20 Maple Avenue
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www.insitutek.com

Code of Ethics and Business Conduct

The Code of Conduct outlines the required standard of acceptable conduct and behaviour that is expected of the company director, employees, volunteers and contractors in the performance of their duties and interactions in the workplace.
The Code of Conduct and the behaviours outlined within it are fundamental to Insitutek building healthy and positive relationships with its clients. The Code of Conduct also governs the way in which employees, volunteers and contractors are to relate to other staff, professionals, clients, visitors and stakeholders.
However, the Code of Conduct is not intended to provide a detailed and exhaustive list of what to do in every aspect of work. Instead, it represents a broad framework that will help guide conduct and behaviour in the performance of duties and interactions in the workplace.

Honesty, Integrity and Fair Play
Insitutek and its staff are fully committed to the principle of honesty, integrity and fair play in the delivery of services and goods to the public. All staff should ensure that the business operations, applications for services, procurement or staff recruitment, are dealt with in an open, fair and impartial manner. The success of our business is dependent on the trust and confidence we earn from our employees, customers and shareholders. We gain credibility by adhering to our commitments, displaying honesty and integrity and reaching company goals solely through honourable conduct.

Equal Opportunity for All Employees
Insitutek is an equal employment opportunity employer. Employment opportunities are available regardless of race, colour, sex, religion, national origin, age, disability or other legally protected status. This principle applies to all aspects of the employment relationship, including recruiting, hiring, training, work assignment, promotion, transfer, termination, and wage and salary administration. We all deserve to work in an environment where we are treated with dignity and respect. Insitutek is committed to providing a workplace that is free of discrimination of all types from abusive, offensive or harassing behaviour. Any employee who feels harassed or discriminated against should report the incident to his or her team leader, or extensively the company director.

Safety, and Health Practices
Insitutek is committed to an injury-free and illness-free workplace that is operated in an environmentally sound manner in compliance with all relevant laws and regulations that protect worker safety and the environment. Employees should perform work in a safe manner.

Personal and professional behaviour
The company director, employees, volunteers and contractors are expected to maintain a standard of professional behaviour that maintains and promotes confidence and trust in the work of Insitutek. All personal and professional conduct must strive to create a harmonious, safe and productive workplace which models our organisational values.
As the company director, employees, volunteers and contractors of Insitutek it is incumbent upon us to:

- Uphold the highest standards of honesty and integrity in the conduct of duties.
- Respect the dignity of the public, our clients, volunteers and other employees by treating them with courtesy, honesty and sensitivity to their rights.

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- Treat others in the workplace fairly and with respect.
- Exercise our best judgment in the interests of Insitutek and our clients.
- Make decisions ethically, fairly and without bias using the best factual information available.
- Comply with any legislative, industrial or administrative requirements, and all lawful and reasonable directions given by persons in authority.
- Comply with all Insitutek policies and procedures relevant to the person's position.
- Act responsibly in the event of becoming aware of any unethical behaviour or wrongdoing by any other employee or volunteer and report such conduct or activities to the appropriate level of management.

Whistleblower protection policy

Terms used in this Policy are:
Whistleblowing: Disclosure by (or for) a witness of actual or suspected wrongdoing
Whistleblower: A person who reports wrongdoing in accordance with this Policy
Wrongdoing Conduct that includes but is not limited to:

- Breaches legislation, regulations or local government by-laws or is otherwise illegal (including whistleblower laws, corporations law, theft, drug sale/use, violence or threatened violence or criminal damage against property)
- Is an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more
- Is corrupt or is an abuse of public trust or position as a public official
- Is dishonest or fraudulent
- Perverts the course of justice
- Unreasonably endangers health and safety or the environment
- Is maladministration (e.g. unjust, based on improper motives, is unreasonable, oppressive or negligent)
- Is serious or substantial waste (including public money or public property)
- Is gross mismanagement or repeated breaches of administrative procedures
- Has financial or non-financial loss detrimental to the interests of Insitutek
- Is an unethical breach of the Code of Conduct
- Is serious improper conduct or an improper state of affairs

Insitutek is committed to the highest standards of conduct and ethical behaviour and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance. People who have a working relationship with Insitutek are often the first to realise that there may be something seriously wrong. However, they may not wish to speak up for fear of appearing disloyal or may be concerned about being victimised or subject to reprisals for reporting wrongdoing. Insitutek encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving Insitutek and provides protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal.
It is a breach of the Code of Conduct for any employee to cause disadvantage to or discriminate against an employee who makes a report under the Code of Conduct ('whistleblower'). Examples of disadvantage and discrimination include:

- reprisals, harassment or victimisation
- demotion or dismissal or loss of opportunity for promotion
- current or future bias

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The protection that Insitutek will make available to protect whistleblowers will vary depending on the circumstances, but may include:

- ensuring confidentiality in the investigation and protecting the whistleblower's identity
- monitoring and managing the behaviour of other employees
- offering a leave of absence while a matter is investigated
- relocating employees (which may, but will not necessarily, include the whistleblower) to a different working group or department and rectifying any detriment a whistleblower has suffered.
- protection from reprisal, discrimination, harassment or victimisation for making the disclosure
- an independent internal inquiry or investigation will be conducted
- issues identified from the inquiry/investigation will be resolved and/or rectified
- they will be informed about the outcome
- any retaliation for having made the disclosure will be treated as serious wrongdoing under this Policy

Reporting a Disclosure

You are encouraged to report any genuine behaviour or situation which you believe breaches or potentially breaches the Code of Conduct, policies or the law to your team leader. Where an external Whistleblower is reluctant to report it to line management for fear of retribution, they can report their concerns to the company director. If you wish to report a breach or potential breach anonymously, you may provide a detailed report to the company director. Team leaders to whom potential breaches are reported should discuss the issue with the company director who will assess the appropriate action to be taken in response to the report.

Confidentiality

Insitutek will not disclose a whistleblower's identity unless:

- It is necessary to further an investigation and the Whistleblower consents to the disclosure, and/or
- The disclosure is required or authorised by law
- When a report is investigated it may be necessary to reveal its substance to people such as other Insitutek personnel, external persons involved in the investigation process and, in appropriate circumstances, law enforcement agencies.
- It will be necessary to disclose the facts and substance of a report to a person who may be the subject of the report as it is essential for natural justice to prevail. Although confidentiality is maintained, in some circumstances, the source of the reported issue may be obvious to a person who is the subject of a report.

Insitutek will take reasonable precautions to store any records relating to a report of wrongdoing securely and to restrict access to authorised persons only.

Retaliation

Insitutek will not tolerate any retaliatory action or threats of retaliatory action against a Whistleblower, or against a Whistleblower's colleagues, employer (if a contractor, consultant or supplier) or relatives.

For example, a Whistleblower must not be disadvantaged or victimized for having made the report by:

- Dismissal or termination of services or supply

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- Demotion
- Discrimination, victimization or harassment
- Current or future bias
- Threats of any of the above

Any such retaliatory action or victimisation in reprisal for a disclosure made under this policy will be treated as serious misconduct and will result in disciplinary action, which may include dismissal. In some circumstance it may be illegal; in which case Insitutek will notify Police.

Upholding the Law

Insitutek's commitment to integrity begins with complying with laws, rules and regulations where we do business. Further, each employee must have an understanding of the company policies, laws, rules and regulations that apply to our specific roles. If employees are unsure of whether a contemplated action is permitted by law or Insitutek's policy, they should seek the advice from the resource expert. Employees are responsible for preventing violations of law and for speaking up if we see possible violations.

Proprietary Information

It is important that employees respect the property rights of others, therefore will not acquire or seek to acquire improper means of a competitor's trade secrets or other proprietary or confidential information or engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

Selective Disclosure

Employees will not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals or otherwise) any material nonpublic information with respect to Insitutek's securities, business operations, plans, financial condition, results of operations or any development plan. They should be particularly vigilant when making presentations or proposals to customers to ensure that our presentations do not contain material nonpublic information.

Conflicts of Interest

Employees of Insitutek must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, they may be faced with situations where the business actions taken on behalf of Insitutek may conflict with personal or family interests, however owe a duty to Insitutek to advance its legitimate interests when the opportunity to do so arises. Use of Insitutek property or information for personal gain or personally take for ourselves any opportunity that is discovered through our position with Insitutek.

Other ways in which conflicts of interest could arise:

- Being employed (you or a close family member) by, or acting as a consultant to, a competitor or potential competitor, supplier or contractor, regardless of the nature of the employment, while you are employed with Insitutek.
- Hiring or supervising family members or closely related persons.
- Serving as a board member for an outside commercial company or organization.
- Owning or having a substantial interest in a competitor, supplier or contractor.
- Having a personal interest, financial interest or potential gain in any Insitutek transaction.

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- Placing company business with a firm owned or controlled by an Insitutek employee or his or her family.
- Accepting gifts, discounts, favours or services from a customer/potential customer, competitor or supplier, unless equally available to all Insitutek employees.
- Misappropriation of access to Insitutek's property for example personal use or resale, therefore not using it for the purpose of conducting the company's business

Determining whether a conflict of interest exists is not always easy to do. Employees with a conflict of interest question should seek advice from team leaders. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must seek review from their team leaders.

Handling of Classified or Proprietary Information

Staff is not allowed to disclose any classified or exclusive information to anybody without authorization. Staff who have access to or are in control of such information should at all times provide adequate safeguards to prevent its abuse or misuse. Examples of misuse include disclosure of information in return for monetary rewards or use of information for personal interest. It should also be noted that unauthorized disclosure of any personal data may result in a breach of the applicable legislation on privacy.

Outside Employment

Employees who wish to take up paid outside work, including those on a part-time basis, must seek the written (date and signed) permission and guidance from their team leader before accepting the job. Approval will not be given if the outside work is considered to be in conflict with the interest and values of the corporation.

Financial Reporting

All transactions of Insitutek must be duly recorded so as to permit preparation of clear financial statements in conformity with generally accepted accounting principles. No false or misleading entries may be made in the books and records of Insitutek for any reason, and no employee may engage in any arrangement that results in such a prohibited act.

No undisclosed or unrecorded fund or asset of Insitutek may be established for any purpose. No payment on behalf of Insitutek (including those by cash) may be done without adequate supporting documentation or made with the intention or understanding that any part of such payment is to be used for any purpose other than as described by the documents supporting the payment.

From time to time, Insitutek may publish or inform of policies on financial reporting, disclosure and compliance to reinforce the financial reporting expectations in this Code. All employees at any level are expected to implement and strictly follow these policies.

Restrictive Agreements with Third Parties

Insitutek does not condone activities that seek to gain an unfair competitive advantage. No individual may engage in any activity which violates any valid restrictive agreements entered into by that individual for the benefit of a third party, and no individual may, directly or indirectly, use or disclose any confidential information or trade secrets of a third party that the individual obtained while employed by or associated with such third party.

Government Contracts and Services

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Insitutek is committed to complying with all applicable laws and regulations relating to government (public procurement) contracts and services and to ensuring that its reports, certifications and declarations to government officials are accurate and complete and that any deviations from contract requirements are properly approved.

Compliance with the code of conduct

Where it is established that the company director, employee, volunteer or contractor has breached the Code of Conduct, they may be subject to disciplinary action, up to and including termination of employment or contract. In cases of suspected corruption or other criminal offences, a report will be made to the appropriate authorities.
Insitutek can take prompt and appropriate remedial action in response to violations of the Code. Any employee who engages in conduct prohibited by the Code will be subject to sanctions in accordance with the labour law that may be under the form of: Warning, Counselling, Private or public letter of reprimand, Transfer to other tasks or unit, Suspension from duties, Termination or removal.
Insitutek reserves the right to inform the appropriate authorities where it is considered that there has been criminal activity or an apparent breach of the law.

Contact

If you have any questions regarding this document, please contact Robin via email at robin.power@insitutek.com. We would love to hear your feedback on our policies with any suggestions on clarity or additional information.

Review

This policy was last updated and reviewed on 16 September 2021
This policy was adopted by Insitutek Pty Ltd in August 2020