



Consejo de Armonización de Normas Electrotécnicas de las Naciones de las Américas
Council for Harmonization of Electrotechnical Standards of the Nations of the Americas

November 30, 2018

LEGAL COMPLIANCE PROGRAM

General

The Council for Harmonization of Electrotechnical Standards of the Nations of the Americas (CANENA) is committed to conducting business in accordance with all applicable laws and policies and to full and accurate financial disclosure. CANENA's Legal Compliance Program applies to CANENA directors, officers and employees (if any) and sets forth policies to guide them in the performance of their duties. Such persons are not only expected to comply with applicable laws but also to act with honesty and integrity in fulfilling their responsibilities to CANENA and its members.

Compliance with Laws

Directors, officers and employees are to comply with the word and spirit of all laws governing CANENA conduct and to report suspected violations in accordance with CANENA procedures and policies on whistleblowing.

Protection of Assets

Directors, officers and employees are to protect CANENA's assets and to use them efficiently and to use them for legitimate business purposes. Theft, carelessness and waste have a direct impact on association financial resources.

Confidential Information

Management of confidential information obtained by directors, officers and employees during the transaction of CANENA business and duties is important and includes a commitment not to use or disclose to others confidential information belonging to CANENA, members companies or others with whom CANENA does business.

Conflict of Interest

Directors, officers and employees serve the interests of CANENA, its membership and the public good and are to act in accordance with the following principles governing conflicts of interest.

General: Individuals serving on the CANENA Executive Committee or employed by CANENA will likely have relationships and affiliations with other institutions and organizations that may raise questions about potential conflicts of interest. Although such potential conflicts may turn out to be inconsequential, directors, officers and employees have a responsibility to ensure that

CANENA is made aware of circumstances that involve personal, familial, or business relationships that could be troublesome. Thus, directors, officers, and employees are to disclose personal, familial, or business relationships that might give rise to a conflict involving CANENA, as described herein.

Conflicts Involving Financial Transactions: In the event any financial transaction involving CANENA also involves (a) a material financial interest of a director, officer or employee or a member of their immediate family (spouse, children and their spouses, parents) or (b) an organization with which any director, officer, or employee is “affiliated,” the director, officer, or employee having the material financial interest or affiliation, at the first knowledge of the transaction, is to disclose fully the precise nature of the interest or involvement. Disclosure should be made to either the CANENA President, CANENA Legal Counsel, or the Chair of the Executive Committee. As used herein, a director, officer, or employee is deemed to be “affiliated” with an organization if the organization has a material financial relationship with the operation of CANENA and the organization is one in which (1) he or she, or a member of his or her immediate family is a director, officer, trustee, partner, employee, or agent; or (2) he or she or members of his or immediate family receive direct financial benefit from sales or services of the organization; or (3) he or she or members of his or her immediate family of a 30% or greater financial interest of the organization. This policy does not obligate a director, officer or employee to reveal any political, religious, ethnic, fraternal or civil affiliations, but it does obligate the director, officer, or employee to reveal covered financial transactions with such affiliations.

Other Conflicts Requiring Disclosure: Examples of other situations that should be considered to be in conflict with CANENA’s interests include, but are not limited to: (a) for an employee to receive gifts of more than a token amount if it might appear improperly to influence or have been intended to affect an employee’s judgment that is in any way connected with a CANENA business relationship; (b) for an employee, member of an employee’s immediate family, or a person acting in concert with an employee to make an investment decision to purchase or sell securities of any company based on information received as part of his or her service at CANENA that is not available to the public; (c) for an employee to use, without proper authorization or to permit others to use CANENA employees, material or equipment for personal purposes; and/or (d) for an employee, without authorization from CANENA, to accept compensation from others for services for which he or she is being paid by CANENA (other than for vacation, jury duty or military duty).

Confidential Disclosure: Disclosures of conflict of interest will be held in confidence by the Chair of the CANENA Executive Committee, CANENA President, and CANENA Legal Counsel, and, where the best of interests of CANENA requires further disclosure, to those other persons to whom disclosure is made by any of them.

Restriction on Participation: A director who has declared or has been found to have a conflict of interest in any proposed transaction or other matter is to refrain from participating in consideration of the proposed transaction or other matter, including not voting on the matter in question and, if so requested by any member of the CANENA Executive Committee, not being present at the time of the vote. With respect to a restriction on participation by employees, the President is to take such action as is necessary to ensure that the transaction or other matter is

completed in the best interests of CANENA without the involvement of the person who has the conflict of interest.

Disclosure of Financial and Other Information

It is CANENA policy to make full, accurate and timely disclosure of financial and other information in all reports and documents that CANENA submits to the government and other organizations as required by applicable law and requirements. Directors, officers and employees are to promote and abide by this Legal Compliance Program and CANENA policies and procedures designed to promote compliance with this Legal Compliance Program.

No Rights Created

CANENA's Legal Compliance Program is a statement of principles and procedures that govern CANENA. The Program is not intended to and it does not create any rights for any person or entity.

Other CANENA Policies and Procedures

This Legal Compliance Program is not intended to, nor does it supersede or amend any CANENA policies and procedures applying to employees or others. Employees are directed to consult the Employee Handbook, By-Laws, and other policies and procedures posted on the CANENA website for reference.

Consequences for Failure to Observe Legal Compliance Program; Whistleblower Policy

The failure to act in accordance with this Legal Compliance Program by employees may result in disciplinary action up to and including termination. The failure to act in accordance with this Legal Compliance Program by directors or officers of CANENA will be handled by the CANENA President, in consultation with the CANENA Executive Committee as appropriate to the circumstances. In any case, CANENA may also need, either as a legal obligation or as a matter of discretion in the best interests of CANENA, to make disclosure of any violations of laws to governmental agencies as appropriate. Directors, officers and employees are to report violations of governmental laws in accordance with the CANENA Whistleblower Policy set forth below. No employee who in good faith reports alleged violations of this Legal Compliance Program shall suffer harassment, retaliation or adverse employment consequences.

Whistleblower Policy - General: It is the responsibility of directors, officers, and employees to report alleged violations of CANENA's Legal Compliance Program in accordance with this policy.

No Retaliation: It is against CANENA policy for any director, officer or employee to harass or otherwise retaliate against any employee who in good faith reports alleged violations of CANENA's Legal Compliance Program. An employee who takes disciplinary action or otherwise retaliates against someone who has reported such alleged violations in good faith is subject to discipline up to and including termination of employment. This Policy is intended to encourage and enable employees to report alleged violations and to promote compliance with the Legal Compliance Program.

Reporting Violations: Directors and officers should initially report alleged violations of the Legal Compliance Program to the President of CANENA, except in cases where the violation is alleged to have been committed by the President, in which case it shall be reported to the CANENA's Compliance Officer of any alleged violations. It is recommended that employees report alleged violations of the Legal Compliance Program to someone who can address them properly; normally his or her supervisor is usually in the best position do so initially. If an employee is not comfortable speaking with the supervisor or is not satisfied with the supervisor's response, he or she should contact CANENA's Compliance Officer. For persons not comfortable speaking with the Compliance Officer, or if that individual is not available and the matter is urgent, the Chair of the Executive Committee or Chair of the Audit Committee may be contacted directly.

Compliance Officer: CANENA's Compliance Officer is the staff person responsible for investigating and assisting in the resolution of alleged violations of this Legal Compliance Program by employees. Upon receiving a report of an alleged violation, the Compliance Officer may, at his discretion, advise and seek the advice of outside legal counsel. CANENA's Legal Compliance Officer is the General Counsel of the National Electrical Manufacturers Association. The Compliance Officer has direct access to the Chair of the Executive Committee and to the Chair Audit Committee.

Resolution of Complaints: The President of CANENA is responsible for resolving all reported alleged violations of the Legal Compliance Program and taking appropriate corrective action if warranted, except in cases where a violation is alleged to have been committed by the President, then the Chair of the Executive Committee and/or the Chair of the Audit Committee has that responsibility. In the case of alleged violations concerning directors or officers, the Chair of the Executive Committee and/or Chair of the Audit Committee may consult with the Compliance Officer in carrying out their duties. In the case of infringement of the Legal Compliance Program by directors or officers, final action will be handled by the CANENA Executive Committee as appropriate to the circumstances.

Acting in Good Faith: Anyone reporting an alleged violation of the Legal Compliance Program must have reasonable grounds for believing the information disclosed indicates a possible violation. In the case of employees, allegations that prove not to be substantiated and which prove to have been made maliciously or knowingly to be false will be viewed as a serious disciplinary offense.

Confidentiality: Reports of alleged violations may be submitted on a confidential basis and will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

CANENA Secretary General

By:  _____
Joel G. Solis