



CODE OF CONDUCT FOR DIRECTORS OF The Australian Sewing Guild Ltd.

1. Introduction

Those who serve on the Board of **The Australian Sewing Guild Ltd.** have responsibilities under the *Corporations Act*, relevant state legislation and the organisation's governing document. As part of this each Director is asked to agree to abide by the Code of Conduct which is set out in this document and to sign the attached declaration accordingly.

2. Purpose of the Code

The Code aims to define the standards expected of **The Australian Sewing Guild Ltd.** Directors in order to ensure that:

- the organisation is effective, open and accountable;
- the highest standards of integrity and stewardship are achieved; and
- the working relationship with any staff and advisers is productive and supportive.

3. Code of Conduct

3.1 *Selflessness*

Directors have a general duty to act with probity and prudence in the best interest of **The Australian Sewing Guild Ltd.** as a whole. They should not act in order to gain financial or other material benefits for themselves, their family, their friends or the organisation they come from.

3.2 *Integrity*

The Australian Sewing Guild Ltd. Directors should conduct themselves in a manner which does not damage or undermine the reputation of the organisation, or its staff. More specifically they:

- should not place themselves under any financial or other obligation to outside individuals or organisations that might seek to influence them in the performance of their role;
- must avoid actual impropriety and any appearance of improper behaviour;
- should avoid accepting gifts and hospitality that might reasonably be thought to influence their judgement.

3.3 Objectivity

In carrying out their role, including making appointments awarding contracts, recommending individuals for rewards and benefits or transacting other business, the Directors should ensure that decisions are made solely on merit. In arriving at decisions in areas where they do not have expertise themselves Directors should consider appropriate professional advice.

3.4 Accountability

The Directors:

- have a duty to comply with constitutional and legal requirements and to adhere to best practice in such a way as to preserve confidence in **The Australian Sewing Guild Ltd.;**
- are accountable to the organisation's members and other stakeholders for their decisions, the effectiveness of the Board and the performance of the organisation.

3.5 Openness

The Directors should ensure that confidential information and material, including material about individuals is handled in accordance with due care; so that it remains confidential.

In addition they should be as open as possible about their decisions and the actions that they take. As far as possible they should give reasons for their decisions and restrict information only when the wider interest clearly demands.

3.6 Honesty

The Directors have a duty to avoid any conflict of interest so far as is reasonably practicable. In particular they must make known any interest in any matter under discussion which:-

- creates either a real danger of bias (that is, the interest affects him/her, or a member of his/her household more than the generality affected by the decision); or,
- might reasonably cause others to think it could influence the decision

he/she should declare the nature of the interest and withdraw from the room, unless the remaining board members agree otherwise.

3.7 Leadership

The Directors must:

- promote and support the principles of leadership by example;
- strive to attend all meetings regularly, ensuring they prepare for and contribute appropriately and effectively
- bring fair and open minded view to all discussions of the Board and

should ensure that all decisions are made in the organisation's best interests;

- respect the role of any staff;
- accept and respect the difference in roles between the Board and staff, ensuring that the honorary officers, the Board and any staff work effectively and cohesively for the benefit of the organisation, and develop a mutually supportive and loyal relationship;
- having given delegated authority to any of their number or to any staff, be careful - individually and collectively - not to undermine it by word or action.

4. Director's Declaration

I declare that:

- I am over age 18.
- I am not an undischarged bankrupt.
- I have not previously been removed from membership of a board or trust by a Court or Commission.
- I am not under a disqualification order under the *Corporations Act 2001* or other relevant legislation
- I undertake to fulfil my responsibilities and duties as a director of **The Australian Sewing Guild Ltd.** in good faith and in accordance with the law and within **The Australian Sewing Guild Ltd.**'s objectives/mission.
- I do not have any financial interests in conflict with those of **The Australian Sewing Guild Ltd.** (either in person or through family or business connections) except those that I have formally notified in a conflict of interest statement. I will specifically notify any such interest at any meeting where directors are required to make a decision which affects my personal interests, and I will unless agreed otherwise absent myself entirely from any decision on the matter and not vote on it.
- I will abide by this Code of Practice for Directors of **The Australian Sewing Guild Ltd.**

Signed :

Date:

Name of Director: