

Corporate members Code of Practice

All corporate membership applicants and renewing members must provide a signed copy of this code of practice to the Charity Retail Association (CRA), **annually**, to say that the company and employees applying for membership comply with the points below. Corporate membership will not be renewed/granted until this has been received.

1. Definition

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

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 and can be located in the UK or overseas.

Corporate members must abide by UK law and by the laws of any other country in which that company operates.

Corporate members 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 or engage in commercial activities which may undermine, or restrict unduly, charity member core operations. Corporate members shall not do anything which could bring the CRA or its charity members into disrepute on any professional matter or which could be detrimental to the aims, objectives or good standing of the CRA. Nor shall corporate members - by failing to act themselves or by failing to report the actions of other members - allow or condone misconduct or a failure to uphold those same aims, objectives or good standing of the CRA.

Corporate members shall inform the CRA of any impending civil or criminal proceedings or action involving their company that brings their character or professional standing into question or may relate to the CRA.

Application is by the process of filling out a form. The Chief Executive and/ or the Deputy Chief Executive 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.

At any time, the CRA can request copies of accounts or any such documentation so as to confirm the continued sound operations of its corporate members

- Acceptance of this Code of Practice and the CRA's payment terms and conditions.

In order to provide additional safeguards, the CRA will email all of its charity members and the corporate members advisory group (CMAG) with information about prospective corporate members. Any information received from charity members or the CMAG about any activities that may breach the above criteria will be taken into consideration when assessing the application.

The 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 the 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 are absolutely at the discretion of the CRA whose decision

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will be final, but a right of appeal to the CRA board of directors 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.

Corporate members may refer to their membership of the CRA in their marketing and corporate literature and may use the CRA logo, but they must not imply that they are acting in partnership with the CRA. If they cease to be a member of the CRA they must withdraw

all their marketing or corporate literature referring to the CRA immediately.

It is the corporate member's responsibility to ensure any websites linked to any of the CRA's websites are updated with correct information. The CRA is not responsible for the contents of any linked site.

6. Additional opportunities and sponsorship

The CRA offers sponsorship opportunities, with corporate members having exclusive access. Access to any one of these opportunities may be:

- a) on a first come, first served basis, or
- b) offered to all members on a draw basis with a deadline to register interest.

Corporate members will be made aware in advance which selection method will be used.

There may be exceptions to a) and b). 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 the 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

All of these opportunities are subject to a separate sponsorship contract and require additional payment.

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.

Any company exhibiting at an event held by the CRA must hold current public liability and employers liability insurance and must provide proof of this to the CRA upon request.

7. High standards and best practice

The Charity Retail Association wishes to ensure that its corporate members adhere to the highest possible standards of business. Accordingly, we would expect that corporate members display best practice in the following areas, as well as conforming to all aspects of legislation:

- Employment issues, especially not employing staff on zero hours contracts
- Taxation – not avoiding or failing to pay taxation in this country
- Corporate social responsibility – having a clear and functional CSR policy which is maintained and beneficial to the charity sector
- Modern slavery
- Operating in as environmentally sustainable way as possible, with the minimum possible carbon footprint
- Data protection
- Equality, diversity and inclusion

If any corporate member or potential members feels that they are in breach of these aspirations, they should contact CRA for advice before signing this code of conduct. The CRA will investigate any alleged breaches.

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8. Exclusions

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

- Under no circumstances will the CRA give out contact details for any of its charity members, unless express permission has been given by the charity member.
- The 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.

9. 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.

10. 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.

11. Expulsion

The 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

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

12. 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.

Please sign below to say that you, your company and your employees/colleagues adhere to the Corporate Code of Practice.

Name

Job title

Company

Date

Signature

Please scan and email to Anna Pashley anna@charityretail.org.uk or post to the address below.