

## WMAA Board of Directors' Code of Ethics

### Preamble

The Waste Management Association of Australia ("WMAA") is a not-for-profit, tax-exempt semi-professional Association formed to promote, develop, educate, and otherwise further the waste management and resource recovery industry. WMAA's principal membership categories consists of corporations, SME's, state government agencies, local governments, individual and other entities engaged in the business of waste and resource management. The WMAA Board of Directors is responsible for governance of the organisation and broad strategy. It does not have direct operational or management responsibility, this is delegated to the CEO. WMAA has taken out Directors and Officers Liability insurance which protects Directors against any liability incurred arising out of the conduct of their duties and responsibilities to WMAA if their duties and responsibilities are carried out in good faith and under the terms as detailed in the rules of the Association. The elected President of the Association will be the Chairman of the Board of Directors .

This Code of Ethics serves as a code of conduct for Association volunteers in their capacity as Board members. Code violations may result in sanctions. The principles and requirements that comprise the code are based on, and are designed to ensure, full compliance by WMAA Directors in the fiduciary duties imposed on them by state and federal law , due process, the Australian Securities and Investments Commission (ASIC) and other legal precepts and prohibitions. At the same time, the Code is not designed to supplant courts of law in the resolution of disputes within the waste industry. Moreover, the checks and balances built into the code and procedures are designed to strike the proper balance between ensuring full compliance with the legal obligations described here and ensuring the integrity and efficacy of the code on the one hand and, on the other, the protection of Board members, through the use of reasonable due process procedures, against patently false, malicious, or groundless accusations that could result in significant business or personal harm if not properly handled.

Members of the Board affirm their endorsement of the Code and acknowledge their commitment to uphold its principles and obligations by accepting and retaining membership on the Board.

### Ethical Guidelines

1. Each member of the Board of Directors will abide in all respects by the *WMAA Directors' Code of Ethics* and all other rules and regulations of the Association (including but not limited to the Association's constitution and bylaws) and will ensure that their membership (or the membership of the entity for which they serve) in the Association remains in good standing at all times. Furthermore, each member of the Board of Directors will at all times obey all applicable federal, state and local laws and regulations and will provide, or cause to provide, the full cooperation of the Association when requested to do so by those institutions and their persons set in authority as are required to uphold the law;
2. Members of the Board of Directors will conduct the business affairs of the Association in good faith and with honesty, integrity, due diligence, and reasonable competence;
3. Except as the Board of Directors may otherwise require or as otherwise required by law, no Board member shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the Association and each member of the Board will uphold the strict confidentiality of all meetings and other deliberations and communications of the Board of Directors ;
4. Members of the Board of Directors will not engage in any outside business, professional or other activities that would directly or indirectly have an adverse affect on the Association;
5. Members of the Board of Directors will exercise good judgment in their dealings with Association staff, suppliers, and the general public and will respond to the needs of the Association's members in a responsible, respectful, and professional manner;
6. No member of the Board of Directors will use any information provided by the Association or acquired as a consequence of the Board member's service to the Association in any manner other than in furtherance of his or her Board duties. Further, no member of the Board of Directors will misuse

Association property or resources and will at all times keep the Association's property secure and not allow any person not authorized by the Board of Directors to have or use such property, or property for personal or third-party gain or pleasure;

7. No member of the Board of Directors shall represent to third parties that their authority as a Board member extends any further than that which it actually extends;
8. Upon termination of service, a retiring member of the Board of Directors will promptly return to the Association any Association property entrusted to the Board member for the purpose of fulfilling his or her job responsibilities;
9. Members of the Board of Directors dedicate themselves to leading by example in serving the needs of the Association and its members and also in representing the interests and ideals of the waste industry at large;
10. No member of the Board of Directors shall persuade or attempt to persuade any employee of the Association to leave the employ of the Association or to become employed by any person or entity other than the Association. Furthermore, no member of the Board of Directors shall persuade or attempt to persuade any member, exhibitor, advertiser, sponsor, subscriber, supplier, contractor, or any other person or entity with an actual or potential relationship to or with the Association to terminate, curtail, or not enter into its relationship to, or with the Association, or to in any way reduce the monetary or other benefits to the Association of such relationship;
11. Members of the Board of Directors must act at all times in the best interests of the Association and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, Board members will declare the conflict and, as required, remove themselves from all discussion and voting on the matter;
12. Members of the Board of Directors must avoid placing (and avoid the appearance of placing) their own self-interest or any third-party interest above that of the Association. While the receipt of incidental personal or third-party benefit may necessarily flow from certain Association duties, such benefit must be merely incidental to the primary benefit of the Association and its purposes;
13. Each member of the Board of Directors will use his or her best efforts to regularly participate in any professional development activities arranged for them by the Association and will perform his or her assigned duties in a professional and timely manner pursuant to the Board's direction and oversight;
14. No member of the Board of Directors will engage in or facilitate any discriminatory or harassing behaviour directed toward other Directors, Association staff, members, officers, meeting attendees, exhibitors, advertisers, sponsors, suppliers, contractors, or others in the context of activities relating to the Association;
15. Board meetings will be conducted in a respectful and courteous manner, with members of the Board of Directors listening to, and engaging with, each other in affirmative and considerate way;
16. Each member of the Board of Directors must bring an enquiring and independent mind to Board meetings, consider all arguments for and against motions, and reach a decision that he or she believes to be in the best interests of WMAA as a whole. An opportunity must be provided for all directors to air their views on issues before the Board or committee, and opportunities for debate encouraged;
17. No member of the Board of Directors will solicit or accept gifts, gratuities, free trips, honoraria, personal property, or any other item of value from any person or entity as a direct or indirect inducement to provide special treatment to such donor with respect to matters pertaining to the Association without fully disclosing such items to the Board of Directors;
18. Each member of the Board of Directors will only provide goods or services to the Association as a paid vendor to the Association after full disclosure to, and advance approval by, the Board, and pursuant to any related procedures adopted by the Board;
19. Each member of the Board of Directors will commit to attend and personally participate in all Board and sub-committee meetings where possible;

20. Each member of the Board of Directors will commit to remain properly informed about the Association's business and affairs and devote appropriate time to reviewing periodic materials provided by WMAA as well as studying Board materials prior to each meeting;
21. Each member of the Board of Directors can expect to be reimbursed for legitimate expenses incurred in carrying out his/her duties as a member of the Board and will keep all such expenses reasonable and justifiable and will discuss expenses which may be in question with the President.

### ***Interpretation***

1. The President of the Association shall ensure that the practice of this policy will be fair, just, and equitable in all situations of interpretation and application.

### ***Enforcement***

1. The President is ultimately responsible for immediate interpretation, application and enforcement of the Directors' Code of Ethics policy. All complaints concerning a possible Code of Ethics violation shall be made in writing to or by the President with a copy provided to the complainant;
2. The President shall make an initial determination of the issue and shall attempt initial resolution of the problem with the complainer and the complainant;
3. If this initial attempt at resolution is not successful, the President shall appoint a tribunal composed of three Board members to investigate the complaint. The tribunal is required to investigate as required and submit a written report to the President within 30 days. The President/Chairman will render his/her decision within ten days of receiving the tribunal's report;
4. The President's decision may be appealed in writing to the Board of Directors for consideration at the Board's next regular scheduled meeting for a final decision. The final decision shall be delivered in writing to the complainer and complainant.

### ***Delegation and Penalties***

1. Should the President be the subject of a written complaint, the Vice-President shall perform the duties normally assigned to the President in this matter.

Penalties imposed for breach of the Board of Directors Code of Ethics may include, but are not limited to, the following:

1. Excluding the member of the Board from portions of all future meetings and discussions which relate to the stated conflict of interest, and/or ;
2. Censure of the member of the Board, in private, in public, or both;
3. Removal of the member of the Board from office by a resolution passed by a vote of two-thirds of the members voting at an annual or special general meeting of the organization's members, provided that notice of such a proposed resolution is given with the notice calling the meeting;
4. Removal of the member of the Board from office by a resolution passed by a majority of the Board of Directors.

### ***Conflicts of Interest***

The following activities are considered by WMAA to be conflicts of interest, and conflicts of interest are not limited to the following situations.

1. Where a member of the Board of Directors makes a decision or engages in an act motivated by other or additional considerations than "the best interests of the organisation";
2. Where a member of the Board of Directors personally contracts with the organisation or where he/she is a Director of other organisations which are contracting with this organisation;

3. Where a member of the Board of Directors fails to declare a conflict of interest after learning of an opportunity for profit which may be valuable to him/her personally or to another organisation of which he/she is a member, or to other persons known to the director;
4. Where a member of the Board of Directors, in any circumstance as related to the organisation, puts his/her personal interests ahead of the best interests of the organisation.