

## **Directors' Code of Conduct**

Opportunity International Australia (Opportunity) actively promotes ethical and responsible behaviour and decision making. Its policy is to conduct business according to the highest standards of honesty, integrity, respect and fairness when dealing with its clients, donors, funding bodies, suppliers, workers and other stakeholders. It also complies with all laws and regulations and requires all workers to do the same.

1. Directors must act honestly, in good faith and in the best interests of Opportunity.
2. Directors have a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
3. Directors must use the powers of office for a proper purpose, in the best interests of Opportunity.
4. Directors must recognise that the primary responsibility is to Opportunity but should, where appropriate, have regard for the interests of all stakeholders.
5. Directors must not make improper use of information acquired as a director.
6. Directors must not take improper advantage of the position of director.
7. Directors must not allow personal interests, or the interests of any associated person, to conflict with the interests of Opportunity.
8. Directors have an obligation to be independent in judgment and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the board.
9. Directors have a duty to undertake diligent analysis of all proposals placed before the board.
10. Directors have a duty to make reasonable enquiries to ensure that the company is operating efficiently, effectively and legally towards achieving its goals.
11. Directors must comply with Opportunity's Privacy Policy and treat confidential information received in the course of exercising official duties as the property of Opportunity and not disclose it, or allow it to be disclosed, unless that disclosure has been authorised by Opportunity, or the person from whom the information is provided, or is required by law.
12. Directors must not engage in conduct likely to bring discredit upon Opportunity.
13. Directors have an obligation to comply with the spirit, as well as the letter of the law and with the principles of this code.