



NOPA PROFESSIONAL CODE OF ETHICAL BUSINESS PRACTICES

The National Office Products Association (NOPA) recognizes that independent office supply companies – engaged in the direct selling of office products, printing, furniture and electronics – assume certain responsibilities in their dealings with customers, other office supply companies, and vendors/manufacturers. NOPA encourages each of its members to voluntarily adhere to this Professional Code of Ethical Business Practices.

The intent of this Code is to reinforce the commitment of NOPA members toward demonstrating honesty and integrity in ALL business relationships with their customers, prospects, vendors, manufacturers and others in the industry. NOPA hereby sets forth voluntary standards of basic fair and ethical principles and practices to which member companies are encouraged to follow in the course of their regular business.

Core Values: Honesty and Integrity

Conducting business activities with honesty and integrity is the essence of ethical conduct. **Honesty** means conducting all business activities in a sincere and truthful manner, with maximum transparency and full disclosure of all business terms and conditions to trading partners and customers. **Integrity** means consistently conducting all business activities in an honorable and principled manner consistent with the ethical standards and sound trading practices set forth herein.

Members who voluntarily adopt these standards are encouraged to sign this pledge and ensure that all of their employees are fully informed of and committed to their full adoption and use in the course of all business transactions and dealings.

NOPA Professional Code of Business Ethics

Ethical Standards: Industry

As a NOPA member, I will seek to:

- ◆ Cooperate in every reasonable and proper way with other NOPA members to enhance and further advance the office products business and industry at large.



- ◆ Avoid interactions with other market participants in ways that might affect the supply, availability or prices of goods or services, or in ways that might otherwise restrict or limit competition.
- ◆ Avoid disclosure or use, without prior approval, of other companies' proprietary data, operating procedures, or business techniques, the disclosure or use of which could prove damaging to another member.
- ◆ Maintain a strong commitment to honest and fair competition with other members in all areas, including the recruitment of employees. As such, I will avoid making improper employment offers or other solicitations of the employees of other members or their customers. Specifically, I pledge to inquire about and respect the sanctity of disclosed non-compete employment agreements. Further, I pledge to avoid making false statements regarding other companies or their business situations, and will not encourage employees or employee-candidates to make improper disclosures of others' proprietary information.
- ◆ Avoid engaging in wholesale or mass recruiting of employees from other independent office supply companies. If my company is approached by an employee of another independent office supply company seeking employment in our firm or that of a client, I will handle such situations in a way that will be balanced and equitable to the employee, the firm and the client.

Ethical Standards: Customers

As a NOPA member I will:

- ◆ Avoid engaging any deceptive, unlawful or unethical consumer practices.
- ◆ Engage only in transactions with legitimate business purposes.
- ◆ Work to ensure that our company's offers of products and services to customers are made in a complete, truthful, transparent and legally appropriate manner.
- ◆ Strive to meet our company's full obligations and promises to customers in accordance with the agreed terms and conditions of all individual business transactions.
- ◆ Work to ensure honesty and integrity in advertising and in all representations to the public and customers concerning office products and our industry.

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Ethical Standards: Company

As a NOPA member I will:

- ◆ Administer the internal and external affairs of our firm in the best interest of the profession [and of independent office product dealers as a group] at all times.
- ◆ Be fair and respectful to employees, suppliers, competitors, and customers in all business and professional relationships.
- ◆ Strive to act as a good corporate citizen, committed to advancement of our employees, their families, and the communities in which our company operates, and to providing community service through our company and its employees.
- ◆ Diligently work to apply the following operating principles that characterize companies perceived as caring, responsible organizations:
 - Sustaining a work environment based on dignity and respect for all employees.
 - Committed to helping employees understand the importance of their positions and contributions.
 - Cultivating the full potential of all employees.
 - Encouraging individual employee's pursuit of work/life balance.
 - Enabling the well being of individuals and their families through compensation benefits, policies and practices.
 - Considering the impact of business decisions on all employees.
 - Developing great supervisors who excel at managing people as well as achieving financial goals.
 - Appreciating and communicating clear standards for ethical behavior and integrity.
 - Active involvement in community service, providing volunteer and other resources when and where feasible.



- Constructive participation in the development of sound public policies to support business and economic development for the communities in which the company operates and sells and for general public benefit.
- Respect and act in ways that advance the professional reputation and practices of other independent office supply companies, while bringing instances of alleged unethical business conduct to the attention of NOPA.

Agreed to on this _____ day of _____, 20__

Company

By: _____ Title: _____

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Administration of NOPA Professional Code of Ethical Business Practices

NOPA has developed this voluntary Professional Code of Ethical Business Practices as a means to reinforce the commitment of interested members in pursuing sound, ethical business practices. NOPA encourages all members to consider the likely benefits of sincere adherence to this Code for their company, employees, customers, and suppliers.

By signing and thereby acknowledging voluntary acceptance of this Code, a NOPA member signals to other NOPA members, the industry and customers its intent to apply them consistently in their business.

Enforcement of the Code is limited to the provisions regarding discipline of members that appear within the bylaws of the Independent Office Products and Furniture Dealers Association, of which NOPA is a membership division. Failure to adhere to this voluntary Code may result in expulsion from NOPA/IOPFDA membership after the due process review procedures outlined below have been completed and a judgment rendered.

A Business Ethics Committee of the NOPA Board of Directors will be formed which will have primary responsibility for administration of this Code. Since the Association bylaws are those of IOPFDA, the IOPFDA Board will have ultimate responsibility for the administration/enforcement of this Code.

The NOPA Business Ethics Committee will be charged with the review of any allegations that one or more members who have signed a pledge to apply the Code have violated one or more elements of the Code. This review process will consist of the following steps:

- ◆ Following receipt of a valid written complaint at the NOPA offices (301 N. Fairfax Street, Suite 200, Alexandria, VA 22314), the parties involved in the complaint will be notified in writing and given 30 calendar days to respond in writing to the allegation.
- ◆ The Business Ethics Committee will review all written submissions and render a consensus judgment. If the Committee concludes that a provision of the Code was in fact violated, it will issue a written notice of that decision and the action it recommends to address the violation.
- ◆ The member accused of the violation will have 30 days to appeal the decision to the full board of IOPFDA. Within 30 days thereafter, a final judgment will be rendered. The decided sanction, if any, would then be applied, with the maximum penalty being expulsion from IOPFDA/NOPA membership.



If the Committee is unable to reach a consensus judgment, the matter will be dismissed without prejudice to any of the parties involved, and a written notice to this effect will be provided to all interested parties.

The original complaint, the investigation and any rebuttal statements will be maintained in a confidential membership file at the offices of NOPA for a period of three years. If no additional complaints were filed within the three-year period following final adjudication of the original complaint, the complaint file for the affected member will be destroyed.

Permitted Use of NOPA Professional Code of Business Ethics

If a member of NOPA signs a written pledge to adhere to the voluntary Code as stated above, the company and its employees will be entitled to display a symbol on their business cards, in advertising and promotional literature, and on their web site to indicate their commitment to the Code.

The hope and intent is that over time expanding member adherence to this Code would become a positive tool that could be used by authorized dealers to emphasize the unique value that they and other independent office product dealers who also adhere to the Code bring to the marketplace.