

# **C O D E O F C O N D U C T**

## **ORANGE HOUSE TRUST FUND FOUNDATION**

Non-Profit Foundation for Public Welfare (ANBI)

### **Article 1: Purpose**

1. The Orange House Trust Fund Foundation (OHTFF) is committed to the highest possible standards of ethical, moral and legal performance. In keeping with this commitment, this policy aims to ensure that all members and employees of the OHTFF are aware of the level of conduct and integrity that is expected of them.

### **Article 2: Scope**

1. This policy applies to all members and employees of the OHTFF, including its part-time, temporary and contract employees, hereafter referred to as OHTFF partners, all of whom are bound to adhere this policy by signing the Code of Conduct upon entering the OHTFF.

### **Article 3: Objectives**

1. The objectives of the Code of Conduct are to:
- a) provide OHTFF partners with guidelines for identifying potential conflicts of interest and breaches of trust;
  - b) help ensure that OHTFF partners do not place themselves, or permit themselves to be placed, in a position which would constitute a conflict of interest or breach of trust;
  - c) promote high standards of professional conduct and values among OHTFF partners.

### **Article 4: Responsibilities**

1. The OHTFF Management Board members shall implement and administer the Code of Conduct. It shall also ensure that the ethical standards set forth herein are promoted and investigate any reported violation of this policy and approve and administer any subsequent corrective action.

2. The Chairman of the OHTFF Management Board shall ensure that all OHTFF partners are familiar with the Code of Conduct. The Chairman shall advise the Management Board of any perceived violation of this policy by a OHTFF partner and institute appropriate preventative or corrective action.

### **Article 5: Proper Conduct**

1. The Code of Conduct requires that any OHTFF partner when representing, or acting on behalf of, or assist in any activities of the OHTFF must:

- a) behave honestly and with integrity;
- b) act with care and diligence;
- c) treat everyone with respect and courtesy, and without harassment;
- d) declare truthfully his or her potential financial and/or intellectual conflicts of interest annually or more frequent as appropriate by completing the Declaration of Interest form annexed to this Code of Conduct;
- e) take reasonable steps to avoid any conflict of interest (real, apparent or perceived) in connection with his or her OHTFF involvement;
- f) use OHTFF resources in a proper manner with a view of balancing costs and effectiveness;
- g) at all times behave in a way that upholds the OHTFF values and the integrity and good reputation of the APS;
- h) while on duty overseas, at all times behave in a way that upholds the good reputation of OHTFF.

### **Article 6: Prohibited Conduct**

1. The Code of Conduct requires that any OHTFF partner when representing, or acting on behalf of, or assist in any activities of the OHTFF must not:

- a) provide false, misleading or intentionally incomplete information in response to a request for information or that is made in connection with the person's role as representative of the OHTFF;
- b) give misleading advice following a request for advice or that is provided in connection with the person's role as adviser on behalf of the OHTFF;
- c) make improper use of privileged, proprietary or confidential information, obtained from any third party the OHTFF deals with, in order to gain, or seek to gain, a benefit or advantage for himself or for any other person;
- d) make improper use of the OHTFF partner's duties, status, power or authority, in order to gain, or seek to gain, a benefit or advantage for himself or for any other person.

### **Article 7: Reporting Breaches**

1. OHTFF partners who have reason to believe that this Code of Ethics has been breached in any way are encouraged to bring their concerns to the Chairperson or another member of the OHTFF Management Board. No adverse action shall be taken against any partner who, acting in good faith, brings forward such information.

2. Violation of this policy by any OHTFF partner may constitute a cause for corrective action. Any reported violation of the Code of Ethics will be subject to investigation by the OHTFF Management Board. Such investigation would include hearing the partner considered to have breached the Code of Conduct and reviewing reports or other substantiation of the claim of misconduct.

3. If an investigation finds a partner guilty of breaching the Code of Conduct policy, the corrective action pursued against the partner shall be commensurate with the nature and severity of the violation.

### **Article 8: Modification and Amendment**

1. The Management Board of the OHTFF reserves the right to modify or amend this policy as it may deem necessary.

Adopted by the Management Board of the OHTFF in unanimity on 21 April 2011.

Attached to this document are:

**Annex 1:**

List of signatures of all members and employees of the OHTFF, including its part-time, temporary and contract employees referred to in the Code of Conduct as OHTFF partners

**Annex 2:**

Declaration of Interest form template

**ANNEX 1 to Document TFF/MB/M(2011)1**

**List of signatures of all members and employees of Orange House Trust Fund Foundation, including its part-time, temporary and contract employees, as referred to in the Code of Conduct as OHTFF partners**

| <b>Date<br/>dd/mm/yyyy</b> | <b>First and family name</b> | <b>Member/employee</b> | <b>Signature</b> |
|----------------------------|------------------------------|------------------------|------------------|
|                            |                              |                        |                  |
|                            |                              |                        |                  |
|                            |                              |                        |                  |
|                            |                              |                        |                  |
|                            |                              |                        |                  |
|                            |                              |                        |                  |
|                            |                              |                        |                  |
|                            |                              |                        |                  |
|                            |                              |                        |                  |
|                            |                              |                        |                  |

## DECLARATION OF INTEREST FORM

### What is an interest and when could an interest become a conflict?

An 'interest' is any professional, intellectual, material, emotional or other personal advantage or gain a person or his immediate (first degree) relatives may have by being involved in a particular activity or by being a member of a defined group. This means that an individual without any 'interests' would hardly be considered of additive value to the activity or group because he is without a vision or personal opinion and without an intellectual or scientific background or interest in the activity at hand.

An 'interest' may become a conflict of interest when the interest would unduly influence the person's position (objectivity) with respect to the subject matter at hand. An obvious conflict of interest exists when the person involved has a clear material gain by the activity at hand. An *apparent* conflict of interest exists when an interest would not necessarily influence the expert but could result in the expert's objectivity being questioned by others.

### Types of interest

Different types of material or immaterial interests can be envisaged and the list below, which is certainly not exhaustive, is provided for guidance in making the judgement whether a particular interest should be considered a conflict of interest.

- a) A current proprietary interest in a substance, technology, process in any sense related to the activity or by the group at hand;
- b) A current material interest (e.g., shares, bonds) in a commercial entity with an interest in the activity or the group at hand;
- c) A current or recent (last 5 years) intellectual interest in the activity or the group at hand, as expressed by: (i) (co)authorship of scientific or technical publications in the relevant professional journals/books and on the subject dealt with by activity or group at hand, and (ii) involvement in research project(s) on a related subject to the subject dealt with by activity or group at hand;
- d) A current or recent (last 5 years) employment, consultancy, directorship or other position in any commercial entity which has an interest in the activity or the group at hand;
- e) Performance of any paid work or research during the last 5 years commissioned by any entity other than a public entity with an interest in the activity or the group at hand;
- f) Receipt of grant money supporting work or research during the last 5 years from any entity other than a public entity with an interest in the activity or the group at hand;
- g) An interest in a competing substance, technology or process or an interest in, or association with work for or support by, a commercial entity having a direct competitive interest, must similarly be declared.

**Declaration**

1. Considering the above, have you, or any of your first degree family members, any interest in: (i) the activity or project at hand, (ii) the expert group you have been invited to join?

yes  no    If yes, please provide details of each interest in the box below

| Type of interest (mention the appropriate letter(s) ) | Name of entity involved | Who has the interest? (you, relative, what relationship) | Current interest or years ceased |
|---|-------------------------|--|----------------------------------|
|   |                         |  |                                  |
|   |                         |  |                                  |
|   |                         |  |                                  |
|   |                         |  |                                  |
|   |                         |  |                                  |
|   |                         |  |                                  |

2. Could any of the above declared interests be considered as constituting a real, potential or apparent conflict of interest?

yes  no    If yes, please provide details below

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

3. Is there anything else that could affect your objectivity or independence in the activity or the group at hand?

yes  no    If yes, please provide details below

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

I hereby declare that the disclosed information is correct and that no other situation of real, potential or apparent conflict of interest is known to me. I undertake to inform you of any change in these circumstances, including if an issue arises during the course of the activity.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date