

Papua New Guinea Institute of Directors Inc. Code of Professional and Ethical Conduct

The Objects of the PNG Institute of Directors are set down in its Constitution and Rules of Association. The first OBJECT is 'to set appropriate professional and ethical standards of practice and behaviour for Directors and Members.'

Accordingly all Members of the Institute are required to accept and abide by the Code of Professional and Ethical Conduct that states:

"As a member of the PNG Institute of Directors, in accepting any appointment as a Company Director or as a Member of a Governing Board, Council, Commission, Trust, or Committee of any legally established or informal organisation, **I undertake to:**

1. Understand legal framework

Learn and understand the structure, legislation and regulations under which my Company, Board, Council, Commission or Trust is constituted and empowered to operate.

2. Care, diligence and law abidance

Use all due care, diligence and honesty in fulfilling the requirements of my appointment and to act within the spirit, as well as to the letter, of the laws of Papua New Guinea and/or such other Country in which I may be required to act.

3. Personal responsibility

Assume personal responsibility and accept personal accountability for strict and careful governance of the company or organistaion for which my Board, Council, Commission, Trust or Committee is constituted.

4. Proper use of powers

Use the powers that are entrusted to me as a Director or Board member for the right and proper purposes of safeguarding the shareholders, stakeholders and assets of the Company or Organisation.

5. Personal gain or favour

Refrain from using my appointment, or the powers entrusted to me therein, or any information that I may obtain therefrom, for undue personal gain or favour, or to provide undue gain or favour for others.

6. Conflict of interests

Ensure that my personal interests or pursuits, or the interests or pursuits of any closely associated person or group, do not interfere with, or influence decisions entered into for or on behalf of, the Company or Organisation.

7. Declaration of interest

Declare my personal interest in, and refrain from entering into discussion upon, any matters of which the outcome may conflict with, impact upon or benefit my personal or associated business interests.

8. Safeguard information

Ensure that information obtained in the course of my duties is kept safe and confidential and is only disclosed as and when it may be permitted or decided upon by my Board, Council, Commission, Trust or Committee or as may be required of me by law.

9. Financial integrity

Accept only such remuneration and perquisites in reward for my services as are reasonable and have been duly approved by the Board, Council, Commission, Trust or Committee or as may have been established by legislative process.

10. Transparency

Provide such statements of personal and immediate family income and assets as may reasonably be requested in the course of any normal or extraordinary audit of the Company or Organisation of which I am a member of the Board, Council, Commission, Trust or Committee.

11. Personal conduct

Conduct myself in a manner that will enhance the image of all Companies and Organisations with which I am associated.

12. Cessation of Board Appointment

Resign, or accept termination of appointment from the Board, Council, Commission, Trust or Committee with due courtesy and dignity, if required to do so by the authority under which my appointment was made, or in the event of my being declared bankrupt, or if my personal circumstances seriously affect the manner in which I can conscientiously and effectively perform my duties.