



## CODE OF CONDUCT – DIRECTORS & OFFICERS

### Purpose & Scope

Burdekin Productivity Services Limited (BPS) is a registered company limited by guarantee. As such, the company has a legal obligation to conduct its business in compliance with the Corporations Act 2001.

Every director or other officer of Burdekin Productivity Services Ltd. is expected to abide by a code of conduct so determined by the Company's Board of Directors in compliance with Sections 180 – 184 of the Corporations Act 2001. No section or part of the following code of conduct shall override any provisions contained in the said Act.

Directors and other officers of BPS shall comply with the following standards of conduct:

1. A Director or other officer has a duty to discharge their duties with the degree of care and diligence that a reasonable person would exercise in fulfilling the functions of office and exercising the powers attached to that office.
2. A Director or other officer shall act honestly and must exercise their powers and discharge their duties in good faith in the best interests of the company as a whole and for the proper purpose.
3. A Director shall not have a material personal interest in the subject matter of a judgment and shall promptly declare and properly manage any conflict with the interests of the company.
4. A Director has an obligation to be independent in judgment and actions and to take all reasonable steps to inform themselves about the subject matter of such judgment and to be satisfied as to the soundness of all decisions taken by the board of directors.
5. A Director must rationally believe that the judgment is made in the best interest of the company.
6. A Director or other officer shall not take improper advantage of their position with the company to gain an advantage for themselves or someone else or to cause detriment to the company.
7. A Director or other officer shall not make improper use of information acquired as a director or officer of the company to gain an advantage for themselves or someone else or to cause detriment to the company. This obligation continues after the directorship or officer's employment with the company has ceased.
8. Confidential information received by a Director or other officer in the course of exercising their duties, remains the property of the company or person from which it was obtained and it is improper to disclose such information, or allow it to be disclosed, unless that disclosure has been authorised by that company, or that person from whom the information was provided, or is required by law.
9. A Director or other officer should not engage in conduct likely to bring discredit upon the company.
10. A Director or other officer has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and with the principles of this Code.

Approved by the board of Burdekin Productivity Services Ltd. on 18<sup>th</sup> October, 2016.

Signed: ..... CJ Hesp (Board Chairman)

Authorised: BOD © Burdekin Productivity Services	Document Number	Issue: 1    Rev: 2	Date issued: Oct 2016 Review Date: Oct 2017
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