



CODE OF CONDUCT FOR BOARD OF DIRECTORS

1. Directors participating in IGA projects that offer direct or indirect financial or other gain must declare their conflict and opt out of voting on any resolutions relating to that funding stream or activity. Additionally, any other director may ask that the conflicted director be removed from the discussion prior to a resolution being made.
2. The next official IGA board meeting following receipt of funding from IGA activities, to a director or any companies that they are employed by, own or govern, and/or by their close relatives, has to be reported by the Audit Committee. It is the responsibility of the director to inform the Audit Committee Chair.
3. Directors cannot oversee, administer funds or influence financial or other gains that directly benefits them i.e. no director can award themselves or their own 'home' organization funding (i.e. grant, project, etc) from an IGA fund they administer.
4. Any gift given to a director when representing the IGA must be declared to the Audit Committee. Gifts > USD 500 in value may be confiscated by the committee.
5. A director cannot sit on or vote for any nominating or awarding body in which their 'home' organization, employed by, own or govern, and/or by their close relatives, is bidding.
6. All directors should pass a 'fit and proper person test' to be considered for nomination.
7. Any board candidate is required to declare any criminal record (or ongoing legal investigation) and or bankruptcy history. As well as provide key information i.e. biographical details, relevant skills and experience, any other material directorships they hold.
8. All material information regarding a board candidate, including negative information (regarding the persons character, criminal record or bankruptcy history), should be provided to the nomination committee. It is the Audit Committees responsibility to undertake proper checks to validate or invalidate negative information.
9. If allegations arise that a director has neglected to declare any of the above prior to their acceptance on the board, they will be immediately stood down and investigated. If found to be true the director will be terminated.
10. A director's independence should also be considered.

Directors that have been terminated or had legal proceedings against them cannot be nominated for any future IGA board, committee, subsidiary or body.