

ADELAIDE PRODUCE MARKETS LIMITED

CODE OF CONDUCT FOR BOARD MEMBERS & STAFF

Preamble

The Code of Conduct provides APML Board Members and Staff in the APML with consistent guidelines for an acceptable standard of professional conduct. The Code addresses in a concise manner the broader issue of ethical responsibility and encourages greater transparency and accountability.

The three fundamental aims to result in:-

- ◆ better decision making by APML;
- ◆ greater accountability of the Board; and
- ◆ a more efficient and effective Board.

The Code provides a guide and a basis of expectations for Board Members and Staff. It encourages a commitment to ethical and professional behaviour.

Role of Board Members

A Board members primary role is to represent the shareholders, and the effective translation of markets needs and aspirations into a direction and future for APML will be the focus.

A Board member is part of the team in which the shareholders has placed its trust to make decision on its behalf and the shareholder is therefore entitled to expect high standards of conduct from its Board representatives.

In fulfilling the various roles, Board members' activities will focus on:-

- ◆ achieving a balance in the diversity of market views to develop an overall strategy for the future of the market;
- ◆ achieving sound financial management and accountability in relation to the market finances;
- ◆ ensuring that appropriate mechanisms are in place to deal with the prompt handling of concerns;
- ◆ working with others to achieve benefits for the shareholders; and
- ◆ having an awareness of the statutory obligations imposed on Board members.

Use of Confidential Information

Members and staff will not use confidential information to gain improper advantage for themselves or for any other person or body, in ways which are inconsistent with their obligation to act impartially, or to improperly cause harm or detriment to any person or organisation.

Intellectual Property

The title to Intellectual Property in all duties relating to contracts of employment will be assigned to APML upon its creation unless otherwise agreed by separate contract.

Improper or Undue Influence

Members and staff will not take advantage of their position to improperly influence other members of staff in the performance of their duties or functions, in order to gain undue or improper (direct or indirect) advantage or gain for themselves or for any other person or body.

1. CONDUCT OF MEMBERS & STAFF

1.1 *Personal Behaviour*

(a) Members and staff will:-

- (i) act, and be seen to act properly and in accordance with the requirements of the law and the terms of this Code;
- (ii) perform their duties impartially and in the best interests of the Board uninfluenced by fear or favour;
- (iii) act in good faith (i.e. honesty, for the proper purpose, and without exceeding their powers) in the interests of the Board and the members;
- (iv) make no allegations which are improper or derogatory (unless true and in the public interest) and refrain from any form of conduct, in the performance of their official or professional duties, which may cause any reasonable person unwarranted offence or embarrassment; and
- (v) always act in accordance with their obligation of fidelity to the Board.

(b) Members will represent and promote the interests of the Board while recognising their special duty to their own constituents.

1.2 *Honesty & Integrity*

Members and staff will:-

- (a) observe the highest standards of honesty and integrity, and avoid conduct which might suggest any departure from these standards;
- (b) any dishonest or possible dishonesty on the part of any other member, and in the case of an employee to the Chief Executive Officer; and
- (c) be frank and honest in their official dealing with each other.

1.3 Performance of Duties

- (a) While on duty, staff will give their whole time and attention to APML's business and ensure that their work is carried out efficiently, economically and effectively, and that their standard of work reflects favourable both on them and on the Board; and
- (b) Members will at all times exercise reasonable care and diligence in the performance of their duties, being consistent in their decision making but treating all matters on individual merits. Members will be as informed as possible about the functions of the Board, and treat all customers honestly and fairly.

1.4 Compliance with Lawful Orders

- (a) Members and Staff will comply with any lawful order given by any person having authority to make or give such an order, with any doubts as to the propriety of any such order being taken up with the superior of the person who gave the order and, if resolution cannot be achieved, with the Chief Executive Officer; and
- (b) Members and Staff will give effect to the lawful policies of the Board, whether or not they agree with or approve of them.

1.5 Administrative & Management Practices

Members and Staff will ensure compliance with proper and reasonable administrative practices and conduct, and professional and responsible management practices.

1.6 Corporate Obligations

- (a) Standard of Dress

Staff are expected to comply with neat and responsible dress standards at all times. Management reserves the right to raise the issue of dress with individual staff.

1.7 Communication & Public Relations

- (i) All aspects of communication by staff (including verbal, written or personal), involving APML activities should reflect the status and objectives of the Board. Communications should be accurate, polite and professional; and
- (ii) As a representative of the shareholders, members need to be not only responsive to shareholder views, but to adequately communicate the attitudes and decision of the Board. In doing so, Members should acknowledge that:
 - ◆ as a member of the Board there is respect for the decision making processes of the Board which are based on a decision of the majority of the Board;

- ◆ information of a confidential nature ought not be communicated until it is no longer treated as confidential;
- ◆ information relating to decisions of Board on approvals, permits and so on ought only be communicated in an official capacity by a designated Officer of the Board; and
- ◆ information concerning adopted policies, procedures and decisions of the Board is conveyed accurately.

1.8 Relationships between Members & Staff

An effective Board member will work as part of the Board team with the Chief Executive Officer and other members of staff. That teamwork will only occur if Members and Staff have a mutual respect and co-operate with each other to achieve the Board's corporate goals and implement the Board's strategies. To achieve that position, members need to:-

- ◆ accept that their role is a leadership, not a management or administrative one;
- ◆ acknowledge that they have no capacity to individually direct members of staff to carry out particular functions; and
- ◆ refrain from publicly criticising staff in a way that casts aspersions on their professional competence and credibility.

1.9 Appointments to Committees

As part of their representative role Members are often asked to represent the Board on Committees it is important that Members:-

- ◆ clearly understand the basis of their appointment; and
- ◆ provide regular reports on the activities of the organisation.

2. DEALING WITH APML PROPERTY

2.1 Use of APML Resources

Members and Staff will:-

- (i) be scrupulously honest in their use of APML's resources and shall not misuse them or permit their misuse (or the appearance of misuse) by any other person or body;
- (ii) use APML resources entrusted to them effectively and economically in the course of their duties; and
- (iii) not use APML resources (including the services of APML staff) for private purposes (other than when supplied as part of a contract of employment), unless properly authorised to do so, and appropriate payments are made (as determined by the Chief Executive Officer).

2.2 Travelling & Sustenance Expenses

Members and staff will only claim or accept travelling and sustenance expenses arising out of travel related matters which have a direct bearing on the services, policies or business of APML.

2.3 Access to Information

- (i) Staff will ensure that members are given access to all information necessary for them to properly perform their functions and comply with their responsibilities as members.
- (ii) Members will ensure that information provided will be used properly and to assist in the process of making reasonable and informed decisions on matters before Board.

3. COMMITTEES, MEMBERSHIP – CHAIRPERSON & CHIEF EXECUTIVE OFFICER

The Chairperson shall be ex-officio, a member of every committee, task force or other group.

The Chief Executive Officer is authorised ex-officio to attend any meeting of any committee or group or to nominate a senior officer of Board to act in his/her place for any particular occasion or purpose. The Chief Executive Officer or his/her nominee shall not have voting rights unless such rights are granted by the Board.

4. CONSULTANTS

The Chief Executive Officer be authorised to engage consultants at a fee not exceeding \$10,000 without the specific approval of Board, as and when required provided such cost has been specially provided

In such instances, the Chief Executive Officer may be required to report such action to the next appropriate meeting of Board.

5. CORPORATE CREDIT CARDS

The Chairman and Chief Executive Officer are authorised to issue American Express Credit Cards to officers/members where appropriate.

The controls to be adhered to are:-

- i) Chief Executive to authorise card holders.
- ii) All purchases are to be backed by appropriate documentation. Failure to do so will result in employee being charged with GST credit loss.
- iii) No cash advances are allowed.

- iv) The managers are to authorise statements and allocate cost centres (within budget allocation) on receipt of statement with final authorisation being given by Chief Executive Officer.
- v) No extension to credit card limits to be allowed without the specific approval of the Chief Executive Officer.
- vi) No personal purchasing allowed.

6. CORRESPONDENCE - LATE

Correspondence received after the preparation of agendas shall not be considered at the meeting to which the agenda refers, unless the Chairman or Chief Executive Officer consider that the correspondence is sufficiently urgent to warrant consideration.

7. BOARD ROOM – USE OF

Use of the Board Room shall be confined to activities involving Board, except in circumstances approved by the Chairman or the Chief Executive Officer or relevant managers.

8. BOARD MEMBERS GRIEVANCES AGAINST EMPLOYEES

- i) A Member of Board who desires to record a grievance against an employee shall do so in writing to the Chief Executive Officer, providing complete details of the allegations made and including evidence to substantiate the allegations made by the Member.
- ii) The Chief Executive Officer shall cause a copy of the allegations made by the member to be given to the employee concerned as soon as practicable and the staff member shall be informed that the Chief Executive Officer will/may allow representation from the staff member's union and/or legal counsel.
- iii) The Chief Executive Officer shall consider the allegations made by the Member together with the response given by the employee to the allegations and report his/her findings, including any recommendation she/she may make, to the Member and the Chairman.
- iv) If, after receiving the report from the Chief Executive Officer, the Member still feels the grievance/allegations have not been satisfactorily resolved the Member may request the Chairman to have the details of the allegations presented to Board as a "confidential" item for consideration and Board may refer the matter to an appropriate committee for further investigation and comment where this is considered necessary.
- v) An opportunity shall be given for the employee to appear before Board and/or Committee of Board when the allegations are being considered, together with representatives of his/her union, and/or legal counsel, or present details in writing for the Board's consideration.

- vi) Board shall make a clear decision on the substances of each allegation and given full consideration to the degree of seriousness of each allegation and the appropriate action they consider necessary.
- vii) A full and prompt notification shall be forwarded to the staff member concerned of Board's decision and reasons thereof.
- viii) Where the staff member is the Chief Executive Officer substitute "Chairman" for Chief Executive Officer where appearing above.

9. BOARD MEMBERS– AGENDA ENQUIRIES

Board members are encouraged to contact managers with agenda enquiries prior to Committee and/or Board Meetings to assist in the smooth operation of the system.

10. DEPUTY CHAIRMAN

A Deputy Chairman, pursuant to the powers contained in the Corporations Law then the following procedures must be observed in the process of appointing a member as Deputy Chairman.

- i) The appointment is to take place at the first Board meeting (whether special or general meeting) immediately following the general election.
- ii) The Chairman is to call for nominations.
- iii) Any member present (at the special or general meeting) may be nominated to the office by any other member present.
- iv) Only members who are not a candidate for the office may make a nomination and the nomination is only valid on acceptance of that nomination by the candidate.
- v) No member may nominate more than one candidate.
- vi) Where no nomination has been made any member may indicate to the meeting that the member is prepared to stand for the office in an effort to draw a nomination from any other member.
- vii) If any member wishes to nominate for the office but cannot obtain a nominator then that member is unable to proceed as a candidate.
- viii) If only one nomination is received for the office and no other member is nominated then that member is to be declared Board. If more than one nomination is received a vote of Board is to be conducted forthwith without debate.
- ix) By virtue of the provisions of the said Act, the Chairman does not vote on the question of the appointment of Deputy Chairman

- x) The vote for the office is to be a secret ballot. A division cannot be called for when a vote on the Deputy Chairman is taken. A member not present at the meeting does not vote.
- xi) The Chairman may appoint any Senior Officer to act as scrutineer of the secret ballot and the scrutineer shall also affect the drawing of the lots, if required.
- xii) Upon the taking of the secret ballot the scrutineer shall report to the meeting the results of the vote.
- xiii) Where two or more candidates receive the equal highest number of votes the office of Deputy Chairman will be decided by the drawing of lots. The first name drawn in the lot shall be appointed Deputy Chairman.
- xiv) In the Board Chamber, the Deputy Chairman shall assume no precedence (other than Board/or) except during any absence of the Chairman, when the Deputy Chairman shall act in the place of the Chairman.
- xv) Outside the Board Chambers, the Deputy Chairman shall be given precedence immediately following the Chairman.

11. EQUAL EMPLOYMENT OPPORTUNITY

APML Board believes it has a responsibility to all members of its members to create an employment environment which is free of discrimination and which reflects the diversity and needs of the members it serves. APML Board is firmly committed to the principle of equal opportunity in employment for all employees and potential employees.

Board therefore acknowledges its legal obligations under Corporations Law and the State and Federal Equal Employment laws, in that:-

- ◆ The South Australian Equal Opportunity Act makes discrimination unlawful on the grounds of sex, sexuality, marital status, pregnancy, race, physical or intellectual impairment and age in the areas of employment, provision of goods and services, accommodation and clubs and associations. Sexual harassment and victimisation as defined in the Act are also unlawful.

The Corporations Law requires that Board observe the general principles of personnel management and development, implement and review Equal Employment Opportunity Programs relating to Board employment.

When developing and implementing the Equal Employment Opportunity Program the APML Board will:-

- i) Incorporate the EEO Program into the Corporate Plan.
- ii) Consult Board's EEO Officer/EEO Consultative Committee/Board members/Staff, Unions and other interested parties regarding Board's EEO Program.
- iii) Identify the target groups (usually women, aboriginals, people from non-English speaking backgrounds, people with physical and intellectual

impairments, young people and older people) and processes, measures and schemes to redress past disadvantages.

- iv) Ensure that recruitment, selection, promotion, transfer and training are based solely on the merit principle. This means that selection will be based on skills, knowledge, qualifications and experience (including members' experience) relevant to the job or situation.
- v) Appoint the Chief Executive Officer or nominee to the position of EEO Officer.
- vi) Establish procedures to deal with discrimination and sexual harassment effectively.
- vii) Develop an ongoing Equal Employment Opportunity Program of practical implementation strategies, including training and/or staff development for staff.
- viii) When providing services to customers ensure that they will be delivered in a fair and equitable manner.
- ix) Provide all new and existing employees and Board members with EEO awareness training and any other training relevant to their position or responsibilities.
- x) Ensure that all employees and Board members receive copies of the Equal Employment Opportunity and associated policies and have access at all times to information relating to the development and implementation strategies of the Equal Employment Opportunity Program.

The overall responsibility of monitoring the effectiveness of this policy and for implementing an ongoing Equal Employment Opportunity Program is vested in the Chief Executive Officer.

All employees have a responsibility to uphold the equal opportunity principles outlined in the policy. However, specific responsibility rests with departmental heads to prevent discrimination and promote Equal Employment Opportunity within the workplace.

Employees are encouraged to raise equal opportunity issues or grievances with the Equal Employment Opportunity Officer. Confidentiality will be respected. It should also be noted that it is the right of every South Australian to seek advice or assistance from the Equal Opportunity Commission.

APML believes that the implementation of an Equal Employment Opportunity Policy and Program will result in a more productive workplace and increased job satisfaction and better services to the members.

12. MEDIA – RESPONSE TO MEDIA STATEMENTS

The Chairman or Chief Executive Officer be empowered to respond publicly from time to time to any letters to the editor, editorial statements and/or any articles in the media generally which are inaccurate or unbalanced and which warrant a correction, further explanation or other relevant details. The response shall be for the expressed purpose of providing to the public an accurate statement as to the correct position of Board. Staff are not permitted to use titles in the media unless authorised by the Chief Executive Officer.