Georgetown Angel Investor Network (GAIN) Code of Conduct & Confidentiality

Please read the following carefully. In order to continue your membership application, you will need to acknowledge and accept the Code of Conduct and Confidentiality.

About GAIN

GAIN is a membership group operating under the Georgetown Entrepreneurship Alliance and Georgetown University Alumni Association that facilitates the introduction of entrepreneurs to potential investors through meetings, presentations and other mechanisms. GAIN members consist of individuals who are Georgetown alumni and are interested in investing in privately held companies or ventures typically in an early stage of development.

Requirements for Membership

Membership in GAIN shall be available only to Georgetown University alumni and current Georgetown University faculty. Each member of GAIN must be an accredited investor as that term is defined in the Securities Act of 1933. Each member must agree to abide by the Code of Conduct of GAIN at all times. Membership is a privilege, which is subject to annual renewal, revocation, or termination for a member’s failure to conduct himself or herself in a manner consistent with GAIN’s Membership Agreement and Code of Conduct, which may be amended in the sole discretion of GAIN. GAIN membership may be terminated or revoked at the discretion and determination of GAIN’s Membership Committee. The decision of the Membership Committee is final.

To Qualify For Membership, I Agree That:

1. I am an accredited investor as defined under Rule 501(a) of Regulation D of the Securities Act of 1933, as amended for the reason indicated on the signature page hereto.
2. I have such knowledge and experience in financial and business matters to be capable of evaluating the relative merits and risks of any investment.
3. I have read and acknowledge the applicability of the Risk Factors and Considerations.
4. I am knowledgeable of and will comply with all applicable international, federal, state and local laws and regulations.
5. I will abide by the terms and rules of GAIN’s Code of Conduct & Confidentiality, as may be updated and amended from time to time.
6. I understand that GAIN is not a venture fund, investment bank, broker/dealer, investment clearinghouse, investment portal, or investment advisor, and is not registered with the Securities and Exchange Commission or any state securities commission.
7. I must conduct my own analysis and due diligence to determine the appropriateness of any investment I make in any company to which I am introduced through GAIN. As a result, I recognize and agree that neither GAIN nor its representatives or agents are responsible or liable in any way for any investment decision I make as a result of being a member of GAIN. The choice to use and the manner of utilization of information and knowledge gained through GAIN is my individual and personal choice. I understand that representatives or agents may or may not invest.
8. I understand that GAIN does not investigate, verify, vouch for or make any representations as to the truthfulness or accuracy of any information presented at any GAIN meeting or presentation.
9. I understand that any purchase of equity or other investment transaction shall be directly between GAIN members acting as accredited individual investors and the respective company.
10. I understand that GAIN meetings are not an offer to sell or solicitation to buy any security by GAIN or any affiliated entity.
11. I understand that any violation of the Code of Conduct & Confidentiality is grounds for immediate termination of my GAIN membership.
Membership Code of Conduct

1. I will conduct myself in a professional manner at all times.

2. Non-Solicitation Policy: I understand and recognize that GAIN meetings and communications are focused on investment pursuits and will not solicit another member or any company that has applied for funding to GAIN for business.

3. I will disclose to the group any relationship under my direct control I have or may have had with a presenting company, including any financial gain I or my affiliates may receive from the company or proposed investment in the company.

4. I will use good judgment, adhere to high ethical standards and avoid situations that create an actual or potential conflict of interest. A “conflict of interest” arises when a person’s loyalties or actions are divided between the interests of a company and those of another, such as a competitor, supplier or customer, or personal business. A conflict of interest can arise when a member takes actions or has interests that may make it difficult for him or her to objectively and effectively support a company seeking funding. A conflict of interest may also arise when an individual, or a member of his or her family, receives a benefit as a result of his or her position in, or relationship with, a company. The appearance of a conflict of interest alone can adversely affect GAIN and its relations with companies seeking funding.

5. A conflict of interest may not always be clear; therefore, I will consult with a member of the [Task Force] [Membership Committee] if I have any questions.

6. I agree not to negotiate what are commonly referred to as “side investment opportunities” or “backroom investment opportunities” with any entrepreneur or company under consideration for investment through GAIN. Any investment that is not fully disclosed to, is detrimental to, or excludes other GAIN members would fall into this category.

7. If I come into possession of confidential or non-public information about a company, I will safeguard the information from the public and not intentionally or inadvertently communicate it to any person (including family members and friends) unless the person has a need to know the information for legitimate business reasons. I will not disclose confidential or proprietary information obtained as a consequence of my association with GAIN to third parties without express authorization from GAIN and or the entity whose confidential information it is. I will not use confidential or proprietary information about a company obtained as a consequence of my association with GAIN for any purpose other than the evaluation of a potential investment in such company. I will be discreet with respect to confidential information about potential investments as to which I receive information not available to other members of GAIN generally and not discuss it in public places. I will respect the privacy of other members and not provide their name to any third party without their permission.

8. I will promptly notify GAIN of any change in my contact information or accredited investor status occurring after the date hereof.