



29th April 2020

revision 2

Governance Code

The Athens Council has adopted this governance code.

The Code

The Athens Council believes that operating with the highest level of morals and integrity is critical to protect the interests and credibility of the Athens Council, its members and its decisions. Therefore this code has been written.

Benefit for the People

Every decision that the council takes must be for the benefit of the people.

Membership

Membership to the Athens Council is by invitation only and requires that a member demonstrate to be of good repute. Specifically the member must demonstrate high standards of ethics and personal integrity, honesty, fairness in their conduct, accountability for their actions and an interest to contribute to society.

Members can only be removed if a violation is proven or leave voluntary.

Any form of diversity is welcomed among the members.

Decisions

Athens Council decisions require a 75% majority of all members irrespective of whether they attend or not. Votes may be cast remotely, but never via proxy.

The Secretary of the Council has the breaking vote in case of a tie.



Meetings

Meetings between the members are held twice per annum and the agenda is distributed by Secretary of the Council at least 30 days in advance.

The Secretary of the Council acts as Chairman during the meetings.

Expenses are not compensated for meetings and no form of proxies permitted.

Confidentiality

Members have a fiduciary duty to maintain the confidentiality of all confidential and proprietary information of the Athens Council and its members except when disclosure is required by law or regulation or is legally mandated.

Members are expected to take all appropriate steps to minimize the risk of disclosure of confidential information entrusted to or obtained by them. The obligation to preserve, and not disclose, confidential information continues even after a member leaves the council.

Anti-Corruption

Members shall endeavor to respect the rights of and deal fairly with various stakeholders, council employees and contractors, the public, and one another at all times and in accordance with ethical practices. Members shall not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

Any form of insider trading or disclosure is forbidden.

Committees

All committees of the council are fully autonomous in how they operate and only report to the council on their results as a whole.



Conflict of Interest

Members shall endeavor not to engage in activities which constitute a conflict of interest with the Athens Council affairs.

If a conflict of interest does however exist on the part of the member, such must be declared by said member either before or during the meeting. In all cases, the member will be excluded from the meeting for the said matter.

A perceived conflict of interest of any member in any matter under discussion can also be raised by any member of the council either before or during the meeting. If this objection is supported by a simple majority vote, then the said member will be excluded from the meeting for the said matter.

Compliance

Members are expected to take all appropriate steps to comply with all laws, rules and regulations when consider their actions and votes.

Enforcement of Code

Reports by members or others of possible violations of this code by members will always be investigated by or at the direction of the Secretary of the Council which shall be obligated to notify the respondent of the alleged violation and afford him or her the opportunity to comment on the evidence considered by the Secretary.

Waiver or Amendments to this Code

Any waiver, explicit or implicit, of this code, and any amendment to this code may be made only by the Council Secretary upon recommendation of a council decision.