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| Created             | August 2020 V2                                        |
| Prepared by         | External Consultant                                   |
| Approved by         | Board                                                 |
| Date of approval    | September 2020                                        |
| Responsibility      | Company Secretary                                     |
| Next date of review | As per policy framework or not later than August 2023 |

## Purpose

Sheep Producers Australia (SPA) Code of Conduct and Ethics Policy provides guidance on ethical issues and expected standards of behaviour. Underpinning this Code is our commitment to conducting our business affairs and operations legally, ethically and in accordance with the highest standards of integrity and propriety always. Our commitment forms the foundation for all our business dealings and relationships and is the basis on which our reputation with our customers, suppliers and other key stakeholders is built.

## Scope

The SPA Code of Conduct applies to:

- All Board Directors
- All employees, whether they be permanent, fixed term or casual
- Any contractor engaged to work for SPA

All individuals must agree to behave in ways that are consistent with the moral and legal expectations outlined in the SPA Code of Conduct and Ethics Policy and take personal accountability for:

- Reading and familiarising yourself with the latest version of this Code
- Complying with the Code and all other relevant SPA policies
- Promptly reporting any concerns, you have about potential breaches of the Code to your Chair, manager, or CEO
- Complying with any investigations into concerns about breaches of the Code and/or any other company policy or procedure.
- Directors and Managers have the additional responsibility of leading by example and making sure employees have read and understood the Code when they start working for our company and are kept up to date with any changes. It is everyone's responsibility to conduct themselves in a manner that would be considered reasonable in a workplace.

## Policy

### Objectives

- We will perform our duties legally, ethically, and professionally
- We will ensure our personal business; financial and other outside interests do not conflict with our duty to the company
- We will maintain confidentiality and not misuse information
- We will respect and safeguard the assets, resources and information of the company, our customers and fellow employees and contractors
- We will treat our customers, the public and fellow employees and contractors with courtesy and respect
- We will do our jobs in a safe, responsible, and effective manner

## Legal, Ethical and Professional Conduct

We expect you to:

- carry out your obligations and responsibilities to the organisation appropriately
- conduct yourself in a professional manner
- act with trust, loyalty and respect towards SPA, your colleagues, suppliers, and customers
- act honestly and in good faith in all dealings and relationships
- avoid deceptive, unfair practice, fraud, misrepresentation, improper personal gain, or any behaviour which would reflect badly on the company

Australian Competition and Consumer Act 2010

- We expect you to comply with the requirements of the ACCC Act when dealing with external parties
- This involves avoiding the use of misleading or deceptive statements and refraining from engaging in collusive or anti-competitive conduct with other companies.

## Privacy

- We expect you to comply with privacy laws.

## Conflicts of Interest

We are committed to protecting our commercial interests and avoiding situations giving rise to conflicts of interest.

To help us to protect these interests we require you to take all reasonable steps to avoid any actual or perceived conflict of interest in relation to your role. We also require you to immediately report any potential or actual conflict of interest to the CEO for review and direction.

A conflict of interest may exist when:

- An activity or action may result in an employee or other Related Party competing against our company, either directly or indirectly, in general business operations
- Confidential Company information is used or shared inappropriately or without authorisation, knowingly or otherwise
- You or any relative works for, owns, trades with, or supplies a competitor to the company
- You or a relative serve as a director of another business
- You have interests or investments in a competitor, customer, or supplier
- You are giving or receiving gifts, prizes, and hospitality

## Confidentiality

Except where prevented by law, employees must ensure that they maintain the confidentiality of any confidential information obtained by them during their employment indefinitely. For the avoidance of doubt, confidential information includes trade secrets or confidential 'know-how' and any information relating to or developed in relation to the operation of Sheep Producers Australia including financial affairs, export data, projections, forecasts, accounts, prospects, strategies, business processes and system functionality, business operations, assets, liabilities, customers, personnel, stakeholders, suppliers and contracts.

### Respect for others

We are committed to treating our colleagues, customers, suppliers and other external stakeholders with courtesy, dignity and respect and providing a work environment free from discrimination, harassment, bullying and victimisation.

This means we will not tolerate any form of discrimination, harassment, bullying and victimisation.

- Under federal and state legislation unlawful discrimination occurs when someone, or a group of people, is treated less favourably than another person or group because of their race, colour, national or ethnic origin; sex, pregnancy or marital status; age; disability; religion; sexual preference; membership of a trade union; or some other characteristic specified under anti-discrimination or human rights legislation.
- Under federal and state legislation unlawful harassment occurs when someone is made to feel intimidated, insulted or humiliated because of their race, colour, national or ethnic origin; sex; disability; sexual preference; or some other characteristic specified under anti-discrimination or human rights legislation. It can also happen if someone is working in a 'hostile' - or intimidating - environment.

Bullying may be defined as behaviour that intimidates, offends, degrades, or humiliates someone and can include;

- ✓ Physical or verbal abuse.
- ✓ Yelling, screaming or offensive language.
- ✓ Excluding or isolating staff members.
- ✓ Assigning meaningless tasks unrelated to the job.
- ✓ Giving staff members impossible jobs.
- ✓ Deliberately changed work rosters to inconvenience staff members.
- ✓ Undermining work performance by deliberately withholding information vital for effective work performance.

**Victimisation** occurs where someone is treated detrimentally because they have raised a genuine complaint or given information in relation to a complaint.

### Safe and Responsible Work

Sheep Producers Australia is committed to safety and we must all work in a safe manner and promote the safety of others. Our goal is to have zero injuries to employees, contractors, and members of the public within our workplace.

All individuals have responsibility for their health and safety and must work together with managers to ensure a safe working environment.

We expect employees to:

- Work in a safe and healthy manner.
- Follow and comply with all reasonable safety guidelines, instructions, and training.
- Consider the safety of other employees, contractors, visitors, and customers.
- Report all incidents, accidents, near misses and hazards immediately.
- Follow instructions of the site when visiting clients, contacting events, attending events or training.

We expect Managers to ensure WHS processes and systems are followed in the workplace and to take action to implement procedures and address any issues or concerns.

### **Gifts, Prizes and Hospitality**

- We recognise that gifts, prizes, and hospitality have the potential to impact our ability to remain objective about the person or organisation providing them and could therefore represent a conflict of interest.
- You must not take advantage of your position within the company to obtain a benefit for yourself or another person. This means:

You may only accept a gift or benefit as follows:

- Unsolicited gifts or benefits of a value less than \$50
- Where refusal may offend and the value is estimated to be greater than \$50, then the gift must be promptly brought to the attention of the CEO
- Any prizes won because of conducting official business must be reported to the CEO and become the property of the company.
- Where invitations to local sporting, social and cultural functions are offered, care should be taken to ensure that your presence does not imply an inappropriate interpretation of your relationship with the host or preference in your dealing(s) with that person.

You may not accept a gift or benefit as follows:

- Gifts, benefits, or hospitality during any period of contract negotiation or where it may give the appearance of undue influence
- Any form of cash/cheques/vouchers (which may be cashed)
- Discounts or free services, goods, club memberships, subscriptions unless prior approval has been given by the CEO.

Any gift received may go on the gifts and benefits register.

### **Consequences of breach**

Failure to act in accordance with this policy can result in disciplinary action, up to and including termination of employment for just cause. For any questions about the content of this policy, please contact the CEO.