



CODE OF ETHICS AND CONDUCT (As revised in January 2018)

CODE OF ETHICS AND CONDUCT FOR WOMEN IN MANAGEMENT BUSINESS AND PUBLIC SERVICE (WIMBIZ)

THE OBJECTIVES OF THE CODE OF ETHICS AND CONDUCT

The purpose of this Code of Ethics and Conduct is to focus the attention of members of the Board of Trustees and Executive Council, as well as Associates of WIMBIZ on areas of ethical risks and to assist in fostering a culture of mutual respect, trust, and accountability amongst all stakeholders. The goal therefore, is to build an organizational culture, from the top down that places a high premium on ethics.

ARTICLE 1

Definitions and Abbreviations

In this Code of Ethics and Conduct, the following shall bear the meaning set opposite them:

'Associates' mean the Associates of Women in Management, Business and Public Service;

'Board' means the Board of Trustees of Women in Management, Business and Public Service;

'CAC' means Corporate Affairs Commission, Abuja;

'CAMA' means Companies and Allied Matters Act, CAP. 59 1990 Laws of the Federation of Nigeria;

'Member' means member of the Board of Trustees. Executive Council and Associates of WIMBIZ and for the purposes of this Code, the Executive Director and other members of staff of WIMBIZ are considered members of WIMBIZ;

'The Code' means this Code of Ethics and Conduct;

'The Organization' means Women in Management, Business and Public Service.



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ARTICLE 2

ETHICAL PRINCIPLES

The Organization seeks to promote gold standards by adhering to the highest standards of ethical conduct and thus Members of WIMBIZ shall be guided by the following principles:

- a. To exhibit corporate interest rather than the advancement of personal or partisan interests;
- b. To act in good faith and in the best interest of the Organization;
- c. To act as ambassadors for the Organization in their public and private dealings with other persons and organizations;
- d. To act with integrity, competence, objectivity and honesty at all times;
- e. To respect other Member's individual opinions and differences;
- f. To respect Members of the administrative staff;
- g. To abide by policies and decisions taken by the Board and Executive Council;
- h. To observe clear conflict of interest's guidelines, particularly in accordance with the guidelines contained in Article 3.2 hereof;
- i. To respect the law.

ARTICLE 3

THE CODE OF CONDUCT

3.1 Legal and Regulatory Compliance

Members shall:

- i. refrain from violating the policies and regulations of the Organization;
- ii. comply with all other laws, rules and regulations, which may impose legal obligations on them as Members of the Organization.

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3.2 Conflict Of Interest

- i. Members shall avoid situations where their personal interest would or would appear to conflict or interfere with that of the Organization;
- ii. The existence of a conflict of interest situation is not often apparent and Members should therefore seek advice from other Members when in doubt;
- iii. Where a Member suspects that a course of action may lead to conflict of interest or likelihood of such, she shall promptly disclose this in writing to the Chairman of the Board of Trustees or any other person or committee designated to look into such issues;
- iv. Where a conflict of interest or a possible conflict of interest arises, the Member affected shall recuse herself from any decision, recommendation or assessment of facts in connection therewith;
- v. Conflict of interest shall not be deemed to have arisen if:
 - a. the material facts as to the Member's relationship or interest and as to the conflicting interest or transaction is fully disclosed to the Board; and
 - b. the members of the Board in good faith authorizes, approves and ratifies the conflicting interest or transaction by an affirmative vote of a majority of its members, and
 - c. the conflicting interest or transaction is fair and in no manner diminishes the image of the Organization.

3.3 Leadership And Good Faith

- i. Members of the Board shall exercise leadership, enterprise, integrity and sagacious judgment in directing the affairs of the organization in order to advance its mission, aims and objectives;
- ii. Members shall always act in good faith and shall always respect the principles of transparency and accountability.

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3.4 *Integrity Of Records And Accounting*

- i. Members of the Board of Trustees and Executive Council shall ensure that the Organization adheres to the provisions of the law in relation to maintaining accurate accounting books and records and to devise an adequate system of internal financial controls;
- ii. It is the statutory duty of Members of the Board of Trustees to ensure that the accounting books and records of the Organization are prepared with care and honesty and that they accurately reflect each transaction recorded.

3.5 *Corporate Opportunity*

- i. Members must endeavor to advance the interest of the Organization when the opportunity to do so arises;
- ii. It is the responsibility of Members to refrain from taking for themselves opportunities that properly belong to the Organization or are discovered through the use of the resources, assets, property, information or position of the Organization.

3.6 *Confidentiality*

- i. The confidential information concerning the Organization is its property and must be protected by all;
- ii. Members who have access to proprietary and confidential information concerning the business and the activities of the organization and that of its partners, donors and collaborators are expected to keep such information confidential;

Members shall treat the personal information of other Members and partners of WIMBIZ with strict confidence;
- iii. Members shall not directly or indirectly make use of, permit others to make use of, for the purpose of furthering a private or personal interest, official information not made available to the general public by the Organization.

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3.7 Protection And Proper Use Of Assets Of The Organization

- i. Tangible and intangible assets of the Organization such as trade secrets, patents, copyrights, databases, salary information, unpublished financial data and reports shall be used solely for its purposes;
- ii. Members shall protect the assets of the Organization and ensure their efficient use;
- iii. The assets of the Organization shall be used solely to advance the cause of the Organization and shall not be used for any illegal or immoral purposes.

ARTICLE 4

COMPLIANCE WITH THE CODE

- i. It shall be the responsibility of the Chairperson of the Executive Council to ensure that the provisions of this Code are known to all Members;
- ii. Every Member is expected to familiarize herself with the provisions of this Code and understand the requirements contained therein as they relate to each Associate and members of the Board. Thus, claims of ignorance, good intentions or using poor judgment will not necessarily be accepted as excuses for non-compliance;
- iii. Each Member is responsible for reporting to the Board of Trustees or Executive Council, any breach or breaches of the Code;
- iv. Any Member, who in good faith, reasonably believes that a violation of the provisions of the Code or any illegal or unethical conduct has been perpetuated or may be perpetuated is expected to report such violation or suspected violation to the chairman of the Board or any other person or committee designated for such purpose;
- v. If the Member reporting the violation feels uncomfortable about reporting the violation in person, she may report the violation anonymously by mail to the chairman of the Board, unless the infraction is by the chairman, the report shall be made to any other member of the Board;



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- vi.** The Board will take appropriate action to investigate and deal with any reported violation in a timely manner;
- vii.** In determining the appropriate disciplinary action to take, account shall be taken of all relevant facts, the nature and severity of the violation, whether there has been other violations committed by the Member in the past, whether it is intentional or inadvertent, whether she has been advised against the course of action and has failed to adhere to the advice;
- viii.** Any waiver of a provision of the Code may be made only by the Board or by a Committee of the Board set up for that purpose and Where a Committee of the Board has made the waiver, it shall be disclosed to all the other members of the Board.

ARTICLE 5

REVIEW OF THE CODE

Any member of the Board may, in writing, propose an amendment to the provisions of this Code and a simple majority of votes of members of the Board shall carry the Resolution for the amendment.

This Code of Ethics and Conduct shall remain in force until amended by the Board of Trustees.

Revised and adopted this day of 2018

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CHAIRMAN, BOARD OF TRUSTEES

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