

POLICY DOCUMENT

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APPROVALS			
Name	Title	Signature	Date
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Dr S Pieters	Chairperson: Strategy, Social and Ethics Committee		
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1. BACKGROUND

SADA, as a professional association, has a reputation for honesty and integrity in its management practices and in all its business transactions. SADA is accountable to its members and our reputation is one of our most important assets. As such, maintaining the trust and confidence of all those with whom we deal is one of our most vital responsibilities. All decision-making processes must therefore be objective, transparent and accountable.

In varying degrees, all directors, office bearers and staff members are custodians of SADA's reputation. In order for the organisation to exercise its professional mandate properly, it is therefore essential that all those individuals who act on its behalf, conduct themselves according to the highest professional and ethical standards consistent with the interests of SADA. All staff and office bearers, elected and appointed, must display and promote the values of the association in all decision-making processes.

Although the Code of Conduct was drafted to be as comprehensive as possible, it is not an exhaustive set of rules regarding standards of conduct. The principles in this policy are therefore general in nature and are not finite. Each individual must take responsibility for how to behave and distinguish right from wrong and show a commitment to doing what is right.

The generally-accepted principles of ethical professional conduct, including the specific examples set out in this document, will inform any decisions made by this Committee in respect of an alleged infringement of this Code by SADA members. The principles and possible causes set out herein are not exhaustive and each matter must be adjudicated on its individual merits.

It is each individual's personal responsibility to comply with this Code and review regularly, at least annually, your personal circumstances with this in mind. Similarly, managers, by virtue of their responsibility in terms of administration of their divisions and the maintenance of discipline, are, *inter alia*, under a duty to ensure that the conduct of their employees conform to the basic values, principles and policies governing SADA.

SADA is tasked to enforce the principles and standards in the Code of Conduct to ensure the protection of members' interests and that of the Association.

2. PURPOSE

This code is formulated to guide all directors, office bearers and staff members of SADA as to the appropriate standard of personal and professional behaviour required of them to maintain the integrity of the organization and to prevent unethical conduct.

3. APPLICABILITY OF THIS POLICY

This Policy is applicable to all directors, office bearers, staff members in all of the Association's structures, including SADA Head Office, its branches and specialist and special interest groups. It also applies to individuals appointed by SADA as its representatives to an outside board, organisation or committee, to act on behalf of SADA in any official capacity.

No guideline or code can provide for all circumstances. In the event of any uncertainty about how the rules apply, advice should be sought from the Board of Directors or Chief Executive Officer of SADA.

4. APPROVAL AND MAINTENANCE

Amendments to this Policy shall be presented to and approved by the Board of Directors, on recommendation of the Strategy, Social and Ethics Committee (SSECO).

This Policy will be subject to periodic review, at least on a yearly basis or more frequently if required, to ensure that it remains relevant to changed circumstances.

The Head: Legal and Corporate Services shall be responsible for the review of this Policy.

The Strategy, Social and Ethics Committee (SSECO). must maintain an oversight role over the implementation of this Policy.

5. DEFINITIONS

Throughout this document, unless otherwise stated, the following definitions will apply:

- 5.1 **"Association"** means the South African Dental Association [SADA] including its Members, National Council, Branch Committees, Board, Board Committees, Branches & Committees, Specialist and Special Interest Groups, Affiliates and staff;
- 5.2 **"Board"** means Board of Directors of the South African Dental Association (NPC);
- 5.3 **"CEO"** refers to the Chief Executive Officer, appointed by the Board;
- 5.4 **"Committee" refers to the Strategy, Social and Ethics Committee (SSECO) of SADA;**
- 5.5 **"Director(s)"** means a registered director, serving on the Board;
- 5.6 **"Documents"** means all written records and includes electronic records and computer files;
- 5.7 **"HLCS"** refers to the Head: Legal and Corporate Services;
- 5.8 **"Office bearer"** means all SADA office bearers, elected or appointed to SADA National Council, Board of Directors, Board Sub-Committees and Ad Hoc Committees, Branches and Branch Committees, Specialist and Special Interest Groups, Task Teams or outside and similar bodies;
- 5.9 **"Partner"** means a person who permanently lives with another person in a manner as if married;
- 5.10 **"Policy"** refers to this document;
- 5.11 **"Staff"** means employees of SADA;
- 5.12 **"SADA"** refers to the South African Dental Association;

6. CHARTER OF ETHICAL CONDUCT

- We are accountable to, and act on behalf of, the members of SADA by focusing our efforts on discovering and meeting our members' needs;
- We believe in transparency and are open to scrutiny in all that we do;
- We are honest and uncompromising in producing work that meets the service delivery requirements of our members;
- We are committed to the transformation of our society and our workplace and will ensure equity and anti-discrimination in all we do;
- We show concern for people, support and respect our colleagues and encourage the growth and development of everyone we work with;
- We value the fair and consistent treatment of staff and members and all stakeholders; and
- We accept responsibility for our work and contribution to the profession.

7. FOUNDATIONAL PRINCIPLES

The general principles upon which this Code of Conduct is based are listed below. All office bearers and staff members have a duty to promote and support these principles by leadership and example, and to maintain and strengthen the members' trust and confidence in the integrity of the Association and Officers in conducting its business.

7.1 ACCOUNTABILITY AND STEWARDSHIP

- You are accountable for your decisions to the Association and its members.
- You must consider issues on their merits, and take into account the views of others.
- You must ensure that the Association uses its resources prudently and in accordance with the law.

7.2 CONFIDENTIALITY

- Confidential information must not be disclosed or in any way used for personal advantage or in such a way as to discredit the Association. This will also apply in instances where you hold the personal view that such information should be publicly available.

7.3 DUTY

- You have a duty to uphold the law and act in accordance with the law and the public trust placed in you.
- You have a duty to act in the best interests of the Association as a whole and all the members served by it.

7.4 HONESTY AND INTEGRITY

- Members must act in good faith and in the best interests of the Association.
- You have a duty to act honestly.
- You should avoid conflicts of interest. In cases where a conflict cannot be avoided, you must declare or disclose any private interests relating to your official duties and take steps to resolve any conflicts arising in a way that protects the public interest at the earliest opportunity.
- You must not place yourself under any financial or other obligation to any individual or organization that might reasonably be thought to influence you in the performance of your duties for SADA.
- You have a duty to take decisions in the interests of the Association, of the profession and public at large. You must not act in order to gain financial or other material benefit for yourself, family or friends.
- You must act beyond mere legal compliance upholding SADA's reputation and name and profession's integrity.

7.5 OBJECTIVITY AND IMPARTIALITY

- You must act impartially and without bias or discrimination of any kind.
- You must bring an open mind to all matters under discussion and must encourage and permit full discussions of all points of view.
- You have a duty to be as open as possible about your decisions and actions, giving reasons for your decisions and restricting information only when the wider Association interest clearly demands.
- You must make decisions solely on merit when carrying out Association business including making appointments, awarding contracts or recommending individuals for rewards and benefits.

7.6 RESPECT

- All office bearers and staff members are to be respected for the role they play in the Association and should be treated with courtesy at all times.
- No office bearer or staff member shall engage in discriminatory practices on the basis of any criteria defined in the Constitution of South Africa.

7.7. COMPETENCE

- You should take steps to ensure that you have sufficient working knowledge of the Association, the dental industry in which SADA operates, as well as key laws, codes and standards applicable to SADA.
- You must act with due care, skill and diligence, and take reasonably diligent steps to become informed about matters for decision.

7.7. COLLEGIALITY

All office bearers and staff members must co-operate with colleagues and maintain integrity within working relationships. They must also protect one another's reputations in the working environment and oral health sector.

7.8. TRUSTWORTHINESS

All office bearers and staff members must maintain honesty and transparency in relationships with all stakeholders and reliability in the business environment.

8. BROAD RESPONSIBILITIES

In addition to the general foundational principles defined above, there are certain broad responsibilities of specific relevance to the various groupings of staff and office bearers in the organisation.

8.1 NATIONAL COUNCILLORS AND BRANCH COMMITTEE MEMBERS

- Be accessible to all the elected members of the Branch Committee to serve and to represent their interests conscientiously.
- Respect the chair, your colleagues, SADA staff, rules of debate and any member of the public or non-committee member present during meetings or other formal proceedings of the Association.
- Attend, on a regular basis, the meetings of the body or committee to which you are appointed or named. If you are unable to attend meetings regularly, you must request to be replaced or resign.
- Comply with rulings from the chair in the conduct of the business of the Association in terms of the SADA Constitution.
- Perform duties diligently and efficiently, and in particular support and assist each other to fulfil the Association's membership, commercial and ethical obligations.
- Deal courteously with each other, refrain from using inappropriate language, and having regard for sensitivities and individual dignity and to recognise fellow employee's fundamental human rights.
- No office bearer can exercise authority over, or influence SADA staff, except where required in relation to committee deliverables and then only through the Chief Executive Officer.
- Not to engage in unlawful conduct.
- Declare any Potential, Perceived or Actual Conflict of Interest.

8.2 DIRECTORS

- Not represent any constituency or interest group in exercising their fiduciary duties.
- Provision of a conducive and supportive environment for the CEO to efficaciously manage the affairs and business of Association.
- Conduct themselves in a manner that supports their objectives, serve the overall best interests, respect the principles of due process and bring credibility as well as goodwill to SADA.
- Not exercise authority over, or influence SADA staff, except where required in relation to committee deliverables and then only through the Chief Executive Officer
- Refrain from taking inappropriate actions that could compromise the professional image, credibility or integrity of SADA, its members and the dental profession

- Remain loyal to the Association, avoid conflicts of interest and adequately manage conflicts of interest
- Display a high standard of care, skill and diligence
- Act in good faith to promote the success of the Association
- Comply with duties in terms of common law, Companies Act, 2008 and the SADA Memorandum of Incorporation as amended from time to time.
- Declare any Potential, Perceived or Actual Conflict of Interest.
- Seek independent, external professional advice where necessary at the cost to the Association on matters within the scope of their duties.

8.3 EXECUTIVES AND MANAGERS

- Working professionally
- Express opinions on subjects only when founded in adequate knowledge and honest conviction
- Managing staff information and protect privacy of personal information in terms of legislation
- Management of performance
- Financially responsible decision making including sound financial controls, internal controls and risk management practices
- Ensuring efficient accountability mechanisms
- Making fair and equitable decisions
- Provide safe working conditions for staff and demonstrate consideration for staff wellbeing
- Ensure that new employees are inducted as per requirements of the job
- Comply with all relevant laws
- Ensure implementation and compliance of all the policies of the Association
- Teach and be taught
- Declare any Potential, Perceived or Actual Conflict of Interest and ensure appropriate systems are in place to identify, manage and monitor all conflicts of interests.

8.4 STAFF

- Stakeholder service orientation and commitment to providing the highest level of service to members
- Act at all times in the best interests of the Association
- Strive to promote and improve the image of SADA
- Adapting to new ways as per mandate from the CEO
- Embrace diversity and do not degrade the image or status of persons on the basis of any criteria defined in the Constitution of South Africa
- Not knowingly lay a claim to a level of competence not achieved
- Accept full responsibility for any work undertaken and will construct and deliver that which has been agreed to
- Engage in lifelong learning to maintain and improve personal knowledge, skills and attitudes
- Make all relevant information available to colleagues concerned
- Act in accordance with current legislation
- Respect the terms and conditions of employment applicable to the Association, including all applicable policies and operating procedures
- Perform duties in an unbiased and conscientious manner, bearing in mind the legitimate interests of all parties, and where relevant the public
- Disclose any circumstances which may possibly be construed as constituting a conflict of interest, fraud and/or irregularity

9. CONFLICT OF INTEREST

No director, office bearer, nominee or staff member may have financial interest that could have a negative impact on the performance of their duties or derive any financial benefit from any contract between SADA and a third party. To this end, directors, office bearers or staff members must avoid

situations that may result in actual, perceived or potential conflicts of interest which have potential reputational risk or unfair business advantage.

No director, office bearer or staff member may influence any decisions that are taken regarding contracts or attempt to influence any decision of the Association concerning any matter with the view to deriving any direct or indirect personal benefit.

A director, office bearer or staff member who, or whose spouse, partner, business associate family member, acquired or stands to acquire any direct benefit from a contract concluded with the SADA, must disclose in writing full particulars of the benefit to the Association.

Processes and decisions related to awarding of contracts or business relationships are the responsibility of the management of the Association and no director or office bearer shall put undue pressure on any member of management to make awards to individuals or companies directly related to him/her.

For extensive guidelines regarding Conflicts of Interest, refer to ANNEXURE A attached hereto.

10. APPOINTMENTS TO PARTNER ORGANISATIONS

A director, office bearer or staff member who are appointed or nominated by the Association as a member of another body or organisation, may be bound by the rules of such organisation and will take responsibility for any actions as a member of such an organisation.

In such circumstances, it is the responsibility of the individual concerned to ensure that he/she continues to observe the rules of this Code in carrying out the duties of that body.

If a conflict of interest arises between such Association and the Association, it is the responsibility of the individual concerned to take advice on the appropriate action to follow, which may include issues of declarations of interest or recusal.

11. PERSONAL GAIN

No director, office bearer or staff member of SADA may:

- (a) use the information or privileges acquired by virtue of their position, for private gain or to improperly benefit another person; or
- (b) take a decision on behalf of SADA concerning a matter in which that individual, or his/her spouse, partner or business associate, has a direct or indirect personal or private business interest.

Except with the written consent of the Board of Directors:

- (a) no director, office bearer or staff member may be party to a contract for the provision of goods or services to the Association.
- (b) no staff member may be engaged in the performance of any work for SADA other than that as a staff member, or obtain a financial interest in any business, trade or profession other than the work of the Association.

As a general rule, all directors, office bearers and staff members of SADA should avoid conducting Association business with a friend, relative or partner, or with a business in which the friend, relative or partner is associated in any significant role. In the event where there could be significant benefit to SADA to engage in business with such an individual or business, approval must first be obtained from the Board of Directors.

12. UNDUE INFLUENCE

A staff member or office bearer of SADA may not-

- (a) unduly influence or attempt to influence members of the Board of Directors of SADA, or any structure or functionary of the Association, with a view to obtaining any appointment, promotion, privilege, advantage or benefit, or for a family member, friend or associate;
- (b) attempt to mislead the Board of Directors, or a structure or functionary of the Association, in its consideration of any matter; or
- (c) be involved in a business venture with a member of the Board of Directors, without the prior written consent of the Board of Directors.

13. REWARDS, GIFTS AND FAVOURS

Accepting of any personal benefit such as a sum of money, a gift, a loan, special privileges by any staff member, with the exception of promotional items of R500, is forbidden.

Specifically, staff members may not request, solicit or accept any reward, gift or favour for:

- (a) persuading the Board of Directors of SADA, or any structure or functionary of the Board, with regard to the exercise of any power or the performance of any duty;
- (b) disclosing any privileged or confidential information; or
- (c) doing or not doing or influencing anything within that staff member's powers or duties.

Any entertainment accepted must also be of a modest nature and the real aim of entertainment must be to facilitate the achievement of business objectives (eg. the person offering the entertainment must also attend the event.)

Before accepting any gifts, staff members must ask the following questions:

- Is it directly related to the conduct of the business?
- Is it inexpensive and reasonable?
- Would I be comfortable in declaring the gift?
- Would I be obligated to grant favours in return?
- Am I sure that the gift does not violate a law or the Association's policy?
- Could acceptance be construed by a third party to compromise my integrity and/or objectivity as a representative of SADA.

Similarly, directors or office bearers should also be cautious about accepting any gifts which could be aimed at influencing decision making on any of SADA's governance structures.

- No gifts or hospitality should be accepted that could give rise to a reasonable suspicion of influence to show favour or disadvantage to any individual or organisation.
- No gift or hospitality should be accepted from individuals or organisations awaiting a decision from SADA or seeking to do business with SADA.
- As a general rule in respect of all travel on SADA business, the costs of such travel are paid by SADA, unless the Board of Directors rules otherwise.
- The Association seeks sponsorships for some of its activities, in which case your involvement with the sponsors is limited to the event and should avoid damaging public confidence in the Association and the sponsors.

All gifts or hospitality received should be recorded in a gift register with the Chief Executive Officer. This record will be available for inspection by any member of SADA.

14. UNAUTHORISED DISCLOSURE OF INFORMATION

A director, office bearer or staff member of SADA may not, without permission, disclose any privileged or confidential information obtained of the Association to an unauthorised person.

For the purpose of this item "privileged or confidential information" includes any information —

1. determined by any structure or functionary of SADA to be privileged or confidential;
2. discussed in closed session by the Board or a committee of the Board of Directors of SADA;
3. disclosure of which would violate a person's right to privacy; or
4. declared to be privileged, confidential or secret in terms of any law.

This item does not derogate from a person's right of access to information in terms of national legislation.

15. SADA PROPERTY

Directors, office bearers and staff members shall exercise utmost care and diligence in handling SADA property. Everybody in possession of SADA assets must ensure that they secure and prevent theft and damage to SADA's property and assets.

The property of SADA (including facilities, equipment, materials and supplies) must be used for the business and not for personal purposes. Nobody may use, take, acquire, or benefit from any property or asset owned, controlled or managed by SADA to which that individual has no right, unless expressly authorised by the Board of Directors or its delegated nominees.

Intangible property such as inventions, ideas, documents, software, patents and other forms of intellectual property related to the performance of employee duties, belong, on that basis, to SADA.

16. SEXUAL HARASSMENT

A director, office bearer or staff member of the Association may not embark on any action amounting to sexual harassment as defined in the Sexual Harassment Policy.

17. LIMITS ON AUTHORITY

All directors, office bearers and staff members are to ensure that they work and conduct themselves within their delegated limits of authority.

No individual should accept or undertake any obligations on behalf of SADA, unless he/she has express authority from the Board of Directors or Chief Executive Officer to do so.

The CEO, Chairman of the Board and the President are the official spokespeople of the Association and are the only individuals allowed to speak on behalf of the Association, unless anybody else is authorized by the Board of Directors or Chief Executive Officer to do so.

In respect of general promotion of the profession, it is acknowledged that any opportunity for positive publicity should be maximized and all office bearers should seize an opportunity to contribute in this regard.

18. POST APPOINTMENT RESTRICTIONS

Directors, office bearers and staff members shall not, after they leave office, take improper advantage of their previous office at SADA.

Directors and office bearers are prohibited at any time, from switching sides, by acting on behalf of any person, commercial entity, association or any other body in connection with any specific ongoing negotiations, proceedings, transactions or case to which SADA is a party and where the former director or office bearer acted for or advised SADA.

19. COMPLIANCE

All directors, office bearers and staff members of SADA shall sign an annual declaration that he or she has read, is familiar with, understands and will conform to this Code. This declaration will synchronize with the annual Performance Management and Board appraisal cycle. Responsibility for ensuring that all employees have delivered this declaration lies with all managers.

Any individual who may have any doubts regarding a questionable situation that might arise, should immediately consult either his/her manager, or the CEO or the Chairperson of the Board, whichever may be appropriate in the circumstances.

It is the responsibility of any director, office bearer and staff member of SADA to enforce this Code and be alert to possible violations. Violations in terms of this code should be reported to the CEO or the Board of SADA.

All directors, office bearers and staff members undertake to co-operate with any internal or external investigations of possible violations of the Code.

Reprisals, threats, retribution or retaliation against anybody who has in good faith reported a violation or a suspected violation of this Code or any other Association policy or any person investigating such report is strictly prohibited.

Individuals who violate these policies are subject to appropriate disciplinary action by the Association, including censure, suspension or possible termination from governance structures or employment.

20. MONITORING, EVALUATION AND REPORTING

Implementation of this policy is the responsibility of the Head: Legal and Corporate Services, who will monitor progress and deviations in this regard.

The CEO will have an oversight role in terms of the provisions of this policy and shall report to the Board in respect of any deviations in the implementation of the policy.

21. SADA DISCIPLINARY CODE AND PROCEDURE

SADA Board of Directors authorise the Strategy, Social and Ethics Committee (SSECO) to investigate or consider any violations of this Code of Conduct, standards of conduct, professional and ethical standards consistent with the interests of Association.

Members are required to observe and uphold prescribed conduct and standards of professionalism in their professional and business dealings on behalf of the Association.

Whether or not the action was wilful, intentional or unintentional will merely affect the degree of sanction required for such misconduct.

This code does not apply to personal grievances concerning an individual employee's term of employment or other aspects of his or her working relationship with SADA or disciplinary matters which shall be regulated by the Disciplinary Code applicable to employees.

Disciplinary Procedure

1. Any member, Committee or other structure of the Association may complain to SSECO that a member has allegedly committed any conduct which is not in accordance with the SADA Code

of Conduct, SADA MOI, Association Rules, Branch Rules or where the conduct is likely to bring discredit to SADA or the dental profession.

2. Complaints against a member may be made by a member of the Association, any office bearer, Board Committees, Board of Directors, National Council, Branches, Specialist and Special Interest Groups or a professional body.
3. All complaints must be made in writing and where required by SSECO shall be in a form of an affidavit.
4. Complaints must state the circumstances which form the basis of the of the complaint. The complainant may further state a required outcome.

The member will be notified in writing of the complaint(s)

1. The nature of the complaint will be clearly defined. If the member does not understand the complaint, further clarity must be requested and received in writing.
2. The member will be afforded sufficient time to prepare for a written reply
3. If an enquiry is to be held the member is entitled to a representative but this is restricted to a fellow SADA member and no legal representation is permitted.
4. The member will have the opportunity to be heard and to provide evidence in defence of a complaint. The member may request the services of an interpreter.
5. The member has the right to bring witnesses and introduce relevant evidence in support of his case. It is the member's responsibility to ensure that the witnesses are present.
6. The member will be advised in writing of the outcome of the enquiry.

SSECO as the Disciplinary Committee (DC)

Members of SSECO shall constitute the disciplinary panel to consider any complaint or allegation of breach of code of conduct.

The Chairperson of SSECO shall be the Chairperson of the Disciplinary Committee.

Duties performed by the DC:

1. The Chairperson introduces the parties and states the roles of each person during the enquiry.
2. The Chairperson reads the complaint against the member and reminds the member of his/her rights. The Chairperson explains the nature of the charge(s) as well as the seriousness of the charges against the member.
3. The Chairperson advises the member of the procedures to be followed.
4. The Chairperson will ascertain if the member wants to plead to the complaint (guilty or non-guilty). The member is awarded the opportunity to respond to the complaint and furnish any evidence that may support his/her defence.
5. The Chairperson may ask questions for clarification purposes and may seek further interpretation from the complainant at any time.
6. The Chairperson will adjourn the enquiry and the DC will study all evidence provided and determine a response regarding the complaint in consultation with the Committee members.
7. The DC will independently and objectively evaluate the evidence that was presented during the enquiry.
8. The DC will separate evidence into confirmed facts and opinions.
9. The DC will decide on the merits of each party's case.
10. The DC is required to reach a majority agreement about the guilt/ non-guilt of the member. This decision as well as the reasons must be converted to writing.
11. The Chairman shall communicate within ten (10) working days of the date of the Disciplinary enquiry and communicate the findings in respect of the member's guilt or innocence as determined by the DC. Where the member has been found guilty, the member will be given an opportunity to present any evidence in mitigation.
12. The Chairperson may adjourn the enquiry again if so required.

13. The DC will then consider and weigh up the seriousness of the offence as well as the impact that the conduct has brought to the Association's reputation.
14. The DC will then determine a fair and reasonable sanction or disciplinary measure and convert in writing. This communication should be a formal, written document that sets out the nature of the complaint, that action was taken and the outcome.
15. The member will be informed of the decision. The member will also be informed of his right to appeal the decision.

Sanctions that may be issued by the Disciplinary Committee (DC)

The DC may issue the following sanctions where members have been found guilty in respect of offenses:

1. Caution the member.
2. Exercise one or more of the following disciplinary decisions, in combination or as alternative warn, admonish or reprimand any member.
3. Call for a written undertaking from the member as to future conduct and performance.
4. Offer to provide guidance / mentoring by a senior member of SADA and request regular feedback on the member's progress.
5. Suspend the Member for a definite or indefinite period with or without any specific conditions for uplifting the suspension.
6. Call for the resignation of a member.
7. Expel a member from the Association by a simple majority of the Disciplinary Committee.
8. Disqualify the member from applying for future membership.
9. Suspend the member from holding any office or positions in the Association for a definite or indefinite period with or without any specific conditions for uplifting the suspension.
10. Make any relevant recommendations to the SADA Chairperson of the Board.

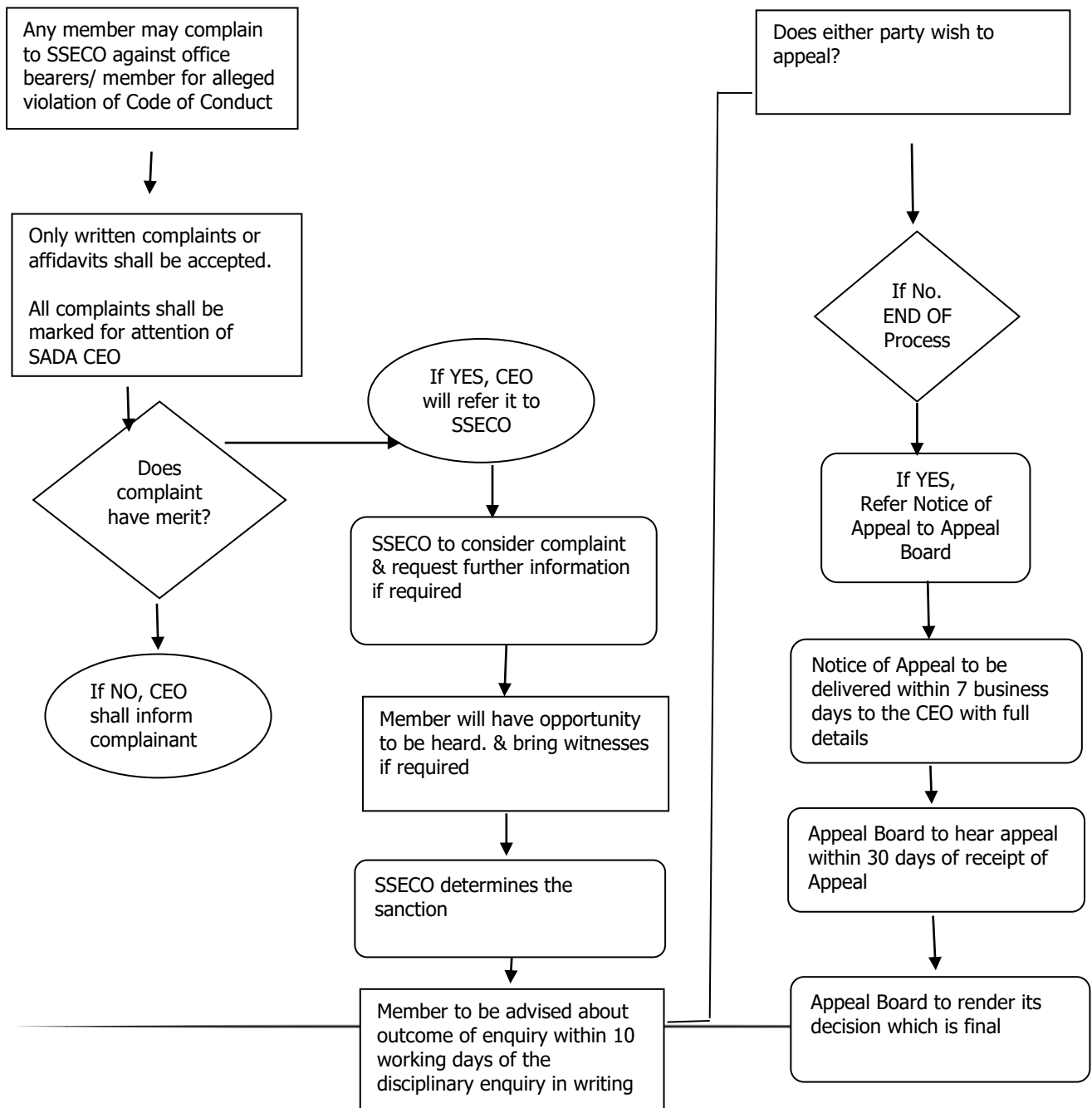
Appeal process

1. A member who has been found guilty of any offence in terms of this Disciplinary Code may, within 7 (seven) business days after the date on which notice of the decision of the Disciplinary Committee was received, lodge an appeal in writing against the decision, by submitting the full reasons on which the appeal is based to the Chief Executive Officer of SADA.
2. Upon receipt of a Notice of Appeal, the Appeal Board consisting of the Chairperson of the SADA Board, Lead Independent Director (if not available the independent non-executive director), and the SADA President shall consider the nature of the Appeal.
3. No formal appeal enquiry will take place. The purpose of the appeal is to review the facts and evidence presented at the enquiry and determine whether the original Disciplinary Committee came to the correct decision. In conducting an appeal in terms of this paragraph, the parties are not entitled to legal representation.
4. When a party appeals against a decision of the disciplinary committee in terms of the Code, the disciplinary measures applied by the disciplinary committee shall remain in force until the outcome of the appeal has been announced.
5. A copy of the notification of an appeal will be delivered to the Chair of the disciplinary committee upon receipt. Arrangements will then be made for the appeal committee's hearing of the appeal, which should commence within 30 (thirty) days of the receipt of the notification of appeal.
6. The member's right to an appeal against disciplinary action does not mean that all the matters raised at the disciplinary hearing will be "re-heard". The appeal is considered exclusively in terms of the record kept during the investigation, together with any documents presented to the appeal committee during the course of the investigation, except in cases where the Appeal

Committee, taking into account the grounds of appeal, may grant leave for the submission of oral evidence or where the appeal rests on an allegation of a fundamental irregularity which may have taken place during the proceedings and not be evident from the record.

7. After considering the appeal, the appeal committee may, uphold the appeal in its entirety or partially, and set aside or amend the findings of the disciplinary committee, including to impose a more severe sanction should such be appropriate, or reject the appeal and confirm the decision partially or in its entirety or the Appeal Committee may, before reaching a final decision on the appeal, refer any question with regard to the hearing back to the disciplinary committee or a newly constituted disciplinary committee and require a report on it or it may investigate the matter further and come to a decision.
8. If the Appeal Committee finds that fundamental irregularities have taken place during the proceedings of the relevant disciplinary committee, it is to rescind the decision of the disciplinary committee. The matter is then referred back to the disciplinary committee and who will then consider the relevant case anew.
9. The decision of the Appeal Committee is final.

DIAGRAM OF DISCIPLINARY PROCESS



22. EFFECTIVE DATE

This Policy is effective from the date of adoption thereof by the Board of Directors.

ANNEXURE A

CONFLICTS OF INTEREST

In regulating conflicts of interest, the Association recognises that all directors and office bearers, staff members, prescribed officers and nominees for and in all of the Association's structures ("collectively referred to as officers") will or may be engaging with other institutions, companies, individuals, and/or organisations for personal and/or professional reasons, which may or may not be beneficial to the Association. Similarly, individuals above may have business interests, which may present actual, potential or perceived conflict of interest for their roles within the Association

Policy Statement

SADA is committed to creating an environment in which conflicts of interest are declared as an ethical behavioural standard for all officers, and as a means to promote fair business practice.

Officers are expected to carry out their responsibilities in a manner that advances the interests of the Association and its members and are prohibited from participating in decision making processes or holding office or employment that will result in the advancement of their personal gain or gains to family members, partners or persons with whom they share a special relationship.

Policy Objective

This policy is intended to enable the Association to achieve the following objectives:

1. to regulate actual, perceived and potential conflicts of interests that arise in the course of officers' discharging their contractual and fiduciary duties to the Association.
2. to manage the beneficial aspects of developing and utilizing expertise of officers through their participation in activities of the Association and/or organisations that may result in conflicts of interests in their roles.
3. to manage the adverse impact to the contractual, service and fiduciary obligations of officers and to the reputation of the Association arising from any special relationships between officers and the Association's members, suppliers and stakeholders.

Definitions

A conflict of interest involves the actual, perceived or potential abuse of the trust that members and the public have in officers.

The simplest working definition states: **A conflict of interest is a situation in which the officer's financial or other personal considerations have the potential to compromise or bias professional judgment and objectivity.**

An **Actual Conflict** is where an officer's interest directly interferes with the ability to conduct his or her duties to the Association.

A **perceived conflict** of interest is one in which a reasonable person would think that the professional's judgment is likely to be compromised.

A **potential conflict** of interest involves a situation that may develop into an actual conflict of interest.

It is important to note that a conflict of interest exists whether or not decisions are affected by a personal interest. A conflict of interest implies only the potential for bias, not the likelihood. While a possible conflict between personal interests and the Association interests does not always result in damage to the Association, its very existence creates an inappropriate condition.

A conflict of interest may also exist when you use the Association's equipment, personnel or facilities for personal gain or use.

SADA official business must be conducted solely on the basis of merit and open competition. Officers must refrain from actions that might impair their independent judgment or provide an unfair advantage to any party.

Common sense, good judgment and the question: "how would a reasonable, disinterested but fully informed person judge a situation of actual or potential conflict?" must at all times be used to determine whether or not Conflicts of Interest exist. In most instances, Conflicts of Interest can be avoided simply by exercising good judgment and SADA relies on the sound judgment of its officers, managers, employees, committee members to prevent such conflict situations.

It is not possible for a Code of Conduct to describe exhaustively all instances where a conflict of interest could occur. It is always best to avoid a conflict of interest situation. The Code should also be read in conjunction with the other policies and procedures of the Association. In the event of any uncertainty, please seek guidance from the Board of Directors or Chief Executive Officer.

Policy Principles

Business Interests

No director, officer or nominee for any office in the Association may hold:

- a significant financial interest or ownership, either directly or indirectly or
- through a family member or associate, or
- hold or accept a position as an officer or director in an organisation, company or entity which is about to enter into, contemplating or is in a relationship of any kind with the Association.

A director, officer or nominee for any office in the Association may hold:

- a significant financial interest or ownership, either directly or indirectly or
- through a family member or associate, or
- hold or accept a position as an officer or director in an organisation, company or entity which supplies, advises or provides any service to members of the Association or the dental profession generally.

Any such financial interest should be disclosed to the Board of Directors and prior authorisation should be sought, or such individual must resign from office in the Association.

If any director or officer consider investing in an organisation which is the Association's customer (currently or in the future), supplier, competitor, the director or officer must ensure their investments do not compromise their responsibilities to the Association. Directors and officers must first obtain approval from the Board of Directors of SADA before making the investment.

Corporate Opportunities

A director or officer must not use the position of director or officer, or any information obtained while acting in the capacity as director or officer to gain an advantage for the director or officer, or for another person other than the Association or to knowingly cause harm to the Association.

The director or officer must communicate to the Board at the earliest practicable opportunity any information that comes to the director's or officer's attention unless the director or officer reasonably believes that the information is: -

- immaterial to the Association; or
- generally available to the public or known to other directors or officers; or
- is bound not to disclose that information by legal or ethical obligation of confidentiality.

Loans

Directors and officers should not borrow from the Association's clients, sponsors or from individuals or firms with which the Association does business other than commercial financial institutions.

Outside Employment

Directors and office bearers should refrain from engaging in employment with any organisation or entity that unduly interferes with his/her performance and responsibilities to the Association, or that is otherwise in conflict with or prejudicial to the Association or its policies. Any such intended employment should be disclosed to the Board of Directors and prior authorisation should be sought, or such individual must resign from office in the Association.

Outside Directorships

It is a conflict of interest if the director or officer serve as a director or office bearer of any Association or special group that directly competes with the Association or engage in its activities that are prejudicial to the interests of the Association and its members.

Although directors or officers may serve as director with an Association supplier, customer, developer or other business partner, the director or officer must first obtain approval from the Board of Directors of SADA.

Supply of Information

A potential conflict of interest arises if the director or officer supply details of any proceedings during any assessment process to anyone with an interest in its outcome. By disclosing sensitive information, the director or officer will subordinate the interests of the Association to his or her own personal interest and that of the individual to whom it is supplied.

REGISTRATION OF INTERESTS

Below are some of the categories of interests, financial and otherwise, which have to be registered with the Board of Directors of SADA.

"Registerable Interests" must be registered when directors or officers are elected or appointed and whenever their personal circumstances change.

- (a) If directors or officers are employed, they must give the name of the employer, the nature of its business and the nature of the post held in the organization, including any positions held as directors or office bearer at any other organization or special group.
- (b) If directors or officers are in a partnership or association or acting as consultant, they must give the name of the partnership or association or firm and the nature of its business.
- (c) When registering a directorship, it is necessary to provide the registered name of the undertaking in which the directorship is held and detail the nature of its business.

Unremunerated directorships should be registered under "Related Undertakings". Details of the Association and its relationship to the parent Association must be registered.

Directors or officers must register your interest in any Association in which they are director or partner which is supplying goods or services to the Association. Directors or officers must register a description of the contract, including its duration.

Directors or officers may also have significant non-financial interests and it is equally important that relevant interests such as membership or holding office in public bodies, companies, clubs, societies and organisations are registered and described.

DECLARATION OF INTERESTS AT MEETINGS

The key principles of this Code require that Directors or officers to declare interests at meetings which they attend. It is the Directors or officers' responsibility to make decisions about whether they have to declare an interest or make a judgment as to whether a declared interest prevents them from taking part in any discussions or voting. Directors or officers are in the best position to assess their personal circumstances and to judge how these circumstances affect their role as an Officer in regard to a particular matter.

Directors or officers can, of course, seek advice from the Board of Directors and senior colleagues at the Association. In making decisions Directors or officers are encouraged to err on the side of caution.

Directors or officer may sometimes feel truthfully that an interest would not influence their role as a director or officer of SADA. In deciding directors or officers must keep in mind whether a SADA member or member of the public, acting reasonably, would think that a particular interest could influence their role as a director or officer.

The above rules refer to Association meetings. Directors or officers must also apply these principles in their dealings with other Association officers, at meetings with other groups or bodies and any other meeting, formal or informal, where they are representing your Association.

Interests which require declaration

Interests to be declared may be financial or non-financial. Most of the interests Directors or officers have to declare will be their personal interests but, on occasion, they will have to consider whether the interests of other persons require them to make a declaration.

Financial Interests

1. Any financial interest registrable under any of the categories must be declared.
2. At any time, a director or officer may disclose any personal financial interest in advance, by delivering to the Board, a notice in writing setting out the nature and extent of that interest.
3. The financial interests may be those not registrable such as where you in the course of your employment or self-employment, providing professional advice to a person whose interests are a component of a matter to be dealt with by the Association's Board, Board Committee or any structures of the Association.
4. Directors or officers do not have a financial interest in respect of reimbursements or allowances for services provided to the Association.

Non-Financial Interests

1. If Directors or officers have registered a non-financial interest, they have recognised that it is significant in their dealings on behalf of the Association.
2. If Directors or officers are serving on other bodies as a SADA appointee or nominee, they must decide, in the particular circumstances surrounding any matter, whether to declare a non-financial interest.
3. Only if Directors or officers believe that, in the particular circumstances, the nature of the interest is irrelevant or without significance, should it not be declared. Directors or officers must also keep in mind their legal responsibilities to any Association of which they are a director.
4. Directors or officers will also have other private and personal interests and may serve, on bodies, societies and organisations in their private capacity. In this case Directors or officers will have to decide whether to declare a non-financial interest. In making this decision Directors or officers should consider whether their interest would be seen by SADA members in a different light because it is their interest as Director or officer of SADA as opposed to the interest of an ordinary member of the public.

Interests of Other Persons

1. All Directors' or officers' must declare their: -
 - a. financial interests; and
 - b. the financial interests of family members, partners or persons with whom they share a special relationship.
 - c. any known non-financial interest of family members, partners or persons with whom they share a special relationship.
2. In this regard this Code does not attempt to define "relative" or "friend". The key principle here is transparency with regard to any interest which might (regardless of the precise description of relationship) be objectively regarded by SADA members or member of the public, acting reasonably, as potentially affecting your responsibilities as an Officer.

Making a Declaration

1. All Directors and officers are required to make an annual declaration of non-financial or financial interest which shall be retained in a disclosure register of the Association.

2. It is the responsibility of the directors or officers to update any changes during the course of the year
3. Directors or officers who have a personal financial interest in respect of any matter which is to be considered at a Board, Board Committee or any meeting of any structure, or know that a related person has a personal financial interest in the matter, the directors or officers-
 - a. must disclose the interest and its general nature before the matter is considered at a meeting;
 - b. must disclose to the meeting any material information known and relating to the matter to the directors or officers
 - c. may disclose any observations or pertinent insights relating to the matter if requested to do so by the other directors or officers.
 - d. must not take part in the consideration of the matter.
4. Directors or officers' declaration of interest must be made before commencement of any meeting. If Directors or officers later identify the need for a declaration of interest only when a particular matter is being discussed, Directors or officers must declare the interest as soon as they realise it is necessary.
5. The oral statement of declaration of interest should identify the item or items of business to which it relates. The statement should begin with the words "I declare an interest". The statement must be sufficiently informative to enable those at the meeting to understand the nature of your interest but need not give a detailed description of the interest.

Effect of Declaration

1. Declaring a financial interest has the effect of prohibiting any participation in discussion and voting. Directors or officers should recuse themselves until discussion of the item of business is concluded.
2. A declaration of a non-financial interest involves a further exercise of judgement on their part. Directors or officers must consider the relationship between the interest which has been declared and the particular matter to be considered and relevant individual circumstances surrounding the particular matter.
3. In the final analysis, the conclusive test is whether, in the particular circumstances of the item of business, and knowing all the relevant facts, a member of SADA or a member of the public acting reasonably would consider that you might be influenced by the interest in your role as an Officer and that it would therefore be wrong to take part in any discussion or decision making.
4. If Directors or officers are not confident about the application of this objective yardstick, they should play no part in discussion and should recuse themselves until discussion of the particular item is concluded. If they, in good conscience, believe that their continued presence would not fall foul of this objective test, then declaring an interest will not preclude their involvement in discussion or voting.

Frequent Declarations of Interest

1. If Directors or officers would have to declare interests frequently at meetings of a particular committee or in respect of any role which they are asked to discharge as an Officer, they should perhaps reconsider their role or appointment with that committee or in the Association.
2. Similarly, if appointment or nomination to another body would give rise to objective concerns because of their existing personal involvements or affiliations, Directors or officers should not accept the appointment or nomination.

Dispensations

1. In some very limited circumstances, dispensations may be granted by the Board of Directors in relation to the existence of financial and non-financial interests which in terms of this Code would otherwise prohibit participation in discussion and voting.
2. Applications for dispensations will be considered by the members of the Board of Directors which will be able to entertain such requests which will apply generally to a class or description of officers who are all affected by a particular category of interest.
3. In situations where general or category dispensations are not granted by the Board of Directors, applications for particular dispensations should be made as soon as possible in advance of any meetings where dispensation is sought. You should take no part in consideration of the matter in question unless, and until, the application for dispensation is granted.