



AUSTRALIAN
WAR WIDOWS NSW LTD

DIRECTOR'S CODE OF CONDUCT

The Board has adopted this Code of Conduct for the Directors of Australian War Widows NSW Limited (**Company**).

Directors must act in accordance with this Code of Conduct in the interests of the Company, its members and other stakeholders.

This policy should be read in conjunction with the Board Charter.

CODE OF CONDUCT

The following principles govern Directors' conduct.

1. Fairness, Honesty and Integrity

- Directors must act with fairness, honesty and integrity in all of their dealings as a director of the Company.
- Directors must exercise appropriate care and diligence in carrying out their duties.
- Directors must not use their position as a director of the Company for personal financial gain or for the financial benefit of any other person or business.
- Directors must not improperly use any information they obtain as a director of the Company to benefit themselves or others or to the detriment of the Company.
- Directors must not discriminate on the grounds of a person's race, religion, gender, marital status, sexual orientation or disability.
- Directors must not knowingly make promises or commitments that the Company does not intend, or is unable, to honour.
- Directors must not act in an unconscionable manner in their dealings on behalf of the Company.
- Directors must not directly or indirectly mislead, make false statements, or mislead by omission.
- Directors must treat all employees, members, suppliers, other stakeholders and their colleagues with courtesy and respect.
- Directors must deal fairly with the Company's, employees, members, suppliers, their colleagues and other stakeholders.

- Directors must preserve and enhance the good reputation of the Company and avoid any behaviour which might damage the Company's brand and reputation.
- Directors must ensure that all employees of the Company act in accordance with these principles of fairness, honesty and integrity.

2. Confidentiality of Information

- Directors must ensure that confidential information relating to the Company's business, members, suppliers, funders and employees is not disclosed to third parties without the consent of the Company.

3. Conflicts of Interests

- Directors must fully and promptly disclose to the Company any private or other business interests or other matters which may lead to a potential or actual conflict of interest. They must do this in accordance with any policies that the Board may adopt from time to time.
- Directors must disclose all relationships, including personal relationships they have with the Company, its employees and members.
- Directors' dealings with the Company must be conducted at arm's length to avoid the possibility of actual or perceived conflicts of interest.

4. Abiding by the Law and the Company's Policies

- Directors must abide by the law at all times.
- Directors must comply with all policies adopted by the Company from time to time including but not limited to policies relating to corporate governance, privacy, work health & safety, and travel.

5. Payments, Gifts and Travel

- Directors must not accept any gift or material personal gain arising from their position as a director, from those doing, or seeking to do business with the Company without referring the matter to the Chair.
- Directors must be mindful of resources which are in their trust on behalf of the Company, and support policies which ensure the stewardship of resources.
- Directors must ensure that any expenses they incur in carrying out their duties are reasonable and in accordance with the Company's policies and must be approved by the Chair or Deputy Chair.

6. Raising Concerns - Whistle Blowing

- Directors must report to the Chair, Deputy Chair or CEO any instances of unlawful or unethical behaviour by the Company's employees or members.
- Directors must encourage employees and members to report to the Chair, Deputy Chair or CEO any instances of unlawful or unethical behaviour by the Company's employees or members.

ENFORCEMENT

The Chair is ultimately responsible for the immediate interpretation, application and enforcement of the Director's Code of Conduct. Any complaint concerning a possible violation of the Code must be made in writing to the Chair.

Any complaint concerning a possible violation of the Code involving the Chair must be made in writing to one of the other non-member directors.

The Chair, or non-member director receiving such a complaint must make an initial determination of the issue and attempt to resolve the issue.

If this initial attempt at resolution is not successful, the Chair or non-member director who received the complaint, must refer the matter to the Board.

REVIEW AND PUBLICATION OF CODE OF CONDUCT

The Board is responsible for reviewing this Code of Conduct every two years and may be amended by resolution of the Board.

The Code of Conduct must be published on the Company's website.

Adopted by the Board

25 November 2022

Chair of the Board

T. Hobson