Chapter 1 : Current Rules of Professional Conduct

The seven new rules of conduct that corporations will have to observe, sooner rather than later. (1) Legitimacy: to earn and retain social legitimacy the corporation must define its mission in terms of social purpose, rather than the maximization of profit.

History[edit] Business ethics reflect the norms of each historical period. As time passes, norms evolve, causing accepted behaviors to become objectionable. Business ethics and the resulting behavior evolved as well. Business was involved in slavery , [6] [7] [8] colonialism , [9] [10] and the cold war. By the mids at least courses in business ethics reached 40, students, using some twenty textbooks and at least ten casebooks supported by professional societies, centers and journals of business ethics. The Society for Business Ethics was founded in European business schools adopted business ethics after commencing with the European Business Ethics Network. The concept of business ethics caught the attention of academics, media and business firms by the end of the Cold War. This era began the belief and support of self-regulation and free trade, which lifted tariffs and barriers and allowed businesses to merge and divest in an increasing global atmosphere. Many verses discuss business ethics, in particular verse , adapting to a changing environment in verses , , and , learning the intricacies of different tasks in verses and Corporate entities are legally considered as persons in the United States and in most nations. Ethics are the rules or standards that govern our decisions on a daily basis. A business cannot have responsibilities. So the question is, do corporate executives, provided they stay within the law, have responsibilities in their business activities other than to make as much money for their stockholders as possible? And my answer to that is, no, they do not. For example, they can hold title to property, sue and be sued and are subject to taxation, although their free speech rights are limited. This can be interpreted to imply that they have independent ethical responsibilities. Issues concerning relations between different companies include hostile take-overs and industrial espionage. The way a corporate psychopath can rise in a company is by their manipulation, scheming, and bullying. They do this in a way that can hide their true character and intentions within a company. Functional business areas[edit] Finance[edit] Fundamentally, finance is a social science discipline. It concerns technical issues such as the mix of debt and equity , dividend policy , the evaluation of alternative investment projects, options , futures , swaps , and other derivatives , portfolio diversification and many others. Finance is often mistaken by the people to be a discipline free from ethical burdens. Adam Smith However, a section of economists influenced by the ideology of neoliberalism , interpreted the objective of economics to be maximization of economic growth through accelerated consumption and production of goods and services. Neoliberal ideology promoted finance from its position as a component of economics to its core. Neoliberals recommended that governments open their financial systems to the global market with minimal regulation over capital flows. Some pragmatic ethicists , found these claims to be unfalsifiable and a priori, although neither of these makes the recommendations false or unethical per se. In essence, to be rational in finance is to be individualistic, materialistic, and competitive. Business is a game played by individuals, as with all games the object is to win, and winning is measured in terms solely of material wealth. Such simplifying assumptions were once necessary for the construction of mathematically robust models. However, signalling theory and agency theory extended the paradigm to greater realism. Outside of corporations, bucket shops and forex scams are criminal manipulations of financial markets. Cases include accounting scandals , Enron , WorldCom and Satyam. A common approach to remedying discrimination is affirmative action. Once hired, employees have the right to occasional cost of living increases, as well as raises based on merit. Promotions, however, are not a right, and there are often fewer openings than qualified applicants. It may seem unfair if an employee who has been with a company longer is passed over for a promotion, but it is not unethical. It is only unethical if the employer did not give the employee proper consideration or used improper criteria for the promotion. If an action is illegal it is breaking the law but if an action seems morally incorrect that is unethical. Potential employees have ethical obligations to employers, involving intellectual property protection and whistle-blowing. Employers must consider workplace safety , which may involve modifying the workplace, or providing appropriate training or

hazard disclosure. This differentiates on the location and type of work that is taking place and can needs to comply with the standards to protect employees and non-employees under workplace safety. Larger economic issues such as immigration , trade policy , globalization and trade unionism affect workplaces and have an ethical dimension, but are often beyond the purview of individual companies. Marketing ethics Marketing ethics came of age only as late as the s. Fairness The three aspects that motivate people to be fair is; equality, optimization, and reciprocity. Fairness is the quality of being just, equitable, and impartial. This misuse is from late arrivals, leaving early, long lunch breaks, inappropriate sick days etc. This has been observed as a major form of misconduct in businesses today. Consumer Fraud There are many different types of fraud, namely; friendly fraud, return fraud, wardrobing, price arbitrage, returning stolen goods. Fraud is a major unethical practice within businesses which should be paid special attention. Consumer fraud is when consumers attempt to deceive businesses for their very own benefit. Abusive Behavior A common ethical issue among employees. Abusive behavior consists of inflicting intimidating acts on other employees. Such acts include harassing, using profanity, threatening someone physically and insulting them, and being annoying. Since few goods and services can be produced and consumed with zero risk, determining the ethical course can be problematic. In some case consumers demand products that harm them, such as tobacco products. Production may have environmental impacts, including pollution , habitat destruction and urban sprawl. The downstream effects of technologies nuclear power , genetically modified food and mobile phones may not be well understood. While the precautionary principle may prohibit introducing new technology whose consequences are not fully understood, that principle would have prohibited most new technology introduced since the industrial revolution. Product testing protocols have been attacked for violating the rights of both humans and animals. These companies often advertise this and are growing in popularity among the younger generations. The word property is value loaded and associated with the personal qualities of propriety and respectability, also implies questions relating to ownership. For instance, John Locke justified property rights saying that God had made "the earth, and all inferior creatures, [in] common to all men". Blackstone conceptualized property as the "sole and despotic dominion which one man claims and exercises over the external things of the world, in total exclusion of the right of any other individual in the universe". During this time settlers began the centuries-long process of dispossessing the natives of America of millions of acres of land. Property, which later gained meaning as ownership and appeared natural to Locke, Jefferson and to many of the 18th and 19th century intellectuals as land, labour or idea and property right over slaves had the same theological and essentialized justification [] [] [] [] [] [] It was even held that the property in slaves was a sacred right. Taney in his judgment stated, "The right of property in a slave is distinctly and expressly affirmed in the Constitution". Natural right vs Social construct[edit] Neoliberals hold that private property rights are a non-negotiable natural right. Penner views property as an "illusion"â€”a "normative phantasm" without substance. Davies counters that "any space may be subject to plural meanings or appropriations which do not necessarily come into conflict". Private property has never been a universal doctrine, although since the end of the Cold War is it has become nearly so. Property does not exist in isolation, and so property rights too. Ethics of property rights begins with recognizing the vacuous nature of the notion of property. Intellectual property and Intellectual property rights Intellectual property IP encompasses expressions of ideas, thoughts, codes and information. Boldrin and Levine argue that "government does not ordinarily enforce monopolies for producers of other goods. This is because it is widely recognized that monopoly creates many social costs. Intellectual monopoly is no different in this respect. The question we address is whether it also, creates social benefits commensurate with these social costs. The US Constitution included the power to protect intellectual property, empowering the Federal government "to promote the progress of science and useful arts, by securing for limited times to authors and inventors the exclusive right to their respective writings and discoveries". We show through theory and example that intellectual monopoly is not necessary for innovation and as a practical matter is damaging to growth, prosperity, and liberty". Such drugs have benefited millions of people, improving or extending their lives. Patent protection enables drug companies to recoup their development costs because for a specific period of time they have the sole right to manufacture and distribute the products they have invented. Roderick Long, a libertarian philosopher, observes, "Ethically, property rights of any kind

have to be justified as extensions of the right of individuals to control their own lives. Thus any alleged property rights that conflict with this moral basisâ€”like the "right" to own slavesâ€”are invalidated. In my judgment, intellectual property rights also fail to pass this test. To enforce copyright laws and the like is to prevent people from making peaceful use of the information they possess. If you have acquired the information legitimately say, by buying a book , then on what grounds can you be prevented from using it, reproducing it, trading it? Is this not a violation of the freedom of speech and press? It may be objected that the person who originated the information deserves ownership rights over it. You cannot own information without owning other people". Allison envisioned an egalitarian distribution of knowledge. Scarcity is natural when it is possible to conceive of it before any human, institutional, contractual arrangement. Artificial scarcity, on the other hand, is the outcome of such arrangements. Artificial scarcity can hardly serve as a justification for the legal framework that causes that scarcity. Such an argument would be completely circular. On the contrary, artificial scarcity itself needs a justification" [] Corporations fund much IP creation and can acquire IP they do not create, [] to which Menon and others object.

Chapter 2 : New California Rules of Professional Conduct - Business Ethics Pledge

The new rules of corporate conduct: rewriting the social charter. [Ian Wilson] -- "Wilson argues that corporate social responsibility can no longer be a peripheral "public relations" activity. Rather, it must be an integral part of corporate strategy.

A concurrent conflict of interest exists if: For specific Rules regarding certain concurrent conflicts of interest, see Rule 1. For former client conflicts of interest, see Rule 1. For conflicts of interest involving prospective clients, see Rule 1. For definitions of "informed consent" and "confirmed in writing," see Rule 1. The clients affected under paragraph a include both of the clients referred to in paragraph a 1 and the one or more clients whose representation might be materially limited under paragraph a 2. To determine whether a conflict of interest exists, a lawyer should adopt reasonable procedures, appropriate for the size and type of firm and practice, to determine in both litigation and non-litigation matters the persons and issues involved. See also Comment to Rule 5. As to whether a client-lawyer relationship exists or, having once been established, is continuing, see Comment to Rule 1. See also Comments [5] and [29]. Depending on the circumstances, the lawyer may have the option to withdraw from one of the representations in order to avoid the conflict. The lawyer must seek court approval where necessary and take steps to minimize harm to the clients. The lawyer must continue to protect the confidences of the client from whose representation the lawyer has withdrawn. See also Washington Comment [36]. Identifying Conflicts of Interest: Thus, absent consent, a lawyer may not act as an advocate in one matter against a person the lawyer represents in some other matter, even when the matters are wholly unrelated. Similarly, a directly adverse conflict may arise when a lawyer is required to cross-examine a client who appears as a witness in a lawsuit involving another client, as when the testimony will be damaging to the client who is represented in the lawsuit. On the other hand, simultaneous representation in unrelated matters of clients whose interests are only economically adverse, such as representation of competing economic enterprises in unrelated litigation, does not ordinarily constitute a conflict of interest and thus may not require consent of the respective clients. For example, if a lawyer is asked to represent the seller of a business in negotiations with a buyer represented by the lawyer, not in the same transaction but in another, unrelated matter, the lawyer could not undertake the representation without the informed consent of each client. The conflict in effect forecloses alternatives that would otherwise be available to the client. The mere possibility of subsequent harm does not itself require disclosure and consent. See also Washington Comment [37]. In addition, a lawyer may not allow related business interests to affect representation, for example, by referring clients to an enterprise in which the lawyer has an undisclosed financial interest. See also Rule 1. As a result, each client is entitled to know of the existence and implications of the relationship between the lawyers before the lawyer agrees to undertake the representation. Thus, a lawyer so related to another lawyer ordinarily may not represent a client in a matter where that lawyer is representing another party, unless each client gives informed consent. The disqualification arising from such relationships is personal and ordinarily is not imputed to members of firms with whom the lawyers are associated. Prohibited Representations [14] Ordinarily, clients may consent to representation notwithstanding a conflict. When the lawyer is representing more than one client, the question of consentability must be resolved as to each client. Thus, under paragraph b 1 , representation is prohibited if in the circumstances the lawyer cannot reasonably conclude that the lawyer will be able to provide competent and diligent representation. For example, in some states substantive law provides that the same lawyer may not represent more than one defendant in a capital case, even with the consent of the clients, and under federal criminal statutes certain representations by a former government lawyer are prohibited, despite the informed consent of the former client. In addition, decisional law in some states other than Washington limits the ability of a governmental client, such as a municipality, to consent to a conflict of interest. See Washington Comment [38]. Whether clients are aligned directly against each other within the meaning of this paragraph requires examination of the context of the proceeding. Informed Consent [18] [Washington revision] Informed consent requires that each affected client be aware of the relevant circumstances and of the material and reasonably

foreseeable ways that the conflict could have adverse effects on the interests of that client. The information required depends on the nature of the conflict and the nature of the risks involved. When representation of multiple clients in a single matter is undertaken, the information must include the implications of the common representation, including possible effects on loyalty, confidentiality and the attorney-client privilege and the advantages and risks involved. See Comments [30] and [31] effect of common representation on confidentiality. For example, when the lawyer represents different clients in related matters and one of the clients refuses to consent to the disclosure necessary to permit the other client to make an informed decision, the lawyer cannot properly ask the latter to consent. In some cases the alternative to common representation can be that each party may have to obtain separate representation with the possibility of incurring additional costs. See also Washington Comment [39]. Consent Confirmed in Writing [20] [Washington revision] Paragraph b requires the lawyer to obtain the informed consent of the client, confirmed in writing. Such a writing may consist of a document executed by the client or one that the lawyer promptly records and transmits to the client following an oral consent. If it is not feasible to obtain or transmit the writing at the time the client gives informed consent, then the lawyer must obtain or transmit it within a reasonable time thereafter. The requirement of a writing does not supplant the need in most cases for the lawyer to talk with the client, to explain the risks and advantages, if any, of representation burdened with a conflict of interest, as well as reasonably available alternatives, and to afford the client a reasonable opportunity to consider the risks and alternatives and to raise questions and concerns. Rather, the writing is required in order to impress upon clients the seriousness of the decision the client is being asked to make and to avoid disputes or ambiguities that might later occur in the absence of a writing. Consent to Future Conflict [22] Whether a lawyer may properly request a client to waive conflicts that might arise in the future is subject to the test of paragraph b. The effectiveness of such waivers is generally determined by the extent to which the client reasonably understands the material risks that the waiver entails. The more comprehensive the explanation of the types of future representations that might arise and the actual and reasonably foreseeable adverse consequences of those representations, the greater the likelihood that the client will have the requisite understanding. Thus, if the client agrees to consent to a particular type of conflict with which the client is already familiar, then the consent ordinarily will be effective with regard to that type of conflict. If the consent is general and open-ended, then the consent ordinarily will be ineffective, because it is not reasonably likely that the client will have understood the material risks involved. On the other hand, if the client is an experienced user of the legal services involved and is reasonably informed regarding the risk that a conflict may arise, such consent is more likely to be effective, particularly if, e. In any case, advance consent cannot be effective if the circumstances that materialize in the future are such as would make the conflict nonconsentable under paragraph b. On the other hand, simultaneous representation of parties whose interests in litigation may conflict, such as coplaintiffs or codefendants, is governed by paragraph a 2. Such conflicts can arise in criminal cases as well as civil. The potential for conflict of interest in representing multiple defendants in a criminal case is so grave that ordinarily a lawyer should decline to represent more than one codefendant. On the other hand, common representation of persons having similar interests in civil litigation is proper if the requirements of paragraph b are met. The mere fact that advocating a legal position on behalf of one client might create precedent adverse to the interests of a client represented by the lawyer in an unrelated matter does not create a conflict of interest. Factors relevant in determining whether the clients need to be advised of the risk include: If there is significant risk of material limitation, then absent informed consent of the affected clients, the lawyer must refuse one of the representations or withdraw from one or both matters. Thus, the lawyer does not typically need to get the consent of such a person before representing a client suing the person in an unrelated matter. Similarly, a lawyer seeking to represent an opponent in a class action does not typically need the consent of an unnamed member of the class whom the lawyer represents in an unrelated matter. Nonlitigation Conflicts [26] Conflicts of interest under paragraphs a 1 and a 2 arise in contexts other than litigation. For a discussion of directly adverse conflicts in transactional matters, see Comment [7]. The question is often one of proximity and degree. A lawyer may be called upon to prepare wills for several family members, such as husband and wife, and, depending upon the circumstances, a conflict of interest may be

present. In estate administration the identity of the client may be unclear under the law of a particular jurisdiction. Under one view, the client is the fiduciary; under another view the client is the estate or trust, including its beneficiaries. For example, a lawyer may not represent multiple parties to a negotiation whose interests are fundamentally antagonistic to each other, but common representation is permissible where the clients are generally aligned in interest even though there is some difference in interest among them. Thus, a lawyer may seek to establish or adjust a relationship between clients on an amicable and mutually advantageous basis; for example, in helping to organize a business in which two or more clients are entrepreneurs, working out the financial reorganization of an enterprise in which two or more clients have an interest or arranging a property distribution in settlement of an estate. Otherwise, each party might have to obtain separate representation, with the possibility of incurring additional cost, complication or even litigation. Given these and other relevant factors, the clients may prefer that the lawyer act for all of them. See also Washington Comment [40]. Special Considerations in Common Representation [29] In considering whether to represent multiple clients in the same matter, a lawyer should be mindful that if the common representation fails because the potentially adverse interests cannot be reconciled, the result can be additional cost, embarrassment and recrimination. Ordinarily, the lawyer will be forced to withdraw from representing all of the clients if the common representation fails. In some situations, the risk of failure is so great that multiple representation is plainly impossible. For example, a lawyer cannot undertake common representation of clients where contentious litigation or negotiations between them are imminent or contemplated. Moreover, because the lawyer is required to be impartial between commonly represented clients, representation of multiple clients is improper when it is unlikely that impartiality can be maintained. Other relevant factors are whether the lawyer subsequently will represent both parties on a continuing basis and whether the situation involves creating or terminating a relationship between the parties. With regard to the attorney-client privilege, the prevailing rule is that, as between commonly represented clients, the privilege does not attach. Hence, it must be assumed that if litigation eventuates between the clients, the privilege will not protect any such communications, and the clients should be so advised. In limited circumstances, it may be appropriate for the lawyer to proceed with the representation when the clients have agreed, after being properly informed, that the lawyer will keep certain information confidential. Any limitations on the scope of the representation made necessary as a result of the common representation should be fully explained to the clients at the outset of the representation. The client also has the right to discharge the lawyer as stated in Rule 1. See also Washington Comment [41]. Organizational Clients [34] A lawyer who represents a corporation or other organization does not, by virtue of that representation, necessarily represent any constituent or affiliated organization, such as a parent or subsidiary. The lawyer may be called on to advise the corporation in matters involving actions of the directors. Additional Washington Comments 36 - 41 General Principles [36] Notwithstanding Comment [3], lawyers providing short-term limited legal services to a client under the auspices of a program sponsored by a nonprofit organization or court are not normally required to systematically screen for conflicts of interest before undertaking a representation. See Comment [1] to Rule 6. Material Limitation [37] Use of the term "significant risk" in paragraph a 2 is not intended to be a substantive change or diminishment in the standard required under former Washington RPC 1. Informed Consent [39] Paragraph b 4 of the Rule differs slightly from the Model Rule in that it expressly requires authorization from the other client before any required disclosure of information relating to that client can be made. Nonlitigation Conflicts [40] Under Washington case law, in estate administration matters the client is the personal representative of the estate. Special Considerations in Common Representation [41] Various legal provisions, including constitutional, statutory and common law, may define the duties of government lawyers in representing public officers, employees, and agencies and should be considered in evaluating the nature and propriety of common representation.

Chapter 3 : New ethics rules for ex-EU Commissioners only rebranding | Corporate Europe Observatory

As a result, everywhere we are confronted with the prospect of a prolonged period of social, political, and economic adaptation to new roles, new responsibilities, new relationships. Much has been made of the social and political implications of these changes.

A Session A session of an assembly is a meeting which, though it may last for days, is virtually one meeting, as a session of a convention; or even months, as a session of Congress; it terminates by an "adjournment sine die without day. Any meeting which is not an adjournment of another meeting commences a new session. In the case of a permanent organization, whose by-laws provide for regular meetings every week, month, or year, for example, each meeting constitutes a separate session of the organization, which session, however, can be prolonged by adjourning to another day. In this Manual the term Meeting is used to denote an assembling of the members of a deliberative assembly for any length of time, during which there is no separation of the members except for a recess of a few minutes, as the morning meetings, the afternoon meetings, and the evening meetings, of a convention whose session lasts for days. A "meeting" of an assembly is terminated by a temporary adjournment or a recess for a meal, etc. So an adjournment to meet again at some other time, even the same day, unless it was for only a few minutes, terminates the meeting, but not the session, which latter includes all the adjourned meetings. The next meeting, in this case, would be an "adjourned meeting" of the same session. In ordinary practice a meeting is closed by moving simply "to adjourn;" the organization meets again at the time provided either by the rules or by a resolution of the organization. If it does not meet till the time for the next regular meeting as provided in the by-laws, then the adjournment closes the session, and was in effect an adjournment without day. If, however, it had previously fixed the time for the next meeting, either by a direct vote or by adopting a program of exercise covering several meetings, or even days, in either case the adjournment is in effect to a certain time, and while closing the meeting does not close the session. In such common expressions as quarterly meeting and annual meeting the word meeting is used in the sense of the parliamentary session, and covers all the adjourned meetings. Thus, business that legally must be done at the annual meeting may be done at any time during the session beginning at the time specified for the annual meeting, though the session, by repeated adjournments, may last for days. The business may be postponed to the next regular meeting, if desired. Under Renewal of Motions [38] is explained what motions can be repeated during the same session, and also the circumstances under which certain motions cannot be renewed until after the close of the next succeeding session. A rule or resolution of a permanent nature may be adopted by a majority vote at any session of an organization, and it will continue in force until it is rescinded. But such a standing rule does not materially interfere with the rights of a future session, as by a majority vote it may be suspended so far as it affects that session; and, it may be rescinded by a majority vote, if notice of the proposed action was given at a previous meeting, or in the notice of the meeting; or, without any notice, it may be rescinded by a majority of the entire membership, or by a two-thirds vote. If it is desired to give greater stability to a rule it is necessary to place it in the constitution by-laws, or rules of order, all of which are so guarded by requiring notice of amendments, and at least a two-thirds vote for their adoption, that they are not subject to sudden changes, and may be considered as expressing the deliberate views of the whole organization, rather than the opinions or wishes of any particular meeting. In case of the illness of the presiding officer the assembly cannot elect a chairman pro tem. So it is improper for an assembly to postpone anything to a day beyond the next succeeding session, and thus attempt to prevent the next session from considering the question. On the other hand, it is not permitted to move the reconsideration of a vote taken at a previous session, though the motion to reconsider can be called up, provided it was made during the previous session in an organization having meetings as often as quarterly. Committees can be appointed to report at a future session. Notes On A Session. Any organization is competent to decide what shall constitute one of its sessions, but, where there is no rule on the subject, the common parliamentary law would make each of its regular or special meetings a separate session, as they are regarded in this Manual. The disadvantages of a rule making a session include all the meetings of an ordinary organization, held during a long time, as one year, are

very great. If an objection to the consideration of a question as been sustained, or if a question has been adopted, or rejected, or postponed indefinitely, the question cannot again be brought before the assembly for its consideration during the same session. If a session lasted for a long period, a temporary majority could forestall the permanent majority, and introduce and act on a number of questions favored by the majority, and thus prevent the organization from dealing with those subjects for the long period of the session. If members of any organization take advantage of the freedom allowed by considering each regular meeting a separate session, and repeatedly renew obnoxious or unprofitable motions, the organization can adopt a rule prohibiting the second introduction of any main question within, say, three months after its rejection, or indefinite postponement, or after the organization has refused to consider it. But generally it is better to suppress the motion by refusing to consider it [23]. A Quorum A quorum of an assembly is such a number as must be present in order that business can be legally transacted. The quorum refers to the number present, not to the number voting. The quorum of a mass meeting is the number present at the time, as they constitute the membership at that time. The quorum of a body of delegates, unless the by-laws provide for a smaller quorum, is a majority of the number enrolled as attending the convention, not those appointed. The quorum of any other deliberative assembly with an enrolled membership unless the by-laws provide for a smaller quorum is a majority of all the members. In the case, however, of an organization, like many religious ones, where there are no annual dues, and where membership is for life unless it is transferred or the names are struck from the roll by a vote of the organization the register of members is not reliable as a list of the bona fide members of the organization, and in many such organizations it would be impossible to have present at a business meeting a majority of those enrolled as members. Where such organizations have no by-law establishing a quorum, the quorum consists of those who attend the meeting, provided it is either a stated meeting or one that has been properly called. In all regular organizations the by-laws should provide for a quorum as large as can be depended upon for being present at all meetings when the weather is not exceptionally bad. In such an assembly the chairman should not take the chair until a quorum is present, or there is no prospect of there being a quorum. The only business that can be transacted in the absence of a quorum is to take measures to obtain a quorum, to fix the time to which to-adjourn, and to adjourn, or to take a recess. Unanimous consent cannot be given when a quorum is not present, and a notice given then is not valid. In the case of an annual meeting, where certain business for the year, as the election of officers, must be attended to during the session, the meeting should fix a time for an adjourned meeting and then adjourn. In an assembly that has the power to compel the attendance of its members, if a quorum is not present at the appointed hour, the chairman should wait a few minutes before taking the chair. In the absence of a quorum such an assembly may order a call of the house [41] and thus compel attendance of absentees, or it may adjourn, providing for an adjourned meeting if it pleases. In committee of the whole the quorum is the same as in the assembly; if it finds itself without a quorum it can do nothing but rise and report to the assembly, which then adjourns. In any other committee the majority is a quorum, unless the assembly order otherwise, and it must wait for a quorum before proceeding to business. Boards of trustees, managers, directors, etc. Their power is delegated to them as a body, and their quorum, or what number shall be present, in order that they may act as a board or committee, cannot be determined by them, unless so provided in the by-laws. While no question can be decided in the absence of a quorum excepting those mentioned above, a member cannot be interrupted while speaking in order to make the point of no quorum. The debate may continue in the absence of a quorum until some one raises the point while no one is speaking. While a quorum is competent to transact any business, it is usually not expedient to transact important business unless there is a fair attendance at the meeting, or else previous notice of such action has been given. Care should be taken in amending the rule providing for a quorum. If the rule is struck out first, then the quorum instantly becomes a majority of all the members, so that in many organizations it would be nearly impracticable to secure a quorum to adopt a new rule. The proper way is to amend by striking out certain words or the whole rule and inserting certain other words or the new rule , which is made and voted on as one question. When this happens, you have options however they are limited. All is not lost if you are quorumless. Four measures can be taken during a meeting in which a quorum is not present. Fix the time to which to adjourn. Doing so makes it possible for the meeting to continue on a later day, after

you have chased down enough people to achieve a quorum. You can call it quits for the time being and wait for the next regular meeting. Sometimes achieving a quorum is as simple as taking a short break to go out into the hall and round up more members; then you can proceed with the business of the assembly. Recess is often used when attendees wander out of the meeting room in the middle of a meeting and suddenly somebody notices that there are not enough members in the room anymore. Take other measures to assemble a quorum. You can, for example, appoint a committee to go make calls and round up enough members for your business meeting. While you are waiting for additional members to arrive, you can continue with the program or a scheduled speaker. A motion to do something to achieve a quorum is treated as a privileged motion and takes precedence over a motion to recess. Even if you have to make a decision about an urgent issue in the absence of a quorum, any action you take is at your own risk and not binding on the organization. If the membership does not agree that you had taken the right action, or even if they agree but vote against a motion to ratify your action, you are at risk for any of the consequences; financially, legally, or otherwise! The motion to ratify allows the group to approve, by majority vote at a regular meeting or properly called special meeting with a quorum, your action and adopt it as the action of the group. After that happens, you and the others are off the hook, and your action is no longer null and void. Notes On A Quorum. But, with the exception of a body of delegates, it is seldom that a vote as great as a majority of the total membership of a large voluntary organization call be obtained for anything, and consequently there has been established a common parliamentary law principle, that if a bare majority of the membership is present at a meeting properly called or provided for, a majority vote which means a majority of those who vote shall be sufficient to make the act the act of the body, unless it suspends a rule or a right of a member as the right to introduce questions and the right of free discussion before being required to vote on finally disposing of a question and that a two-thirds vote shall have the power to suspend these rules and rights. This gives the right to act for the organization to about one-fourth of its members in ordinary cases, and to about one-third of its members in case of suspending the rules and certain rights. But it has been found impracticable to accomplish the work of most voluntary organizations if no business can be transacted unless a majority of the members is present. In large organizations, meeting weekly or monthly for one or two hours, it is the exception when a majority of the members is present at a meeting, and therefore it has been found necessary to require the presence of only a small percentage of the members to enable the assembly to act for the organization, or, in other words, to establish a small quorum. Congress in decided this to be a majority of the members chosen. Where the quorum is so small it has been found necessary to require notice of all bills, amendments, etc. This principle is a sound one, particularly with organizations meeting monthly or weekly for one or two hours, and with small quorums, where frequently the assembly is no adequate representation of the organization. The difficulty in such cases may be met in organizations adopting this Manual by the proper use of the motion to reconsider and have entered on the minutes as explained in It is customary for every organization having a permanent existence to adopt an order of business for its meetings. When no rule has been adopted, the following is the order: The second item includes the reports of all Boards of Managers, Trustees, etc. The fifth item includes, first, the business pending and undisposed of at the previous adjournment; and then the general orders that were on the calendar for the previous meeting and were not disposed of; and finally, matters postponed to this meeting that have not been disposed of. The secretary should always have at every meeting a memorandum of the order of business for the use of the presiding officer, showing everything that is to come before the meeting. The chairman, as soon as one thing is disposed of, should announce the next business in order. When reports are in order he should call for the different reports in their order, and when unfinished business is in order he should announce the different questions in their proper order, as stated above, and thus always keep the control of the business. If it is desired to transact business out of its order, it is necessary to suspend the rules [22], which can be done by a two-thirds vote But, as each resolution or report comes up, a majority can at once lay it on the table, and thus reach any question which it desires first to dispose of. It is improper to lay on the table or to postpone a class of questions like reports of committees, or in fact anything but the question before the assembly. Agendas When it comes to creating efficient and effective meetings, one key tool is to prepare and make good use of an agenda, which is essentially a program or listing of the events and items of business. The

agenda may be adopted that is, be made binding on the meeting , or it may simply be a guide to keep the meeting on track. Adopting your agenda is sometimes a good idea because it gets everybody in agreement with the meeting plan at the beginning of the meeting. Not everything in the agenda shown here is necessary in every situation, and sometimes your agenda may need to be even more extensive and detailed. But this basic agenda is a great arrangement of events: Call To Order Start the meeting on time. A single rap of the gavel at the appointed hour and the declaration, "The meeting will come to order" is sufficient. Opening Ceremonies Your group may customarily open meetings with an invocation and a recitation of the Pledge of Allegiance. The protocol is "God before country" meaning you invoke the deity before you salute the flag , so plan to make your invocation before you say the Pledge. This part of the agenda is also the place to include any special opening fraternal rituals, a greeting given by one of your officers, or anything else that might reasonably fall under the category of ceremony. Roll Call If your group is a public body, or if you have a rule that certain officers must be in attendance before the meeting can proceed, this is the time to call the roll. A consent calendar quickly processes a lot of noncontroversial items that can be disposed of quickly by placing them on a list the consent calendar of items to be adopted all at once. The list can also contain special preference items to be considered in order at the appropriate time.

Chapter 4 : PART Uniform Rules For The Conduct Of Depositions | calendrierdelascience.com

For nearly three decades, the Rules of Professional Conduct for attorneys in California have remained largely calendrierdelascience.com is, until now. The State Supreme Court recently approved a major overhaul of the ethics rules that affect more than , attorneys in the Golden State.

The code of business conduct is also referred to as the code of ethics, depending on the company. It is a set of principles designed to guide workers to conduct themselves with honesty and integrity in all actions representing the company. Large companies such as Coca-Cola, have two code of business conduct rules; one for global employees and one for non-employee directors, who still represent the company. Value-Based Code Think about the values you want to permeate in all aspects of your company. The value-based code of ethics sets the tone for how things are done. For example, a plumbing company might require employees to wear a uniform to all house calls, which demonstrates professionalism. They might further require courteous interactions, and to use specific language when speaking with clients. Another company might focus on reducing a carbon-footprint and might require office workers to move to digital environments. These are just a couple of examples of how to integrate values into a code of business conduct. Because these are part of a company mission and are not regulatory, it is up to management to make certain that employees are following the protocol. The entire mortgage industry was transformed after the financial crash in ; a major part of the transformation had to do with a compliance-based code of ethics, and to make certain that people really could afford the loans they were getting. Failure to follow compliance-based code of business conduct rules often results in legal action, on top of in-house disciplinary action. Creating Your Code of Business Conduct Create this document, and include it as part of your employee handbook. Review the code of business conduct with employees at least once a year. Make adjustments, as values or compliance regulations change. Start the code of business conduct with four brief statements. The first is the company vision statement, which should be in your business plan. Write a statement about the guiding principles for the company. Then write a statement about the core company values. Complete this first section with the company mission statement, again pulled from your business plan. Use the next sections to explain why the code of business conduct is important; why the need for trust and respect among co-workers is important; and why being seen by the public and how you hope the company will achieve its mission is important. Use concise language to make the code easily understood by all employees, from the clerk to the executive vice-president. Define the laws that govern the company, as well as any specific regulations and compliance issues that must be adhered to. For example, if you sell tobacco products, then in the code of business conduct, it is imperative to explain the law of selling to minors and asking for proof of age. The code should also set the tone for things like accepting gifts and promotional items from clients or vendors. A code of business conduct is often extensive, when considering the many things it must cover.

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Chapter 5 : Code of conduct - Wikipedia

The reformed Code of Conduct rules for ex-EU Commissioners chave come into force today, but a slight extension of the cooling-off period is not the big reform that the Commission promised.

Share Tweet For nearly three decades, the Rules of Professional Conduct for attorneys in California have remained largely unchanged. That is, until now. The State Supreme Court recently approved a major overhaul of the ethics rules that affect more than , attorneys in the Golden State. These new rules of ethics will go into effect on November 1, Here are 10 of the most important things you need to know about the new Rules of Professional Conduct. You may only use confidential information to disadvantage a client if that client has provided consent in writing. The new California Rules of Professional Conduct impose new diligence requirements to reinforce this idea. Be Careful When Drafting a Will or Financial Instrument Attorneys are prohibited from preparing a legal document, such as a Last Will and Testament, that gives the lawyer or their family members a substantial gift. The only times when this will be acceptable is if: The attorney is related to the client, or The client has also sought additional legal advice from another attorney. Confidentiality Extends to Prospective Clients Attorney-client privilege and confidentiality are essential for proper legal representation. Under the new rules, attorneys must extend confidentiality to all clients, including those who are inquiring about legal representation. Clients need to be forthcoming with attorneys when trying to find appropriate legal counsel. This can only happen when clients feel comfortable sharing personal, intimate, and potentially-damaging information with an attorney. Supervise Young Attorneys and Aides Closely If you hold a position of authority in your firm, you need to make sure that you supervise your subordinates. The people who work for you also have an obligation to abide by the Rules of Professional Conduct. Attorneys are now expressly prohibited from unlawful discrimination and harassment in the representation of clients. This applies to representation, termination, and the refusal to represent a client. Unlawful discrimination and harassment are defined by state and federal law. The State Bar reserves the right to look into allegations of unlawful conduct even if no prior complaints have been filed. Sex With Clients is Prohibited Attorneys hold the fates of their clients in their hands. It can be easy for attorneys to take advantage of this position of power. Clients may feel pressured into engaging in sexual relations with their attorney to secure the best possible outcome in their case. Under the new rules, however, attorneys are expressly forbidden from having sex with a client. Sex is only permissible if the attorney and client had a sexual relationship that predated the attorney-client relationship. Under the new rules, attorneys are prohibited from engaging in conduct that has no substantial purpose. Conduct will be considered to lack a substantial purpose if the only intent is to cause unnecessary expense or delay. In California, ethics rules prohibit attorneys from charging fees that are unconscionable. The new Rules of Professional conduct help to clarify when fees may be unconscionable. Under the new rules, fees may be considered to be unconscionable if the attorney has: Failed to disclose material facts to the client, Fraudulently misled the client, or Intentionally overreached when negotiating a fee. Unconscionability extends to flat fees, retainers, and contingent fees. All attorneys must become familiar with all new ethical requirements before the rules become effective on November 1, In this post, he covers the latest updates to the California Rules of Professional Conduct for attorneys. For more information, visit citywidelaw.

Chapter 6 : NYSE Listed Company Manual

The Rules of Professional Conduct (effective on November 1,) were approved by the California Supreme Court on May 10, by Supreme Court Administrative Order

Chapter 7 : Robert's Rules of Order, The Order of a Business Meeting

The New York Stock Exchange Listed Company Manual is the comprehensive rulebook for listed companies. The Manual also details original and continued listing requirements of the Exchange and sets forth NYSE rules and policies

on such matters as corporate governance, shareholder communications, and shareholder approval.

Chapter 8 : What Is the Code of Business Conduct? | calendrierdelascience.com

This Code of Business Conduct specifies and helps the continued implementation of the Corporate Section 1 Compliance with laws, rules and regulations.

Chapter 9 : Washington State Courts - Court Rules

Our Code of Business Conduct serves to guide the actions of our employees consistent with our Company values. The Code helps our people do the right thing and play by the rules wherever we operate around the world. On February 12, , The Coca-Cola Company amended its Code of Business Conduct.