

CONFLICTS OF INTEREST

1. INTRODUCTION

The Board, Directors, Management and Staff have the responsibility of administering the affairs of the Company honestly and prudently, and of exercising their best care, skill, and judgment for the sole benefit of the Company. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions within the Company or knowledge gained therein for their personal benefit. The interests of the organisation must be the first priority in all decisions and actions. In the course of business, situations may arise in which a Company decision maker has a conflict of interest, or in which the process of making a decision may create an appearance of a conflict of interest. All board members and employees have an obligation to:

- 1.1 Avoid conflicts of interest, or the appearance of conflicts, between their personal interests and those of the Company in dealing with outside entities or individuals,
- 1.2 Disclose real and apparent conflicts of interest to the Board of Directors or its designate, and
- 1.3 Refrain from participation in any decisions on matters that involve a real conflict of interest or the appearance of a conflict.

2. PERSONS COVERED

This statement is directed not only to directors and officers, but to all employees who can influence the actions of the Company. For example, this would include all who make purchasing decisions, all persons who might be described as “management personnel,” and anyone who has proprietary information concerning the Company. Additionally, this policy covers those “affiliated persons” that have relationships to the directors or employees as, but not limited to, the following:

- 2.1 Spouse or domestic partner;
- 2.2 Parents, siblings, children, grandchildren, great grandchildren;
- 2.3 Spouses of individuals listed in 2.2;
- 2.4 Company delegate agencies or childcare partners
- 2.5 Any corporation or organization of which you are a board member, an officer, a partner, participate in management or are employed by, or are, directly or indirectly, a debt holder or the beneficial owner of any class of equity securities; and
- 2.6 Any trust or other estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.

3. CONFLICTS OF INTEREST DEFINED

- 3.1 Conflicts of interest arise when the interests of an interested party may be seen as competing with those of the Company. Conflicts of interest may be financial (where an interested party benefits financially directly or indirectly) or non-financial (e.g., seeking preferential treatment, using confidential information). Conflicts of interest may arise in the relations of directors and employees with any of the following third parties:
 - 3.1.1 Persons and firms supplying goods and services to the Company;
 - 3.1.2 Persons and firms from whom the Company leases property and equipment;
 - 3.1.3 Persons and firms with whom the Company. A is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property;
 - 3.1.4 Competing or affinity organizations;

- 3.1.5 Donors and others supporting the Company;
 - 3.1.6 Agencies, organizations and associations which affect the operations of the Company;
 - 3.1.7 Family members, friends, and other employees;
 - 3.1.8 Other board members and non-board committee members.
- 3.2 A conflicting interest may be defined as an interest, direct or indirect, with any “covered person”. Such an interest might arise through:
- 3.0.1 Owning stock or holding debt or other proprietary interests in any third party dealing with the Company;
 - 3.0.2 Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with the Company;
 - 3.0.3 Receiving remuneration for services with respect to individual transactions involving the Company;
 - 3.0.4 Using the Company’s time, personnel, equipment, supplies, or goodwill for other than the Company-approved activities, programs, and purposes;
 - 3.0.5 Receiving personal gifts or loans from third parties dealing or competing with the Company. (Receipt of any gift is disapproved except gifts of a value less than R50, which could not be refused without discourtesy. No personal gift of money should ever be accepted.)

4. DISCLOSURE REQUIREMENTS

A director or employee who believes that he or she may be perceived as having a conflict of interest in a discussion or decision must disclose that conflict to the group making the decision. Most concerns about conflicts of interest may be resolved and appropriately addressed through prompt and complete disclosure. Therefore, Company requires the following:

- 4.1 At the inception of employment service to the Company, and on an annual basis thereafter, the accounting department shall distribute a list of all vendors with whom the Company has transacted business at any time during the preceding year, along with a copy of the disclosure statement to all members of the Board, the Directors, members of management, and staff with purchasing and/or hiring responsibilities or authority. Using the prescribed form, these individuals shall inform, in writing and with a signature, the Directors (or designate), of all potential reportable conflicts;
- 4.2 During the year, these individuals shall submit a signed, updated disclosure form if any new potential conflict arises;
- 4.3 The Directors shall review all forms completed by employees, and determine appropriate resolution in accordance with the next section of this policy;
- 4.4 Prior to management, board, or committee action on a contract or transaction involving a conflict of interest, a staff, director, or committee member having a conflict of interest and who is in attendance at the meeting shall disclose all facts material to the conflict of interest. Such disclosure shall be reflected in the minutes of the meeting;
- 4.5 A staff, director, or committee member who plans not to attend a meeting at which he or she has a reason to believe that the management, board, or committee will act on a matter in which the person has a conflict of interest shall disclose to the chair of the meeting all facts material to the conflict of interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting;
- 4.6 A person who has a conflict of interest shall not participate in or be permitted to hear management’s, the board’s, or the committee’s discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter;
- 4.7 A person who has a conflict of interest with respect to a contract or transaction that will be voted on at a meeting shall not be counted in determining a quorum for purposes of the vote. The person having a conflict of interest may not vote on the contract or transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person’s ineligibility to vote and abstention from voting shall be reflected in the minutes of the meeting.

5. RESOLUTION OF CONFLICTS OF INTEREST

- 5.1 All real or apparent conflicts of interest shall be disclosed to the Directors (or designate) of the Company. Conflicts shall be resolved as follows:
- 5.1.1 The Board shall be responsible for making all decisions concerning resolutions of conflicts involving directors and other members of senior management.
 - 5.1.2 The chair of the Board shall be responsible for making all decisions concerning resolutions of conflicts involving other Board members.
 - 5.1.3 The Directors shall be responsible for making all decisions concerning resolutions of the conflict involving Management and/or Staff.
- 5.2 An employee or director may appeal the decision that a conflict (or appearance of conflict) exists as follows:
- 5.2.1 An appeal must be directed to the chair of the board;
 - 5.2.2 Appeals must be made within 30 days of the initial determination;
 - 5.2.3 Resolution of the appeal shall be made by vote of the full Board of Directors;
 - 5.2.4 Board members who are the subject of the appeal, or who have a conflict of interest with respect to the subject of the appeal, shall abstain from participating in, discussing, or voting on the resolution, unless their discussion is requested by the remaining members of the board.

6. DISCIPLINARY ACTION FOR VIOLATIONS OF THIS POLICY

Failure to comply with the standards contained in this policy will result in disciplinary action that may include termination, referral for criminal prosecution, and reimbursement to the Company or to the government, for any loss or damage resulting from the violation. As with all matters involving disciplinary action, principles of fairness will apply. Any employee charged with a violation of this policy will be afforded an opportunity to explain her or his actions before disciplinary action is taken.

Disciplinary action will be taken:

- 6.1 Against any employee who authorizes or participates directly in actions that are a violation of this policy;
- 6.2 Against any employee who has deliberately failed to report a violation or deliberately withheld relevant and material information concerning a violation of this policy;
- 6.3 Against any director, manager, or supervisor who attempts to retaliate, directly or indirectly, or encourages others to do so, against any employee who reports a violation of this policy;
- 6.4 A Board member who violates this policy will be removed from the Board.