

Draft — Committee Member Code of Conduct

Draft status

This is a draft for committee review and discussion.

i Note on relationship between the two Codes

This Committee Member Code of Conduct is additional to — not a replacement for — the proposed Member Code of Conduct. All committee members will need to sign the Member Code as well. This document sets out the higher standard of conduct expected of those who hold positions of trust within the Society.

NEW FARM & DISTRICTS HISTORICAL SOCIETY INC. Committee Member Code of Conduct

Our Commitment as Committee Members

Members of the management committee of New Farm & Districts Historical Society Inc. (NF&DHS) serve in a position of trust. We are elected by the membership to govern the Society, steward its resources, preserve its collections, and further its mission for the benefit of the community.

This Code of Conduct sets out the standards expected of all management committee members — including the President, Secretary, Treasurer, and all ordinary committee members. It is in addition to the Member Code of Conduct, which all committee members are also required to sign.

By nominating for and accepting a position on the management committee, you agree to these standards and acknowledge your obligations under the Associations Incorporation Act 1981 (Qld).

1. Acting in the Society's Best Interests

- a. I will at all times act in the best interests of NF&DHS and its members, not in my own personal, professional, or any third-party interest.
- b. I will exercise reasonable care, diligence and skill in carrying out my duties as a committee member.
- c. I acknowledge that my obligations as a committee member exist independently of my personal views, and that I must not use my position to pursue outcomes that benefit myself or others at the Society's expense.

2. Conflict of Interest

- d. I will declare any actual, potential or perceived conflict of interest before any relevant agenda item is discussed at a committee meeting. Where I am uncertain, I will err on the side of disclosure.
- e. Where I have a material personal interest, I will not be present while the matter is considered and will not vote on it, unless the other committee members decide otherwise under rule 7.4.2 of the constitution. For any other conflict, I will step aside from the discussion and abstain from any vote unless the committee determines otherwise.

- f. All declarations of conflict of interest will be recorded in the meeting minutes. A material personal interest, and any decision under rule 7.4.2, will also be disclosed at the next general meeting (rules 7.4.1(d) and 7.4.3).
- g. I acknowledge my obligations under sections 70B and 70C of the Associations Incorporation Act 1981 (Qld) and rule 7.4 of the constitution regarding material personal interests.

Examples of conflicts that should be declared include (but are not limited to): providing paid services to the Society; having a personal relationship with a supplier or grant applicant; having a financial interest in a property or organisation the Society is considering dealing with.

3. Confidentiality

- h. I will treat as confidential all matters discussed at committee meetings that are of a sensitive nature, including member information, financial details, personnel matters, legal matters, and any matter designated confidential by the committee.
- i. I will not disclose confidential information to any person outside the committee without the authorisation of the committee or the president.
- j. This obligation of confidentiality continues after I cease to be a committee member.
- k. I understand that if a performance and capacity review process under clause 8 of this Code is initiated in relation to me or another committee member, all parties involved must treat the matter with particular sensitivity and confidentiality, having regard to the privacy of the member concerned and the reputation of the Society.

4. Attendance and Commitment

- l. I will make every reasonable effort to attend all scheduled committee meetings and contribute actively to the work of the Society.
- m. If I am unable to attend a meeting, I will notify the secretary or president as early as possible with an apology.
- n. If I anticipate an extended absence (for example, due to travel or illness), I will seek a formal leave of absence from the committee. I understand that a leave of absence means I will not receive or be responsible for decisions made during my absence.
- o. I understand that under rule 6.5.6(e) of the constitution, my office is automatically vacated if I am absent from three consecutive committee meetings without the express approval of the committee.

5. Financial Responsibility

- p. I will act prudently and responsibly with Society funds and resources.
- q. I will follow the Society's financial authorisation procedures, including dual-authorisation requirements for payments and electronic transfers.
- r. I will not commit the Society to expenditure that exceeds any delegated authority set by the committee.

- s. I acknowledge my duty to take reasonable steps to prevent the Society from incurring a debt if there are reasonable grounds to expect that the Society is, or would become, insolvent.

6. Respectful Committee Conduct

- t. I will engage respectfully and constructively in committee discussions, including when I disagree with the views of other committee members.
- u. Once a committee decision has been made, I will support and implement that decision — even if I personally disagreed with the outcome — and will not work to undermine it outside the committee.
- v. I will raise concerns about committee decisions or the conduct of other members through appropriate internal channels, not through public statements, social media, or conversations with members outside the committee.
- w. I will not conduct Society business or make commitments on behalf of the Society outside of the proper committee process, without authorisation.

7. Compliance with the Act and Constitution

- x. I acknowledge my individual obligations as a committee member under the Associations Incorporation Act 1981 (Qld), including obligations relating to: acting in good faith and with due diligence; not improperly using my position or information obtained through my position; disclosing material personal interests; and preventing insolvent trading.
- y. I agree to abide by the Society's constitution, by-laws and any policies adopted by the committee.

8. Performance and Capacity Review

This clause addresses situations where a committee member is unable to fulfil the duties of their role due to ill health, extended incapacity, or any other reason. It is separate from, and does not require, any breach of this Code.

- z. If the management committee considers that I am unable to fulfil the duties of my role, the president (or, if the president is the member concerned, the next most senior office bearer) will meet privately with me to discuss the committee's concerns and give me a full and fair opportunity to respond.
- (aa) Following that meeting, the committee may, by unanimous resolution of the remaining committee members, determine that I am unable to fulfil my duties.
- (ab) If the committee makes that determination, it will invite me, in writing, to voluntarily resign from the committee within 21 days.
- (ac) If I decline to resign, or do not respond within 21 days, the committee may direct the Secretary to call a general meeting under rule 5.3.1(a) of the constitution to consider my removal from office under rule 6.5.3. Before any vote, I will be given a full and fair opportunity to show cause why I should not be removed (rule 6.5.4).

All parties involved in a process under this clause must treat the matter with sensitivity and confidentiality, having regard to my privacy and the reputation of the Society (see also clause 3, Confidentiality).

9. Consequences of Breach

A breach of this Code of Conduct may result in a formal request to resign, or — as a last resort — a motion to remove me from office at a general meeting under Rule 6.5.3 of the constitution. Where the concern relates to my capacity to fulfil my duties rather than a breach of conduct, the process at clause 8 of this Code (Performance and Capacity Review) applies instead. Serious breaches may be referred to the appropriate authorities.

Committee Member Acknowledgement

I have read and understood this Committee Member Code of Conduct and the Roles and Responsibilities document, which together form the Terms of Reference for the management committee. I agree to comply with them as a condition of my nomination for and service on the management committee of New Farm & Districts Historical Society Inc. I acknowledge that I am also bound by the Member Code of Conduct.

Full name:

Position nominated for:

Signature:

Date:

This signed form should be submitted to the Secretary together with the completed nomination form, at least 21 days before the AGM (rule 6.4.2 of the constitution).