

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 fairly in the best interests of Opportunity and for its charitable purposes.
 - 2.** Directors must act with reasonable care and diligence in fulfilling the functions, and exercising the powers, of their office.
 - 3.** Directors must use the powers of their office for proper purposes, acting fairly in the best interests of Opportunity and for its charitable purposes.
 - 4.** Directors must recognise that their primary responsibility is to Opportunity but may, where appropriate, have regard for the interests of other stakeholders.
 - 5.** Directors must not misuse their position as a director, or misuse information acquired as a director.
 - 6.** Directors must disclose and manage any actual, potential or perceived conflicts of interest, and must not allow personal interests, or the interests of any associated person, to conflict with the interests of Opportunity.
 - 7.** Directors must ensure that Opportunity is run as a not-for-profit, provides information about its charitable purpose to the public and works towards its charitable purpose.
 - 8.** Directors must ensure that Opportunity takes reasonable steps to be accountable to its members, and allows them adequate opportunities to raise concerns about how Opportunity is run.
 - 9.** Directors must ensure that the financial affairs of Opportunity are managed responsibly, and must not to allow Opportunity to operate while it is insolvent.
 - 10.** 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.
 - 11.** Directors have a duty to undertake diligent analysis of all proposals placed before the board.
 - 12.** Directors have a duty to make reasonable enquiries to ensure that Opportunity is operating efficiently, effectively and legally towards achieving its charitable purposes.
 - 13.** 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,
 - 14.** Directors must not engage in conduct likely to bring discredit upon Opportunity.
 - 15.** Directors have an obligation to comply with the spirit, as well as the letter of the law, and with the Governance Standards set by the Australian Charities and Not-for-profits Commission, the Australian Council for International Development Code of Conduct and the principles of this Code.
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