業議會) ”。

The Board	The Board of Directors for the time being of TIC referred to in Article 45.
The Fund	The Travel Industry Compensation Fund (旅遊業賠償基金) established under Section 32C of the Amendment Ordinance for payment in accordance with Section 32G of the Amendment Ordinance.
The Ordinance	The Companies Ordinance, Chapter 32 and any statutory modification or re-enactment thereof for the time being in force.
The Register	The Register of Members of TIC.
The Registrar	The Registrar of Travel Agents appointed under Section 5 of the Travel Agents Ordinance, Chapter 218 as amended from time to time.
The Seal	The Common Seal of TIC.
The Secretary	Any person appointed to perform the duties of the Secretary of TIC.
The Treasurer	Any person appointed to perform the duties of the Treasurer of TIC.
TIC	Travel Industry Council of Hong Kong (香港旅遊業議會)。
TICBF	The company known as TICBF limited, a company incorporated in Hong Kong.
TIC Bonding Fund	The fund referred to in the Third Clause sub-clause (j) of the Memorandum and Articles of Association of TICBF Limited (a company limited by guarantee incorporated in Hong Kong with limited liability).
TICF Management Board	The Travel Industry Compensation Fund Management Board established by Section 32B of the Amendment Ordinance.
Travel Agent	Includes tour operator and retail passenger agent.

(2) Expressions denoting writing shall, unless the contrary intention appears,

be construed as including references to printing, lithography, photography, and any other mode of reproducing words in a visible form; words importing the singular number only shall include the plural number and vice versa; words importing the masculine gender only shall include the feminine and neuter genders; and words importing individuals shall include corporations.

- (3) For the purposes of determining whether any person is a Fit and Proper Person under Articles 4 (2) (h), 4 (3) (h) and 11, the Board, the Appeal Board or the Registrar shall have regard to the question of whether that person:-
- (a) has been convicted, whether in Hong Kong or elsewhere, of an offence the conviction for which necessarily involved a finding that he acted fraudulently, corruptly or dishonestly;
 - (b) has been convicted of an offence against any provision of the Travel Agents Ordinance;
 - (c) in the case of an individual is an undischarged bankrupt, has entered into a composition or scheme of arrangement with his creditors or has made an assignment of his estate for the benefit of his creditors;
 - (d) in the case of a body corporate is in liquidation or the subject of a winding up order, a receiver or manager of its property has been appointed, has entered into a composition or scheme of arrangement with its creditors or has made an assignment of its estate for the benefit of its creditors;
 - (e) has been an owner or controlling shareholder, or director or controller of or a partner in a business which has failed to meet its liabilities;
 - (f) has been guilty of conduct which renders him unfit to be a Member; or
 - (g) is otherwise not a fit and proper person.

Subject as aforesaid, unless the context otherwise requires expressions contained in these Articles shall bear the same meanings as in the Ordinance or any statutory modification thereof in force at the date at which these Articles become binding on the Association.

MEMBERSHIP GENERALLY

3. (1) Each Member shall carry on business within Hong Kong.
- (2) There shall be three classes of Members, namely:- Association Members, Ordinary Members and Affiliate Members, whose membership of TIC shall be recorded in separate sections of the Register. A Member may be an individual, or a partnership, or a corporation.

- (3) The rights and privileges of a Member shall be personal to that Member, the members of the relevant firm or the corporation as the case may be, and shall not be transferable.
- (4) The Board shall be entitled in their absolute discretion to waive certain of the qualifications for membership to enable an individual or a partnership or a corporation who or which does or do not meet all the qualifications laid down for Ordinary or Affiliate Membership to become eligible for and to be admitted to Ordinary or Affiliate Membership of TIC as the case may be.

QUALIFICATIONS AND RESTRICTIONS

Association Members

4. (1) Association Members shall be
 - (a) the subscribers to these Articles and those Associations Admitted After Incorporation; and any of the aforesaid which meet or have undertaken to the satisfaction of the Board to meet the criteria laid down in paragraph (1)(b)(v) and (vi) of this Article 4; and
 - (b) any other New Association which meets the following criteria:-
 - (i) it is a company which is incorporated in Hong Kong;
 - (ii) its membership is restricted to travel agents, tour operators and retail passenger agents;
 - (iii) its primary objectives must:-
 - (aa) be, in the opinion of the Board, for the benefit of the travel industry;
 - (bb) cover an area for which, in the opinion of the Board, there is a specific need and neither such need nor such objectives are already covered either individually or collectively by the Association Members;
 - (iv) it has not less than 100 Ordinary Members of TIC. Should the membership of any Association Member after becoming an Association Member fall to below 50 Ordinary Members of TIC, the Board may consider expelling or revoking the Association Member's membership provided however, the Board or its authorized representative shall give two months prior notice to the Registrar prior to such expelling or revoking of the Association Member's membership;

- (v) its criteria for membership is such that any of its members who wish to become members of TIC will automatically meet or better the criteria for membership of the appropriate class in TIC laid down from time to time by TIC.
- (vi) its articles of association must be approved by the Board of TIC and must contain all such matters as the Board shall from time to time direct including, but not limited to the following:-
 - (aa) none of the articles shall be changed in any way save with the prior written consent of the Board of TIC and in accordance with that consent;
 - (bb) its chairman or its representative who is appointed in accordance with Article 47(2)(a) hereof on the Board of TIC shall at all times be an Ordinary Member of TIC. For this purpose the Chief Executive of the Ordinary Member who is registered with TIC and who is deemed to be the Member of TIC, pursuant to Article 49 hereof, or an executive director of the Ordinary Member who has the authority of the chief executive to become the chairman of the Association Member and who is registered with TIC as aforesaid instead of the chief executive, shall be deemed to be the Ordinary Member;
 - (cc) a person whose application for membership of the association is refused or rejected or a member who is expelled or suspended from membership of the association shall have the right to appeal to the Appeal Board of TIC and such person or the association shall, provided the matter falls within Article 12 of the Articles of TIC have the right to appeal to the Registrar;
 - (dd) the association, its council and its members shall all be bound by the decision of the Appeal Board or of the Registrar;
 - (ee) the chairman of the association or its representative who is appointed in accordance with Article 47(2)(a) hereof shall automatically vacate his office if he shall for any reason, including removal, vacate the office of a member of the Board of TIC in accordance with Article 56 hereof;
 - (ff) any person who is not a member of TIC shall be ineligible to become a member of the Executive Committee of an Association Member;
 - (gg) The Chairman, Deputy Chairman, Honorary Secretary or

Honorary Treasurer of an Association Member shall not at any time also be the Chairman, Deputy Chairman, Honorary Secretary or Honorary Treasurer of another Association Member.

Ordinary Members

- (2) An Ordinary Member shall be a limited company which meets the criteria laid down in sub-paragraphs (a) - (h) hereof unless and to the extent that such criteria is waived pursuant to Article 3 (4):-
- (a) it is a company which has been incorporated in Hong Kong or is an overseas company which is registered as such with the Companies Registry in Hong Kong pursuant to Part XI of the Ordinance;
 - (b) its only business shall be travel-related and tourism;
 - (c) it is a member of an Association Member;
 - (d) it has a paid-up capital of not less than HK\$300,000 plus a further HK\$150,000 for each branch office from which it conducts its travel-related and tourism business; and it shall be given 2 years as from notice to be given to increase its paid-up capital to not less than HK\$500,000 plus a further HK\$250,000 for each branch office. In relation to any application for Ordinary Membership made on or after 12th May 1994, the applicant shall have a paid-up capital of not less than HK\$500,000 plus a further HK\$250,000 for each branch office from which it conducts its travel-related and tourism business;
 - (e) its financial position is considered by the Board to be sound;
 - (f) it employs at each premises from which it conducts its travel-related and tourism business at least:-
 - (i) a manager who has within 5 years prior to any point in time during his employment had at least two continuous years' relevant practical experience; and
 - (ii) one other member of staff who is employed full time in the operation of such business.
 - (g) it conducts its travel-related and tourism business within separate and independent commercial premises/buildings which are easily identified as being used solely for the travel-related and tourism business and which are approved by the Membership Committee of TIC. The agent's premises must not be an "office within an office" i.e. an office located within the agent's parent/affiliate/holding company's or another company's office

premises. Exception may be granted to:-

- (i) a branch office of a member agency inside a licensed hotel.
- (ii) a branch office operated inside a department store provided that
 - the area is well-defined and partitioned off for the exclusive use the agent, and
 - the agent and the department store is not owned by the same proprietor company; and
- (h) its controllers, directors, principal shareholders, secretary of officers or any person employed or concerned in the management of its travel-related and tourism business and each of them are respectable and honest businessmen and are otherwise Fit and Proper Persons.

Affiliate Members

- (3) An Affiliate Member shall be a person who meets the criteria laid down in sub-paragraphs (a) - (i) hereof unless and to the extent that such criteria is waived pursuant to Article 3 (4).
 - (a) He is either
 - (i) a sole proprietorship or partnership or
 - (ii) a limited company which has been incorporated in Hong Kong or is an overseas company which is registered as such with the Companies Registry in Hong Kong pursuant to Part XI of the Ordinance and whose only business shall be travel-related and tourism.
 - (b) He is a member of an Association Member;
 - (c) In the case of a company, it has an issued paid-up capital of not less than HK\$50,000 and it shall be given 2 years as from notice to be given to increase its paid-up capital to HK\$150,000. In the case of an application for membership made after 13th August 1992, the applicant shall have an issued paid up capital of HK\$150,000. In the case of a sole proprietorship or partnership, he has obtained and lodged with TIC a bond, guarantee or other form of security acceptable to the Board in the sum of HK\$50,000 and he shall be required to increase the said sum to \$150,000 two years as from notice to be given. In the case of an application for membership made after 13th August 1992, the sum shall be HK\$150,000 or such other amount as the Board may from time to time decide in favour of TIC. Any moneys which are paid under such bond, guarantee or other form of

security as aforesaid shall be paid to TIC which shall pay the same to such Affiliate Members' Trustee in Bankruptcy or, if such Affiliate Member is not adjudged bankruptcy within 3 months of the date on which TIC issues a demand for payment under such bond, guarantee or other form of security, into the TIC Bonding Fund.

- (d) His financial position is considered by the Board to be sound.
 - (e) He shall not have any branch office.
 - (f) He employs at the premises from which he conducts his travel-related and tourism business at least:
 - (i) a manager who has within 5 years prior to any point in time during his employment had at least two consecutive years' relevant practical experience; and
 - (ii) one other member of staff who is employed full time in the operation of such business.
 - (g) He conducts his travel-related and tourism business within separate and independent commercial premises/buildings which are easily identified as being used solely for the travel-related and tourism business and which are approved by the Membership Committee of TIC. The agent's premises must not be an "office within an office" i.e. an office located within the agent's parent/affiliate/holding company's or another company's office premises.
 - (h) His partners or any person employed or concerned in the management of his travel-related and tourism business and each of them are respectable and honest businessmen and are otherwise Fit and Proper Persons.
 - (i) He is a respectable and honest businessman and is otherwise a Fit and Proper Person.
- (4) None of the criteria laid down in each of Articles 4(1), (2) and (3) shall be altered except with the approval of the Financial Secretary.
- (5) An Affiliate Member shall:-
- (a) not register, or organise or operate a tour;
 - (b) be ineligible to be an Elected Director or an Association Member's Chairman or representative or otherwise to serve on the Board;
 - (c) be subject to such other restrictions as the Board may impose from time to time in its absolute discretion.

FEES

5. (1) (a) Every New Association which is admitted to membership of TIC shall pay an entrance fee which shall be calculated at the rate of HK\$1,000 for each member of the New Association on the date on which the notice referred to in Article 5(2)(a) is posted or delivered to such New Association. The amount of the entrance fee may at any time and from time to time be altered by the Board with the written approval of the Financial Secretary.
- (b) Every Ordinary and Affiliate Member whose application for membership is submitted on or after 1st April 1996 shall pay an application fee equivalent to 3 times the annual subscription payable by the member on the date on which the notice referred to in Article 5(2)(a) is posted or delivered to such Member. The amount of the application fee may at any time and from time to time be altered by the Board with the written approval of the Financial Secretary.
- (2) (a) Immediately upon the admission of a candidate to membership notice thereof shall be given to him, and he shall be furnished with a copy of the Memorandum and Articles, the Code of Conduct and of all rules and by-laws of TIC and a request to remit to the banker or Treasurer of TIC within one month from the date of such request the amount of his application fee (if any), entrance fee (if any), the first annual subscription and the contribution to TICBF (if any) referred to in Article 7 (2). Upon payment of his application fee (if any), entrance fee (if any) and first annual subscription and the contribution to TICBF (if any) he shall become a Member of TIC and be entitled to all the benefits and privileges of membership and be bound by these Memorandum and Articles, (subject to Article 3 (4)), the Code of Conduct and all rules and by-laws of TIC.
- (b) If all fees, subscriptions and contributions referred to in Article 5 (2) (a) be not paid within one month from the date of such request as aforesaid, the admission of such candidate shall be void, unless he shall satisfy the Board that the delay in payment was due to absence from Hong Kong or other sufficient cause.
- (3) (a) The fees payable to the Association in respect of the following matters shall be as proposed by the Board and approved by the Financial Secretary:-

Notification of a change of address of a head or branch office.

Notification of change of name of any Member.

Application for any additional or replacement copy of a

membership certificate.

Application for continuation of membership pursuant to Article 8 (7) (a) (i).

Application for renewal of membership pursuant to Article 8 (7) (b) (i).

- (b) Each such application or notification shall be accompanied by a remittance of the amount of the appropriate fee, and neither TIC. nor the Board, nor any officer or servant of TIC shall be under any duty or liability to consider or determine any such application or give effect to any such notification unless so accompanied.
- (4) A fee which is payable pursuant to this Article shall not in any circumstance be repayable.

SUBSCRIPTIONS

- 6. (1) Every Member shall pay an annual subscription as follows:-
 - (a) (i) Association Members - HK\$200 for each of its members who are also Members of TIC.
 - (ii) The first subscription of HK\$200 per member shall be payable by an Association Member following its admission as a Member, as and when its member is admitted to membership of TIC. Its subsequent subscription shall be due and payable on the 1st July in each year thereafter and shall be calculated in accordance with Article 6(1)(a) on the number of its members who are also Members of TIC on the immediately preceding the 30th June. Subject to sub-paragraphs (3) and (4) hereof the Association Member shall pay a further sum of HK\$200 for each new member who becomes a member of the Association Member after the 30th June but before the following 30th June. Such sum shall be payable by the Association Member when such new member becomes a Member of TIC.
- (b) (i) Ordinary Members-The annual subscription for Ordinary Members shall be proposed by the Board and approved by the Financial Secretary.
- (ii) The amount payable for each branch office shall be paid upon the opening of the office and, thereafter annually on the 1st July according to the number of such Ordinary Member's branch offices at that date. The fee payable for a branch office shall be paid in full irrespective of when such office is opened and there

shall not be any refund of any such fee upon the closing of any office or for any other reason whatsoever except in the circumstances set out in paragraph(2).

- (c) Affiliate Members-The annual subscription for Affiliate Members shall be proposed by the Board and approved by the Financial Secretary.
- (2) The Board may reduce proportionately all, but not some only, of the rates set out above as for the time being amended in relation to any particular year by way of refund or waiver as appropriate.
- (3) All subscriptions shall be payable by reference to the year commencing on 1st July and (except the first subscription of a new Member as provided in Article 5 (2) (a)) shall be due and payable in one sum on the 1st July in each year.
- (4) A Member who is admitted to membership on or after the 1st July in any year and before the 1st January in the next succeeding year shall upon admission pay the whole of the subscription for the then current year. A Member who is admitted to membership on or after the 1st January in any year and before the 1st July in that year shall pay one half of the subscription for the then current year.
- (5) The rates of subscription set out above may at any time and from time to time be altered by the Board with the written approval of the Financial Secretary.
- (6) If any Member shall fail to pay his subscription (or any fees payable therewith) on or before the 1st August next after the date upon which it falls due, notice shall be sent to him calling his attention thereto and, if he shall not pay the amount on or before the 1st September following, he shall forthwith cease to be a Member. If at any time he shall give to the Board a satisfactory explanation, he may in the discretion of the Board and upon payment of arrears, be readmitted to membership without payment of any entrance fee.

**PAYMENT OF FUND LEVY AND COUNCIL LEVY
AND CONTRIBUTION TO TIC BONDING FUND**

- 7. (1) All applications for membership shall include an undertaking by or on behalf of the applicant to make payment of the Fund Levy and Council Levy in accordance with the Amendment Ordinance to TICF Management Board and TIC respectively.
- (2) Save as set out below, all Members shall upon their admission to membership pay to the banker or Treasurer of TIC in accordance with Article 5 (2)(a) the sum of HK\$2,000, or such other sum as the Board may from time to time decide as a contribution to the bonding fund operated and maintained by TICBF,

which sum shall be repaid to the Member without interest upon his ceasing for any reason to be a Member. The requirement for a Member to make such payment upon his admission as a Member shall not apply to:-

- (a) Association Members; and
- (b) those Ordinary Members or Affiliate Members who have made such payment before becoming admitted as a Member;

ADMISSION OF NEW MEMBERS AND OBLIGATIONS

OF MEMBERS

- 8. (1) (a) Each of the subscribers to these Articles shall upon satisfying the criteria referred to in Article 4 (1) (a) automatically become an Association Member.
- (b) (i) Any person, firm or corporation (including any New Association) may apply in writing for membership of TIC in the appropriate class or classes in such form accompanied by such information and documents as the Board shall from time to time prescribe, and the Board shall, provided the applicant meets the criteria for membership and pays all fees and subscriptions payable to TIC on membership, admit such person, firm or corporation to membership accordingly.
- (ii) TIC will, provided the applicant shall have supplied TIC meantime with all such information as TIC shall require, notify the applicant within the period set out hereafter either that his application has been approved and that he may subject to paragraph (i) hereof be admitted to membership or that his application has been rejected. If TIC fails to so notify the applicant within such time the application shall be deemed to have been rejected.

The period within which such notification shall be given by TIC shall be:-

(aa) for applications for Ordinary or Affiliate Membership, four months; and

(bb) for Association Membership, six months;

in each case, from the date of receipt by TIC of the application for membership.

- (iii) Except in the case of an application for Association Membership,

in the event of refusal or rejection (including a deemed rejection pursuant to sub-paragraph (ii) hereof) of any such application, the applicant may appeal in accordance with Article 12 to the Appeal Board and, by way of further appeal, to the Registrar.

- (c) There shall be no appeal to the Registrar against the refusal or rejection of an application for membership by an Old Association or a New Association and Articles 8(2) and 8(3) shall not apply to such associations.
 - (d) An Affiliate Member shall be a Member until the 30th June in each year while he is an Affiliate Member when he shall re-apply for admission as a Member in accordance with Article 8(1)(b). An Affiliate Member shall be ineligible to be an Elected Director or an Association Member's Chairman or representative on the Board or otherwise to serve on the Board and shall not be entitled to any share in the property of TIC upon the dissolution of TIC.
- (2) All applications for membership shall include an undertaking by or on behalf of the applicant that in the event of such application being refused or rejected, no proceedings shall be instituted in any Court of Law arising out of any objections made to such application by any person or body or by the Board to which application is made unless and until:
- (a) notice of appeal against the decision to refuse or reject an application for membership shall have been given by the applicant to the Appeal Board in accordance with Article 12 and the decision of the Appeal Board on such appeal shall have been notified to the parties or such appeal shall have been withdrawn or otherwise disposed of and;
 - (b) where applicable notice of appeal shall have been given to the Registrar in accordance with Article 12 and the decision of the Registrar on such appeal shall have been notified to the parties or such appeal shall have been withdrawn or otherwise disposed of.
- (3) Any applicant for membership whose appeal against refusal or rejection of his application for membership of TIC, or whose appeal against refusal or rejection of his application for membership of an Association Member, is either upheld by the Appeal Board or is rejected by the Appeal Board but is upheld by the Registrar on further appeal shall, provided he pays all fees and subscriptions payable to TIC on membership be admitted to membership of TIC.
- (4) Every Member of TIC shall be deemed to have covenanted with TIC to comply with these Articles and the Code of Conduct and all rules and by-laws of TIC for the time being applicable.

- (5) Every Member shall at all times during normal business hours with or without prior notice afford to any person authorised by the Chairman of the Board all facilities necessary to enable such person to inspect any premises upon which that Member carries on business and to satisfy himself that the same comply with these Articles, the Code of Conduct and all rules and by-laws of TIC for the time being applicable and shall supply all information necessary to enable such person to satisfy himself that all requirements as to staff and their qualifications are met and that the provisions of these Articles, the Code of Conduct and the rules and by-laws of TIC are being complied with.
- (6) (a) The Board may at any time by written notice to the Member, at the request of the Member or on the Board's own initiative either:-
- (i) upgrade to an Ordinary Member any Affiliate Member who in the opinion of the Board meets the criteria for an Ordinary Member; or
 - (ii) downgrade to an Affiliate Member any Ordinary Member who in the opinion of two-thirds of the members of the Board ceases to meet the criteria for an Ordinary Member but who meets the criteria for an Affiliate Member.
- (b) Membership subscriptions and any other fees which are payable in respect of such upgraded or downgraded membership, as the case may be, shall be payable as from the 1st July next following the upgrading or downgrading of the Member, as the case may be.
- (7) (a) (i) Subject to Article 8(7)(b)(i), Members shall within 14 days of the same occurring notify to the Board all changes in its shareholders or directors or controllers in the case of an Ordinary Member or, in the case of an Affiliate Member, all changes in partners or owners of the Member and shall apply to the Board for continuation of its Membership.
- (ii) Members shall supply to the Board all such information and documents as the Board may require for the purpose of deciding whether to grant the application.
- (iii) The Board may grant the application either unconditionally or subject to such conditions as it may think fit or may refuse to continue and terminate the Membership if the Board is of the opinion that any of the matters referred to in Article 11 apply in relation to the changes referred to in sub-paragraph (a)(i).
- (b) (i) Where there is a change in financial control of a Member whether as a result of any change or series of changes referred to in Article 8(7)(a)

or otherwise, the Membership of the Member shall terminate unless the Member has prior to the date of the change in financial control notified the Board of the intended change in financial control and applied for and been granted a renewal of its membership.

- (ii) Members shall supply to the Board all such information as the Board may require for the purpose of deciding whether to grant the application.
 - (iii) The Board may grant the application either unconditionally or subject to such conditions as it may think fit or it may refuse the application if the Board is of the opinion that the Member does not, or will not following the change in financial control, meet the criteria for an Ordinary Member or, as the case may be, Affiliate Member or that any of the matters referred to in Article 11 apply in relation to the change in financial control referred to in sub-paragraph (b)(i).
 - (iv) For the purpose of this Article (7)(b) a change in financial control shall mean in relation to a sole proprietorship, a change in ownership, including the introduction of a partner; in the case of a firm a change in the identity of the partners who are for the time being entitled to a majority of its profits; and, in the case of a corporation a change in the identity of the controller or of the persons who are for the time being the beneficial owners of a majority of its issued share capital excluding any part thereof which neither as respects dividends nor as respects capital, carries any right to participate beyond a specified amount in a distribution.
- (c) In the event of a refusal of an application referred to in sub-paragraph (a)(iii) or (b)(iii), the applicant may appeal against such refusal to the Appeal Board and, by way of further appeal to the Registrar in accordance with Article 12.
- (8) (a) No Member shall publish a brochure unless such brochure complies in all respects with the directives made from time to time by the Board relating to such brochures, contains all such information as the Board may from time to time require to be included in brochures and specimens or copies thereof have been submitted to TIC for registration not less than 2 working days before publication. A member shall only publish a brochure which has been submitted to and registered by TIC as aforesaid and shall not publish any such brochure which has been amended unless copies of such amended brochure shall also have been submitted to TIC for registration as aforesaid. For this purpose a "brochure" shall mean any document which specifies the contents of a tour, holiday or other

travel arrangements.

- (b) The Board may in its absolute discretion decide the date upon which the matters referred to in paragraph (a) shall be implemented and may implement the same in such stages and on such dates as the Board shall determine and from time to time notify in writing to the Members.

ACCOUNTS RULES

Form of Accounts

9. (1) Every Member shall keep proper books of accounts with respect to:-
 - (a) all sums of money received and expended by the Member and the matters in respect of which the receipt or expenditure takes place;
 - (b) all sales and purchases of goods or services by the Members; and
 - (c) the assets and liabilities of the Member.
- (2) Every Ordinary Member shall cause to be prepared from time to time, a balance sheet and every Affiliate Member shall cause to be prepared from time to time accounts which shall be certified by the Member as correct showing a true and fair view of the state of affairs of the Member and a profit and loss account for the period ending on the date of such balance sheet or certified accounts. Such balance sheet or certified accounts shall be prepared as at the date which shall not, without the leave of the Board be more than twelve months after the date of the previous balance sheet or (if later) the date on which the Member becomes a Member of TIC.

CODES OF CONDUCT

10. (1) The Board shall prepare a Code of Conduct which it considers to be suitable for regulating the conduct and business or other practices of travel agents.
- (2) Upon any such Code of Conduct being approved by the Board, it shall be promulgated by the Board and shall thereupon become binding upon the members of TIC.
- (3) The Board may, at its discretion, approve any addition to, or modification of, any Code of Conduct for the time being in force by having two-third or more of the Board members present (excluding the Immediate Past Chairman) voting in favour of such addition or modification. Such addition or modification shall be promulgated by the Board, and shall thereupon become binding upon Members.

TERMINATION OF MEMBERSHIP AND OTHER PENALTIES

11. (1) The Board may if it thinks fit terminate the membership of a Member:-
- (a) in the case of a sole proprietor:-
 - (i) upon his death; or
 - (ii) if a receiving order in bankruptcy is made against him; or
 - (iii) if he enters into a composition or scheme of arrangement with his creditors or he makes an assignment of his estate for the benefit of his creditors;
 - (iv) (aa) if he is convicted, whether in Hong Kong or elsewhere, of an offence the conviction for which necessarily involved a finding that he acted fraudulently, corruptly or dishonestly; or
 - (bb) if any employee is so convicted;
 - (v) he becomes a mentally disordered person or patient as defined in Section 2 of the Mental Health Ordinance; or
 - (b) in the case of a firm:-
 - (i) if a receiving order in bankruptcy is made against:-
 - (aa) the firm or against all of the partners thereof; or
 - (bb) any partner therein;
 - (ii) (aa) if the firm or all of the partners thereof enter into a composition or scheme of arrangement with it or their creditors or it or they make an assignment of its or their estates for the benefit of its or their creditors; or
 - (bb) if any partner therein enters into such a composition or scheme or makes such an assignment;
 - (iii) (aa) if the partners are convicted, whether in Hong Kong or elsewhere, of an offence the conviction for which necessarily involved a finding that they acted fraudulently, corruptly or dishonestly; or
 - (bb) if any partner or employee of the firm is so convicted; or
 - (c) in the case of a corporation
 - (i) if the Member goes into liquidation (not being voluntary liquidation

for the purpose only of reconstruction or amalgamation) or has a receiver appointed of its undertaking or any part thereof; or

- (ii) if the Member enters into a composition or scheme of arrangement with its creditors or it makes an assignment of its estate for the benefit of its creditors; or
 - (iii) if any director, controller or officer of the corporation is convicted, whether in Hong Kong or elsewhere of an offence the conviction for which necessarily involved a finding that he acted fraudulently, corruptly or dishonestly; or
- (d) if the Registrar refuses to grant the Member a travel agents licence under the Travel Agents' Ordinance or if such a licence is revoked or suspended by the Registrar; or
- (e) (subject to paragraph (8)), if the Member ceases to fulfil all the conditions and qualifications for Membership of TIC; or
- (f) if in the opinion of the Board any change has occurred in the status, nature or condition of any Member, or of a partner in a firm which is a Member or of a director, Controller or officer of the corporation which is a Member which unfits him or such firm or corporation to continue as a Member; or
- (g) if the Member or a partner in a firm which is a Member or a director, Controller or officer of the Member which is a corporation fails to observe or materially contravenes any of the provisions of these Articles or the Code of Conduct or any of the lawful rules or regulations of TIC for the time being in force or is guilty, in the opinion of the Board, of conduct which unfits him or the firm or corporation of which he is a partner or director or controller or officer to continue as a Member; or
- (h) if the Member or a partner in a firm which is a Member or any director, Controller or office of a corporation which is a Member cannot in the opinion of the Board meet his liabilities; or
- (i) if the Board is of the opinion:-
 - (i) in the case of a Member other than a Member which is a body corporate that:-
 - (aa) the Member, or any partner thereof, is not a Fit and Proper Person to carry on business as a travel agent; or
 - (bb) any person in Hong Kong responsible or proposed to be responsible for the management of the business of the travel agent or any part

thereof is not a Fit and Proper Person to be associated with the business of a travel agent;

(ii) in the case of a Member which is a body corporate that:-

(aa) the Member is not a Fit and Proper Person to carry on business as a travel agent; or

(bb) any director or Controller or secretary or officer of such body corporate is not a Fit and Proper Person to be associated with the business of a travel agent;

(j) the premises from which the Member carries on business as a travel agent or the situation thereof are not, in the opinion of the Board, suitable for the carrying on of such business.

(k) if the Member has ceased carrying on the business of a travel agent.

(2) (a) The Board may terminate the membership of a Member summarily on the happening of any of the events referred to in sub-paragraphs (a) (i), (ii), (iii), (v), (b) (i) (aa), (ii) (aa), (iii) (aa), (c) (i), (ii) or (d) of paragraph (1) hereof.

(b) (i) Without prejudice to Article 11 (2) (a) and to the right of the Board to summarily suspend the membership of a Member pursuant to paragraphs (3) and (5) hereof, the Board may terminate the membership of a Member on any of the grounds set out in paragraph (1). Provided that the Board shall not terminate a Member's membership under this sub-paragraph (b) unless the Board first

(aa) gives notice in writing to the member of its intention and the ground upon which it proposes to terminate his membership; and

(bb) permits the Member to make representations to it.

(ii) Representations under sub-paragraph (b) (i) shall be made in writing and within 7 clear days from the date of notification under subparagraph (b) (i) or such greater period as is specified in the notice.

(c) A Member whose membership is summarily terminated pursuant to subparagraph (2) (a) or terminated pursuant to sub-paragraph (2) (b) may appeal against such termination but such membership shall remain terminated pending the hearing of the appeal which shall be heard without delay.

(3) (a) If the Board in the exercise of its powers under paragraph (2) of this Article should consider that termination of membership were an excessive penalty, then the Board may in the exercise of its absolute discretion, subject to the limits provided in sub-paragraph (b) below, fine any Member; and/or (without prejudice to the right of the Board to summarily suspend the membership of a Member pursuant to paragraph (5) hereof) suspend any Member from membership for a period not exceeding two years; and/or require from any Member such undertakings as to due compliance with these Articles and the Code of Conduct applicable to him as it may deem to be just; and/or administer a reprimand to any Member. In the event of a breach of any such undertaking being established to the satisfaction of the Board at any subsequent hearing convened on notice to the Member concerned giving details of such alleged breach, or in the event of any such fine not being received by TIC within the time stipulated by the Board for its payment then, unless the Member shall have given notice of appeal to the Secretary in accordance with Article 12 (3) (a) the Member's membership of TIC shall terminate thenceforth without further notice. Provided that the provisions of sub-paragraph (2) (b) hereof as they apply to the giving of a notice of a decisions to terminate shall apply mutatis mutandis to the decision to suspend and/or to fine a Member pursuant to this paragraph.

(b) The Board may fine a Member up to:-

(i) HK\$10,000 on the first occasion,

(ii) HK\$50,000 on the second occasion and,

(iii) HK\$100,000 on the third and any subsequent occasion, during any two-year period,

of any of the provisions of these Articles or the Code of Conduct or any of the lawful rules or regulations of TIC for the time being in force being contravened. The amount of such fines may at any time and from time to time be altered by the Board with the prior written approval of the Financial Secretary.

(4) In this Article 11, references to "the Board" shall include a committee of the Board consisting of not less than 5 members of the Board.

(5) (a) If the Board have reason to suspect

(i) dishonesty on the part of

(aa) a Member, or

- (bb) an employee of a Member, or
- (cc) where the Member is a body corporate, any Controller and any director, secretary or other officer

in connection with the carrying on of the Member's business; or

- (ii) that a Member
 - (aa) has ceased or is about to cease carrying on business as a travel agent; or
 - (bb) is about to go into liquidation or bankruptcy or to have a receiver appointed over it; or
 - (cc) does not intend or is unable or unwilling to perform services as advertised; or
 - (dd) cannot meet his liabilities; or
 - (ee) is about to enter into a composition with his creditors; or
 - (ff) is about to have his travel agent's licence under the "Travel Agents Ordinance" revoked or suspended by the Registrar; or
 - (gg) is carrying on his business as a travel agent contrary to the public interest; or
 - (hh) has failed to comply with a material part of these Articles, or the Code of Conduct or of any rules or by-laws including those relating to the use of franking machines, payment of moneys to the TICF Management Board and TIC or non-registration of brochures or non-compliance with directives from the Board in relation to brochures or the contents thereof;

the Board may conduct such investigation as it considers necessary in respect of that business.

- (b) For the purpose of an investigation of a business under sub-paragraph (5) (a) the Board may:-
 - (i) by notice in writing, require a person associated with the business
 - (aa) to produce to the Board or to such person as it may direct such documents relating to the business of the Member as are in the custody or under the control of that person;
 - (bb) to give the Board or to such person as it may direct all reasonable

assistance in connection with the investigation; and

- (cc) to attend before the Board or to such person as it may direct and to give evidence;
- (ii) receive such evidence as the Board or such person as it may direct considers relevant to the investigation whether or not it would be admissible in a court; and
- (iii) In this paragraph, "person associated" in relation to a Member includes:-
 - (aa) the Member;
 - (bb) any employee of the Member; or
 - (cc) in the case of a Member that is a body corporate, any Controller and any director, secretary or other officer thereof.
- (c) Any notice given by the Board under sub-paragraph (5) (b):-
 - (i) shall be signed by a Board member;
 - (ii) shall state the time when and the place where the person to whom the notice is addressed shall comply with any requirement stated in the notice;
 - (iii) shall be served on the person to whom it is addressed; and
 - (iv) may be served by post
- (d) A person given notice by the Board under sub-paragraph (5) (c):-
 - (i) shall comply with any requirement stated in that notice.
 - (ii) shall truly and fully answer questions put to him by the Board or by such person as it may direct; and
 - (iii) shall not knowingly furnish to the Board or to such person as the Board may direct, whether in pursuance of such requirement or otherwise, information that is false or misleading in a material particular.
- (e) The Board may, in its discretion, pay any witness giving evidence or attending to give evidence or produce books, papers or documents at any investigation under this section such sum for his expenses and loss of time as the Board may determine.

- (f) The Board may in respect of the conduct of an investigation under subparagraph (5) determine any form or matter of practice or procedure.
- (g) After conducting an investigation under sub-paragraph (5) in relation to the business of a Member as a Travel Agent the Board may order the Member to pay the whole or a specified part of the costs of, or incidental to, that investigation.
- (h) The Board may summarily suspend the membership of a Member:-
 - (i) if any person given a notice under sub-paragraph (5) (b) either does not comply therewith or breaches the provisions of sub-paragraph (5) (d); or
 - (ii) if, in the course of an investigation, the Board has reason to believe that it is in the public interest to do so, or that the Member has committed or is likely to commit fraud; or is likely or about to abscond; or that any of the matters set out in paragraph (5) (a) (ii) (aa) to (ee) (both inclusive) have occurred or are likely or are about to occur.
- (i) A Member whose membership is summarily suspended pursuant to subparagraph (5) (h) may appeal against such suspension but such membership shall remain suspended pending the hearing of the appeal which shall be heard without delay.
- (6) Any Member aggrieved by the termination or suspension of his membership under the above provisions of this Article may appeal in accordance with Article 12 to the Appeal Board, and except as provided in paragraphs (2), (3), (5) (a) (i) and (7), pending the determination of the appeal his membership shall not be terminated or suspended nor need any fine be paid.
- (7) In the event of any fine imposed by the Appeal Board not being received by TIC within fourteen days from the date upon which notification of the fine was given to the Member by the Appeal Board, the Member's membership of TIC shall terminate thenceforth without further notice.
- (8) If an Association Member shall cease for any reason to be a Member of TIC those members of that Association Member who are also Members of TIC shall remain members of TIC for a period of six months from the date when the Association Member ceased to be a Member of TIC. At the expiration of such six-month period those members of the former Association Member who are not members of another Member Association shall cease to be Members of TIC. The Board shall have the power to extend such six-month period where it is satisfied that an application for membership of another Association Member

has been made and is likely to be accepted but the processing of such application has not been completed.

- (9) On the cessation of membership for any reason whatsoever the former Member shall not be entitled to recover any part of his subscription paid for the current year and he shall forthwith return to TIC any Certificate or Diploma confirming his membership and any stereo of the symbol of TIC which may have been issued to him and all property of TIC in his possession and shall forthwith cease to display in any form whatsoever the symbol of TIC or any reference to his membership thereof.

APPEAL BOARD

12. (1) The following shall be members of an appeal panel:-
- (a) Every Association Member's Chairman or its representative appointed in accordance with Article 47 (2) (a);
 - (b) All Elected Directors; and
 - (c) 5 persons, none of whom shall be a Member or have any financial interest in or be connected with a Member and each of whom shall be nominated by the Board and appointed by the Financial Secretary. Such persons in this sub-article (c) are referred to as "The Appointees".
- (2) (a) Every appeal shall be heard by an Appeal Board which shall be made up from the appeal panel. Every Appeal Board shall consist of 3 of The Appointees (one of whom shall be the Chairman of that Appeal Board) and 2 persons drawn from amongst the Association Members Chairmen and the Elected Directors.
- (b) No member of an Appeal Board shall have been a member of the committee of the Board against whose decision the appeal is lodged nor shall he have any interest in or connection with (i) such appeal, nor (ii) any party to, or which has an interest therein.
 - (c) A person who is an Association Member's Chairman or otherwise the representative of the Association Member on the Board or an Elected Director shall automatically cease to be a member of the appeal panel upon his ceasing to be an Association Member Chairman or the representative of the Association Member on the Board or an Elected Director unless at the time when he ceases to hold such position he is a member of an Appeal Board which has not delivered its decision on an appeal before it. In such circumstances he shall cease to be a member of the appeal panel following delivery of the decision of the Appeal Board.

- (3) (a) Any person desirous of appealing against any decision under the rights in that behalf contained in these Articles shall, within fourteen days or such other longer period as the Board may decide after notification to him of the decision appealed against, give notice of appeal in writing to the Secretary. Notwithstanding such notice of appeal being given, the appellant shall pay his fine within fourteen days as from the relevant notice being given or such other longer period as the Board may decide. In the event of the fine being refunded or not to be refunded, no interest whatsoever shall be payable thereof.
- (b) On receipt of such notice as aforesaid, together with payment of the sum of HK\$1,000 or such other fee as the Board may from time to time prescribe, the Secretary shall convene a meeting of the Appeal Board to hear such appeal.
- (c) The Secretary shall give the appellant and the body whose decision is appealed against not less than fourteen days' notice of the time and place of meeting of the Appeal Board, and shall in such notice inform the appellant that he may attend and make representations to the Appeal Board. Representatives of the body whose decision is appealed against and such other persons as the Appeal Board may agree may also attend the meeting of the Appeal Board and make representations.
- (4) (a) An appeal shall lie to the Registrar from the Appeal Board on all matters which, or which may, touch on, involve or relate to the power or ability of the Registrar to grant, refuse to grant, revoke or suspend a Member's, or other person's licence under the Travel Agents Ordinance.
- (b) Any person to whom sub-article 4 (a) applies who is aggrieved by any decision of the Appeal Board shall, within 14 days after notification to him of the decision of the Appeal Board, give notice of appeal in writing to the Registrar.
- (c) The Registrar shall give the appellant, the respondent and the Appeal Board not less than 14 day's notice of the time and place of the hearing of the appeal and shall in such notice inform the appellant that he may attend and make representations to the Registrar. Representatives of the respondent and of the Appeal Board and such other persons as the Registrar may agree may also attend the hearing and make representations. The appeal shall be in the form of a new hearing.
- (5) (a) Following the conclusion of the hearing of an appeal the Appeal Board or, when appropriate, the Registrar, shall deliver its or his decision to the appellant, the respondent and, where appropriate, the Appeal Board.

- (b) The decisions of the Appeal Board and of the Registrar shall be binding on TIC (including its Board and all committees) and Association Members. The Board and, where applicable, the Association Members shall take appropriate steps to carry out the decisions of the Appeal Board and of the Registrar.
- (6) The Appeal Board and the Registrar shall have power to provide for the fee paid by the appellant to be repaid to him wholly or in part.
- (7) The Appeal Board and the Registrar shall regulate proceedings as it or he shall from time to time determine with a view to dealing with all appeals promptly and judicially.
- (8) If any Association Member shall decide to reject any person's application for membership of such Association Member or to terminate, suspend or expel any person from such membership or to fine him, such person shall be entitled to appeal against the decision of the Association Member to the Appeal Board and, provided the matter is within sub-article 4 (a), from the Appeal Board to the Registrar.
- (9) The provisions of this Article 12 shall not be amended save with the approval of the Financial Secretary.
- (10) The Appeal Board may confirm, vary or quash a decision against which these Articles provide for a right of appeal to the Appeal Board and it may impose fines in accordance with Article 11 (3) (b) hereof.

GENERAL MEETINGS

Holding of General Meetings

- 13. (1) TIC shall in each year hold a general meeting as its Annual General Meeting in addition to any other meetings in that year and not more than fifteen months shall elapse between the date of one Annual General Meeting and that of the next. All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- (2) TIC shall hold its first Annual General Meeting as set out in Article 57.
- 14. The Board may call an Extraordinary General Meeting whenever it thinks fit and on the requisition of Members holding not less than 10 per cent of the total voting rights of all the Members in accordance with the Ordinance shall forthwith convene an Extraordinary General Meeting.
- 15. Every general meeting shall be held at such time and place in Hong Kong as the Board may determine.

Notice of General Meetings

16. Fourteen clear days notice at least, or (in the case of an Annual General Meeting or a meeting convened to pass a special resolution) twenty-one clear days notice at least shall be given to such Members as are entitled to receive notices from TIC and also to its Auditors. The length of notice in every case shall be calculated exclusive of the day on which the notice is served or deemed to be served and the day for which it is given.
17. A meeting shall, notwithstanding that it is called by shorter notice than that specified in the preceding Article, be deemed to have been duly called if it is so agreed:-
 - (1) In the case of a meeting called as the Annual General Meeting, by all the Members having the right to attend and vote thereat; and
 - (2) In the case of any other meeting, by a majority in number of the Members having that right together representing not less than 95 per cent of the total voting rights at that meeting of all the Members.
18. Every notice of a meeting shall specify the place, the day and the hour of the meeting, and in the case of special business the general nature of such business. The notice convening an Annual General Meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution.
19. The accidental omission to give notice of any meeting to, or the non-receipt of the notice by, any person shall not invalidate the proceedings at the meeting.

Proceedings at General Meetings

20. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all business that is transacted at an Annual General Meeting, with the exception of the election of Member Elected Directors pursuant to Article 50 in place of those retiring, consideration of the accounts and balance sheet, the reports of the Board and Auditors and any other documents annexed to the balance sheet, and the re-appointment of retiring Auditors and the fixing of their remuneration.
21. No business shall be transacted at any general meeting unless a quorum is physically present when the meeting proceeds to business and continues to be present until the conclusion of the meeting. Members holding not less than 5 per cent of the total voting rights of all of the Members physically present shall be a quorum for all purposes. A Member shall be deemed physically present if present in person or if there is present his or its representative or proxy.
22. If within half an hour after the time appointed for the meeting a quorum is not

present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or such other date, time or place as the Board may by not less than five days' notice appoint, and if at such adjourned meeting a quorum is not present within fifteen minutes after the time appointed for holding the meeting the Members present shall be a quorum.

23. The Chairman of TIC shall if present preside as chairman at every general meeting of TIC, and failing him some member of the Board. If there is no such member present within ten minutes after the time appointed for holding the meeting, or every such member is unwilling to act as chairman, the meeting shall choose some Member of TIC present in person to be chairman.
24. The chairman may with the consent of any meeting at which quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except business which might have been transacted at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, at least seven days' notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
25. Subject to Article 50 (relating to election of the Member Elected Directors to the Board by secret ballot) at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded
 - (1) by the chairman; or
 - (2) by at least five Members present in person or by proxy and entitled to vote; or
 - (3) by any Member or Members present in person or by proxy and representing not less than one tenth of the total voting rights of all the Members having the right to vote at the meeting.
26. Unless a poll is so demanded, a declaration by the chairman that a resolution has been carried, or carried unanimously or by a particular majority, or lost, an entry to that effect in the minute book shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.
27. If a poll is duly demanded, it shall be taken either forthwith or at such other time and place and in such manner (including by means of posted polling papers) as the Chairman directs, and the result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

28. No poll shall be demanded or taken on the election of a chairman of a meeting or on any question of adjournment of a meeting.
29. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or the poll is demanded shall be entitled to a further or casting vote.
30. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll has been demanded, and it may be withdrawn at any time before the poll is taken.
31. Every Ordinary Member shall whether on a show of hands on a ballot or on a poll have two votes and every Affiliate Member shall have one vote. An Association Member shall not have any vote.
32. A Member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis, or other person in the nature of a committee, receiver or curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
33. No Member shall be entitled to vote at any general meeting unless all moneys payable by him to TIC in his capacity as Member and which have been outstanding for more than 1 month after they fell due for payment have been paid.
34. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the chairman of the meeting, whose decision shall be final and conclusive.
35. On a poll votes may be given either personally or by proxy.
36. The instrument appointing a proxy shall be in writing.
 - (1) It shall:-
 - (a) in the case of a sole proprietorship be signed by the sole proprietor or by his attorney duly authorised;
 - (b) in the case of a partnership be signed by all of the partners or by their respective attorneys duly authorised;
 - (c) in the case of a company shall be under the seal of the company and be signed by any of its directors duly authorised or by an attorney duly authorised under the seal of the company; and

(d) contain the full and proper names and the Hong Kong Identity Card number of the person signing the proxy form and of the proxy and the specimen signature of the proxy.

(2) The proxy must be one of the two representatives registered with TIC pursuant to Article 42 and such proxy may not represent more than one Member.

37. The instrument appointing a proxy and the power of attorney and original or certified copy of the board resolution pursuant to which the proxy has been executed or other authority, if any, under which it is signed, or a notarially certified copy of that power, resolution or authority shall be deposited at the registered office of TIC or at such other place within Hong Kong as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting, or adjourned meeting, at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

38. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

“[_____]

I/We _____, of _____,

_____ , being a member/members of the above-named association, hereby appoint _____

of _____

(the holder of Hong Kong
identity card No. _____), or failing him,

of _____

(the holder of Hong Kong identity card

No. _____), as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the association to be held on the _____ day of 19____, and at any adjournment thereof.

Signed this _____ day of _____ 19____

**Signed _____

(Hong Kong Identity Card

No.)

Specimen signature of proxy/ies:-

(Hong Kong Identity Card

No(s).)**

Or, in the case of a company:-

**Seal with the Common Seal)

of)

and signed by)

(the holder of)

Hong Kong identity card)

No.)

Specimen Signature of proxy/ies:-

(Hong Kong Identity Card

No(s).)**

This form is to be signed by a sole proprietor; or by all partners of the firm or, in the case of a company, shall be sealed with the seal of the company and signed by a director duly authorised by resolution or by their respective attorneys duly authorised by power of attorney and in each case the Hong Kong identity card number of the person signing the form must be inserted.

The specimen signatures and identity card numbers of the proxy/ies must appear on the proxy form.

39. where it is desired to afford members an opportunity of voting for or against a

resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

"[_____]

I/We _____, of _____, being a member/members of the above-named association hereby appoint

of _____, or failing him, _____ of _____

_____ , as my/our proxy to vote for me/us on my/our behalf at the [annual or extraordinary, as the case may be] general meeting of the association, to be held on the _____ day of _____ 19 _____, and at any adjournment thereof.

Signed this _____ day of _____ 19 _____

**Signed _____

(Hong Kong Identity Card

No. _____)

Specimen signature of proxy/ies:-

(Hong Kong Identity Card

No(s). _____)**

Or, in the case of a company:-

**Seal with the Common Seal _____)

of _____)

and signed by _____)

(the holder of _____)

Hong Kong identity card)

No.)

Specimen Signature of proxy/ies:-

(Hong Kong Identity Card

No(s))**

This form is to be used *[in favour of/against] the resolution.

Unless otherwise instructed, the proxy will vote as he thinks fit.

* Strike out whichever is not desired.*

This form is to be signed by a sole proprietor; or by all partners of the firm or, in the case of a company, shall be sealed with the seal of the company and signed by a director duly authorised by resolution or by their respective attorneys duly authorised by power of attorney and in each case the Hong Kong identity card number of the person signing the form must be inserted.

The specimen signatures and identity card numbers of the proxy/ies must appear on the proxy form.

40. A proxy shall be entitled to vote at the meeting at which the proxy is to be used and may demand or join in demanding a poll.
41. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity, revocation or transfer as aforesaid shall have been received by TIC at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
42. (1) (a) Any corporation which is a Member of TIC must by resolution of its directors or other governing body register two persons, one of whom must be a director and the other a director or manager, of the Member to act as its representative at any meeting of TIC three months in advance of any general meeting and to present an original board resolution of their appointments or a copy thereof duly certified by a solicitor or Justice of Peace as a true copy of the original to TIC for registration within 7 days of such appointment. One of the two persons so authorized shall be entitled to vote and exercise the same powers on behalf of the corporation which

he represents as that corporation could exercise if it were an individual member of TIC. However, the representative may not represent more than one Member.

- (b) Any corporation which is a member of TIC for less than 3 months at the date of a general meeting or there is a sale of the corporation within 3 months of the date of a general meeting shall register two persons, if it has not been done before, as its representatives within 7 days from the date of the notice for that general meeting in the manner set out in paragraph (1)(a) above, and that Member is permitted to vote in that general meeting which is held within 3 months of that member becoming a member of TIC or there is a change.
- (2) (a) In the case of a sole proprietorship or a partnership, the Member shall register in writing two persons, one of whom must be the sole proprietor or a partner and the other a manager or partner, to act as its representative at any meeting of TIC three months in advance of any general meeting. One of the two persons so authorized shall be entitled to vote and exercise the same powers on behalf of the Member which he represents. The representative may not represent more than one Member.
- (b) In the case of a sole proprietorship or a partnership who is a member of TIC for less than 3 months at the date of a general meeting, the Member shall register two persons as its representatives within 7 days from the date of the notice for that general meeting in the manner set out in paragraph (2)(a) above, and that member is permitted to vote in that general meeting which is held within 3 months of that member becoming a member of TIC.
- (3) Members who have not registered pursuant to the above clauses are not entitled to vote at a general meeting.
- (4) For the 1997 Annual General Meeting, representatives shall be registered 2 months in advance of the general meeting.

THE BOARD

- 43. (1) TIC shall have a Board who may pay all costs and expenses incurred in promoting and registering TIC, who shall manage the affairs, business and property of TIC and shall exercise all such powers of TIC as are not by the Ordinance or these Articles vested in any other body.
- (2) The Board may from time to time and at any time by power of attorney appoint any company, firm or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys of TIC for such

purposes and with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as they may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities and discretions vested in him.

- (3) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to TIC, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be by one signatory from among the category A signatories together with one signatory from among the category B signatories or, in the absence of all category B signatories by 3 signatories from category A, one of whom must be the Chairman or a Deputy Chairman. Category A signatories shall consist of the Chairman, the Deputy Chairman or Chairmen and such other members of the Board as the Board shall appoint for that purpose. Category B signatories shall consist of the Treasurer, the Honorary Secretary and the Executive Director of TIC.

44. Without prejudice to the generality of Article 43, the Board shall be responsible for:-

- (1) the administration of TIC, the appointment and control of staff, the leasing and utilisation of premises and the raising investment and expenditure of funds for the purposes of TIC;
- (2) the representation of TIC in its overall dealings with Government, other authorities and the general public;
- (3) the approval and promulgation of any Code of Conduct, rules and by-laws to which members of TIC are from time to time subject, and of any additions to or modifications of any such Code of Conduct, rules and by-laws;
- (4) Collection of the Fund Levy and Council Levy referred to in Article 7 and the carrying out of such other duties under Part III A of the Amendment Ordinance.

45. (1) The Board shall consist of

- (a) the Chairman;
- (b) the Immediate Past Chairman ex-officio (unless he shall have vacated his office as chairman on any of the grounds set out in Article 56(1), (2), (3), (5), (6), (7) or (9) or shall have resigned as chairman pursuant to Article 56 (4) on or because of any such grounds), who shall not be entitled to vote at meetings of the Board;

- (c) Subject to Article 47 (1) every Association Member's Chairman or its representative appointed pursuant to Article 47(2)(a);
 - (d) Subject to Article 50(2)(f), the number of Elected Directors shall correspond to the number of the Association Members; and
 - (e) Up to four independent directors who shall not be the members of the travel trade. Two of such independent directors shall be appointed by the Financial Secretary. The other two independent directors shall be persons of integrity who are to be recommended by the TIC Board and appointed by the Financial Secretary. The Board shall recommend the term of the tenure of each of the independent directors to the Financial Secretary who shall fix the term of tenure of each independent director. Each of the independent directors may be re-appointed by the Financial Secretary to serve as independent director for such further terms the Financial Secretary sees fit.
 - (f) No alternate shall be appointed for any member of the Board.
- (2) The provisions of Articles 45 to 53 (both inclusive) shall not be altered except with the written approval of the Financial Secretary.

CHAIRMAN

46. (1) TIC shall have a Chairman who shall preside at all General Meetings of TIC and at all meetings of the Board.
- (2) (a) To be eligible for nomination and election as Chairman, a person must:-
- (i) be the chief executive of an Ordinary Member in good standing and have been so for at least 5 consecutive years;
 - (ii) be registered with TIC in accordance with Article 49;
 - (iii) have served as the Chairman or as a Deputy Chairman of one of the Association Members for one full year or have served as an Executive Committee Member of one of such Associations for 2 consecutive years; and
 - (iv) have served at least one year either as a member of the executive council of The Association or as a member of the Board of TIC.
- (b) An Association Member's Chairman holding the qualifications referred to in paragraph (2) above shall be eligible for nomination and election as Chairman provided that upon his election he shall resign as chairman of such Association Member.

- (3) The Chairman shall be nominated and elected as follows:-
- (a) The board of directors or other governing body of each Association Member shall be entitled to nominate one person from amongst the Members for the office of Chairman.
 - (b) The name or names of all such nominees for the office of Chairman shall be placed before the board of directors or other governing body of each Association Member and if not less than one half of the number of Association Members support the nomination of any of such nominees. those nominees shall be the candidates for election as Chairman. Each Each Association Member shall be entitled to support the nomination of of up to 2 nominees (including its own nominee, if any).
 - (c) The names of the candidates for election as Chairman shall be placed before a meeting of the full board of TIC. Such meeting shall by simple majority vote elect one of such candidates to be the Chairman.
 - (d) The meeting referred to in sub-paragraph (3) (c) shall be held, not more than 2 business days before the Annual General Meeting at the conclusion of which the period of office of the outgoing Chairman expires or, if the vacancy arises for some reason other than the expiration of the outgoing Chairman's period office, it shall be held not more than 30 days after the date on which the vacancy in the position arose.
 - (e) The person so appointed Chairman shall assume the office of Chairman either when the period of the office of the outgoing Chairman expires or, if at the date of his election there is for any reason no Chairman, at the date of such election.
- (4) The duties of the Chairman shall include representing TIC, directing the various officers of the Board in their work, taking overall charge of the work of TIC and presiding over all Board meetings.
- (5) If the office of Chairman is vacated the Board shall appoint one of the persons who were acting as Deputy Chairmen of TIC when the Chairman vacated his office to be acting-Chairman (notwithstanding that he may not have the qualifications set out in paragraph 3 (a)) and he shall hold office as acting-Chairman until a new Chairman is elected on the terms of this Article as if he were the Chairman.
- (6) Subject to Article 57, the Chairman shall hold office until the conclusion of the third Annual General Meeting following his assumption of the office of Chairman.

- (1) (a) Each Association Member's Chairman must be an Ordinary Member in accordance with Article 49 and, except when such chairman is the chief executive of the Ordinary Member, must have the authority of such chief executive to become the chairman of the Association Member.
 - (b) Subject to article 46(2)(b), an Association Member's Chairman shall not while serving as such, be eligible to serve as Chairman of TIC nor shall he be the Chairman, Deputy Chairman, Honorary Treasurer or Honorary Secretary of any other Member Association. In the event he becomes an Elected Director of the Board, he shall cease to be Chairman of the respective Association Member.
 - (2) (a) If the Chairman of an Association Member ceases to be a member of the Board whether pursuant to Article 56 or otherwise, or if the Association Member's Chairman shall, for any reason decide that he will not physically serve on the Board, the Association of which he is the Chairman shall appoint some other person who meets the criteria set out in Article 47(1)(a) from its board of directors or other governing body to be its representative on the Board and such person shall for all purposes be its Association Member's Chairman under Article 45(1)(c). Such representative shall (subject to the provisions of Article 56) serve for at least one year or the remainder of the term of the Association Member's Chairman (if shorter).
 - (b) In the event an Elected Director of the Board becomes the Chairman of an Association Member, he shall cease to be an Elected Director of the Board. Any vacancy occurring as a consequence shall be filled pursuant to Article 50(2)(e).
48. The two independent directors of integrity who are recommended by the TIC Board and appointed by the Financial Secretary under Article 45 (1) (e) shall remain a member of the Board until he shall be removed by the Financial Secretary or when their respective term of tenure of office fixed by the Financial Secretary expires.
49. For the purpose of Articles 4(1)(b)(vi)(bb), 47(1)(a) and 50(1)(a), the chief executive or the executive director of the Ordinary Member who is registered with TIC as the authorized person of the company shall be deemed to be the Ordinary Member.

ELECTED DIRECTORS

50. (1) To be eligible for nomination and election as an Elected Director, a person must:-
- (a) be deemed an Ordinary Member in accordance with Article 49 and,

- (b) be a specialist or an expert in a special area within the travel industry who can contribute his expertise to the benefit of TIC.
- (2) Member Elected Directors shall be nominated and elected to the Board as follows:-
- (a) The Board and the board of directors or other governing body of each Association Member, may each nominate up to three persons who meet the criteria set out in paragraph (1) (a) from amongst the Ordinary Members of TIC and shall inform the Secretary in writing of the names of their candidates.
 - (b) Not less than 7 days prior to the date of the Annual General Meeting of TIC the Secretary shall send to all Members a list containing the names of the candidates for election to the Board and shall inform the Members in writing at the same time:-
 - (i) the number of vacancies among the Elected Directors (which shall be about one half of the number of Association Members due to the sequential rotation of about one half of the number of the Elected Directors) are to be filled by the nominated Ordinary Members duly elected at the Annual General Meeting;
 - (ii) the number of such candidates for which each Member may vote shall be not more than 2; and
 - (iii) that election of the persons to fill vacancies which are to be filled by the Members will take place by secret ballot held at the Annual General Meeting.
 - (c) The candidates receiving the most votes (according to the number of vacancies to be filled by the Members) shall be elected to the Board and at the Annual General Meeting, the chairman of the meeting will announce the results of the election.
 - (d) Subject to paragraph (4) (a) and to Article 57 (2) a Member Elected Director shall hold office until the conclusion of the second Annual General Meeting after the annual general meeting at which he is elected.
 - (e) Any vacancy occurring among the Member Elected Directors during the period between the holding of elections as set out in paragraph (2) shall be filled by the Board from among the unsuccessful candidates who stood at the previous election. Such candidates shall be appointed in descending order according to the number of votes respectively cast by the Members in their favour at the previous election, subject to the candidate confirming

to the Board his willingness to be appointed and to his not already serving on the Board. If the votes cast were equal the Board shall determine the matter by lot.

- (f) The four Member Elected Directors and the four Board Elected Directors serving on the Board as at 1st January 1994 shall subject to Article 56 continue to serve on the Board for their full terms. However the four Board Elected Directors shall be replaced by four new Member Elected Directors in accordance with the following election schedule:-
 - (i) Four new Member Elected Directors shall be elected for the two Member Elected Directors and the two Board Elected Directors due to retire on or before the next Annual General Meeting of TIC (which shall be held on a day before 31st December 1994).
 - (ii) Four new Member Elected Directors shall be elected for the two Member Elected Directors and the two Board Elected Directors due to retire on or before the Annual General Meeting of TIC thereafter (which shall be held on a day before 31st December 1995) Any new vacancies of Member Elected Directors due to an increase in Member Associations shall be filled at the next scheduled election of Member Elected Directors in accordance with Article 50(2). The aforesaid shall result in the sequential rotation of about half of the Member Elected Directors upon replacement of all Board Elected Directors by Member Elected Directors on or before the Annual General Meeting scheduled to take place on or before 31st December 1995.
- (3) (a) Subject to the provisions of Article 50 (2) (f) concerning the eventual replacement of Board Elected Directors, either immediately before or following the Annual General Meeting at which any Board Elected Director is to retire, the members of the outgoing Board or, if the meeting takes place after such annual general meeting, the previous board shall be entitled to nominate and elect from among their number persons to fill the number of vacancies among the Board Elected Directors.
- (b) Subject to paragraph (4) (a) Board Elected Directors shall hold office for such period as the Electing Board may determine but which in any event shall not be later than the conclusion of the Annual General Meeting occurring 2 years after the date on which such directors were elected by the Board.
- (c) If a vacancy occurs among the Board Elected Directors between the dates of the annual general meetings at which the Board Elected Directors are to retire, the Board then currently in office may elect any person who

meets the criteria set out in paragraph (1) to fill the vacancy.

- (d) The first Board Elected Directors shall be elected by the first Board of TIC referred to in Article 57 (1) immediately before or following the first Annual General Meeting from among the eligible members of the first Board of TIC. Such Board Elected Directors shall, subject to sub-article (3) (b) hold office for such period as the first Board shall determine.
- (4) (a) Any person who is elected to fill a vacancy referred to in paragraph (2) (e) or (3) (c) shall retire on the date on which the office of the Elected Directors in whose place he is elected would have expired.
- (b) In the event of a tie occurring in the numbers of votes cast for candidates referred to in paragraphs (2) (c) and (e) and (3) (a), (c), and (d) shall be determined by lot.

DEPUTY CHAIRMEN

- 51. TIC may have up to two Deputy Chairmen each of whom shall be a specialist or expert in the travel industry.
- 52. (1) Immediately following the election of the Chairman, the Board may, but shall not be obliged to, elect from among the Board Members by simple majority of up to 2 persons who are suitably qualified and deemed to be Ordinary Members in accordance with Article 49, to be the Deputy Chairmen of TIC. The persons to fill the positions of the Deputy Chairmen shall be nominated by the Chairman and elected by the Members of the Board.
- (2) Subject to Article 46 (6) each Deputy Chairman shall hold office until
 - (a) the Chairman's period of office expires or
 - (b) the Chairman ceases for any other reason to hold such office, or
 - (c) his own period of office on the Board expires; or
 - (d) the Board removes him as Deputy Chairman, whichever first occurs.
- 53. The two Deputy Chairmen shall assist the Chairman in his work and one of such Deputy Chairmen shall act as the acting-Chairman when the Chairman is absent or the office of Chairman is vacated.

CONDUCT OF BUSINESS

- 54. (1) The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and shall adopt standing

orders for the proceedings of the Board and directives to members of the Board and Committees. Each member of the Board shall have one vote (except for the Immediate Past Chairman who shall not be entitled to vote and the Deputy Chairmen who shall not have a vote in their capacity as Deputy Chairmen) and questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes the chairman of the meeting shall have a second or casting vote.

- (2) The Chairman or any Deputy Chairman or any four members of the Board (excluding the Immediate Past Chairman) may, and the Secretary on the request of the Chairman or any two members of the Board shall, at any time summon a meeting of the Board.
- (3) The quorum necessary for the transaction of the business of the Board shall be one half of the members of the Board (excluding the Immediate Past Chairman) plus one member present in person. In the event that the number of the members of the Board (excluding the Immediate Past Chairman) shall be an odd number, the quorum shall be the lower whole number nearest the number which is one half of such Board Members, plus one. A resolution or decision of the Board shall be passed by simple majority. A resolution to issue a directive or one which in effect negates or rescinds a previous resolution shall require two-thirds thirds or more of the Board members present (excluding the Immediate Past Chairman) to vote in favour of such resolution.

COMMITTEES

55. (1) The Board may delegate any of their powers to committees consisting of such member or members of their number and/or other persons as they think fit. Any such committee shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- (2) The meetings and proceedings of any such committee consisting of two or more members shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Board, so far as the same are applicable and are not superseded by the Board under paragraph (1) above. The convenor of such committee must be a director of the Board; and all recommendations of such committee, save and except those affairs which are in their normal and ordinary course of business, shall be submitted to the Board for approval.
- (3) All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a member of the Board, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any person acting as aforesaid, or that they or any of them were disqualified or had vacated office, be as valid as if every such person had been duly appointed and

was qualified and had continued to be a member of the Board.

- (4) The members of the Board and the members of any committee appointed by the Board shall be entitled to be repaid by TIC all such reasonable travelling (including hotel and incidental) expenses as they may incur in attending and returning from meetings of the Board or any such Committee.
 - (5) The Board shall set up a Staff and Finance Committee of the Board, comprising such members of the Board as the Board shall determine.
56. The office of a member of the Board (including the office of Chairman) shall be vacated:-
- (1) if such member becomes bankrupt or compounds with his creditors; or
 - (2) if such member becomes of unsound mind; or
 - (3) if the Ordinary Member by virtue of which he is deemed to be a Member of TIC ceases to be an Ordinary Member or a member of an Association Member; or
 - (4) if by notice in writing to TIC such member resigns his office; or
 - (5) if the Ordinance, or any order made thereunder, prohibits such member from being a director of a company; or
 - (6) subject to paragraph (8) in the case of the Chairman, if such member ceases to fulfil the qualifications on which he was appointed or otherwise holds office; or
 - (7) if he is absent from three consecutive meetings of the Board and the Board resolves that his office be vacated; or
 - (8) if in the case of the Chairman he ceases to be the Chief Executive of the Ordinary Member or he ceases to be registered in accordance with Article 49 unless:-
 - (a) before or within seven days following such cessation he indicates in writing to TIC that he wishes to continue in office as Chairman; and
 - (b) following such cessation he fulfils the qualifications for appointment as Chairman.
 - (9) If all of the other members of the Board shall unanimously resolve to remove such member from the Board provided that in the case of an Association Member's Chairman or its representative who is appointed pursuant to Article 47 (2) the Board shall first notify the Association Member or the appointor in writing of their intention to propose the removal of its Association Member's

Chairman or representative or appointee, as the case may be.

- (10) A member of the Board, including that of the Chairman but excluding the four independent directors, may be impeached or removed by the higher of 16 votes or 75% of the total votes of the full Board on account of any violation of the Codes of Conduct during the tenure of office of such Member of the Board.

TRANSITIONAL

57. (1) The members of the Executive Committee of The Association at the date of the incorporation of TIC shall be the first Board of TIC and the chairman of such Executive Committee shall be the first Chairman of TIC. All such members on the Board with the exception of those Association Member's Chairmen whose period of office as such chairmen shall continue past the date of the first Annual General Meeting shall retire at the conclusion of the first Annual General Meeting of TIC which shall be held on a date to be decided but which in any event shall not be later than 1st November 1988.
 - (2) Two of the Member Elected Directors who are elected at the first Annual General Meeting shall hold office until the end of the next Annual General Meeting and the other 2 such Member Elected Directors shall hold office until the end of the second Annual General Meeting following their election. The persons who are to remain longer in office shall be those who receive most votes and in the event of a tied vote the matter shall be determined by lot.
 - (3) The first Board Elected Directors shall be elected in accordance with Article 50 (3) (d).
58. The provisions of Articles 45-53 (both inclusive) relating to the composition of and election to the Board shall be subject to review by the Board and the Government of Hong Kong and to amendment within 2 years of the date of incorporation of TIC.

SECRETARY

59. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit; and any Secretary so appointed may (subject to terms of any contract between him and TIC) be removed by the Board from that office.

TREASURER

60. (1) The Board shall at their meeting immediately following the Annual General Meeting elect from among their number a person to be the Treasurer of TIC.

- (2) The Treasurer shall hold such office until he ceases to be a member of the Board of TIC or until he is removed as Treasurer by resolution of the Board.
 - (3) Subject to the direction of the Board, the Treasurer shall have overall responsibility for the conduct of all financial matters.
61. If in the opinion of the Board the accounts of any Member are unsatisfactory or any Member shall have failed to comply with the provisions of Article 9 the Board shall decide whether or not the membership of that Member shall be terminated, or whether that Member shall be required to provide further finance or a bond, guarantee or other security. If the Member shall fail to comply with any requirements of the Board with regard to the provision of further finance, a bond, guarantee or other security or the Board shall decide to terminate his membership, he shall thereupon cease to be a Member of TIC.

MINUTES

62. The Board shall ensure that minutes are kept recording:-
- (1) the members of the Board present at each meeting of the Board and of any committee of the Board.
 - (2) all resolution and proceedings at all meetings of TIC and of the Board and of any committee of the Board.

THE SEAL

63. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board and in the presence of at least one member of the Board and the Secretary, both of whom shall sign the instrument.

SYMBOL

64. Members of TIC may print the symbol of TIC on their letterheads and literature.

ACCOUNTS

65. The Board shall cause to be kept such books of account as are necessary to exhibit and explain the transactions and financial position of TIC and to give a true and fair view of the state of its affairs, and in particular (but without limiting the generality of the foregoing provision) proper books of account with respect to:-
- (1) all sums of money received and expended by TIC and the matters in respect of which such receipt and expenditure takes place;

- (2) all sales and purchases of goods by TIC; and
 - (3) the assets and liabilities of TIC.
66. The books of account shall be kept at the office or (subject to the Ordinance) at such other place as the Board thinks fit, and shall at all times be open to inspection by the members of the Board. No other member of TIC shall have any right of inspecting any account or book or document of TIC except as conferred by the Ordinance or authorised by the Board or by a general meeting.
67. The Board shall from time to time in accordance with the requirements of the Ordinance to be prepared and to be laid before TIC in general meeting such income and expenditure accounts, balance sheets and report as shall be requisite.
68. A copy of every balance sheet (including every document required by law to be annexed thereto) and of the reports of the Board and of the Auditors shall, at least twenty one days before the general meeting convened to consider those documents, be delivered or sent by post to every Member of TIC of whose address it is aware.

AUDIT

69. Auditors of TIC shall be appointed and their duties regulated in accordance with the Ordinance.
70. The Auditors' report to the Members made pursuant to the statutory provisions as to audit shall be read before TIC in general meeting and shall be open to inspection by any Member, who shall be entitled to be furnished with a copy of the balance sheet (including every document required by law to be annexed thereto) and Auditors' Report in accordance with the Ordinance.

NOTICES

71. Any notice or document may be served by TIC on any Member either personally or by sending it through the post in a prepaid letter addressed to him at his registered address.
72. All Members described in the Register by an address within Hong Kong shall be entitled to receive notices from TIC.
73. Any notice or other document, if served by post, shall be deemed to have been served on the day following that on which the letter containing it was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice or document was properly addressed, stamped and posted.
74. Any notice or document delivered or sent by post to, or left at the registered address of, any Member in pursuance of these Articles shall, notwithstanding that such

Member is then dead or bankrupt, and whether or not TIC has notice of his death or bankruptcy, be deemed to have been duly served on such Member unless his name shall, at the time when the notice or document is deemed to have been served.

have been removed from the Register.

INDEMNIFICATION

75. Every Member of the Board and any member of any committee of any such Board, and every Officer of TIC shall be indemnified out of the funds of TIC against all liability incurred by him as such Member, Committee Member or Officer save to the extent that the indemnity hereby conferred would be made void by the Ordinance.
76. A resolution for the voluntary winding up of the Company shall not be valid or effective unless the Financial Secretary shall have given his written approval to the passing of such resolution. This Article 76 shall not be amended or revoked except with the written approval of the Financial Secretary.
77. The provisions of Clause 8 of the Memorandum of Association relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Article.

附件 B



TRAVEL INDUSTRY COUNCIL OF HONG KONG

CODES OF CONDUCT FOR MEMBERS

香港旅遊業議會會員作業守則

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第一部份

(一) 緒言

根據香港旅遊業議會（簡稱「議會」）會章第十條，議會會員必須遵守議會頒佈之行爲守則，其目的爲監管旅行社之行爲及作業狀況。會員作業守則包括：

- a. 議會會員一般作業守則
- b. 經營外遊團守則
- c. 議會會員刊登廣告守則
- d. 經營入境團守則

(二) 簡稱

- | | |
|-------------|-----------------|
| a. 會章 | 香港旅遊業議會會章 |
| b. 議會 | 香港旅遊業議會 |
| c. 理事會 | 香港旅遊業議會理事會 |
| d. 消費者關係委員會 | 香港旅遊業議會消費者關係委員會 |
| e. 規條委員會 | 香港旅遊業議會規條委員會 |
| f. 上訴委員會 | 香港旅遊業議會上訴委員會 |

(三) 釋義

- a. 旅行社

根據旅行代理商條例（香港法例第二一八章修訂本）凡聲稱經營而又實際經營下列業務者，即屬旅行代理商（旅行社）。

- i. 代人訂購行程從香港出發，主要往香港以外地方之任何運輸工具客票；或
- ii. 代人租訂香港以外之居住地方，由租住人自行或代租住人支付或準備支付若干租金者。

b. 外遊服務

根據一九九三年旅行代理商（修訂）條例，外遊服務指：

- i. 由旅行代理商為公眾提供或代公眾獲取；
- ii. 由下列任何二項或全部構成 -
 - (1) 在旅程中以一種運輸工具提供的載運，而該旅程從香港開始，其後主要在香港以外進行；
 - (2) 在香港以外任何地方的住宿；
 - (3) 一項活動的安排（該活動並非附屬於第(1)或(2)節所述的服務），並在香港以外進行，如該活動包括在包辦旅遊中，是構成其主要的部分；
- iii. 只按照全包價格提供的包辦旅遊；及
- iv. 構成該包辦旅遊的服務或安排，是在提供給公眾前已預先決定的。

c. 旅行團

旅行團是旅行社及公眾的慣用語，一般是指上述 b(ii)所列明的外遊服務。旅行團可以是指提供交通，住宿、活動、領隊及導遊服務予團員；亦可以是包括機票及酒店的套式旅遊。

d. 入境旅行社

凡替個人或團體作出以下安排，即屬經營入境旅行社業務：

- i. 由外地到香港，而行程包括住宿、境內遊覽、膳食、購物、訪問、學術、體育或文化交流、展覽、會議或表演；或
- ii. 由外地往第三地區，不論是否經過香港，而行程包括 i 段所述之項目。

e. 組團者

組織旅行團之旅行社。

f. 議會會員

議會基本及普通會員。

議會會員一般作業守則

緒言

1. 此守則旨在提高商業操守之專業水平，議會會員須根據本會會章所載遵守此守則。
2. 此一般作業守則及議會之其他經營守則實為基本之作業標準，議會會員經營交易時必須遵守。
3. 會員須迅速有效地答覆議會對其涉及會章及守則之提問，以及迅速有效地處理議會文件；如發現會員違反任何守則或違背議會之宗旨，該會員將受到處分。

專業操守及標準

4. 議會會員須遵守下列守則，以保持高水平之專業經營：
 - 4.1 會員須履行責任以保障顧客之利益；
 - 4.2 會員須努力從業以促進本行業之發展；
 - 4.3 會員資源不足或力有不逮，不得故作承諾服務；
 - 4.4 會員須避免作出與法律／合約上之義務相抵觸或令人懷疑其操守之行爲及事情；
 - 4.5 會員不得惡意中傷議會其他會員；
 - 4.6 會員須遵守此守則及本會理事會不時頒佈及修訂之經營守則。
5. 議會堅持公平經營之原則，及一定之專業操守標準。經營操守之標準乃依據「經營外遊團守則」、「議會會員刊登廣告守則」及「經營入境團守則」而釐定。會員並須遵守有關的香港法例，例如防止賄賂條例、個人資料私隱條例、殘疾歧視條例及服務提供（隱含條款）條例。

旅行社與公眾人士間之守則

6.1 服務標準

- i. 會員向公眾提供之服務須保持高度水平，並遵守一切有關法例。

- ii. 會員須盡力提供正確不倚之資料，以便顧客可明智地選擇服務。
- iii. 會員不應向顧客推銷與其要求不符之旅遊安排（如旅行團、機票和酒店住宿）。

6.2 廣告與推廣

會員刊登之廣告與推廣活動，須遵守「議會會員刊登廣告守則」及理事會發出的指引。

6.3 更改旅遊安排

如已接受預訂之旅遊安排有所更改，會員獲悉後須立刻通知其顧客。若隨後供應商與顧客就此更改而進行商討時，會員在適當情況下須從中協助調停。

6.4 預訂服務條件

- i. 在收取任何有關旅遊安排之款項前，會員須提醒顧客注意預訂服務條款，取消預訂條件及其他明文規定。
- ii. 會員須確保其預訂服務條件與本守則並無抵觸。

6.5 職員

會員須盡力確保他及其職員熟悉議會會章、守則、指引以及規條所載的條款以確保向顧客提供正確資料。

6.6 預訂服務表格

會員須確保在旅行團及旅遊安排之預訂表格上所填寫之資料無誤。又顧客之其他預訂要求亦須明確顯示在表格上。

6.7 旅遊證件

會員須按顧客要求而檢視所有旅遊證件（如護照），並須澄清任何有關問題。

6.8 簽證及醫療健康條件

會員須按顧客要求：

- i. 提供其行程所需之健康證明資料；
- ii. 提供其行程所需之簽證資料；
- iii. 盡可能協助安排在預訂以外的其他服務。

6.9 糾紛與投訴

- i. 會員與顧客發生糾紛時，須盡速以和平辦法解決。
- ii. 若投訴涉及供應商或其他主辦者，會員須盡力從中調停，謀求滿意解決辦法。
- iii. 若會員與其顧客未能以和平辦法解決糾紛或投訴時，任何一方可用書面形式向消費者關係委員會要求作詳細審查。消費者關係委員會有權接受或不接受此等要求，而有關旅行社則須遵守委員會對事件作出之決定。
- iv. 會員若希望理事會覆審消費者關係委員會的決定，可在議會通知有關決定的十四天內向議會提交書面申請及覆審費用。

6.10 交易與通訊

與顧客交易須保密，顧客通訊亦應迅速有效地處理。

6.11 展示旅行社牌照

會員須於每一辦事處之當眼處展示其旅行代理商牌照或其副本。

旅行社與組團者間之守則

7.1 刊登廣告及宣傳

旅行社為組團者所作之廣告或其他宣傳，應遵照組團者同意之形式。

7.2 收取旅行團費用

旅行社於收到顧客之旅行團訂金或餘款後，須於議定期內連同預訂表格（如適用）交與組團者。

7.3 票務、文件／證件、賬目

旅行社須按雙方之協議或預訂服務條件，從速清繳所有組團者之賬目。組團者應從速向旅行社確認賬項、遞交所有其他文件，並提供任何其他與所訂之旅行團有關之資料，讓旅行社於出發前合理期內通知顧客。

7.4 退款

旅行社及組團者須按經營外遊團守則第 7, 10, 11, 13 及 14 段從速退款予顧客。

7.5 獎賞

如組團者提供獎賞予旅行社職員，應透過旅行社授權之代表，若未得此代表同意，則不應直接付予。

處理違反經營守則之程序

- 8.1 如會員涉嫌違反此守則或其他守則，議會辦事處將作初步調查。
- 8.2 議會可要求涉嫌違反守則之會員於指定期間內提供更多所需資料或文件。
- 8.3 如初步調查表面證實會員違反此守則或其他守則，個案將交由規條委員會處理。
- 8.4 規條委員會須至少包括理事會委任之五名理事。
- 8.5 若規條委員會發現會員違反此守則或其他守則，可行使委員會之決定權根據會章第 11(3)(a)及 11(3)(b)段處罰會員。

上訴

- 9.1 任何會員如對規條委員會所給予之處分有異議，可向上訴委員會提出上訴。按議會會章第十二條，會員如欲上訴，必須在議會發出有關規條委員會決定的通知的十四天內提交書面上訴申請及繳付罰款。

- 9.2 上述會員須繳付港幣一千元之上訴費，要求上訴委員會重新審理有關之違規事件。上訴委員會有權決定是否發還該費用予上訴人。
- 9.3 若上訴個案涉及旅行代理商註冊主任對牌照簽發、拒發，撤銷或暫停之權力或能力，而被上訴委員會駁回，會員可向旅行代理商註冊處上訴。
- 9.4 任何被議會撤銷會籍之會員可在議會所定之期限過後再申請為會員。

經營外遊團守則

宗旨

- 1.1 旅行社應盡可能使顧客獲得最佳服務。
- 1.2 保持並提高議會及其會員之名聲、地位及信譽。
- 1.3 鑑於旅行社在適當管制下彼此競爭及個別銳意經營，能有利公眾利益及旅遊事業，故此鼓勵會員發奮圖強。
- 1.4 制定旅行社彼此競爭標準時，以公眾利益為大前題。
- 1.5 按照上述宗旨，促進旅遊業之發展。

原則

- 2.1 此守則旨在監管議會會員與公眾人士，及會員間有關外遊旅行團之活動。
- 2.2 此守則確認有需要監管組織外遊團水準與營業措施、及管制抵觸公眾利益之商業競爭活動。
- 2.3 此守則收錄會員須遵從的標準及程序，以及議會執行監管的措施。

旅行社與公眾人士間之守則

3. 旅行團小冊子登記

所有為會員作廣告之用的小冊子必須在其分發和售賣其刊登之旅行團兩天前交議會審批及登記。小冊子是指任何列明旅行團內容或旅遊安排之文件。

4. 廣告

會員刊登之所有廣告及推廣活動須遵守議會會員刊登廣告守則及理事會不時頒佈的指引。

5. 報團須知與責任問題

- 5.1 「報團須知與責任問題」須訂明會員對顧客所負之責任，行文應易於閱讀理解。

- 5.2 「報團須知與責任問題」須清楚訂明會員於那些情況及條件下可向顧客徵收附加費。
- 5.3 「報團須知與責任問題」須清楚訂明會員取消旅行團或更改部份項目之一般政策。
- 5.4 「報團須知與責任問題」須註明顧客應付之取消費款額，此取消費如何計算，以及顧客於那種情況下須繳付此費用。
- 5.5 會員於顧客報團之前，須盡力向每一顧客說明及解釋此「報團須知與責任問題」；顧客亦可要求獲知這些資料。
- 5.6 「報團須知與責任問題」須符合此守則各項有關條款。

6. 服務費

會員須於旅行團價目表上印上所有旅行團之香港領隊、當地導遊及司機等之建議服務費，數額由旅行社自行決定。

7. 額外費用

- 7.1 除下列第 11 項所載或議會認為適當之情況外，會員須於旅行團出發前二十八天確定所有團費。
- 7.2 會員在下列情況下，可於顧客清付旅行團費用前，向顧客收取額外費用：
- i. 因兌換率變動幅度逾百分之三以致經營成本增加；
 - ii. 因事前未能預見及有充份理由之情況下增加經營成本，而額外費用須與此增加成比例。
- 7.3 如會員按上述第 7.1.或 7.2.項收取額外費用，受影響之顧客有權選擇照付此額外費用或取消旅行團並於七個工作天內取回全部款項。
- 7.4 會員一經決定收取額外費用後，須迅速通知顧客。

8. 收取旅行團費用

- 8.1 對於出發日期於農曆年初一前五天至年初十期內計算之旅行團，會員須於至少出發日期二十一天前（出發日不計）收取全部團費。
- 8.2 對於其他旅行團，其出發日不在上述期間內者，會員須於至少出發日期七天前（出發日不計）收取全部團費。

- 8.3 如會員不依照上述兩項收取全部團費而顧客決定取消預訂，會員須於七個工作天內退還所付訂金及不收取任何費用。（按：此條款不適用於在旅行團出發日前七天內預訂者）
- 8.4 對於在旅行團出發日前七天內預訂者，會員須一次過收取全部團費。
- 8.5 如顧客未能在會員所定之期限內清付任何旅行團之餘數，會員有權沒收顧客已付之訂金。

9. 印花

- 9.1 所有持牌會員旅行社須安裝印花機。
- 9.2 所有外遊團收據必須蓋上相等於已收團費若干百分比之印花徵費。該百分比由財政司司長頒佈。
- 9.3 所有收據上須印上中、英印花句語：「旅行團收據應蓋上印花方可獲得保障」。

10. 旅行社因迫不得已之理由取消旅行團

- 10.1 會員須盡量安排定期出發之旅行團能依期成行。
- 10.2 如會員因迫不得已之理由而必須於出發前取消旅行團，須盡速通知其顧客，並於七個工作天內退還顧客所付之款項。
- 10.3 如會員因迫不得已之理由，於旅行團出發後取消旅行團，須在顧客回港後一個月內把未用款項退還。

11. 旅行社因迫不得已之理由更改旅行團項目

- 11.1 會員須盡量不更改旅行團之項目。
- 11.2 如會員因迫不得已之理由於旅行團出發前更改某項目而引致經營成本增加，須立刻通知其顧客，並讓顧客選擇接受適當調整價錢之更改項目，或於七個工作天內取回所付之全部款項。但如更改項目後引致經營成本減低，則會員須於七個工作天內按減低成本的比例退還款項予顧客。
- 11.3 如旅行團出發後，會員因迫不得已之理由更改項目而增加經營成本，可向顧客徵收額外費用。但如更改項目後引致經營成本減低，則於此旅行團返港後一個月內，須按減低成本的比例退還款項予顧客。

12. 「迫不得已理由」之定義

「迫不得已之理由」，乃指戰爭、政治動盪、天災、惡劣天氣、交通工具發生技術問題、罷工和工業行動。

13. 因其他理由取消或更改旅行團

- 13.1 於旅行團出發前，如會員因以上第 12 項所載以外理由取消（除廣東省內線外）旅行團，會員須至少於七天前（出發日不計）通知其顧客，否則，除須在三個工作天內退回顧客所交的費用外，還須向顧客多付有關旅行團費用百分之十五或最多港幣一千元之款項作賠償。
- 13.2 於旅行團出發前，如會員因以上第 12 項所載以外理由取消廣東省內線旅行團，須至少於七天前（出發日不計）通知其顧客，否則，除須在七個工作天內退回顧客所交的費用外，還須向在取消時已清付團費之顧客多付有關旅行團費用百分之三款項作賠償。
- 13.3 於旅行團出發後，如會員因以上第 12 項所載以外理由更改項目而增加經營成本，不得向顧客徵收額外費用；但如更改項目後引致經營成本減低，則會員須按減低成本的比例退還款項予顧客。

14. 簽證費用

- 14.1 會員如取消旅行團，必須於三個工作天內退回代辦簽證的服務費／手續費給顧客。至於會員代顧客申請團體簽證而已繳付的簽證費，由於顧客無法個別使用團體簽證，也必須於三個工作天內退回簽證費給顧客。
- 14.2 會員如取消旅行團，假使代顧客申請的簽證不是第 14.1 項訂明的團體簽證，則可從團費退款中扣回已繳付的簽證費。
- 14.3 顧客如退團或會員因迫不得已理由而取消旅行團，會員可於團費退款中扣回代顧客申請旅遊簽證的服務費／手續費及已繳付的簽證費。

15. 外遊團領隊

會員必須聘用領有外遊領隊證書的領隊擔任帶團工作。

議會會員刊登廣告守則

宗旨

1. 確保公眾人士透過廣告媒介獲取清晰及準確之資料，使其向議會會員選擇服務或／和購買旅行團時作出決定。

原則

- 2.1 監管會員刊登廣告之總原則是其在香港刊登之所有廣告必須合法、正當、誠實及真確。
- 2.2 廣告內容必須清晰地被界定為一則廣告及附有會員之名稱及其旅行社牌照號碼。
- 2.3 此守則乃會員必須遵守之最低標準。
- 2.4 「廣告」一詞的意義為不論以金錢或其他付代價／不需付代價之方式，向所有或部份公眾人士傳遞訊息，從而影響這些人士之意識或行爲，達到推廣任何會員之產品或服務。
- 2.5 所刊登之廣告不能觸犯香港法律或遺漏其要求之內容。
- 2.6 所刊登之廣告不能觸犯議會所制定之議會會員一般作業守則、其他作業守則及各項指引，或遺漏其要求之內容。

廣告內容

- 3.1 不論用直接或暗示方式，所刊登之廣告均不可惡意地攻擊或破壞其他競爭者、競爭產品、廣告商或廣告之聲譽。
- 3.2 所刊登之廣告必須合乎事實及不可誤導，亦不可直接或隱藏含任何誇張之宣稱。
- 3.3 所有可被確定之形容宣稱及比較，必須有適當之事實支持。
- 3.4 所刊登之廣告不能違反審美及社會行爲標準或公眾感受。
- 3.5 除旅行團及與旅遊有關之服務外，所刊登之廣告不可附載其他產品之資料。

影響旅遊業利益之廣告活動

- 4.1 若理事會認為任何會員之廣告開支過多，及抵觸公眾或／和整個旅遊業之利益，則議會有權作徹底調查。
(會員廣告開支以當時市場價格為計算準則)
- 4.2 若議會發覺會員參與之廣告活動或方式與整個旅遊業之利益有抵觸，則理事會有權採取適當之處分。

小冊子

- 5.1 所有為會員印備的旅行團小冊子，其內容必須清晰、全面及準確，以便顧客在掌握充份資料之情況下作出決定。小冊子必須包括以下資料：
 - i. 按此守則及議會其他作業守則要求之所有資料；
 - ii. 負責印刷旅行團小冊子的會員名稱／和產品名稱（據儲存於議會辦事處之檔案）以及牌照號碼；

(牌照號碼之字粒不能小於小冊子內最小的字粒)
 - iii. 交通工具（如船、旅遊車、火車及飛機等）及列明其為承包、定期或不定期班次；
 - iv. 目的地和行程；
 - v. 出發日期和地點，以及所提供之旅行團節目；
 - vi. 所提供住宿之類別／名稱和等級及膳食；
 - vii. 任何額外提供之設施或特別安排；
 - viii. 預訂程序和預訂及取消預訂之合約細則，以及責任問題；
 - ix. 團費及其調整之細則；及
 - x. 團費已包括之保險細則的準確撮要，或列明團費不包括保險。
- 5.2 所有為會員作廣告用途之小冊子必須在其分發和售賣其刊登之旅行團兩天前交議會審批及登記。

普通會員刊登廣告之原則

6. 普通會員不准刊登售賣旅行團之廣告，由批發商刊登廣告而提及
其名稱者除外。

違規及執行處分

7. 若會員被發現違反此守則，議會辦事處將通知會員立刻撤除違規
之廣告。該個案將交由規條委員會審理。規條委員會可行使其決
定權根據會章第 11(3)(a)及 11(3)(b)段處罰會員。

經營入境團守則

宗旨

- 1.1 旅行社應盡可能使顧客獲得最佳服務。
- 1.2 保持並提高議會及其會員之名聲、地位及信譽。
- 1.3 鑑於旅行社在適當管制下彼此競爭及個別銳意經營，能有利於公眾利益及旅遊事業，故此鼓勵會員奮發圖強。
- 1.4 旅行社彼此競爭時，須以顧客權益及不損香港旅遊業聲譽為大前題。
- 1.5 按照上述各項，促進入境旅遊業之增長與發展。

原則

- 2.1 會員須熟悉本經營守則之所有條款。
- 2.2 會員須按本經營守則之宗旨經營。
- 2.3 會員須遵守議會不時頒佈之指引。
- 2.4 會員須為入境旅客提供高水平之服務，並遵守有關法例。
- 2.5 會員須盡力提供清楚準確之資料，以便顧客可選擇其服務。

服務承諾

3. 為保障雙方權益，會員須與海外旅行社簽訂合約，在報價時清楚說明有關服務之內容及標準，並須切實履行所承諾之服務。

合約內容須包括下列各項：

3.1 住宿酒店

須註明酒店之名稱、標準及類別，在不得已之情況下可作更改，但級數不得低於原定之酒店。

3.2 交通

須註明所使用之交通工具，如空調巴士、房車或輪船。

3.3 行程

須清楚列明行程包括之旅遊景點，註明團費是否包括所有入場費及是否有自費項目。行程上所列之景點必須完成，若因未能預見之事故如天氣惡劣、交通阻塞、騷亂、罷工、車輛故障等而取消或更改行程，須向顧客詳細解釋。若因取消或更改行程項目而引致經營成本增加，不得向海外旅行社或顧客徵收額外費用；但若因而減低成本，則須退回團費差價予海外旅行社或顧客。

3.4 食肆及膳食

會員揀選食肆必須注重衛生，並須註明餐膳次數及種類，如中式、西式或其他。

3.5 導遊

會員須派出有經驗及盡責之導遊，導遊亦須根據會員之承諾提供服務。

3.6 購物

會員須註明安排顧客購物次數，如由會員或其職員安排或介紹顧客前往商店購物，會員須對該商店所售之物品作出保證及負責。

3.7 服務費

如必須由顧客支付，須在合約上註明。

3.8 付款方法及期限

須在合約上清楚說明有關付款方式及期限。

3.9 其他

凡合約未列明而一般作業上須盡之道義責任，會員均須恪遵，如確認機位、旅客患病或發生意外時協助送院診治等。

Members of Consumer Relations Committee 消費者關係委員會成員**Convenor:**

Ms Gianna WONG (王美倫女士) Deputy Chairman of TIC
香港旅遊業議會副主席

Members:**Non-trade members 業外委員**

Mr CHAN Tak Chor (陳特楚先生) District Council Member
區議員

Mr Hilton Cheong Leen (張有興先生) H Cheong-Leen & Co. (Hong Kong) Ltd.
太平紳士

Ms Jasminia CHEUNG (張詔于女士) Member of Advisory Committee on Travel Agents
旅行代理商諮詢委員會委員

Ms Manlo CHEUNG (張文璐女士) Blue Cross (Asia-Pacific) Insurance Ltd.
藍十字(亞太)保險有限公司

Ms Colleen CHIK (戚寶儀女士) Dept. of Hotel. Service & Tourism Studies Hong
Kong Institute of Vocational Education (Chai Wan)
香港專業教育學院(柴灣分校)酒店、服務及旅遊學系高級講師

Mr David LEUNG (梁天龍先生) Tourism Queensland
澳洲昆士蘭旅遊局局長

Mr Paul TSE (謝偉俊先生) Paul W. Tse Solicitors
執業律師

Trade Members 業內委員

Ms Shirley CHAN (陳建英女士) Tai Wah Hong Travel Service Ltd.
泰華行旅運有限公司

Mr CHOI Pat Tai (蔡百泰先生) Pak Shing Travel Co. Ltd
百勝旅運有限公司

Mr Francis LAI (黎汝洪先生) Miramar Express
美麗華旅運

Mr Brandon LAU (劉展強先生) P&O Travel Ltd
鐵行旅遊有限公司

Mr LING Kam Man (凌錦文先生) Patterson Travel Ltd
恆利旅運有限公司

Mr Eric TAM (譚以德先生) Westminster Travel Ltd
西敏旅行社有限公司

Mr Freddy YIP (葉慶寧先生) Goldjoy Travel Ltd
金怡旅行社有限公司

Members of Compliance Committee 規條委員會成員

Convenor:

召集人

TIC Director

Mr KAI Chun Kam

香港旅遊業議會理事

(解存金先生)

Members:

委員

TIC Directors

香港旅遊業議會理事

Mr Ronnie HO

(何栢霆先生)

Mr Ken CHANG

(張健明先生)

Mr Freddy YIP

(葉慶寧先生)

Mr CHAN Lup Chi

(陳立志先生)

Mr Herman HA

(夏慶文先生)

Mr Tommy TAM

(譚光舜先生)

Mr Sunny WONG

(黃照康先生)

TIC Independent Directors

香港旅遊業議會獨立理事

Mr Anthony HUNG

(洪宏道律師)

Mr Benton LAU

(劉國翹先生)

於 2001 年經規條委員會處理的個案

個案

- 個案 1：違反議會會員刊登廣告守則：**警告**。
- 個案 2：違反議會會員刊登廣告守則：**警告**。
- 個案 3：違反議會會員刊登廣告守則及廣告管制規例：**警告**。
- 個案 4：違反議會會員刊登廣告守則及廣告管制規例：**警告**。
- 個案 5：違反議會會員刊登廣告守則：罰款港幣 3,000 元。
- 個案 6：違反經營外遊團守則：罰款港幣 3,000 元。
- 個案 7：違反議會會員一般作業守則：罰款港幣 2,500 元。
- 個案 8：違反議會會員刊登廣告守則及廣告管制規例：罰款港幣 2,000 元。
- 個案 9：違反議會會員刊登廣告守則及廣告管制規例：罰款港幣 2,000 元。
- 個案 10：違反議會會員刊登廣告守則及廣告管制規例：罰款港幣 2,000 元。
- 個案 11：違反議會會員刊登廣告守則及廣告管制規例：罰款港幣 2,500 元。
- 個案 12：違反議會會員刊登廣告守則：**警告**。
- 個案 13：違反議會會員刊登廣告守則及廣告管制規例：**警告**。
- 個案 14：違反廣告管制規例：罰款港幣 2,000 元。
- 個案 15：違反議會會員刊登廣告守則：罰款港幣 3,000 元。
- 個案 16：違反議會會員刊登廣告守則及廣告管制規例：罰款港幣 1,000 元。
- 個案 17：違反議會會員刊登廣告守則：罰款港幣 1,000 元。
- 個案 18：違反議會會員刊登廣告守則及廣告管制規例：罰款港幣 2,000 元。
- 個案 19：違反議會會員刊登廣告守則：罰款港幣 2,000 元。
- 個案 20：違反議會會員刊登廣告守則：罰款港幣 3,000 元。
- 個案 21：違反議會會員刊登廣告守則：罰款港幣 3,000 元。
- 個案 22：違反廣告管制規例：罰款港幣 1,000 元。
- 個案 23：違反廣告管制規例：罰款港幣 8,000 元。
- 個案 24：違反議會會員刊登廣告守則及廣告管制規例：罰款港幣 4,000 元。
- 個案 25：違反議會會員刊登廣告守則：罰款港幣 2,000 元。
- 個案 26：違反議會會員刊登廣告守則：**警告**。
- 個案 27：違反議會會員刊登廣告守則：**警告**。
- 個案 28：違反議會會員刊登廣告守則及廣告管制規例：罰款港幣 4,000 元。
- 個案 29：違反議會會員一般作業守則：罰款港幣 2,000 元。
- 個案 30：違反議會會員一般作業守則：罰款港幣 8,000 元。
- 個案 31：違反議會會員一般作業守則：罰款港幣 4,000 元。
- 個案 32：違反議會會章：罰款港幣 10,000 元。
- 個案 33：違反議會會員刊登廣告守則及廣告管制規例：罰款港幣 5,000 元。
- 個案 34：違反廣告管制規例：**警告**。
- 個案 35：違反議會會員刊登廣告守則：罰款港幣 6,000 元。

- 個案 36：違反議會會員刊登廣告守則：罰款港幣 3,000 元。
- 個案 37：違反議會指引：罰款港幣 3,000 元。
- 個案 38：違反議會會員刊登廣告守則：罰款港幣 1,000 元。
- 個案 39：違反議會會員刊登廣告守則：**警告**。
- 個案 40：違反議會會員刊登廣告守則：**警告**。
- 個案 41：違反議會會員刊登廣告守則：**警告**。
- 個案 42：違反議會會員刊登廣告守則：**警告**。
- 個案 43：違反議會會員刊登廣告守則：**警告**。
- 個案 44：違反議會會員刊登廣告守則：罰款港幣 5,000 元。
- 個案 45：違反議會會員刊登廣告守則：罰款港幣 5,000 元。
- 個案 46：違反議會會員刊登廣告守則：罰款港幣 5,000 元。
- 個案 47：違反議會會員刊登廣告守則及廣告管制規例：罰款港幣 6,000 元。
- 個案 48：違反議會指引：**警告**。
- 個案 49：違反議會會員刊登廣告守則：**警告**。
- 個案 50：違反議會會員刊登廣告守則：**警告**。
- 個案 51：違反議會會員一般作業守則：罰款港幣 3,000 元。
- 個案 52：違反議會會員一般作業守則：罰款港幣 3,000 元。
- 個案 53：違反議會會員一般作業守則：罰款港幣 3,000 元。

通告編號：C537/112001/IN/EL

各位會員：

接待「中國公民旅遊」的香港旅行社名單

本會接獲中國國家旅遊局通知，要求本會提交接待「中國公民旅遊」的香港旅行社名單予其備案，有關旅行社必須符合以下條件及要求：

- (一) 接待「中國公民旅遊」的香港旅行社必須為香港旅遊業議會的會員和領有旅行代理商牌照；並與議會簽定保證書，承諾遵守香港法律、執行旅遊業議會制定之「經營入境團守則」及保護旅客的合法權益及人身安全等。
- (二) 接待「中國公民旅遊」的香港旅行社必須與國家旅遊局指定特許經營，組織內地居民赴香港旅遊的旅行社簽訂含付款條件的旅遊業務合同。
- (三) 香港旅遊業議會須將接待旅行社名單交香港入境處備案。
- (四) 香港接待社必須與內地旅行社訂定完整詳細的行程表，並標明價格。有關行程表必須呈交香港旅遊業議會登記。
- (五) 香港接待旅行社必須嚴格按照事先制定的行程表安排活動，未經雙方旅行社及旅客同意，不得作任何更改。
- (六) 香港接待旅行社必須按照合約安排購物活動。香港接待社的導遊不得安排或誘導旅客前往不健康的場所進行活動。
- (七) 香港接待旅行社必須僱用本地導遊作接待。

(八) 如發現香港接待旅行社違反以上規定，導致旅客投訴，香港旅遊業議會將按照有關規定，對有關之接待旅行社作出處分。情況嚴重者，將從備案名單中除名。

為配合上述第一及四項的要求，本會現奉上「保證書」及「行程登記表格」各一份予各會員使用，請於填妥有關表格後，連同與內地組團社所簽定的合同副本，於十二月十五日前傳真或逕寄議會辦事處登記，以便本會於十二月底前將首批名單提交國家旅遊局及香港入境處備案。

敬希垂注！

香港旅遊業議會
總幹事

董耀中謹啓

二零零一年十一月廿八日

附件：「保證書」及「行程登記表格」各一份

致：香港旅遊業議會

接待「中國公民旅遊」保證書

本公司_____（公司名稱）謹此向香港旅遊業議會承諾，必遵守香港法律、執行旅遊業議會制定之「經營入境團守則」及保護旅客的合法權益和人身安全等。

（公司負責人簽署及公司蓋章）

（日期）

香港旅遊業議會的信頭

接待「中國公民旅遊」行程登記表格

- 注意事項：
1. 請用正楷填寫本表格
 2. 請把表格連同貴公司給予國內組團社之行程表副本遞交議會登記
 3. 每份行程表上須註明團費
 4. 會員可能需要提交成本細目及證據，以證明所售價格

公司／營業名稱：_____

旅行社牌照號碼：_____電話號碼：_____傳真號碼：_____

地址：_____

負責人姓名：_____職銜：_____

旅遊服務名稱：(如有需要，請加附頁)

1. _____

2. _____

3. _____

4. _____

5. _____

旅行社負責人簽署及公司蓋章

(日期)