

**The Institute of Chartered Secretaries and Administrators (“ICSA”)
and
The Hong Kong Institute of Chartered Secretaries (“HKICS”)**

**Decision of the Disciplinary Tribunal (“DT”) Concerning the Complaint
Against Mr Ip Wing Lun
(the “Respondent”) dated 22 November 2017**

Pursuant to ICSA Byelaw 24.1 and HKICS Article 25.2, the Investigation Group (“IG”) of both ICSA China Division and HKICS by its report dated 7 July 2017 recommended to the DT for consideration of the Respondent having been convicted in the High Court of one count of conspiracy to offer advantages to an agent, contrary to section 9(2)(a) and 12(1) of the Prevention of Bribery Ordinance, Cap 201, and sections 159A and 159C of the Crimes Ordinance, Cap 200 (Court case nos. HCCC 476/2012, CACC 368/2014, and CAAR 6/2014) (the “criminal conviction”).

Regarding the IG enquiry letter dated 3 August 2016 from the Chairman of the IG, the Respondent by his letter dated 17 August 2016 stated that he would seek legal advice and applied for a reply extension owing to his inflexible situation. The Respondent was then granted with the reply extension by the Chairman of the IG, that extended from 17 August 2016 to 2 September 2016 and no reply or response had been received from him.

Regarding the IG further enquiry letter dated 5 May 2017 from the Chairman of the IG to the Respondent, no reply or response had been received from the Respondent and the reply deadline expired on 4 June 2017.

The Respondent was advised of the DT hearing on 22 November 2017 by a letter dated 18 August 2017 from the Chairman of the DT.

The Respondent by his written submission dated 2 October 2017 provided explanations to the DT. He confirmed that he was the subject person of the criminal conviction and informed that he would not attend the DT hearing. He also stated his remorse, life events and mitigating factors in the said submission.

The Respondent by his further email dated 1 November 2017 enclosed a letter from the Correctional Services Department dated 4 October 2016 as supporting document. The Respondent confirmed that his actual custodial sentence served was from 9 October 2014 to 10 October 2016, his date of release was 11 October 2016 and he was also subject to statutory supervision until 8 October 2018.

The DT met on 19 April 2016, 16 August 2016, 29 November 2016, 19 April 2017 and 19 July 2017 to consider the present case and the DT hearing was conducted on 22 November 2017.

Having reviewed the court decisions and the explanations given by the Respondent, the DT has found and decided the following:

1. The DT considered that co-operation from the Respondent regarding the disciplinary investigation was not shown.

2. The Respondent was convicted in the High Court of one count of conspiracy to offer advantages to an agent, i.e. the above mentioned criminal conviction.
3. The matter considered at the DT was whether the Respondent was still considered to be a fit and proper person to continue to be a member of the Institute (i.e. ICSA and HKICS), being a governance professional.
4. The DT considered that professional standards required that members should act in a way which conformed to the relevant laws of the respective jurisdiction and should also pay regard to all regulations which may have a bearing on their actions.
5. The DT considered that the bribery criminal conviction was in contravention to ICSA Charter and Byelaws and HKICS Articles, and also ICSA Code of Professional Ethics and Conduct and HKICS Code of Professional Conduct.
6. The DT considered that the term "fit and proper" contained in the ICSA Byelaw 6 and HKICS Article 6 was directly related to the character and standing of integrity, honesty and competence. Members of the Institute are required to discharge their duties with a high degree of integrity.
7. The DT considered that integrity is the quality of being honest and having strong moral principles. Members are required to be impartial, independent and informed, and should avoid any involvement in any unethical, misleading, illegal or obscure behaviour.
8. The DT considered that the Respondent was convicted of a crime involving dishonesty. The Respondent has also admitted certain facts relating to his involvement in and knowledge of a fraudulent scheme as a result of which amongst other things misrepresentations were made to the Hong Kong Stock Exchange, shareholders of a listed company and the investing public. This conduct was sufficient to substantiate the IG charges against the Respondent and to further warrant serious DT penalties to be imposed.
9. Under all circumstances, members being governance professionals shall observe the highest standards of professional conduct and ethical behavior in all their work and activities.
10. The Respondent is in breach of ICSA Byelaw 24.8(g) and HKICS Article 25.1(f) that he has failed to comply or co-operate with a disciplinary investigation.
11. The Respondent is also in breach of ICSA Byelaw 24.8(b) and HKICS Article 25.1(b) that the bribery criminal conviction was considered to be of such a nature that its commission constituted unethical and irresponsible conduct. The Respondent has been convicted of an offence of such a nature that its commission by him is discreditable to the Institute or the profession.
12. The Respondent is also in breach of ICSA Byelaw 24.8(d) and HKICS Article 25.1(c) that he has behaved and conducted himself in a manner that is likely to be discreditable to the Institute or the profession.
13. The Respondent is in breach of ICSA Byelaw 24.8(c) that he has failed to uphold the code of professional conduct and ethics.

14. The Respondent is also in breach of ICSA Byelaw 24.8(f) and HKICS Article 25.1(d) that he has broken any of ICSA Byelaws or Charter or regulations and acted in breach of HKICS Articles or any rules, regulations, codes of practice or conduct, directions or instructions made or established by or under the authority of the Council.
15. The Respondent's breaches involved serious lapses of integrity, and his conduct fell seriously below the standard of integrity, probity, honesty, trustworthiness and competence expected of a member of the Institute, which clearly warranted a removal of the Respondent from the membership register.
16. Having taken into account of the admission of the Respondent and the circumstances of the case, pursuant to ICSA Byelaw 25.1 and HKICS Article 27.1 the DT **ORDERED** that
 - (a) the Respondent shall be removed from membership register after the expiry of the time limit for him to appeal this decision or the decision of the appeal should he file such an appeal; and
 - (b) such removal shall be given publicity in which the Respondent shall be named via the Institute's journal, website and/or other official channels.
17. Pursuant to ICSA Byelaw 26 and HKICS Article 28, the Respondent shall be entitled to appeal against the decision or any part of it by submitting, in writing, a request that the matter should be considered by the Appeal Tribunal, specifying in the request the grounds to be relied on in support of the appeal. The notice of intention to appeal must be received by HKICS within 28 days of him having been advised of the decision of DT and may be given to the person by whom the notice of the decision was given or to the Secretary of HKICS or any person authorised to receive such notice. If the notice of intention to appeal is given by telephone or other electronic method, it must be confirmed in writing within 14 days.

Dated the 22nd of November 2017

Acting Chairman, Disciplinary Tribunal