

**Schedule D
Code of Conduct**

for

**Hermanus Animal Welfare Society
(the "Organisation")**

1. Code of Conduct

- 1.1. This Code of Conduct applies to the work conduct of every employee of the Organisation. Where it regulates conduct outside of work, this is expressly described.
- 1.2. A breach of this Code by an employee is a breach of their conditions of employment and will be subject to disciplinary action. The levels of action and consequences for different types of breaches are set out in the Organisation's disciplinary code applicable to all employees.
- 1.3. This Code cannot cover every type of situation which may arise. It sets out rules in as general a way as possible, so that they can be applied to different facts. If you have any questions about how to apply this Code or whether a particular action would be a breach of this Code, contact (insert name of committee, official or department and contact details).
- 1.4. If you are about to take an action which this Code says you need approval for, approval must be given by (insert name of committee, official or department able to give approval, or set out hierarchy of persons able to give approval for different actions).
- 1.5. If you become aware of someone doing something which you know or suspect is in breach of this Code, no matter how senior their position, please report it to (insert details - include details of a senior body which would be able to hear complaints about conduct at the highest level). The Organisation will not cause or tolerate any retaliation against you for reporting breaches or suspected breaches of this Code.

2. Stated Objectives

- 2.1. The objectives of the Organisation stated in its founding documents are to (insert).

Commented [EG1]: Update after settling constitution

3. Core Values

- 3.1. In order to achieve these objectives, the Organisation has distilled (insert number) core values. These core values are (insert description, as long or as short as necessary).

4. Discrimination

- 4.1. No one working for the Organisation may discriminate unfairly against any other person working for the Organisation or any beneficiary of the Organisation on the grounds of race, gender, sex, pregnancy, marital status, ethnic or social origin, colour, sexual orientation, age, disability, religion, conscience, belief, culture, language and birth.

5. Harassment and Bullying

- 5.1. No one working for the Organisation may harass or bully any other person working for the Organisation or any beneficiary of the Organisation, in any way, including over email or otherwise in the virtual space.

6. Working Time

- 6.1. The hours which employees are required to dedicate to work are working hours paid for by the Organisation. This time may not be used for excessive personal activities and only occasional personal calls and emails are allowed. Your personal activities must not stop you from fulfilling your duties at work.
- 6.2. Using working time to run your own business is absolutely prohibited.
- 6.3. Using working time for gambling, perusing pornography or other illegal or offensive activities is absolutely prohibited.

7. Assets of the Organisation

- 7.1. The computers, cell phones, telephones, network, internet access devices, printers, copiers, fax machines and other assets which employees use to carry out their work are assets owned by the Organisation. These assets may not be used for excessive personal activities and only occasional personal calls and emails are allowed. Using the assets of the Organisation to run your own business is absolutely prohibited. Using the assets of the Organisation for gambling, perusing pornography or other illegal or offensive activities is absolutely prohibited.
- 7.2. If you wish to use any assets of the organisation for reasons other than carrying out your work responsibilities and the occasional personal call or email permitted above, you may only do so with written pre-approval for a specific task or time frame.
- 7.3. At all times, the assets of the Organisation must be used carefully and responsibly, as if they were your own.
- 7.4. (Insert specific wording on a motor vehicle policy if required).

Commented [EG2]: Note

8. Intellectual Property of the Organisation

- 8.1. The Organisation's know-how, trade mark(s), copyright material, patents and designs are specialised assets referred to as "intellectual property" (Vary this list of intellectual property rights to be relevant to the Organisation).
- 8.2. It is important to understand that the work products you generate as an employee belong to the Organisation. These work products could include material and designs for fundraising campaigns, logo designs, writings for inclusion in publications, material for beneficiary programmes or new inventions of any kind. (Revise these descriptions to suit the Organisation).
- 8.3. The intellectual property of the Organisation and your work products may not be shared outside of the Organisation, unless written pre-approval is granted in limited circumstances. This is true even if you want to share the intellectual property or work products in the context of carrying out other charity work.

9. Intellectual Property of Others

- 9.1. At times the Organisation uses the intellectual property of third parties which it licenses from those third parties. These licences come with strict terms and conditions. If an employee breaches these terms and conditions the Organisation will be penalised or be obliged to pay damages to the third party. The Organisation could also lose a valuable license which is critical to its business.
- 9.2. When you are using the intellectual property of others to carry out your responsibilities at work, you must take care not to breach the terms and conditions of the licences which allow the Organisation to use that intellectual property.

10. Confidential Information

- 10.1. Any confidential information of the Organisation which you are given access to must generally be kept secret from outside persons. It may be disclosed to third parties for legitimate purposes related to the Organisation's activities and if those third parties sign a confidentiality agreement protecting the information.
- 10.2. If you are given access to confidential information of the Organisation which is not widely known within the Organisation, do not share it within the Organisation except on a "need to know" basis with those individuals who need to use the information to carry out their responsibilities at work.

10.3. Your obligations to protect the Organisation's confidential information remain in place outside of work hours and even after your employment with the Organisation ends for any reason. Confidential information only ceases to be "confidential" when duly authorised officials of the Organisation make it public in a legitimate way.

10.4. If you receive confidential information from third parties on behalf of the Organisation, this should also be protected. Prevent unauthorised disclosure of the third party's confidential information both within and outside of the Organisation. If a confidentiality agreement is in place to protect the third party, ensure that you comply with the terms and conditions of that agreement.

11. Protection of Personal Information

11.1. The Organisation is committed to protecting the personal information of its employees and of any third parties which it collects personal information from.

11.2. Under South African law, personal information of a person (referred to as a "data subject") includes information on race, gender, sex, pregnancy, marital status, national, ethnic or social origin, colour, sexual orientation, age, physical or mental health, well-being, disability, religion, conscience, belief, culture, language, birth, education, history of finance, crime or employment, any identifying numbers, symbols, email addresses, physical addresses, telephone numbers, location information, online identifiers, biometric information, personal opinions, views or preferences, confidential correspondence, personal views or opinions of another individual about the data subject, or the name of the data subject if just the name will reveal other personal information about the data subject.

11.3. If you are in a role in the Organisation where you collect and otherwise process personal information of any person, then you must:

- 11.3.1. guard against any unauthorised disclosure of that personal information outside the Organisation;
- 11.3.2. only disclose that personal information within the Organisation to persons who need to know it in order to carry out their work responsibilities;
- 11.3.3. ensure that the personal information is stored in the correct virtual setting which has strict security and access control;

11.3.4. only collect, process and use the personal information for legitimate purposes related to the Organisation's activities, where the extent of the information collected and used matches the purpose for collection and use; and

11.3.5. comply with all other legal requirements for the protection of personal information, as described by (insert name of person, committee or department who or which will set out these rules for employees) from time to time.

12. Money Transactions

12.1. If you spend money on behalf of the Organisation, your transactions must be recorded on the systems and following the procedures approved by (insert name of relevant person, committee or department). You may not spend amounts above the thresholds which you are authorised for under the written Delegation of Authority approved by the board of directors from time to time.

13. Procurement

13.1. Employees who have discretion in choosing suppliers of goods and services for the Organisation, must follow the Organisation's procurement policy approved by the (insert name of highest executive body, such as the board of directors of a company or the executive committee of an association) from time to time.

13.2. Every supplier relationship must be covered by a written agreement. Each written agreement must be approved by (insert name of person, committee or department responsible for reviewing legal documents) before it is signed on behalf of the Organisation. You may not sign agreements for values above the thresholds which you are authorised for under the written Delegation of Authority approved by the (insert name of highest executive body, such as the board of directors of a company or the executive committee of an association) from time to time.

14. Record Keeping

14.1. The law applicable to the Organisation requires that certain documents and information be kept for specific periods of time. Before disposing of a record or deleting information, check (either insert reference to a separate policy on record keeping or reference to a person, committee or department who or which can clarify the legal duties regarding record keeping).

15. Security

- 15.1. Employees must take care when storing personal belongings, because theft is a possibility even within the secure facilities of the Organisation.
- 15.2. In order to preserve the secure perimeter of the Organisation's facilities, you must adhere to the security procedures in place from time to time, such as keeping your access device to yourself and ensuring security doors are closed behind you.
- 15.3. While the guards stationed at the entrance to the Organisation's facilities may be armed, the Organisation has a no-gun policy for its employees (alternatively indicate that weapons are allowed provided the carrier is licensed and carries the gun in a lawful manner such as in a holster).

16. Newspaper Test

- 16.1. When in doubt about whether an action will or won't be in breach of this Code, ask yourself: "Would I want to read about this in the newspaper?" If you would not, then do not proceed with the action.

17. Conflicts of Interest

- 17.1. You may not put yourself in a position where there is a conflict between your own personal interests and your obligation to act in the best interests of the Organisation. You also may not put yourself in a position where persons related to you have a personal interest which conflicts with your obligation to act in the best interests of the Organisation. You may not even appear to be in a position of conflict.
- 17.2. A person is related to you if they are your spouse, life partner, parent, child, grandparent, grandchild, aunt, uncle, cousin, brother or sister, whether biological or adopted (revise as necessary - this is drafted quite broadly). An entity which you control such as a company, close corporation, trust, association or partnership can also be said to be "related" to you if you are able to control its affairs, for example, by exercising a majority of voting rights when decisions are made.
- 17.3. Conflicts of interest can arise in many ways. Common areas affected are set out below. If you face a situation which is not expressly addressed below, use the guiding question: "If I pursue this course of action to benefit myself or a person related to me, will it be at the expense of the

Organisation or will it appear to be at the expense of the Organisation?" If so, do not pursue the course of action.

18. Clear Judgment

18.1. If you are in a position within the Organisation where you can exercise discretion to purchase goods or services for the Organisation, or to grant benefits to any beneficiary, or on any other decision which has a monetary impact on the Organisation or third parties, then you must ensure that you have clear judgment and appear to have clear judgment when exercising this discretion. This means that if you or someone related to you could stand to gain from the way you exercise your discretion, you must report this to (insert reference to relevant person, committee or department) to guide you on how to handle the situation. Most often you will be asked to refrain from making the decision alternatively two others will be appointed to make the decision with you (revise as desired to regulate the process of decision-making where a conflict exists).

18.2. Clear judgment can be compromised or appear to be compromised in a number of ways. For example: (revise these examples according to the Organisation's particular business)

18.2.1. you are tasked with ordering staff uniforms and your brother runs a clothing manufacturing business which could fulfil the orders;

18.2.2. you are responsible for sourcing IT administration services and you own 60% of the shares in a company which offers such services;

18.2.3. you are a director of an organisation which qualifies as a potential beneficiary of the Organisation and you are also in charge of allocating grants to that category of beneficiaries on behalf of the Organisation;

18.2.4. your daughter requires funding on a charitable basis and asks you to secure funding for her from the Organisation;

18.2.5. a supplier of the Organisation offers you a personal gift if you conclude a contract for a big order on behalf of the Organisation;

18.2.6. an individual or organisation offers you a personal gift to secure a monetary grant from the Organisation.

19. Personal Profit

19.1. The confidential information, intellectual property and physical assets of the Organisation belong to the Organisation and are to be used by employees to carry out the activities of the

Organisation and further its objectives. Any use of the assets of the Organisation to make a personal profit, is prohibited. Any action which would make it look like you are using assets of the Organisation to make a personal profit, is also prohibited. Prohibited personal profiteering could include the following: (revise this list of examples if any are not appropriate for the Organisation)

- 19.1.1. using the Organisation's hardware and systems to run your own business;
- 19.1.2. selling personal information gathered on behalf of the Organisation, to marketers;
- 19.1.3. securing charitable grants from the Organisation for yourself or any person related to you;
- 19.1.4. giving favourable terms to the Organisation's suppliers in exchange for personal gifts or cash payments;
- 19.1.5. accepting payment from a third party for sharing knowhow of the Organisation in any capacity (such as, as a consultant hired by a supplier);
- 19.1.6. accepting payment for giving a presentation where you share sensitive insights into the activities and operations of the Organisation.

20. Honest Record Keeping and Reporting

20.1. Integrity in the Organisation's high-level and annual reports can only be achieved if there is integrity in the reporting of daily transactions. Employees must record all transactions, including orders, donations, receipts, purchases and all other daily transactions, both truthfully and accurately.

20.2. Some key guidelines for truthful and accurate reporting and record keeping are:

- 20.2.1. be honest and accurate about when the transaction occurred;
- 20.2.2. be honest and accurate about quantities;
- 20.2.3. be honest and accurate about price or amount;
- 20.2.4. include all details necessary to show the true nature of the transaction.

21. Dealing with Beneficiaries and Potential Beneficiaries

21.1. Employees must deal honestly with beneficiaries and potential beneficiaries. Do not misrepresent anything relating to:

- 21.1.1. what the Organisation is able to do;

- 21.1.2. the nature of any of the Organisation's programmes;
- 21.1.3. the nature of any of the Organisation's grants; or
- 21.1.4. past transactions with the beneficiary, for example if the beneficiary requests a report.

21.2. On the other hand, do not accept a benefit from a beneficiary or potential beneficiary which would be inappropriate. For example, accepting a gift in kind for the Organisation from a potential beneficiary, as encouragement for the Organisation to give that person a cash grant, will not be appropriate.

21.3. In all dealings with beneficiaries and potential beneficiaries, employees must adhere to the principles and rules explained to them during the annual training on the Consumer Protection Act and its regulations which is organised by the Company.

22. Dealing with Suppliers

22.1. Employees must not be false with suppliers in any way. Be honest about the Organisation's requirements and capacity. A supplier's business must not fail because of your false representations.

22.2. Be forthright, truthful and accurate when receiving and assessing goods and services from suppliers. Defects and deficiencies must be reported immediately. Do not report defects or deficiencies if there are none, for unfair gain.

22.3. Just as the Organisation treats ethics as integral to its activities, the Organisation expects its suppliers to prioritise ethical behaviour. No contract may be concluded with a supplier unless the supplier signs the Organisation's (insert description of Organisation's procurement contract or other document which imposes ethical standards on suppliers).

22.4. If you witness or suspect that any supplier or any person or organisation within any supplier's supply chain, is making use of child labour or forced or compulsory labour, this must immediately be reported to (insert reference to individual or committee or department which must receive the report).

23. Compliance with Laws

23.1. The Organisation is obliged to comply with a number of laws applicable to its business. The Organisation needs each employee to carry out their responsibilities lawfully, if the Organisation as a whole is going to comply with all relevant laws.

23.2. You should take time to understand the laws that apply to your particular area of responsibility.

Seek guidance from (insert name of person, team or department in charge of legal) if you are unsure of what these laws are or what they mean.

24. Two laws of general application are described below.

24.1. Bribery and Corruption

24.1.1. It is unethical and unlawful to offer payment or a gift to any government or quasi-government official for simply executing their duties, such as granting a licence. It is also unethical and unlawful to offer payment or a gift to such a person to obtain any kind of advantage over others, such as faster processing times. This type of conduct is strictly prohibited.

24.1.2. In the context of government tenders for supplies of goods or services, employees may not do anything to gain an unfair advantage, for example paying a competing bidder to withdraw their tender.

24.1.3. The giving of gifts or any other kind of compensation for the appointment of a particular person to a government or quasi-government post, is strictly prohibited.

24.1.4. Even within the Organisation, the giving and receiving of gifts to advance or hinder someone's career is strictly prohibited.

24.2. Income Tax Act restrictions

24.2.1. The Organisation has been granted exemption from various forms of tax because its object is to carry out public benefit activities in a philanthropic manner. The Income Tax Act imposes restrictions on the Organisation in order to maintain this status. The Organisation:

24.2.1.1. must carry out its activities in a non-profit manner and with an altruistic or philanthropic intent;

24.2.1.2. must not carry out any activities with the intention to directly or indirectly promote the economic self-interests of any of the Organisation's fiduciaries or employees, otherwise than by way of reasonable remuneration;

24.2.1.3. must use its funds solely for the objects for which it has been established;

- 24.2.1.4. must not use its resources directly or indirectly to support, advance or oppose any political party;
- 24.2.1.5. may not economically benefit any person in a manner which is not consistent with its objectives;
- 24.2.1.6. may not directly or indirectly distribute any of its funds to any person otherwise than in the course of undertaking public benefit activities;
- 24.2.1.7. may not accept any donation which is revocable at the instance of the donor, unless it is revocable on the ground of material failure to conform to the designated purposes and conditions of the donation;
- 24.2.1.8. must not knowingly be a party to, or knowingly permit, itself to be used as part of any transaction, operation or scheme of which the sole or main purpose is the reduction, postponement or avoidance of liability for any tax, duty or levy administered by the South African Revenue Service.

25. Politics

- 25.1. Employees are welcome to actively participate in politics in their own time and using their own resources. You may not, however, use the Organisation's name, time or assets to advance any political cause.