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# Code of Conduct

October 2010

## Table of Contents

<b>1</b>	<b>Vision and Mission</b> .....	<b>1</b>
<b>2</b>	<b>Values</b> .....	<b>1</b>
<b>3</b>	<b>Purpose and Scope</b> .....	<b>1</b>
<b>4</b>	<b>Policy</b> .....	<b>2</b>
4.1	Performance and Conduct .....	2
4.2	Health and Safety.....	3
4.3	Property.....	3
4.4	Compliance with Laws and Professional Standards .....	3
4.5	Information .....	4
4.6	Conflict of Interest .....	4
<b>5</b>	<b>Reporting Non-Compliance</b> .....	<b>5</b>
<b>6</b>	<b>Consequences for Non-Compliance</b> .....	<b>6</b>
<b>7</b>	<b>References</b> .....	<b>6</b>

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### Document Control

Version	Date	Author		Reviewer	
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## 1 Vision and Mission

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Cardno's vision is to be a world leader in the provision of professional services to improve the physical and social environment.

Cardno provides services to plan, design, manage and deliver sustainable physical, social and economic infrastructure for international and local communities.

We will achieve our vision of being a world leader through:

- **People** - attracting, developing, retaining and rewarding valued personnel
- **Clients** - understanding and meeting client's expectations
- **Growth** - sustaining and expanding our profile and markets
- **Quality** - continually improving our processes and service delivery
- **Performance** - creating shareholder value

## 2 Values

The Code of Conduct embodies Cardno's values which are the basis of the way Employees behave at work. Cardno's values are:

- **Self confidence** - positive, valued and confident
- **Partnering** - client focused, trusted and inclusive
- **Great people** - determined, successful and professional
- **Passion** - committed, courageous and dynamic
- **Innovation** - forward thinking, entrepreneurial and creative
- **Integrity** - ethical, honest and accountable
- **Sustainability** - balanced, aware and considerate

## 3 Purpose and Scope

The purpose of Cardno's Code of Conduct is to:

- communicate the required standards of conduct and behaviour that will maintain and enhance Employee satisfaction and Cardno's reputation, competitiveness and workplace environment
- promote a positive work environment for all Employees by fostering a culture of fair and ethical behaviour
- encourage reporting of matters that are detrimental to Cardno's reputation

The Code of Conduct applies to all Cardno Employees globally, including directors and executives, whether employed on a full time, part time, casual, temporary or fixed term basis (collectively referred to herein as "**Employee(s)**"). The term "Employee" also refers to contractors and volunteers engaged by an entity of the Cardno Group who are required to follow the Code.

The Code of Conduct covers behaviour that occurs in a work-related context including, but not limited to, daily employment, conferences, work functions, training courses and work-related travel.

This Code of Conduct replaces previous global versions of the Code of Conduct. It should be read in conjunction with relevant policies and procedures as these may contain more specific information. The policies and procedures are available on the Cardno intranet site or in relevant company handbooks as noted in Section 7 below.

## 4 Policy

### 4.1 Performance and Conduct

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(a) Behaviour

All Cardno Employees must treat people fairly, honestly and with courtesy and respect in the undertaking of Cardno business. This includes, but is not limited to:

- demonstrating behaviour that aligns with Cardno's values
- respecting other peoples differing values, beliefs, cultures and religions
- working cooperatively with colleagues
- displaying professional standards when dealing with clients, colleagues and visitors
- not encouraging or participating in any workplace harassment, sexual harassment, unlawful discrimination, workplace violence or other prohibited behaviour

Cardno is an equal opportunity employer and strives to provide and maintain a positive and fair working environment. Employees must not unlawfully discriminate against, harass, or exert violence toward colleagues, clients or anyone associated with Cardno. The above behaviours may also constitute an offence under certain laws and will not be tolerated by Cardno. Refer to the relevant Behaviour Policies for further information.

(b) Technical Performance

Employees must be technically competent within their level of experience, and perform their duties to the best of their ability and with care, competence and efficiency. Employees must also endeavour to maintain and improve their knowledge and skills.

Cardno may require Employees to undertake job-related training as part of their normal duties. Cardno encourages all qualified Employees to be members of their relevant professional association.

(c) Lawful Management Instructions

Employees must comply with all lawful and reasonable instructions given to them by management, in an efficient manner. Lawful instructions are verbal and/or written instructions received from supervisors and managers. These include but are not limited to general directions, monitoring, feedback, discussing/warning about work performance or behaviour, and directing Employees to carry out duties.

(d) Attendance

The Employment Agreement/Handbook specifies Cardno's expectations in relation to Employee attendance at work. Where Employees are unable to attend work for any reason, they must comply with relevant Leave and/or Absenteeism Policies.

(e) Personal Presentation

Employees must ensure their personal presentation is clean, tidy, appropriate for the situation and in line with occupational health & safety requirements. Ripped or torn clothing, casual shorts, clothing with offensive or degrading messages, beach sandals, revealing attire and sports attire are not appropriate. On casual days, Employees are required to dress appropriately for their situation. Whilst on site, or in the field, the appropriate clothing and protective equipment must be worn.

(f) Improper Conduct

Employees must ensure that their conduct maintains and enhances the reputation of Cardno at all times and does not bring Cardno into disrepute. This includes all conduct that occurs in a work-related context. It may also include conduct that occurs outside of work where it impacts on the reputation of Cardno, or relates to an employee's ability to perform the requirements and responsibilities of their position.

## 4.2 Health and Safety

### (a) Work Safety

Employees are responsible for working and behaving in a healthy and safe manner. This includes but is not limited to:

- actively considering their health and safety and that of other people while at work
- always following safety policies, guidelines and the instructions of their supervisor and of the client whilst on a client's site
- reporting incidents and safety concerns to their supervisor
- participating in the rehabilitation process if injured at work

### (b) Drugs and Alcohol in the Workplace

Employees must not consume alcohol (except in moderation at approved work functions where it does not endanger themselves or others) or illicit drugs at the workplace or present for work while under the influence of alcohol or drugs. Excessive or inappropriate consumption of alcohol, and consumption, possession or dealing in illicit drugs is considered to be serious misconduct and may result in summary dismissal and, where appropriate, be referred to police.

Employees should be aware that adherence to client policies and procedures relating to drug and alcohol may be a compulsory requirement for access to certain sites for the purpose of performing Cardno's services. Those policies and procedures may impose the requirement to undergo mandatory drug and alcohol testing.

Where an Employee has been prescribed medication that may impair the Employee's ability to safely and effectively perform their duties, the Employee must advise their supervisor immediately.

Refer to relevant Health, Safety and Environment Policies for more information.

## 4.3 Property

### (a) Use of Cardno Resources

Tools, equipment and other services or facilities provided by Cardno must be used for the purpose, and on the terms, for which they were provided and be kept in good working order and properly protected. Employees must ensure that resources, funds or equipment entrusted to them, are used effectively, legally and economically in the course of their duties.

### (b) Electronic Resources

Electronic communication and information systems are provided for business related purposes and may be monitored. Refer to relevant IT Policies for more information.

### (c) Intellectual Property

All intellectual property created by Employees in the course of their employment with Cardno becomes the property of Cardno and must be kept confidential. Intellectual property includes copyright, designs, patents, trademarks, inventions, circuit layouts and trade secrets.

Employees must ensure Cardno's intellectual property is protected and advise Cardno in the event of becoming aware of any infringement of that intellectual property.

## 4.4 Compliance with Laws and Professional Standards

Employees must respect and comply with applicable laws (including laws in countries where work on Cardno projects is taking place), industrial requirements and regulations. This also includes regulations and professional standards specifically applicable to the position and the duties assigned (e.g. codes or Standards governing the practice of the profession). In addition, Employees must comply with Cardno's internal policies, procedures and systems.

## 4.5 Information

(a) Disclosure of Confidential Information

The term “Confidential Information” is defined in detail in Cardno’s Confidential Information Policy.

Employees must ensure that all Confidential Information and intellectual property relating to the company, Employees, clients and third parties is not disclosed unless permitted or required under relevant law or legislation. In accordance with policies and procedures, appropriately delegated Employees are able to disclose information related to official business. Refer to relevant policies on Confidentiality and Disclosure for more information.

(b) Information Security

Employees should maintain the integrity and security of all information and/or documents for which they are responsible or to which they have access. Particular care must be taken with information and/or documents dealing with clients and Employee information and records.

(c) Information Privacy

Employees must ensure that they comply with relevant Privacy legislation regarding the use, collection and disclosure of information.

(d) Improper Use of Company Information

Employees must not use the company name, or information gained in the course of their employment or their position within the company, to unlawfully or unethically benefit any personal or external business transaction. The Employment Agreement/Handbook specifies additional requirements relating to solicitation of clients and Employees after employment with Cardno.

(e) Public or Media Contact

Media or public comment on Cardno can only be made by Employees authorised to do so. The Managing Director should be advised as soon as any media enquiries are received. Refer to relevant Media Policies for more information.

(f) Insider Trading

Insider Trading occurs when a person trades in a company’s shares while the person is in possession of information that is not generally available and which, if generally available, a reasonable person would expect it to have a material effect on the price or value of the Company’s shares.

Employees are not permitted to deal in the company’s securities if they are in possession of confidential market sensitive information. Refer to the Share Trading Policy for further information.

## 4.6 Conflict of Interest

Employees must immediately and fully disclose any matter (personal, financial or other) that may lead to an actual, perceived or potential conflict of interest.

A conflict of interest arises where an Employee’s own interests, whether direct or indirect, may impact on their ability to act with integrity or impartiality, and therefore are in conflict with the interests of Cardno. Indirect interests include, but are not limited to, the interests of a family member or a body corporate with which the Employee is associated.

Conflicts of interest may be:

- **Actual**, meaning that the an actual conflict of interest exists
- **Perceived**, meaning that it could be perceived, or appear, that a conflict of interest may or might exist (whether or not this is in fact the case)
- **Potential**, meaning that a conflict of interest, which does not currently exist, may occur at a later date

Employees should avoid situations where it could reasonably be construed that their actions may result in a conflict of interest. Employees are not to unreasonably give preference or treat differently (or appear to do so) a person, organisation or other interest as a result of any personal interest or association.

(a) Personal Relationships

A potential conflict of interest may arise when an Employee has a personal relationship with another and may be in a position to:

- advance or hinder the interests of another Employee on the basis of their personal relationship
- act to the detriment of Cardno's interests because of their personal relationship

Personal relationships that may give rise to a conflict of interest include but are not limited to family relationships and sexual relationships. Cardno at its sole discretion may also form a reasonable view that a relationship may give rise to a conflict of interest and/or act to the detriment of Cardno interests.

Examples of situations where a conflict of interest may arise include:

- recruitment, selection, appointment, negotiation of conditions of service, promotion, termination
- provision of opportunities, conferences and staff training and development
- performance appraisals or career development reviews

(b) Gifts & Entertainment

Employees must not use their position within the company to seek personal gain from those doing business with or seeking to do business with Cardno. Employees must not accept a bribe, in any form. Employees must not accept any cash payment, but may accept personal gifts provided the market value of the gift is less than A\$200, and only if it is not given in return for any favour or consideration. Any exceptions must be approved by the Managing Director or Chief Financial Officer.

(c) Financial Inducements

Cardno does not offer or solicit payments in kind. In doing any business for Cardno, no Employee is authorised to make payments to individuals to induce them to provide Cardno with a favourable business decision (e.g. awarding a contract for services). No Employee is authorised to receive payments of this nature.

(d) Outside Employment

Employees must seek approval for obtaining work outside of their employment with Cardno. Division Managers may approve staff engaging in external employment provided that the employment is not in conflict, and does not interfere with, or adversely affect their duties.

## 5 Reporting Non-Compliance

Cardno considers any potential breach to the Code of Conduct as a serious matter. As such, a potential breach will be investigated in a timely and comprehensive manner.

Employees who identify a potential breach of the Code of Conduct should report it through the appropriate reporting channels. The appropriate reporting channels will depend on the nature of the potential breach and the relevant Cardno Policy, if applicable.

Where an Employee is unsure of the appropriate reporting channel, or if no policy-specific reporting process is specified, the Employee should refer a potential breach to their business unit manager in the first instance. Where the potential breach involves the business unit manager, it should be reported to the next highest manager.

Where an Employee has reported an alleged breach of the Code of Conduct in good faith and in accordance with the reporting procedure, the Employee shall not be disadvantaged as a consequence of the report.

## 6 Consequences for Non-Compliance

Any breach of the Code of Conduct may result in disciplinary action which, depending on the severity of the breach, may include termination of employment. Refer to the relevant policies on employee Conduct and Discipline for more information.

Any breach of applicable laws or regulations may also result in prosecution by appropriate authorities. Cardno will not pay, directly or indirectly, any penalties imposed on a Cardno Employee as a result of a breach of law or regulation (except where specially agreed in writing). Cardno will not pay the legal costs of a Cardno Employee accused of breaching such law or regulation except where explicitly authorised by the Managing Director.

In any circumstances where an Employee is unsure of their obligations they should seek guidance from their Business Unit Manager, Division Manager or Divisional Human Resources.

## 7 References

### Global

[Confidential Information Policy](#)  
[Continuous Disclosure Policy](#)  
[Corporate Governance Policy](#)  
[Information Technology Policy](#)  
[Media Policy](#)  
[Share Trading Policy](#)  
[Whistleblower Protection Policy](#)

### Australia

[Corporate Credit Card Policy](#)  
[Diminished Performance and Conduct Policy](#)  
[Grievances Policy & Procedure](#)  
[Health and Safety Policy](#)  
[Leave Policy](#)  
[Motor Vehicle Policy](#)  
[Workplace Behaviours Policy](#)

### United States of America

Cardno ENTRIX Employee Handbook  
Cardno ERI Employee Handbook  
Cardno TBE Employee Handbook  
Cardno WRG Employee Handbook  
EMR Addendums

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