

ROTARY AUSTRALIA WORLD COMMUNITY SERVICE CODE OF CONDUCT – DIRECTORS

1. INTRODUCTION

The Rotary Australia World Community Service (RAWCS Ltd.) is a non-profit, tax exempt organisation registered under the Corporations Act 2001 as a company limited by guarantee. Distinct responsibilities come with being a Director of RAWCS Ltd.

The Board is aware that non-profit organisations can easily become subject to scrutiny from government and the community if they are not seen to embrace good corporate governance. Public perception that a non-profit organisation has failed to meet corporate governance obligations can potentially lead to difficulties in securing financial support. This Code of Conduct is one element of the RAWCS good corporate governance practices. By joining the Board, Directors accept an obligation to act in the best interests of RAWCS Ltd. All Directors must adhere carefully to the policies and principles of RAWCS Ltd. and set an example of best practice.

Every Director is required to comply with this Code of Conduct (as varied by the Board from time to time). This Code of Conduct aims to assist Board members in effectively carrying out their duties and responsibilities.

A failure to comply with this Code of Conduct may result in a Director being removed from the Board pursuant to RAWCS Ltd. Constitution.

2. DUTIES OF GOOD FAITH, CARE, AND DILIGENCE

A Director must at all times act honestly, in good faith and in the best interests of RAWCS Ltd. and in compliance with Director's duties under the Corporations Act 2001. A Director of RAWCS Ltd must fulfil the requirements of the ACNC's Responsible Persons role as specified in ACNC Governance Standard 5.

A Director must use care and diligence in fulfilling the functions of office and exercising the powers attached to that office.

A Director must not obtain, solicit, or accept any bribe, secret commission, or inducement of any sort in relation to their official duties.

In fulfilling Board duties, a Director must have regard to the strategic direction of the Board, financial operations and solvency, and all major policy issues.

The Board and each Director of RAWCS Ltd. Ensure there are controls, resources, reporting procedures and compliance procedures in place to achieve the strategic objectives and must ensure that the policies are adhered to and monitor performance of RAWCS Ltd. and its staff and volunteers.

A Director must make reasonable inquiries to ensure that RAWCS is operating efficiently, effectively, and legally towards achieving its strategy and undertake due diligent analysis of all proposals put before the Board. A Director should report any concerns to the Board.

In fulfilling the Board's business at meetings, a Director must behave in a manner consistent with procedures for the conduct of these meetings by acting in a businesslike manner, acting in accordance with the Constitution, ensuring that others are given an opportunity to participate and being responsive to the requests or indication of the Chairman.

Directors are required to show respect to other Board members in accordance with law. In all written communications between Directors, the writers must employ businesslike language which is respectful of their correspondents and does not include abusive, coercive or emotional terms, references or implications.

3. COMPLIANCE WITH LAWS

A Director must, at all times, comply with the law and the spirit of the law and endeavour to ensure that RAWCS at all times, complies with the laws governing its operations.

4. CONFLICTS OF INTEREST

A Director must not take improper advantage of his or her position as a Director to gain, directly or indirectly, a personal advantage or an advantage for any other person.

If any gift, gratuity, or hospitality is offered full and prompt disclosure must be made to the Board and in any event all gifts and hospitality must be declared.

A Director must disclose to the Board any actual or potential conflicts of interest, which may exist or may be reasonably perceived to exist between the interests of the Director and the interests of any other parties in carrying out the activities of the Board. This notice must be provided in accordance with clause 47 of the Constitution.

If a Director cannot or is unwilling to remove a material personal conflict of interest as required, then the Director must absent himself or herself from the room when discussing or voting on matters to which the conflict relates, and this entry and exit will be minuted. However, should the Board pass a resolution that identifies the extent of a Director's interest and that the remaining Board Directors are satisfied that the interest is not material and should not disqualify the Director, then that Director may take part in discussions and voting involving the conflicting interest.

A Director may give standing notice of a conflict of interest whether or not it relates to the affairs of RAWCS Ltd. at that time. Such notice shall be recorded in a Register of Conflicts of Interest. A Director must also disclose any related party transactions (any financial transaction between a Director, members of their immediate family, and RAWCS Ltd.)

5. CONFIDENTIALITY AND USE OF INFORMATION

A Director must not disclose, or allow to be disclosed, confidential information received in the course of the exercise of his or her duties as a Director, unless that disclosure has been authorised by the Board or is required to be disclosed by law.

A Director must not, knowingly or recklessly, disseminate false or misleading information in relation to matters before the Board. Information will be provided to all Directors. Requests for information should be made to the Chairman.

6. DISSENT WITHIN THE BOARD

A Director has an obligation to be independent in judgement and action and to take reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.

A Director must be prepared, if necessary, to express disagreement with other Directors, including the Chairman, if satisfied that there are good grounds to do so.

When a Director concludes that he or she is unable to support a decision of the Board, the Director has available some or all of the following steps:

- a) making his or her dissent and its possible consequences clear to the Board as a means of seeking to influence a decision;
- b) asking for legal, accounting, or other professional advice;
- c) asking that the decision be postponed to the next meeting to allow time for further consideration and informal discussions;
- d) tabling a statement of dissent or writing to the Chairman and asking that the statement or letter be minuted; and
- e) resigning and considering advising an appropriate regulator.

7. PROTECT THE REPUTATION OF RAWCS

Directors must at all times ensure that they act to promote the purposes, policies, and positive image of RAWCS Ltd. They should take steps to ensure that RAWCS Ltd. is well regarded by potential beneficiaries and supporters and at all times maintains community respect. Directors must not engage in conduct likely to bring discredit upon RAWCS Ltd. A Director must always act with integrity toward RAWCS Ltd. and must declare any conflict of interest when representing RAWCS Ltd. and must not knowingly misrepresent the views or policies of RAWCS Ltd.

Directors must not allow themselves to be involved in any conduct by persons that may, directly or indirectly, affect the honest or impartial actions of RAWCS Ltd.

8. PUBLIC ANNOUNCEMENTS

Directors (other than the Chairman) must not make public comments regarding the determinations of the RAWCS Ltd. unless authorised by the Chairman or the Board.

9. COMPLIANCE WITH THIS CODE OF CONDUCT

Any Director who is aware of any breach of this Code of Conduct must report the matter immediately to the Board.

So far as it is within the Board's control, no retaliatory action will be taken or permitted against a Director for making in good faith a report of a suspected breach of this Code of Conduct.

This Code of Conduct is a public document. As a result, adherence to this Code of Conduct is fundamental to the RAWCS reputation in the community.

RAWCS views breaches of this Code of Conduct by Directors as serious misconduct.

All prospective Directors must sign a Compliance Undertaking pursuant to the Constitution of the RAWCS Ltd., agreeing to abide by the policies and procedures of the Board, including this Code of Conduct.

If the Compliance Undertaking is breached, the Director may be removed from the Board under the procedure set out in the Constitution of RAWCS Ltd. The currently prescribed form of Compliance Undertaking appears below.

10. COMPLIANCE UNDERTAKING

All prospective Directors are required to sign the following Compliance Undertaking:

I agree, should I become a member of RAWCS Ltd. Board, to abide by this Code of Conduct, the Constitution of RAWCS and any other policies or procedures determined by the Board from time to time. I acknowledge that a breach of this undertaking may result in me being removed from RAWCS Ltd the Board in accordance with the Constitution.

Signature _____

Name _____

Date _____