



## **INTA Employee Code of Conduct and Protection (i.e., Whistleblower) Policy**

**Adopted by the Board of Directors on May 10, 2014, effective July 1, 2014**

International Trademark Association ("INTA" or the "Association") requires its employees to observe the highest standards of business and personal ethics in the conduct of their duties and responsibilities. As representatives of the Association, employees must practice honesty and integrity in fulfilling their responsibilities and must comply with all applicable laws and regulations. The Chief Executive Officer is hereby designated to administer this Policy. This Policy must be distributed to all directors, officers, and employees of INTA, and to volunteers who provide substantial services to INTA.

### *Duty to report violations.*

Any individual who is aware of any illegal or unethical behavior or who believes that an applicable law, rule, regulation, INTA policy, or INTA's Employee Code of Conduct (the "Code") may have been violated, must promptly report the matter in accordance with this Policy. Reports may be made orally or in writing. They may also be made in person or anonymously. Any violations or suspected violations should be reported on a confidential basis to the Chief Executive Officer. If a person does not wish to report to the Chief Executive Officer, he or she may report to the Director, Human Resources & Association Governance.

### *Investigations.*

The Chief Executive Officer or the Director, Human Resources & Association Governance (as applicable) is responsible for investigating and resolving all complaints and, at his or her discretion, shall advise the Counsel and/or the President. The Chief Executive Officer or the Director, Human Resources & Association Governance (as applicable) will notify the sender and acknowledge receipt of the reported violation or suspected violation within five business days, if the complaint was not made anonymously. Employees will be expected to cooperate in assuring that issues are promptly addressed. Investigations will be conducted with as much confidentiality as is possible and practicable in light of the need to conduct a thorough investigation. After the investigation is complete, the Audit Committee will receive a report of the investigation, its findings, and any action taken or proposed. The Audit Committee will ensure that there is an appropriate resolution of any complaints.

### *Review.*

The Audit Committee will review all reports of complaints and any investigations resulting from these reports. When deemed appropriate, at the Audit Committee's discretion, a report of any findings will be made to the Board of Directors. The Audit Committee will endeavor to ensure that records of all complaints are maintained.

*Scope of policy.*

The matters which should be reported under this Policy include suspected fraud, theft, embezzlement, accounting or auditing irregularities, bribery, kickbacks, misuse of INTA assets, suspected regulatory, compliance, or ethics-related issues, concerns or violations, or any other conduct that may amount to serious improper or unlawful conduct, malfeasance or nonfeasance. Note that this Policy is not a vehicle for reporting violations of INTA's applicable human resources policies, problems with co-workers or managers, or issues related to alleged employment discrimination or sexual or any other form of unlawful harassment. Rather, all of those issues should be reported in accordance with the policies stated elsewhere in the Employee Handbook (e.g., INTA's Anti-Harassment policy or Equal Employment Opportunity policy). If an employee has any questions, he or she should ask the Chief Executive Officer, the Director, Human Resources & Association Governance, or any other member of management with whom he or she feels comfortable.

*No retaliation.*

No director, officer, employee, or volunteer of INTA who, in good faith, reports any action or suspected action taken by or within INTA that is illegal, fraudulent, or in violation of any adopted policy of INTA shall suffer intimidation, harassment, discrimination or other retaliation or, in the case of employees, adverse employment consequences. INTA will impose disciplinary measures, up to and including termination of employment, against anyone who threatens or retaliates against a person who has made a good faith report or against a person who has participated in an investigation.

*Acting in good faith.*

Anyone filing a complaint concerning a violation or suspected violation of the ethical and legal standards noted above must act in good faith and have reasonable grounds for believing the information disclosed may indicate a violation of such standards. Any complaints that prove to be unsubstantiated and which were made maliciously or with knowledge that they were false will be viewed as a serious disciplinary offense.

*Disciplinary action.*

Disciplinary action may include, but is not limited to, reprimands and warnings, probation, suspension, demotion, reassignment, reduction in salary or immediate termination. Employees should be aware that certain actions and omissions prohibited by the Code might be crimes that could lead to individual criminal prosecution and, upon conviction, to fines and imprisonment. The Code will be enforced on a uniform basis for everyone, without regard to an individual's position within INTA.

*Accounting and auditing matters.*

The Audit Committee shall immediately notify the Treasurer of any complaint regarding corporate accounting practices, internal controls, or auditing brought to its attention. The Treasurer will work with the Audit Committee until the matter is resolved.

*No contract.*

This Policy does not create a promise or contract by INTA, and it may be amended at any time without prior notification. Employment at INTA is at will and nothing in this Policy should be interpreted in any way limiting the at-will relationship.

*Contact information.*

Chief Executive Officer:

Etienne Sanz de Acedo  
[esanzdeacedo@inta.org](mailto:esanzdeacedo@inta.org)  
(212) 642-1776

Director, Human Resources & Association Governance:

Randi Mustello  
[rmustello@inta.org](mailto:rmustello@inta.org)  
(212) 642-1734