

# THE BOARD OF AIRLINE REPRESENTATIVES IN HONG KONG ("BAR HK") Code of Conduct

## 1 Purpose of the Code of Conduct

BAR HK Members and Members' employees and representatives attending BAR HK functions or participating in BAR HK activities or accessing information provided by BAR HK to its Members on matters of common interest must ensure at all times that the conduct of each Member and its employees and representatives comply with appropriate governance standards, legal and professional. Each Member will ensure that its employees and representatives are fully briefed on its corporate governance requirements prior to engaging or participating in any BAR HK activities.

With a view to preserve good commercial and operational conditions for its Members, BAR HK has promulgated the following governance and Code of Conduct standards, compliance with which is mandatory. BAR HK confirms that it is its policy to comply with all relevant laws, including where applicable foreign or local antitrust or competition rules ("**competition rules**"). This Code of Conduct sets out the minimum compliance standards to be followed by BAR HK Members and their employees and representatives ("**Participants**") in relation to all their activities within BAR HK (e.g. participation in discussions, meetings, committees, sub-committees and working groups etc.).

Non-compliance with the Code of Conduct may result in breaches of local or foreign competition rules. Strict compliance by all Participants is therefore required. All Members accept and commit to familiarize themselves and their employees and representatives fully with this Code of Conduct before they engage or participate in any BAR HK activity.

## 2 Principles and rules

Generally trade association activities and exchanges of information are accepted under competition rules where they promote the competitiveness of the industry and lead to higher technical and industry quality standards for the benefit of consumers. Information sharing and negotiations between competitors and potential competitors should however never lead to collusion or to a reduction in existing or future competition. To avoid such risks, Participants will need to comply with the principles and rules set out in this Code of Conduct as well as their own organization's corporate governance requirements.

### 2.1 General principles

Participants shall comply with the following general principles in respect of all their activities within BAR HK:

- ***Participants' competitive behaviour should remain independent.*** Participants' commercial decisions must be made unilaterally and independently from that of their competitors. Participants will not engage in express or tacit agreements or understandings to reduce competition or any form of collusion.

- **Participants shall not discuss collective boycotts, bid rigging, price fixing or market sharing arrangements.** Discussions with the object or effect of reducing competition between Participants or from a third party (i.e. non-BAR HK member) must be absolutely avoided. Participants will not take any action with the intent of obtaining a Participant's agreement to refrain in any way from competing.
- **Respect Members' own confidentiality policies.** Participants will have regard to each Member's own confidentiality policies. It is the responsibility of each Member to let all Participants know of applicable confidentiality obligations when exchanging information.

## 2.2 Rules for the conduct of meetings

The following rules shall be followed whenever Participants attend meetings within BAR HK. This applies to all meetings organized within the framework of BAR HK, including meetings of committees and sub-committees such as the BAR HK's Executive Committee, BAR HK's Airline Charges Sub-Committee (CSC), BAR HK's Airline Operations Sub-Committee (AOC) and BAR HK's Cargo Sub-Committee (the "**meetings**").

- The Chairman of the meetings will circulate a detailed agenda of forthcoming meetings together with any relevant documentation. Participants who may have questions or concerns regarding the content of the agenda should raise those in advance with the Chairman.
- **Participants in meetings shall not exchange confidential or commercially sensitive information.** Information is likely to be commercially sensitive if (i) in the normal course of business, the disclosing Participant would not wish the other Participants to have that information, or (ii) the exchanged information is not in the public domain and could influence a commercial decision or strategy of the other Participants or (iii) a customer or supplier may object to the exchange of that information (for example, because they have concluded a non-disclosure agreement with a Participant).

Commercially sensitive information includes for example non-public information relating to recent, current and future: (i) selling prices, fares, rates etc.; (ii) costs (including cost structure), agent and forwarders commissions or fees etc.; (iii) future frequencies; (iv) future capacity, marketing plans, strategy; (v) product development plans; and (vi) detailed commercial information (prices, terms and conditions, etc.) on relations with individual customers, competitors and suppliers.

- Exchange of non-confidential or non-commercially sensitive information is permitted. Participants are allowed to exchange information of purely general and historic nature such as general reports, studies, statistics and other forms of aggregated data. Publicly available information may also be exchanged freely.
- If any Participant raises a topic prohibited by this Code of Conduct, it is the responsibility of any other Participant to raise the inappropriateness of the topic and ask that the minutes of the meeting reflect the other Participants' refusal to discuss the topic.
- Full minutes of each meeting will be prepared and submitted for approval to all Participants. The minutes will be kept together with an attendance list.

### **2.3 Exceptional rule for the establishment of certain projects**

Some exceptional circumstances may require that Participants exchange or rely on commercially sensitive or confidential information for the establishment of a common project. However, the necessity of exchanging information on each of these topics will have to be carefully examined on a case-by-case basis before any information is exchanged, since each specific project will be different. Appropriate safeguards will be put in place on an *ad hoc* basis, including in the form of confidentiality agreements and reliance of an independent third party which will keep the information confidential etc. BAR HK and its Members will seek legal advice where required.

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