

2015



CONCACAF

CONCACAF Partner Code of Conduct

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CONCACAF – Partner Code of Conduct

The Confederation of North, Central America and Caribbean Association Football (“CONCACAF”) is committed to conducting its business in accordance with the highest standards of ethical conduct, social and environmental responsibility and in compliance with applicable laws. This Code of Conduct, applicable to our football, corporate, media and vendor partners, sets forth the foundation for CONCACAF’s evaluation of these partners’ policies, standards and operating principles

CONCACAF expects its partners to share and embrace the letter and spirit of our commitment to integrity and ethical conduct through their compliance with this Code.

To Whom Does this Code of Conduct Apply?

This Code of Conduct applies to any party that provides a product or service to us or to whom we make payments or provide services, including vendors, media partners and clubs. These parties can be individuals, partnerships, organizations or groups, whether for profit or non-profit, and may interface with governments, fans and others for or on our behalf. In this Code of Conduct, we refer to all of these parties as “partners” or each of them as a “partner.”

We understand that partners of ours are independent entities but the business practices and actions of our partners can significantly impact and reflect upon us, our reputation and brand. Because of this, we expect all partners as well as their employees, agents and subcontractors (their “representatives”) to adhere to this Code of Conduct while they are conducting business with and on behalf of us. All of our partners should educate their representatives to ensure that they understand and comply with this Code of Conduct.

Our Expectations

CONCACAF sets high standards for conducting its business ethically and in accordance with the letter and spirit of applicable law. We expect the same commitment from our partners and their representatives and we consider their adherence to these principals when we select our partners.

We expect our partners to:

- Adhere to the ethical business principles set forth in this Code of Conduct;
- Integrate, communicate and apply these principles within their respective organizations;
- Comply with applicable laws, rules and regulations; and
- Institute a program that facilitates compliance with this Code of Conduct that enables continuous improvement and that is subject to external scrutiny and review.

Compliance with this Code of Conduct is required in addition to any other obligations in any agreement a partner may have with CONCACAF.

CONCACAF will assess its partners’ compliance with this Code of Conduct and any violation of this Code of Conduct may jeopardize the partner’s business relationship with the Confederation, up to and including

termination. It is the responsibility of our partners and their representatives to understand and adhere to CONCACAF's expectations. Partners are expected to notify a member of CONCACAF's management if and when any situation develops that causes the partner or its representative to operate in a manner that may be in conflict with CONCACAF's expectations, as outlined in this Code of Conduct.

Legal and Regulatory Compliance Practices

All CONCACAF partners and their representatives shall conduct their business activities in full compliance with the applicable laws and regulations of the countries, states and localities in which they operate. In addition to any specific obligations under the partner's agreement with CONCACAF, each CONCACAF partner and its representatives shall, without limitation:

- Comply with the anti-corruption laws of the countries in which it does business, including the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act, and shall not make any illegal direct or indirect payments to any government officials (including employees of state-owned enterprises) for the purpose of inducing the individual to misuse his or her position to obtain or retain business. Our policy is not to make any "facilitating payments" in any amounts.
- Comply with all applicable environmental laws and regulations regarding hazardous materials, air emissions, waste and wastewater discharges, including the manufacture, transportation, storage, disposal and release to the environment of such materials.
- Comply with all laws and regulations regarding the privacy of information, data protection and cross-border data laws.
- Be honest, direct and truthful in communications with government or regulatory officials and representatives.
- Obtain all necessary licenses or permits to conduct the activities for which they have been hired by CONCACAF.

Business Practices

CONCACAF partners and their representatives shall conduct their business interactions and activities with integrity and in accordance with their obligations under their specific agreements with CONCACAF. In addition to those obligations, each of our partners and their representatives shall, without limitation:

- Provide its services in compliance with their own applicable professional standards, including requirements established by any organizations that regulate its activities.
- Honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy.
- Create, retain and dispose of business records in full compliance with all applicable legal and regulatory requirements.
- Protect and responsibly use both the physical and intellectual assets of CONCACAF, including its property, supplies and equipment, when authorized by CONCACAF to use such assets.

- Use information technology and systems provided by CONCACAF (including email and any social media platforms) only for authorized CONCACAF business-related purposes. CONCACAF strictly prohibits its partners and their representatives from using CONCACAF-provided technology and systems to create, access, store, print, solicit or send any material that is intimidating, harassing, threatening, abusive, sexually explicit or otherwise offensive or inappropriate and/or send any false, derogatory or malicious communications using CONCACAF-provided information assets and systems.
- Comply with all CONCACAF requirements for maintenance of passwords, confidentiality, security and privacy procedures as a condition of receiving access to the CONCACAF internal corporate network, all systems and all buildings. All data stored or transmitted on CONCACAF owned or leased equipment is to be considered private and is the property of CONCACAF. CONCACAF may monitor all uses of its corporate networks and all systems (including email and other social media platforms) and/or access all data stored or transmitted using CONCACAF's network.
- Comply with the intellectual property ownership rights of CONCACAF and others including but not limited to copyrights, patents, trademarks and trade secrets. Use software, hardware and content only in accordance with their associated license or terms of use.
- Speak to the press on CONCACAF's behalf only if the partner and/or its representative is expressly authorized in writing to do so by the CONCACAF Director of Communications.
- CONCACAF recommends that partners avoid gifts to CONCACAF employees and representatives because even a well-intentioned gift might constitute a bribe under certain circumstances, or create conflicts of interest. CONCACAF employees and representatives may accept unsolicited gifts or other business courtesies from actual or potential partners provided they are not of material value and are not given with the purpose of influencing one's judgment. CONCACAF employees and representatives may not receive any payments, referral fees, finder's fees, or perquisites. CONCACAF employees and representatives may accept occasional meals, refreshments, or other entertainment appropriate to the circumstances in connection with normal business discussions, unless they are offered solely to influence CONCACAF employees' or representatives' business decisions. If offering a gift, meal, or entertainment to CONCACAF employees and representatives, always use good judgment, discretion, and moderation and any such gift, meal or entertainment should be modest. Any gifts, meals, or entertainment must comply with applicable law, must not violate the giver's and/or recipient's policies on the matter, and must be consistent with local custom and practice.
- In any event, no partner may ever offer a bribe, kickback, bartering arrangement for goods or services and/or any other incentive to a CONCACAF employee in order to obtain or retain CONCACAF business.
- Avoid the appearance of or actual improprieties or conflicts of interests. Partners or their representatives shall not deal directly with any CONCACAF employee whose spouse, domestic partner or other family member or relative holds a significant financial interest in the partner's business. Dealing directly in the course of negotiating the related business agreement or performing the partner's obligations with a spouse, domestic partner or other family member or relative who is employed by CONCACAF is also prohibited.

Labor Practices and Human Rights

CONCACAF expects its partners to share its commitment to human rights and equal opportunity in the workplace. All CONCACAF partners must cooperate with CONCACAF's commitment to a workforce free of harassment and unlawful discrimination as well as conduct their employment practices in full compliance with all applicable laws and regulations, and must, without limitation:

- Comply with all applicable wage/hour laws and regulations, including those relating to minimum wages, working hours and overtime pay.
- Use only voluntary labor. The use of forced labor whether in the form of indentured labor, bonded labor or prison labor by a partners or its representatives is prohibited.
- Not engage in physical discipline or abuse. Physical abuse or discipline, the threat of physical abuse, sexual or other harassment and verbal abuse or other forms of intimidation is prohibited.
- Comply with applicable child labor laws and employ only employees who meet the applicable legal requirement for their location.
- Not require workers to work more than maximum hours of daily labor set by local laws; ensure that overtime is voluntary and paid in accordance with local laws and regulations.
- Maintain employee records in accordance with applicable laws and regulations.
- Comply with all applicable laws concerning discrimination in hiring and employment practices. Discrimination or harassment on the basis of race, color, national origin, citizenship status, creed, religion, religious affiliation, age, sex, marital status, sexual orientation, gender identity, genetic information, disability, veteran status, and any other status protected under any applicable law is prohibited.
- Not retaliate against any employee who reports in good faith any violation of this Code of Conduct.

Business Continuity and Crisis Management

Subject to the terms of any specific contractual provisions that apply, we expect that each CONCACAF partner will have adequate business continuity plans in place to continue to provide its services to a reasonable degree in the aftermath of any kind of operational crisis, whether caused by a natural disaster, equipment malfunction, power failure, terrorist act or so forth. Upon request by CONCACAF, the partner will disclose in reasonable detail and discuss the elements of its business continuity plans.

Audits of Internal Controls and Operating Effectiveness of Service Providers

Subject to the terms of any specific contractual provisions that apply, we expect that each CONCACAF partner will make available to us, upon request, a copy of any audit that has been performed of the controls and/or operating effectiveness of the partner as a service organization (such as a SSAE 16/ISAE 3402, formerly known as SAS 70/FRAG 21/94, or similar report).

In general, we also expect each CONCACAF partner and its representatives to provide us with responses to our reasonable requests for information about compliance with this Code of Conduct.

Cooperation with Investigations

We expect that each CONCACAF partner hires will cooperate with us in any investigation we or the partner may be conducting into an allegation of inappropriate or unethical behavior involving either a CONCACAF employee or an employee of such partner where the allegation involves CONCACAF.

No Creation of Third-Party Rights

This Code of Conduct does not confer, nor shall it be deemed to confer, any rights on the part of third-parties, including any third-party beneficiary rights. For example, no employees of any CONCACAF partner shall have any rights against the Company by virtue of this Code of Conduct, nor shall such employees have any rights to cause CONCACAF to enforce any provisions of this Code of Conduct, the decision with respect to any such actions being reserved by CONCACAF in its sole discretion.

Reporting of Questionable Behavior or Possible Violations

If you wish to report a questionable behavior or possible violation of this Code of Conduct, CONCACAF has a variety of resources available to assist you. You are encouraged to work with your primary CONCACAF contact in resolving a business practice or compliance concern. However, CONCACAF recognizes that there may be times when this is not possible or appropriate. In such instances, please contact any of the following:

- Send an email to codeofconduct@concacaf.org. Reports made to this address are sent directly to CONCACAF's compliance team for further investigation.
- Call our CONCACAF Partner Ethics Hotline: 1-855-673-1231 or submit an electronic report: <http://www.concacaf3p.ethicspoint.com/>. Reports can be made confidentially and will go directly to CONCACAF's compliance team for further investigation.

CONCACAF will not tolerate any retribution or retaliation taken against any individual who has in good faith sought out advice or has reported questionable behavior or a possible violation.

We thank you for your compliance with this important policy and look forward to a mutually beneficial relationship with all of our partners based on the highest levels of ethical behavior.

By signing below, you agree that you have read, understand, and accept the terms and conditions described in the CONCACAF Partner Code of Conduct and you agree to be legally bound by this Partner Code of Conduct. If signing on behalf of a company, you must acknowledge that you are authorized to bind such company to the terms herein and this document must be signed in the presence of a witness.

Company Name (if applicable)

Signature of Authorized Signatory

Print Name of Authorized Signatory and Title

Witness Signature

Print Witness Name and Title

Date



CONCACAFSM

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