

Ethics at Work

The **SEC filed** and settled insider trading charges against a NIRI member recently for using material non-public information for personal gain. This individual recognized his violation of the NIRI **Code of Ethics**, and voluntarily resigned membership in NIRI. The incident provides a good reminder that as a condition of membership, every NIRI member agrees to this stringent Code which is based on the highest standards of integrity and ethical behavior — our profession demands no less. The reputation of the profession reflects on the personal credibility of each practitioner.

NIRI has due process for ethics-related matters that involves the **NIRI Ethics Council** and the **NIRI Board of Directors**. NIRI tolerates no deviations from its Ethics Code, and although there have been very few membership terminations resulting from ethics violations, the NIRI Ethics Council and Board will not hesitate to take this action if warranted. NIRI's Ethics Council is here to support you. Members should feel free to reach out to the Council to discuss ethical issues and dilemmas related to the practice of investor relations.

Regular Member Code of Ethics

As a regular member of the National Investor Relations Institute, I will:

1. Maintain my integrity and credibility by practicing investor relations in accordance with the highest legal and ethical standards.
2. Avoid even the appearance of professional impropriety in the conduct of my investor relations responsibilities.
3. Recognize that the integrity of the capital markets is based on transparency of credible financial and non-financial corporate information, and will to the best of my ability and knowledge work to ensure that my company or client fully and fairly discloses this important information.
4. Provide analysts, institutional and individual investors and the media fair access to corporate information.
5. Honor my obligation to serve the interest of shareholders and other stakeholders.
6. Discharge my responsibilities completely and competently by keeping myself abreast of the affairs of my company or client, as well as the laws and regulations affecting the practice of investor relations.
7. Maintain the confidentiality of information acquired in the course of my work for my company or for my client's company.
8. Not use confidential information acquired in the course of my work for my personal advantage nor for the advantage of related parties.
9. Exercise independent professional judgment in the conduct of my duties and responsibilities on behalf of my company or client.
10. Avoid any professional/business relationships that might affect, or be perceived to potentially affect, my ethical practice of investor relations.
11. Report to appropriate company authorities if I suspect or recognize fraudulent or illegal acts within the company.
12. Represent myself in a reputable and dignified manner that reflects the professional stature of investor relations.

Enforcement and Communication of the NIRI Code of Ethics

NIRI urges compliance with its Code of Ethics by positively communicating the ideals of professional ethics and practice rather than through negative sanctions. However, members of NIRI who are sanctioned by an appropriate governmental agency or judicial body for violating laws or regulations affecting their professional activities may, upon recommendation of the NIRI Ethics Council, have their membership terminated by the NIRI Board of Directors following procedures in the institute's bylaws. 