



## **Code of Ethics and Professional Conduct for the Corporate Counsel Profession in South Africa**

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## 1. GLOSSARY AND TERMS OF REFERENCE

- 1.1. This document must be read in conjunction with the Corporate Counsel Association's Memorandum of Incorporation and the Corporate Counsel Association's Code of Ethics and Professional Conduct.
- 1.2. Unless otherwise stated, or the context indicates to the contrary, terms, words and expressions defined and used under the Corporate Counsel Association's MOI and Code and used in this document shall have the same meanings and descriptions when used in this document as have been ascribed to them under the Corporate Counsel Association's MOI and the Code.
- 1.3. **Appeal Committee** – means a committee which will consist of at least 5 (five) Members of the Corporate Counsel Association's Board, and an independent Chairman convened in accordance with clause 7 of the Corporate Counsel Association's Disciplinary Procedure.
- 1.4. **Board** – means the Board of directors of the Corporate Counsel Association of South Africa NPC.
- 1.5. **Corporate Counsel Association** – means the Corporate Counsel Association of South Africa NPC, a Company which was incorporated on 12 September 2019 as a Non-Profit Company as defined in the Companies Act, 2008 and which represents Corporate Counsel and the Corporate Counsel profession in South Africa.
- 1.6. **Corporate Counsel Association Disciplinary Committee** – means the disciplinary committee convened in accordance with Clause 5 of the Corporate Counsel Association Disciplinary Policy and Procedure.
- 1.7. **Certified Corporate Counsel professional** – means a member of the Corporate Counsel Association who has undertaken the Corporate Counsel Association's assessment process and has met the Corporate Counsel Association's standards and requirements which have been set for the Corporate Counsel profession in South Africa and who are permitted to refer to themselves as certified 'Corporate Legal Support Practitioner' or 'Corporate Legal Counsel' or 'Corporate Senior Legal Counsel' or 'Corporate General Counsel', as the case may be, and use the designations: 'Corporate Legal Support Practitioner' or 'Corporate Legal Counsel' or 'Corporate Senior Legal Counsel' or 'Corporate General Counsel', as the case may be.
- 1.8. **Client** – means the person, entity or employee who makes use of the expertise and skill of Corporate Counsel and/or a Corporate Legal Support Practitioner.
- 1.9. **Code** – means the Corporate Counsel Association's Code of Ethics and Standards of Professional Conduct.

- 1.10. **Conflict of interest** – means a situation occurring when an individual or organisation, and in particular, Corporate Counsel or Corporate Legal Support Practitioners, are involved in multiple interests which are in conflict with each other and/or those of the Client or the Employer who they represent, one of which could possibly corrupt their decision-making powers or ability to make an honest and ethical decision.
- 1.11. **Corporate Counsel** – means qualified legal practitioners who are employed by a Client or Employer for the purpose of providing that Client or Employer with a dedicated source of Legal Services and Advice in exchange for a salary or remuneration, and phrases and names such as “legal advisor”, “general counsel”, “in-house counsel” and “legal counsel” attract the same meaning.
- 1.12. **Corporate Counsel profession** – means the profession made up of Corporate Counsel and Corporate Legal Support Practitioners who are employed by a Client or Employer for the purposes of providing that Client or Employer with a dedicated source of Legal Services and Advice.
- 1.13. **Disciplinary hearing** - means the Corporate Counsel Association’s Disciplinary hearing held in accordance with the Corporate Counsel Association’s Disciplinary Policy and Procedure.
- 1.14. **Disciplinary procedure** - means the Corporate Counsel Association’s Disciplinary procedure set out under the Corporate Counsel Association’s Disciplinary Policy and Procedure.
- 1.15. **Employer** – means the person or entity who/which employs and makes use of the expertise and skill of Corporate Counsel and Corporate Legal Support Practitioners.
- 1.16. **Ethical conduct** – means acting in an honest, fair and circumspect manner which is transparent, analytical and essentially free of conflict and which complies with the general rule of law.
- 1.17. **Financial Interest** – means an interest of a pecuniary nature including an interest in, or rights and obligations to acquire such an interest in, equity or other security or debenture, loan or other debt instrument of an entity, which Corporate Counsel or Corporate Legal Support Practitioners may have in a matter in respect of which he/she is advising on.
- 1.18. **Independence** – means: a) independence of mind - the state of mind that permits the expression of a conclusion without being affected by influences that compromise professional judgement, thereby allowing an individual to act with integrity and exercise objectivity; and b) independence in appearance - the avoidance of facts and circumstances that are so significant that a reasonable and informed third party would be likely to conclude, weighing all the specific facts and circumstances, that an entity or a Member of that entity has not been compromised.



- 1.19. **Integrity** – is an attitude of mind whereby one commits to certain standards of conduct and moral behaviour in a consistent manner and following this means taking an honest, fair, ethical and transparent approach to everything one does. It is essentially about doing the right thing, with due regard for the avoidance of conflicts between any personal Financial Interest and one’s responsibilities to one’s employer or client.
- 1.20. **Investigation Panel** – means a panel of experts approved by the Board, based on their relevant expertise, in order to establish whether the alleged misconduct and/or breach of the Code has *prima facie* been committed, as per the Corporate Counsel Association’s Disciplinary Policy and Procedure.
- 1.21. **Legal profession** – means the profession made up of persons holding specific legal skills, qualifications and expertise, including, without detracting from the generality thereof: Corporate Legal Support Practitioner, legally qualified legal practitioners, admitted legal practitioners, Corporate Counsel, state advocates, public prosecutors, magistrates, judges and/or legal advisors who provide Legal Services and Advice to the public and/or the private sector.
- 1.22. **Legal Services and Advice** – means the services provided to a Client or Employer by Corporate Counsel and/or Corporate Legal Support Practitioners.
- 1.23. **Legal Support Practitioner** – means paralegals, risk managers, assistant company secretaries / company secretaries, compliance officers, internal audit, HR legal advisors, legal interns and legal secretaries and assistants who are employed by a Client or Employer for the purposes of providing that Client or Employer with a dedicated source of Legal Services and Advice.
- 1.24. **Member / Corporate Counsel Member** – means a registered member of the Corporate Counsel Association.
- 1.25. **MOI** – means the Memorandum of Incorporation of the Corporate Counsel Association.

## 2. INTRODUCTION

- 2.1. The Corporate Counsel Association of South Africa is the SAQA-recognised professional body representing the Corporate Counsel profession across South Africa. This profession encompasses a wide range of roles including Corporate Counsel, paralegals, risk managers, company secretaries, compliance officers, internal auditors, HR legal advisors, legal interns, legal secretaries, and assistants, operating in both the public and private sectors.
- 2.2. The Corporate Counsel Association’s vision is to elevate the standing and value of Corporate Counsel nationally and internationally and to be the association of choice for all Corporate Counsel professionals in South Africa.



- 2.3. The Corporate Counsel Association is committed to upholding the highest standards of legal and business integrity, ethics, and professionalism, which underpin the profession and are expected of all practitioners, including Corporate Counsel Association Members. Ethical and professional conduct is a cornerstone of the legal profession, requiring members to act with integrity, impartiality, and in full compliance with the law, free from conflicts of interest or undue influence.
- 2.4. To support this mission, the Corporate Counsel Association is dedicated to the continuous development and improvement of the profession through research, education, advocacy, recognition of prior learning, and professional upliftment. The Corporate Counsel Association ensures its Members are equipped with the necessary ethical foundations, legal knowledge, and practical skills to effectively meet their professional responsibilities. Prior learning and professional experience are formally recognised to enable members to apply their competencies in the workplace.
- 2.5. A comprehensive Code of Ethical Standards and Behavioural Guidelines, aligned with the Corporate Counsel Association's Memorandum of Incorporation (Mol), reinforces a culture of ethical conduct and accountability.

### **3. OBJECTIVES**

#### **3.1. Overarching Purpose**

The Corporate Counsel Association exists to promote the collective interests and professional value of Corporate Counsel and to highlight the diverse and evolving roles they fulfil. Its key goals include:

- Acting as the recognised voice and public representative of the Corporate Counsel profession in South Africa.
- Providing leadership and support to in-house legal practitioners.
- Empowering members with resources, networking, and tools to enhance service to their organisations.
- Establishing, upholding, and developing common professional and ethical standards.
- Promoting proficiency, credibility, and professional recognition of Corporate Counsel in both public and private sectors.
- Regulating qualifications and standards for professional designation.
- Monitoring and responding to national and international trends in in-house legal services delivery.



### 3.2. Strategic Objectives

Aligned with its Mol, the Corporate Counsel Association pursues the following strategic objectives:

#### 3.2.1. Establish a Unified National Framework

Develop a single, integrated national framework for qualifications, learning achievements, prior learnings, skills, and professional expertise within the Corporate Counsel profession.

#### 3.2.2. Promote Access, Mobility, and Progression

Facilitate access to, mobility within, and progression through education, training, and career pathways, including the recognition and integration of workplace-based prior learning into formal qualifications.

#### 3.2.3. Enhance Quality of Education and Training

Continuously improve the quality, relevance, and recognition of education and training for Corporate Counsel professionals.

#### 3.2.4. Advance Transformation and Redress

Actively support the redress of historical inequities in education, training, and employment, with particular focus on previously disadvantaged groups.

#### 3.2.5. Support Personal and Economic Development

Contribute to the holistic personal development of Corporate Counsel Association Members and foster the social and economic growth of the Corporate Counsel profession at large.

### 3.3. Recognition and Development of the Profession

The Corporate Counsel Association voluntarily undertakes responsibility for:

- Recognising and enhancing the credibility of the Corporate Counsel profession.
- Acknowledging and crediting prior workplace learning, irrespective of formal qualifications.
- Driving continuous professional development through a structured, progressive system integrating:
  - Legal-related educational outcomes;
  - Formal qualifications;



- Workplace experience and learning;
- Training curricula, workshops, informal courses, development programmes, on-the-job training, and best practice guidelines.

These initiatives are delivered collaboratively with select legal education and service providers and are rolled out nationally for the benefit of Corporate Counsel professionals, particularly Corporate Counsel Association Members.

### **3.4. Professional Designation Framework**

The Corporate Counsel Association oversees four coordinated and integrated sub-frameworks, each corresponding to a specific professional designation or level within the Corporate Counsel profession. These frameworks include qualification standards, experiential criteria, assessment requirements, and development pathways, and are governed by the Corporate Counsel Association Board and Secretariat.

### **3.5. Ethical, Social, and Global Commitments**

To strengthen public trust and professional accountability, the Corporate Counsel Association aims to:

- Promote public confidence through regulated recognition systems and thorough assessment procedures for professional designation.
- Encourage ethical conduct, professional responsibility, and social accountability within the profession.
- Ensure Members provide ethical, reliable legal services to organisations, communities, and individuals.
- Uphold standards protecting the public from substandard legal services and professional malpractice.
- Foster respect for the Corporate Counsel profession nationally and internationally.
- Encourage adoption of international best practices.
- Support the development of a national career guidance system for Corporate Counsel professionals.
- Facilitate legitimate access to profession-related data while safeguarding confidentiality and privacy.
- Promote Continuing Professional Development (CPD) as a core professional obligation.





### 3.6. **Commitment to Transformation and Justice**

The Corporate Counsel Association embraces and promotes transformation within the legal sector, with commitments to:

- Diversity and inclusivity;
- Recognition of prior learning;
- Environmental sustainability;
- Broader social justice.

## 4. **PURPOSE AND OBJECTIVES OF THIS CODE**

4.1. The **purpose** of this Code is to set out:

- 4.1.1 the Corporate Counsel Association code of ethics and standards of professional conduct which are expected to be complied with by its Members;
- 4.1.2 how the Corporate Counsel Association will enforce and monitor compliance with the Code;
- 4.1.3 how the Corporate Counsel Association will deal with any non-compliance of the Code by a Member.

4.2. The **objective** of this Code is to:

- 4.2.1 define and promote acceptable ethical behaviour for the Member based on appropriate values;
- 4.2.2 promote desired standards of conduct for the Member and for the Corporate Counsel profession as a whole;
- 4.2.3 develop and maintain a high standard of professionalism for the Member and the Corporate Counsel profession;
- 4.2.4 provide a benchmark of expected behaviour and conduct for the Member and the Corporate Counsel profession;
- 4.2.5 provide norms and standards for the Member so that they may evaluate their own practices and behaviours when providing Legal Services and Advice;
- 4.2.6 provide guidance to the Member so that the Member may provide Legal Services and Advice to his/her Client or Employer and where applicable, the public, with integrity, sincerity and in accordance with the accepted standards as laid down by the Corporate Counsel Association, the Legal profession and the Client or Employer;



- 4.2.7 ensure that the Member respects the interests of their Clients and Employers, the public, the Corporate Counsel Association and the Legal profession in general;
  - 4.2.8 promote Client and Employer confidence in the Members employed by them and in the Corporate Counsel profession;
  - 4.2.9 promote the public's confidence in the Member and the Corporate Counsel profession and protect the interests of the public;
  - 4.2.10 provide policy directives on how the Corporate Counsel Association will enforce and monitor compliance with the Code and how it will effectively and fairly deal with any non-compliance by a Member with the Code, in a consistent and fair manner.
- 4.3. This Code therefore seeks to establish and set out the Corporate Counsel Association Code of Ethics and Standards of Professional Conduct which will apply to its Members and to the Corporate Counsel profession in general, which it represents.

## **5. APPLICATION**

- 5.1 This Code will apply without exception to:
- 5.1.1 The Corporate Counsel Association;
  - 5.1.2 Each Member.
- 5.2 the Corporate Counsel Association and its Members are therefore expected to adopt and promote this Code which is vital to the credibility and good reputation of the Corporate Counsel Association, the Members and the Corporate Counsel profession.

## **6. ETHICAL DUTIES AND STANDARDS OF CONDUCT**

- 6.1 The Corporate Counsel profession, and in particular the Member, must at all times in the provision of Legal Advice and Services conduct their occupation in line with the general rules and guidelines stipulated below:
- 6.1.1 The member must at all times **act ethically**, and in discharge of this duty should follow the below-mentioned standards of conduct:
    - 6.1.1.1 act in a fair, honest and transparent manner, with dignity and Integrity;
    - 6.1.1.2 always remain impartial and objective and avoid any subordination or undue influence of one's judgement by others;
    - 6.1.1.3 give effect to legal and moral values and requirements and treat any lacunae or gap in a law, regulation, standard or code in an ethical and responsible manner;



- 6.1.1.4 respect and promote the Integrity of the Corporate Counsel Association, its Members and the Corporate Counsel profession, and not bring them into disrepute at any time;
- 6.1.1.5 not engage in any act of dishonesty, corruption or bribery;
- 6.1.1.6 disclose to the relevant parties any personal, business and/or Financial Interest in his/her Client, Employer or their business or in any stakeholder to avoid any perceived, real or potential Conflict of interest at all times;
- 6.1.1.7 not knowingly misrepresent or permit misrepresentation of one's qualifications or competency or those of others;
- 6.1.1.8 provide opinions, decisions, and/or Legal Service and Advice and recommendations that are honest, objective and based on facts.
- 6.1.2 The Member must at all times when acting for or providing Legal Services and Advice to its Client or Employer, **act in a manner that is free from conflict of interest, Financial Interest and self-interest** and in discharge of this duty should follow the below-mentioned standards of conduct:
  - 6.1.2.1 be and appear to be free of any undue influence or self-interest whether direct or indirect which may be regarded as being incompatible with one's Integrity or Objectivity;
  - 6.1.2.2 constantly assess each particular situation for possible Conflicts of interest and/or Financial Interest and be alert to the possibility of any Conflict of interest;
  - 6.1.2.3 consider the facts and circumstances before deciding whether or not one's Integrity and Objectivity would be impaired by accepting an engagement, consideration or offer;
  - 6.1.2.4 immediately declare any Conflict of interest or Financial Interest in a matter and recuse oneself from the situation, especially where it involves any consideration, deliberation or decision and/or ensure that one at all times acts in an appropriate manner so as to eliminate the conflict;
  - 6.1.2.5 be aware of and discourage potential relationships which could give rise to the possibility of a conflict of interest situation and which could potentially or actually adversely influence, impair or threaten one's Integrity, judgement and/or impartiality;
  - 6.1.2.6 ensure that the correct balance as between one's loyalty to one's Client or Employer and the required professional and legal standards are achieved and realised at all times without them compromising or conflicting with each other;
  - 6.1.2.7 not accept any gift, benefit, consideration or compensation that may be perceived as compromising one's independence of judgement;

- 6.1.2.8 not personally, or through any other person, improperly seek to obtain work by way of commission or otherwise or make or offer to make payment for a client or prospective client for obtaining such work.
- 6.1.3 The Member must at all times **act in a professional manner** and in discharge of this duty should follow the below-mentioned standards of conduct:
- 6.1.3.1 act with the required degree of skill, care and diligence which is expected from any Corporate Counsel professional or Corporate Legal Support Practitioners;
  - 6.1.3.2 liaise in an open and transparent manner with Clients, Employers and stakeholders and do not intentionally mislead one's Client, Employer or any stakeholder;
  - 6.1.3.3 ensure that one is provided with a thorough brief and that one makes objective and impartial decisions based on thorough research and an assessment of the facts and the context of the situation;
  - 6.1.3.4 exercise independent and professional judgement in all dealings with Clients, Employers and stakeholders;
  - 6.1.3.5 execute one's job functions with professionalism, good attitude and values, due care and diligence;
  - 6.1.3.6 adhere to acceptable practices and high-quality standards when carrying out one's work;
  - 6.1.3.7 continuously improve one's skills and mentor and guide new entrants in one's field of expertise;
  - 6.1.3.8 act with intellectual Objectivity and Integrity whatever the circumstances or influences which the Member may be subject to when acting;
  - 6.1.3.9 maintain and improve one's professional skills, expertise and competence on an ongoing basis through the attendance of workshops, courses, training, reading and networking and attaining the required Continuous Professional Development (CPD) points prescribed by the Corporate Counsel Association as per the Corporate Counsel Association CPD Policy;
  - 6.1.3.10 keep abreast of legal developments, applicable laws, regulations, legal theory and the common law, particularly those which apply to his/her Client, Employer and/or the industry within which one operates;
  - 6.1.3.11 conduct oneself professionally and responsibly recognising the interests of one's Client, Employer and stakeholders, which interests may not necessarily be the same and encourage similar behaviour in others;



- 6.1.3.12 comply with and observe both the spirit and the letter of the law, especially those relevant to the industry where one operates, including internal non-binding codes, principles, and standards of conduct;
- 6.1.3.13 not misrepresent one's competence, including one's qualifications and credentials, capabilities, characteristics, and experience;
- 6.1.3.14 observe and protect confidentiality and where applicable, privacy of all and any information made available and received during the course of performing one's duties, unless legal obligation to disclose same exists or arises;
- 6.1.3.15 not perform work or conduct oneself in any manner that will compromise the standard of the Legal profession, the Corporate Counsel profession or the Corporate Counsel Association;
- 6.1.3.16 generally act in a manner consistent with the good reputation of the Legal profession and refrain from conduct which may harm the public, the Legal profession, the Corporate Counsel profession or the Corporate Counsel Association or which may bring the Corporate Counsel profession, the Legal profession or the Corporate Counsel Association into disrepute.
- 6.1.4 The Member must at all times **respect the objectives, values and mission of the Corporate Counsel Association** and ensure that one maintains good relations with the Corporate Counsel Association and in discharge of this duty should follow the below-mentioned standards of conduct:
  - 6.1.4.1 familiarise oneself and comply with the Corporate Counsel Association Mol, the Code and any other applicable Corporate Counsel Association policies, procedures, guidelines and codes which may apply to the Member from time to time;
  - 6.1.4.2 comply with the Corporate Counsel Association CPD policy and related procedures;
  - 6.1.4.3 ensure that the annual Corporate Counsel Association subscription and membership fee levied by the Corporate Counsel Association is paid on receipt of invoice;
  - 6.1.4.4 ensure that all amounts in respect of the Corporate Counsel Association courses and workshops and other Corporate Counsel Association events which are due to the Corporate Counsel Association are paid on receipt of invoice;
  - 6.1.4.5 inform the Corporate Counsel Association CEO in writing immediately should any proceedings be brought against the Member which could damage the Corporate Counsel Association or the dignity of the Corporate Counsel profession and/or the Legal profession;



- 6.1.4.6 submit in writing any information requested by the Corporate Counsel Association with reference to any improper conduct by the Member or any other Member;
- 6.1.4.7 inform the Corporate Counsel Association immediately should the Member or its Client or Employer decide to resign from the Corporate Counsel Association, or should the Member move position or take up employment with another Client, Employer or person.
- 6.1.5 The Member must always **respect the Legal profession** in general and in discharge of this duty should follow the below-mentioned standards of conduct:
  - 6.1.5.1 treat other persons who make up the Legal profession with respect and dignity;
  - 6.1.5.2 refrain from deprecating and/or maligning other persons who make up the Legal profession, save for when a complaint may be merited; in such case refer the complaint to the professional body who represents and governs that person, making use of its laid down disciplinary and/or complaints procedure.

## **7. ENFORCEMENT AND COMPLIANCE WITH THE CODE**

- 7.1 The Corporate Counsel Association, its Disciplinary Committee, Investigations Panel, Appeal Committee and the Member all have a duty to familiarise themselves with the Corporate Counsel Association's Mol, the Code and the Corporate Counsel Association Disciplinary Procedure.
- 7.2 All Members have a duty to comply with the Code, read together with the Corporate Counsel Association Mol and the Corporate Counsel Association Disciplinary Procedure.
- 7.3 Whilst the Corporate Counsel Association will not actively police compliance with the Code, it will use its best endeavours to ensure that both the spirit and the letter of the Code are followed by the Members.
- 7.4 The application and purpose of the Code is to ensure that the Member conducts himself in a manner befitting of the Corporate Counsel profession and the Legal profession.
- 7.5 Where the Corporate Counsel Association is of the view that a Member is not complying with the Code, it will have the right to investigate the matter further and where it has substantial grounds indicating that the Member under investigation has not complied with the Code, it will have the right to take the necessary disciplinary action against such Member in accordance with the Disciplinary Procedure.



- 7.6 Where the Corporate Counsel Association receives a complaint about a Member which complaint concerns any breach or non-compliance with the Code, the Corporate Counsel Association will then be obliged to investigate the complaint and if necessary, take the required disciplinary action against such Member in accordance with the Disciplinary Procedure.
- 7.7 Where the Corporate Counsel Association receives a complaint as detailed in clauses 6.5 and 6.6 above and the Corporate Counsel Association Disciplinary Committee and Investigations Panel is of the view that the matter should rather be dealt with by the Client and/or Employer then the Corporate Counsel Association will have the right to refer such matter to the legal department of the Client and/or Employer for their further attention and/or action.
- 7.8 Disciplinary action against any Member must be procedurally and substantively fair.
- 7.9 In the case of any breach of the Code, the Corporate Counsel Association will ensure that it is consistent in its application of discipline and will to this extent ensure that Members are not treated differently based on any arbitrary or unjustifiable grounds.
- 7.10 All Disciplinary proceedings and records must be kept confidential.

## **8. THE CORPORATE COUNSEL ASSOCIATION DISCIPLINARY POLICY AND PROCEDURE**

- 8.1 The procedure which the Corporate Counsel Association will follow in the event of an allegation that a Member is not complying with this Code is set out under the Corporate Counsel Association Disciplinary Policy and Procedure. This Code should therefore be read together with the Corporate Counsel Association Disciplinary Policy and Procedure.

### **Acknowledgement by member and signature**

I, \_\_\_\_\_ agree to abide by this **CODE OF ETHICS AND PROFESSIONAL CONDUCT** and acknowledge that my failure to do so could disqualify me from continued membership of the Corporate Counsel Association and/or the right to a Corporate Counsel Association certified professional designation that may have been awarded to me.

Signed at \_\_\_\_\_ on the \_\_\_\_ day of \_\_\_\_\_ 20\_\_.

Signature: \_\_\_\_\_

Witness: \_\_\_\_\_