



Human Resources Policy CODE OF CONDUCT

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1 Document Summary

1.1 Scope

This document contains the Code of Conduct for Hyro Limited.

1.2 Responsibility

The policy is owned by the Human Resources Manager and delegated to individual managers and members as appropriate.

1.3 Review

This policy will be reviewed annually to ensure that it continues to comply with all applicable laws and good corporate governance practices.

1.4 References

Anti-Discrimination Policy

Anti-Harassment Policy

Equal Employment Opportunity Policy

Workplace Diversity Policy

No Smoking Policy

Employment Agreement

Disciplinary Procedure

1.5 Definitions

Members

All people employed by, or contracted to, Hyro

Company

Hyro Limited and its subsidiary companies

2 Guidelines

It is important for all members of Hyro to maintain high moral and ethical standards. Some of these standards are set out in this Code of Conduct.

This Code of Conduct is not intended to be exhaustive and cannot anticipate every situation which may morally or ethically compromise the member or Hyro. In this regard Hyro expects its members to use their common sense and sound judgment.

The Code of Conduct works in conjunction with all of Hyro's policies and Employment Agreement.

If a member is in doubt as to how she or he should act in any situation, the member should always contact their manager and seek advice prior to taking any action. All requests for advice will be dealt with confidentially.

2.1 General Principals

As a rule of thumb, all members must conduct themselves in accordance with the following common-sense principles:

Members must act honestly and fairly in all business transactions and dealings with others;

Members must treat other members, contractors, customers, competitors, and all other persons with whom they deal at work with the utmost courtesy and respect;

Members must not compromise their duty to act within the best interests of Hyro;

Members must comply with all laws and regulations applicable to the business of Hyro.

2.2 Professional Conduct

Conflicts of Interest

All members have an obligation to avoid financial, business or other relationships which might conflict with the legitimate business interests of Hyro or the proper performance of their duties.

Such a conflict will exist where a member compromises his or her ability to act with total objectivity with regard to Hyro's business interests.

Examples of conflicts of interest include, but are not limited to, the following:

If the member is employed by a competitor whilst employed by Hyro;

If the member provides work or business on behalf of Hyro to a business in which the member or the member's family has a significant financial interest;

If the member or the member's family has a substantial financial interest in a business which is a competitor or contractor or supplier to Hyro.

All potential or actual conflicts of interests must be disclosed in writing to the General Manager. Hyro reserves its right to either approve the conflict upon conditions, or to exclude the member from the conflict situation.

Involvement in other employment or business

The full-time members of Hyro are expected to devote the whole of their time and attention during working hours to the business of Hyro and at other times as reasonably necessary to properly perform their duties.

Hyro discourages members from seeking additional employment outside Hyro which may interfere with their commitments with Hyro. Specifically, this means any employment outside Hyro which:

could lead to a conflict of interest, such as working for a Hyro customer, supplier or competitor of Hyro; and

results in absenteeism, inability to meet job requirements, or poor job performance at Hyro.

Members who may be considering other employment must advise their immediate manager so that any potential conflicts can be assessed.

Secret Commissions

Members may not, in the course of their employment, receive or attempt to obtain from any customer, contractor or supplier or any other person with whom they deal any secret commission or profit. Any such offers must be immediately reported to the Human Resources Manager.

Members must also not offer or give secret commissions, hidden gratuities, or confidential payments to third parties who might influence prospective customers, or government officials.

Fair dealings with third parties

Members involved in the negotiation of agreements and contracts on behalf of Hyro must ensure that all statements, communications and representations are accurate and truthful. Members must act honestly and fairly in all such business transactions.

Media Comment

Members may not make statements or comments to the media or other external bodies regarding Hyro, its business dealings, financial status, or its customers unless directed or authorised by Hyro. Members must direct all media enquires to the Human Resources Manager.

Return of Company Property

On termination of employment for any reason whatsoever, all Company property must be returned immediately.

2.3 Misuse of Company Property, Information and Resources

General Misuse

Generally, the use of the property, information, and resources of Hyro for any purposes other than the business of Hyro is prohibited. Some examples of the application of this general obligation are set out below:

Approving or making of a payment on behalf of Hyro for something other than the stated purpose;

Using Hyro's photocopier or facsimile machines for personal reasons without authorisation from the member's manager;

Using company vehicles for private purposes without express authorisation from the member's manager;

Appropriating Hyro's stationery for personal use.

Use of telephones

Members may not use Hyro's telephones to make long distance telephone calls of a personal nature unless otherwise advised. Members may occasionally make personal phone calls provided that such calls are short and do not materially affect the proper performance of their duties.

Removal of property from premises

No property or money of Hyro is to be taken from the premises without written permission of the Human Resources Manager.

Use of Hyro's name and stationery

Members are not authorised to use Hyro's name or stationery (letterhead) except in the ordinary course of business and for the legitimate business of Hyro.

2.4 E-mail and other Data Communications Systems

Members must only use the e-mail and other data communications systems of Hyro for its business purposes. Under no circumstances should members distribute lewd, malicious, pornographic, sexist or racist material, or any other material which is likely to cause offence, on the e-mail or other data communication systems of Hyro.

All messages sent via Hyro's computer systems are the property of Hyro. Hyro advises that it continuously reviews all e-mail and other computer messages and data stored in or transmitted by these systems. Members who use these systems should not expect the privacy of the information they store or send through these systems.

2.5 Authority to Sign documents

Members cannot sign any documents on behalf of Hyro or in any way commit Hyro to any agreement unless they have been properly authorised in writing by Hyro's Chief Executive Officer, Financial Officer, or the Chief Operating Officer to do so.

2.6 Confidentiality

During your employment you may be exposed to confidential information regarding Hyro, its Board, members, customers or suppliers. You are expected to keep any such information confidential.

All current and former members of Hyro may not make improper use of confidential information acquired by virtue of their position to gain directly or indirectly an advantage for themselves, or any other person, or to cause detriment to Hyro or its customers.

Confidential information includes, but is not limited to, marketing and sales plans, competitive analyses, business and financial plans and forecasts, all forms of internal communication, prospective and existing customer and member information, software and other inventions developed or licensed by, or for, Hyro and computer system and building security passwords.

Each member must safeguard confidential information of Hyro by not transferring, publishing, using or disclosing it to third parties other than as necessary in the proper course of the member's duties or as directed or authorised by Hyro in writing.

All files of a confidential nature must never be left unattended and under no circumstances whatsoever left either on or in unlocked desks (unless the offices are locked). The disposal of all confidential papers must be done by means of Hyro's security disposal arrangements.

Unless express permission by management is granted, members must not remove from the offices of Hyro any documents or software connected with the business of Hyro or take any photocopies of them for private use. All documents and software which have been removed from Hyro's offices must be returned as soon as the authorised purpose for their removal has been fulfilled and, in any event, forthwith upon termination of employment.

Unless specified otherwise by contract, all confidential information that has been entrusted to Hyro by a third party (such as a customer) must be treated as though it is Hyro's confidential information.

It is important for members to note that the obligations relating to confidentiality continue to apply after cessation of a member's employment with Hyro.

2.7 Intellectual Property

One of Hyro's most important assets is its intellectual property, including its software, copyrights, patents, trademarks, trade secrets, and training manuals. Each member is responsible for protecting Hyro's intellectual property rights by complying with Hyro's policies and procedures for the protection of these rights.

Whilst employed by Hyro, all intellectual property that is related to the affairs of Hyro including patents, copyrights, inventions, programs and documentation generated by a member or contractor, will become the property of Hyro.

Use of Unlicensed Software

It is against Hyro's policy to reproduce copyright software, documentation or other materials without permission. Third party software in the possession of Hyro must not be copied unless such copying is consistent with relevant licence agreements, and management has previously approved of such copying, or copies are being made for backup and archival purposes. Members must respect the intellectual property of others.

Proper Maintenance of Records

Hyro's financial books, records and statements must properly document all assets and liabilities, accurately reflect all transactions of the corporation, and be retained in accordance with all applicable laws and regulations. These documents must not be inappropriately altered.

Members must not make false entries in the books or records of Hyro for any reason.

2.8 Unacceptable Personal Conduct

Smoking

Smoking is not allowed on the premises of Hyro.

Hyro is concerned about its member's health and discourages smoking. Please refer to Hyro's No Smoking Policy for further details.

Drugs and Alcohol

The consumption of alcohol on Hyro's premises without the prior consent of senior management is not allowed. The only exception to this is on celebratory occasions and when entertaining customers, suppliers etc on behalf of Hyro provided consumption is authorised by a member of the Executive Team. On these exceptional occasions members must ensure that they drink in moderation, behave in a professional manner, and do not engage in conduct which may risk their safety or the safety of others (including drive a motor vehicle or operate heavy machinery).

The use of any other recreational or non-prescription drugs is strictly prohibited in any offices of Hyro or in the course of employment and is grounds for summary dismissal.

Members on prescribed drugs which may impact on their ability to safely perform their duties, must provide their immediate manager with a medical certificate certifying that they are fit for their duties.

Tidiness

In order to assist cleaning staff, desk and working areas must be left as tidy as possible, all papers and files put away and machines covered. On no account must any items of value such as cheques be left overnight either in or on desks. All confidential material must be locked in desks or filing

cabinets. Personal belongings in desks should be limited and not allowed to accumulate. Managers are authorised to inspect desks and workspaces as they think fit.

Dress and Grooming Standards

It is in Hyro's best interests to present a professional image to its customers, suppliers and the public. Accordingly, it is expected that all members will dress in a manner consistent with good hygiene, safety and good taste.

Members who deal with customers, suppliers and the public are expected to wear business apparel consistent with that worn by persons dealing with the public in the community in similar capacities. Members must be suitably groomed at all times and their appearance must be clean and neat.

2.9 Equal Employment Opportunity

Members must treat all customers, suppliers, contractors, or other persons with whom they deal in the course of their employment in a similar non-discriminatory manner. Please refer to Hyro's Workplace Diversity Policy, Anti-Harassment Policy, Anti-Discrimination Policy and Equal Employment Opportunity Policy for further details.

3 Procedure

3.1 Obligation to Report Breaches

If members suspect that any conduct has occurred in breach of this Code they must immediately contact the Human Resources Manager.

Further, if a member suspects that a fraud or other serious irregularity has taken place, they must immediately report the occurrence to a member of the Executive Team, who in turn must report the incident to the Chief Operating Officer.

The Company will treat all reports with strict confidence.

Failure to report a breach may result in disciplinary action in line with Hyro's Disciplinary Procedure.

4 Templates and Records

Templates			
Title		Owner	
None			
Records			
Title	Filed By/Owner	Location	Kept For:
None			

5 Revision History

Date	Version	Description	Author
19/01/2006	1	Initial version for Hyro	Tracey Smiles
31/03/2008	2	Logo change	Bob Wardle
01/02/2011	3	Revision for Hyro Digital	Brigit Abdunour