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# CODE OF CONDUCT



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## INTRODUCTION

The Adara Group is committed to ensuring that it and the persons who work with it maintain the highest standards of ethical conduct and professional behaviour.

This Code explains the standards of behaviour expected of all Adara Persons (see below) in their work for the Adara Group and specifies the Adara Group's policy in key areas. It is designed to:

- reflect and enhance the Adara Group's values;
- assist all Adara Persons to understand their responsibilities and obligations;
- provide guidance on professional conduct and standards of behaviour expected; and
- set out a reporting and complaints process.

The requirements of this Code apply in addition to the requirements of any applicable laws. Where this Code is more stringent than applicable law, Adara Persons should comply with this Code. Adara Persons must also comply with all policies and procedures of the Adara Group.

## WHO DOES THIS CODE APPLY TO?

The Adara Group comprises:

- Adara Advisors and Adara Partners (together "Adara Businesses"); and
- Adara Development (Australia) (**DEVA**), Adara Development (Bermuda), Adara Development (Nepal), Adara Development (Uganda), Adara Development (UK) and Adara Development (USA) (together "Adara Development").

This Code applies to the Adara Group globally (subject to local laws) and all "Adara Persons", being the following people working with the Adara Group:

- employees;
- directors and other officers;
- trustees;
- secondees;
- contractors;
- trainees, interns and work experience students; and
- volunteers.

This Code applies to:

- behaviour in connection with work with or for Adara Group, even if it occurs outside normal working hours;
- behaviour during work activities with or for Adara Group, for example when dealing with clients or donors;
- behaviour at Adara Group-related events, for example at Adara Group-related social functions; and

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- on social media as interaction on social media with other persons may affect them either directly or indirectly.

All Adara Persons must ensure that they understand this Code and comply with it. For all Adara persons who are working for BIZA and BIP this code is in addition to Conflict of Interest and policies that relate to the business

## CONSEQUENCES OF BREACHING THIS CODE

Adara Group expects that Adara Persons will report any breach of this Code (whether known or suspected, actual or potential) (see page 12). Failure to raise known or suspected issues may result in disciplinary action, including termination of employment or engagement or involvement with the Adara Group. Some of these forms of conduct may also be unlawful and a breach under applicable laws.

## ACFID CODE

DEVA is a member of the Australian Council for International Development (“**ACFID**”) and a signatory to the ACFID Code of Conduct (“**ACFID Code**”). DEVA is committed to full adherence to the requirements of the ACFID Code. Compliance with these requirements ensure transparency and accountability, improve international development effectiveness and increase stakeholder trust.

## COMMUNICATION AND TRAINING

We will explain to all Adara Persons the implications of this Code for their role during induction and in ongoing training. All Adara Persons will be made aware of the importance of this Code, and their own responsibility in upholding and implementing the requirements of this Code.

In addition, as part of the induction process, new DEVA personnel will undertake the online learning module, *Introduction to the ACFID Code of Conduct*. A copy of their Certificate of Completion is kept on file. All DEVA personnel will be made aware of the importance and implications of the ACFID Code for their role during induction and in ongoing training, and their own responsibility in upholding and implementing the requirements of the ACFID Code.

Details of this Code, and the policies and procedures referred to in bold in this Code are located on the People and Culture page of the Adara Group Intranet

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## OUR CULTURE AND VALUES

We uphold these values at all times.

### COMPASSION

- Our reason to be is to provide support to vulnerable women, children and their communities living in extreme poverty.
- We believe everyone has a right to health and education services no matter where they live.

### TEAMWORK

- We work as a team and we support each other.
- We are open, honest and kind.
- Failure and mistakes are OK – this is how we learn and grow.
- We make Adara a happy and productive place to work

### MUTUAL RESPECT

- We listen to other people's point of view.
- We celebrate and promote diversity.
- We abhor discrimination in any form.

### INTEGRITY AND EXCELLENCE

- We act with deep respect, integrity and humility.
- We strive to be fair to everyone on the team.
- We work to a standard of excellence.

### PASSION

- We work hard.
- We laugh and we have fun.
- We are optimistic and positive.
- We don't count hours: we measure outcomes.

### UNCONVENTIONALITY

- We think outside the box.
- We are not afraid to be different.

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## GENERAL STANDARDS OF BEHAVIOUR

The Adara Group requires the highest possible standards of professional and ethical conduct from Adara Persons. In their work with and dealings on behalf of the Adara Group, Adara Persons are required to:

- conduct themselves in a manner that is consistent with the values of the Adara Group;
- comply not just with the letter, but also the spirit, of this Code, all policies and procedures of the Adara Group and applicable laws;
- act in good faith, with care and diligence, and have regard for the best interests of the Adara Group;
- uphold high standards of personal and professional conduct, integrity and accountability, and encourage others working with the Adara Group to do so;
- treat all persons (in particular children and young people) fairly and with respect, dignity and courtesy and without discrimination;
- not use language or behave in a way that is inappropriate, harassing, abusive, sexually provocative, demeaning, culturally inappropriate or that is intended to shame, humiliate, belittle, degrade or exploit another person;
- undertake their work conscientiously, diligently, efficiently and to the best of their ability;
- provide a welcoming, inclusive and safe environment for all persons we work with (in particular for children and young people);
- encourage transparency in decision making and participation of those who will be affected by any decision; and
- when working in an international context or travelling internationally on behalf of the Adara Group, observe all local laws and be sensitive to local customs.

## ANTI-DISCRIMINATION AND HARASSMENT

All Adara Persons are required to treat each other, and other people they come in contact with in our workplace, with respect, dignity and courtesy. In particular, Adara Persons must not commit any form of discrimination or harassment (including sexual harassment) in our workplace.

Adara Persons must not discriminate against another person for any of the following reasons:

- sex, pregnancy, or breastfeeding;
- sexual orientation, gender identity, intersex status, marital or relationship status;
- race, colour, descent, nationality, national origin, ethnicity or ethno-religious origin;
- religious belief or activity;
- political belief or activity;
- responsibilities as a carer or family responsibilities;
- disability or impairment;
- age; or
- service in the voluntary defence forces.

Adara Persons must not conduct themselves or behave in a manner that would be considered harassment or sexual harassment. Harassment is any form of behaviour that is unwelcome (not wanted) or uninvited (not asked for) or a reasonable person would have anticipated would humiliate, offend or intimidate someone.

Sexual harassment occurs when a person:

- makes an unwelcome sexual advance, or an unwelcome request for sexual favours, to another person; or

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- engages in other unwelcome conduct of a sexual nature in relation to another person,

in circumstances in which a reasonable person, having regard to all the circumstances, would have anticipated the possibility that the other person exposed to the conduct would be offended, humiliated or intimidated.

Adara Persons must consider how their behaviour is viewed by others that they are dealing with. Different social or cultural backgrounds may lead a person to look at the same conduct differently from another person. It is possible to commit discrimination, harassment or sexual harassment whether the conduct was intentional or unintentional. It is not a defence that a person did not intend to humiliate, offend or intimidate another person.

## ANTI-BULLYING

Adara Persons are required to take reasonable care to ensure that they do not behave in a manner which may adversely affect the health and safety of others in the workplace.

Adara Persons must not engage in any form of workplace bullying. Workplace bullying is the repeated and unreasonable behaviour directed towards a worker or a group of workers that creates a risk to health and safety, including behaviour that is victimising, humiliating, intimidating or threatening. Single incidents of unreasonable behaviour are unlikely to be bullying but they can present a risk to health and safety and will not be tolerated.

Please refer to the **Anti-Bullying Policy** for further details about what will constitute bullying and our expectations of Adara Persons in this area.

Adara Persons who becomes aware of an incident of workplace bullying should report it to their manager immediately.

## ANTI-FRAUD, BRIBERY AND CORRUPTION

The Adara Group expects the highest possible standards of professional and ethical conduct from all Adara Persons. In their work with and dealings on behalf of the Adara Group, all Adara Persons must:

- act honestly and ethically, including in dealing with actual or apparent conflicts of interest between personal and professional relationships; and
- maintain the highest possible standards of integrity in relationships with clients, donors, partner organisations, beneficiaries, service providers and government agencies.

Adara Persons must comply with the **Anti-fraud, Bribery and Corruption Policy** and all Adara Group's policies and procedures for:

- accounting and record-keeping to ensure all financial transactions are accurately and fairly recorded;
- internal controls to prevent any improper or corrupt payments;
- engagement of agents, contractors and representatives;
- entertainment, gift giving and donations; and
- reporting, investigating and managing any suspicion or incident of fraud, bribery or corruption.

Fraud is any dishonest, unethical, irregular or illegal act or practice which is characterised by a deliberate intention to conceal something, whether by words, conduct or false representation, which may result in financial or non-financial loss to the Adara Group.

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Bribery is the offering, promising, giving, accepting or soliciting of money, gifts or other advantage (often on an undisclosed basis) as an inducement or reward for doing something that is illegal, unethical, improper or a breach of trust in the course of carrying out an organisation's activities.

Corruption is the abuse of entrusted power for private gain.

Please refer to the **Anti-fraud, Corruption and Bribery Policy** for further details and examples of what will constitute fraud, bribery or corruption, and our expectations of Adara Persons in this area.

Adara Persons must comply with the **Anti-Fraud, Bribery and Corruption Policy** in giving or receiving gifts and ancillary benefits. Please refer to the policy for examples of what gifts and hospitality are acceptable and the test criteria for whether gifts or hospitality comply with the policy.

## CONFLICT OF INTEREST

In performing their duties, all decisions made by Adara Persons must be free from any conflict of interest. A conflict of interest occurs where an Adara Person's personal interests influence (or could be seen to influence) their judgement or objectivity in performing their duties to the Adara Group. Personal interests include the Adara Person's direct interests, as well as those of family, friends or other organisations a person may be involved with or have an interest in.

Adara Persons must comply with the **Conflict of Interest Policy**. If an Adara Person believes or suspects that an actual, potential or perceived conflict of interest has arisen or may arise in the future, the Adara Person must disclose the matter to the Chief Executive Officer (CEO) as soon as possible in accordance with the policy.

Please refer to the **Conflict of Interest Policy** for further details, examples of situations where conflict of interest may arise and our expectations of Adara Persons in this area.

## ABUSIVE OR EXPLOITATIVE CONDUCT

Adara Persons must not engage in any form of abusive or exploitative conduct which may bring the Adara Group into disrepute, or hinder the work of the Adara Group, or their ability to perform their work with the Adara Group. Such conduct includes:

- exchanging money, employment, goods or services for sexual favours or other forms of humiliating, degrading or exploitative behaviour;
- engaging in sexual relationships with beneficiaries of assistance, since they are based on inherently unequal power dynamics;
- engaging children or vulnerable adults in any form of sexual activity or acts, including paying for sexual services or acts. Mistaken belief of the age of the child is not a defence;
- engaging in any commercially exploitative activities with children or vulnerable adults, including child labour or trafficking;
- physically assaulting a child or vulnerable adult; or
- emotionally or psychologically abuse a child or vulnerable adult.

## CHILD PROTECTION

Adara Persons must conduct themselves in a manner which ensures children's rights and needs are always given priority and support the Adara Group's goal of ensuring children's safety and protection at all times.

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Adara Persons must:

- comply with the **Child Protection Policy** and the **Child Protection Code of Conduct**;
- comply with local and international child protection laws which prohibit the abuse and exploitation of children, including international Conventions in relation to all forms of child abuse, child exploitation, child sex tourism, child sex trafficking, child labour and child pornography;
- provide a 'working with children' or similar clearance from the appropriate regulator and/or assist the Adara Group to undertake background checks if required by the Adara Group; and
- immediately report any allegations or suspicions of child abuse, exploitation, trafficking or other breaches of the **Child Protection Policy** and the **Child Protection Code of Conduct**.

Please refer to the **Child Protection Policy** and the **Child Protection Code of Conduct** for further details on:

- guidelines for ensuring child safety and protection;
- expectations of Adara Persons in dealing with children;
- guidelines for protecting information and imagery about children, including the **Photography and Video Use of Image Policy**;
- procedures for reporting child protection concerns; and
- steps for investigating child protection concerns.

## SAFEGUARDING

Adara Persons must conduct themselves in a manner which respects the dignity and basic human rights of people and support the Adara Group's goal of safeguarding the communities it assists and the people who it works alongside, including safeguarding those who are vulnerable to sexual abuse and exploitation.

Adara Persons must:

- comply with the **Safeguarding Policy and Code of Conduct**;
- not use their position of authority and trust inappropriately;
- not engage in any form of sex with a programme participant or beneficiary (including transactional sex);
- not have sex with sex workers (including transactional sex) when working or volunteering with Adara overseas, even when it is legal in the country;
- not procure sex for others, or use a third party to do so;
- not use Adara or Adara in-country programme partner facilities, personnel or resources for the purpose of arranging or facilitating access to sex workers by any person, including visitors to Adara offices or programmes;
- immediately report concerns or allegations of abuse or exploitation, or a breach of the **Safeguarding Policy or Code of Conduct**;
- comply with all relevant laws of their home country and local laws of the country to which he or she is placed, or in which he or she is travelling;
- ensure that their personal conduct towards a co-worker or partner is not exploitative or such that it reasonably leads to a perception of exploitation; and
- not become engaged in a personal relationship with a programme participant or beneficiary, which may be perceived as inappropriate or exploitative, or where a real or perceived unequal power dynamic may exist.

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Please refer to the **Safeguarding Policy and Code of Conduct** for further details on:

- guidelines for ensuring the protection of people, including children and vulnerable adults;
- expectations of Adara Persons when interacting with clients, beneficiaries, donors, partners or other third parties;
- procedures for reporting safeguarding concerns; and
- steps for investigating safeguarding concerns.

## WORKPLACE HEALTH AND SAFETY

Adara Persons must take reasonable care of their own health and safety at work and ensure that their activities do not adversely affect the health and safety of others in the workplace. Adara Persons must cooperate with the Adara Group in ensuring that their workplace is safe and without risk to health.

This includes:

- complying with the requirements of all applicable laws, policies and procedures for workplace health and safety as set out in the **Staff Policies and Procedures Manual and other policies and procedures**;
- complying with all reasonable instructions from managers in relation to health and safety issues at work;
- where relevant, ensuring that they know how to use equipment safely and they use all equipment in the correct manner;
- where relevant, using any personal protective equipment provided to them to protect their safety and ensuring that they use this equipment correctly;
- participating in work health and safety training and consultations;
- reporting all incidents and accidents at the workplace, including actual accidents and 'near misses' (that is, where an incident has occurred which had the potential to cause personal injury or damage to the Adara Group's property, even if no injury or damage occurred);
- generally cooperating with the Adara Group as required to enable compliance with the law;
- behaving in a manner such as to avoid any unnecessary risk to the safety, health and welfare of themselves and others; and
- not smoking in any enclosed workplace.

Please refer to the **Staff Policies and Procedures Manual** applicable to your place of work for further details on the Adara Group's policies and procedures for ensuring workplace health and safety.

## SECURITY

Adara Persons are required to observe good security practices and be security conscious in protecting the Adara Group's physical, electronic and human resources.

Adara Persons must:

- not engage in any form of violence or bring any weapons to our workplace at any time;
- comply with any local security guidelines and be proactive in informing management of any necessary changes to such guidelines;
- store all valuable items out of sight, preferably in a lockable drawer or cabinet;
- identify all persons entering and leaving our workplace and alerting a manager to the presence of any unidentified visitors wandering around the premises;



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- be alert to suspicious behaviours or incidents, and act accordingly by questioning the people involved (provided that it is safe to do so) or notifying a manager or, if appropriate, the police; and
  - report any violence or threats of potential violence to a manager immediately.

Please refer to the **Staff Policies and Procedures Manual** applicable to your place of work for further details on the Adara Group's policies and procedures for safeguarding workplace security.

## ALCOHOL AND DRUG USE

Adara Persons must report to work in a fit and proper condition to competently and professionally undertake their duties.

Adara Persons must:

- not allow the consumption of alcohol or other drugs to adversely affect their work performance, or the work performance of another person, or the Adara Group's activities;
- consume alcohol or use drugs in the presence of children;
- not use or be in possession of illegal substances in the workplace; and
- obtain a statement from any treating medical practitioner authoring use of prescribed drugs and describing any side effects on request.

Any Adara Person found to be selling, using or in possession of illegal substances in our workplace may be summarily dismissed for serious misconduct immediately.

## USE OF RESOURCES

In the performance of their duties, Adara Persons must:

- use and manage Adara Group's resources efficiently, effectively and only for the benefit of the Adara Group and its donors, clients and beneficiaries;
- ensure that facilities and other physical resources are treated with due care and properly maintained;
- avoid waste, misuse or abuse of the Adara Group's resources;
- conserve and safeguard the Adara Group's resources;
- budget honestly;
- not donate or contribute the Adara Group's resources for any political purpose; and
- respect the environment by engaging in environmentally friendly work and sourcing practices.

## CONFIDENTIALITY AND PRIVACY

Adara Persons must:

- comply with the Adara Group's policy in relation to confidentiality and confidentiality obligations under their contract of employment, engagement or involvement with the Adara Group applicable to them;
- keep confidential information in strict confidence both during and after the termination of their employment or other engagement or involvement with the Adara Group;
- except for authorised uses, not directly or indirectly use, disclose, divulge or communicate any confidential information to any other person without the Adara Group's approval, unless legally required to do so;
- take all reasonable steps to secure and keep secure all confidential information coming into their possession or control;

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- protect, store, manage and dispose of information in accordance with the Adara Group's records management system;
  - comply with the Adara Group's **Privacy Policy** and all applicable laws in handling confidential or personal information of persons they come into contact with in their work with the Adara Group;
  - refer any request to provide information about individual persons to the Chief Operating Officer (COO);
  - comply with the **Use of Image Policy** in using photos of children and families; and
  - in the case of Adara Persons working in the Sydney office, familiarise themselves with and comply with the guidelines in the **Securities Trading Policy**.

Confidential and personal information relating to individual persons includes:

- case management records, including demographic information about children and clients;
- history and relationships information;
- medical, psychological and education information; and
- other sensitive information.

## INTELLECTUAL PROPERTY

Adara Persons must comply with policies and procedures relating to intellectual property and copyright of the Adara Group and of donors, partners, clients or other stakeholders.

When distributing information to third parties, copying information or downloading software, Adara Persons must:

- ensure that they (and the Adara Group) have the right to do so;
- not violate the intellectual property rights or copyright of any other person; and
- contact their direct supervising manager if they are unsure whether they are permitted to do so.

## USE OF TECHNOLOGY

Adara Persons must use the Adara Group's IT equipment and systems:

- only for the business purposes of the Adara Group (except as a matter of discretion, the Adara Group may permit limited use for personal purposes as long as it does not affect work performance); and
- in a professional, appropriate and lawful manner.

Adara Persons must:

- comply with the **Information Security Policy** in using the Adara Group's IT equipment, systems and information;
- not use IT equipment, software or e-mail and social media platforms to engage in activity or conduct that is illegal under applicable law or that encourages such illegal activity or conduct. This includes any material that intimidates or harasses any person or encourages extremism;
- not use IT equipment to view, download, create, distribute or save in any format inappropriate or abusive material, including pornography or depictions of child abuse; and
- ensure that their use of social media during work hours does not compromise their work performance.

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Please refer to the **Information Security Policy** for details on the Adara Group's information security management system, guidelines and protocols. The Adara Group has the right to monitor the use of its IT systems and equipment on an ongoing and continuous basis and to access, review, restrict or terminate their use by any Adara Persons.

## **MEDIA AND SOCIAL MEDIA**

Adara Persons must not make any public statements on behalf of the Adara Group without the prior permission of the CEO, COO or the Partnerships & Philanthropy Senior Manager. The Adara Group's Communication Team is responsible for ensuring that accurate and complete information is conveyed to the public and others, including posting content on social media platforms on behalf of the Adara Group and managing those platforms. All public requests for information must be referred to the Communication Team. Enquiries from government agencies must be referred to the COO or General Counsel.

Adara Persons must ensure that all outside communications (including online and social media posts or the press) do not:

- disclose confidential or sensitive information about the Adara Group, other Adara Persons or other persons they come into contact within their work with the Adara Group;
- represent (or otherwise give the impression) that the communication is made on behalf of the Adara Group, or imply that the Adara Group endorses the views they are expressing, unless authorised to do so by the CEO, COO or the Partnerships & Philanthropy Senior Manager; or
- bring the Adara Group into disrepute or adversely affect the Adara Group's reputation.

Adara Persons must ensure that images they release or post comply with the **Child Protection Policy, Child Protection Code of Conduct** and **Photography and Video Use of Image Policy**.

Please refer to the **Social Media Policy** for details on guidelines and protocol for the use of social media by Adara Persons.

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## HOW TO REPORT A BREACH OF THIS CODE

Adara Persons must report any breach of this Code (whether known or suspected, actual or potential). Failure to do so may result in disciplinary action, including dismissal from employment or termination of other engagement or involvement with the Adara Group.

Reports of any breach of this Code are to be made in accordance with the **Whistleblower Policy**. The **Whistleblower Policy** sets out detailed information on:

- the process for reporting any breach of this Code, including how to report:
  - directly to a supervisor or a Whistleblower Protection Officer or Director;
  - directly to a regulatory body (e.g. ASIC); or
  - directly to other recipients (e.g. the Adara Group's auditor).
- the process for investigation of any breach of this Code by the Whistleblower Protection Officer;
- protection and support for any person who makes, attempts to make or wishes to make a report in connection with a breach from intimidation, disadvantage or reprisal;
- confidentiality of the identity of any person who makes a report and the records of the details of an investigation;
- the rights and entitlements of a person who is the subject of an investigation;
- how findings on the allegations and outcomes will be handled; and
- the current Whistleblower Protection Officers nominated by the Adara Group and their contact details.

In reporting any actual or potential breach of this Code, Adara Persons must act in good faith, honestly, reasonably, and with integrity. Adara Persons must not deliberately make any false reports. Anyone found doing so will be subject to disciplinary action by the Adara Group and may also be subject to legal action.

## ALLEGED BREACH OF THE ACFID CODE

Complaints relating to an alleged breach of the ACFID Code of Conduct can be made to the ACFID Code of Conduct Committee.

Further information about the ACFID Code and its complaints process is available at:  
<http://www.acfid.asn.au/code-of-conduct/complaints>

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## RELATED POLICIES

This Code applies in conjunction with the policies of the Adara Group. These include the following policies:

### **ADARA GROUP**

Anti-Bullying Policy  
Anti-fraud, Bribery and Corruption Policy  
Child Protection Policy and Code of Conduct  
Complaints Handling Policy  
Conflict of Interest Policy  
Environmental Sustainability Policy  
Ethical and Sustainable Procurement Policy  
Health and Wellbeing Policy  
Information Security Policy  
Learning and Development Policy  
Safeguarding Policy and Code of Conduct  
Social Media Policy  
Travel and Expense Claim Policies and Procedures  
Unremunerated Staff Policy  
Whistleblowers Policy  
Workplace Diversity and Inclusion Policy

### **ADARA ADVISORS**

Privacy Policy  
Securities Trading Policy  
Staff Policies and Procedures Manual (Australia)  
WHS Management Plan

### **ADARA DEVELOPMENT**

Child Protection Toolkit (including Use of Image Policy)  
Control of Funds and Resources Policy  
Counter Terrorism Policy  
Development Activities Policy  
Fundraising Policy  
Privacy Policy

### **ADARA DEVELOPMENT (AUSTRALIA)**

Securities Trading Policy  
Staff Policies and Procedures Manual (Australia)  
WHS Management Plan

### **ADARA DEVELOPMENT (UGANDA)**

Staff Policies and Procedures Manual (Uganda)

### **ADARA PARTNERS**

Privacy Policy  
Securities Trading Policy  
Staff Policies and Procedures Manual (Australia)  
WHS Management Plan

Details of the policies are available on the People and Culture page of the Adara Group Intranet. All Adara Persons are required to visit the page and review the policies regularly.