



Australian Traditional-
Medicine Society Ltd

DIRECTORS' CODE OF CONDUCT

16 July 2018

Leading the Natural Medicine Profession

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PREAMBLE

- A. This ATMS Code of Conduct will apply to all members of the Board of Directors of Australian Traditional-Medicine Society Limited (**ATMS**).
- B. Board members should comply with this Code of Conduct at all times when they are carrying out their official duties, including attendance at the AGM, Board meetings, Board visits and Board sub-committee meetings, representing ATMS at public speaking events and on social media, and attendance at any other natural medicine conferences or events.
- C. The Code of Conduct sets out the principles that characterise a Board member and makes explicit the standards of ethical and professional conduct expected of Board members by their professional peers and the community. The application of this Code of Conduct may vary in a variety of contexts, but the principles and standard of behaviour should not be compromised.

CODE OF CONDUCT

1. MISSION, VISION AND VALUES

1.1 Mission

ATMS promotes and represents professional practitioners of natural medicine, who are encouraged to pursue the highest ideals of professionalism in their natural medicine practice. ATMS provides a voice, support and education for its members, the public and the industry at large.

1.2 Vision

- (a) ATMS' vision is that it be seen by all natural medicine practitioners, the public, media, education and government bodies as the leading natural medicine industry association in Australia.
- (b) ATMS strives to achieve this by engagement, advocacy and education within the industry, by carrying out targeted promotional and marketing activities and by establishing a 'Code of Conduct' for ATMS members which will require ATMS to engage and consult with other stakeholders involved in natural medicine.
- (c) As Australia's leading professional multi-modality natural medicine association, ATMS' position as an industry leader provides it with opportunities to provide a voice for natural medicine practitioners in the media and for ATMS to be a major advisory source for government representatives regarding natural medicine.
- (d) ATMS aims to encourage the public to seek out ATMS's accredited members, increase membership numbers and increase brand awareness with stakeholders and potential stakeholders nationally.

1.3 Values

- (a) Board members should share the ATMS values which are as follows:
 - (i) Acknowledging a variety of natural medicine modalities and seeking to increase modality recognition and accreditation for natural medicine practitioners and safety assurance for the public.

- (ii) Maintaining and enhancing wherever possible the credibility of ATMS and the natural medicine industry at large.
- (b) ATMS Board members should also:
 - (i) demonstrate their commitment to the values of ATMS by staying up to date in relation to regulation issues affecting the natural medicine industry. This will be encouraged by consultation with other professional associations, stakeholders, industry skills councils, educational institutions and government representatives.
 - (ii) value ATMS' name and reputation as the peak body and largest association in the natural medicine industry, and acknowledge that the actions and behaviour of each Board member affect these.
 - (iii) be able to work together towards common goals, show respect for others and maintain professionalism in carrying out their duties as ATMS Board members.

2. CONDUCT

2.1 Personal and professional responsibility

Board Members must:

- (a) act ethically and with integrity;
- (b) behave in a respectful and harmonious manner towards other Board members, acknowledging one another's differences and working for the better good of ATMS members and the natural medicine industry;
- (c) adhere to any applicable legislative requirements, policies and ethical codes;
- (d) make decisions fairly, impartially and promptly, having first considered all available information, legislation, policies and procedures;
- (e) treat others with respect, courtesy, honesty and fairness, and have proper regard for their interests, rights, safety and welfare;
- (f) not harass, bully or discriminate against other Board members, stakeholders, ATMS members or ATMS employees;
- (g) use their best efforts to contribute effectively to a harmonious, transparent and productive environment and professional workplace relationships;
- (h) not make improper use of their position as a Board member to gain personal advantage for themselves or for any other person or organisation;
- (i) use their best efforts to contribute to a positive culture on the Board by showing respect to other Board members opinions and allowing each member a fair and equal opportunity to contribute to discussion or the process of decision making;
- (j) review Board papers thoroughly prior to Board meetings and be prepared to discuss the current matters before the Board and make informed decisions at Board meetings;

- (k) take personal responsibility for contributing to constructive, courteous and positive discussions so as to enhance good governance and outcomes and enhance the reputation of the Board; and
- (l) wear appropriate business attire to all meetings and when representing ATMS on official business.

2.2 Communication, official information, confidentiality and transparency

Board members must:

- (a) keep confidential at all times any official information or documentation acquired through Board or committee work;
- (b) if requested, enter into a Confidentiality Agreement with ATMS in the form attached to this Code of Conduct or as otherwise prescribed by ATMS from time to time;
- (c) not misuse official information for personal or commercial gain for themselves or any other person or organisation;
- (d) adhere to all applicable legal requirements, policies and all other lawful directives regarding communications by company directors;
- (e) respect the confidentiality and privacy of all information so far as it pertains to ATMS members, other Board members and any other ATMS stakeholders;
- (f) provide to the ATMS support office their email address (which must have sufficient capacity to receive correspondence from the ATMS support office) and their mobile phone number. The cost of use of these will be reimbursable in line with the Finance procedures.
- (g) use their best efforts to act with transparency and, where appropriate, ensure the sharing of information, in order to increase cohesiveness of Board functions.

2.3 Fraudulent and corrupt behaviour

Board members must:

- (a) not engage in fraud or corruption;
- (b) report any fraudulent, corrupt behaviour or breaches of this Code of Conduct to the Company Secretary; and
- (c) understand the duties of a Board member and be accountable for actions.

2.4 Use of company resources

Board members must:

- (a) be personally accountable for all official Board expenditure;
- (b) not falsely charge ATMS for personal expenses, e.g. phone calls, printing, internet use, taxi fares, transport costs or any other out of pocket expense;
- (c) book their own travel arrangements via the most economical option available;

- (d) use ATMS resources diligently, efficiently and responsibly;
- (e) not use ATMS time or resources for personal gain, financial or otherwise;
- (f) adhere to all applicable policies and guidelines and use resources in a responsible and economical manner when undertaking any travel for official purposes ; and
- (g) be mindful that monies spent on official business are drawn from ATMS funds.

2.5 Record keeping and use of information

Board members must:

- (a) ensure that any sensitive or confidential information is securely stored;
- (b) comply with professional standards of record keeping;
- (c) seek clarification from the appropriate person if the Board member receives any information provided s/he does not understand; and
- (d) When necessary, share relevant information with appropriate persons in order to properly fulfil his or her role as a Board member.

2.6 Conflicts of Interest

From time to time it is expected that conflicts of interest will arise. In the event that a Board member has, or believes that they may have, a conflict of interest, he or she must:

- (a) Immediately declare the conflict of interest (including any personal bias the person may have);
- (b) ensure that any personal or financial interest the Board member may have does not conflict with his or her ability to perform their official duties as a Board member;
- (c) refrain from voting on any matter where the Board member has a conflict of interest; and
- (d) where requested by other Board members, refrain from taking part in any meeting or discussion about an issue for which he or she has a conflict of interest.

Declaration

I, _____ have read, understood and am prepared to abide by the Code of Conduct for ATMS Board members developed by Australian Traditional-Medicine Society Limited (ATMS) to ensure the respectful and harmonious operation of the Board.

By signing this Declaration, I declare that I will at all times act in the best interests of ATMS and am committed to upholding the principles of this Code of Conduct.

SIGNED SEALED AND DELIVERED by [Person] in the presence of the following ATMS Board Member:

Witness Signature

Signature of

Print Name

Capacity (eg: President/Board Member)

Confidentiality Agreement

BETWEEN Australian Traditional-Medicine Society Limited ABN 46 002 844 233 of 12/27 Bank Street, Meadowbank NSW 2114 (**ATMS**)

AND _____ of _____ (Director)

Background

- A. ATMS is a not-for-profit public company limited by guarantee incorporated under the *Corporations Act* 2001 (Cth).
- B. The Director has been elected or appointed as a director of ATMS.
- C. The Director acknowledges a duty of confidentiality to ATMS and has agreed to enter into this Confidentiality Agreement with ATMS.

Operative Part

THIS AGREEMENT PROVIDES

1. DEFINITIONS

In this Agreement, the following words have the following meaning:

Agreement means this Agreement.

Board Papers means all written communications (including electronic documents and sound recordings) provided to the Director in his or her capacity as a director of ATMS including monthly/quarterly board papers, submissions, minutes, letters, memorandum, board committee and sub-committee papers and copies of other documents referred to in any of the above mentioned documents made available to the Director as a director of ATMS during the time that the Director is a director of ATMS.

Confidential Information includes all information provided by ATMS to the Director during the course of or in connection with the Director acting as a director of ATMS including, without limitation all information, whether disclosed directly or indirectly, in the Board Papers or otherwise, and any other information designated or treated as being confidential by ATMS, but does not include:

- (a) any information that is in the public domain, other than as a result of a breach of this Agreement or other obligation of confidence;
- (b) information that is published prior to the date of this Agreement or that is known by the Director prior to its disclosure by ATMS; or
- (c) information that is made available to the Director by a third party who is not under an obligation of confidence to ATMS and who obtained that information other than as a result of a breach of an obligation of confidence owed to ATMS by any person.

2. DIRECTOR'S OBLIGATIONS

- (a) The Director must, both during the time it is a director of ATMS and after it ceases to be a director of ATMS:
 - (i) only use the Confidential Information in the course of performing the Director's duties;
 - (ii) take all steps necessary to safeguard the confidentiality of all Confidential Information; and
 - (iii) refrain from using, disclosing, copying or removing any Confidential Information without the consent of ATMS.
- (b) On demand by ATMS, and in any event at such time as the Director ceases to be a director of ATMS, the Director must:
 - (i) deliver to ATMS all Confidential Information in the Director's possession or control; and
 - (ii) delete all Confidential Information held electronically in any medium in the Director's possession or control.
- (c) The obligations of confidentiality under this Agreement do not extend to information which, whether before or after the date of this Agreement, is public knowledge (except because of a breach of the obligations of confidentiality under this Agreement), or a party is required by law to disclose.

3. OWNERSHIP OF CONFIDENTIAL INFORMATION

The Confidential Information is and will remain the proprietary information of ATMS.

4. DAMAGES INSUFFICIENT

The Director acknowledges that damages may not be a sufficient remedy for any breach of this agreement. ATMS may seek specific performance or injunctive relief against the Director for any breach.

5. GENERAL

- (a) A term or part of a term of this Agreement that is illegal or unenforceable may be severed from this Agreement and the remaining terms or parts of the term of this Agreement continue in force so as to give effect to the intentions of the parties.
- (b) This Agreement may not be varied except in writing signed by both parties.
- (c) This agreement is governed by the law of New South Wales and each party irrevocably and unconditionally submits to the non exclusive jurisdiction of the courts of New South Wales.

EXECUTION

Executed as an Agreement

EXECUTED for and on behalf of **Australian
Traditional-Medicine Society Limited** in accordance
with section 127(1) of the *Corporations Act 2001*
signed by those persons who are authorised to sign
for the company:

.....
Signature of Director

.....
Signature of Director/Secretary

.....
Print Name

.....
Print Name

SIGNED SEALED AND DELIVERED by [**Name of
Director**] in the presence of:

.....
Witness Signature

.....
Signature of Director

.....
Print Name

.....
Address