



CODE OF CONDUCT

Version	2	Effective date	1 July 2023
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1 PURPOSE

Agricultural Partnerships Trust (hereinafter “APT”) has committed itself to the achievement of high ethical standards for all employees/consultants. APT expects that employees/consultants 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. The Code is intended to be used by APT employees/consultants in determining what is right and proper in their actions. It has been developed to provide all APT employees/consultants with a set of guiding ethical principles, associated obligations, and standards of conduct. It aims to ensure that we promote a positive image of APT and its employees/consultants at all times, and that the reputation of APT and its shareholders, clients and other partners will be upheld through the standards of ethics and conduct demonstrated by all.

2 APPLICABILITY

This Code of Conduct applies to employees and consultants of APT.

All employees/consultants, regardless of their status within APT (full-time, part-time, temporary, contract, etc.), are expected to adhere to the Code of Conduct. It is important to note that the absence of a specific reference in the Code to an act or omission that may discredit APT does not mean that such an act or omission is condoned or permitted.

Failure to adhere to any aspect of this Code will result in disciplinary action, including possible dismissal. If you have any questions relating to this Code or your ethical obligations, you should discuss them with your mentor or appropriate APT manager.

3 ETHICS PRINCIPLES

3.1 Ethics are the rules or standards of conduct any society imposes in respect of the rights and interests of its members. They recognize the fundamental moral principles that underpin every decision and action a member of that society may make. In the work environment, these principles can provide guidance in situations where no specific rules are in place, or where matters are unclear. They help determine what is right and proper.

3.2 This Code is based on the following fundamental ethics principles and obligations:

- Respect for the law and system of Government;
- Respect for persons;
- Integrity;
- Transparency;
- Diligence; and
- Economy and efficiency.

3.3 The standards of conduct described in this Code are derived from these ethics principles and obligations. They apply directly to all Trust employees/consultants and are the standards that will be used when determining the appropriateness of an employee’s/consultant’s conduct under the provisions of this Code.

4 POLICY – STANDARDS OF CONDUCT

4.1 Personal Conduct

In the performance of all duties, APT and its employees/consultants must strive to achieve the highest standards of conduct and accountability. At all times under the provisions of this Code, employees/consultants are expected to:

- Demonstrate high standards of professional integrity and honesty;
- Abide by all applicable laws, rules and regulations;
- Act in good faith, with care and diligence, and in the best interests of APT;
- Treat all persons with respect, dignity and compassion, in an equitable and fair manner, and with proper regard for their rights and obligations;
- 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;
- Act in the best interests of, and in a manner that will not reflect adversely on APT, its shareholders, clients and partners, and the wider community;
- Conduct themselves in a manner that does not discredit the individual employees/consultants, having regard to their official position within APT;
- Perform any duties associated with their position conscientiously, courteously, efficiently, impartially, and to the best of their ability, in a manner that withstands even the closest external scrutiny and meets all legislative and Trust standards;
- Set and maintain standards of leadership that are consistent with APT's corporate 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 APT.
- Exercise high standards of personal and professional conduct, and encourage colleagues to do the same;
- Observe merit in recruitment, promotion and other selection processes;
- Safeguard privacy and confidentiality of matters of a personal nature relating to other colleagues;
- Adhere to management principles and practices that foster the rights and wellbeing of employees/consultants; and
- Ensure subordinates are set equitable and fair workloads.

All employees/consultants are expected not to:

- Intimidate, engage in sexual or other forms of harassment, unlawfully discriminate or otherwise abuse any person for any reason whatsoever;
- Improperly use their official powers or position, or allow them to be improperly used;
- Inappropriately distract other employees/consultants from carrying out their duties;
- Allow personal relationships to adversely affect their work performance or that of other employees/consultants; or
- Induce other employees/consultants to breach this Code.

4.2 Conflict of Interests

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

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



Employees/consultants are expected to perform their duties in such a manner that client confidence and trust in the integrity of APT is preserved. Employees/consultants are expected to arrange their private or other personal affairs in a manner that will prevent any actual³ or apparent⁴ conflict of interests from arising wherever foreseeable. Where an actual or apparent conflict occurs between the personal or private interests of an employee/consultant and the corporate interests of APT, the employee/consultant must disclose details of such conflict to the appropriate APT manager. Any conflict of interest relating to an individual's employment with APT will be resolved in favour of APT and the public interest.

In the event that an employee/consultant is subject to codes or rules of conduct other than the APT Code of Conduct (such as other professional codes) and a conflict arises between these codes, it is the employee's/consultant's responsibility to draw such conflict to the attention of the appropriate APT manager for resolution in consultation with the relevant professional body.

4.3 Political Activity

Any political activity by employees/consultants is to be conducted in a private capacity. Employees/consultants are expected to separate clearly any official action or views from any political action or views, and to ensure that no conflict of interest arises between such activity or comment and their official duties.

4.4 Intellectual Property and Copyright

All intellectual property developed in the course of employment with APT remains the property of APT or, where contractually specified, the property of its clients. Employees/consultants must comply with all applicable laws, rules and regulations; Trust policies and procedures; and contractual policies and procedures of clients covering intellectual property and copyright.

4.5 Access to Information

In the performance of APT duties, employees/consultants 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. It is the view of APT that there is no excuse for employees/consultants to betray the trust of APT 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.

When dealing with official or confidential information of APT, employees/consultants are not to access, use or release information without an official purpose related to the performance of their duties within APT.

Where any employee/consultant breaches this provision, APT and/or its clients will institute appropriate disciplinary or criminal proceedings. Employees/consultants need to be aware that this type of activity is viewed by APT as misconduct and any employee/consultant who breaches the provisions of this section will be dealt with accordingly.

4.6 Computer/Information Technology Use

APT internet service, including electronic mail (email) and any connected computer communications network, server, individual computer workstation or laptop, should be used for business purposes. APT acknowledges that some incidental personal business has to be conducted during work hours (preferably lunchtime) and, therefore, a reasonable amount of computer and telephone use is permitted. Any staff member found to be abusing this privilege

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

⁴ An **apparent conflict of interests** exists when it appears that an employee's/consultant's private or other interests could interfere with the proper performance of their Trust duties.



will be disciplined. As such, employee/consultant access to and use of APT internet service is considered a business privilege and should be treated as such by all users.

In brief, the following conduct or behaviour is unacceptable and, therefore, prohibited under the APT Code of Conduct:

- Excessive use or abuse of APT or client Internet services or other information technology assets or resources for private or personal business;
- Intentionally inefficient or wasteful use of APT or client information technology assets or resources;
- Unauthorised access or use of any computer/information technology assets or resources within or outside APT;
- Intentional disruption of APT's Internet service, a third party's internet service and/or the global Internet;
- Compromising or damaging the integrity of or misusing any host/server information technology assets or resources;
- Compromising the privacy of any APT users or any third parties;
- Violating information technology-related laws, rules, regulations or policies;
- Compromising corporate proprietary or otherwise sensitive information; or
- Violating corporate policies or procedures, including sending or forwarding emails which violate APT's policy against discrimination, harassment, vilification and bullying (e.g. emails with violent, abusive, sexual or racially offensive content).

Before forwarding or disseminating any information using APT's network the employees/consultants should consider:

- What is the appropriate circulation of such information? (Note: Use of the APT email address should be limited to such circumstances where it is truly warranted);
- Is the information essential to send to all the recipients and/or does it contribute to APT's overall strategic intelligence; and
- Does it reinforce the culture APT wishes to promote?

Employees/consultants who breach APT's policies on computer use may have their information technology benefits (such as email access) revoked. Disciplinary action may also be taken where infringement warrants formal action. For example:

- Downloading, accessing, viewing and distributing prohibited material that is potentially discriminatory, offensive or which could be considered harassment is prohibited. APT reserves the right to monitor any and/or all Internet related activity occurring through APT's Internet services. Any employees/consultants found in violation of this policy may be subject to denial of access or termination of employment and may be reported to the relevant authority where illegal material is involved.
- APT will not tolerate pirate software on Trust computers under any circumstance. Pirated software can result in personal fines up to \$50,000 and/or imprisonment and Trust fines can reach \$250,000. Trust Director may be personally liable. If an employee/consultant 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 regardless of price unless officially recognised as free public domain.
- Internet services are 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, images, and other information by email and/or download from the Internet is only to be done when essential to the business operation and an employee's/consultant's job. Employees/consultants should be mindful that APT must pay for direct internet access charges and additional computer equipment required to store superfluous information.



- Employees/consultants must be mindful that they are representing APT when using corporate email accounts. The APT disclaimer is automatically appended to all external emails.
- Although APT has software to detect known viruses, employees/consultants must be aware that pirate software, email or the Internet can introduce viruses into their computer, the corporate network and information database.
- Employees/consultants 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.

4.7 Access to Trust Resources

In the performance of APT duties, employees/consultants are expected to:

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

4.8 Gifts and Benefits

In their official capacity, employees/consultants are not to solicit any personal or other benefit⁵, except where specifically authorised by APT (e.g., legitimate pursuit of donations or sponsorship in accordance with APT policy).

APT recognises that there will be instances where employees/consultants will be offered benefits (gifts, hospitality, etc.) and that under certain circumstances it will be appropriate for employees/consultants to accept them. However, employees/consultants are to avoid all situations in which the acceptance of any benefit could create an actual or apparent conflict of interest with their official duties. Employees/consultants 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 APT policy?
- Could the acceptance compromise you, another person or APT?
- Would acceptance of the benefit stand external scrutiny?
- If there is any doubt about the intention or integrity of the source making an offer, employees/consultants are required to reject the offer.

4.9 Anticorruption Compliance

⁵ A **benefit** includes gift, gratuity, remuneration, allowance, fee subsidy, consideration, free service or entertainment other than as provided for as part of an employee's/consultant's terms and conditions of employment within the Trust.



APT has zero tolerance for bribery⁶, including making of facilitation payments⁷. APT rejects corruption⁸ in all of its forms. APT complies with the spirit and letter of all applicable anticorruption laws and regulations. The Trust expects the same commitment to anticorruption compliance from those with whom we do business.

Specifically, no APT employee/consultant shall bribe or attempt to bribe, directly or indirectly, any person, whether a Public Official⁹ or private individual. No APT employee/consultant is to make or attempt to make, directly or indirectly, a Facilitation Payment. No APT employee/consultant is to accept, directly or indirectly, a Bribe or Facilitation Payment. Any APT employee/consultant who becomes aware of a potentially corrupt activity, including the offering of (or requesting of) a Bribe or the making of (or requesting of) a Facilitation Payment, is required to immediately report this information to the Director.

The APT Director has adopted a Statement of Principles Concerning the Trust's Commitment to Honesty, Fairness and Transparency ("Statement"). The Statement is attached to the Code of Conduct and is binding on all APT employees/consultants.

Any employee/consultant found in violation of the above APT Anticorruption Compliance policy, including the Statement of Principles, will be subject to severe disciplinary action, including dismissal.

4.10 Outside Employment

Employees/consultants are not to engage in any employment outside APT if such employment:

- Interferes with the effectiveness of the performance of their duties within the APT;
- Creates or appears to create a conflict of interests; or
- Reflects adversely on APT.

4.11 Child Protection

APT maintains a zero tolerance policy towards child abuse. No employee/consultant 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.

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

- All employees/consultants are required to adhere to the following rules when dealing directly with children (excluding, where applicable, the employee's/consultant'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.

⁶ **Bribery**, as a general matter, means to, directly or indirectly, offer, promise or provide a financial or other advantage to another person to (1) induce or encourage the other person to perform a function improperly; or (2) reward the other person for the improper performance of a function. The improper performance of a function occurs when the performance amounts to a breach of an expectation that a person, including a Public Official or a private individual, will act (1) in good faith; (2) impartially; or (3) in accordance with a position of trust. Directly or indirectly requesting, agreeing to receive or accepting a financial or other advantage as an inducement or reward for the improper performance of a function is included within this definition of Bribery.

⁷ **Facilitation Payment** means a payment to a public official to expedite the performance of a routine government action. Routine Government actions include clearing customs, processing visa, scheduling inspections, obtaining permits, etc. Making a Facilitation Payment is bribery and, therefore, strictly prohibited.

⁸ **Corruption**, as a general matter, means the abuse or perversion of entrusted power, including the expectation of impartiality, for private or unlawful gain.

⁹ **Public Official** means any person, whether elected or appointed who holds an executive, legislative, administrative or judicial office or position in any public entity, including any international agency. In addition, "Public Official" includes any person who performs public functions in any branch of the national, state, local or municipal government of any country or territory or who exercises a public function, by employment or under contract, for any public entity, agency or enterprise of such country or territory, including state owned or controlled enterprises. The definition of "Public Official" also includes any official of a political party or any candidate for political office

- 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.
- Refrain from hiring children as domestic labour which is inappropriate for their age or places them at significant risk of injury.

When photographing or filming children for work related purposes employees/consultants are required to:

- 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.

Employees/consultants are obliged to immediately report concerns or allegations of child abuse to the Director.

5 DETERMINING APPROPRIATE CONDUCT

In the first instance, employees/consultants 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 APT?
- Would your decision or action comply with this Code and Trust 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?

APT's responsibility in determining whether an employee's/consultant'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.

Appropriateness of conduct is determined within this framework, with reference to the expectations of APT, applicable legislation, the wider community and the provisions of this Code.

Where the conduct of an employee's/consultant's does not satisfy the self-assessment criteria set out above, or will otherwise adversely reflect on APT, it will be deemed by APT as inappropriate under the provisions of this Code.

6 BREACHES OF STANDARDS OF CONDUCT

All employees/consultants are expected to familiarise themselves with this Code and ensure that its provisions are observed. Failure to comply with the standards of conduct outlined in this code will result in disciplinary action, including possible dismissal.

Employees/consultants requiring advice or assistance concerning their obligations under this Code should seek assistance from mentors or the appropriate APT manager.

When assessing perceived or actual breaches of the Code, Management will adhere to the following principles:



- The affected person must be given adequate notice of and information concerning the alleged breach of the Code of Conduct;
- The affected person must be given an opportunity to present their case and have their information considered before a decision is made; and
- The decision-maker must be impartial and act in good faith throughout the process.

7 APT FRAUD POLICY

APT 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 employees/consultants are responsible for fraud prevention and detection. They are required to report any incident of suspected or detected fraud immediately to their direct supervisor who will inform the Director. 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); and
- The current status of any inquiries.

The Director will immediately provide the report to the relevant client (if required).

Subject to the decision of the APT Director, (in consultation with the client (if required), and the Financial Officer), APT will investigate the suspected or detected fraud. APT will engage appropriately qualified people to conduct any fraud-related investigation to avoid the contamination of evidence that may compromise action to obtain redress through criminal, civil or disciplinary proceedings.

The Director, the client (if required), and the Financial Officer, will agree on a strategy to be followed to obtain redress, where appropriate, in light of the investigation's findings. APT will undertake the appropriate action, if required, in accordance with this strategy.

8 SAFETY AND SECURITY

The safety and security of the APT workforce is a top priority for the Trust. All employees/consultants have a role to play in ensuring their own safety and security as well as the safety and security of co-workers and the worksite. Accordingly, employees/consultants are expected to:

- Observe all applicable safety and security policies and procedures;
- Understand the threat profile and specific vulnerabilities of their worksite;
- Follow safety and security guidance provided by APT management;
- Use good judgement and common sense to avoid potentially dangerous situations whenever possible; and
- Report safety and security concerns to APT management.



10 REVISION HISTORY

Version	Effective Date	Authorised by
V2.0	1 July 2023	Director

DOCUMENTS SIGHTED, READ AND UNDERSTOOD

I _____, have sighted, read and understood the APT Code of Conduct. I understand that these policies may change from time to time, and that it is my responsibility to keep myself updated.

Signature

Date