

Code of Ethics and Conduct

Introduction

The Board of University of Melbourne Graduate Students Association (**GSA**) is committed to ensuring high standards of behaviour and corporate governance and implementing policies and procedures which reflect these standards.

Definitions

“**ACNC**” means the Australian Charities and Not-for-profits Commission.

“**AIR Act**” means the *Associations Incorporation Reform Act 2012 (Vic)*.

“**CoEC**” means this Code of Ethics and Conduct, as amended from time to time.

“**Constitution**” means the Constitution of GSA.

“**Electoral Tribunal**” means the Tribunal established pursuant to rule 13 of the Constitution.

“**Faculty Council member**” means a member of the Faculty Council established pursuant to rule 10(a) of the Constitution and the Regulations for Representative Council and Faculty Council.

“**GSA Associate**” means Members, Graduate Groups, Graduate Students, GSA Board members, Representative Councillors and Faculty Council members - collectively.

“**Graduate Groups**” means a group established pursuant to rule 3.9 of the Constitution.

“**Graduate Student**” means a person enrolled as a graduate student at the University.

“**GSA Board**” means the body having management of the business of GSA.

“**GSA Board member**” means a member of the GSA Board elected or appointed pursuant to rule 7.9 or 7.14 of the Constitution. GSA Board members are also members of GSA.

“**Member**” means a member of GSA.

“**Representative Councillor**” means a person elected or appointed to that position pursuant to rule 9.8 or 9.12 of the Constitution.

“**Staff member**” means a paid staff member of GSA.

Purpose and Scope

GSA expects all GSA Associates to behave in a manner that is ethical, moral and lawful in order to enhance trust within the GSA community and to promote and protect GSA's reputation.

The purpose of this CoEC is to set out the standard of behaviour expected of GSA Associates.

Regulatory Context

GSA is a Victorian incorporated association incorporated under the AIR Act. In accordance with the AIR Act, the Constitution is akin to a contract between GSA and its

members. It is a requirement of the Constitution that all GSA members comply with the CoEC.

Those GSA Associates that are GSA Board members are also 'office holders' within the meaning of the AIR Act and 'responsible persons' for the purpose of the ACNC. Therefore, in addition to complying with this CoEC, GSA Board members must also comply with certain legal duties and obligations prescribed by the AIR Act and ACNC Governance Standard 5. These duties are set out in the Annexure A.

While Representative Councillors are not 'office holders' within the meaning of the AIR Act or 'responsible persons' for the purpose of the ACNC, they are still required to exercise the responsibilities of their office in accordance with this CoEC.

Values

GSA is committed to the following values:

- **Integrity** ... care, honesty, morality, respect.
- **Service** ... altruism, generosity, passion, sustainability.
- **Spirituality** ... communal, contemporary, holistic, inclusive.
- **Teamwork** ... collaboration, communication, initiative, leadership.
- **Thinking** ... creativity, inquisitiveness, intellect, reflection.
- **Wellbeing** ... courage, happiness, health, resilience.

All GSA Associates

All **GSA Associates** must:

- comply with the provisions of the GSA Constitution that apply to them and otherwise promote the purpose of the GSA;
- treat others fairly, without discrimination in relation to personal attributes, including (but not limited to) their age, gender identity, disability, political belief or activity, race, religious belief or activity, sex or sexual orientation;
- treat others with courtesy and respect, including not engaging in bullying, harassment, sexual harassment, victimisation or threatening behaviour of any kind;
- ensure that their language is respectful and not intimidating or threatening when interacting with one another and the wider GSA community;
- refrain from making defamatory, malicious or vexatious statements or communications (including at meetings and events; in person; by email, telephone or text message; via any form of electronic or online platform; or by social media) against one another or a member of the wider GSA community;

- conduct themselves in a manner that upholds and does not undermine the reputation and image of GSA;
- refrain from engaging in conduct or communicating information in any context (including social media) that could reasonably be considered to discredit, be prejudicial to or have a negative impact on GSA;
- act with discretion and maintain confidentiality when communicating with one another, including by respecting privacy and confidentiality in sensitive matters;
- promote a mutually respectful, collaborative and supportive relationship with GSA, developing a positive working relationship;
- listen to one another in a respectful manner and respect differences of opinion;
- foster an atmosphere where diverse and competing views are welcomed and properly evaluated so as to arrive at the best decisions through consensus (where possible);
- encourage an atmosphere of cooperation and respectful listening and language; and
- comply with the spirit, as well as the letter, of the law and the principles of this CoEC.

Board members, Representative Councillors and Faculty Council members

GSA Associates that are **Board members, Representative Councillors** or **Faculty Council members** must:

- act honestly, in good faith and in the best interests of GSA;
- act in accordance with the GSA's charitable purpose as set out in rule 3.1 of the Constitution. In particular, when making decisions, Board members and Representative Councillors should consider whether their decisions further GSA's charitable purpose;
- maintain confidentiality in relation to GSA Board and/or Representative Council business. In particular, GSA Board members and Representative Councillors must not disclose sensitive or confidential information or discussions between GSA Board members or Representative Councillors (in their capacity as Board members or Representative Councillors) outside of the GSA Board or Representative Council without express consent or unless permitted by law;
- use care and diligence in fulfilling their functions;
- use powers only for a proper purpose and in the best interests of GSA as a whole;
- recognise that the primary responsibility is to GSA as a whole but may, where appropriate, have regard to the interest of all stakeholders of GSA;
- not make improper use of information acquired;
- not take improper advantage of their position;

- not engage in conduct likely to bring discredit to GSA;
- properly disclose, record and manage any conflict of interest;
- exercise independent judgement in their actions and take all reasonable steps to be satisfied as to the soundness of all decisions made by the Board or Representative Council; and
- ensure that all communications (both during and outside of Board and/or Representative Council meetings) are courteous and respectful.

GSA Associates that are **Board members** must also comply with the duties set out in Annexure A.

Responsibility

All GSA Associates are required to familiarise themselves with, and regularly review this CoEC, as the GSA Board may from time to time at its absolute discretion, amend or replace it.

The Chief Executive Officer (in consultation with the GSA Board) is responsible for the implementation and review of this CoEC.

Compliance

If you believe that a GSA Associate has breached this CoEC, you may contact the Secretary or President.

Any reports of a breach of this CoEC will be taken seriously and investigated appropriately by GSA. If a GSA Associate is found to have breached this CoEC, GSA may take disciplinary action against them.

Authorisation

This CoEC is authorised by the GSA Board and Chief Executive Officer.

Declaration

I..... agree to comply with this Code of Ethics and Conduct and I understand that any breach may lead to disciplinary action, including termination of my relationship with GSA.

SIGNED:

.....
Signature

.....
Witness

.....
Print name

.....
Witness name

..... / /
Date

Annexure A – Duties and obligations

Duties under the AIR Act

Under the AIR Act, GSA Board members are subject to, and must comply with, certain legal duties and obligations. A breach of these duties may lead to a civil penalty, criminal penalty and/or a requirement to pay for loss that has been incurred as a result of the breach.

Penalties may be imposed on individuals of up to \$20,000 for breaching duties of Board members or \$10,904.40 (as at April 2022) for using their position or information for a dishonest purpose.

The AIR Act duties are briefly outlined below.

Improper use of position or information

Officer holders must not improperly use their position to gain an advantage for themselves or any other person or to cause detriment to GSA.

Similarly, office holders must not use information gained as an office holder to gain an advantage for themselves or any other person or to cause detriment to GSA. This duty also applies to former officer holders.

Reasonable Care and Diligence

Office holders must exercise powers and discharge duties with a reasonable degree of care and diligence.

This duty requires office holders to apply reasonable care in the performance of their duties. The standard is assessed by reference to GSA's circumstances and the specific officer's position, experience and responsibilities.

Office holders must remain informed about the activities and affairs of GSA, which includes actively asking questions in order to gain a complete understanding of these activities and affairs. This duty requires office holders to inform themselves of GSA's financial position and avoid trading while insolvent. Under this duty, ignorance is not a defence to liability.

Exercise powers and discharge duties in good faith in the best interests of the GSA and for a proper purpose.

Office holders must act in good faith and for a proper purpose, for the benefit of GSA. The interests of GSA must always be the principal consideration.

In the context of GSA, this involves a clear understanding of the charitable purpose of the organisation, ensuring that all decisions are made with reference to that purpose.

Conflicts of Interest and Related Party Transactions

Board members must comply with GSA's Conflicts of Interest and Related Party Transactions Policy at all times. A Board member who has a material personal interest in a matter being considered at a Board meeting must, as soon as the Board member

becomes aware of their interest in the matter, disclose the nature and extent of that interest to the Board. A Board member who has a material personal interest in a matter must disclose the nature and extent of that interest to the members at the next general meeting.

Board members who have a material personal interest must not be present while the matter is being considered or vote on the matter.

Insolvent trading

Office holders have ultimate responsibility for the financial affairs of GSA. Office holders must take steps to be satisfied that GSA will be able to pay its debts when they become due.

It is important not to leave the responsibilities regarding the financial position of GSA to another office holder. All office holders are required to understand the financial position of GSA and avoid operating while insolvent.

Duties under ACNC Governance Standard 5

ACNC Governance Standard 5 requires that GSA must take steps to make sure that its Responsible Persons comply with certain duties. Part of what this standard requires is that the Board is made aware of these duties. These duties largely overlap with the duties set out in the AIR Act and can be summarised as follows:

- to act with reasonable care and diligence;
- to act honestly and fairly in the best interests of the charity and for its charitable purposes;
- not to misuse their position or information they gain as a Responsible Person;
- to disclose conflicts of interest;
- to ensure that the financial affairs of the charity are managed responsibly; and
- not to allow the charity to operate while it is insolvent.