

Directors' Code of Conduct

Background

Australian Acupuncture and Chinese Medicine Association Ltd (AACMA) is a not-for-profit body established by and for the qualified acupuncture professionals and traditional Chinese medicine practitioners in Australia. AACMA provides professional development opportunities, research and collaboration for its members and education for the broader Australian public.

Every director of AACMA (“**Director**” or in the plural, “**Directors**”) is required to comply with this Code of Conduct (as varied by the Board of Directors (“**Board**”) from time to time) and is required, prior to commencing their role as a Director, to signify their intention to comply with this Code of Conduct by signing it. This Code of Conduct aims to assist Directors in effectively carrying out their duties and responsibilities as Directors, and provides for high standards of corporate and individual behaviour to be observed by Directors in the context of their role as Directors and representatives of AACMA.

It should be noted that in accordance with Section 5.1.3 of the Constitution of the Australian Acupuncture and Chinese Medicine Association Ltd and supported by Special Resolution B proposed by the Board and passed at the 2019 Annual General Meeting, there is a requirement for Directors to undertake governance training within six months of election or appointment to the Board in order to receive the full ex gratia allowance allocated by the Board. The training must be approved by the Board before attendance by the Director.

This Code of Conduct should be read in conjunction with the AACMA Constitution.

Directors acknowledge that a failure to comply with this Code of Conduct may result in a Director being relieved of their position on the Board of Directors.

Code of Conduct

1. Conduct

Directors will:

- take responsibility for contributing in a constructive, courteous and positive way to enhance good governance and the reputation of AACMA;
- act ethically, with honesty and integrity, and in the best interests of AACMA at all times;
- take responsibility to contribute actively to all aspects of their individual role within the Board;
- make decisions fairly, impartially and promptly, considering all available information;
- exercise due care and diligence in their dealings, and ascertain all relevant information and make inquiries where appropriate;
- be open and transparent in all dealings as a Director;
- treat colleagues with respect, courtesy, honesty and fairness, and have proper regard to their interests, rights, safety and welfare;
- not harass, bully or discriminate against colleagues, members of the public and/or employees;
- not abuse their power as a Director or use their power inappropriately;
- contribute to a harmonious, safe and productive board environment and culture through professional relationships;
- avoid any activities which may bring themselves as a Director, the Board or AACMA into disrepute; and
- not make improper use of their position as a Director to gain an advantage for themselves or for any other person.



2. Communication and official information

Directors will:

- not disclose official information or documents acquired through membership of the Board, other than as required by law or where agreed by decision of the Board;
- ensure information gained as a Director is only applied to proper and correct purposes;
- not act as an official spokesperson of AACMA for particular circumstances unless authorised by the Board;
- save for as provided for in this Code of Conduct, not make any unauthorised public statements regarding the business of AACMA; and
- respect the confidentiality and privacy of all information, particularly that which pertains to individuals.

3. Financial accountability

Directors will:

- be accountable for official expenditure;
- adhere to financial processes and procedures as approved by the Board;
- act in a financially responsible manner, applying due diligence to the scrutiny of financial reports, audit reports and other financial material that come before the Board; and
- ensure that they understand the financial, strategic and other implications of the Board's decisions.

4. Conflict of Interest

Directors will:

- disclose any personal or business interests which may give rise to actual or perceived conflicts of interest;
- declare any actual or potential conflict of interest between their personal or business interests and their duty as a Director;
- ensure their personal, business or financial interests do not conflict with their ability to perform their duties as a Director in an impartial manner;
- avoid receiving gifts and/or favours which may impact upon their ability to exercise independent judgment as a Director; and
- where conflicts of interest do arise, ensure they are managed in an appropriate and timely manner in the interest of AACMA.

5. Leadership

Directors will:

- promote and support acupuncture and traditional Chinese medicine;
- promote and support AACMA's values;
- acknowledge and act in accordance with the responsibility they as a Director have in regard to the rights of members of AACMA and other stakeholders in AACMA; and
- at all times, promote act in accordance with and promote adherence to this Code of Conduct among other Directors.



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6. Conduct and behaviour at Board meetings and AACMA events

Directors will:

- attend at least a minimum number of Board meetings as specified in the AACMA Constitution, and make every effort to attend all Board meetings, other meetings and events requiring their attendance;
- demonstrate a commitment to making decisions and resolutions in the best interests of AACMA;
- act courteously and respectfully towards all other directors and staff of AACMA;
- demonstrate solidarity with resolutions or decisions of the Board, especially when questioned about them publicly;
- not attend any Board meetings under the influence of alcohol or illegal drugs;
- not consume excessive amounts of alcohol, or use illegal drugs at any AACMA events; and
- behave in an appropriate manner at all times when representing AACMA or readily identifiable as being attached to AACMA.

Name of Director

Name of Witness

Signature of Director

Signature of Witness

Date

Date

Director Identification Number