

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.

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.

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.

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 mislead 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.

OASA Code of Conduct –

附錄 – 創星滙會員行為守則

所有會員，包括董事會成員、國際理事會成員，以及任何代表本會或負責本會業務的人士都應遵守本守則。本守則制定了會員的行為標準要求，旨在支持各會員履行學會的責任，並將本會的價值觀付諸實踐。本守則是根據 OASA 成立的目標及未來的展望而制定，並且以最高的商業道德行為標準來規範學會會員所須達到的行為標準。

與各國人士交流合作時，必須正視可能發生或潛在的利益衝突。本會對於貪污、賄賂行為¹採取零容忍政策。本守則其中一個目的是排除導致或貌似有利益衝突的行為，如內幕交易、任何被禁止或不道德的商業行為。守則期許每位會員肩負本會的責任及義務，並成為一個負責任的全球公民。

此守則確保本會要求的高道德標準將繼續維持，高標準對本會及執行會務成功至關重要。學會期望所有會員本著公開、正直、誠實、公平和信任等基本原則履行責任。所有人共享同一個地球，同一個宇宙。

範圍

所有會員必須以下述方式為依據處理本會的事務:

1. 避免將自己的個人利益置於學會或其他會員之上;
2. 避免不適當地利用學會會員地位獲得利益; 及
3. 避免任何實際或潛在的利益衝突，或濫用本會會員或顧問身分。

學會成員須自重並遵守本守則。這不僅是忠誠的行為，亦意味著各成員皆以本學會及相關機構的利益為大前提，並避免任何行為破壞公眾對本守則、學會或其他成員的信任。

一般守則

作為學會的會員及顧問，必須

1. 以專業身分行事，適當地尊重其他會員，特別是創業家及初創企業，並保持專業及正直的形象。公平對待及體諒初創企業的不成熟和稚嫩。
2. 尊重各會員的隱私和知識產權，特別是初創企業，不利用職務之便聯繫大量初創企業。未經許可的情況下，不可向任何第三方提供初創企業的聯繫資料。一般而言，從這些會員接收到的資訊和數據須保密處理。
3. 避免有意或無意地提高對會員產品、能力及表現的期望，並與現實產生落差。

¹ 賄賂為直接或間接地提供、支付、尋求或接受付款、禮物或好處，以不適當地影響商業結果。它可以是金錢或其他利益如禮物、貸款、佣金、職位、契約、服務、優待等。

4. 不得以個人名義向初創企業收取費用，包括介紹天使基金或學會的任何活動。不得接受送禮或任何利益。
5. 對自身進行盡職調查並須為本身的行動負責。
6. 以專業身分代表學會及個人。不誤導其他會員。
7. 避免任何利益衝突或被潛在的衝突。若會員與供應商之間有業務往來或利益關係，會員須就此公開或自願披露相關資訊。
8. 公平對待所有會員。會員不可存有種族、膚色、性別、性取向、精神或殘疾、民族或國籍、宗教、或政治取態、年齡等歧視，並須致力消除他人存有的此等歧視，促進機會平等。
9. 會員若發現其他會員進行不道德或違法行為，包括以不誠實手法取得信息、業務、公共合同或商業秘密方面的任何非法或不誠實的手段，須知會學會的法律顧問或合規主任或內部審計專員。會員應拒絕向任何會員提供此等資訊並即時通知學會秘書處。學會不容忍任何形式的騷擾行為。

結語

本守則為會員的適當的行為提供指引。如果任何會員對訂明的細則意圖或目的不清晰，可以向董事會、法律顧問或合規主任查詢。

董事會可在其他成員的利益不會受到不利影響或損害的情況下，因應情況豁免遵守某些細則。

如果會員違反本守則或不能遵守本守則，該會員將按本會章程和會員委員會的決定，被取消本會會員(或顧問)的資格。

本會並期望所有員工、董事會成員、理事會顧問瞭解並遵守本守則。未能遵守本守則者，可能會導致紀律處分，包括終止雇用。

OASA Code of Conduct –

附录 - 创星汇会员行为守则

所有会员，包括董事会成员、国际理事会成员，以及任何代表本会或负责本会业务的人士都应遵守本守则。本守则制定了会员的行为标准要求，旨在支持各会员履行学会的责任，并将本会的价值观付诸实践。本守则是根据 OASA 成立的目标及对未来的展望而制定的，并且以最高的商业道德行为标准来规范本会会员所须达到的行为标准。

与各国人士交流合作时，必须正视可能发生的或潜在的利益冲突。本会对于贪污、行贿受贿行为¹采取零容忍政策。本守则其中一个目的是排除导致或貌似有利益冲突的行为，如内幕交易、任何被禁止或不道德的商业行为。守则期许每位会员肩负本会的责任及义务，并成为一個負責任的全球公民。

¹ 行贿受贿行为是指直接或间接地提供、支付、寻求或接受付款、礼物或好处，对商业结果产生不当影响。它可以是金钱或其他利益如礼物、贷款、佣金、职位、契约、服务、优待等。

此守则确保本会要求的高道德标准将继续维持，高标准对本会及执行会务成功至关重要。学会期望所有会员本着公开、正直、诚实、公平和信任等基本原则履行责任。所有人共享同一个地球，同一个宇宙。

范围

所有会员必须以下述方式为依据处理本会的事务：

1. 避免将自己的个人利益置于学会或其他会员的利益之上；
2. 避免不适当地利用学会会员地位获得利益；及
3. 避免任何实际的或潜在的利益冲突，或是滥用本会会员或顾问身份。

学会成员须自重并遵守本守则。这不仅是忠诚的行为，同时也意味着各成员皆以本学会及相关机构的利益为大前提，避免任何破坏公众对本守则、本学会或其他成员的信任的行为。

一般守则

作为学会的会员及顾问，必须

1. 以专业身份行事，给予其他会员适当的尊重，特别是创业家及初创企业，并保持专业及正直的形象。公平对待及体谅初创企业的不成熟和稚嫩。
2. 尊重各会员的隐私和知识产权，特别是初创企业，不利用职务之便联系大量初创企业。未经许可不得向任何第三方提供初创企业的联系资料。一般而言，对从这些会员接收到的信息和数据须保密处理。
3. 避免有意或无意地提高对会员产品、能力及表现的期望，与现实产生落差。
4. 不得以个人名义向初创企业收取费用，包括介绍天使基金或学会的任何活动。不得接受送礼或任何利益。
5. 对自身进行尽职调查并须为自身的行为负责。
6. 以专业身份代表学会及个人。不误导其他会员。
7. 避免任何利益冲突或潜在利益冲突。若会员与供应商之间有业务往来或利益关系，会员须就此公开或自愿披露相关信息。
8. 公平对待所有会员。会员不可存有种族、肤色、性别、性取向、精神或残疾、民族或国籍、宗教、政治立场、年龄等歧视，并须致力于消除他人存有的此等歧视，促进机会平等。
9. 会员若发现其他会员进行不道德或违法行为，包括为获得信息、业务、公共合同或商业机密等采取的任何非法或不诚实的手段，须告知学会的法律顾问、合规总监或内部审计专员。会员应拒绝向任何会员提供的此类信息并立刻通知学会秘书处。学会不容忍任何形式的骚扰行为。

结语

本守则为会员的适当行为提供指引。如果会员对规定细则的意图或目的有任何疑问，可以向董事会、法律顾问或合规总监查询。

董事会可在其他成员的利益不受到不利影响或损害的情况下，根据实际情况豁免某些细则。

如果会员违反本守则或不能遵守本守则，该会员将按本会章程和委员会的决定，被取消其会员（或顾问）资格。

本会并期望所有员工、董事会成员、理事会顾问了解并遵守本守则。未能遵守本守则者，可能会受到纪律处分，包括终止雇佣关系。