



This policy applies to all Seeds of Peace (SOPA) International Employees, Volunteers, Interns and Consultants (hereinafter collectively referred to as “Team Members”) working with Seeds of Peace (SOPA) International and its National, Regional and Field Offices (hereinafter collectively referred to as Seeds of Peace (SOPA) International).

International Code of Conduct

The provisions of this Code, as set forth in Sections A to J below are mandatory and full compliance is expected under all circumstances. The Code affirms the organization’s commitment to uphold high moral and ethical standards and specifies the basic norms of behaviour for those who are involved in representing it.

Failure to comply with the Code can have severe consequences for both the Team Members involved and Seeds Of Peace Africa (SOPA)International. The organization will impose appropriate discipline, which may include termination for violations of the Code. Furthermore, conduct that violates the Code may also violate domestic and foreign country laws and can subject both Seeds Of Peace Africa(SOPA)International and the Team Members involved to prosecution and legal sanctions.

Team Members who sign this Code are responsible for complying with it. Any Team Member who becomes aware of a violation of the Code must report that information immediately to his or her superior or a senior officer of the organization. It is a violation of this Code to discriminate or retaliate against Team Members for reporting such information.

A. Seeds Of Peace Africa(SOPA) International and its Team Members shall comply fully with all lawful requirements, both domestic and foreign, applicable to the work of the organization.

Note: Many of Seeds Of Peace Africa (SOPA) International’s activities are subject to complex and changing laws, depending on the country where they are operating. Whenever a Team Member is in doubt about the application or interpretation of any legal requirement, he / she should refer the matter to his / her superior who, if necessary, should seek the advice of the organization’s legal counsel.

B. Team Members shall not furnish, directly or indirectly, on behalf of Seeds Of Peace Africa (SOPA) International, expensive gifts or provide excessive entertainment or benefits to other persons.

Note: Team Members, whose duties permit them to do so, may furnish modest gifts, favours and entertainment to persons, other than public officials, if all of the following conditions are met:

- (i) they are not in cash or other negotiable instruments;
- (ii) they cannot reasonably be interpreted as a bribe, payoff or other improper payment and are of nominal value;
- (iii) they are made as a matter of general and accepted business practice;
- (iv) they do not contravene any law and are made in accordance with generally accepted ethical practices;
- (v) if proper accounting is made; and
- (vi) if subsequently disclosed to the public, their provision would not in any way embarrass the organization or their recipients.

Team Members are required to report all gifts given, of a value greater than \$100 (or equivalent), to their supervisor.

C. All dealings between Team Members of Seeds Of Peace Africa(SOPA) International and public officials are to be conducted in a manner that will not compromise the integrity or impugn the reputation of any public official or Seeds of Peace (SOPA) International or its affiliates.

Note: Even the appearance of impropriety in dealing with public officials, is improper and unacceptable. Any participation, whether directly or indirectly, in any bribes, kickbacks, illegal gratuities, indirect contributions or similar payments is expressly forbidden. Maintenance of a high standard of integrity is of the utmost importance to Seeds Of Peace Africa (SOPA) International.

Since the furnishing of even an inexpensive gift or a modest entertainment or benefit to a public official may be open to the interpretation that it is furnished illegally to secure the use of his or her influence as a public official, no such gift, entertainment or benefit may be furnished by a Team Member unless he or she is authorized by the International Board of Directors or duly authorized designate (an Executive Team member at Seeds Of Peace Africa(SOPA) International headquarters) to do so and complies with the conditions prescribed by the Board in that regard and with the conditions set out in Section B above.

If a Team Member is told that it is necessary to make payments directly to public officials in a country of assignment to facilitate the legitimate operations of Seeds Of Peace Africa(SOPA) International , the decision on making such payments will be done only by Team Members specifically authorized to do so by the International Board of Directors or duly authorized designate and each such payment shall be reported without delay to the Board or duly authorized designate, together with the reason therefore.

D. Team Members shall not use their employment status to obtain personal gain from those doing or seeking to do business with Seeds Of Peace Africa(SOPA)International.

Note: Except as hereinafter provided, Team Members should neither seek nor accept for themselves gifts, payments, services, fees, special advantage not available to other members of Seeds Of Peace Africa(SOPA)International or members of the general public, special valuable privileges, pleasure or vacation trips or accommodations or loans from any person (except, in the case of loans, from persons in the business of lending and then only on conventional terms) or from any organization or group that does, or is seeking to do business with

Seeds Of Peace Africa(SOPA)International or any of its affiliates. However, Team Members may accept modest gifts, favours or entertainment provided that in so doing, standards consistent with the tests relating to the furnishing of gifts set forth in Section B are met.

Team Members are required to report all gifts accepted, of a value greater than \$100 (or equivalent), to their supervisor.

E. Team Members must avoid all situations in which their personal interests conflict or might conflict with their duties to Seeds Of Peace Africa(SOPA)International

Note: Team Members should seek to avoid acquiring any interests or participating in any activities that would tend to:

(a) deprive the organization of the time or attention required to perform their duties properly; or

(b) create an obligation or distraction which would affect their judgment or ability to act solely in the organization's best interest.

In certain instances, ownership or other participation in a competing or complementary enterprise might create or appear to create such a conflict. Team Members are required to disclose in writing to their supervisors all business, commercial financial interests or activities that might reasonably be regarded as creating an actual or potential conflict with their duties of employment. The disclosure must be made immediately when such activities commence. Every Team Member who is charged with executive, managerial or supervisory responsibility is required to see that actions taken and decisions made within his or her jurisdiction are free from the influence of any interests that might reasonably be regarded as conflicting with those of Seeds Of Peace Africa(SOPA)International. Team Members must act in such a manner that their conduct will bear the closest scrutiny should circumstances demand that it be examined. Not only actual conflicts of interest but the very appearance of conflict should be avoided.

F. Seeds Of Peace Africa(SOPA)International considers certain records, reports, papers, plans or proposals as being strictly confidential in nature and Team Members are forbidden to reveal this information to individuals or groups apart from the organization without receiving proper authorization.

Note: Seeds Of Peace Africa(SOPA)International is a publicly funded organization. It is the practice and belief of the organization that Team Members, private donors and outside funding institutions should have access to normal information concerning the organization's operations, both programmatic and financial. As a result, it has developed comprehensive and responsible methods of disclosure. However, the organization maintains as strictly confidential, information that may impair its ability to operate effectively in a competitive environment, or which might infringe upon the private rights of individuals, enterprises or institutions. Team Members are therefore prohibited from divulging confidential information to anyone, except as required in the performance of their duties, or as required by law / Court order, without receiving prior authorization. Whenever a Team Member is in doubt as to whether certain information is confidential, or whether such information should be divulged, no

disclosure should be made without first consulting the Executive Team at Seeds Of Peace Africa(SOPA) International.

G. Team Members must ensure that Seeds Of Peace Africa (SOPA) International 's books and records reflect, in an accurate, fair and timely manner, the transactions and disposition of assets of the organization.

Note: All transactions must be authorized and executed in accordance with the instructions of Management and must be recorded so as to permit the accurate preparation of financial statements and to maintain accountability for assets. Access to assets is permitted only in accordance with the authorization of Management. All assets and funds are to be recorded and disclosed. The use of the organization's funds or assets for any unlawful or improper purpose is strictly prohibited and those responsible for the accounting and record-keeping functions are expected to be vigilant in ensuring enforcement of this prohibition.

H. Team Members must adhere to the policy of Seeds Of Peace Africa(SOPA)International which is to provide a work environment free of discrimination and harassment in which individuals are accorded equality of employment opportunity based upon merit and ability.

Note: Discriminatory practices based on any ground protected by applicable human rights laws which may include but may not be limited to: race, sex, colour, national or ethnic origin, religion, marital status, family status, age, sexual orientation, disability, ancestry, citizenship, creed, record of offences or any other characteristic protected by applicable legislation will not be tolerated. Team Members are entitled to freedom from sexual solicitation and harassment as well as all other forms of harassment in the workplace.

It is not a discriminatory practice to make a distinction between persons based on bona fide occupational requirements (e.g., a Driver requires a Driver's License, and cannot be appointed without one). Since bona fide occupational requirements are narrowly defined, such distinctions should not be undertaken without first obtaining express authorization from Management.

I. Team Members must comply with the Child Protection Policy of Seeds Of Peace Africa (SOPA) International

Note: Seeds Of Peace Africa (SOPA) International is committed to creating a healthier and safer world by promoting every child's Seeds Of Peace Africa (SOPA) International. It upholds the welfare of children wherever it operates, and opposes all forms of child exploitation and abuse, including physical and sexual abuse.

Seeds of Peace (SOPA) International Child Protection Policy Statement and Principles aim to ensure a safe and positive environment for children. Seeds of Peace (SOPA) International Child Protection Policy Statement and Principles are based on the UN Convention on the Rights of the Child (CRC). CRC principles are paramount, even where local customs and traditions may differ.

Seeds of Peace (SOPA) International Child Protection Policy Statement and Principles include equal rights to protection and respect for the wishes, feelings and actions of children and young adults. Furthermore, Seeds of Peace (SOPA) International Child Protection Policy Statement and Principles recognize that the welfare of a child is paramount and its duty of care toward children with whom Seeds of Peace (SOPA) International Personnel work. To ensure these principles are reflected in the work of Seeds of Peace (SOPA) International, the organization encourages openness about concerns related to child protection. The organization also shares information and resources with Team Members to adopt best practices to safeguard and protect young people from abuse, and themselves against false allegations.

All Team Members must adhere to Seeds of Peace (SOPA) International Child Protection Policy Statement and Principles, and commit to it by signing it. Field based Team Members must take special care to be educated in all aspects of child protection, CRC principles and local customs and traditions that could differ from these principles; and establish contacts with other agencies providing child protection services on the ground, as well as local child protection authorities; and monitor internal reporting systems.

J. Team members must maintain a level of personal conduct that will not reflect negatively on themselves or on the credentials of Seeds Of Peace Africa(SOPA)International

Note: In varying measure, each Team Member, whether at home or abroad, represents the organization in his or her relations with others, whether clients, suppliers, other Team Members, governments, or the general public. Whatever the area of activity and whatever the degree of responsibility, the organization expects each Team Member to act in a manner that will enhance Seeds Of Peace Africa(SOPA)International's reputation for honesty and integrity.

Team Members whose conduct is contrary to the ethical standards of any profession and/or involves dishonesty and compromises the integrity of Seeds Of Peace Africa(SOPA)International will be subject to disciplinary measures and/or dismissal.

Team Members living and working in the field are especially vulnerable, and should take particular care to comply with the Code. While it is understood that Team Members working and living in a high risk environment are under more stress than those working in a non risk environment, all Team Members are expected to conduct themselves in a responsible manner at all times. This includes a requirement to avoid excessive use of alcohol, the use of illegal drugs or mind altering substances, the use of abusive or culturally insensitive language and a promiscuous lifestyle which proves to directly and negatively affect other Team Members and the reputation of Seeds Of Peace Africa(SOPA)International as a whole. Furthermore, Team Members understand that it is not appropriate to, and accordingly shall not, while posted overseas, engage in personal relationships with local staff members and beneficiaries of Seeds Of Peace Africa(SOPA)International programming, to a degree that would create a distraction, obligation or dependency on the part of either party in the relationship.

Distribution

All Team Members of Seeds Of Peace Africa(SOPA)International will be provided with a copy of this Code. To ensure a proper understanding of the Code, any questions as to its application to the area of responsibility and jurisdiction of the Team Member will be explained by the Team Member's supervisor.

At commencement of employment and at least once a year thereafter, each Team Member shall sign the prescribed form of acknowledgment, which will be retained by the head of the department, who shall confirm annually to senior management that each such Team Member under his or her jurisdiction has completed the required form acknowledging having read or reread, as the case may be, the current version of the Code of Conduct.

In addition, in cases where, as an alternative to employment, an individual is engaged under contract to provide services to the organization and that individual has managerial or supervisory responsibilities or deals on the organization's behalf with government officials, or has access to confidential information, such individual will be provided with a copy of this Code and shall sign the prescribed form of acknowledgment, and in connection with the provision of services to the organization, this Code shall apply to such individuals fully as if he or she were a Team Member of Seeds Of Peace Africa(SOPA)International.

Form of Acknowledgment

I acknowledge that I have received a copy of the Seeds Of Peace Africa (SOPA) International Code of Conduct dated October 2006 and that I have read (or reread) it this year. I fully understand the provisions of the Code of Conduct and acknowledge and accept that my continued employment or engagement will be dependent upon my compliance with the Organization's rules and policies as set forth in the Code of Conduct, and failure to comply can result in termination of employment or engagement without notice.

I also understand that I have an obligation to report any violation of these rules and policies in the manner set forth in the Code of Conduct.

I further acknowledge that Seeds Of Peace Africa(SOPA)International may revise the Code of Conduct at any time and I agree to comply with any revisions to the code of Conduct.

Name of Team Member

Signature of Team Member

Location

Date

Witness