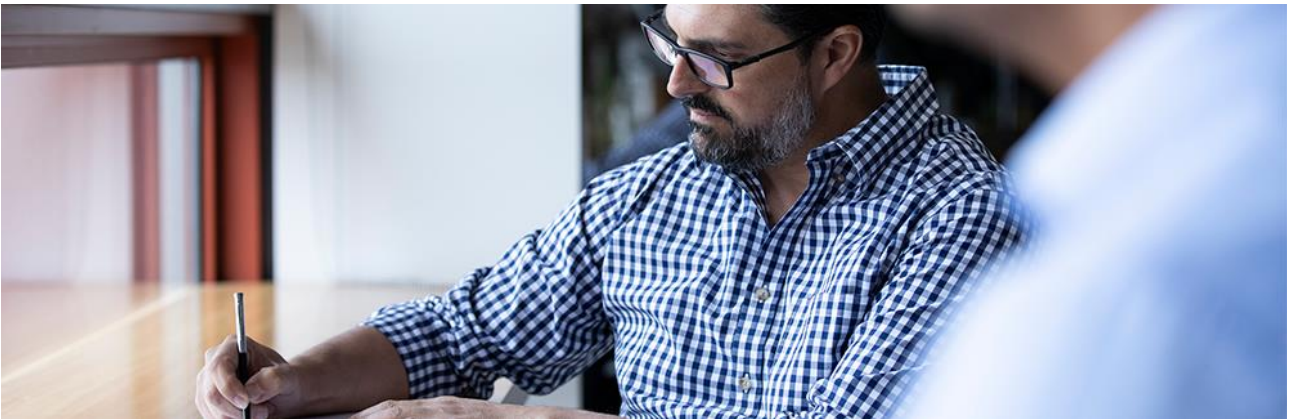




Australian Centre for Advanced Computing and Communication

AC3 Partner Code of Conduct



November 2023

Notices

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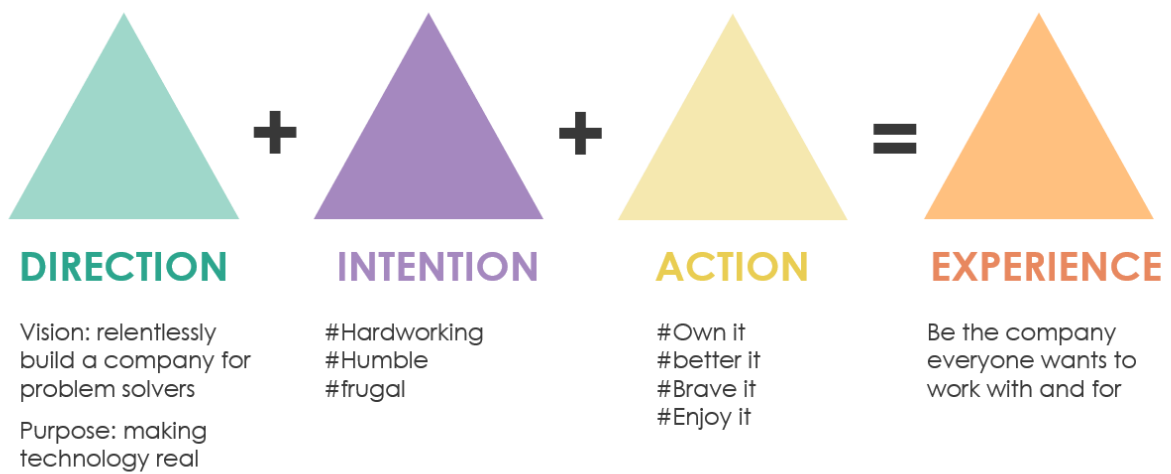
Executive Summary

Everyone who works with or for AC3 is expected to observe the highest standards of ethics, integrity and behaviour in the course of their engagement.

Partners are expected to perform their duties competently, impartially and conscientiously, whilst observing the highest standards of ethics and integrity to support AC3 achieving its business goals and purpose to make technology real and deliver real customer outcomes.

This Code articulates the foundational standards of behaviour expected and aims to clarify the standards of behaviour that are expected of Partners who work with or represent AC3.

This Code is underpinned by the AC3 Way:



Scope

This Code applies to all AC3 Partners and their Representatives.

Complying with this Code is a condition of doing business with AC3.

This Code is not intended to be exhaustive and cannot anticipate every situation, which may morally or ethically compromise Partners, their Representatives or AC3.

This Code is in addition to, and does not replace, the rights and obligations of Partners under any Laws, policies, or agreement in place between the Partner and AC3.

Partner Code of Conduct

General Standards of Personal and Professional Behaviour

The personal and professional behaviour of Partners and their Representatives should contribute to, and help AC3 build, a constructive, supportive and positive workplace, that is, and is seen to be, a great place to work.

Partners and their Representatives must:

- act with honesty, respect, fairness and courtesy;
- carry out their obligations in a professional manner using appropriate levels of skill, care, diligence, impartiality, efficiency and conscientiousness;
- maintain high standards of work performance and fulfil the inherent requirements of the engagement;
- maintain the confidentiality, security and integrity of confidential information, personal information, data or property for which Partners or their Representatives are responsible for, or have access to;
- not engage in any behaviour which would have potential to damage AC3's reputation, its people, products/services and/or Customers, whenever and however made, including through the use of social media; and
- comply with all applicable Laws, Policies and administrative requirements and contractual obligations.

General Obligations

Partner must ensure it is duly authorised and has the legal capacity for entering into its engagements and contracts with AC3.

Partner and its Representatives must have and maintain all necessary authorisations, licenses, permits, approvals and consents required for delivering its products and services to and for otherwise engaging with AC3.

Partner and its Representatives must provide its goods and services:

- with all reasonable and due care and skill;
- in accordance with generally accepted industry standards, documented specifications, and applicable laws (as relevant); and
- using suitably qualified and skilled personnel.

Compliance with Laws

Partner and its Representatives must comply with all applicable Laws including the following as relevant.

Anti-Bribery and Corruption

AC3 does not tolerate illegal, unethical, or exploitative activities or behaviour such as bribes, kickbacks or extortion, either directly or through a third party. Partners and their Representatives must not make any promise, offer, demand, give or accept any advantage (which can include anything of value, whether financial or non-financial) as an incentive for any action that is illegal or unethical.

Consumer Laws

Partners and their Representatives must comply with all applicable Consumer Laws in connection with the supply of products or services to AC3 or a Customer and must not engage in any anti-competitive behaviour.

Labour and Human Rights

Modern Slavery

We believe every person has a basic human right to fair and equitable treatment, we have a zero tolerance approach to modern slavery. We are committed to acting ethically and with integrity in all our business dealings and relationships.

We are also committed to ensuring there is transparency in our own business and in our approach to tackling modern slavery throughout our supply chain that is consistent with our disclosure obligations under the Modern Slavery Act 2018 (Cth) ("**Act**").

AC3 will only accept, offer and conduct business with Partners that comply with applicable Modern Slavery Laws and must implement appropriate policies, procedures and controls to ensure compliance with applicable Modern Slavery Laws in its operations and supply chain.

Where requested by AC3, Partners must assist with any risk assessment or questionnaire that AC3 requires from time-to-time to ensure that modern slavery is not occurring in its business or supply chains.

Anti-discrimination and harassment

We expect that our Partners commit to a workplace that is free from bullying, any kind of harassment, abuse and victimisation. Subject to applicable laws, we expect Partners not to discriminate against any person in relation to any status protected by law, in hiring or other employment practices.

Information Security, Privacy and Data Protection

Partners and their Representatives are required at all times to comply with all applicable privacy and data protection Laws including notifying AC3 of privacy or data breaches in accordance with such laws.

Any personal information disclosed by AC3 to the Partner will be for the sole purpose of:

- provisioning products and services;
- exploring, establishing, maintaining and managing the business relationship or potential business relationship with AC3; or
- any other purpose expressly set out in any agreement between the Partner and AC3.

Partners and their Representatives must only collect, acquire, store, use, copy, modify, process or disclose any trade secrets, confidential information or personal information or data of AC3, a Customer or another third party, to the extent expressly authorised to do so.

Partners must implement appropriate safeguards, controls and other measures to ensure the protection, integrity, and security of confidential information, personal information and other data against unauthorised use, access, disclosure or loss in accordance with applicable privacy and data protection Laws, and any applicable information security and quality management Policies, including AC3's Privacy Policy (<https://www.ac3.com.au/legal>), and the terms of any agreement between the Partner and AC3.

Partner must ensure it implements and maintains sufficient security measures and controls as relevant for delivering its products or services and in accordance with industry standards. Including compliance with the latest versions of ISO27001 and ISO9001 where required by AC3 and providing evidence of this upon AC3's written request.

Partner must ensure that Representatives are aware of the obligations under this Code and are subject to information security, confidentiality and data protection obligations no less onerous than those contained in this Code, as applicable.

Partners must complete criminal background screening of their Representatives prior to their engagement and at least every two years. Partners must also complete any additional security vetting or screening requirements agreed from time to time. Partners must certify that they have conducted background screening consistent with this Code. Partners must certify that any matters disclosed in the background screening that may render the Representative unsuitable for engagement has been reviewed and duly assessed by the Partner in the context of the roles and responsibilities with the Partner. Partners must not use any Representatives with a criminal record or any disclosable court outcomes, if such Representatives are required to provide Services to AC3 or its Customers or will have access to AC3 or its Customer's systems or sites.

Conflicts of Interest

AC3 requires that its Partners avoid Conflicts of Interest at all times. Should a Conflict of Interest or potential Conflict of Interest arise between the Partner or any Representative and AC3 or any of our personnel or Customers, the Partner must promptly and without unreasonable delay notify AC3.

Gifts

We expect Partners not to offer gifts, benefits or hospitality to AC3 personnel either directly or indirectly for the purpose of enticing or obtaining any unfair or improper advantage.

Financial integrity, records and accounting

We expect Partners to maintain adequate records of financial transactions and other information regarding its business activities in accordance with applicable laws, Policies and procedures.

Health and Safety

The health and safety of our personnel, Customers and Partners is important to AC3. Partners and their Representatives must comply with all applicable work, health and safety Laws as well as any applicable Policies or other requirements of AC3 or a Customer as notified during onboarding and in writing from time to time.

The Environment

Partners are required to conduct business in ways that are environmentally responsible and in compliance with all applicable environmental Laws.

Governance

Due Diligence

AC3 performs due diligence on Partners during the onboarding process and as required. Partners must comply with AC3's due diligence process by providing all the required information reasonably requested by AC3. AC3 will take a risk based approach to due diligence and may therefore request varying amounts of information based on the risk assessed. This may include, but is not be limited to, cyber security, financial, compliance with Laws, insurances, social responsibilities and ethical responsibilities and any other due diligence required by AC3 from time-to-time.

Controls

Partners must have effective policies, procedures and controls that, at a minimum, meet the requirements in this Code, all applicable Laws, and any other contractual obligations. Partners must ensure that their Representatives, where relevant to their business, are aware of and agree to conduct business in accordance with applicable Laws and this Code.

Insurance

Partner must hold and maintain sufficient insurance policies to cover its engagements. Including public liability, product liability, professional indemnity and cyber insurance (as relevant) and WHS insurance in accordance with applicable laws. Partner must provide AC3 with certificates of currency, for such policies, upon AC3's written request.

Audits

If requested by AC3, Partners must provide AC3 or its auditors with evidence of the Partner's compliance with this Code and Partner's agreements with AC3, including copies of the Partner's policies, procedures and controls in place and any other information reasonably requested by AC3, subject to AC3 complying with the Partner's confidentiality requirements.

Remediation

If any instances of non-compliance with this Code become apparent, an action plan will be jointly developed for these Partners to support them in becoming compliant with this Code. AC3 will reasonably assist Partners in implementing the action plan.

Complying with this Code is a condition of doing business with AC3. If a Partner does not comply and remediation is unsuccessful, AC3 will consider alternate Partners.

Reporting

Where a Partner becomes aware of any investigation or enforcement proceedings against the Partner or its Representatives by any regulator, other enforcement agency or Customer, or any conduct involving a breach of any relevant Laws, fraud, bribery, corruption, Consumer Law related issues, or other business misconduct, the Partner agrees to promptly notify AC3.

The Partner agrees to provide reasonable assistance to AC3 and its authorised representatives for the purposes of ensuring compliance with this Code, applicable Laws, or to support an inquiry or investigation of a suspected breach of relevant Laws by the Partner or its Representatives.



Partners must also notify AC3 promptly and without unreasonable delay, upon becoming aware of any suspected or actual breach of the modern slavery Laws or this Code in its business or supply chain.

Partners must also notify AC3 promptly and without unreasonable delay should a suspected or actual breach of confidentiality, privacy or data security occur with respect to any information or data Partners have received, use, or have access to as contemplated in this Code, including that received from AC3 or collected for or on behalf of AC3 or its clients.

Partners must also notify AC3 promptly and without unreasonable delay for any breach or suspected breach of this Code.

AC3 may immediately with written notice terminate its agreement/s with Partner due to any breach of or non-compliance with this Code.

Contact Us

Should you wish to contact us about this Code or to notify us of any breach or suspected breach of Law or of this Code, contact AC3's Compliance Team at compliance@ac3.com.au or by mail to Level 7, 477 Pitt Street, Haymarket NSW 2000.

Where possible, you will have the chance to speak up anonymously when notifying us of any unethical business practices and or breach of Law.

Wherever practical, we will maintain the confidentiality of the person/company that notifies us of any breaches or concerns. It is in our interest to ensure these matters are raised and managed to a satisfactory outcome and therefore will not tolerate any retaliatory action or threats of such action against anyone who has made a legitimate report of improper conduct.

Compliance applicability

This policy helps AC3 meet our compliance obligations for the following controls:

Standard	Control Reference	Control Description
ISO9001:2015	8.4 – Control of externally provided processes, products and services	The organization shall ensure that externally provided processes, products and services conform to requirements.
ISO27001:2022	5.19 – Information security in supplier relationships	Processes and procedures shall be defined and implemented to manage the information security risks associated with the use of supplier's products or services to maintain an agreed level of information security in supplier relationships.
ISO27001:2022	5.20 – Addressing information security within supplier agreements	Relevant information security requirements shall be established and agreed with each supplier based on the type of supplier relationship to maintain an agreed level of information security in supplier relationships.
ISO27001:2022	5.21 – Managing information security in the ICT supply chain	Processes and procedures shall be defined and implemented to manage the information security risks associated with the ICT products and services supply chain to maintain an agreed level of information security in supplier relationships.
ISO27001:2022	5.22 – Monitoring, review and change management of supplier services	The organization shall regularly monitor, review, evaluate and manage change in supplier information security practices and service delivery to maintain an agreed level of information security and service delivery in line with supplier agreements.
ISO27001:2022	6.1 - Screening	Background verification checks on all candidates to become personnel shall be carried out prior to joining the organization and on an ongoing basis taking into consideration applicable laws, regulations and ethics and be proportional to the business requirements, the classification of the information to be accessed and the perceived risks.
AWS MSP Partner Program (version 5)	4.6.1 – Supplier Management	AWS Partner has defined processes for selection and evaluation of suppliers (e.g., SaaS vendors or any other third parties to whom activities or services are subcontracted).
AWS MSP Partner Program (version 5)	4.6.2 – Supplier Management	Where AWS Partner uses SaaS solutions for systems that contain customer information or have access to AWS resources, AWS Partner must show that due diligence has been carried out to

		assess the security compliance of these solutions with a focus on customer privacy and security.
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Acronyms

Term	Meaning
N/A	N/A

Definitions

Term	Meaning
Code	means this Partner Code of Conduct.
Conflict of Interest	means any financial, personal or other interest that may directly or indirectly compromise the performance of any duties of any Partner or its Representatives, or conflict with the interests of AC3, its personnel, Customers or any other partners or suppliers.
Consumer Laws	means the applicable competition and consumer Laws applicable to a party's business or performance of its obligations under the engagement in the relevant jurisdiction, including Australian Competition and Consumer Act 20210 (Cth) and Fair Trading Act 1986.
Customer	means a customer or prospective customer of AC3.
Laws	means any statute, regulation, by-law, ordinance or subordinate legislation in force from time to time in any relevant jurisdiction relating to its business, or the performance of the party's obligations under this Code or engagement with AC3 in the relevant jurisdiction.
Partner / Supplier / Vendor	means any business or organisation that partners with AC3 to provide products and services to AC3 or its Customers.
Policies	means the applicable policies, procedures, requirements and guidelines of AC3 or any Customer, including those notified by AC3 as part of Partner onboarding and from time to time
Representatives	means the permanent and temporary employees, independent contractors, suppliers, authorised agents and downstream partners and suppliers of a Partner.

Document Credentials

Document Owner

We welcome any enquiries regarding this document, its content, structure or scope. These should be directed to:

Name:	Tristan Williams
Position:	Compliance and Legal Counsel
Email:	Tristan.Williams@ac3.com.au

Document Control

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Document Name:	AC3 Partner Code of Conduct
Reference Number:	KB0015477

Preparation

Version	Date	Change	By (Name, Position)
0.1	16/11/2020	New	Margarita Donaghey, Senior Legal Counsel
0.2	3/5/2021	Added contact details and updated to current template	Warren Hackett, Corporate QA Manager
2.1	26/9/2023	Added Anti-discrimination, Gifts, Financial integrity and Policy Information sections. Minor update to audit requirement	Tristan Williams, Senior Compliance Officer
2.2	27/10/2023	Added additional general, security and insurance obligations	Emma Flanery, General Counsel

Reviewers

Version	Date	By (Name, Position)
0.2	17/05/2021	James Meharg, Head of Corporate Services
0.2	17/05/2021	Lisa Tran, Senior Legal Counsel
0.2	18/05/2021	Lisa Tran, Senior Legal Counsel
0.2	21/05/2021	James Meharg, Head of Corporate Services
2.0	29/08/2021	Simon Xistouris, CEO
2.0	01/09/2021	James Meharg, Head of Corporate Services
2.0	01/09/2021	Lisa Tran, Senior Legal Counsel
2.0	09/09/2021	Tristan Williams, Senior Compliance Officer
2.1	12/10/2023	Emma Flanery, General Counsel; Parul Shah-Batra, Head of People and Culture; Clifford Fairbrass, Partner Alliances Manager; Stephanie Challinor, GM Customer Experience & Alliances; Michael O'Keeffe, Cyber Security Consultant; Christina Temme, GM Finance & Corporate Services
2.2	09/11/2023	Tristan Williams, Compliance and Legal Counsel

Approvals

Version	Date	By (Name, Position)
2.0	11/09/2021	Simon Xistouris, CEO

2.2	10/10/2023	Simon Xistouris, CEO
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Distribution

Version	Date	To
2.0	1/09/2021	All Partners
2.2	15/11/2023	All Partners

Classification

Classification	Description
Release for General Use	A document that can be released without approvals

Related Documents

Document Name	Reference Number
AC3 Modern Slavery Policy	KB0014275
AC3 Privacy Policy	KB0010786
Partner and Supplier Management Framework	CS-006
AC3 Supplier Information Security & Quality Policy	KB0011047

Next Review

New Review Date	Responsible Officer
2 years from most recent review	Senior Compliance Officer

End of Document
