



BARBERTON
CHAMBER OF BUSINESS
ESTABLISHED 1887

CODE OF CONDUCT

1. INTRODUCTION

- 1.1 Our Code of Conduct is the most important document issued by the Chamber. Every one of us should aim to understand and comply with our Code. This Code replaces any previous codes of conduct which may have been adopted by the Barberton Chamber of Business.
- 1.2 Our Code applies to the standing members of the Executive Committee of the Barberton Chamber of Business and any subcommittee thereof as well as co-opted members of either committee from time to time (herein after referred to as "the Committee/s"). It is built on a set of shared values and is intended to help, not hinder, our activities. We believe these values accord with those of the community in which we operate.
- 1.3 The Committees wish to achieve a deserved reputation for their integrity and be valued as a community builder and business associate at all levels. This must be reflected in our pride in what we do and how we do it.
- 1.4 The Code of Conduct is a set of Core Values that we apply by asking ourselves "What is the right thing to do?"

2. POLICY

- 2.1 Since it was founded in 1889, one of the cornerstones of the Barberton Chamber of Business (BCOB) has been integrity in its dealings with people both inside and outside the Chamber. The Committees are in a position of trust with respect to many external organizations and community as a whole. We, therefore, have a responsibility to our members, business sector, community, government and donors to act ethically and use funds prudently for the purposes for which they are designated. Ethical conduct has been and continues to be the very foundation of our institution.
- 2.2 The Committees recognize that the Government is a major source of funds and this imposes additional responsibilities. Committees members are expected to assume personal responsibility and accountability for understanding policies of the Chamber relevant laws, regulations and contract and grant requirements and for ensuring compliance. The Committees will fully comply with all such stipulations as well as with its own high standards of integrity and quality.

3. **KEY PRINCIPLES OF THE CODE OF CONDUCT**

3.1 **CORE VALUES**

- 3.1.1 We treat each other with respect and dignity.
- 3.1.2 We respect the law and rules and act accordingly.
- 3.1.3 We use resources responsibly and in the best interests of the Greater Barberton Community and the reputation of the Chamber.
- 3.1.4 We are responsible for our actions and accountable for their consequences.

3.2 **THE GENERAL PRINCIPLES OF THE CODE OF CONDUCT APPLICABLE TO THE INDIVIDUAL MEMBERS OF COMMITTEES**

3.2.1 **Duty**

We have a duty to uphold the law and act in accordance with the law and the public trust placed in us. We have a duty to act in the interests of the community as a whole, a duty to be accessible to all the people of the area for which we have been elected to serve, and to represent their interests conscientiously.

3.2.2 **Selflessness**

We have a duty to take decisions solely in terms of the public interest. We must not act in order to gain financial or other material benefit for family, friends, business associates or ourselves.

3.2.3 **Integrity**

We must not place ourselves under any financial or other obligation to any individual or organisation that might reasonably be thought to influence us in the performance of our duties.

3.2.4 **Objectivity**

We must make decisions solely on merit and the objectives of the Chamber when carrying out public business including making appointments, awarding contracts or recommending individuals for rewards and benefits.

3.2.5 **Accountability and Stewardship**

We are accountable for our decisions and actions to the Chamber and the public. We have a duty to consider issues on their merits, taking account of the views of others, and we must ensure that resources are used prudently and in accordance with the law.

3.2.6 **Openness**

We have a duty to be as open as possible about our decisions and actions, giving reasons for our decisions and restricting information only when the wider public interest clearly demands.

3.2.7 **Honesty**

We have a duty to act honestly. We must declare any private interests relating to our public duties and take steps to resolve any conflicts arising in a way that protects the public interest.

3.2.8 **Leadership**

We have a duty to promote and support these principles by leadership and example, and to maintain and strengthen the public's trust and confidence in the integrity of the Chamber and its members in conducting public business.

3.2.9 **Respect**

We must respect all other Chamber and Committee members and the role they play, treating them with courtesy at all times.

4. **COMPLIANCE WITH LAWS**

The Committees will transact its business in compliance with the laws of the jurisdictions in which it does business. Questions about interpretation or application of laws and regulations should be referred to the appropriate person or legal advisor appointed for this purpose.

5. **COMPLIANCE WITH STANDARDS OF INTEGRITY AND QUALITY**

5.1 The Committees recognize that it must earn and maintain a reputation for integrity. Even the appearance of misconduct or impropriety can be very damaging to the Chamber, Committees and public interest. The Committees must strive at all times to maintain the highest standards of quality and integrity.

5.2 The rules of fairness, honesty, and respect for the rights of others will govern our conduct at all times.

5.3 This policy requires each individual to conduct their personal affairs and the affairs of the Committees with the utmost honesty, accuracy and fairness. Each situation needs to be examined under this standard.

6. **GENERAL RESPONSIBILITIES**

6.1 Individual Responsibility: Acting ethically and with integrity is the responsibility of each individual. Therefore, every member of the Committees is responsible for ethical conduct consistent with this Code.

6.2 Business Activities: Business activities undertaken on behalf of the Committees with the public, the government, suppliers, and one another must reflect the highest standards of honesty, integrity and fairness. Each of us must be especially careful to avoid even the appearance of misconduct or impropriety.

7. **GIFTS AND HOSPITALITY**

7.1 We will never canvass or seek gifts or hospitality.

7.2 We will not accept any offer by way of gift or hospitality, which could give rise to a reasonable suspicion of influence on our part to show favour or disadvantage to any individual or organisation. We should also consider whether there might be any reasonable perception that any gift received by our spouse or cohabitee or by any business partner or business entity in which we have an interest can or would influence our judgement. The term "gift" includes benefits such as relief from indebtedness, loan concessions, or provision of services at a cost below that generally charged to members of the public or favor of any kind.

7.3 We will not accept any offer of a gift or hospitality from any individual or organisation who is an applicant awaiting a decision from the Committees. If we are making a visit to conduct business of the Committees then as a general rule we should ensure that we pay for the

cost of these visits ourselves. If the cost is to be paid by another party, for example a person seeking to do business with or through the Committees, we will obtain specific prior approval.

7.4 We are personally responsible for all decisions connected with the acceptance or offer of gifts or hospitality and for avoiding the risk of damage to public confidence in the Committees. As a general guide, it is usually appropriate to refuse offers except: -

7.4.1 isolated gifts of a trivial character or inexpensive seasonal gifts such as a calendar or diary or other simple items of office equipment of modest value; or

7.4.2 normal hospitality associated with our duties and which would reasonably be regarded as appropriate.

8. **CONFLICT OF INTEREST**

8.1 Committee members should be sensitive to situations that could raise questions of potential or apparent conflicts between personal interests and the Committees or the any projects interests. As part of the Barberton community, each of us should consider ourselves as persons in positions of trust, and each of us should conduct ourselves accordingly. We must be particularly aware of situations where there exists a conflict between the private interests of a person and the official responsibilities of a person. Such conflicts can involve government agencies, investors, private companies, family members, present or prospective employees or members of the communities in which we operate.

8.2 We undertake to reveal to the Committees any possible conflict of interest as soon as possible and to recuse ourselves accordingly from any decision related to such conflict of interest.

9. **REGISTER OF INTERESTS**

9.1 All Committee members are required to register information about financial or non-financial interests, which might reasonably be thought by others to influence actions taken in your capacity as a Committee member.

9.2 Such declaration of interest should be handed in writing to the chairperson of the relevant committee on or before the first committee meeting after signature hereof and shall include all relevant details in a similar fashion as is expected of Members of Parliament and Councilors.

9.3 All such declarations shall be made known to the relevant committee and the Executive Committee and filed by the chairperson in the minute book of the committee.

10. **CONDUCT AND PROCEDURES IN THE COMMITTEES**

10.1 All members must respect the Chairman, Committee members and any members of the public present within the Committee meetings or other formal proceedings of the Committees. All persons present must comply with rulings from the Chairman in the conduct of the business of the Committees.

10.2 At any meeting of any committee the following persons being personally present and who is not under suspension shall have one vote each:

10.2.1 In the case of the Executive Committee, every member of the Executive Committee appointed by a General Meeting of the Chamber or co-opted by the Executive Committee in terms of section 9. (ii) of the Constitution; and

- 10.2.2 In the case of a subcommittee, save as expressly provided for in the terms of reference of such subcommittee adopted by the Executive Committee, every member of such subcommittee appointed by the Executive Committee.
- 10.3 At any meeting of the Committees 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 by the Chairman or the majority of the members present at the meeting and entitled to vote. Unless a poll is so demanded, a declaration by the Chairman that a resolution has, on a show of hands, been carried or carried unanimously or by a particular majority or not passed and an entry made in the minutes of the committee, with or without a record of the number of votes recorded in favour of or against such motion, shall be conclusive evidence to the effect that any motion has been carried or defeated.
- 10.4 The demand for a poll may be withdrawn prior to the taking of a poll. If a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The Chairman shall determine the results of a poll in a transparent manner or may at his discretion appoint scrutineers to determine the result of the poll.
- 10.5 Every resolution and every amended resolution proposed for adoption by a meeting shall be seconded at the meeting and, if not so seconded, shall be deemed not to have been proposed.
- 10.6 An ordinary resolution (that is a resolution other than a special resolution) or the amendment of an ordinary resolution shall be carried on a simple majority of all votes cast. 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 at which the poll is demanded, shall be entitled to a second or casting vote.
- 10.7 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs. The demand for a poll shall not prevent the continuation of a meeting for the transaction of any business other than the question upon which the poll has been demanded.
- 10.8 Unless any Member present at a meeting shall, before the closure of the meeting, have objected to any declaration made by the Chairman of the meeting as to the result of any voting at the meeting, whether by show of hands or otherwise, or to the propriety or validity of the procedure at such meeting, such declaration by the Chairman shall be deemed to be a true and correct statement of the voting, and the meeting shall in all respects be deemed to have been properly and validly constituted and conducted regardless of any evidence to the contrary which may be brought later.

11. **CONFIDENTIALITY REQUIREMENTS**

- 11.1 Committee proceedings will be conducted in a transparent and participatory fashion. However, the dealings of the Committees must always be considered sensitive and will involve privileged information and documentation, printed material and all information and discussions will be treated as confidential.
- 11.2 Members will often receive information of a private nature that is not yet public or which perhaps would not be intended to be public. There are provisions in legislation on the categories of confidential and exempt information and you must always respect and comply with the requirement to keep such information private. Legislation gives you certain rights to obtain information not otherwise available to the public and you are entitled to exercise these rights where the information is necessary to carry out Committee duties. Such

information is, however, for your individual use in the capacity as a Committee member and must not be disclosed or in any way used for personal, business or political advantage or in such a way as to discredit the Committees or cause direct or indirect harm to the actual or perceived interest or reputation of the Chamber or any member of the Chamber or the committee. This will also apply in instances where you hold the personal view that such information should be publicly available.

- 11.3 The resolutions taken or views expressed at any committee meeting, irrespective of whether or not it is in written form, shall also be considered privileged information as explained above and members undertake to keep such information confidential. This also includes any resolution which any member does not agree with or any proposal made which was either not seconded or attracted a minority vote.
- 11.4 For purposes of accuracy and to avoid confusion and to preserve the integrity of the Committees all information emanating from the Committees intended for public consumption and the media or any party which is not a member of the committee will be only issued by the President, or if he is not capable of doing so the Vice-President of Executive Committee, in the name of the relevant Committee.
- 11.5 Similarly all communication with government departments, donors, contractors or any outside party will emanate only from the President or Vice-President in the name of the relevant Committee.

12. **PROPER RECORDING, ALLOCATION AND CHARGING OF COSTS**

- 12.1 **Appropriate Accounts:** Care should be taken to ensure proper recording and charging of all costs to the appropriate account. It is important that costs are accurately recorded so that the Committee's direct and indirect charges to the funders and projects are accurate and unallowable costs are not charged to the funders and projects. If there are any questions about proper treatment of costs, contact the appointed auditor.
- 12.2 **Reasonable And Allowable Costs:** Reimbursement from any funder shall be requested only for costs that are reasonable in amount, and which are allowable under government or funder regulations and which have been budgeted for and approved. If there are any questions as to what is reasonable, consult the appointed auditor.

13. **FINANCIAL REPORTING**

All Committee accounts, financial reports, tax returns, expense reimbursements, time sheets and other documents, including those submitted to donor and government agencies, must be accurate, clear and complete. All entries in Committee books and records, including departmental accounts and expense reports, must accurately reflect each transaction. The appointed auditor will lay down rules and procedures for accounting.

14. **REPORTING OF SUSPECTED VIOLATIONS**

- 14.1 Committee members should report suspected violations of applicable laws, regulations, government contracts and grant requirements or this Code. This reporting should normally be made initially through standard management channels, beginning with the Committee chairman who shall have an obligation to report such immediately at any sitting of the Executive Committee and to keep such information in complete confidence. Alternatively, members may also report suspected violations or problems to the appointed auditor who shall report such in the appropriate manner to the President of the Executive Committee while maintaining confidentiality of the informant where appropriate.

- 14.2 Such reports may be made confidentially, and even anonymously, although the more information given the easier it is to investigate the reports. Raising such concerns is a service to the Committee and will not jeopardize anyone's membership.
- 14.3 All Committee members will co-operate fully in the investigation of any misconduct which investigation will be conducted in accordance with a ruling by the President of the Executive Committee based on generally accepted business practice and the rules of natural justice and the *audi alteram partem* rule. In the case of suspected violations by the President of the Executive Committee such investigation shall be conducted in accordance with a ruling by the Vice-President of the Executive Committee.

15. **CONSEQUENCES OF VIOLATIONS**

- 15.1 Each person is responsible for ensuring that his or her own conduct and the conduct of anyone reporting to him or her fully comply with this Code.
- 15.2 Violations will result in the taking of appropriate disciplinary action up to and including discharge from the Committee on a majority vote of the Executive Committee.
- 15.3 Conduct representing a violation of this Code may, in some circumstances, also subject an individual to civil or criminal charges and penalties.

16. **SIGNATORIES**

- 16.1 By each of our signatures hereto the members of the Committees agree to abide by and be held accountable to the letter and spirit of the above code of conduct and witness our fellow member's commitment to do the same.
- 16.2 The signature hereof shall constitute a pact entered into between the individual members, each other and the Barberton Chamber of Business.
- 16.3 Each newly appointed member of any committees shall be required to sign a copy of this code of conduct and comply with its requirements before participating in any committee proceedings.
- 16.4 This code shall apply to any member of any committee notwithstanding such member not having signed a copy hereof.

END.