

CODE OF CONDUCT

This Code of Conduct (the 'Code') applies to:

- Directors of the Chartered Accountants ANZ Board
- Members of the Chartered Accountants ANZ Council
- Members of the Chartered Accountants ANZ Nominations and Governance Committee
- Members of the Chartered Accountants ANZ Executive Remuneration Committee
- Members of the Chartered Accountants ANZ Audit & Risk Committee
- Members of Chartered Accountants ANZ Regional Councils
- Members of Chartered Accountants ANZ Local Leadership Teams
- Members of Chartered Accountants ANZ Committees/Advisory Groups.

Purpose

This Code sets out the rules applicable to each Director and Member of the Governance Bodies in matters of professional ethics and behaviour. This is to ensure that high standards of corporate and individual behaviour are observed by all Directors and Members in the context of their governance roles with the organisation, and that they are aware of their responsibilities to the organisation.

Authority

This Code was approved by the Council on 7 December 2014.

Code of Conduct

1. A Director or Member of a Governance Body must abide by any relevant laws, rules and regulations (whether Chartered Accountants ANZ or other), including the Chartered Accountants ANZ Supplemental Royal Charter, By-Laws, Regulations, Rules, Policies, this Code and the Governance Manual.
2. A Director or Member of the Governance Body must, at all times, act honestly, in good faith and in the best interests of Chartered Accountants ANZ as a whole.
3. A Director or Member of a Governance Body has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
4. A Director or Member of a Governance Body has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by that body.
5. A Director or Member of a Governance Body must abide by the principle of collective responsibility for decisions. This means that although they may bring minority viewpoints or contributions to discussions or votes, decisions of each Governance Body must be supported by all its Directors and Members once made. (Note: A dissent can still be recorded in the minutes.)
6. A Director or Member of a Governance Body must not take improper advantage of their position.
7. A Director or Member of a Governance body must use the powers of office for a proper purpose, and only in the best interests of Chartered Accountants ANZ.
8. A Director or Member of a Governance Body shall make appropriate use of Chartered Accountants ANZ's resources made available to them for the performance of their duties.



9. A Director or Member of a Governance Body must recognise that the primary responsibility is to Chartered Accountants ANZ's members as a whole but should, where appropriate, have regard for the interests of all stakeholders of Chartered Accountants ANZ.
10. A Director or Member of a Governance Body should treat colleagues with respect, courtesy, honesty and fairness, and have proper regard for their interests, rights, safety and welfare, as well as not intimidating, harassing, bullying or discriminating against colleagues, members, staff, stakeholders or others.
11. A Director or Member of a Governance Body must not make improper use of information acquired as part of their role. Confidential information received by a Director or Member of a Governance Body in the course of the exercise of his or her duties remains the property of Chartered Accountants ANZ or the person from which or whom it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by Chartered Accountants ANZ, or the person from whom the information is provided, or is required by law. A Director or Member shall continue to be bound by this obligation even after termination of their role.
12. A Director or Member of a Governance Body must properly manage any conflict with the interests of Chartered Accountants ANZ. This means avoiding any situation which may give rise to a conflict of interest, where possible. Where an actual conflict of interest arises, or circumstances arise which may reasonably be perceived to give rise to a conflict of interest, the following steps should be taken:
 - Identify the conflict or potential conflict to the Chair of the relevant Governance Body
 - Refrain from communicating with other Directors or Members of that Governance Body on that issue
 - Remove him or herself from discussion on that issue
 - Abstain from voting on that issue
 - Ensure that the conflict/potential conflict and process followed are appropriately recorded in minutes of the relevant meeting(s).
13. A Director or Member of a Governance Body shall not engage in conduct that may bring discredit or disrepute upon Chartered Accountants ANZ or him or herself.
14. Where a Director or Member of a Governance Body is subject to any form of legal, regulatory or disciplinary action or any other adverse publicity that may cause embarrassment to the organisation, the following rules shall apply:
 - As soon as a Director becomes aware of any issue that may give rise to legal, regulatory or disciplinary action he/she shall advise the Board.
 - As soon as a Director becomes subject to any disciplinary, or other action (e.g. appearing before regulatory body) that may impact on Chartered Accountants ANZ's reputation, he/she should either step down until the matter has been resolved or resign from the Board. Once the matter has been resolved, it will be for the Board to decide whether the Director should resume their position or resign.
 - A Director standing for office must disclose to the Board if he/she is aware of any issue that may give rise to legal, regulatory or disciplinary action. If the Director has been subject to any such action in the past he/she should disclose details to the Board.
 - A Member considering standing for election who is aware of any issues that may give rise to legal, regulatory or disciplinary action or who have been subject to any such action in the past should seek confidential advice from the Chief Executive Officer as to whether this has the potential to cause any harm or damage to Chartered Accountants ANZ's reputation and, if so, whether the Member should either not stand for election or make appropriate disclosure in their biographical details.



15. A Director or Member of a Governance Body shall not apply for, receive or accept, directly or indirectly, from any source, any gift, benefit or other advantage which may reasonably appear to have been so applied for, received or accepted because of that Director's or Member's role or relationship with, or actions directly related to, any of the Governance Bodies. Should it be inappropriate to refuse such a gift, benefit or advantage, notably because such refusal is likely to cause a high level of embarrassment or offence to the donor, the gift, benefit or advantage should be surrendered, and in the case of a transferable gift, benefit or advantage, surrendered to the organisation through the Governance Manager.