

# **Southern African Emergency Services Institute**

**Non Profit Company**

**(REGISTRATION NUMBER: 2014/162285/08)**

## **CODE OF ETHICS AND CONDUCT**



## DOCUMENT INFORMATION

This document is developed in accordance with the provisions of section 15(3) of the Companies Act 2008 and must be read together with the Memorandum Of Incorporation (MOI) and forms part of the **Company Rules on Ethics and Conduct** (Document Reference Number BDCEC 003/04/2016).

## VERSION HISTORY


The version history highlights high level changes made to this document during each period of review.

VERSION	NOTES	CHANGES MADE BY	DATE
1	Initial Draft	Melvin Ramlall	10/04/2016
2	Review by Board		09/06/2016

## SIGN OFF

Approved

Deenadayalan Padayachee  
President

  
09/06/2016

## REVIEW DATE

This document will be reviewed every second year from date of approval

# CODE OF CONDUCT

## 1. INTRODUCTION

1.1 SAESI is committed to a culture of ethical behaviour and integrity in the conduct of its business. [King III, principle 1.1, paragraphs 12 and 13]

1.2 This Code is based on the ethical values of responsibility, accountability, fairness and transparency that underpin good corporate governance. [King III, principle 1.1, paragraph 14]

1.3 The ethical standards set out in this Code must be integrated into SAESI's business strategies and operations. [King III, principle 1.3, paragraph 44, King III Practice Note: Ethics Management, pages 5 and 6]

## 2. APPLICATION OF THE CODE

2.1 This Code applies, unless specifically stated otherwise or if the circumstances or context require otherwise, to all the:

2.1.1 SAESI employees;

2.1.2 Directors of the Company; and

2.1.3 Prescribed Officers, Office Bearers and includes the CEO, all of whom shall be collectively referred to as the "Applicable Persons".

2.2 If any Applicable Person is in doubt about the application of this Code to them, they must discuss this with the person to whom they report, the Chief Executive Officer of the Company, the Executive Committee or the Chairpersons of Working Groups and Branches as applicable.

## 3. PURPOSE OF THE CODE

The purpose of this Code is to promote and encourage ethical behaviour within SAESI and to prevent, report on and deal with instances of unethical behaviour. To this end, this Code sets out the ethical standards, rules and guidelines with which the Applicable Persons should comply. [King III, principle 1.3, paragraph 41]

#### **4. COMPLIANCE WITH LAWS, REGULATIONS AND THE CODE**

4.1 It is SAESI's policy to comply with all the applicable laws and regulations of all the countries in which it operates. [King III, principle 6.1, paragraph 1]

4.2 All Applicable Persons should familiarise themselves and comply with the Company's Legal Compliance Policy. [King III, principle 6.2, paragraph 13, principle 6.4, paragraph 20]

4.3 The Applicable Persons should accordingly endeavour to ensure that their conduct does not constitute or is not perceived to constitute a contravention of any applicable law. Any such contravention will not be tolerated.

4.4 To this end, all Applicable Persons should comply with the Code. Accordingly, SAESI must:

4.4.1 ensure that the provisions of this Code are communicated to all the Applicable Persons; and [King III, principle 1.3, paragraph 48, principle 6.4, paragraph 21]

4.4.2 educate and train SAESI employees and Prescribed Officers on the ethical standards to which SAESI commits itself in terms of this Code. [King III, principle 1.3, paragraph 48, principle 6.4, paragraph 21]

4.5 It is the responsibility of the Administration Work Group to ensure that all new SAESI employees and prescribed officers are made aware of this Code and that the education and training referred to in paragraph 4.4.2 is provided. Further, SAESI should ensure that existing office bearers and employees acknowledge in writing that they have received a copy of this Code.

#### **5. CONFLICT OF INTEREST**

All the Applicable Persons must perform their duties and functions honestly and in the best interests of the Company and should not place themselves in a position which would result in a conflict or perceived conflict between their personal interests and the interests of the Company, provided that in certain instances, such conflicts of interest may exist or arise, in which event such conflicts must be disclosed and dealt with in accordance with the relevant laws, rules, regulations or policies of the Company, as the case may be. [King III, principle 2.14 (in relation to directors)]

##### **5.1 Outside activities, employment and directorships**

5.1.1 Although SAESI employees are encouraged to participate in religious, charitable, educational and civic activities within their communities, they must avoid participating in any activities which would:

(a) consume their time, attention and energy to such an extent that their ability to carry out their responsibilities or perform their functions within SAESI is adversely affected; or

(b) result in a conflict of interest as contemplated in paragraph 5.

5.1.2 No SAESI employee may be employed by any person other than SAESI without the prior written approval from the Board of Directors.

5.1.3 SAESI employees may not hold outside directorships without having obtained the prior written approval from the Board of Directors.

## **5.2 Gifts, hospitality and favours**

5.2.1 Conflicts of interest may arise where SAESI employees and prescribed officers are offered gifts, hospitality or other favours which may, or could be perceived to influence their judgement in relation to business transactions concluded by SAESI.

5.2.2 No SAESI employee must accept gifts, hospitality or other favours from suppliers of goods or services or from any person with whom SAESI has a business relationship in return for any kind of preferential treatment, business, contract or favour offered by such SAESI employee or prescribed officer acting on behalf of SAESI.

5.2.3 However, acceptance of the following will not be considered to be a contravention of this paragraph:

- (a) advertising items of limited commercial value such as pens, diaries or calendars;
- (b) occasional business entertainment such as lunches, cocktail parties or dinners;
- (c) occasional personal hospitality such as tickets for sporting, entertainment, recreational or other events, provided that the cost of travel and accommodation in relation to such events is borne by the recipient of such hospitality; and
- (d) minor gifts of limited commercial value. [King III, principle 1.3, paragraph 42; the Company's Code of Ethics, paragraph 3.3]

5.2.4 Gifts registers must be kept at SAESI's head office and at its regional offices in accordance with SAESI's policies in that regard.

## **5.3 Solicitation of Sponsorships, donations or gifts**

5.3.1 No applicable person may solicit sponsorships, donations or gifts for any charitable or other similar cause from any supplier or customer of SAESI without the prior written approval of the CEO of company.

## **5.4 Relationships with suppliers, customers and contractors**

5.4.1 SAESI recognises that the applicable persons may have relationships with suppliers, customers and contractors may give rise to actual or perceived conflicts of interest.

5.4.2 In this regard, applicable persons must ensure that they act independently and are seen to be independent from any business entity which has a business relationship with SAESI or which provides goods or services to SAESI. [King III, principle 1.3, paragraph 42; the Company's Code of Ethics, paragraph 3.5]



## **6. UNETHICAL AND IMPROPER CONDUCT**

### **6.1 Anti-bribery and anti-corruption**

6.1.1 No Applicable Person shall engage in or tolerate, any corrupt or dishonest practice such as bribery. It is unacceptable to directly or indirectly offer, pay, solicit or accept bribes in any form.

6.1.2 No Applicable Person shall directly or indirectly request, accept, offer or grant a personal advantage in connection with a business transaction or other activity, especially in the negotiation or performance of obligations under a contract, regardless of whether the other party or potential party to the contract is an individual, a company or a government department or government-related or controlled entity.

6.1.3 No Applicable Person shall make or accept any payment or “kickback”, or offer or accept an improper financial advantage to or from, as the case may be, an official of a government department or government-related or controlled entity for the purpose of obtaining a permit, authority, services or any tender, contract or business.

6.1.4 Every Applicable Person must report any suspected commission of an act of bribery or corruption in terms of section 34(1) of the Prevention and Combating of Corrupt Activities Act No. 12 of 2004 in accordance with the procedure set out in paragraph 14 of this Code.

6.1.5 The Applicable Persons should familiarise themselves and comply with the anti-bribery and anti-corruption provisions of the Prevention and Combating of Corrupt Activities Act No. 12 of 2004 and any other applicable law not specifically mentioned in this Code. [King III, principle 6.2, paragraph 13, principle 6.4, paragraph 20]

### **6.2 Anti-money laundering**

6.2.1 Any participation in money laundering activities will not be tolerated.

6.2.2 The Applicable Persons should familiarise themselves and comply with the applicable anti-money laundering provisions of the Financial Intelligence Centre Act No. 38 of 2001, the Prevention of Organised Crime Act No. 121 of 1998 and other applicable laws. [King III, principle 6.2, paragraph 13, principle 6.4, paragraph 20]

### **6.3 Facilitation payments**

6.4 No Applicable Person may receive facilitation payments in relation to the sale, purchase or other transaction to which SAESI is a party. [the Company’s Code of Ethics, paragraph 3.7]

6.5 The Applicable Persons should familiarise themselves and comply with the provisions of the Prevention and Combating of Corrupt Activities Act No. 12 of 2004 and other applicable laws which regulate facilitation payments. [King III, principle 6.2, paragraph 13, principle 6.4, paragraph 20]

## **7. EMPLOYMENT EQUITY**

7.1 All applicable persons have the right to work in an environment which is free from any form of harassment or unfair discrimination based on race, ethnicity, colour, gender, sexual orientation, and nationality, place of origin, citizenship, creed, political persuasion, age, marital or family status or disability

## **8. HEALTH, SAFETY AND ENVIRONMENTAL RESPONSIBILITY**

### **8.1 Health and safety**

8.1.1 SAESI is committed to ensuring a safe work environment for all Applicable Persons.

8.1.2 Applicable Persons who become aware of circumstances relating to SAESI's operations or activities which pose an actual or potential health or safety risk should report such risk to the company CEO.

### **8.2 Use of resources**

8.2.1 SAESI is committed to conserving resources used in its business operations.

8.2.2 All Applicable Persons should use their best efforts to make efficient use of SAESI's resources and to re-use and recycle supplies and materials, if practicable.

### **8.3 Environmental management**

8.3.1 SAESI will address the environmental impact of its business activities on an ongoing basis by integrating pollution control, waste management and rehabilitation activities into its operating procedures.

8.3.2 All Applicable Persons must pay adequate attention to environmental issues.

## **9. ADMINISTRATION OF FUNDS AND ASSETS**

9.1 SAESI has developed and implemented policies and procedures to safeguard its assets and to prevent fraud and dishonesty.

9.2 All applicable persons who deal with any funds of SAESI must, at all times, follow policies and procedures prescribed by SAESI.

9.3 Applicable persons must, at all times, ensure that SAESI funds and assets are used for legitimate business purposes in accordance with policies and procedures.

9.4 If any Applicable Person becomes aware of any information to the effect that any funds or assets may have been used in a fraudulent or improper manner, they must immediately report this to SAESI in accordance with the procedure set out in paragraph 14 of this Code.

## **10. RECORDS**

10.1. Books and records of SAESI must reflect all business transactions in an accurate and timely manner.

10.2. Undisclosed or unrecorded revenues, expenses, assets or liabilities are not permitted and, in this regard, those applicable persons that are responsible for accounting and record-keeping functions are expected to be particularly diligent in enforcing proper accounting and record-keeping practices. [the Company's Code of Ethics, paragraph 8]

## **11. DEALING WITH STAKEHOLDERS AND OTHER PARTIES**

### **11.1 Prompt communications**

11.1.1 SAESI strives to achieve complete, accurate and timely communications with all of its stakeholders.

11.1.2 A prompt, courteous and accurate response must be provided to all reasonable requests for information made by stakeholders. Any complaints should be dealt with in accordance with the procedures established by SAESI and any applicable laws.

### **11.2 Media relations**

11.2.1 SAESI's policy on dealing with the media and the general public requires that these issues be dealt with by authorized prescribed officers in consultation with the Chief Executive Officer of the Company.

11.2.2 SAESI may be requested, from time to time, to express its views to the media on issues pertaining to its business. The Applicable Persons who are approached by the media must refrain from making any statements and must immediately bring this matter to the attention of the person to whom they report or an appropriate chairperson of the relevant working group or company CEO.

11.2.3 All Applicable Persons, when dealing with anyone outside SAESI, including public officials, may not compromise the integrity or damage the reputation of any individual, business, or government body, or that of SAESI.



## **12. CONFIDENTIALITY OF INFORMATION**

12.1 The Applicable Persons must observe the following principles in regard to safeguarding and maintaining the confidentiality of information:

### **12.1.1 Safeguarding Information**

Information must be retained for so long as it is required by SAESI or by law and such information must be protected and kept confidential.

### **12.1.2 Access to Information**

Information in respect of:

12.1.2.1 any confidential product, plan or business transaction of SAESI; or

12.1.2.2 personal information of any Applicable Person,

must not be disclosed by any Applicable Person unless written approval for such disclosure has been obtained from SAESI board of Directors or the company CEO.

## **13. CONTRAVENTION OF THE CODE**

13.1 Any contravention of this Code is a serious matter and, in the case of applicable persons, may result in disciplinary action, including termination of employment and, in the case of the Applicable Persons, may in certain circumstances, result in civil or criminal proceedings being brought against the individual concerned.

13.2 Any suspected or alleged contravention of this Code that is under investigation must be treated with the utmost confidentiality.

13.3 If an Applicable Person becomes aware that their actions have or may have contravened or may contravene this Code, they must report this to the CEO to raise before the Board of Directors of SAESI.

13.4 If an Applicable Person is aware of, or suspects, that another Applicable Person has contravened this Code, they must not confront the individual concerned but must utilise either one of the procedures below:

13.4.1 promptly and confidentially report such contravention or suspected contravention to the person to whom they report or to the company CEO and or the Board of Directors if the CEO is suspected to be involved.

#### **14. THE IMPLEMENTATION OF THIS CODE**

14.1 Each subsidiary or working group or sub-committees of working groups or regional branches must:

14.1.1 monitor and enforce this Code; [King III, principle 6.1, paragraph 7]

14.1.2 communicate and consult with SAESI members in the relevant division of SAESI regarding standards of ethical behaviour and compliance procedures; and [King III, principle 6.4, paragraph 21]

14.1.3 enforce discipline in regard to breaches of guidelines relating to unethical behaviour.

#### **15. REPORTING AND EXTERNAL ASSURANCE**

15.1 SAESI's prescribed officers designated as chairpersons must prepare a written report on the ethics performance of SAESI's work groups and sub-committees and branches and submit such report to the Audit and Risk Committee for its consideration. The Audit and Risk Committee will report on ethics performance to the board of directors of the Company. Such report must include, but not be limited to, the following information: [King III, principle 1.3, paragraphs 49 to 51]

15.1.1a summary of SAESI ethics risk identification and assessment process; [King III Practice Note: Ethics Management, page 8]

15.1.2the extent to which the provisions of this Code have been integrated into SAESI's business strategies and day-to-day operations, including the steps which SAESI has taken to familiarise the Applicable Persons with the provisions of this Code and other applicable policies; [King III, principle 1.3, paragraph 44]

15.1.3the steps which SAESI has taken to implement the Code; [King III Practice Note: Ethics Management, page 8]

15.1.4an evaluation of the adequacy and the effectiveness of SAESI's policies referred to in this Code; and [King III Practice Note: Ethics Management, page 8]

15.1.5any recommendations regarding the improvement of SAESI's ethical culture. [King III Practice Note: Ethics Management, page 8]

15.2 As part of its integrated reporting, the Board must report to the shareholders of the Company in SAESI's Integrated Annual Report on the ethics performance of SAESI in terms of material non-compliance with this Code. [King III, principle 6.1, paragraph 6 and paragraph 10 and principle 6.4, paragraph 22]

#### **16. GENERAL**

This Code must be reviewed every second year and amended in order to take account of changes in applicable laws and regulations and changes in the business of SAESI.