

CORPORATE MEMBER CODE OF PRACTICE

Agreed by board 13/7/17

1. Definition

One side of CRA's membership is reserved for suppliers and other commercial organisations wishing to market their goods or services to CRA's charity members. These members are known as "corporate members". They are not company members of the Association under the Articles of Association of CRA, and do not have voting rights. Nevertheless they are an important part of CRA's overall operation and provide a considerable and important source of income for CRA.

2. Becoming a corporate member

Any organisation or individual who wishes to become a corporate member is entitled to apply. They require no special organisational structure, can be located in the UK or overseas, and can belong to any industry provided that it does not operate in any way (whether directly or indirectly) against the interests of the charity retail sector.

Application is by the process of filling out a form. The Chief Executive and/or the Head of Membership will then consider whether or not to grant corporate membership to the applicant, including but not restricted to the following criteria:

- Individual applicants must not have ever been subject to a bankruptcy petition, application or order and/or failed to pay any monies owed to the CRA or any CRA charity member and/or failed to deliver any services due under any contractual arrangement with the CRA or any CRA charity member
- Any individual applicants or Directors of an applicant organisation should not have been involved, at Director level or equivalent, in more than two organisations that have previously ceased trading involuntarily, been declared insolvent, entered into any compromise or arrangement with any of their creditors, been subject to the appointment of an administrative receiver, or been subject to a winding up order or an order for the appointment of an administrator and/or failed to pay any monies owed to the CRA or any CRA charity member and/or failed to deliver any services due under any contractual arrangement with the CRA or any CRA charity member
- Applicant organisations must, in the opinion of the CRA, have a stable balance sheet as shown by the last set of accounts, where applicable
- Acceptance of the CRA Corporate Code of Conduct, this Code of Practice and the Payment T&Cs

In order to provide additional safeguards, CRA will email all of its charity members and the corporate members advisory group with information about prospective corporate members. Any information

received from charity members or the corporate members advisory group about any activities that may breach the above criteria will be taken into consideration when assessing the application.

CRA also reserves the right to request testimonials and references from the applicant to provide additional information for consideration.

There is no limit to the number of corporate members that CRA can allow into membership, nor are there quotas for any particular industry.

3. Refusal of corporate membership

The CRA reserves the right in its absolute discretion to refuse any application for corporate membership and need not provide a reason for so doing. The CRA may refuse an application if it considers that the applicant operates in any way which might bring the CRA or any of its charity members into disrepute or might damage the reputation of the CRA or any of its charity members.

All decisions of the Corporate membership is absolutely at the discretion of the CRA whose decision will be final, but a right of appeal to the CRA board is allowed. An applicant who has been turned down for corporate membership will be able to reapply after a period of 12 months, but applications will only be considered if the applicant is able to provide evidence to demonstrate that their circumstances have changed.

4. Renewal of corporate membership

Corporate membership is granted for a period of 12 months after which a corporate member must apply to renew their membership and the CRA reserves the right in its absolute discretion to refuse to renew a corporate membership and need not provide a reason for so doing. The same criteria will be used for renewing corporate membership as those detailed in Section 2 above

5. Benefits of corporate membership

The CRA provides a number of benefits, both financial and non-financial, to corporate members. The benefits available shall be confirmed to each successful applicant upon being accepted as a corporate member and at each successful renewal date. The benefits can be varied at the time of renewing corporate membership, but not during the year in which corporate membership is being held.

No free of charge additional benefits will be offered to any corporate member during the course of the membership year, unless they are offered to all corporate members.

6. Additional opportunities and sponsorship

CRA has historically offered a number of sponsorship opportunities, with corporate members having exclusive access to a range of these opportunities on a first come, first served basis. All of these opportunities are subject to a separate sponsorship contract and conditions and require additional payment, and with some exceptions will be offered to all corporate members simultaneously. These exceptions include, but are not limited to:

- Where there is an established history of a corporate member having sponsored a product or opportunity in the past they may be given first refusal
- Where multi-year agreements have been signed these will remain exclusive until the contract period expires
- Where CRA feels the need to offer the opportunity to a particular type of organisation for reasons of balance, efficiency or equity it may offer the opportunity to a sector of corporate members

Each sponsorship or additional opportunity has clear benefits which are written into the sponsorship contract. Such benefits will not be varied except with written permission from the CRA Chief Executive and in accordance with the terms and conditions of the sponsorship contract, and may in some cases require further payment.

7. Exclusions

The following rules will be strictly adhered to by CRA staff.

- Under no circumstances will CRA give out contact details for any CRA charity members, unless they are already customers of the corporate member concerned, or unless express permission has been given by the charity member.
- CRA will not accept any affinity, or commission-based deals from any commercial organisations including corporate members. Co-branding of products is possible but must be subject to a full-scale business plan and must be approved on an individual basis by the CRA board. In this situation, the nature of the co-branding agreement will be made transparent to charity members and will be identified in all marketing literature
- CRA board members, staff, and volunteers will never endorse, recommend or advocate any corporate member's product or service. They may signpost members and individuals to products and services but must make it clear that such signposting does not constitute a recommendation.
- Any information received by corporate members over and above that which is in the public domain already will be treated as confidential by CRA board members, staff, and volunteers, who will not divulge any such information unless expressly permitted to do so by the corporate member concerned.

8. Termination of membership by a corporate member

Corporate members have the right to terminate their membership at any point by written notice to the CRA. However, the CRA will not refund any fees already paid by a corporate member wishing to terminate their membership before the end of the 12 month membership period, and any unpaid fees already incurred will remain due and payable.

9. Liability

Nothing in this Code of Practice shall limit or exclude the CRA's liability for death or personal injury caused by its negligence, or the negligence of its employees, agents or subcontractors, or for fraud

or fraudulent misrepresentation or any other liability that cannot be limited or excluded under the laws of England and Wales.

Subject to the above paragraph, the CRA shall not have any liability to any corporate member whether in contract, tort (including negligence), breach of statutory duty, or otherwise, for any indirect or consequential loss arising under or in connection with corporate membership of the CRA. The CRA's total liability to any corporate member, whether in contract, tort (including negligence), breach of statutory duty, or otherwise arising under or in connection with corporate membership of the CRA shall be limited to the membership fees paid by that corporate member.

10. Expulsion

CRA reserves the right to expel corporate members if any of the following circumstances occur:

- Any of the criteria mentioned in Section 2 above are breached or found to have been breached previously
- Non-payment of any monies owed to CRA or its charity members
- Breach of the CRA Corporate Code of Conduct

CRA will consider making pro-rata refunds in the event of expelling corporate members before the expiration of their membership year.

11. Variation of this Code

CRA reserves the right to vary the terms of this code of practice from time to time. This will always be done in consultation with the Corporate Members Advisory Group and will require board approval thereafter.