

# National Portable Storage Association

## Code of Conduct and Ethics

1. **Introduction.** The National Portable Storage Association (“NPSA”) is committed to encouraging the portable storage industry to conduct business in accordance with high standards of business conduct and ethics. The manner in which each member of NPSA and its employees (“Member”) conduct its business reflects on other Members and the portable storage industry as a whole. As such, each Member is expected to commit to a culture of honesty, integrity and accountability.

This Code of Conduct and Ethics (“Code”) provides a general statement of expectations of NPSA concerning the ethical conduct to which its Members should adhere. Each Member is expected to use its good judgment in applying these principles to situations not expressly addressed by this Code.

These Standards are based on a sincere commitment to:

- ✓ Promote the entire portable storage industry in a positive manner
- ✓ Encourage professionalism and good business practices
- ✓ Maintain ethical and legal behavior of all Members
- ✓ Be fair and courteous to fellow Members, customers and vendors
- ✓ Hold Members to the highest standards of honesty, integrity and trustworthiness
- ✓ Respect the privacy of others

2. **Conflicts of Interest.** A conflict of interest occurs when the interest of a Member or a director, officer or employee of NPSA interferes, appears to interfere, or is inconsistent in any way with the interests of NPSA and its Members. For example, the use of confidential information about a Member obtained by a Member or a director, officer or employee of NPSA should not be used without the consent of the other Member. In addition, Members should avoid circumstances that create the appearance of a conflict of interest.

**Confidentiality.** Directors, officers, employees of NPSA and Members must maintain the confidentiality of information regarding any Member or NPSA entrusted to them by others or that otherwise comes into their possession in the course of their duties or affiliation with NPSA, except when the affected Member or NPSA’s Ethics Committee (defined below in Section 6) has consented to the disclosure or the disclosure is mandated by law.

**Related Party Transactions.** Directors, officers or employees of NPSA should not use their position within NPSA for financial benefit of themselves, family members or affiliates. As a guideline, proposed gifts in excess of \$100.00 should be disclosed to and approved by the Board of Directors prior to their acceptance.

3. **Fair Dealing.** Members are encouraged to compete vigorously, not unfairly, with other Members of NPSA. Members should also deal fairly with customers, suppliers, potential acquisition targets and employees. No Member should take unfair advantage of anyone through illegal conduct, manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair business practice. Members should avoid advertising or promotional materials that are false, misleading or unfairly degrade a Member or other competitor.

4. **Compliance with Laws, Rules and Regulations.** NPSA and its Members are subject to laws, rules and regulations of the United States of America and of applicable states and other countries. Members are expected to comply with the letter and spirit of all laws, rules and regulations that apply to their operations. This includes, without limitation, government bid regulations, copyright laws, antitrust laws, anti-discrimination laws, environmental laws, and traffic laws.

**Government Business.** Governments and their employees are subject to specific laws and regulations. Members must therefore exercise reasonable care to comply with these laws and regulations in connection with bidding or any performance under government contracts.

**Intellectual Property Rights.** Intellectual Property Rights include copyrights, patents, trademarks, industrial design rights, and trade secrets. Under Federal and certain state laws, Members are prohibited from using material subject to the intellectual property rights of another without the authorization of the property holder.

**Antitrust Laws.** NPSA believes in fair and open competition; however, any contact with a competitor may present problems under the antitrust laws. Members should take care not to violate these laws when making contact with a competitor. In general, the antitrust laws prohibit agreements which operate to unreasonably restrain trade. Examples of antitrust violations include agreements to:

- a. Fix prices or any terms and conditions of sales, rentals, transportation or warranties;
- b. Divide markets, such as by allocating service territories or customers who will be served;
- c. Limit sales service capacity levels;
- d. Boycott or refuse to deal with any competitor or customer;
- e. Discriminate in favor of any competitor or customer; and
- f. Monopolize or attempt to monopolize markets.

**Discrimination and Harassment.** Discrimination or harassment based on race, religion, creed, national origin, sex, disability, age or any other protected class is illegal and not in the best interests of NPSA and its Members. Members should conduct themselves in a manner that encourages compliance with both the letter and spirit of these laws.

5. **Financial Reporting.** NPSA understands that Members have a wide variety of capabilities and requirements in their financial recordkeeping and reporting. As a minimum, Members should take reasonable care to ensure that their financial records are accurate and not misleading.
6. **Waivers of Code.** The Board of Directors or Ethics Committee must approve any waiver of a provision of the Code.
7. **Amendments of this Code.** Amendments of this Code must be approved by the Ethics Committee and the Board of Directors.
8. **Conclusion.** NPSA plays an important role in fostering a positive public image for the portable storage industry. Members should take pride in adhering to the ideals set forth in this Code of Conduct and Ethics.

#### **Disclaimer**

*This Code of Conduct and Ethics Statement, developed by the National Portable Storage Association, is provided as a management tool for individual association members, developed by persons experienced in the portable storage industry, and recommended as an effective means to achieve excellence within our industry. The National Portable Storage Association expressly disclaims any warranties or guarantees, express or implied, with respect to the information provided in this Code and shall not be liable for damages of any kind, in connection with the material, information, or procedures set forth in this Code or for reliance on the contents of this Code. In issuing this Code, the National Portable Storage Association is not engaged in rendering legal, accounting, or other professional services. If such services are required, the services of a competent professional should be sought.*

# **NPSA Procedures for Suspension, Termination or Expulsion of a Member**

The NPSA Board of Directors is authorized to suspend, terminate or expel a member from this Association. The procedure outlined below has been designated as fair and reasonable, and must be carried out in good faith. Proper written notice must be given to the member who will be suspended, terminated or expelled. Upon a majority vote, the Board of Directors may suspend, terminate or expel a member for conduct which is likely to adversely impact the welfare or reputation of the Association and/or for a violation of the NPSA's Code of Conduct and Ethics Statement.

The following procedure will be utilized:

1. A formal complaint must be filed against a member. It is recommended that the NPSA Member Complaint Form be utilized, but not required. However, all complaints must be submitted in writing.
2. The Board of Directors, or their designee, will investigate the complaint and determine if suspension, termination or expulsion is warranted.
  - a. If suspension, termination or expulsion are not warranted, then the Board will determine what action, if any, is necessary
  - b. If suspension, termination or expulsion is warranted, then the Board will proceed with step 3 of these procedures.
3. The Board decision will be fair and reasonable, having taken into consideration all of the relevant facts and circumstances.
4. The member to be suspended, terminated or expelled shall be given written notice by mail (either first class, certified or carrier service) sent to the last address of the member shown on the Association's records.
5. An opportunity for the member to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension or termination by a person or persons authorized to decide that the proposed expulsion, termination or suspension not take place
6. Any challenge to an expulsion, suspension or termination, including an allegation in which defective notice is alleged, must be commenced within one year after the effective date of expulsion, suspension or termination.



