

(Name of Cooperative)

ETHICS AND CONDUCT CODE

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ETHICS AND CONDUCT CODE: The Three Principles

1st Principle

..... employees Directors and Delegates or Representatives should fulfil their lawful obligations to the Cooperative with professionalism and integrity.

2nd Principle

Cooperative employees, Directors and Delegates or Representatives should perform their official duties honestly, faithfully and efficiently, respecting the rights of the members and colleagues.

3rd Principle

Cooperative employees Directors and Delegates or Representatives should not bring the Cooperative into disrepute through official conduct and or private activities.

1. Policy Statement

The strength of any organisational system lies in the extent to which it earns and holds the respect of its members and citizens. That respect comes from the confidence which people have in the integrity of the organisation, and the services it provides.

Members expect the Cooperative to comply with both the letter and the spirit of the law including its own bylaws. They expect official decisions to be made fairly and impartially. They expect that cooperative's money will be spent wisely and assets will be used and cared for responsibly. They expect that representatives and employees will always behave ethically, and be diligent and competent in their work pursuant to the achievement of the strategic thrust, including the vision, mission and values:

2. Introduction

Everyone employed or leading in the organisation has a part to play in earning public respect and confidence for the organisation. The Cooperative has extensive influence over members and community lives. Mismanagement or abuse can have serious and far reaching effects. As employees and leaders, we work for the organisation. Our members are entitled to the high expectations they have of the staff and leaders within the organisation. They expect that we are honest, fair, and loyal. These are absolute standards. We must meet those expectations. There is no middle course.

Where expectations are not met, stakeholders' criticism quickly follows. Where people lose trust in the Cooperative, they don't seek the help they are entitled to; they don't provide information necessary for delivering effective services; they resist repaying their loans and become increasingly resentful of Cooperative activities.

Any abuse of trust, abuse of resources, abuse of information, or personal opportunism corrodes the entitlement of all members. Standards of integrity and conduct underpin the way we go about our business. The way individual Board members and employees go about their responsibilities, and the way in which the Cooperative as a whole goes about its functions, reflect on us all. It is not only what we do, but how people perceive what we are doing. We must always be seen to be acting with integrity.

This is Ethics and Conduct Code for the Board, Staff and members of Cooperative whose application is intended to introduce specific performance and behavioral standards and must be committed to by anyone elected or appointed to the management of the Cooperative.

3. Purpose of the Code

The purpose of the Ethics and Conduct Code is to put in place a self-disciplinary regulation mechanism and set minimum standards for the way we go about our business. The Code has THREE (3) particular characteristics:

- It guides Cooperative Employees, Directors or representatives on the standards of behaviour required of them.
- It provides a basis for more detailed standards which some departments and committees need in order to meet their particular circumstances.
- It instils and maintains high level of discipline among employees and Board members, in order to maintain an unquestionable public image, relations and smooth operations.

4. Intended Outcomes of the Code

The intended outcomes of this code include:

- a) Full understanding of ethical behaviors, policies and practices by employees, Board members and members.
- b) Institutionalized member economic and social participation in the Cooperative matters, activities and meetings.
- c) Enhanced public image and integrity of the Cooperative among stakeholders inside and outside Eswatini.
- d) Increased patronage and sustainability due to attraction of new members whilst maintain existing members.

5. Scope of the Policy

This policy shall apply to all Board members, members of committees or representatives, and staff employed full-time or on temporal basis by(Name of Cooperative) within the workplace and outside the workplace and or country.

Schedule A: Ethics and Conduct Code for Board Members

6. Preamble Board Members

Board members are elected to represent members and local communities on the Cooperative governing structures, to ensure that the Cooperative has structured mechanisms of accountability to members and local communities, and to meet the priority needs of members by providing services equitably, effectively and sustainably within the means of the Cooperative and within its policies and laws.

In fulfilling this role, Board members must be accountable to members and report back at least annually to stakeholders and shareholders on Cooperative matters, including the performance of the Cooperative in terms of established indicators and targets. In order to ensure that Directors fulfil their obligations to their members, and support the achievement by the Cooperative of its objectives set out in the strategic plan, the following Ethics and Conduct Code is adopted.

6.1 Loyalty and Fiduciary Responsibilities

The Cooperative philosophy is founded on mutual trust and public confidence. All elected Board members involved/engaged in Cooperative business must therefore be conscious of their commitment to the success of the Cooperative by maintaining the highest standards of personal behaviour in order to safeguard that trust and confidence.

Commitment here means the readiness of the Cooperative Directors in respect of:

- a) Committing themselves to high standards and quality service to members.
- b) Protection of organisational assets.
- c) Return on members' investment.
- d) Ensure Cooperative maintains solvency and liquidity.
- e) Promote compliance with co-operatives principles and values.

6.2 Functional Role of Board Members

The role of the Directors shall be to govern the Cooperative rather than to manage it. In general, the Board shall be responsible for and shall have the authority to determine, all matters relating to the **directions, policies, practices, management and operations** of the Cooperative.

As elected representatives of all members, Board members' obligations are to mainly provide **oversight** and provide **guidance** on strategic and policy related matters of the Cooperative. In this regard, among others, the Directors perform the following key functions:

a) Strategy and Policy

The Board ensures development of the Cooperative policies and strategy with a vision, mission and objectives that gives direction and application guidance to Cooperative's operations.

b) Advisory Function

The Board performs an advisory function for the Manager, staff and members.

c) Trustee Function

The Board represents members' interests and provides stewardship on their behalf. It acts as a trustee for members, creditors and the general public for the proper custodianship of the assets of the Cooperative.

d) Public Relations

The Board represents the Cooperative and undertake all public relations activities and ensure positive public image of the Cooperative is maintained, through sharing of truthful and reliable information.

e) Symbolic Function

The Board is also considered as a symbol of strength and leadership capable of motivating staff and members towards the achievement of goals.

f) Compliance and Policy Function

The Board ensure that the Cooperative complies with laws, regulations, bylaws and organizational policies and procedures and their proper implementation.

g) Staffing

The Board shall approve staff establishment, recruit the Manager/Officer and senior management staff, support and if need be discipline the Manager/Officer for misconduct or poor performance.

h) Education

The Board ensures that all Cooperative members receive education and training and developmental support.

i) Meetings

The Board ensures prompt and regular management of Board meetings, committee meetings, General Meetings are in line with the regulations and its by-laws.

j) Risk management

The Board ensures the Cooperative is adequately prepared and mitigates against potential financial and operational risk by maintaining and monitoring an up-to-date risk profile and risk management strategy.

6.3 Effective Governance (Copy from Cooperative Act)

The operational agility, effectiveness and efficiency of the Cooperative operations are as equally dependent on the effective Board as they are, on effective administration. Thus, in-order to achieve this, the Management Committee shall:

- (a) Convene the General Meetings as provided for in this Act or in the by-laws;
 - (b) Keep or cause to be kept precise and accurate accounts and a correct record of the assets and liabilities of the co-operative;
 - (c) Hear reports on settlement of accounts and the progress reports of officers assigned special responsibilities, in particular the Chairperson, the Manager and the Treasurer;
 - (d) Present to the Annual General Meeting a management report as well as duly certified accounts;
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- (e) Present to the Annual General Meeting a work plan and the budget for the next financial year for its approval;
- (f) Give all necessary assistance to persons authorised to audit the accounts of the co-operative;
- (g) Take all necessary measures to safeguard the funds, assets, stocks and property of the co-operative;
- (h) Ensure that sums borrowed do not exceed the ceiling fixed by the General Meeting;
- (i) Appoint sub-committees where the General Meeting has authorised it to do so
- (j) Implement all decisions taken by the General Meeting;
- (k) Carry out such other functions as authorised, to promote the operations of the co-operative.

6.4 Delegation of Authority

The Board shall delegate the authority for the operations and administration of the Cooperative to the Manager/Officer. In this regard, the Board shall provide effective leadership and collaborate with the Manager/Officer in:

- a) Articulating and maintaining open lines of communication during the implementation of the Cooperative's vision, mission, values and strategies.
 - b) Developing policies, strategic plans and prioritizing them.
 - c) Developing and maintaining an organization structure to support the achievement of the strategic objectives.
 - d) Monitoring and evaluating the performance of the Manager/Officer against the performance indicators.
 - e) Reviewing and approving the business (action) plans and annual budget proposed by the Manager/Officer.
 - f) Monitoring and evaluating the achievement of the strategic and business plans and annual budget outcomes.
 - g) Establishing such committees, policies and procedures that facilitate the effective discharge of the Board's functions and role including compliance with and in pursuit of its obligations.
 - h) Initiating a Board self-evaluation program and follow-up action to deal with issues arising and arranging for Directors to attend courses, seminars and participate in development programs.
 - i) Ensuring that all significant systems and procedures are in place for the Cooperative to run effectively, efficiently, and meet all legal and contractual requirements.
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- j) Ensuring that all significant risks are adequately considered and accounted for by the Manager.
- k) Ensuring that the Cooperative has appropriate corporate governance structures in place including standards of ethical behavior and promoting a culture of corporate and social responsibility.

6.5 Personal Integrity of Directors

Personal integrity is a quality, which cannot be created or preserved by written rules alone. Integrity implies adhering to generally accepted moral principles such as honesty, fairness, impartiality and strength of character.

To uphold the standards and principles of integrity, reliability and fairness, a Director, or delegate shall therefore avoid:

- a) Use of confidential information for personal gain or abuse his/her position in any way.
 - b) Use of authority for personal interests.
 - c) Avoid conflict between the individual private interests and those of the Cooperative.
 - d) Where potential conflict scenario arises, the member shall bring it to the Cooperative's Supervisory Committee's attention at the earliest opportunity possible, in order for the conflict to be satisfactorily resolved without damage either to the interest of the Cooperative or personal integrity of the Board member.
 - e) Avoid acceptance of gifts, services or rewards, which could affect the independent judgment of a Board member, after or during the discharge of duties. Where inevitable, the assessment and judgment of others, and in particular colleagues, ought to be sought rather than use one's own partial subjective judgment.
 - f) Colleagues shall not be involved in any situation which compromises their impartiality.
 - g) A Director shall not engage in any discreditable activities such as behaving immorally or putting himself/herself in debt beyond his/her ability to repay, as all these activities do undermine the trust of the Cooperative towards him/herself and the Cooperative generally.
 - h) A Director shall act with utmost good faith, tact and courtesy at all times.
 - i) Convert to own use or benefit any resources not personally owned or approved for such use. There is an onus on one to ensure that colleagues are not left open to such temptation.
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- j) A Director shall not engage in any intimate relationship with staff members.
- k) The Directors may not be in arrears on any loan(s) by more than 30 days.

6.5.1 Avoiding Conflict of Interest

Directors should not only avoid circumstances in which their personal interests conflict with the interests of the Cooperative or Board, but should also avoid those circumstances in which there could be the appearance of such conflict, including but not limited to the following examples:

- a) Cooperative members, employees and the public must have no basis on which to believe that decisions are made or policies are applied unevenly.
- b) Directors must observe the principles of fairness and impartiality in all aspects of their work. For example, no individual or organisation with which a Director is involved may be given preferential treatment (whether by access to goods and services or access to 'inside information') over any other individual or organisation.
- c) Directors should avoid any interest or undertaking that could directly or indirectly compromise the performance of their duties, or the standing of their committee or the Cooperative in its relationships with the employees, members, public, or stakeholders. This would include any situation where actions taken in an official capacity could be seen to influence or be influenced by an individual's private interests (e.g. private directorships, shareholdings, offers of outside employment).

6.5.2 Offers of Gifts or Gratuities

- a) Directors must not abuse their official position for personal gain. They must not solicit or accept gifts, rewards or benefits which might compromise, or be seen to compromise, their integrity and the integrity of their committee and the Cooperative.
 - b) As a general rule, Directors should not accept a gift (whatever its nature or value) if the gift could be seen by others as either an inducement or a reward which might place the Director under an obligation to a third party.
 - c) Where offers of gifts or inducements are made, they should be reported by the Director to the Chairperson or Supervisory Committee or Board, who will determine the appropriate response.
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- d) Any Director who accepts a gift should declare such gift by recording its type, value, from whom and the reason it was received on the gifts register in the office of the Manager/Officer.

6.5.3 Personal Behaviour

As a general principle, a Directors' personal behaviour that does not interfere with the performance of their official duties or reflect on the integrity or standing of the Committee or Board is of no concern to or the Cooperative.

However, the Cooperative has a legitimate interest where the private activities of a Director reflect to the discredit of the Cooperative in its relationships with the members, employees, stakeholders or the public, and/or possibly call the Director's fitness for continued service into question.

In making judgements of this kind, Directors should consider the following:

- the nature and circumstances of the activity;
- their position, duties, and responsibilities;
- the consequences of the activity on their ability to fulfil their duties and responsibilities; and
- the effects of the activity or its consequences on relationships with members, employees, clients, Board or the general public.

7. Directors' Offences Against the Code

At the occurrence of any of the following forms of misconduct, or others of a similar nature, a Board member may be subjected to a disciplinary action, depending on the circumstances of the case:

- a) Addressing abusive and/or obscene language at a fellow Director, employee or Management representative, or a client, or in a member's presence.
 - b) Negligence or gross negligence in the performance of member's duties or functions.
 - c) Failure to report an accident or damage to machinery, vehicles or other property belonging to the Cooperative.
 - d) Intimidation, fighting, assault and or threatening behaviour.
 - e) Bribery, fraud and dishonesty.
 - f) Using another person's identity card or permitting another person to use your identity card to enter Cooperative premises.
 - g) Theft or unauthorised possession and or removal of Cooperative and/ or fellow employee's property.
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- h) Misappropriation of Cooperative property.
 - i) Misrepresentation and or falsification of the Cooperative's records.
 - j) Wilful damage to property of the Cooperative.
 - k) Negligent or reckless driving of vehicles in the Employer's charge.
 - l) Driving, alighting upon or tampering with a Cooperative motor vehicle without proper authorisation.
 - m) Intentional interfering with or obstructing other employees in the performance of their duties.
 - n) Disregarding or breaching the Cooperative's safety rules and regulations or standard/common safety practices.
 - o) Consumption of liquor or alcoholic beverage or habit forming drugs on Cooperative premises at any time and/or whilst on Cooperative's duty.
 - p) Reporting for duty under the influence of alcohol or habit forming drugs and/or suffering from alcoholic hangover.
 - q) Loss or destruction of the Cooperative's property through malice, carelessness or negligence.
 - r) Refusing to submit to a search of person, clothing, locker or vehicle when required or requested to do so by one of the Cooperative authorised officials, including the personnel of any security company contracted to the Cooperative.
 - s) Conduct detrimental to the image, performance or profitability of the Cooperative such as making or publishing of false, vicious or malicious statements concerning any employee, Directors, the Cooperative or its products
 - t) Divulging information, without proper authorisation, concerning the Cooperative's business or the conveying of any confidential Cooperative information to third parties, which shall include information members accounts, members' financial circumstances and employees' wages and other substantive conditions of employment
 - u) Misuse or removal from the Cooperative premises without proper authorisation, of Cooperative records or the conveying of any confidential Cooperative information to third parties, which shall include information in respect of wages and other substantive conditions of employment.
 - v) Deliberately making false reports or making false entries on any official Cooperative documents or records, e.g. log sheets, claim forms.
 - w) Immoral conduct or indecency on Cooperative premises and/or whilst on duty and/or whilst representing the Cooperative.
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- x) Direct or indirect discrimination, harassment or victimisation on grounds including, but not limited to, race, gender, sex, pregnancy, marital status, family responsibility, ethnic or social origin, colour, sexual orientation, age, disability, religion, HIV status, conscience, belief, political opinion, culture, language and birth
- y) Conviction on any criminal offence and/or sentence to a prison term for a conviction and/or sentence related to a rule or standard regulating financial impropriety.
- z) Unauthorised use of somebody else's password or signature of any reason whatsoever and unauthorised use and/or negligence in the use of and/or use for purposes not related to the business or job function and/or abuse of internet, e- mail and computer hardware and software facilities.

7.1 Serious Offenses by a Director

If a member of the Board and or any of its committee including Supervisory is found guilty of any of the offenses below, s/he may be expelled from his/her responsibilities for:

- a) Misappropriation of the Cooperative's funds.
 - b) Failing to attend at least three consecutive meetings without showing good cause.
 - c) Involved him/herself in an act which can scare other member of the Cooperative.
 - d) S/he does a provable act, which tarnishes the image of the Cooperative.
 - e) Persistently gives untrue information to the public about the Cooperative.
 - f) Persistently cause disharmony and conflicts with members of the Board and the employee(s) and members.
 - g) Use abusive language, bad mouth other members, and is involved in physical fights and threats.
 - h) Discloses confidential information of the Cooperative without authority to do so by the Board or committee.
 - i) Persistently late by more than 30 minutes in scheduled meetings and come un-prepared.
 - j) Attends meeting whilst intoxicated and with impaired state of mind to meaningfully partake in the discussions.
 - k) Give instructions and or interfere with the duties of employees without authorisation to do so by the Board.
 - l) Exerting undue influence on staff to perform or engage in activities outside the laws, policies and bylaws of the Cooperative.
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7.2 Procedures of Expulsion

The Supervisory Committee shall ensure that all members adhere to this Code without fear or favour, through:

- a) Investigating and identifying of offences, which if detected and information passed to the relevant authority i.e. the Chairperson and Secretary and then the Board;
- b) Pre-validation of allegations - the offence is discussed in the Board meeting and a decision to refer it for disciplinary proceedings is made;
- c) If in the view of the Board the matter is not of serious nature to warrant further investigation, the Board Chairperson will preside over a session during the meeting to hear the side of the Board member alleged to have breached the Code;
- d) The Board may ask the member to excuse himself or herself after giving his/her side, in order to deliberate and arrive at the appropriate decision not limited to:
 - i) Reprimanding the member.
 - ii) Fining the member.
 - iii) Giving the member a warning.
 - iv) Causing the member to issue a public apology.
 - v) A combination of any of the above.
- e) If the offence is viewed by the Board as of serious nature, a 3 members' Disciplinary Tribunal comprising two (2) competent members from within the membership and one (1) independent member is appointed by the Board, to hear the matter and make findings and recommendations to the Board;
- f) The Disciplinary Tribunal shall complete the hearing within 14 days upon being constituted. If found guilty, the Tribunal may make recommendations including but not limited to the following sanctions:
 - i) Member make financial compensation to the Cooperative;
 - ii) Member be suspended for a period longer than one (1) month;
 - iii) Member is recommended for expulsion by the AGM; and
 - iv) A case is registered with the police against the member.

8. Members' Adherence to the Code

Adherence to the Code by all elected representatives is not negotiable. As such, an appropriate Board structure or body appointed for such purpose shall ensure that all members adhere to this Code without fear or favour, through:

- a) Taking disciplinary steps against any member who violates the Code.
- b) Providing members with copies of the Code.
- c) Educating members on the provisions of the Code.
- d) Making the Code as part of the internal good governance regulatory framework.
- e) Monitoring and evaluating the consistent application of the Code.

Schedule B: Ethics and Conduct Code for Employees

9. Preamble Employees

Employees are not elected but appointed officials to perform administrative functions within the Cooperative. As such they report and are accountable to the head of administration, the Cooperative's Manager/Officer. In turn, the Manager/Officer reports to the members' elected representatives in the Board and committees. In certain permissible circumstances, the Manager/Officer may delegate another official to perform functions assigned to him/her including to report to the Board or a committee. To this end, the administration must have structured mechanisms of accountability to the Board and committees, and to meet the priority needs of members by providing services equitably, effectively and sustainably within the means of the Cooperative. Occasional dilemmas can arise where employees have strong personal beliefs on issues that conflict with their official duties. In such circumstances, employees must, regardless of their personal views, implement Cooperative policies to the best of their abilities.

If employees find themselves in a situation where their conscience constrains them from carrying out a lawful instruction, they should discuss their circumstances and options with their immediate supervisor. They must not do anything to avoid or undermine the Cooperative policies.

As employees, we have a professional obligation to give full effect to the latter and the spirit of these standards. In so doing, the administration ensures that Board members fulfil their obligations to their members, and support the achievement by the Cooperative of its objectives, set out in the strategic plan.

9.1 Responsibilities of Management and Staff

The general and main responsibilities of Management and Staff of(Name of Cooperative) include:

- a) Ensuring appropriate relationship with and between members, Board, the government, suppliers and other related organizations and or stakeholders.
- b) Sound human resource management.

- c) Proper management of the activities of the Cooperative.
- d) Diligent care and administration of assets and resources of the Cooperative.
- e) Proper management of all business related risks.
- f) Providing proper and timely advice to the Board and its committees.
- g) Sound financial management.
- h) Ensuring that the Cooperative complies with the bylaws and applicable laws.
- i) Perform day to day operational duties of the Cooperative.

9.2 Obligation to the Cooperative

Employees should fulfil their lawful obligations to the Cooperative with professionalism and integrity. In broad terms, the first priority for employees is to carry out Cooperative policy as approved by the Board. In doing so, they are expected to act in a manner that will bear the closest member and public scrutiny. Therefore, employees:

- a) Are obliged to serve the aims and objectives of the Board. To this end, they should ensure that their personal interests or activities do not interfere with, or appear to interfere with, this obligation.
- b) In serving the interest of the leadership of the day, they are obliged to do so within the law, bylaws, with integrity, political neutrality and to the best of their ability.
- c) Must act to ensure not only that their department maintains the confidence of its Board, but also to ensure that it is able to establish the same professional and impartial relationship with future Board members and executive.
- d) Are responsible for providing honest, impartial, and comprehensive advice to the Board, and for alerting Board and committees to the possible consequences of following particular policies.
- e) Should ensure that their contribution to any public debate or discussion on such matters is appropriate to the position they hold, and is compatible with the need to maintain a politically neutral Cooperative.
- f) Should report suspected departmental wrong-doing to relevant internal structures not limited to the Manager/Officer, Chairperson, Supervisory Committee immediately of becoming aware.

9.2.1 Performance of Duties

Employees are expected to comply with departmental policies in their work. Employees should carry out their duties in an efficient and competent manner, and avoid behaviour which might impair their effectiveness. There is an accepted common

law obligation on all employees to properly perform the duties for which they are paid. This obligation includes the following duties:

- a) to obey the law;
- b) to obey all lawful and reasonable employer instructions and to work as required;
- c) to be competent and efficient in the performance of assigned duties;
- d) to refrain from conduct (such as the use of intoxicants) which might impair work performance;
- e) to consult the employer before undertaking secondary employment, and not to undertake secondary employment which, in the opinion of the employer, might conflict with official duties;
- f) to show reasonable care, and neither use, nor allow the use of, departmental property, resources, or funds for anything other than authorised purposes;
- g) to refrain from making official or non-official comment on behalf of the Cooperative unless they are authorised to do so;
- h) to incur no liability on the part of the employer without proper authorisation; and
- i) to be absent from the workplace only with proper authorisation.

9.2.2 Respect for the Rights of Others

As well as being responsible for their own performance, employees also have a duty to contribute to the smooth functioning of the workplace by treating their colleagues and the public with courtesy and respect. This means employees are expected:

- a) to avoid behaviour which might endanger or cause distress to their colleagues, or otherwise contribute to disruption of the workplace;
 - b) to refrain from allowing workplace relationships to adversely affect the performance of official duties;
 - c) to respect the privacy of individuals when dealing with personal information;
 - d) not to discriminate against any person because of their gender, marital status, colour, race, ethnic or national origins, age, political opinion, employment status, family status, sexual orientation, ethnicity, disability or religious or ethical beliefs;
 - e) not to harass, bully or otherwise intimidate clients or colleagues;
 - f) to respect the cultural background of colleagues and clients in all official dealings; and
 - g) to have due regard for the safety of others in the use of departmental property and resources.
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9.2.3 Avoiding Conflict of Interest

Employees should not only avoid circumstances in which their personal interests conflict with the interests of the Cooperative or Board, but should also avoid those circumstances in which there could be the appearance of such conflict, including but not limited to the following examples:

- a) Cooperative members and the public must have no basis on which to believe that decisions are made or policies are applied unevenly.
- b) Employees must observe the principles of fairness and impartiality in all aspects of their work. For example, no individual or organisation with which an employee is involved may be given preferential treatment (whether by access to goods and services or access to 'inside information') over any other individual or organisation.
- c) Employees should avoid any interest or undertaking that could directly or indirectly compromise the performance of their duties, or the standing of their department or the Cooperative in its relationships with the public, clients or Board members. This would include any situation where actions taken in an official capacity could be seen to influence or be influenced by an individual's private interests (e.g. Cooperative Director, shareholdings, offers of outside employment).

9.2.4 Offers of Gifts or Gratuities

- a) Employees must not abuse their official position for personal gain. They must not solicit or accept gifts, rewards or benefits which might compromise, or be seen to compromise, their integrity and the integrity of their department and the Cooperative.
 - b) As a general rule, employees should not accept a gift (whatever its nature or value) if the gift could be seen by others as either an inducement or a reward which might place the employee under an obligation to a third party.
 - c) Where offers of gifts or inducements are made, they should be reported by the employee to his or her immediate supervisor or Manager/Officer, who will determine the appropriate response.
 - d) An employee who accepts a gift should declare the gift to the Manager/Officer for a decision on final disposal.
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9.2.5 Personal Behaviour

As a general principle, an employee's personal behaviour that does not interfere with the performance of their official duties or reflect on the integrity or standing of the department or the Cooperative is of no concern to their employing department.

However, the Cooperative has a legitimate interest where the private activities of an employee reflect to the discredit of the department or the Cooperative in its relationships with the members, stakeholders or the public, and/or possibly call the employee's fitness for continued employment into question.

In making judgements of this kind, employees should consider the following:

- the nature and circumstances of the activity;
- their position, duties, and responsibilities;
- the consequences of the activity on their ability to fulfil their duties and responsibilities; and
- the effects of the activity or its consequences on departmental relationships with member, clients, Board or the general public.

10. Employee Offences Against the Code

Actions of this kind may amount to misconduct and give rise to disciplinary actions, depending on the circumstances of each case:

- a) failure to obey lawful and reasonable employer instructions and to work as directed;
 - b) providing dishonest, partial, and incomprehensive advice to the Board and senior management, including withholding relevant information from the Board members or senior management, and seeking to obstruct or delay a decision;
 - c) personal attacks on Board, committee members, departmental colleagues or other colleagues;
 - d) lack of reasonable care and use of departmental property, resources, or funds for anything other than the authorised purposes;
 - e) official or non-official comment on behalf of the Cooperative without authorization to do so;
 - f) bringing the name of the Cooperative into disrepute by acting outside the law, bylaws, without integrity and with political bias;
 - g) performing official duties whilst under the influence of drugs or such other intoxicants which might impair work performance;
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- h) used or revealed any information gained in the course of official duties where this was not already known by, or readily available to the general public;
- i) failure to inform their immediate supervisor, Manager/Officer, and in the case of Manager/Officer, the Chairperson or Board where any actual or potential conflict of interest arises that impairs the full, effective, and impartial discharge of their official duties
- j) failure to report suspected individual or departmental wrong-doing to relevant internal structures not limited to the immediate supervisor, Manager/Officer, Chairperson, Supervisory Committee immediately of becoming aware;
- k) involvement in private activities that discredit the Cooperative in its relationships with the members, stakeholders, or the public, and/or possibly call the employee's fitness for continued employment into question.

10.1 Minor Forms of Misconduct

10.1.1 An employee, who is guilty of one of the following, or similar forms of misconduct, may be given a verbal warning at the first occurrence thereof.

10.1.2 The issuing of a severe or written warning may be alternative forms of disciplinary action for misconducts depending on the evidence, circumstances and seriousness of each situation.

10.1.3 An employee may even be dismissed for repeated minor forms of misconduct. Each transgression will be dealt with on own merit in all instances. The following are examples of such misconduct: -

- a) Absence from the workstation without permission
 - b) Minor violations relating to the driving and/or cleaning and/or use of the employer's vehicles
 - c) Photocopying documents without permission
 - d) Late coming or overstaying in restrooms at tea or lunch breaks
 - e) Regular making of personal telephone calls without permission
 - f) Eating or smoking in prohibited areas and/or at prohibited times
 - g) Failing or neglecting to advise your employer of your absence
 - h) Leaving the department or plant during working hours without permission and/or without an authorised exit permit
 - i) Stopping work or making preparations to leave work (e.g. such as washing up or changing clothes) before the specified quitting time. (Note: time lost will be unpaid in addition to any disciplinary action which may be taken)
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- j) Wasting time or loitering in toilets or on COOPERATIVE premises during working hours
- k) Failure by drivers to adhere to delivery time sheets without reasonable explanation
- l) Placing of private notices on bulletin boards without permission from management
- m) Removing notices, signs or writing in any form from bulletin boards or any other surface on COOPERATIVE property at any time without specified authorisation from management
- n) Creating or contributing to unsanitary conditions on your employer's premises
- o) Unauthorised soliciting or collecting contributions for any purpose whatsoever on COOPERATIVE premises
- p) Disruptive behaviour
- q) Horseplay, scuffling, running or throwing objects at any time on COOPERATIVE premises
- r) Causing unnecessary distractions to fellow employees or causing unnecessary confusion in the work place by, inter alia, unnecessary shouting, catcalls or demonstrations of any nature
- s) Gambling, conducting a lottery or any other game of chance on COOPERATIVE premises or whilst on duty at any time
- t) Unauthorised operation or interference with COOPERATIVE machines, vehicles, tools or equipment at any time
- u) Failure to produce identity card whilst on COOPERATIVE premises or whilst driving or being conveyed in or on a COOPERATIVE motor vehicle

10.2 Misconduct of a More Serious Nature

At the occurrence of any of the following forms of misconduct, or others of a similar nature, an employee may receive a warning (written or severe), or face dismissal or summary dismissal at the option of management, depending on the evidence, circumstances and seriousness of each case:

- a) Refusal or failure to obey a lawful instruction and gross insubordination or blatant disrespect to management or clients
 - b) Disregarding or breaching the employer's safety rules and regulations or standard/common safety practices
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- c) Negligence or gross negligence in the performance of your duties or functions including failure to report an accident or damage to machinery, vehicles or other property belonging to the COOPERATIVE
 - d) Intimidation, fighting, assault and or threatening behaviour
 - e) Fraud, bribery, dishonesty and misappropriation of COOPERATIVE property and/or a fellow employee's property including falsification of the COOPERATIVE's records
 - f) Unauthorised possession or theft or wilful damage to property in the COOPERATIVE's charge and/or a fellow employee's property
 - g) Addressing abusive and/or obscene language at a fellow employee or management representative, or a board member, or a client, or in a client's presence
 - h) Consumption and or possession of intoxicating liquor and/ or habit forming drugs on the COOPERATIVE's premises at any time and/or whilst on duty
 - i) Using another person's identity card or permitting another person to use your identity card to enter COOPERATIVE premises
 - j) Failure to report an injury on duty and or your own communicable disease to the COOPERATIVE's doctor or your immediate supervisor
 - k) Possession of a firearm or dangerous weapon on the COOPERATIVE's premises
 - l) Negligent or reckless driving of vehicles in the COOPERATIVE's charge, unsafe speed and unjustifiable traffic violations by drivers
 - m) Intentional interfering with or obstructing other employees in the performance of their duties
 - n) Unauthorised interference or tampering with or damaging safety equipment including tampering with a COOPERATIVE motor vehicle without proper authorisation
 - o) Desertion and or absence from work without permission or without reasonable cause
 - p) Loss or destruction of the COOPERATIVE's property through malice, carelessness or negligence
 - q) Sleeping on the job
 - r) Refusing to submit to a search of person, clothing, locker or vehicle when required or requested to do so by one of the COOPERATIVE authorised officials, including the personnel of any security COOPERATIVE contracted to the COOPERATIVE
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- s) Conduct detrimental to the image, performance or profitability of the COOPERATIVE such as making or publishing of false, vicious or malicious statements concerning any employee, Directors, the COOPERATIVE or its products
- t) Divulging information, without proper authorisation, concerning the COOPERATIVE's business or the conveying of any confidential COOPERATIVE information to third parties, which shall include information members accounts, members' financial circumstances and employees' wages and other substantive conditions of employment
- u) Deliberately making false reports or making false entries on any official COOPERATIVE documents or records, e.g. log sheets, claim forms
- v) Immoral conduct or indecency on COOPERATIVE premises and/or whilst on duty and/or whilst representing the COOPERATIVE
- w) Misrepresentation and making of false statements when applying for employment with the COOPERATIVE and/or when undergoing a medical examination
- x) Harassment or victimisation, direct or indirect discrimination on grounds including, but not limited to, race, gender, sex, pregnancy, marital status, family responsibility, ethnic or social origin, colour, sexual orientation, age, disability, religion, HIV status, conscience, belief, political opinion, culture, language, birth
- y) Conviction on any criminal offence and/or sentence to a prison term for a conviction and/or sentence related to a rule or standard regulating financial impropriety
- z) Unauthorised use of another somebody else's password for any reason whatsoever or unauthorised use and/or negligence in the use of and/or use for purposes not related to the business or job function and or abuse of computer hardware and software facilities, internet, and e-mail
- aa) Lending money to fellow employees for gain during working hours
- bb) Not wearing prescribed clothing/uniform/personal protective equipment
- cc) any other misconduct constituting breach of contract under the common law or any other legal provisions

11. Employee Adherence to the Code

Adherence to the Code is not negotiable. As such, the Manager/Officer and or the Board shall ensure that all employees adhere to this Code without fear or favor, through:

- f) Taking disciplinary steps against any person who violates the Code.
 - g) Providing the employees with copies of the Code.
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- h) Educating the employees on the provisions of the Code.
- i) Making the Code as part of the internal regulatory framework.
- j) Monitoring and evaluating the consistent application of the Code.

12. Review of the Policy

The Policy shall be reviewed every after three (3) years or when the need arises.

13. Adoption of the Policy

We, the undersigned, duly representing the Board, Staff and Compliance and Audit Committee and collectively, give commitment to the implementation of the Ethics and Conduct Code for Employee and Directors of (Name of Cooperative) by appending our signatures

Document Approval			
	Name	Signature	Date
Chairperson			
General Manager			

Start Date:

Policy Category:
Governance

Applicability:
Applies to all employees and all board members including members of compliance and audit committee as well as to constituency delegates or representatives.

Representatives:

Structure	Name	Designation	Signature
Board			
Supervisory, Audit and Compliance Committee			
Management			
Staff			

I, the hereunder signed acknowledge and certify that, I understand and commit myself to the standards as set out in this Ethics and Conduct Code.

Name: _____ Signature: _____

Dates: ____ / ____ / ____

Designation: _____

Witnessed by: _____ Signature: _____

Date: ____ / ____ / ____