



CODE OF ETHICS & DISCIPLINE

bBrave

bullying: awareness & support

c/o 3, Honeycomb, Preziosi Street, Alley 2,
Hal Lija, LJA 1190, MALTA

Telephone: +356 79 80 81 82

Email: info@bbrave.org.mt

Website: www.bbrave.org.mt

*Registered With the Commissioner for Voluntary Organisations VO No. 1422
Registered With the Registrar for Legal Persons with Registration Number LPA-118*



Revision and Distribution History

Version	Effective Date	Change(s)	Author(s)	Approving Body
1	29 th August 2019	First version	Ethics & Disciplinary Committee	Council
2	19 th May 2022	<p><u>Added:</u> 2.6, 2.7.1.3, 2.13, 2.17, 2.18, 2.19, 2.22, 2.23, 2.24, 3.2.1-6, 3.6, 3.7, 3.8, 4.2.4.9, 4.2.6, 5.2.1.4, 5.2.1.5, 6.3</p> <p><u>Amended:</u> 1.1, 1.3, 2.3, 2.21, 3.1, 4.1, 4.2.1.2, 4.2.4, 4.2.5, 5.1, 5.2, 5.2.4.1, 6.1, 6.2, 7.2.2, 7.2.3, 7.5.1</p> <p><u>Renumbered:</u> 2.6 (now 2.7), 2.7-2.11 (now 2.8-2.12), 2.12-2,14 (now 2.14-2.16), 2.15 (now 2.20), 2.16 (now 2.21) 3.2-3.4(3.3-3.5)</p>	Ethics & Disciplinary Committee	Council

Distribution List

Council Members, Committee Members, Public

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1. Purpose of the Code of Ethics & Discipline

- 1.1. This Code of Ethics & Discipline (this "**Code**") is intended to assist members of bBrave's Council and Committees to improve and raise their standards of good governance, good practice and accountability for the purpose of efficiency, credibility, the advancement of bBrave and in the general public interest.
- 1.2. Good governance and practice are key factors for the running of bBrave and includes effective, efficient, democratic and ethically correct management.
- 1.3. This Code seeks to lay down a framework for appropriate behaviour having regard to bBrave's members, the voluntary sector, and the community in general. This Code is intended to assist bBrave members in giving the organisation transparency, credibility, professionalism and public trust in the organisation's work.

2. The Council and the Committees

- 2.1. The Council and the Committees shall have clear functions and responsibilities, which must be carried out effectively, with team spirit, and in accordance with best practice. Members of these bodies shall collaborate, cooperate and coordinate as necessary, acting prudently, in the interest of bBrave.
- 2.2. The governance of bBrave is purely custodial, hence no Council or Committee member, or any bBrave member, holds any rights to ownership over bBrave or any of its property. Nevertheless, the Council members are individually accountable for their actions towards other Council or Committee members, bBrave members, as well as the general public.
- 2.3. Council and Committee members shall regard their service as a selfless service and therefore services performed by the Council members are performed without the expectation of material reward unless the Statute of bBrave (the "**Statute**") allows such reward/remuneration and a prior written agreement to the contrary is reached with bBrave.
- 2.4. bBrave operates as a non-profit making organisation, and as such, the Council and Committee members are generally not entitled to receive remuneration for their services. Nevertheless, the Council and Committee members shall act ethically and professionally at all times in administering bBrave.
- 2.5. Any bBrave member requiring re-imbusement for expenses incurred on behalf of bBrave should first seek authorisation prior to incurring the expense, unless an applicable procedure allows otherwise, in which case, expenses

shall be incurred in line with such procedure.

- 2.6.** Any urgent and unavoidable expenses that do not exceed the amount of one hundred euro (€100) per month may be made by a Council member, and are to be reimbursed by bBrave to such member after having been provided with the written consent of at least two Council members.
- 2.7.** Council and Committee members shall strive to avoid conflicts of interest, and where applicable, ensure to unequivocally declare such conflicts promptly:
 - 2.7.1.** Any Council or Committee member may represent other voluntary organisations, aside from bBrave, as long as no conflict of interest will arise. Such members are to act with integrity at all times;
 - 2.7.1.1.** Should any of the Council or Committee members deem to have such conflict of interests, they shall submit a declaration to the remaining members of the Council stating their concerns for their judgement; and
 - 2.7.1.2.** Should the Council member fail to submit a declaration, bBrave shall have the right to remove the Council member from their respective position in the representation of bBrave; and
 - 2.7.1.3.** Should any member, while occupying a position of member of the Council of bBrave, also occupy any position of public office listed in the Voluntary Organisations Act (CAP 492) (the "**Act**") with powers to act on behalf of the Government, such member's role(s) within the organisation should be considered as separate and distinct from his role within the government, and hence the organisation ought not to be considered controlled by the Government.
 - 2.7.2.** Conflicts or potential conflicts of interests shall be declared by Council and Committee members at the outset of every meeting, or immediately once the conflict is identified. Where Minutes are taken, such declarations are to be noted down.
- 2.8.** Any Committee set up by the Statute or appointed by the Council shall apply the same principles as the Council. Unless the Statute provides otherwise, Committee members shall be responsible for their action and report to the Council, and the Council shall supervise the operations of the Committees.

The Ethics & Disciplinary Committee reports to the members of bBrave in General Meeting.

- 2.9.** Council and Committee members are entrusted with ensuring that the objectives of bBrave are fulfilled.
- 2.10.** Council members shall set bBrave's policies, budgets, plans and strategic direction, and uphold its values. Council members shall also set bBrave's standards of conduct.
- 2.11.** Council and Committee members shall be collectively responsible for ensuring that bBrave is performing to suitable standards, is solvent and is fulfilling its objects, as well as complying with its values, its Statute, this Code and other procedures, and any applicable legislation. Any shortcomings or suspected shortcomings must be reported to the Council and/or the Ethics & Disciplinary Committee, as applicable.
- 2.12.** Council and Committee members shall be responsible for the property of bBrave, whether physical or intellectual.
- 2.13.** bBrave's Members shall make the Statute, annual report and accounts available for inspection and free of charge.
- 2.14.** Council and Committee members cannot exonerate themselves from liability arising from a breach of trust which is the result of fraud, wilful misconduct or gross negligence on their part.
- 2.15.** bBrave members shall refrain from exercising any abuse of power, any misconduct, fraudulent behaviour or any other unlawful act which would be to the detriment of bBrave (including reputational damage), its objects, and in breach of the principles of good governance and good practice as set out in this Code.
- 2.16.** Council members shall regularly review bBrave's practices and strategies for the sake of its own effectiveness and efficiency and take the necessary steps for improvement. It shall set aside the necessary time to evaluate and consider its performance and functioning as a team.
- 2.17.** Should a Council member become aware of any Statute provision or document being unethical, illegal or in contravention with the Code, they are to submit a copy of the Statute to the Commissioner for Voluntary Organisations (the "**CVO**") with a covering letter indicating any reservations.
- 2.18.** Members are to seek the advice of the CVO in writing should bBrave's governing documents (including its Statute) not allow them to adopt any of the recommendations laid out in the *Code of Good Governance, Practice and*

Ethics for Administrators of Voluntary Organisations issued by the CVO (the “**CVO’s Code**”).

- 2.19.** Should a Statute provision or any other document differ from the version submitted to the CVO, the Members are obliged to submit a declaration stating the dated minutes of the meeting in which the differing document was approved.
- 2.20.** In order to adequately perform their duties, powers and responsibilities, Council members shall ensure that they have a complete understanding of the activities and purposes of bBrave and of the Statute regulating it and shall seek legal and professional advice when it becomes necessary for such purpose.
- 2.21.** The Council and Committee members shall ensure that bBrave shall abide by any relevant provisions that are laid down in the Statute, this Code, the Act, the Civil Code, and any other relevant laws and/or regulations.
- 2.22.** At least two (2) Council members must attend courses and/or training sessions intended for their better performance, organised by any other public or private reputable institution, the Malta Council for the Voluntary Sector and/or the Office of the CVO.
- 2.23.** If the term of office of a Council member comes to an end, they must hand in any information, property or documents (whether physical, electronic or otherwise) belonging or pertaining to bBrave within three (3) days from their termination to the then current President, Vice-President or Secretary General of bBrave.
- 2.24.** Persons are to be deemed unfit for the position of Council and Committee members should they be convicted of any of the crimes mentioned in Titles V, VI and IX of Part II of Book First of the Criminal Code in the previous ten years or have been interdicted by order of any court in Malta in terms of the Criminal Code, or overseas under laws of equivalent effect.

3. Employment and Engagement

- 3.1.** Any Council and Committee member, donor, founder, promoter, member, or volunteer is only permitted to receive remuneration for their services if such employment or engagement is allowed by the Statute. bBrave must agree to employ or engage them under a contract unless they are the providers of any goods or services to the organisation.
- 3.2.** Such remuneration must satisfy the criteria found in Article 11 of the First Schedule of the Act and in the CVO, including the below:

- 3.2.1.** The remuneration must be strictly attributable to those functions being the subject of the written contract or to the governing provisions relating to goods or services rendered to bBrave;
 - 3.2.2.** The remuneration must not be excessive and must be in accordance with market levels and market conditions and of material irrelevance when compared to the overall income and expenditure of bBrave;
 - 3.2.3.** The remuneration is not as such as to prejudice the achievement of the purposes and objectives of bBrave, or its sustainability;
 - 3.2.4.** The remuneration is subject to the filings submitted by bBrave in terms of the *Voluntary Organisations (Annual Returns and Annual Accounts) Regulations* (S.L. 492.02); and
 - 3.2.5.** The remuneration is recorded in sufficient detail in the Minutes of the General Meeting and in the case of an investigation subject to any complaint on such matters, such Minutes shall be submitted to the CVO, upon his request in writing, or to the Court, as the case may be.
 - 3.2.6.** The remuneration is stated in the contract of employment, a copy which is to be given to the CVO signed by the employee, President, Vice-President and Treasurer on every page of the same document
- 3.3.** Any employee of bBrave shall provide a written authorisation to bBrave for the purpose of disclosing the services being provided through the employment in the annual report published each year.
- 3.4.** The Council members shall supervise bBrave employees, who shall report to the Council unless a designated Council or Committee member/s is appointed as their direct superior, in which case, such Council or Committee member shall report to the Council on the employees' activities.
- 3.5.** All actions taken in the recruitment, engagement or appointment of individuals to the Council, the Committees, and generally, the selection for any opportunities, shall be done by upholding the principles of equal opportunity and diversity.
- Provided that priority shall always be given to the mission, objectives, sustainability and success of bBrave.
- 3.6.** A clear distinction must be drawn between the services a person provides as a bBrave Council or Committee member or volunteer and the services such person provides as an employee or contractor.
- 3.7.** Council members must not assume multiple roles of President and/or Treasurer and/or Secretary General.

- 3.8.** Should a Council or Committee member be granted an honorarium, which may include a salary, fee or other payment of service, the decisions regarding such payments must not be taken in such member's presence. This condition does not include decisions taken on any refunds due to a member for any expenses incurred on behalf of any organisation where the presentation of receipts is, therefore, necessary for discussion and evaluation during such meetings.

4. Reporting Obligations

- 4.1.** The Council and Committee members hold a fiduciary position, and hence each Council member must act in utmost good faith. The Council and the Committees are responsible to maintain credibility, accountability and transparency of bBrave; therefore, the actions performed by the Council and Committee members reflect accordingly on bBrave's reputation.
- 4.2.** As part of bBrave's reporting obligations, the Council is required to:
- 4.2.1.** Prepare the annual accounts of bBrave in accordance with:
 - 4.2.1.1.** Article 10 of the Second Schedule to the Civil Code;
 - 4.2.1.2.** Article 12(1)(g) and (i) of the Act; and
 - 4.2.1.3.** The relevant laws and regulations;
 - 4.2.2.** Prepare the annual reports of bBrave with detailed accounts of the activities organised in the preceding year;
 - 4.2.3.** Ensure compliance with the Statute, as amended;
 - 4.2.4.** Maintain up to date records with particulars and details (name, address, and identity card or passport numbers, or registration numbers) on the various stakeholders, including:
 - 4.2.4.1.** Promoters;
 - 4.2.4.2.** Members;
 - 4.2.4.3.** Council members;
 - 4.2.4.4.** Committee members;
 - 4.2.4.5.** Founders;
 - 4.2.4.6.** Volunteers;

- 4.2.4.7.** Donors; and
- 4.2.4.8.** Beneficiaries; and
- 4.2.4.9.** other persons with a strong connection with bBrave or making a significant contribution.
- 4.2.5.** Maintain up to date records on the state, amount and actions taken with regards to any new and/or existing property of bBrave and any additions in relation thereto for a minimum of ten (10) years.
- 4.2.6.** Every Council member shall have the right to access any information regarding the organisation which the administrator may require under any applicable law/s.

5. Fundamental Principles of the Code

- 5.1.** This Code is the basis by which members who are representing bBrave must take into consideration prior to taking any action. These fundamental principles should be embedded as part of the routine in decision making for the benefit of bBrave, the target audience of bBrave as well as the general public.
- 5.2.** This Code's principles can be summarised in four (4) separate sections:
 - 5.2.1.** *Integrity*
 - 5.2.1.1.** bBrave members shall have a duty to show high standards of personal integrity and accountability in the performance of their duties at all times, be it with internal or external stakeholders. Their duties shall be carried out with utmost good faith and honesty in all cases.
 - 5.2.1.2.** No member shall knowingly associate themselves with reports, communications or other forms of information whereby they believe that the information is false/misleading, without proper due diligence and/or is omitting or obscuring important facts which can impact on another party's opinion.
 - 5.2.1.3.** Should any of the members of bBrave become aware of such instances, they shall inform the Council immediately

in order for the correct action to be taken for rectification of the situation.

5.2.1.4. Every Council member shall regularly provide an updated police conduct certificate to the Secretary General, who shall make this available to the CVO, as required.

5.2.1.5. Should a Council member be made aware of documents, including a judgement or the police conduct belonging to himself or another member of the Council which may render the member ineligible of assuming the role, such member must inform the CVO within fifteen (15) days of learning this information.

5.2.2. *Objectivity*

5.2.2.1. Members of bBrave should ensure that all decisions being taken are not influenced by bias, conflict of interest or undue influence of others.

5.2.2.2. No member shall undertake to enter a business relationship on behalf of bBrave with other parties that hold undue influence over the judgement of the said member regarding any activity which bBrave is organising.

5.2.3. *Professional Due Care*

5.2.3.1. Members of bBrave should consider whether they hold the necessary expertise to service the community prior to acting. Any service done without the necessary expertise could lead to potential dis-service to the clients of bBrave.

5.2.3.2. Members of bBrave should employ diligence in their responsibilities of fulfilling a requirement. Assignments must be completed carefully, thoroughly and on a timely basis.

5.2.3.3. Where appropriate, members of bBrave shall make clients aware of the limitations inherent in the services of activities which bBrave is striving to provide.

5.2.4. *Confidentiality*

5.2.4.1. All members of bBrave shall at all times respect the confidentiality of the information acquired as a result of the activities carried out by bBrave.

5.2.4.2. From time to time, bBrave will be handling sensitive cases of which the nature can vary. In such instances the members of bBrave must ensure to:

5.2.4.2.1. Not disclose confidential information to parties (including other colleagues who work in bBrave, immediate or close family members) other than on a need-to-know basis;

5.2.4.2.2. Maintain confidentiality with respect to any information provided by beneficiaries or potential beneficiaries (the "**Beneficiaries**");

5.2.4.2.3. Not use or disclose confidential information for personal or third-party advantage;

5.2.4.2.4. Not use or disclose confidential information even after the relationship with the Beneficiaries has ended; and

5.2.4.2.5. Comply with data protection legislation in force at the time.

5.2.4.3. Disclosure of confidential information is only permitted if there is a legal or professional duty or a right to disclose such information.

5.2.4.4. bBrave must ensure that all members participating in the handling of sensitive information are taking reasonable steps to ensure abidance to the duty of confidentiality.

6. Code of Good Governance, Practice and Ethics for Administrators of Voluntary Organisations (CVO)

6.1. Unless specifically excluded, or provide for, in this Code, this Code is intended

to operate in parallel with the CVO's Code.

6.2. In the event of any conflict between this Code and the CVO's Code, the stipulations in the CVO's Code shall supersede those of this Code.

6.3. Council members are to make a statement in the annual returns to the CVO that they are adhering to the law and the CVO's Code.

7. Disciplinary Proceedings

7.1. The Ethics & Disciplinary Committee is constituted in terms of the Statute.

7.2. The objectives of the Ethics & Disciplinary Committee shall be to:

7.2.1. monitor the ethical behaviour of the Council and the other Committees;

7.2.2. manage and ensure compliance with the Statute and this Code;

7.2.3. assist and give advice to bBrave members on ethical dilemmas encountered in society that could potentially lead to a breach of ethics by the member in the execution of a particular task or mode of behaviour on behalf of bBrave;

7.2.4. recommend to the Council to report to the relevant authorities or partner organisations those cases which do not fall within its competence;

7.2.5. conduct disciplinary proceedings and adjudicate thereupon; and

7.2.6. carry out such other tasks as requested by the Council.

7.3. The Ethics & Disciplinary Committee shall be composed of three (3) individuals, who may not necessarily be members of bBrave, but must be elected by the bBrave members in General Meeting. The members shall decide between them as to who shall act as Chairperson, Secretary and ordinary member. A number of reserve members may also be available in case a serving member is unavailable or unable to serve due to a conflict of interest.

7.4. Decisions by the Ethics & Disciplinary Committee shall be taken by a majority of votes.

7.5. Disciplinary proceedings may be brought against any bBrave member/s for

alleged misbehaviour, including those accused to have:

- 7.5.1.** breached the Statute, this Code, or any other rules and procedures of bBrave;
 - 7.5.2.** brought, or attempted to bring, disrepute onto bBrave;
 - 7.5.3.** performed material acts of bullying; or
 - 7.5.4.** otherwise acted against the interests of bBrave.
- 7.6.** Disciplinary proceedings shall be held before the Ethics & Disciplinary Committee, and where such Committee is not constituted, such functions shall be carried out by the Council. No person may hear and adjudicate a disciplinary hearing if there is a conflict of interest or potential conflict of interest. If one (1) or more members of the Ethics & Disciplinary Committee shall have such a conflict, the Council shall elect such other individuals to temporarily sit on the Ethics & Disciplinary Committee to hear the conflicted case.
- 7.7.** A member accused of misconduct shall be given an adequate time period to respond to the allegations.
- 7.8.** If the said member fails to appear before the Ethics & Disciplinary Committee without reasonable justification, such absence shall be considered an admission of the allegations.
- 7.9.** If the misbehaviour is proven, or if the member fails to appear for the disciplinary proceedings as contemplated in Section 7.6. above, the member shall be either temporarily suspended or permanently dismissed from bBrave.
- 7.10.** Decisions of the Ethics & Disciplinary Committee shall be timely, delivered in writing to the concerned parties, and contain reasons for the decisions given.
- 7.11.** An appeal from the decisions made by the Ethics & Disciplinary Committee must be addressed in writing to the Ethics & Disciplinary Committee itself.
- 7.12.** Appeals may only be accepted where it is shown in the appeal application, on a *prima facie* basis, that the decision was manifestly unjust or that the correct procedure was not followed. Frivolous appeals will be immediately dropped, with a confirmation in writing to the appellant being made by the Ethics & Disciplinary Committee that the appeal is not being accepted on these grounds, and the original decision being upheld.
- 7.13.** The appeal shall be heard by the Ethics & Disciplinary Committee, this time with one (1) of its members not being a member that had been involved in the original proceedings. One (1) of the reserve members shall be requested to hear the appeal along with the other two (2) members. If no reserve

member is available, a third member shall be appointed by the Council to hear the appeal at the earliest time possible.

- 7.14.** The Council may only exceptionally accept the readmission of a dismissed member for valid reasons.

8. Public Communications

- 8.1.** bBrave members must always consider the social impact of their actions. Since the Beneficiaries of bBrave are members of the general public, members should strive to improve the communication media used by bBrave to reach its audience and use such media properly and effectively.