

CODE OF CONDUCT OF THE WATER INSTITUTE OF SOUTHERN AFRICA NPC

The Water Institute of Southern Africa NPC

is an association incorporated in terms of Section 21 of the Companies Act, 61 of 1973 (now repealed), and which continues to exist as a non-profit company in terms of Item 2 of Schedule 5 of the Companies Act, No. 71 of 2008 ('the Company').

The main objective of the Company is to:

- Promote the effective management of water resources and water consumption and use in Africa;
- Promote the common interest of persons engaged in scientific, engineering, technological and social research and information exchanged for purposes of improving water resource management and water consumption and use management in Africa; and

All Directors, Council Members and employees of the Company:

- are committed to working towards the equitable and beneficial use of water for all;
- will not wilfully cause or permit to be caused the discharge of matter into the natural water cycle, impairing the quality of the water for its beneficial use by others;
- will work towards enhancing the environment;
- will endeavour to co-operate with other members in the advancement of knowledge and technology in the water and waste water industry;
- will strive, during the course of their normal activities, to prevent the abuse or mismanagement of water in a manner that would endanger public health, water and sanitation being seen as a primary need for the health of the nation.

Company Code of Conduct

The Company and its Directors, Council Members, employees and any other members of staff must, at all times, comply with all applicable laws and regulations. The Company will not condone the activities of Directors, Council Members and employees who achieve results through violation of the law or unethical business dealings. This includes any payments for illegal acts, indirect contributions, rebates,

and bribery. The Company does not permit any activity that fails to stand the closest possible public scrutiny.

All business conduct should be performed well above the minimum standards required by law.

Accordingly, Directors, Council Members and employees must ensure that their actions cannot be interpreted as being, in any way, in contravention of the laws and regulations governing the Company's operations.

This Code of Conduct document is a "living" and "breathing" document of the Company. It is a reflection of both the Company and its staff's work ethic and principles.

Any Directors, Council Members and/or Employees uncertain about the application or interpretation of any legal requirements should refer the matter to the Chief Executive Officer, who, if necessary, should seek appropriate legal advice.

Conduct of the Company's Directors, Council Members and Employees

The Company expects its Directors, Council Members and employees to conduct themselves in a business-like manner.

Drinking, gambling, fighting, swearing, and similar unprofessional activities during official office hours and/or any other business hours during which the Directors, Council Members and employees are busy with the affairs of the Company are strictly prohibited.

Directors, Council Members and employees must not engage in sexual harassment, or conduct themselves in a way that could be construed as such, for example, by using inappropriate language, keeping or posting inappropriate materials in their work area, or accessing inappropriate materials on their computer.

Conflict of Interests

The Company expects that Directors, Council Members and employees will perform their duties conscientiously, honestly, and in accordance with the best interests of the Company. Directors, Council Members and employees must not use their positions or the knowledge gained as a result of their positions for private or personal advantage. Regardless of the circumstances, if a Director, Council Member or employee senses that a course of action they have pursued, or are presently pursuing, or are contemplating pursuing may involve them in a conflict of interest with the Company, they should immediately communicate all the facts and make a full disclosure to the Chief Executive Officer.

If, in the opinion of the Chief Executive Office of the Company, whose opinion on the matter shall be final and binding, the disclosure is of such a nature that the facts thereof clearly demonstrate that there is already a conflict of interest or that a potential conflict of interest will arise and that the Company will suffer prejudice and/or harm as a result thereof, then and in such event the Chief Executive Officer

shall inform the Board thereof who will be required to consider and make a decision in relation to firstly the nature of the disclosure and secondly to consider the person's (who has made the disclosure) continued position in the Company.

Outside Activities, Employment, and Directorships

All Directors, Council Members and employees share a responsibility for the Company's good public relations, especially at the community level. Their readiness to help with religious, charitable, educational, and civic activities brings credit to the Company and is encouraged. Directors, Council Members and employees must, however, avoid acquiring any business interest or participating in any other activity outside the Company that would, or would appear to:

- Create an excessive demand upon their time and attention, thus depriving the Company of their best efforts on the job.
- Create a conflict of interest - an obligation, interest, or distraction - that may interfere with the independent exercise of judgment in the Company's best interest.

Dealings with the Public and Suppliers

Directors, Council Members and employees must take care to separate their personal roles from their Company positions when communicating on matters not involving Company business.

Furthermore, those Directors of the Company who in addition to their position on the Board are employed by another employer, must ensure that, when they are engaged in or are conducting themselves in the business affairs of the Company, they do not represent themselves in their personal capacities or as the representatives of their other employer.

Directors, Council Members and employees must use Company identification, stationery, supplies, and equipment for all Company matters.

When communicating publicly on matters that involve Company business, Directors, Council Members and employees must not presume to speak for the Company on any topic, unless they are certain that the views they express are those of the Company, and it is the Company's desire that such views be publicly disseminated.

When dealing with anyone outside the Company, including public officials, Directors, Council Members and employees must take care not to compromise the integrity or damage the reputation of either the Company or any outside individual, business, or government body.

All media communications on behalf of the Company will be done through the offices of the Chief Executive Officer.

Turnaround Time

In all matters relevant to customers, suppliers, government authorities, the public and others in the Company, all Directors, Council Members and employees must make every effort to achieve complete, accurate, and timely communications - responding promptly and courteously to all requests for information and to all complaints.

Privacy and Confidentiality:

When handling financial and personal information about customers or others with whom the Company has dealings, observe the following principles:

Collect, use, and retain only the personal information necessary for the Company's business. Whenever possible, obtain any relevant information directly from the person concerned. Use only reputable and reliable sources to supplement this information.

Retain information only for as long as necessary or as required by law. Protect the physical security of this information.

Limit internal access to personal information to those with a legitimate business reason for seeking that information. Use only personal information for the purposes for which it was originally obtained. Obtain the consent of the person concerned before externally disclosing any personal information, unless legal process or contractual obligation provides otherwise.

Subscribers of the Company

This Code of Conduct document will apply in equal measure to all of the Subscribers of the Company, as they may be from time to time. A person, on becoming a Subscriber of the Company, will be deemed to have proper and complete knowledge of the terms and provisions of the Company's Code of Conduct.

Compliance with the provisions of the Competition Act (as amended)

Minutes of each Board of Directors' meeting shall be drawn up by the Chairperson or Chief Executive Officer and circulated to all Directors and/or Council Members. Following approval, the Minutes shall be signed by the Chairperson at the next General Meeting and pasted into the Company Minute Book.

The Chairperson and Directors and/or Council Members and/or any employees and/or any other members of staff attending any meeting shall be vigilant in ensuring that no topic is discussed that may, in any way, be construed as constituting any of the following:

- exchanging price sensitive information or price fixing;
- market allocation or dividing markets among companies;
- terms and conditions of sale;
- methods of distribution;
- collusive tendering; and
- measures, arrangements and activities that may be considered as anti-competitive.

Any queries and/or objections relating to the discussion of any matter shall, unless the person raising the query or objection can immediately be satisfied, lead to termination of the discussion, recording of the concern, and seeking advice as to the way forward.

An attendance register shall be completed and signed at each meeting. A statement on the attendance register must indicate that signing the register implies an undertaking to comply with the requirements of the Competition Act.

The Company is committed to compliance with the Competition Act, No. 89 of 1998 (as amended) ('the Act').

These requirements have been developed in line with the requirements of the Act in order to formalise the Company's stance in respect of anti-competitive behaviour by its Directors, all of its employees and the Company's Council Members.

The Company is transparent in all its activities. It is the responsibility of the Directors, Council Members and employees of the Company to be vigilant and to ensure that they comply with the requirements of the Act while they are involved in Company business and during normal business activities.

The Council Members, employees and the Directors of the Company shall not pursue any arrangement that will have the effect of substantially preventing or lessening competition, unless it can prove a technological, efficiency or other competitive gain.

The Directors, Council Members and Employees of the Company shall therefore not engage in any of the following, and avoid discussing such matters with representatives of other interested parties:

- exchanging price sensitive information or price fixing;
- market allocation or dividing markets among members;
- terms and conditions of sale;
- methods of distribution; and
- collusive tendering.

When participating in activities or meetings of the Company, all Directors, Council Members and employees should read minutes and agendas and prepare for meetings to ensure that neither the Board of Directors of the Company nor any of the Council Members or employees use meetings for purposes that contravene the Act.

All Directors, Council Members and employees of the Company are encouraged to familiarise themselves with the following sections of the Act :

“Section 1 (Definitions) :

“horizontal relationship” means a relationship between competitors;

Section 4 : Restrictive horizontal practices prohibited. – (1) An *agreement* between, or *concerted practice* by, *firms*, or a decision by an association of *firms*, is prohibited if it is between parties in a *horizontal relationship* and if –

- (a) it has the effect of substantially preventing, or lessening, competition in a market, unless a party to the *agreement*, *concerted practice*, or decision can prove that any technological, efficiency or other pro-competitive gain resulting from it outweighs that effect; or
- (b) it involves any of the following *restrictive horizontal practices* :
 - (i) directly or indirectly fixing a purchase or selling price of any other trading condition;
 - (ii) dividing markets by allocating customers, suppliers, territories, or specific types of *goods or services*; or
 - (iii) collusive tendering.
- (2) An *agreement* to engage in a *restrictive horizontal practice* referred to in subsection (1)(b) is presumed to exist between two or more *firms* if –
 - (a) any one of those *firms* owns a significant interest in the other, or they have at least one director or substantial shareholder in common; and
 - (b) any combination of those *firms* engages in that *restrictive horizontal practice*.
- (3) A presumption contemplated in subsection (2) may be rebutted if a *firm*, director or shareholder concerned establishes that a reasonable basis exists to conclude that the practice referred to in subsection (1)(b) was a normal commercial response to conditions prevailing in that market.
- (4) For purposes of subsections (2) and (3), “**director**” means –
 - (a) a director of a company as defined in the Companies Act, 1973 (Act. No. 61 of 1973);
 - (b) a member of a close corporation as defined in the Close Corporations Act, 1984 (Act No. 69 of 1984);
 - (c) a trustee of a trust; or
 - (d) a person holding an equivalent position in a *firm*.
- (5) The provisions of subsection (1) do not apply to an *agreement* between, or *concerted practice* engaged in by –

- (a) a company, its wholly owned subsidiary as contemplated in section 1(5) of the Companies Act, 1973, a wholly owned subsidiary of that subsidiary or any combination of them; or
- (b) the constituent firms within a single economic entity similar in structure to those referred to in paragraph (a).”

Contravention of the Code of Conduct

Any person who is alleged to have acted or has been found to have acted in contravention of the Company’s Code of Conduct will, without exception, be subject to disciplinary action in terms of the Company’s Disciplinary Code and Procedure and relevant provisions of the Labour Relations Act No. 66 of 1995.

Furthermore any person who has any questions and/or queries in relation to the Company’s Code of Conduct and/or requires clarification in relation to any terms and provisions thereof, is required to address such queries to the offices of the Chief Executive Officer.