



澳洲中华经贸文化交流促进会

Australia China Economics, Trade & Culture Association

Level 8, Harbour Plaza, 25-29 Dixon Street, Sydney NSW 2000

Tel: +61 (02) 9280 1808 Fax: +61 (02) 9211 8909 Email: info@acetca.org.au Website: www.acetca.org.au

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ACETCA Code of Conduct for Directors and Officers

Overview.

This Code is to guide ACETCA's directors and officers in what is required conduct while serving as leaders of the organisation.

A Director is:

- A person who sits on the board of ACETCA to act on behalf of members in the overseeing and governing of the organisation.

An Officer is:

- a director or company secretary;
- a person who makes, or participates in making, decisions that affect the whole, or a substantial part of, the business of the corporation;
- a person who has the capacity to affect significantly the corporation's financial standing;

Objects

ACETCA is a non-partisan organisation. While it's directors and officers are expected to have political relationships, their obligation to ACETCA is to ensure it is apolitical.

The Objects of the Australia China Economics Trade & Cultural Association ("ACETCA") are:

- To promote the development of economic and trade ties between the Australian and Chinese communities
- To promote exchanges between the Australian and Chinese communities in the fields of arts and science;
- To promote cultural exchanges between the youth of the Australian and Chinese communities;
- To promote philanthropy between the Australian and Chinese communities;
- To promote friendship and co-operation between the Australian and Chinese communities.

Application

This Code of Conduct applies to all directors and office holders of ACETCA.

Guiding Principles for Directors and Office Holders

Subject to any specific requirements in this Code of Conduct your actions as a director or office holder of ACETCA must be guided by the following general principles:



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1. As a director you have a legal responsibility to act in the best interests of the company, defined by the Australian *Corporations Act 2001* (Cwlth). The overriding duty of a director is the obligation of undivided loyalty.
 - a) You are responsible for the strategic direction of the organisation and that it is faithful to its Objects.
 - b) You are responsible for the financial success of the organisation.
 - c) You are responsible for the reputation of the organisation.
 - d) A director is required to uphold high standards of ethical behaviour and to ensure high levels of the organisation's performance.
 - e) You must make decisions and utilise the resources, information and authority at your disposal in an efficient, responsible and justifiable manner.
 - f) You must act with honesty, integrity and transparency in all dealings regarding the organisation.
 - g) You must observe all legislative requirements, policies, procedures, and lawful and reasonable instructions from people with authority to give such instructions (including requirements under this Code of Conduct).
 2. Each director has a duty to use diligence in fulfilling the functions of office.
 - a) Do what is required to understand the company's issues.
 - b) Arrive at meetings on time, and well prepared, having read and absorbed the content of the board papers.
 - c) While you may hold a personal point of view on a topic, a collective board decision is overriding and binding on all directors.
 - d) Listen and argue respectfully, looking for ways to reach a timely, collective decision. You are arguing for a solution, not *your* solution.
 - e) Appreciate the differences in personalities of other directors. Understand that other directors will come to an issue differently based on their upbringing, their skills, their beliefs, their tolerance for argument, the speed with which they make decisions, and their appetite for risk, amongst other things.
 - f) Understand your role in contributing to positive group dynamics.
 - g) Understand that, when representing the company, you have an obligation to reflect the opinions and decisions of the Board, not your own.
 2. Each director should not make improper use of information acquired as a director.
 3. Each director should not take improper advantage of the position of director.
 4. Each director should properly manage any conflict of interests (*see Conflict of Interests Policy*).
 5. Each director has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied about the soundness of all board decisions.
 6. Confidential information received by the director in the course of the exercise of directorial duties remains the property of the company. It is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the
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company, or the person from whom the information is provided, or as required by law.

7. Each director must not damage the reputation of the company.
 8. Each director has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and with the principles of this Code.
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