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INTRODUCTION

1. This Code of Conduct applies to Directors, Board members, staff, subcontractors, volunteers and partners of Kyeema Foundation (Kyeema). References to personnel herein refer to each / all of the above-mentioned.
2. Kyeema has committed itself to the achievement of high ethical standards for all personnel.
3. Kyeema expects that personnel will not only meet the minimum standards of conduct required under this Code but will strive and encourage others to achieve the highest standards of conduct possible.
4. The Code is intended to be used by Kyeema personnel in determining what is right and proper in their actions. It has been developed to provide all Kyeema personnel with a set of guiding ethical principles, associated obligations, and standards of conduct, to assist them to determine acceptable standards of conduct. It aims to ensure that we promote a positive image of Kyeema and its personnel at all times and that the reputation of Kyeema and its shareholders, clients and other partners will be upheld through the standards of ethics and conduct demonstrated by all.
5. All personnel, regardless of their status within Kyeema (full-time, part-time, temporary, contract, voluntary, etc.), are expected to adhere to this Code of Conduct.
6. It is important to note also that the absence of any specific reference in the Code to any act or omission that may bring discredit upon Kyeema does not mean that such an act or omission is condoned or permitted.
7. Failure to adhere to any aspect of this Code of Conduct will result in disciplinary action, including possible termination. Grave offences against this Code of Conduct will be regarded as serious misconduct and will result in summary dismissal.
8. If you have any questions relating to this Code or your ethical obligations you should discuss them with your supervisor, Team Leader or Kyeema Director.

ETHICS PRINCIPLES

1. Ethics are the rules or standards of conduct any society imposes in respect of the rights and interests of its members recognising the fundamental moral principles that underpin every decision and action a member of that society may make.
2. In the work environment, these principles can be used to provide guidance in situations where no specific rules are in place, or where matters are unclear. They help determine what is right and proper in our actions.
3. This Code of Conduct is based on the following fundamental ethics principles and obligations:
 - Respect for the law and system of Government;
 - Respect for persons;
 - Integrity;
 - Diligence; and
 - Economy and efficiency.

4. The standards of conduct described in this Code are derived from these ethics, principles and obligations. They apply directly to all Kyeema personnel and are the standards that will be used when determining the appropriateness of a person's conduct against the provisions of this Code.

STANDARDS OF CONDUCT

1. Personal Conduct

1.1 In the performance of all duties, Kyeema and its personnel must strive to achieve the highest standards of conduct and accountability.

1.2 At all times under the provisions of this Code, personnel are expected to:

1.2.1 Demonstrate high standards of professional integrity and honesty:

- act in good faith, with care and diligence, and in the best interests of Kyeema;
- treat all persons, including children, with respect, dignity and reasonable compassion, in an equitable and fair manner, and with proper regard for their rights and obligations, regardless of race, colour, gender, religion, ethnic or social origin or disability;
- comply with, and be seen to act within, the spirit and letter of the law and the terms of this Code;
- when travelling internationally, respect the laws and values of the host country;
- obey any lawful direction, instruction or order given by any person authorised by law to do so;
- disclose any fraud, corruption, misconduct and maladministration¹ of which they become aware;
- disclose any concerns for child safety, sexual exploitation and abuse, transactional sex, bullying or sexual harassment within the Kyeema working environment, of which they become aware;
- act in the best interests of, and in a manner that will not reflect adversely on, Kyeema, its clients and partners, and the wider community;
- conduct themselves in a manner that does not discredit the individual person, having regard to their official position within Kyeema;
- perform any duties associated with their position conscientiously, courteously, efficiently, impartially, and to the best of their ability, in a manner that bears the closest external scrutiny and meets all legislative and Kyeema standards;
- set and maintain standards of leadership that are consistent with Kyeema's goals and policies, be seen at all times to act in support of these goals and policies, and actively contribute to their achievement²;
- seek to maintain and enhance the confidence of clients, partners, colleagues, shareholders and the wider community in the integrity of Kyeema.
- exercise high standards of personal and professional conduct, and encourage colleagues and subordinates to do the same; this includes promoting a safeguarding organisational culture that seeks to prevent all forms of sexual exploitation, abuse and harassment.
- observe merit in recruitment, promotion and other selection processes;
- safeguard privacy and confidentiality of matters of a personal nature relating to other colleagues;

¹ Maladministration is administrative action that is unlawful, arbitrary, unjust, oppressive, improperly discriminatory or taken for an improper purpose.

² This obligation does not detract from a person's duty to act independently of Kyeema policy if such independence is required by legislation or client contract, or is a customary feature of the person's work (e.g. Justices of the Peace).

- adhere to management principles and practices that foster the rights and wellbeing of personnel; and
- ensure subordinates are set equitable and fair workloads.

1.3 All personnel are expected not to:

- intimidate, engage in sexual or other forms of harassment, unlawfully discriminate or otherwise abuse any person, including children;
- improperly use their official powers or position, or allow them to be improperly used;
- inappropriately distract other personnel from carrying out their duties;
- allow personal relationships to adversely affect their work performance or that of other personnel; or
- induce other personnel to breach this Code.

2. Conflict of Interests

2.1 Personnel are expected to perform their duties in such a manner that client confidence and trust in the integrity of Kyeema is preserved.

2.2 Personnel are expected to arrange their private or other official affairs in a manner that will prevent any actual³ or apparent⁴ conflict of interests from arising wherever foreseeable.

2.3 Where a conflict of interest does arise between the private or other official interests of a person and the official duties or responsibilities of that person within Kyeema, the person is to disclose details of the conflict to the appropriate Senior Manager.

2.4 Any conflict of interests relating to an individual's employment or engagement with Kyeema will be resolved in favour of Kyeema and the public interest.

2.5 In the event that a person is obliged to adhere to a Code other than that applying in Kyeema (such as other professional codes) and ethical conflicts or dilemmas arise as a result, it is the person's responsibility to draw such conflict of interests to the attention of the appropriate Senior Manager for resolution in consultation with the relevant professional body.

3. Political Activity

3.1 Any political activity by personnel is to be conducted in a private capacity.

3.2 Personnel are expected to clearly separate any official action or views from any political action or views, and to ensure that no conflict of interests arises between such activity or comment and their official duties.

3.3 Personnel and advisers overseas must never participate in any political or religious discussions or activities with nationals.

4. Intellectual Property and Copyright

4.1 All intellectual property developed in the course of employment with Kyeema remains the property of Kyeema or, where contractually specified, the property of its clients.

4.2 Personnel must comply with all legislation, Kyeema policies and procedures, and contractual policies and procedures of clients, covering intellectual property and copyright.

³ An actual conflict of interests exists when a reasonable person, in possession of the relevant facts, would conclude that the person's private or other interests are interfering with the proper performance of their Kyeema duties.

⁴ An apparent conflict of interests exists when it appears that a person's private or other interests could interfere with the proper performance of their Kyeema duties.

5. Access to Information

- 5.1 In the performance of Kyeema duties, personnel are granted access to many sources of information, confidential or otherwise. With this access comes a requisite level of accountability and trust that the information will only be used for official purposes.
- 5.2 It is the view of Kyeema that there is no excuse for personnel to betray the trust of Kyeema or its clients by making any unauthorised, improper or unlawful access or use of any official or confidential information available to them in the performance of their duties.
- 5.3 When dealing with official or confidential information of Kyeema, personnel are not to access, use or release information without an official purpose related to the performance of their duties within Kyeema.
- 5.4 Where any person breaches this provision they must expect that Kyeema and/or its clients will institute appropriate disciplinary or criminal proceedings.
- 5.5 Personnel need to be aware that this type of activity is viewed by Kyeema as misconduct and any personnel who breach the provisions of this section will be dealt with accordingly.

6. Computer Use

- 6.1 Acceptable use by Kyeema personnel of the global internet, KYEEMA internet service including electronic mail (email), and any connected computer communications network, server, personal computer workstation or laptop, is solely for Kyeema purposes.
- 6.2 As such, access to and use of the variety of internet services, both internal and external to Kyeema, are considered a business privilege and should be treated as such by all users.
- 6.3 In brief, Kyeema characterises as unethical and unacceptable, any activity which purposely:
- seeks to use Internet services for private and personal business;
 - seeks to gain unauthorised access to any resources within or outside Kyeema;
 - disrupts the intended use of Kyeema's Internet service and/or the global Internet;
 - wastes resources (people, capacity, computer) through such actions;
 - destroys the integrity of or misuses any host/server information assets;
 - compromises the privacy of any users or other departments;
 - does not comply with applicable local and national laws;
 - compromises corporate proprietary or otherwise-sensitive information; or
 - does not comply with other corporate policies or procedures, including sending or forwarding emails which violate Kyeema's policy against discrimination, harassment, vilification and bullying, e.g. emails with violent, sexual or racially offensive content.
- 6.4 Personnel who breach Kyeema's policies on computer use may have their information technology benefits (such as email access) revoked. Disciplinary action may also be taken where infringements warrant formal action. For example:
- Downloading, accessing, viewing and distributing prohibited material that is potentially discriminatory, offensive or which could be considered harassment is prohibited. Kyeema reserves the right to monitor any and/or all Internet related activity occurring through KYEEMA Internet services. Any personnel found in violation of this policy may be subject to denial of access or termination of employment and will be reported to the relevant authority where illegal material is involved.
- Kyeema will not tolerate pirate software on Kyeema computers under any circumstances. Apart from the obvious injustice to the software author, the fines are onerous. Personal fines up to \$50,000 and/or imprisonment and Kyeema fines are up to \$250,000. Kyeema Directors

are held personally liable. If a person knows or suspects there may be pirate software on a PC they must arrange to have it removed immediately. This applies to all software and manuals no matter how inexpensive unless officially recognised as free 'public domain'. If using public domain or 'shareware' software, please note the special conditions governing the use of such material.

- Internet services are recognised as powerful communication tools for today's business community and can significantly increase productivity. However if misused, this power can be detrimental to the business. The transfer of text and images etc. via e-mail and/or download from the Internet is only to be done when essential to the business operation and a person's job. It does cost Kyeema financially both in direct internet access charges and additional computer equipment required to store superfluous information.
- Email is a direct form of communication from Kyeema to the recipient. As such, each person must be aware they are representing KYEEMA when using email communications. Kyeema disclaimer is automatically appended to all external emails.
- In addition to legal and moral obligations personnel must be wary of the possibility they may introduce a virus into their computer through pirate software, email or the Internet, or worse into the corporate network and information database. Although Kyeema has software to detect known viruses others do get generated.

6.5 Personnel who are unsure of their obligations in relation to any aspect of computer use in the workplace should contact the Information Technology Manager for advice or assistance.

7. Access to Kyeema Resources

In the performance of Kyeema duties, personnel are expected to:

- use or manage both human and material resources efficiently, effectively, and only for the benefit of Kyeema and its shareholders, clients and partners;
- avoid waste, misuse, abuse, or extravagant use, of resources of any kind belonging to or leased by Kyeema;
- ensure that all facilities, physical resources and other property belonging to or leased by Kyeema are given due care and maintenance;
- conserve and safeguard Kyeema assets;
- budget honestly; and
- respect the environment by engaging in environmentally friendly work practices.

8. Gifts and Benefits

8.1 In their official capacity, personnel are not to solicit any personal or other benefits, except where specifically authorised by KYEEMA (e.g. legitimate pursuit of donations or sponsorship in accordance with Kyeema policy).

8.2 Kyeema recognises that there will be instances where personnel will be offered benefits (gifts, hospitality, etc.) and that under certain circumstances it will be appropriate for personnel to accept them. However, personnel are to avoid all situations in which the acceptance of any benefit could create an actual or apparent conflict of interests with their official duties.

8.3 Personnel are to consider the following when making this decision:

- Who is offering the benefit?
- What is the purpose of the offer?
- What is the timing of the offer?
- Does the value of the benefit exceed a nominal value?
- Is the offer likely to be regular or repetitive?

- Is acceptance of the benefit consistent with other Kyeema policy?
- Could the acceptance compromise you, another person or Kyeema?
- Could acceptance of the benefit stand external scrutiny?

8.4 If there is any doubt about the intention or integrity of the source making an offer, personnel are expected to reject the offer.

8.5 Where the value of the offer exceeds a nominal value of A\$20 or equivalent, and refusal of the hospitality or benefit may cause offence, the offer should be accepted and immediately brought to the attention of your Manager.

9. Payments to Government Public Officials

9.1 No Kyeema personnel are allowed to provide a benefit, or cause a benefit to be provided, or offer or promise to provide a benefit, or cause an offer or promise of provision of a benefit, to any public official. This relates to any person employed, contracted, performing work, or representing any government body, public enterprise, or any international agency including any international or multilateral agency.

9.2 Should any representations be made by any persons soliciting such payment or the provision of any such benefits, then this should be reported immediately to the relevant Manager.

9.3 On occasions local custom may suggest providing minor benefits to public officials to expedite minor routine government action. KyeemaA does not condone such activities and in the event they are likely to occur, this should be discussed with the appropriate Manager prior to taking action. Examples of such activity would include expediting the issuance of visas, provision of driver's licences etc.

9.4 Any persons found not adhering to the above Kyeema policy, will be subject to severe disciplinary action.

10. Outside Employment

10.1 Personnel may not engage in any employment outside Kyeema if such employment:

- interferes with the effectiveness of the performance of their duties within Kyeema;
- creates or appears to create a conflict of interests; or
- reflects adversely on Kyeema.

10.2 Personnel in overseas assignment and consultants under fixed contract for the assignment cannot undertake another assignment without prior approval of the Kyeema Manager in charge.

11. Child Protection

11.1 Kyeema maintains a zero tolerance policy towards child abuse.

11.2 No personnel is to engage in behaviour that is intended to shame, humiliate, belittle or degrade children, including using language towards children that is harassing, abusive, sexually provocative or culturally inappropriate.

11.3 No personnel is to engage in any form of sexual activity with children, where under all applicable laws, the child is under the age of consent.

11.4 All personnel are required to adhere to the following rules when dealing directly with children (excluding where applicable the person's own child(ren)), and in doing so take responsibility

for ensuring do not place themselves in a position where they risk allegations being made against them:

- Ensure another adult is present at all times;
- Not invite unaccompanied children into a private residence unless they are in immediate risk of injury or in physical danger;
- Not sleep close to unsupervised children, unless necessary and then only in the presence of another adult;
- Not access or store child pornography via any medium;
- Refrain from physical discipline of children; and
- Refrain from hiring children as domestic labour which is inappropriate for their age or places them at significant risk of injury.

11.5 When photographing or filming children for work related purposes personnel must:

- Endeavour to comply with local traditions or restrictions for reproducing personal images;
- Obtain the informed consent of the child or parent/guardian of the child by explaining how the images will be used;
- Ensure the images present children in a dignified and respectful manner, not a vulnerable or sexually suggestive manner; and
- Ensure file labels do not reveal identifying information about the child if sending images electronically.

11.6 Personnel are obliged to immediately report concerns or allegations of child abuse in accordance with Kyeema's Child Protection Policy.

FRAUD AND ANTI-CORRUPTION

Kyeema regards and treats seriously any fraud and maintains a zero tolerance position towards fraud.

Fraud is defined as dishonestly obtaining a benefit by deception or other means. It extends to benefits obtained or derived that can be both tangible and intangible.

All staff are responsible for fraud prevention and detection. They are required to report any incident of suspected or detected fraud immediately to the relevant Kyeema Manager. This report will be in writing and will initially include the following information:

- Name of the project or activity
- Name of parties involved
- Details of the suspected/detected fraud, including a chronological account of the facts giving rise to the fraud
- Details of any witnesses
- Copies of relevant documents
- References to any relevant legislation
- A nominated contact person
- Any other relevant information (e.g. possible local sensitivities, relevant in-country agencies that can assist with investigations)
- The current status of any inquiries

The relevant Manager will immediately report to the Kyeema Board and, if required, to the relevant client. Subject to the decision of Kyeema Board, (in consultation with the client (if required)), Kyeema will investigate the suspected or detected fraud. Where required, Kyeema will engage appropriately qualified people to conduct any fraud-related investigation to avoid, inter alia, the contamination of evidence that may compromise action to obtain redress through criminal, civil or disciplinary proceedings.

The Kyeema Board will agree on a strategy to be followed to obtain redress, where appropriate, in light of the investigation's findings. Kyeema will undertake the appropriate action, if required, in accordance with this strategy.

DETERMINING APPROPRIATE CONDUCT

1. In the first instance, personnel are expected to assess the appropriateness of their own conduct in relation to decisions or actions they take as follows:
 - Would your decision or action withstand scrutiny by the community or Kyeema?
 - Will your decision or action comply with this Code of Conduct and Kyeema policy?
 - Does your decision or action comply with all laws, regulations and rules?
 - Is your decision or action fair to the community, your family, your colleagues and others?
2. Kyeema's responsibility in determining whether a person's conduct, whether on or off duty, is right and proper in terms of this Code requires examination of:
 - the nature of the conduct exhibited; and
 - the context in which the conduct takes place.
3. Appropriateness of conduct is determined within this framework, with reference to the expectations of Kyeema, applicable legislation, the wider community and the provisions of this Code.
4. Where the conduct of a person does not satisfy the self-assessment criteria above, or will otherwise adversely reflect on Kyeema, it will be deemed by Kyeema as inappropriate hereunder.

BREACHES OF STANDARDS OF CONDUCT

1. All personnel are expected to familiarise themselves with this Code and ensure that its provisions are observed.
2. Failure to comply with standards of conduct outlined in the code, without valid reason, will be addressed as a disciplinary issue.
3. Personnel requiring advice or assistance concerning their obligations under this Code should seek assistance from the Kyeema Manager in charge.
4. When assessing perceived or actual breaches of the Code of Conduct, the Kyeema Board will adhere to the principles of natural justice, i.e. the affected person must be given the opportunity to present their case and have that information considered before any decision is made; and the decision maker must have no personal interest in the matter to be decided, have no bias as to the outcome, and act in good faith throughout the process.

I, the undersigned, acknowledge that I have read and understand Kyeema's Code of Conduct and agree that in the course of my association with KYEEMA that I will adhere to this code.

Signature: _____

Name: _____

Date: _____