

Appendix B: The Academy's Member's Code of Conduct

All members, especially the Board and the International Council and anyone with mission or project authority should abide by this Code. This Code establishes rules of conduct for the members of the Academy and is designed to support the member's duty to the other members of the Academy. This is one way we put the Academy's values into practice. This code is built around the recognition that everything we do at OASA, will be and should be, measured against the highest possible standards of ethical business conduct.

The key conduct aims to address various actual or perceived conflicts of interest that may happen when citizens of the world come together. Fundamentally, the Academy has a zero-tolerance policy against corruption and paying bribes¹. One purpose to the Code is to preclude activities which may lead to or give the appearance of conflicts of interest, insider trading, and other forms of prohibited or unethical business conduct. The Code is based upon the principle that each member owes a duty of care to the Academy, to be a responsible global citizen.

The Code is designed to ensure that the high ethical standards long maintained by the Academy would continue to be applied. High ethical standards are essential for the success of the Academy and its missions, and to maintain the confidence of those who entrust us with the management of their dreams. The Academy expects all its members to premise their conduct on the fundamental principles of openness, integrity, honesty, fairness, and trust. One earth, one humanity, one space for all.

Scope

All members must conduct the affairs of the Academy in such a manner as to:

- (1) avoid serving their own personal interests ahead of the Academy or other members;
- (2) avoid taking inappropriate advantage of their position as a member of Academy; and
- (3) avoid any actual or potential conflicts of interest or any abuse of their position of trust and responsibility given to our members and our advisers.

Compliance with the Code involves more than acting with honesty and good faith alone. It means that each member has an affirmative duty of utmost priority to act solely in the best interest of the start-up and to refrain from any behavior that might be able to undermine the public's faith in this Code, in the Academy, or in other members.

¹ A bribe is defined as directly or indirectly offering, paying, seeking or accepting a payment, gift or favour to improperly influence a business outcome. It may be in cash or anything else of value.

General Code

As a member and as an adviser of the Academy, you agree:

1. To conduct yourself in a professional manner at all times. To treat other members, particularly entrepreneurs and start-ups as they expect to be treated themselves by an upright entrepreneur such as yourself. To deal fairly with these start-ups despite their youth and immaturity.
2. To respect the privacy and intellectual properties of other members, notably the start-ups and will not contact these start-ups in bulk nor provide their name to any third party without their permission. Generally, to keep confidential information and data received from these members and handle them with discretion and care.
3. To avoid raising the member's expectations, either through conscious actions or neglect, regarding their products as well as their ability and readiness to perform that are not realistic.
4. To not personally charge the entrepreneur, a fee for access or introduction to any angel group, angel fund or any activity of the Academy. No members may solicit gifts or accept any advantage.
5. To conduct your own due diligence and be accountable to your own actions.
6. To not misrepresent the Academy or yourself. Never misled other members.
7. To avoid any conflict of interest or perceived conflicts. To be open and disclose to other members voluntarily, in advance, any relationship you have or may have with a vendor, including any personal gain you may receive from that company.
8. To treat all members equally. Members will not discriminate against another, notably a start-up on the grounds of age, health, gender, sexual orientation, mental or physical disability, origin, language, race, skin colour, ethnicity or nationality, religious or political views and membership in a social group.
9. To report to the Honorable Legal Counsel or the Honorary Compliance Officer, or Honorary Internal Auditor, any illegal or dishonest means by other members in getting hold of information, business, public contracts or trade secrets. If another member were to offer such information to you, you will not accept this but will immediately inform the Secretariat of the Academy. The Academy does not tolerate harassment of any kind.

Concluding Remarks

The provisions of the Code are not all-inclusive. Rather, they are intended as a guide to appropriate conduct. In those situations where any member may be uncertain as to the intent or purpose of the Code, they are advised to consult with the Board of Directors, the Honorary Legal Counsel, or the Honorary Compliance Officer.

The Board may grant exceptions to certain provisions contained in the Code only in those situations when it is clear beyond dispute that the interests of the other members will not be adversely affected or compromised.

Should a member breaches this Code or believes he or she would not be able to abide by the Code, and subject to the bylaws of the Membership Committee and decisions of the Membership Committee, the member may cease to be a member (or adviser) of the Academy.

We also expect all of our employees, Board members, Council Advisors, to know and follow the Code. Failure to do so can result in disciplinary action, including termination of employment.