



BOARD CODE OF CONDUCT POLICY

Policy number: BCCP1

Version:1

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Date Approved by Board: 5th May 2025

Responsible Person: CEO

Scheduled Review Date: 5th May 2026

1. Purpose of Code of Conduct

The purpose of this Code of Conduct is to outline the type of behaviour that Transplant Australia requires from its directors and set out clear principles and guidelines for the ethical and professional conduct of Directors in effectively carrying out their responsibilities.

2. Who does this Code of Conduct apply to?

This Code of Conduct applies to the Transplant Australia Directors whenever they are acting in their capacity as a Transplant Australia Director.

3. General Principles

Directors of Transplant Australia must:

1. Act honestly and in good faith in the interests of Transplant Australia as a whole
2. Exercise the degree of care, skill, and diligence that a reasonable person in a like position would exercise in Transplant Australia's circumstances
3. Exercise powers granted to them honestly and for the purposes for which they were conferred and not for ulterior purposes
4. Avoid any actual or potential conflict between the obligations owed to Transplant Australia and a director's personal interest or other duties
5. Not disclose any information that is obtained through their position that is confidential
6. Disclose advantages or business opportunities acquired during their office
7. Prevent insolvent trading by Transplant Australia
8. Be independent in judgment and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the directors

9. Be well prepared for director's meetings
10. Make reasonable enquiries at director's meetings to ensure that Transplant Australia is operating efficiently, effectively, and legally towards achieving Transplant Australia's goals
11. Undertake diligent analysis of all proposals and matters placed before the directors
12. Acknowledge and embrace decisions of the directors when communicating with third parties, irrespective of their own personal views
13. Treat colleagues, members, and employees of Transplant Australia with respect, courtesy, honesty, and fairness, having proper regard to their interests, opinions, rights, safety and welfare
14. Show respect for the opinions of other directors and allow each director a fair and reasonable opportunity to contribute to discussion and decision making
15. Not engage in conduct that would likely bring discredit upon Transplant Australia or bring the director or Transplant Australia into disrepute, or would constitute conduct unbecoming of a director of Transplant Australia
16. Not abuse, harass, bully, intimidate, discriminate, threaten, or victimise other directors, colleagues, members and/or employees of Transplant Australia
17. Comply with the content and themes of section 4 of this Code of Conduct regarding child safety
18. Promote and encourage diversity, equality and inclusiveness in decision making throughout Transplant Australia
19. Comply with the spirit as well as the letter of the law and the principles in this Code of Conduct

4. Child Safety

Transplant Australia is a child safe organisation and has zero tolerance for child abuse. Transplant Australia adheres to applicable child safety standards and legislation. Directors must be aware of their responsibilities outlined in the Transplant Australia child safety and safeguarding documents and be clear about processes for reporting and acting on concerns or reports of child abuse.

Directors will respect, listen to, and promote the rights of children and ensure behaviour and interactions with children are appropriate, respectful and adhere to the behavioural expectations outlined in the Transplant Australia child safety and safeguarding documents.

5. Breach of the Code of Conduct

A breach of this Code may be considered serious misconduct and require formal investigation and further action being taken.

In some situations, a breach of this code may result in detriment to Transplant Australia, and the director may be liable for their actions under civil and criminal laws.

If a director suspects that a breach of the Code of Conduct has occurred or will occur, he or she must report that breach to the President/Chair of the Board, the Company Secretary or the Finance, Audit and Risk Committee. In some circumstances, such a disclosure may qualify for protection in accordance with the Whistleblower Policy. All reports will be acted upon and kept confidential.

6. Review

This Code will be reviewed by the Board every two years, or earlier as required.

7. Director Declaration

- I have read and understand the Transplant Australia Directors Code of Conduct
- I acknowledge that I must ensure that any personal interests or roles do not influence or interfere with the proper performance of my duties in the best interests of Transplant Australia.
- I agree that I have an ongoing obligation to comply with the Transplant Australia Directors Code of Conduct

Name:.....

Signature:.....

Date:.....