



MEMBER CODE OF **PROFESSIONAL CONDUCT**

IoDSA

Table of Contents

1. DEFINITIONS.....	3
2. INTRODUCTION	3
3. SCOPE AND APPLICATION	3
4. STRUCTURE OF THE CODE.....	4
5. FUNDAMENTAL PRINCIPLES.....	4
6. SPECIFIC PRINCIPLES	5

1. DEFINITIONS

Board	means the Board of Directors of the IoDSA.
Code	means this IoDSA Member Code of Professional Conduct applicable to Members of the IoDSA, as amended from time to time ¹ .
Conduct:	means, without derogating from the generality of the term, an act(s) or omission(s) by a Member.
IoDSA	means the Institute of Directors in South Africa NPC.
IoDSA's Regulations:	means any rules, policies, regulations and similar documentation established under or through IoDSA's Memorandum of Incorporation or through a decision of the IoDSA's Board or executive and includes, but is not limited to, regulations relating to membership, professional designations or certifications, Member conduct (i.e. this Code) and disciplinary procedures, continuing professional development and the like, as determined from time to time.
King Code	means the <u>King IV Report on Corporate Governance™ in South Africa 2016</u> .
Member	means member as defined in the IoDSA's Memorandum of Incorporation.
Misconduct	means misconduct as defined in the IoDSA Member Disciplinary Regulations.
Organisation	means, without derogating from the generality of the term, the organisation(s) (irrespective of juristic form) to which the Member owns or is appointed, assigned, employed or contracted from time to time.
Profession	means the profession of a "director" or "governing body member" (as defined in the Companies Act 71 of 2008 or King Code) or similar role within an organisation, irrespective of the actual designation of such role.

2. INTRODUCTION

This Code provides a proactive approach to promoting sound governance and responsible conduct by Members of the IoDSA who, through their membership of the IoDSA, have undertaken to perform and execute their role and responsibilities in an ethical and professional manner, as provided for in this Code.

3. SCOPE AND APPLICATION

This Code applies to Members by virtue of their membership to the IoDSA, and any breaches of the Code will be managed in accordance with the IoDSA's [Member Disciplinary Regulations](#).

¹ IoDSA Member Code of Professional Conduct approved on 24 April 2025 with immediate effect

4. STRUCTURE OF THE CODE

This Code comprises:

4.1. Fundamental principles:

There are six (6) fundamental principles which provide Members with the standards expected for ethical and effective decision-making and conduct. These principles are an important reference point for Members and should form the basis for their day-to-day conduct.

4.2. Specific principles:

The Code further provides specific conduct principles expected from Members in three key areas. These principles embody the responsibilities and obligations that Members commit to towards:

- their Organisation(s);
- the Profession; and
- the IoDSA.

The content of this Code avoids strict specificity so as to prevent inadvertent limitation of the application of the principles contained therein. In interpreting the Code, the principles must be applied to advance and promote the spirit of this Code.

5. FUNDAMENTAL PRINCIPLES

5.1. Integrity

Members must perform their role and execute their responsibilities in an open and honest manner. They must avoid pervasive conflicts of interest or otherwise declare and manage them in an appropriate manner.

Members must not engage in any unlawful or unethical activity or be a party to any transaction or relationship which brings them, their Organisation(s), the Profession or the IoDSA and/or its members into disrepute.

5.2. Competence

Members must attain and maintain an appropriate level of knowledge and skill to enable themselves to effectively execute their role and responsibilities.

Members must act with due care, skill and diligence in the performance of their role and the execution of their responsibilities.

Members must continually improve upon their proficiency and effectiveness so as to benefit their Organisation(s), its stakeholders and the Profession as a whole.

Members must ensure that they demonstrate the applicable technical and personal competencies expected of directors as outlined in the [IoDSA's Director Competency Framework](#).

5.3. Responsibility

Members must be diligent in the performance of their role and the execution of their responsibilities, devote sufficient time and consideration to their duties, and contribute effectively to their roles.

Members must not accept more appointments than they can reasonably and effectively manage.

5.4. Accountability

Members must remain accountable at all times for their role and the execution of their responsibilities, even when these were delegated.

5.5. Fairness

Members must act with independence of mind, based on fair, rational and objective criteria, in the execution of their roles and responsibilities; and must consider the legitimate and best interest of their Organisation(s) in decision-making and strategy.

5.6. Transparency

Members must commit to being appropriately transparent in the manner in which they exercise their governance roles and responsibilities.

6. SPECIFIC PRINCIPLES

6.1. Members' responsibilities and obligations towards their Organisation(s):

In meeting their responsibilities and obligations towards their Organisation(s), Members must:

- (a) Act in good faith and in the best interests of the Organisation.
- (b) Ensure that they promote and apply good governance practices within the Organisations they serve and in respect to their individual actions as directors; as outlined in the King Code.
- (c) Use their best endeavours to ensure that they, and their Organisation(s) abide by, and comply with, both the letter and spirit of laws, regulations and codes of best practice relevant to their office and their Organisation(s) and that they and their Organisation(s) act ethically beyond mere legal compliance.
- (d) Exercise prudent, fair and reasonable judgement in the evaluation of risk and opportunity pertaining to their Organisation(s) and ensure that they make informed decisions based on sound reasoning.
- (e) Adopt a stakeholder-inclusive approach to organisational decision-making.
- (f) Promote and advance an ethical organisational culture within, and a responsible corporate citizenship approach for and on behalf of, their Organisation(s).
- (g) Use their best endeavours to ensure that their Organisation's reporting and communication with its stakeholders is timely, accurate and complete.
- (h) While balancing the need for transparency with considerations of confidentiality, ensure that they at all times only use confidential information for a legitimate purpose, during and after their engagement with the Organisation(s).
- (i) Not act outside of their delegated powers, except with the necessary authorisation.

6.2. Members' responsibilities and obligations towards the Profession:

In meeting their responsibilities and obligations towards the Profession, Members must:

- (a) Observe both the letter and spirit of the Code so as to promote and advance the Profession in South Africa.
- (b) Endeavour to promote and advance the professionalisation of directorship in South Africa, in support of the growth and development of the Profession as a whole.
- (c) Not engage in conduct that adversely reflects on the reputation and integrity of the Profession.
- (d) Endeavour to report, and do so in good faith and in the manner prescribed by the IoDSA Member Regulations, known or suspected misconduct of another Member.
- (e) Ensure their ongoing compliance with applicable laws and regulatory requirements and not conduct themselves or their affairs in a manner that may give rise to a civil judgment, regulatory action, provisional or final sequestration, removal from an office of trust, a criminal conviction or being declared delinquent.

6.3. Members' responsibilities and obligations towards the IoDSA:

In meeting their responsibilities and obligations towards the IoDSA, Members must:

- (a) Abide by, and comply with, all IoDSA Regulations, as amended from time to time.
- (b) When they are also members, affiliates or associates of another organisation, institute, regulatory or controlling body, or association, ensure adherence to such entities' rules, regulations and codes, and inform the IoDSA, at the earliest possible time, of any administrative, punitive or disciplinary action taken against them by such an entity.
- (c) Comply with the IoDSA requirements for using the IoDSA's intellectual property.
- (d) Make timeous payments to the IoDSA for all payments due.
- (e) Accurately represent their affiliation with IoDSA and may only refer to their membership, designation, or post-nominals as expressly permitted.
- (f) Not misstate any authority to represent the IoDSA or conduct themselves in a manner so as to lead others to believe that they are representing the IoDSA in an official capacity or as an agent, unless they have been duly authorised to do so in writing by an authorised executive manager of the IoDSA and/or in terms of a formal contractual agreement.
- (g) Not conduct themselves in a manner that is obstructive or harmful to the interests and/or reputation of the IoDSA.
- (h) Not engage, or incite or encourage others to engage, in conduct that adversely reflects on the reputation of the IoDSA or which brings the IoDSA and/or its Members into disrepute.
- (i) Not directly or indirectly disrupt or discredit, or incite or encourage others to disrupt or discredit, the IoDSA in its activities and initiatives to promote and advance the Profession and/or good corporate governance in South Africa.