

**The**  
**UPSA Professional Selling Ethics Framework**

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**UPSA Standards Committee**

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**1700 Pennsylvania Ave, NW  
Suite 400  
Washington DC, 20006**

## **1.0 Introduction:**

The UPSA Professional Selling Ethics Framework sets out the professional standards that a member must observe; it reflects expected best practice and points out what is not permissible. As it has the force of an UPSA Ethical Council Regulation, its contravention is a disciplinary offense.

The UPSA Professional Selling Ethical Framework is comprised of the following three documents:

- **UPSA Ethical Code**
- **UPSA Code of Conduct**
- **UPSA Professional Buyer's Bill of Rights**

These documents serve as guidelines for the buying-selling experience. It is not practical or possible to establish ethical requirements that apply to all situations and circumstances UPSA members may encounter. The objectives as well as the fundamental principles of the UPSA Professional Selling Ethical Framework are of a general nature and are not intended to be used to solve a member's ethical problems in a specific case. Members should consider the principles set out in the UPSA Ethical Framework as the basic principles they should follow when performing their work. In the event of a complaint being made against a member, failure to comply with the appropriate principle within the Ethics Framework will be taken into consideration in deciding whether their action constitutes a case of professional misconduct requiring further investigation by the Association. Disciplinary proceedings, however, are not restricted to matters set out in the Principles.

**As an UPSA member, you agree to uphold the spirit and intent of the UPSA Code of Conduct, Ethical Code & Professional Buyer's Bill of Rights**

## **SECTION 2: The Code of Conduct and Professional Buyer's Bill of Rights**

The Professional Buyer's Bill of Rights is a statement designed to guide individual sales professionals in their relationship with buyers during the pre-contracting (sometimes called 'pre-sales') phases of the buyer-seller relationship. While in the pre-contracting phase, buying and selling companies are not legally bound to each other, this document facilitates a professional commitment by UPSA members during this critical time.

After the contracting phase, when the buying and selling organizations are legally bound, the UPSA Ethical Code and Code of Conduct becomes the guiding document for UPSA members.

**As individuals engaged in the Profession of Selling,  
UPSA members pledge to uphold and abide by the following  
Code of Conduct at all Times During the Pre-Contract and Post-Contract  
Phases:**

### **UPSA Code of Conduct:**

- I will maintain high standards of integrity and professional conduct
- I will accept responsibility for my actions
- I will continually seek to enhance my professional capabilities
- I will practice with fairness and honesty
- I will encourage others in the profession to act in an ethical and professional manner

## The Professional Buyer's Bill of Rights

*This is my pledge to you as my buyer.*

You are entitled to the following rights during the pre-contract (pre-sales or pre-purchase) phase of our relationship:

1. **The Right to Have Your Needs Put First.**
  - a. I will put your professional needs as a buyer in front of my own personal needs
  - b. I will put the needs of your company and your company's needs in a solution first
2. **The Right to Information.**
  - a. I will provide information about the product or service in the manner that you request
  - b. I will make time to work with you and demonstrate my product and services according to your schedule
3. **The Right to the Facts.**
  - a. I will provide you with the benefits and drawbacks of the solution(s) I recommend without exaggeration or withholding information
  - b. I will advise you on each product and/or service I sell as it relates to your organization's business requirements, financial capabilities, and usage requirements
4. **The Right to a Fair Price.**
  - a. I will offer solutions which are within reach of your organization's financial ability and comfort level
  - b. I will offer my products and services at pricing that represents what is considered fair in the marketplace
  - c. I will negotiate in good faith
5. **The Right to Respect.**
  - a. I will uphold my duties of buyer loyalty, obedience, confidentiality, disclosure, accounting, and due care
6. **The Right to Confer.**
  - a. I will respect your right to obtain advice from others on your buying team as well as others whom you trust
  - b. I agree to help you through the due diligence phase of your purchase by providing requested documentation and buying support (if requested)
7. **The Right to Objective Advice.**
  - a. I will make recommendations to you based on your needs as a buyer
  - b. I agree to make every appropriate solution available to you that meets or exceeds your stated needs and wishes and which my organization sells.
8. **The Right to Confidentiality & Disclosure.**
  - a. I will keep information about you and your organization confidential
  - b. I will disclose potential conflicts of interest to all relevant parties
9. **The Right to Professional Competency & Integrity.**
  - a. I will act in accordance to the UPSA Ethical Code and Code of Conduct at all times in our buying-selling relationship
  - b. I will do everything I can to make the transaction go as smoothly as possible for you
10. **The Right to Expedient Service.**
  - a. I will return calls and contact requests diligently, and I will keep you informed
  - b. If requested, I will give you a proposal of the actual deliverables and scope of our engagement before you make an offer to purchase it
11. **The Right to Comfort and Confidence.**
  - a. It is my desire that you are comfortable and confident in my ability to serve you at all times
12. **The Right to Exit.**
  - a. Therefore, if at any time, you desire to cancel this relationship before the contracting phase, I will honor your wishes

## **SECTION 3: The UPSA Ethical Code**

The Ethical Code sets out the professional standards that a member or registered student must observe; it reflects expected best practice and points out what is not permissible. As it has the force of an UPSA Ethics Council Regulation, its contravention is a disciplinary offense.

It is not practical or possible to establish ethical requirements that apply to all situations and circumstances members may encounter. The objectives as well as the fundamental principles of the Ethical Code are of a general nature and are not intended to be used to solve a member's ethical problems in a specific case. Members should consider the principles set out in the Ethical Code as the basic principles they should follow when performing their work.

In the event of a complaint being made against a member, failure to comply with the appropriate Principle will be taken into consideration in deciding whether their action constitutes a case of professional misconduct requiring further investigation by the Association. Disciplinary proceedings, however, are not restricted to matters set out in the Principles. The following pages contain the UPSA Member Code of Ethics in entirety.

### **1. Member Standards of Conduct**

1. These ethical standards identify those principles that should be followed by all members of the Association as set forth in the bylaws of the Association. Accordingly for the purposes of this code and the disciplinary rules the word 'member' refers to students, associate members and corporate representatives, as well as members of the Association as defined in its Articles of Association. A member who contravenes the code may be guilty of professional misconduct or of acting in an unprofessional manner. In that case, a complaint may be made against him under the Association's disciplinary rules.
2. There are members of the Association engaged in different aspects of the Profession (i.e. Customer Service, Pre-Sales, Tele-Sales, Inside Sales, Outside Sales, Solution Selling, Commodity Selling, etc.). Some members are self-employed either on their own or in partnership; others are employed by corporations and partnerships. As the principal object of the Association is to serve as the professional body for those engaged in a wide variety of professional selling disciplines.
3. Throughout these standards, masculine pronouns are intended to refer to members of either gender.

### **2. Fundamental Principles**

The fundamental principles governing the conduct of a member of the United Professional Sales Association® are:

1. Integrity, which includes:
  - a. avoiding conflict between the member's private self-interest and that of his/her employer or clients;
  - b. serving his/her employer, or, where applicable, his/her professional clients, honestly and in good faith;

- c. acting honestly and in good faith towards all those outside his/her own organization (in addition to those mentioned above) who deal with him or her;
  - d. fulfilling the duties of trust owed by reason of the actual appointment or appointments held by him/her; and
  - e. upholding, in whatever way is appropriate to the Sales profession, the standards of integrity and fair dealing required for the honest conduct of business and for the effective functioning of the financial markets in which the member or his/her employer(s) play a part.
2. Independence in making professional judgment and in giving opinions and statements with the best of intentions—and with the client's or prospects best interest at heart.
  3. Quest for true understanding of the needs, goals, and problems of a client or prospect.
  4. Courtesy and consideration to all with whom he has contact in his professional work.
  5. Professional competence, which includes:
    - a. compliance with the technical and professional standards expected of him not only as a member of the Association, but also by virtue of the seniority and responsibility of his position; and
    - b. carrying out his duties with reasonable care and skill, particularly where his failure to do so could adversely affect members of the public, persons, including corporate executives, dealing with his employer or, where applicable, professional clients or prospects.
    - c. never prescribe a solution without completing the due diligence effort to fully understand the client or prospect
    - d. confidentiality, which includes refraining from using for his own purpose, or for some other improper purpose, information obtained in the course of his employment or in the performance of his duties, or which he knows to be of a confidential nature.
    - e. compliance with the codes and rules of other professional bodies to which the member belongs.

## **2.1 Relationships and Duties**

1. A member who engages in the selling function has duties derived from the fundamental principles set out in the above section, to a number of different classes of people.
  - The first such class is his or her own employer. The nature of the sales professional's employment can breed conflicts of interest, especially where other parties place special trust in the integrity of the sales professional by virtue of his membership and professional standing. The member must avoid misleading those parties not only by misstatements, but also by omitting material information. Where this type of conflict of interest causes difficulty, the member should seek legal advice or request guidance from the Association.
  - Another class of people to whom a duty is owed is members of the public or others likely to read and act on documents which the member prepares for use outside his own organization. Examples are an offer document, a proposal, a disclosure letter, an e-mail or an article in a newspaper.

- A third class is represented by Corporate Executives and other authorizing buying agents and others with whom a member deals on his employer's behalf in the course of his duties. Here too his professional duty is to honor the trust which such outside parties may reasonably place in him or her as a member and by virtue of his appointment. Whenever this causes conflicts of interest, he or she should ensure that the outside parties understand his or her position clearly, and, if he or she thinks it appropriate to do so, seek legal advice or guidance from the Association.
  - A fourth class is his or her fellow employees, and particularly his or her junior staff (if applicable), who look to him or her as a person of professional integrity. Particular care should be emphasized with fellow employees in the Customer Service, Sales Management, Sales Support, Marketing, and/or Fulfillment or Production areas.
2. The duties described in the principles above should be complied with, so far as applicable, by individuals working as sales professionals who are not members, or others engaged in selling activities, support, or training. All members of the Association must comply with the principles above.
  3. Members who are employed but who are not engaged in the activities covered by the above will have analogous relationships. They too must conduct themselves in those relationships in accordance with the principles and duties contained in the above paragraphs.
  4. Members of UPSA must comply with:
    - the rules of any other profession to which they belong; and
    - the normal standards of a professional in practice, including courtesy towards competitors, care on behalf of their client's interests, safeguarding client's proprietary information entrusted to them, and maintaining the respect in which the public holds their profession.
    - In addition, every member has a professional and collegiate relationship with his fellow members of the Association.
  5. He or she must avoid any impairment of his or her integrity and independence of judgment, especially in the choice of parties to deal with on his employer's behalf.
  6. He must ensure that his employer is aware of, and has agreed to, any personal business that he may conduct with parties who also conduct or seek to conduct business with his employer, and disclose any benefits thereby received or to be received by him.
  7. Members not engaged in professional selling should follow the same principles where analogous issues arise.