

# **Forest and Wood Products Australia Limited**

## **Director Code of Conduct**

### **Introduction**

A code of conduct has been established for the ethical and professional conduct necessary to meet the expectation of Forest and Wood Products Australia Limited (FWPA) members, levy payers, the Commonwealth Government, employees and other relevant stakeholders. It is used as a guide for directors to clarify the standard of ethical behaviour and practices in order to uphold FWPA's integrity and maintain stakeholder confidence.

### **Code of Conduct**

Directors have agreed to following elements of a code of conduct that uphold the standards required both during their term as a director and subsequent to their term in relation to FWPA matters:

1. A director must act honestly, in good faith and in the best interests of the company as a whole.
2. A director has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
3. A director must use the powers of office for a proper purpose, in the best interests of the company as a whole.
4. A director must not make improper use of information acquired as a director nor take improper advantage of the position of director.
5. A director must not allow personal interests, or the interests of any associated person, to conflict with the interests of the company.
6. A director has 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.
7. Confidential information received by a director in the course of his/her duties remains the property of FWPA and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Board or is required by law.
8. A director should not engage in conduct likely to bring discredit upon the company or undertake any activity that may undermine the Board.
9. A director should treat staff at all levels, fellow directors and other stakeholders with courtesy and respect at all times.
10. A director has an obligation to comply with the spirit, as well as the letter, of the law, its compliance obligations and with the principles of this code at all times.

## **Compliance with the Code**

Maintenance of high standards of corporate conduct is very important to FWPA's credibility and reputation. It is therefore important that any deviation from this code is detected and reported and that appropriate action is taken.

Reporting of any alleged deviations is encouraged and any actual or suspected breach of the directors' code of conduct should be reported to the Chairman or Managing Director. The report and identities of persons involved should remain strictly confidential until the actual or suspected breach has been thoroughly investigated. Because of the importance of this code to the company and the potential seriousness of any breach, any director who breaches the code may be subject to disciplinary action.

Any director or employee who reports, in good faith, a breach or suspected breach of the code of conduct can do so confidentially and will not be subject to retaliation for making that report.

## **Review of the Code of Conduct**

The Board reviews the Code of Conduct annually to ensure it remains consistent with the Board's objectives and responsibilities.