



Australian Men's Shed Association
SHOULDER TO SHOULDER

By-Laws

ABN 84 144 866 277

Code of Conduct

Adopted on: _____ 23 July 2013 _____

AUSTRALIAN MEN'S SHED ASSOCIATION
(a Company limited by Guarantee)

Code of Conduct

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Code of Conduct

1 Purpose and application

1.1 Purpose of this code

- (a) This code of conduct sets out the ethical standards and rules of the Association and provides a framework to guide compliance with legal and other obligations to Directors, Employees, Contractors Consultants and other stakeholders.
- (b) The Board of Directors of the Association and Executive Officers believe that the Association commitment to this code will maintain the confidence of the Association's key stakeholders.

1.2 Application

- (a) These By-Laws have been passed in accordance with the Constitution.
- (b) Subject to the Constitution and all applicable Laws, these By-Laws apply to all Directors, officers, employees, contractors, consultants and associates of AMSA.
- (c) It is essential that each of you are familiar with this code and abide by the rules, copy of the code is provided to Directors, officers and employees and is available on the Association website,
- (d) The Association also expects each of you to abide by all laws, and to conduct yourselves in all your dealings with or on behalf of the Association with the highest ethical and moral standards.
- (e) This code charges all of you with the responsibility to report unethical conduct.

1.3 Association's values and commitment

- (a) The Association insists on honesty and integrity in all its dealings, including its dealings with stakeholders.
- (b) You must act in good faith, in the Association's best interests and in accordance with the policies and procedures relating to your role.

2 Code rules

2.1 Avoid conflicts of interest

- (a) Conflicts of interest should be avoided and if they occur, should be disclosed.
- (b) A conflict of interest may arise where you have a personal or commercial interest, which may interfere, or appear to interfere with the interests of the Association as a whole. There may be a conflict of interest, for example, if you or your family have a personal or commercial interest, which may influence you in the performance of your duties and responsibilities so that your loyalties are divided.

- (c) You must not allow personal interests or the interests of family or friends to conflict with the interests of the Association. You must avoid participating in decisions and activities, which may conflict with your duties and responsibilities to the Association.
- (d) The approval of the Association is required before you accept a directorship or position in any other association, business or organisation as director, agent, employee, consultant, whether paid or unpaid, which may, or may be seen to, give rise to a conflict of interest.
- (e) If you are involved in a conflict or a possible conflict, you must tell the association secretary, your manager, or the Board (if you are a director) as soon as possible, including the subject matter and specific details relating to the potential or actual conflict of interest.
- (f) Where you are involved in a conflict you must not take part in any decision making process of the Association relating to that conflict.

2.2 Use corporate opportunities and other benefits properly

- (a) You must not use Association property, information, your position or opportunities, which arise from these to improperly, gain benefit for yourself or for another party.
- (b) You also have an obligation to avoid all financial, business and other relationships which may be opposed to the interests of the Association, or which may place you in a competitive position with the Association.
- (c) The Association has a strict policy not to offer secret commissions or bribes to further its business interests. You must not accept any money, opportunity or other benefit of any kind which could be interpreted as an inducement, secret commission or bribe.
- (d) Care must be exercised in accepting hospitality or gifts over and above that required for the normal conduct of business or which may compromise your impartiality.
- (e) All work performed while you are with the Association belongs to the Association.

2.3 Respect confidentiality

- (a) You must take great care to ensure the integrity and security of all of the Associations' confidential information.
- (b) Confidential information is non-public information which relates to the affairs of the Association and its employees, members, Sheddors and suppliers. It may include the Association's business strategies, marketing plans, competitive analysis, financial plans and forecasts, member, Shedder, patron or employee information, and supplier information and pricing.
- (c) You must keep confidential information acquired while you are with the Association confidential, even after you leave the Association.
- (d) You must not access or request or make improper use of or transfer or disclose confidential information to any one else except as required by your position or as authorised or legally required. If it

inadvertently comes into your possession it should be returned immediately.

- (e) If you are required by an authority to provide confidential information which has not been otherwise authorised, you must notify the association secretary.

2.4 Respect privacy

- (a) You must respect and maintain the privacy of personal information held or entrusted to the Association by its members, patrons, Sheddors, suppliers, employees and others. You must comply with the Privacy Act (Cth) 1998.
- (b) All personal information of the Association's suppliers, members, Sheddors, patrons and employees is to be treated as confidential. Medical information regarding any member or shedder must be treated as 'medical-in-confidence' and stored separately.
- (c) Personal information is information or an opinion, whether true or not, and whether recorded in material form or not, about an individual whose identity is apparent, or can reasonably be ascertained, from that information or opinion.

2.5 Deal fairly

- (a) You must treat each other and all suppliers, competitors, members, patrons, Sheddors and other stakeholders fairly and with respect.
- (b) The Association is committed to ensuring the highest quality of service is provided to its members, patrons and Sheddors at all times. The Association makes decisions regarding suppliers and contractors on merit and a commercial basis.
- (c) The Association's is committed to ensuring the health, safety and well-being of its employees and visitors to its premises.

2.6 Do not discriminate

- (a) Evaluate applicants for employment on merit in accordance with their skills, qualifications and abilities. Discrimination on the basis of gender, race, religion, colour, marital status, sexual orientation, transgender status, age, disability, personal associations, political beliefs, family responsibilities, pregnancy, membership or non membership of a trade union is not tolerated by the Association.
- (b) Physical or verbal harassment or abuse in the workplace is not tolerated by the Association.
- (c) The Association is committed to ensuring a diverse work environment in which everyone is treated fairly and with respect and where everyone feels responsible for the reputation and performance of the Association.

2.7 Protect the Association's assets and property and use them properly

- (a) You must protect the Association's assets and property and ensure that they are used only for legitimate business purposes.

- (b) You must not use the Association's assets for personal purposes, except in accordance with any Association policy or approved arrangement. Limited use of Association property (such as computers and telephones) is permitted for private and non-income producing purposes, provided it is used in an efficient and prudent manner.
- (c) The Association's assets extend to all its resources and includes its funds, plant and equipment, stock and merchandise, intellectual property, software, records and other Association information.
- (d) You must report any suspected or actual theft or fraud to your manager, the association secretary or any other person nominated by the Association.
- (e) All expenses must be documented and reported in a timely manner.

2.8 Comply with laws and regulations

- (a) You must comply with all laws and regulations relating to the Association. You must also comply with the technical and ethical requirements of any relevant regulatory or professional body.
- (b) You must not breach, or omit to do something in breach of, any law or regulation or requirement. All actual or potential breaches must be reported immediately to the association secretary or your manager.
- (c) Ignorance of the law or a good intention does not excuse your obligation to comply. You must participate in relevant compliance training programs offered by the Association.
- (d) If you are uncertain about the interpretation of any applicable law or regulation or requirement, contact your manager or the association secretary.

2.9 Responsibility to members and approach to disclosure and financial reporting

- (a) The Association is committed to providing timely, balanced and readily available material information to its members, relevant regulators, other key stakeholders, and the community generally. The Association is also committed to open and transparent communication with its members and stakeholders.
- (b) The Association has policies regarding the timely provision of information to its members and other stakeholders including posting information to its website. It has processes to ensure that the accounts and financial information it provides represent a true and fair view of the financial performance and position of the Association.
- (c) You must fully cooperate with, and not make any false or misleading statement to, or conceal any relevant information from, the Association's auditors.

2.10 Protect the reporting of wrongdoing

- (a) You must report any actual or suspected fraudulent or unethical behaviour and any breaches of this code or the Association policies to the association secretary or any other contact nominated by the Association.

- (b) Matters raised will be investigated.
- (c) The Association will protect anyone who, in good faith, comes forward to report such behaviour. The Association is committed to ensuring that you can raise concerns about this behaviour without fear of victimisation, harassment or discriminatory treatment.

3 Breach of code

- (a) The values and policies in this code are not exhaustive. This code is designed to focus you on particular values identified by the Association as central to its integrity.
- (b) The highest standards of corporate conduct are critical to the Association's success and image. You are encouraged to report any suspected breach of this code to the association secretary or your Executive Officer or any contact nominated by the Association.
- (c) Suspected breaches of this code will be investigated. If a breach is found to have occurred, you may face legal or disciplinary action including termination.

4 Electronic communications

- (a) The Association's electronic communications resources are to be used to communicate effectively and efficiently, without abuse.
- (b) The Association's electronic communications resources include email, internet, intranet, facsimile and telephone.
- (c) The Association's electronic communications should not be used to harass, discriminate or offend other employees, the Association's stakeholders or the general public.
- (d) Any inappropriate material received through the Association's electronic communications resources should be deleted or destroyed immediately.

5 Media/publicity

- (a) Unless authorised, you are not permitted to make public statements or give interviews to the news media (whether radio, television or press) on any aspect of the Association or the Association's business.
- (b) Unless authorised, you must not allow photographers, videographers or any other news media to access AMSA premises to record without permission.
- (c) You must not directly or indirectly engage in any activity that could by association cause the Association public embarrassment or bring discredit on it in any way.

6 Administration

6.1 Where can I obtain further information?

- (a) The Association has a dedicated person responsible for the administration of this code. At the date of adoption of this code, this is the association secretary.
- (b) If you require further information or assistance, or are uncertain about the application of this code or the law, please contact the association secretary.

6.2 Review and publication of this code

- (a) The Board will review this code from time to time. This code may be amended by resolution of the Board.
- (b) A copy of this code will be distributed to all directors, executive officers, employees and contractors and will be available on the Association's website.

7 Definitions and Interpretation

7.1 Interpretation

In these By-Laws, unless the contrary intention appears:

- (a) a word or expression defined or used in the Corporations Act has the same meaning when used in these By-Laws in a similar context;
- (b) “section” means a section of the Corporations Act; and
- (c) subject to clause 7.1(a) word or expression defined or used in the Constitution has the same meaning when used in these By-laws in a similar context.

Code of Conduct

Schedule 1 - Declaration

I, have read the Association's code of conduct and understand its contents. Any questions I may have had about it have been answered to my satisfaction.

I will ensure that I will at all times comply with standards and rules required by the Association.

I understand that disciplinary action may be taken if I do not comply with the requirements.

.....
Director / Executive Officer / Employee / Contractor (Print Name)

Date

.....
Signature