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DotAsia Code of Conduct

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The DotAsia Board has adopted the following Code of Conduct for DotAsia Directors, DotAsia Representatives (Advisory Council Members, Staff and other Consultants), DotAsia Members and Member Representatives, as well as participants in DotAsia activities (DotAsia activities include in person and online activities which DotAsia is involved in, including but not limited to DotAsia General Meetings, Board Meetings, Member/Community Engagement Meetings, and any DotAsia hosted, managed, co-hosted or co-organized event, digital spaces or communication medium). This Code of Conduct was developed based around the Sample Code of Conduct jointly developed by the Independent Commission Against Corruption (ICAC) and The Hong Kong Council of Social Services (HKCSS), and with reference to various Code of Conducts adopted by regional and global Internet organizations.[i]

This Code of Conduct is intended to serve as guiding principles to foster a culture of ethical behaviour, honesty and accountability, deter wrongdoing and promote fair and accurate disclosure and reporting. The Code of Conduct is not intended to override any applicable laws or any obligations pursuant to the Memorandum & Articles of Association (M&A), the DotAsia Board Governance Framework (BGC-001) or any other applicable policies.

The goal is to ensure that DotAsia strives towards DotAsia's Vision and Mission in an ethical manner.

1. **Fiduciary and Duties of Care, Skill and Diligence.** DotAsia is incorporated in Hong Kong as a not-for-profit, limited-by-guarantee corporation. The Companies Ordinance (Cap. 622) in Hong Kong codifies Directors' duties of care, skill and diligence under Section 465 of the Companies Ordinance, in general this includes both the general knowledge, skill and experience that may reasonably be expected of a person carrying out the functions of a Director of a company, and the general knowledge skill and experience of the particular Director. In addition, directors have fiduciary duties, which include the duties to:

    1.1. Act in good faith in the interests of the company. Duty to act in good faith for the benefit of the company as a whole. This means a Director of must act in good faith in the best interests of the company. A Director owes a duty to act in the interests of all its Members, present and future. In carrying out this duty, a Director must (as far as practicable) have regard to the need to achieve outcomes that are fair as between its members.

    1.2. Exercise powers for a proper purpose. Duty to use powers for a proper purpose for the benefit of Members as a whole. The primary and main purpose of the exercise of a director's powers must be for the benefit of the company.

    1.3. Duty not to delegate powers except with proper authorization and duty to exercise independent judgement.

    1.4. Duty to avoid conflicts between personal interests and interests of the company.

1.5. Avoid conflicts between personal interests and interests of the company and not to make secret profits. Duty not to enter into transactions in which the Director have an interest except in compliance with the requirements of the law. A Director of a company has certain duties where the Director has a material interest in any transaction to which the company is, or may be, a party. Until the Director has complied with these duties, the Director must not, in the performance of the Director's functions as a Director, authorize, procure or permit the company to enter into such a transaction. Furthermore, the Director must not enter into a transaction with the company, unless the Director has complied with the requirements of the law. The law requires a Director to disclose the nature and extent of the Director's interest in respect of such transactions.

1.6. Duty not to gain advantage from use of position as a Director.

1.7. Duty not to make unauthorized use of company's property or information.

1.8. Duty not to accept personal benefit from third parties conferred because of position as a Director.

1.9. Duty to observe the company's constitution and resolutions.

1.10. Duty to keep accounting records. A Director of a company must take all reasonable steps to secure that the company keeps accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy the company's financial position and financial performance.

2. **Respectful, Ethical and with Personal and Professional Integrity.** Treat everyone with respect and consideration. Board Directors and DotAsia Representatives must act, and be seen to act, with honesty, integrity and openness whenever they represent the organization.

2.1. Board Directors and DotAsia Representatives are expected to adhere to a high standard of ethical conduct, these include honesty, fairness and integrity, and to act in accordance with DotAsia's Vision and Mission and its Core Values. Unethical actions, or the appearance of unethical actions, are not acceptable.

2.2. Board Directors and DotAsia Representatives shall apply themselves with seriousness and diligence to participate in the matters of DotAsia, the Board and its committees and shall act prudently and be attentive to legal ramifications of his or her and the Board's actions.

2.3. Board Directors are expected familiarize themselves with DotAsia's business and the environment in which the organization operates. Board Directors shall take such steps as are necessary to be sufficiently informed to make decisions on behalf of DotAsia and to participate in an informed manner in the Board's activities.

2.4. Board Directors and DotAsia Representatives should not be, or appear to be, subject to influences, interests or relationships that conflict with the interests of DotAsia or its ability to operate as a not-for-profit organization for the benefit of the Internet community as a whole, in particular for the Asia Pacific community. Board Directors and DotAsia Representatives shall act so as to protect DotAsia's interests and those of its staff

members, assets and legal rights, and Board Members and DotAsia Representatives shall serve the interests of DotAsia and the Asia Pacific Internet community over those of any other person, group, stakeholder or member of DotAsia.

3. **Confidentiality and Proprietary Information.** Board Directors and DotAsia Representatives are expected to maintain and protect DotAsia confidential and proprietary information they may obtain, whether marked as confidential or capable of being reasonably understood as confidential, information (in written or electronic form, or communicated orally) that has been created, developed or disclosed under the obligation of confidentiality, from unauthorized disclosure. Information, which is not publicly available should be treated as confidential and not be disclosed to third parties.

   3.1. Board Directors and DotAsia Representatives should not disclose any classified or proprietary information of the organization without authorisation or misuse any organization's information (e.g. for personal gain or the benefit of others). Special care should be taken when handling any personal data of the Board Directors, staff, volunteers, partners, participants and service recipients to ensure compliance with the Personal Data (Privacy) Ordinance (Cap. 486) and DotAsia's data privacy policy.

   3.2. Board Directors and DotAsia Representatives should continue to observe their duty of confidentiality after they have left the Organisation. They should not use, or take advantage of any classified or proprietary information obtained in the course of their official duties.

   3.3. Examples of confidential information include but are not limited to Board discussions, operating plans, strategy plans, market and community development plans, financial data and documents, registrant and registration data and reports, contracts, personnel data and salary information, pricing and cost structures and related information.

   3.4. All business undertaken by the Board is confidential. All Board Directors must accept and observe the Board Confidentiality Guidelines (sent to each Board Director for acceptance as they are onboarded and included in the Board Wiki). Board Directors should respect this confidentiality by not recording meetings, not inviting others to participate in, or listen into meetings without the prior permission of the Chairman of the meeting, and not circulating Board email and messages to any third party without express permission.

   3.5. Materials marked as confidential or for Members only should be observed. All correspondences and documents between DotAsia and Members that are not otherwise published publicly are confidential.

4. **Conflict of Interest.** Avoiding conflicts of interest is critical to maintaining integrity and honesty in the way DotAsia conducts its business.

   4.1. A conflict of interest situation arises for example when the "private interests" of a Board Director, DotAsia Representative, DotAsia Member or Member Representative compete or conflict with the interests of the organization or the official duties of the Board Director or DotAsia Representative. Private interests include financial and other interests of the DotAsia Member, Member Representative, DotAsia Board Director or DotAsia

Representative her/himself, and those of her/his connections including family and other relations, personal friends, the clubs and societies to which s/he belongs, and any person to whom s/he owes a favour or to whom s/he may be obligated in any way.

4.2. A fundamental integrity requirement is that all Board Directors or DotAsia Representatives should avoid situations which may compromise (or be seen to compromise) their personal judgement or integrity at work or lead to conflict of interest. A Board Director or DotAsia Representative's duty to avoid or declare a conflict of interest goes beyond the disclosure of interests that are definable in monetary terms.

4.3. When a situation involving a conflict of interest cannot be avoided, Board Directors, DotAsia Representatives, DotAsia Members and Member Representatives should as soon as possible make full disclosure of all relevant interests which conflict, may conflict or may be seen to conflict with their official duties. Any declarations made and the related decisions should be recorded. Further if a director of a company is in anyway, directly or indirectly, interested in a transaction, arrangement or contract, or a proposed transaction, arrangement or contract, with the company that is significant in relation to the company's business, and the director's interest is material, the director must declare the nature and extent of the director's interest to the other directors in accordance with the provisions of the Companies Ordinance.

4.4. When a Board Director (including the Chairman) of the Board or Committee has a potential conflict of interest in a matter placed before the committee, he should make full disclosure of his interest. The basic principle to be observed is that a Board Director's advice, decisions or views should be disinterested and impartial and it is the responsibility of each Board Director to judge and decide if the situation warrants a declaration, and to seek a ruling from the Chairman in case of doubt. It is impossible to define or describe all the situations that would call for such a declaration, because each individual case differs, and because of the difficulty of catering for unusual and unforeseen circumstances. On the other hand, it is not intended that a Board Director should make a declaration of conflict of interest simply because the committee is considering a matter in which s/he has knowledge or experience.

4.5. If a Board Director, DotAsia Representative (including the Chairman), DotAsia Member or Member Representative has any direct personal or monetary interest in any matter under consideration by the Members, Board or committee, s/he must, as soon as practicable after s/he has become aware of it, disclose to the Chairman (or the committee) prior to the discussion of the item.

4.6. The Chairman (or Board) shall decide whether the Board Director, DotAsia Representative, Member or Member Representative disclosing a conflict of interest may speak or vote on the matter, may remain in the meeting as an observer, or should be recused from the meeting. If the Chairman declares a conflict of interest in a matter under consideration, the Chairman may be temporarily taken over by an alternate in accordance with the DotAsia Board Governance Framework (BGC-001).

4.7. When a known direct monetary interest exists, the DotAsia Secretary may withhold circulation of relevant papers to the Board Director concerned. Where a Board Director is

in receipt of a paper for discussion which s/he knows presents a direct conflict of interest, s/he should immediately inform the DotAsia Secretary and return the paper.

4.8. All cases of declaration of conflict of interest shall be recorded in the minutes of the meeting.

4.9. All Board Directors must submit a Statement of Interest (SOI), as a disclosure of any potential conflict of interest. Such SOI are posted on the DotAsia website, and each Board Director must review his/her SOI every year, and whenever there is a material change. DotAsia has developed an SOI Form to facilitate compliance by Board Directors with their disclosure obligations in accordance with this Code of Conduct.

5. **Solicitation and Acceptance of Advantages.** Integrity and accountability can be compromised if one accepts (or receives) personal gifts from outside parties; vendors, potential vendors, Members or any other outside individual or organization. Therefore, Board Directors should avoid accepting significant personal gifts of goods or services from DotAsia business partners.

5.1. Board Directors and DotAsia Representatives should refrain from soliciting or accepting any advantage from any persons or companies having official dealings with the organization (e.g. service recipients, suppliers, contractors, professional fund-raisers), and (for Board Directors) from Staff to whom the Board may have an influence, and (for Staff) from any subordinates, except that they may accept, but not solicit, the following advantages when offered on a voluntary basis:

(a) Advertising or promotional gifts or souvenirs of a nominal value;

(b) Discount or other special offers given by any person or company to them as customers, on terms and conditions equally applicable to other customers in general; or

(c) Gifts given by donors to a Board Director or DotAsia Representative in his private capacity

5.2. Board Directors and DotAsia Representatives should not accept lavish, or unreasonably generous or frequent entertainment from any person having official dealings with the Organisation.

5.3. All gifts / souvenirs received by Board Directors and DotAsia Representatives in their official capacity should be forwarded to the DotAsia Secretary / designated approving authority of the Organisation for disposal in the following manner:

(a) If the gift / souvenir is of perishable nature (e.g. food, drink), it may be shared among service recipients, donated to a charitable organization or, when this is not practical, shared among staff of the organization on a suitable occasion.

(b) If the gift / souvenir is a useful item, it may be kept for use by the organization or donated to another charitable organization.

(c) If the gift / souvenir is suitable for display (e.g. a painting, vase), it may be displayed at appropriate locations of the organization premises.

(d) If the gift / souvenir is of low value, it may be donated as a prize in functions organised by the Organisation.

(e) If the gift / souvenir is a personal item of low value, such as a plaque or pen inscribed with the name of the recipient, it may be retained by the recipient.

(f) If the gift / souvenir is distributed to all participants in public activities, such as a ball pen, file folder or key clasp, etc, it may be retained by the recipient.

(g) Any gift / souvenir of high value should be returned to the offeror as far as possible.

5.4. Prevention of Bribery. All Board Directors DotAsia Representatives, DotAsia Members and Member Representatives are prohibited from soliciting, accepting or offering any bribe, or otherwise return of favour, in conducting the organization's business or affairs, including in the Board Elections and governance processes. In conducting all business or affairs of the Organisation, they must comply with the Prevention of Bribery Ordinance (POBO) (Cap. 201) of Hong Kong.

5.5. As a not-for-profit organization in Hong Kong, DotAsia follows the guidance of the Independent Commission Against Corruption (ICAC). Specifically, the Best Practice Checklist – Governance and Internal Control in NGOs. In accordance with the Hong Kong laws, DotAsia Members must not unduly influence other Members' nomination or election decisions (such as soliciting, accepting or offering return of favor, e.g. exchange of votes for elections or personal gain).

6. **Refraining from Harassment and Inappropriate Behaviour.** It is expected that Board Directors, DotAsia Representatives, DotAsia Members and Member Representatives, as well as participants at DotAsia activities behave properly and positively at all times: showing respect and courtesy to others wherever possible, and ensuring a safe and inclusive environment.

6.1. Participants in DotAsia activities should behave in a professional manner, demonstrate appropriate behavior and treat all members of the community in a respectful, dignified, decent manner at all times, including in face-to-face and on-line communications, irrespective of a person's race, ethnicity, culture, national origin, social or economic class, educational level, sex, sexual orientation, gender identity and expression, age, size, family status, political belief, religion, or mental or physical ability so that individuals of all backgrounds and cultures are made to feel welcome.

6.2. Harassment, including offensive speech, threats or demands, sharing of sexualized media, stalking, photography or recording without consent, or unwelcome physical contact or sexual attention, is unwelcome non-consensual hostile or intimidating behavior. Harassing conduct or commentary may take many forms, including, but not limited to, verbal acts and name-calling; graphic and written statements, which may include use of phones or the Internet; or other conduct that may be physically threatening, harmful, or humiliating.

Conduct does not have to intend to harm, be directed at a specific target, or involve repeated incidents in order for it to be deemed harassment.

Examples of the types of inappropriate conduct that are prohibited include, but are not limited to, the following:

- Inappropriate touching, including, but not limited to, sexually suggestive touching such as grabbing, groping, kissing, fondling, hugging, stroking someone's hair, or brushing against another's body, or touching that the actor may not have intended to be sexually suggestive but which constitutes uninvited touching, such as rubbing or massaging someone's neck or shoulders
- Use of offensive language
- Violating someone's "personal space" after being told you are doing so
- Leering, stalking, or suggestive whistling
- Gesturing in a sexually suggestive manner
- Circulating or posting written or graphic materials that show hostility or disrespect
- toward or that demean individuals because of Specified Characteristics as set forth above
- Lewd or graphic comments or jokes
- Use or distribution of sexual imagery in public presentations and displays, including unconstrained display of such on one's own devices
- Harassing photography or recordings
- Repeated requests for dates, or unwanted communications of a romantic nature, after the individual receiving them indicates that she or he does not wish to receive them
- Harassment and intimidation, including any verbal, written (including via texts or on social media), or physical conduct designed to threaten, intimidate, humiliate, or coerce another participant
- Sustained or disrespectful disruption of presentations or events
- Share false or misleading information, including with respect to themselves or other Nominees, or DotAsia Members, which they know or ought to know is untrue, including through failing to disclose a conflict of interest the Nominee has in relation to that information or subject matter
- Unwelcome sexual attention, including but not limited to sexualized comments or jokes, displaying sexually explicit material, inappropriate touching, groping, or sexual advances

6.3. DotAsia digital spaces (including the DotAsia website, blog, mailing lists, social media and other digital channels) are spaces for constructive, relevant discussion and information sharing related to DotAsia's mission and vision.

(a) DotAsia may or may not actively moderate the discussions on DotAsia digital platforms. However, DotAsia reserves the right to delete or redact comments that contain content that DotAsia considers to be unacceptable or inappropriate. This includes (but is not limited to) any content that:

- is being used to abuse, harass, stalk, or threaten others
- is libellous, knowingly false or misrepresents another person
- infringes upon a copyright or trademark

- violates an obligation of confidentiality
- violates the privacy of others including posting emails of others without their permission
- uses derogatory or inflammatory language
- is of a commercial or sales nature
- is unrelated to DotAsia activities, or is intended for the purposes of campaigning for causes peripheral to DotAsia activities, e.g. related to community elections of another community organization

(b) If DotAsia exercises its right to delete or redact a comment, it will say so and explain why. If you believe that a comment on a DotAsia digital platform contains content that is unacceptable, please notify DotAsia by emailing abuse [at] dot.asia.

(c) All posts are considered as solely being the views of the person making the posting, unless explicitly stated otherwise.

6.4. Refrain from retaliation against anyone for reporting any conduct or commentary that is inconsistent with the terms set forth above ("inappropriate behavior") or for participating in an investigation of any such report or complaint.

7. **Reporting Complaints and Remedial Processes.** The reporting and complaint procedure will be conducted in a manner to ensure confidentiality to the reporter as well as the person who is the subject of the complaint. The complainant will be given the opportunity to receive follow-up on their concern unless they have chosen to remain anonymous.

7.1. Unacceptable behaviour by any community member, including those with decision-making authority, will not be tolerated. Anyone asked to stop unacceptable behaviour is expected to comply immediately.

7.2. Board Directors or DotAsia Representatives should discuss with the Chairman of the Board Governance Committee (BGC) any questions or issues that may arise concerning compliance with this Code of Conduct. Breaches of this Code of Conduct, whether intentional or unintentional, shall be reviewed by the BGC or any sub-committee established by the BGC or Board (excluding any Board Directors whose breaches are under review) – Complaint Resolution Committee (CRC), which, if necessary, shall make recommendations to the full Board for corrective action.

(a) In the case that a complaint is against the BGC Chair (or if the complainant finds raising the complaint to the the BGC Chair to be problematic otherwise), a complainant may submit a complaint to the Board Chair. A complainant may also submit or raise a complaint to another DotAsia Board Director in the case that the BGC Chair and the Board Chair are implicated or problematic. Upon receiving a formal complaint or any grievance regarding harassment at or related to DotAsia activities (including digital spaces), verbal or written, The BGC Chair or Board Chair (or another Board Director) must pass on the complaint to the Board (excluding any Board Directors of which the complaint was against).

(b) A complainant may indicate in a complaint submission the level of anonymity that s/he wishes to maintain. The complainant must provide a reasonable channel for communication and correspondence with DotAsia or the complaint cannot be processed, and is further reminded that an expansive level of anonymity may render it impractical to substantiate the claims included in a complaint.

(c) Any complaint received from the Nomination Committee (NomCom) in accordance with the Election Code of Conduct (not pertaining to any particular Nominee in an Election) shall be governed by this Code of Conduct.

(d) A CRC should be formed at the immediate next meeting of the Board, or at its earliest convenience taking into account due consideration for the appropriate composition and relevant factors, including the delegated authority to resolve the complaint and implement remedies.

(e) A CRC may be formed with (or without) Board Directors and include (or not include) qualified individuals as the case requires, and the Board in its resolution to form a CRC shall designate a chair or representative to correspond with the complainant(s) and any responder(s) where appropriate, or request the CRC to designate such within a period of time.

7.3. Once the committee (CRC) has a complete account of the events they will make a decision on a response. Responses may include but is not limited to: Nothing (if it is determined that no violation occurred), a private reprimand from the CRC to the individual(s) involved, a public reprimand, a permanent or temporary ban from some or all DotAsia spaces (mailing lists, events, etc.), a request for a public or private apology. Serious breaches of this Code of Conduct may be cause for disciplinary action, including termination of appointment or Membership.

(a) The CRC will review and evaluate the complaint. The evaluation will include the following, as appropriate in the sole discretion of the CRC, in an effort to obtain an understanding of the facts: (i) communication with the complainant to clarify the facts giving rise to the complaint; (ii) inquiries of the accused (responder) to obtain a response to the complaint if, in the CRC's discretion, the complainant has provided sufficient facts to support the allegation that inappropriate behavior has occurred; and (iii) communication with other percipient witnesses, and review of documentary evidence, if any and if appropriate.

(b) The CRC will determine whether inappropriate behavior has occurred, what remedial action, if any, is appropriate in light of the findings of the evaluation and will communicate the results to the complainant and the accused.

(c) The CRC may ascertain whether the complainant wishes to attempt to resolve the complaint informally with the assistance of the CRC. Where the complainant agrees, the CRC will obtain permission in writing from the complainant for disclosure of his/her identity to the accused (and other persons to whom disclosure is necessary) and will try to assist to resolve the complaint informally (this will involve the CRC conveying to the accused about the allegations and to reaffirm the organisation's

commitment to this Code of Conduct in that harassment or in appropriate behaviours at DotAsia spaces will not be tolerated). If the informal process of resolving the matter fails, the CRC shall ascertain whether the complainant wishes to continue with the complaint under this Code of Conduct;

(d) The CRC in its implementation of remedies, may consider an escalation path, such as first requesting a private or public apology, and if that is not forth coming, a private or public reprimand, and/or ban from DotAsia spaces.

(e) The CRC should report to the Board its findings and implementation of remedies, if any. Normally, the CRC should resolve a case within 3-6 months. In the case that the CRC anticipates that longer time is needed it make such report to the Board and include an estimation on time to resolution.

(f) The CRC will be provided with administrative as well as external professional and legal support by DotAsia where needed.

7.4. All reports will be kept confidential. In some cases, if it is determined that a public statement will need to be made, the identities of all victims and reporters will remain confidential unless those individuals instruct otherwise.

8. **Updates to the DotAsia Code of Conduct.** This document may be updated from time to time to improve the processes and address issues as they arise. Updates to the document should be considered and reviewed by the Board Governance Committee (BGC) and recommendations made to the whole DotAsia Board for consideration and adoption.

[i] **References & Acknowledgments:**

https://governance.hkcss.org.hk/node/74
https://www.aprigf.asia/documents/APrIGF-Code-of-Conduct_2019.pdf
https://www.icann.org/resources/pages/governance/code-of-conduct-en
https://www.icann.org/resources/pages/community-anti-harassment-policy-2017-03-24-en
https://www.apnic.net/about-apnic/organization/structure/apnic-executive-council/EC-roles-and-obligations/
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