



ARITA Board and Committees Charter & Code of Conduct

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Introduction

The Australian Restructuring Insolvency and Turnaround Association (ARITA) represents practitioners and other associated professionals who specialise in the fields of insolvency, restructuring and turnaround.

We have more than 2,200 members and subscribers including accountants, lawyers and other professionals with an interest in insolvency and restructuring.

Around 80% of Registered Liquidators and Registered Trustees choose to be ARITA members.

ARITA aims to lead and support appropriate and efficient ways to expertly manage financial recovery.

We lead by providing innovative training and education, upholding world class ethical and professional standards, partnering with government and promoting the profession to the public at large.

Our members, government and the community seek us out for our deep understanding of restructuring, insolvency and turnaround. We aggregate and benefit from the expertise of our individual members and add our broad market overview and internal expertise.

As a professional association, our obligation to the community as a whole underpins our approach and ethics. Accordingly, we take an unbiased stance that seeks to balance the needs of all stakeholders to deliver the most equitable of outcomes.

Considering our expectations for the evolution of the market between now and 2025, ARITA has three pillars on which our forward strategy rests.

Shaping our future

ARITA Strategic Plan 2025



AMBITION

To lead and support appropriate and efficient means to expertly manage financial recovery.

STRATEGIC PRIORITIES

BE INVALUABLE & INDISPENSABLE



Deliver more value

Member service at the centre of our focus

Expand and tailor our member offering

SHAPE THE PROFESSION



Diversity and Inclusion

Advocate for our profession

Ensure our professional standards are met

THRIVE & FUTURE PROOF



Be a sustainable organisation

Grow our profession's capability

Grow our sense of community

Board Charter

Role of the Board

The Board is responsible for all matters relating to the performance and effective supervision ARITA.

The Board's role is to govern, rather than to manage, ARITA. In governing ARITA, the directors must act in the best interests of ARITA as a whole. It is the role of the CEO to manage ARITA in accordance with the direction and delegations of the Board. It is the responsibility of the Board to oversee the activities of management in carrying out these delegated duties.

Responsibilities of the Board

The Board has the final responsibility for the successful operations of ARITA. In general, the Board is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of ARITA. It is required to do all things that may be necessary to be done in order to achieve the objectives of ARITA, as defined in the Constitution and in ARITA's strategic plan. The Board must also ensure that ARITA complies with all of its contractual, statutory and any other legal obligations, including the requirements of any regulatory body. Without intending to limit this general role of the Board, the principal functions and responsibilities of the Board include the following:

Providing leadership to ARITA by:

- acting in the public interest to elevate the RIT profession in the eyes of the community;
- guiding the development of an appropriate culture and values for ARITA through the establishment and review of policies, rules and procedures to enforce ethical behaviour and provide guidance on appropriate work practices;
- always acting in a manner consistent with ARITA's culture and Code of Conduct.

Overseeing the development and implementation of an appropriate strategy by:

- working with the President, Chief Executive Officer and directors to ensure that an appropriate strategic direction and array of goals, both strategic and operational, are in place;
- regularly reviewing strategic performance and amending or updating ARITA's strategic direction and goals;
- ensuring that an appropriate set of internal controls are implemented and reviewed regularly;
- overseeing planning activities, including the development and approval of strategic plans, annual corporate budgets and long-term budgets including operating budgets, capital expenditure budgets and cash flow budgets;
- reviewing the progress and performance of ARITA in meeting these plans and corporate objectives, including reporting the outcome of such reviews on at least an annual basis.
- regularly reviewing ARITA's financial performance;
- overseeing the control and accountability systems that ensure ARITA is progressing towards the goals set by the Board and in line with ARITA's purpose, the agreed corporate strategy, legislative requirements and community expectations;
- ensuring robust and effective strategic and operational risk management, compliance and control systems (including legal compliance) are in place and operating effectively;
- appointing and remunerating the CEO and, where necessary, deciding on the removal of the CEO;

- ratifying the appointment and the terms and conditions of the appointment of directors;
- selecting and appointing non-elected directors and ratifying the terms and conditions of the appointment of non-elected directors;
- ensuring an effective performance review process for all directors, including the President;
- ensuring that an appropriate succession plan is in place for the President, Chief Executive Officer, directors and senior management;
- ensuring appropriate human resource systems (including OH&S systems) are in place to ensure the well-being and effective contribution of all employees; and
- documenting appropriate powers to be delegated to management to ensure the effective day-to-day management of the business and monitoring the exercise of these powers.

The detail of some Board functions may be handled through Board Committees. However, the Board as a whole is responsible for determining the extent of powers residing in each Committee and is ultimately responsible for accepting, modifying or rejecting Committee recommendations.

Board size and composition

The full Board determines the Board size and composition, subject to limits imposed by ARITA's Constitution.

The President, Deputy President and Vice President(s) are selected by the Board in line with the Constitution.

Role of the President

The President of the Board is responsible for:

- leadership of the Board;
- chairing of meetings of the Board;
- overseeing the Board in the effective discharge of its role and responsibility;
- convening and conducting the Board's functions and meetings;
- counselling and mentoring all directors;
- providing advice and counsel to the Chief Executive Officer including leading formal reviews (via the Nominations Committee) and feedback on his or her performance and overseeing his or her development;
- facilitating the effective contribution of all directors;
- providing effective and respectful relations between Board members;
- participating in the review of all directors;
- ensuring the effective evaluation of the Board's performance on a regular basis;
- ensuring that management reporting to the Board is timely and effective;
- ensuring that a strategic plan is reviewed on a regular basis and that the Board monitors ARITA's performance against the plan;
- ensuring that new Board members are well briefed and have access to information on all aspects of ARITA's operations;

- representing the Board in dealings with the CEO ensuring that its views are communicated clearly and accurately; and
- representing the views of the Board to the public, governments etc. on appropriate occasions.

Role of the Deputy President

The Deputy President of the Board is responsible for:

- leadership of the Board;
- chairing of meetings of the Board in the absence of the President;
- overseeing the Board in the effective discharge of its role and responsibility;
- the organisation and conduct of the Board's function and meetings;
- counselling and mentoring all directors; and
- chairing of Committees of the Board as required.

Role of the Vice President(s)

The Vice Presidents of the Board are responsible for:

- leadership of the Board;
- chairing of meetings of the Board in the absence of the President and Deputy President;
- counselling and mentoring all directors; and
- chairing of Committees of the Board as required.

Statement of individual director responsibilities

As members of the peak decision-making body in ARITA, directors share ultimate responsibility for ARITA's overall success. Therefore, directors have an individual responsibility to ensure that the Board is undertaking its responsibilities as set out in the Responsibilities of the Board. Directors need to ensure that the Board is providing:

- leadership to ARITA, particularly in the areas of ethics and culture;
- leadership to members, particularly when acting in the public interest;
- a clear and appropriate strategic direction;
- accountability to key stakeholders, particularly members;
- oversight of policies;
- oversight of all control and accountability systems including all financial operations and solvency, risk management and compliance;
- an effective senior management team and appropriate personnel policies;
- timely and effective decisions on matters reserved to it;
- standards of professional conduct for members and ensuring that these are adhered to;
- effective and timely reporting to members; and
- adequate insurance cover for product and public liabilities and directors liabilities in the event of a claim against ARITA.

All directors are bound by the Code of Conduct.

Expectation of directors in Board process

Since the Board needs to work together as a group, directors need to establish a set of standards for Board and/or Board Committee meetings. It is expected that directors shall, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Board and/or Board Committee.

This will include, but not be limited to:

- acting in a professional manner;
 - acting with due care and diligence;
 - acting in accordance with the Constitution, the Code of Conduct and Board policies;
 - addressing issues in a confident, firm and professional manner;
 - preparing thoroughly for each Board and adding value by their attendance;
 - using judgment and common sense when discussing issues;
 - minimizing irrelevant conversation and remarks;
 - ensuring that others are given a reasonable opportunity to put forward their views;
 - refraining from interruption or interjection when a speaker has the floor; and
 - being particularly sensitive in interpreting any request or direction from the President that aims to ensure the orderly and good-spirited conduct of the meeting.
-
- A director shall, unless exempted by the Board or the President, co-operate in corporate governance procedures prescribed by the Board including periodic appraisals of the performance of the Board.
 - A director generally must not engage in conduct, or make any public statement likely to prejudice ARITA's business or likely to harm, defame or otherwise bring discredit upon or denigrate ARITA, fellow directors or staff.
 - A director must not be discourteous towards fellow directors or staff or make personal attacks on a fellow director or a member of staff, whether in Board, Committee or other internal ARITA meetings or in discussion with others or in public statements.

Directors are expected to be forthright in Board meetings and have a duty to question, request information, raise any issue, and fully canvas all aspects of any issue confronting ARITA, and cast their vote on any resolution according to their own judgment.

Directors will maintain confidentiality of all Board discussions and deliberations. Similarly, all confidential information received by a director in the course of the exercise of the director's duties remains the property of ARITA and is not to be discussed outside the boardroom unless compelled by law or for the purposes of obtaining legal advice.

Outside the boardroom, however, directors will support the letter and spirit of Board decisions in discussions or representations they make to any stakeholders of the organisation; including any

members or ex-members, special interest groups, government or media representatives, staff, suppliers, other associations, insolvency industry participants and any other parties.

Access to information and independent advice

Directors may access such information and seek such independent advice as they individually or collectively consider necessary to fulfil their responsibilities and permit independent judgement in decision making.

Directors will be entitled to access members of staff via the Chief Executive Officer at any time to request relevant and additional information or seek explanation and to have access to external auditors without management present to seek explanations or additional information.

Directors may seek independent professional advice with the President's prior consent, which will not be unreasonably withheld and which will be at ARITA's expense.

Board meetings

ARITA's Constitution specifies that the Board shall meet on at least four occasions per year in person. Other meetings may be held electronically from time to time on a needs basis. Directors will allocate sufficient time to perform their duties effectively.

Directors will make all reasonable endeavours to attend Board meetings in person. However, attendance may also be via other forms of technology permitted by ARITA's Constitution.

Conflicts of interest

Notwithstanding the ongoing obligation detailed in the Code for a director to disclose to the Board any actual or potential conflicts that might reasonably be thought to exist between the interests of the director and the interests of ARITA, at the commencement of each Board meeting directors are further required to identify to the Chair any conflict of interest that is likely to impact on their capacity to discharge their duties as a director during the meeting.

The Board can request a director to take reasonable steps to remove the conflict of interest. If a director cannot or is unwilling to remove a conflict of interest then the director must absent himself or herself from the room when discussion and voting occur on matters to which the conflict relates.

The entry and exit of the director concerned will be minuted by the Board. Directors do not have to absent themselves when either:

- the conflict of interest relates to an interest common to all ARITA members; or
- the Board passes a resolution that identifies the director, the nature and extent of the director's interest and clearly states that the other directors (who do not have a material personal interest in the matter) are satisfied that the interest should not disqualify the director concerned from voting on the matter or being present.

Confidentiality

All Board papers, discussions and communications to the Board remain, at all times, strictly confidential unless the Board has resolved or initially marked as otherwise. Meeting summaries of the outcomes of Board meetings will be publicly released providing a precis of the minutes which are suitable for wider release.

Related party transactions

Related party transactions, including any financial transaction between a director or officer and ARITA, will be reported in writing to each Board meeting. In general, the Corporations Act 2001 requires related party transactions to be approved by the members; the Board cannot approve these transactions. An exemption to this requirement occurs where the financial benefit is given on arm's length terms.

Review of Charter

The Board will review this Charter annually to ensure they remain consistent with the Board's objectives, responsibilities and relevant standards of corporate governance.

Board Committees

To assist it in carrying out its responsibilities, the Board has established standing Committees comprising some or all of its members. They are:

1. Nominations Committee.

The Nominations Committee's role is to:

- appoint and review the performance of the CEO;
- advise the Board on necessary skills and attributes of future Board members;
- make recommendations to the Board regarding additional director appointments; and
- assist with succession planning on the Board.

The Committee consists of the President, Deputy President and Immediate Past President

The Nominations Committee has no standing delegation of powers of the Board.

2. Finance Committee.

The Finance Committee's role is to:

- review the financial operations of ARITA;
- recommend the adoption of financial reports to the Board, and
- assist with planning annual budgets.
- The Board determines the composition of the Finance Committee from time to time.

The Finance Committee has no standing delegation of powers of the Board.

3. Professional Conduct Committee (PCC).

The PCC's structure, role and function are defined in the Constitution and Regulations.

In November 2015, under the authority of s22.6 of the Constitution, the Board delegated the following powers to the PCC:

- s7.2 (d) the Board may terminate a member's membership as prescribed in the Regulations from time to time;

- s8.3 discretionary termination or suspension of membership;
- s8.5 notification and publication; and
- all powers related to Section 8 of the Constitution that exist in the Regulations.

4. Membership Committee.

The Membership Committee's role is to:

- review membership applications, upgrades and reinstatements on behalf of the Board; and
- provide guidance to the Board and the ARITA staff as to membership-related issues including retention, categorisation, and development.

The Board determines the membership of this Committee at its discretion, with due regard to ensuring geographic and firm-type representation.

In November 2015, under the authority of s22.6 of the Constitution, the Board delegated the following powers to the Membership Committee:

- any ambiguity arising under clause 6.2(b)(i) in respect of a member's category of membership will be resolved by the Board in good faith;
- s6.4 (d) any person who, notwithstanding their failure to meet the requirements of the Eligibility Criteria is, in the opinion of the Board of sufficient seniority and standing in the profession to justify an exemption from those requirements, may be granted an exemption. An exemption will only be considered if the proposed member has demonstrated their standing in the profession by way of senior professional and substantial exemplary experience, publications, research, judicial or regulatory position held, or other such objective measure;
- s6.5 (d) when an application is made, the Board (or, if determined by the Board to be appropriate, a delegate under clause 22.6) will consider the application at the earliest practicable meeting of the Board (or meeting of the delegate). The Board (or the delegate) may accept or reject the applicant for membership, in its absolute discretion;
- s6.5 (g) a successful applicant becomes a member upon completion of the required declarations prescribed by ARITA from time to time and payment of the fees in accordance with clause 6.6, or if the Member is not required to pay an annual membership fee under clause 6.6, at the time at which the applicant's application is accepted by the Board or the Delegate under clause 22.6.
- s7.1(a)(i) if the Member gives the CEO written notice of resignation, from the date of acceptance of that notice by the Board, subject to the Board's power to decline to accept the resignation of a Member while his or her professional conduct is the subject of investigation, Company Disciplinary Proceedings or Disciplinary or Legal Proceedings under clause 8, in which event the resignation shall take effect from a later date as may be determined by the Board from time to time;
- s8.6 re-admission to membership and remission of penalty; and
- all related powers under the Regulations.

5. Small-Medium Practice (SMP) Committee.

This Committee advises the Board and ARITA staff on all relevant issues related to small-medium restructuring, insolvency, turnaround and practice management.

The Board determines the membership of this Committee at its discretion, with due regard to ensuring geographic and firm-type representation.

The SMP Committee has no standing delegation of powers of the Board.

6. Communications Committee.

This Committee advises the Board and ARITA staff on communications opportunities and options.

The Board determines the membership of this Committee at its discretion.

The Communications Committee has no standing delegation of powers of the Board, especially noting that the Committee does not have delegation to make public comment for or on behalf of ARITA.

All of these Board Committees are governed by specific terms of engagement empowered by the Board.

In addition, Board Committees and/or the CEO may appoint working groups at their discretion.

Role of Division Committees

Division Committees are a key part of the ARITA structure. The role of Division Committees has evolved over time as ARITA has professionalised its structure and some of the functions that were previously carried out by Division Committees are now undertaken in part or full by ARITA staff.

The core role of Divisions is to be an internal voice and to represent our members. The Board resolved that the functions of Division Committees should specifically be to:

- form a Division Committee pursuant to the Constitution;
- nominate members to be directors of ARITA. All director appointments are for a year from AGM to AGM (subject to Constitutional amendment);
- review and make recommendations to the Board on applications for membership and membership category changes (new student membership acceptance is delegated to the CEO and is automatic on enrolment in certain courses. Graduate members are accepted on completion of the Advanced Certification or IEP);
- act as a key communication channel between ARITA members and the Board;
- give guidance to ARITA staff on suitable/desired program of local events;
- assist in the selection of speakers/presenters for local CPD and networking events;
- set up and host local events;
- organise programs for Divisional Conferences;
- facilitate and support local Young Professionals Committees;
- assist in identifying potential workshop facilitators and insolvency forum presenters
- provide members for relevant Committees and consultation groups; and
- provide a preferred pool of appointees at ASIC and AFSA registration and discipline Committees.

Rules for Division Committee members

Division Committee members are, in general, governed by the same rules, Code of Conduct and expectations as outlined in this document for directors.

Limitations on actions of Division Committees and Division Committee members

Division Committees and Division Committee members are only empowered to act with powers expressly conveyed by the Constitution or delegated by the Board.

Division Committee members are not able to claim to represent ARITA without specific approval of the Board. This includes representations to the other organisations, government bodies, regulators, members of parliament or the media.

Expectation of Division Committee members in the Committee process

Since Division Committees need to work together as a group, Committee members need to maintain a set of standards for Committee meetings. It is expected that Committee members shall, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings at all meetings of the Committee.

This will include, but not be limited to:

- acting in a professional manner;
- acting with due care and diligence;
- acting in accordance with the Constitution, the Code of Conduct and Board policies;
- addressing issues in a confident, firm and professional manner;
- preparing thoroughly for each Committee meeting and adding value by their attendance;
- using judgment and common-sense when discussing issues;
- minimizing irrelevant conversation and remarks;
- ensuring that others are given a reasonable opportunity to put forward their views;
- refraining from interruption or interjection when a speaker has the floor; and
- being particularly sensitive in interpreting any request or direction from the Chair that aims to ensure the orderly and good-spirited conduct of the meeting.

Committee members shall co-operate in corporate governance procedures prescribed by the Board including periodic appraisals of the performance of the Committee.

Committee members generally must not engage in conduct, or make any public statement likely to prejudice ARITA's business or likely to harm, defame or otherwise bring discredit upon or denigrate ARITA, fellow Committee members, directors or staff.

A Committee member must not be discourteous towards fellow Committee members, directors or staff or make personal attacks on a fellow Committee member, director or a member of staff, whether in Committee or other internal ARITA meetings or in discussion with others or in public statements.

Committee members are expected to be forthright in Committee meetings and have a duty to question, request information, raise any issue, and fully canvas all aspects of any issue confronting the Committee, and cast their vote on any resolution according to their own judgment.

Outside Committee meetings, however, Committee members will support the letter and spirit of Board decisions in discussions or representations they make to any stakeholders of the organisation; including any members or ex-members, special interest groups, government or media representatives, staff, suppliers, other associations, insolvency industry participants and any other parties.

Committee members will maintain confidentiality of all Committee discussions and deliberations. Similarly, all confidential information received by a Committee member in the course of the exercise of the Committee members' duties remains the property of ARITA and is not to be discussed outside the meeting room unless compelled by law.

Frequency of Division meetings

ARITA's Constitution does not specify how often that the Committee must meet however it is expected that each Division Committee shall meet on at least four occasions per year in person. Other meetings may be held electronically from time to time on a needs basis. Committee members will allocate sufficient time to perform their duties effectively.

Committee members will make all reasonable endeavours to attend meetings in person. However, attendance may also be via other forms of technology permitted by ARITA's Constitution.

Conflicts of interest

Notwithstanding the ongoing obligation detailed in the Code for Committee members to disclose to the Board and/or Committee any actual or potential conflicts that might reasonably be thought to exist between the interests of the Committee member and the interests of ARITA, at the commencement of each meeting Committee members are further required to identify to the Chair any conflict of interest that is likely to impact on their capacity to discharge their duties during the meeting.

The Board or the Division Committee can request a Committee member to take reasonable steps to remove the conflict of interest. If a Committee member cannot or is unwilling to remove a conflict of interest then the Committee member must absent himself or herself from the room when discussion and voting occur on matters to which the conflict relates.

The entry and exit of the Committee member concerned will be minuted. Committee members do not have to absent themselves when either:

- the conflict of interest relates to an interest common to all ARITA members; or
- the Board passes a resolution that identifies the Committee member, the nature and extent of the Committee member's interest and clearly states that the directors and other Committee members (who do not have a material personal interest in the matter) are satisfied that the interest should not disqualify the Committee member concerned from voting on the matter or being present.

Confidentiality

All Committee papers, discussions and communications to the Committee remain, at all times, strictly confidential unless resolved or marked as otherwise. Meeting summaries of the outcomes of Committee meetings will be publicly released providing a precis of the minutes which are suitable for wider release.

Board Code of Conduct

ARITA is governed by a Board of Directors. The Board is accountable to members for the performance of ARITA, for its good governance and the development of sound policies to enable ARITA to achieve its vision and core objectives.

The conduct and behaviours of company directors in Australia are prescribed by the Corporations Act 2001 and Corporations Regulations 2001.

They are also regulated by the common law and a range of Commonwealth and other government legislation on topics in which companies have dealings, including taxation law, competition and consumer law and insolvency law.

As a director of a professional association that seeks to show professional behaviour and to protect the community from malpractice by its members, an ARITA director must also possess and maintain professional capability and personal qualities of a very high order.

Purpose of the Code

The objective of this Code is to identify the ethical and professional standards of corporate and individual behaviour that are expected of directors of ARITA.

The Code also provides guidance to directors to assist them in carrying out their duties and responsibilities in accordance with the standards of professional conduct that ARITA expects of its directors.

The document is not an exhaustive statement of director obligations and duties. The principles were developed with the intention that they should sit comfortably and consistently with the many legal obligations that apply to directors.

The benefit of having the Code of Conduct is that it provides a degree of permanence in a code of behaviour that stands outside the constantly changing legal and regulatory framework.

Directors must familiarise themselves with the principles of the Code and commit to upholding them at all times by signing a copy of the Code on their appointment as a director.

Principles of Board Code of Conduct

The principles of the Board Code of Conduct state that directors must:

- act in good faith and in the best interest of ARITA;
- act with honesty and integrity;
- act fairly and impartially;
- use information appropriately;
- exercise due care, diligence and skill;
- demonstrate leadership and stewardship; and
- comply with the law, this Code and ARITA's policies and procedures.

PRINCIPLE 1: DIRECTORS MUST ACT IN GOOD FAITH AND IN THE BEST INTEREST OF ARITA

Directors must demonstrate accountability for their actions, accept responsibility for their decisions and act in a way which protects and does not damage ARITA's assets or reputation at all times.

WHAT THEY MUST DO:

- Undertake their duties with care and diligence;
- Commit to be an active member of the Board;
- Deal fairly and respectfully with everyone in ARITA including colleagues, staff, clients, suppliers, competitors and any other third parties or business partners with whom they deal during the course of their term;
- Exercise their authorities responsibly and within their limits set by the Board and in accordance with ARITA's policies and procedures; and
- Be mindful that their conduct in all aspects of their life that reflect on their standing as a Board member and the reputation of ARITA.

PRINCIPLE 2: DIRECTORS MUST ACT WITH HONESTY AND INTEGRITY

Directors are required to act with honesty and integrity at all times. They must be open and transparent in their dealings and use authority responsibly. They should not place themselves in a position of conflict of interest nor engage in activities that will bring ARITA into disrepute.

WHAT THEY MUST DO:

- Be honest and forthright in all of their communications and dealings with ARITA, including colleagues, staff, members, government and regulators;
- Commit to high standards of professionalism and ethics;
- Avoid actual or perceived conflicts of interest; and
- Not take improper advantage of the position of director to gain a personal advantage or cause detriment to ARITA.

PRINCIPLE 3: DIRECTORS MUST ACT FAIRLY AND IMPARTIALLY

Directors must avoid bias, discrimination, impulse decisions and self-interest. They must demonstrate respect for others by acting in a professional and courteous manner and set an example in living the values of ARITA.

WHAT THEY MUST DO:

- Treat all people with whom they deal with dignity and respect;
- Advise and behave in a manner that is free of favouritism, self-interest and preference;
- Respect human dignity and foster a culture free of intimidation;
- Consider all relevant facts objectively when implementing policy or procedures to ensure equitable outcomes; and
- Act in accordance with anti-discrimination legislation.

PRINCIPLE 4: DIRECTORS MUST USE INFORMATION APPROPRIATELY

Directors are to ensure that information gained as a director is used and applied for proper purposes and is kept confidential at all times.

WHAT THEY MUST DO:

- Only use information gained as a director or Board member for the purposes intended by the Board and for purposes that are in the interest of ARITA;
- Be conscious that directors hold privileged information and that strict rules apply to that information; and
- Not disclose information outside appropriate and responsible circles unless the disclosure has been authorised by the Board or is required by law.

PRINCIPLE 5: DIRECTORS MUST EXERCISE DUE CARE, DILIGENCE AND SKILL

Directors must ascertain all relevant information, make reasonable enquiries and understand the financial, strategic and other implications of Board decisions.

WHAT THEY MUST DO:

- Ensure they understand how the business and the Board operate;
- Ensure they are well prepared and ask relevant questions;
- Understand the strengths, weaknesses, opportunities and threats faced by ARITA;
- Understand financial reports and other financial material and actively inquire into this material; and
- Ensure full compliance with legal, ethical and policy obligations of ARITA.

PRINCIPLE 6: DIRECTORS MUST DEMONSTRATE LEADERSHIP AND STEWARDSHIP

Directors are required to contribute and support the strategic direction and vision of ARITA.

WHAT THEY MUST DO:

- Contribute to the development and promote the strategic direction of ARITA.
- Behave in a way that exemplifies the values of ARITA.
- Exercise independent judgement and goodwill in overseeing the direction of ARITA.
- Be responsible for both tangible and intangible assets of ARITA and ensure appropriate risk controls are in place.
- Demonstrate leadership in the community and ensure that ARITA acts in the public interest.

PRINCIPLE 7: DIRECTORS MUST COMPLY WITH THIS CODE, THE LAW AND ARITA POLICIES AND PROCEDURES

Directors are required to comply with this Code and to report any conduct by directors that may be in breach of the law, this Code or any other ARITA policies or procedures as soon as possible.

WHAT THEY MUST DO:

- Familiarise themselves with the Code, all legislation and policies & procedures which set out the rules, regulations and working operations in which ARITA does business;
- Complete sufficient training and education programs to build and maintain their awareness and understanding of relevant laws, policies, procedures and practices; and
- Report all actual or suspected breaches of the law by directors, this Code and ARITA's policies, procedures or practices immediately to the President.

Committee Code of Conduct

As a Committee member of a professional association that seeks to demonstrate professional behaviour and to protect the community from malpractice by its members, an ARITA Committee member must also possess and maintain professional capability and personal qualities of a very high order.

Purpose of the Code

The objective of this Code is to identify the ethical and professional standards of corporate and individual behaviour that are expected of Committee members of ARITA.

The Code also provides guidance to Committee members to assist them in carrying out their duties and responsibilities in accordance with the standards of professional conduct that ARITA expects of its Committee members.

The document is not an exhaustive statement of Committee member obligations and duties. The principles were developed with the intention that they should sit comfortably and consistently with the many legal and ethical obligations that apply to Committee members.

The benefit of having the Code of Conduct is that it provides a degree of permanence in a code of behaviour that stands outside the constantly changing legal and regulatory framework.

Committee members must familiarise themselves with the principles of the Code and commit to upholding them at all times by signing a copy of the Code on their appointment as a Committee member.

The principles of the Committee Code of Conduct state that Committee members must:

- act in good faith and in the best interest of ARITA;
- act with honesty and integrity;
- act fairly and impartially;
- use information appropriately;
- exercise due care, diligence and skill;
- demonstrate leadership and stewardship; and
- comply with the law, this Code and ARITA's policies and procedures.

Principles of Committee Code of Conduct

PRINCIPLE 1: COMMITTEE MEMBERS MUST ACT IN GOOD FAITH AND IN THE BEST INTEREST OF ARITA

Committee members must demonstrate accountability for their actions, accept responsibility for their decisions and act in a way which protects and does not damage ARITA's assets or reputation at all times.

WHAT THEY MUST DO:

- Undertake their duties with care and diligence;
- Commit to be an active member of the Committee;
- Deal fairly and respectfully with everyone in ARITA including colleagues, staff, clients, suppliers, competitors and any other third parties or business partners with whom they deal during the course of their term;
- Act responsibly and within their limits set by the Board and in accordance with ARITA's policies and procedures; and
- Be mindful that their conduct in all aspects of their life that reflect on their standing as a Committee member and the reputation of ARITA.

PRINCIPLE 2: COMMITTEE MEMBERS MUST ACT WITH HONESTY AND INTEGRITY

Committee members are required to act with honesty and integrity at all times. They must be open and transparent in their dealings. They should not place themselves in a position of conflict of interest nor engage in activities that will bring ARITA into disrepute.

WHAT THEY MUST DO:

- Be honest and forthright in all of their communications and dealings with ARITA, including colleagues, staff, members, government and regulators;
- Commit to high standards of professionalism, and ethics;
- Avoid actual or perceived conflicts of interest; and
- Not take improper advantage of the position of Committee member to gain a personal advantage or cause detriment to ARITA.

PRINCIPLE 3: COMMITTEE MEMBERS MUST ACT FAIRLY AND IMPARTIALLY

Committee members must avoid bias, discrimination, impulse decisions and self-interest. They must demonstrate respect for others by acting in a professional and courteous manner and set an example in living the values of ARITA.

WHAT THEY MUST DO:

- Treat all people they deal with dignity and respect;
- Advise and behave in a manner that is free of favouritism, self-interest and preference;
- Respect human dignity and foster a culture free of intimidation;

- Consider all relevant facts objectively when implementing policy or procedures to ensure equitable outcomes; and
- Act in accordance with anti-discrimination legislation.

PRINCIPLE 4: COMMITTEE MEMBERS MUST USE INFORMATION APPROPRIATELY

Committee members are to ensure that information gained as a Committee member is used and applied for proper purposes and is kept confidential at all times.

WHAT THEY MUST DO:

- Only use information gained as a Committee member for the purposes intended by the Board/Committee and for purposes that are in the interest of ARITA;
- Be conscious that Committee members hold privileged information and that strict rules apply to that information; and
- Not disclose information outside appropriate and responsible circles unless the disclosure has been authorised by the Board or is required by law.

PRINCIPLE 5: COMMITTEE MEMBERS MUST EXERCISE DUE CARE, DILIGENCE AND SKILL

Committee members must ascertain all relevant information, make reasonable enquiries and understand the financial strategic and other implications of Committee decisions.

WHAT THEY MUST DO:

- Ensure they understand how the business and the Committee operates;
- Ensure they are well prepared and ask relevant questions; and
- Understand the strengths, weaknesses, opportunities and threats faced by ARITA.

PRINCIPLE 6: COMMITTEE MEMBERS MUST DEMONSTRATE LEADERSHIP AND STEWARDSHIP

Committee members are required to contribute and support the strategic direction and vision of ARITA.

WHAT THEY MUST DO:

- Contribute to the development and promote the strategic direction of ARITA;
- Behave in a way that exemplifies the values of ARITA; and
- Demonstrate leadership in the community and ensure that ARITA acts in the public interest.

PRINCIPLE 7: COMMITTEE MEMBERS MUST COMPLY WITH THIS CODE, THE LAW AND ARITA POLICIES AND PROCEDURES

Committee members are required to comply with this Code and to report any conduct that may be in breach of the law, this Code or any other ARITA policies or procedures as soon as possible.



WHAT THEY MUST DO:

- Familiarise themselves with the Code, all legislation and policies & procedures which set out the rules, regulations and working operations in which ARITA does business;
- Complete sufficient training and education programs to build and maintain their awareness and understanding of relevant laws, policies, procedures and practices; and
- Report all actual or suspected breaches by Committee members of the law, this Code, or ARITA's policies, procedures or practices immediately to the President.

What will happen if a director/Committee member breaches the code?

Any complaint alleging that a director/Committee member has breached the Code of Conduct must be made in writing and reported to the President for further action.

The President will as soon as practicable investigate the complaint and ascertain whether the complaint has merit. Where appropriate, a Board Sub-Committee and/or third party may be engaged by the President to carry out part or all of the investigation.

In the event that a complaint alleging a breach of the Code of Conduct is made against the President, the complaint may be made to the Deputy President and/or to the CEO. In this case, the President shall stand down and a replacement will be appointed by the remaining directors pending the outcome of an investigation of the complaint.

The President may decide to meet with the nominated director/Committee member with a view to ascertaining their attitude towards the complaint. In the event the complainant is an employee of ARITA, the nominated director/Committee member will not be informed of the identity of the complainant, except in the following circumstances:

- The complainant consents in writing for the disclosure of that information;
- It is essential, having regard for the principles of natural justice that the identifying information be disclosed to a person whom the information may concern;
- The disclosure of information is necessary to investigate the matter effectively; or
- Disclosure is otherwise in the public interest.

The President may convene a conciliation process (which may or may not involve the complainant) between the nominated director/Committee member and the President and/or the remaining directors.

The President may draw upon supporting resources such as the Professional Conduct Committee and/or external mediation or legal resources to assist in the conciliation process.

In the event the complaint remains unresolved following the conciliation the President shall report his or her findings and recommendation to the Board and/or Division Committee.

Where a complaint is proven to the satisfaction of the remaining Board members, the Board may by resolution impose disciplinary action, ranging from a verbal warning to a recommendation to members for the suspension or the termination of the directorship/Committee membership in accordance with the Corporations Act 2001 and ARITA's Constitution.

Protocol regarding conflict of interest

- A director/Committee member must inform the President and/or Chair and the other directors/Committee members of any matter which may result in a conflict of interest (actual or potential) for the director/Committee member as soon as possible after such matter comes to the attention of the director by giving notice of the interest including details of the nature and extent of the interest and the relation of the interest to the affairs of ARITA.

In the event of a conflict of interest involving the President, the President must inform the other directors in the same manner. Those directors will discuss the matter and determine the appropriate action, if any. Where the interest is a material personal interest that must be disclosed under the Corporations Act 2001, the details of the interest must be recorded in the minutes of the meeting at which the notice is given or tabled, in accordance with requirements of the Corporations Act 2001.

- ARITA shall maintain a Register of Interests which records the interest of each director, Chief Executive Officer and Company Secretary in:
 - interests in other businesses or enterprises where there is a reasonable likelihood or expectation of appreciable financial gain or loss to the person (or another person with whom the person is associated) which may arise as a result of that person's association with ARITA; and
 - other board positions held.
- Where a matter arises for discussion or consideration by the Board which, in the opinion of the President (or in the event of a potential conflict involving the President, then the other directors), may result in a conflict of interest (actual or potential) for a director, the President shall inform the director of his/her decision and whether information on the topic will be supplied and whether the director should absent himself or herself from the Board during discussion of the topic.
- A director/Committee member who has a material personal interest in a matter that is being considered at a meeting:
 - must not vote on the matter; and
 - must not be present while the matter (or a proposed resolution of that kind) is being considered at the meeting, unless directors who do not have a material personal interest in the matter have passed a resolution that:
 - identifies the director/Committee member, the nature and extent of their interest in the matter and its relation to the affairs of ARITA; and
 - states that those directors/Committee members are satisfied that the interest should not disqualify the director/Committee member from voting or being present.




Guidelines for interpretation of the principles of the Code of Conduct

Definitions of terms

Associated Person in relation to a director includes any spouse (including a de facto spouse), parent, child, brother or sister of the director or any company, corporation, partnership trust or other entity owned or controlled by the director or in which the director has a material personal interest within the meaning of the Corporations Act 2001.

Directors include all directors and Committee members whether an elected director or Committee members, an appointed director or Committee member or a non-executive director.

Duties to ARITA

-  Each director should endeavour to ensure that the functions of the Board have been specified clearly, are properly understood and are competently discharged in the interests of ARITA.
-  A director should endeavour to ensure that the management of ARITA is competent and is devoting its best endeavours in the interests of ARITA.
-  In evaluating the interests of ARITA, a director should take into account the interests of the members as a whole, but where appropriate or required by law should take into account the interests of creditors and others.

Duties to Members

- Each director should endeavour to ensure that ARITA is financially viable, properly managed and constantly adapting to change so as to protect and enhance the interests of the members.
- A director should seek to ensure that all members or classes of members are treated fairly according to their right as between each other.
- A director should consider whether any benefit to be received by the director or an Associated Person is of sufficient magnitude that the approval of the Board should be sought, even though not required by law.

Please refer to 'Protocol regarding conflict of interest'.

Duties to Creditors

- Whilst the obligations of a director are primarily owed to ARITA (that is to the members as a whole), there are situations in which it is necessary to evaluate the interests of the creditors. This is particularly so where ARITA's financial position is uncertain or where insolvency may be pending. In case of doubt, a director should, with some urgency, take appropriate action.
- The obligations of a director to a creditor are no less important than the obligations of a director to the members as a whole where ARITA's financial position is uncertain or insolvency may be pending.

Duties to other Stakeholders

- All companies and their directors must comply with the legal framework governing their operations

and must be conscious of the impact of their business on society. Without limiting in any way the nature of the issues with which the directors must be concerned in the running of the business, particular attention should be paid to the environment, questions of occupational health and safety, industrial relations, equal opportunity for employees, the impact of competition and consumer protection rules, and other legislative initiatives that may arise from time to time. Although the director owes primary duty to the members of ARITA as a whole, the responsibilities imposed on companies and the director under various Acts of Parliament clearly demand that the director evaluate actions in a broader social context.

Due Diligence

- A director should attend all Board meetings but where attendance at meetings is not possible appropriate steps should be taken to obtain leave of absence.
- A director must acquire knowledge about the business of ARITA, the statutory and regulatory requirements affecting directors in the discharge of their duties to ARITA, and be aware of the physical, political and social environment in which it operates.
- In order to be fully effective, a director should insist upon access to all relevant information to be considered by the Board. This information should be made available in sufficient time to allow proper consideration of all relevant issues. In the extreme circumstances where information is not provided, the director should make an appropriate protest about the failure on the part of ARITA to provide the information and if necessary abstain from voting on the particular matter on the basis that there has not been the time necessary to consider the matter properly. Any abstention, and the reason for it, should be included in the minutes of that meeting. It may also be appropriate to vote against the motion or move for deferment until proper information is available.
- A director should endeavour to ensure that systems are established within ARITA to provide the Board, on a regular and timely basis, with necessary data to enable them to make a reasoned judgement and so discharge their duties of care and diligence. An internal audit of systems supporting the Board should be conducted regularly.
- A director should endeavour to ensure that relations between the Board and the auditors are open, unimpeded and constructive. Similarly, the auditors should have direct and unimpeded access to the director. A director should be satisfied that the scope of the audit is adequate and that it is carried out thoroughly and with the full co-operation for management.
- A director should endeavour to ensure that ARITA complies with the law and strives for the highest standards of business and ethical conduct.
- A director may, from time to time, need expert advice (whether it be legal, financial or other professional advice and whether it relates to fiduciary or other duties) in order to discharge that director's duties properly. The director should ensure, to the extent possible, that any advice obtained is independent of ARITA. In that regard wherever necessary the services of advisers independent of those advising ARITA may need to be sought. In any case of doubt separate independent advice should be sought by the directors on matters that may impact on their position vis-à-vis ARITA. Any director who wishes to seek advice pertaining to a serious matter involving the director's position vis-à-vis ARITA at the expense of ARITA must seek the approval of the President prior thereto; such approval will not be unreasonably withheld.

Conflicts of Interest

- A director must not take improper advantage of the position of director to gain, directly or indirectly, a personal advantage or an advantage for any associated person, which might cause detriment to ARITA.
- The personal interests of a director, and those of the director's family, must not be allowed to prevail over those of members generally. A director should seek to avoid conflicts of interest wherever possible. Full disclosure of any conflict, or potential conflict, must be made to the Board. In considering the issues, account should be taken of the significance of the potential conflict for ARITA and the possible consequences if it is not handled properly. Where a conflict does arise, a director must comply with any protocols dealing with the issue of conflict of interest. Where a director is thereafter absent from meetings, consideration should be given as to whether expertise that would be contributed by the director is otherwise available. In the case of a continuing material conflict of interest, a director should give careful consideration to resigning from the Board and consider the provisions of Guideline 7.3. *Please refer to 'Protocol regarding Conflict of Interest'.*
- An executive director must always be alert to the potential for conflict of interest between management interests and the director's fiduciary duties as a director.

Use of Information

- A director must not make improper use of information acquired by virtue of the director's position as a director. This prohibition applies irrespective of whether the director would gain directly or indirectly a personal advantage or an advantage for an Associated Person or might cause detriment to ARITA.
- Matters such as trade secrets, processes, methods, advertising, and promotional programs, member revenue and statistics affecting financial results are particularly sensitive and must not be disclosed.
- A director who takes the serious step of resignation on a point of principle should consider whether the reason for resignation should be disclosed to members or the public. In deciding whether or not to make public the reason for resignation and composing any resignation statement, a director should have regard to the following:
 - the duty not to disclose confidential information so as to damage ARITA; and
 - the duty to act bona fide in the interests of ARITA.
- A director should ensure that any information which is not publicly available is not disclosed to a third party. Such information includes, but is not limited to:
 - financial forecasts;
 - disciplinary actions against members;
 - borrowings;
 - impending changes in the nature of ARITA membership;
 - impending litigation;
 - significant changes in operations;
 - new products or services;
 - new discoveries; and
 - liquidity problems.

Professional Integrity

- A director should recognize that the position occupied is particularly sensitive. As a director one must be prepared, if necessary, to express disagreement, with colleagues including the President. However, in the absence of a need to express disagreement, one should be prepared to implement the decisions of the Board.
- If there is any doubt whether a proposed course of action is inconsistent with a director's fiduciary duty, then the course of action should not be supported. Independent advice should be sought as soon as possible to clarify the issue.
- When a director feels so strongly as to be unable to acquiesce in a decision of the Board, some or all of the following steps should be considered:
 - Making the extent of the dissent and its possible consequences clear to the Board as a means of seeking to influence the decision;
 - Asking for additional legal, accounting or other professional advice;
 - Asking that the decision be postponed to the next meeting to allow time for further consideration and informal discussion;
 - Tabling a statement of dissent and asking that it be minuted;
 - Writing to the President, or all members of the Board and asking that the letter be filed with the minutes;
 - If necessary, resign and consider advising the appropriate regulator; and
 - Where a decision is not unanimous, a dissenting director may not disclose the fact that he/she dissented. The fact that a director dissents on certain decisions will not in itself be sufficient to remove all liability from that director, should the decision lead to litigation.
- Opinion shopping and the search for loopholes in the law is unacceptable.

ARITA Spokesperson and Approved Media Protocol

The Chief Executive Officer has primary responsibility for acting as ARITA spokesperson and managing all media communications. This includes initiating and managing an effective communications plan for the organisation as well as responding to media enquiries. The Chief Executive Officer may involve members of the management team from time to time as appropriate.

The President will act as spokesperson on matters deemed appropriate and relevant to the ARITA Board.

Unless pre-approved by the Chief Executive Officer or President, Board directors are not permitted to comment publicly on ARITA or related matters. If approached for comment, in their professional capacity, Board members are to ensure that they specifically state that they are not representing ARITA, and cannot comment on ARITA matters.

Social Media Protocol

Intention of the policy

The use of social media is seen as an important and growing business and engagement opportunity for ARITA. Directors and Committee members have a strong profile within the advice community and can make a positive contribution to the reputation of ARITA. This entails promoting and commenting on ARITA events, important announcements, and policies on Twitter, LinkedIn and Facebook

The intention of this policy is the capture the positive impacts directors and Committee members can have on the overall reputation and impact of ARITA, whilst protecting ARITA against any risks which could have the reverse effect.

This policy serves to advise ARITA Board directors using a social media platform in a personal or professional capacity, on suitable behaviour and rules by which to abide.

What is social media?

If a Board director or Committee member is discussing ARITA or ARITA business related issues in their personal or professional use of social media platforms, the director or Committee member is required to follow this policy.

Social media tools include (without limitation):

- social networking sites eg Facebook, LinkedIn, Google+, etc.
- video and photo sharing websites eg Instagram, YouTube, Flickr;
- micro-blogging sites eg Twitter;
- weblogs, including corporate blogs, personal blogs or blogs hosted by traditional media publications;
- forums and discussion boards such as LinkedIn Groups, Yahoo! Groups or Google Groups;
- online encyclopaedias such as Wikipedia; and
- any other web sites that allow individual users or companies to use simple publishing tools.

Social media for personal use

This section outlines how this policy is applied if a Board director or Committee member chooses to make references to ARITA, its people, products or services, its competitors, and/or other business-related individuals or organisations when they are using a social media platform in a personal (i.e. not ARITA pre-approved/professional) capacity. It is important in these circumstances that readers of the Board director's/Committee member's posts do not misconstrue the director's/Committee member's personal comments as representing an official ARITA position.

The Board director is required to:

- identify themselves as a director/Committee member of ARITA;

- ensure they do not imply in any way that they are authorised to speak on ARITA’s behalf;
- ensure they do not knowingly use the identity of another ARITA Board director/Committee member (including name or variation of a name) unless in conjunction with a public event or with prior approval;
- be mindful during their social media engagements of the importance of not damaging ARITA’s reputation, commercial interests and/or bringing ARITA into disrepute;
- disclose only publicly available information. The Board director/Committee member must not comment on or disclose confidential ARITA information or internal Board/Committee discussions; and
- not include ARITA’s logos, trademarks or other ARITA intellectual property in their postings.

The Board director/Committee member is personally responsible for the content of their posts online. In this context, the Board director/Committee member has a responsibility to ensure that any information about ARITA products and services that they provide is informed and factually accurate. If they wish to express their opinions please state they are the Board director’s/Committee member’s personal opinions, or the opinion of another organisation which they represent, and not those of ARITA.

If a Board director/Committee member is offering their personal perspective on a matter related to ARITA, that Board director/Committee member should be mindful that their commentary and opinion does not cause damage to ARITA or its commercial interests.

The Board director/Committee member is required to:

- use a disclaimer if they are referring regularly to ARITA or ARITA related issues. For irregular ARITA references, a disclaimer need only be used on a case by case basis. It is understood that when using a social media platform such as Twitter, that disclaimers on every post are not possible or appropriate; however, a general disclaimer could be put on your Twitter profile stating: ‘Views all my own.’ *An example of when a disclaimer would be appropriate is at the end of a blog post published by the director on a website. An example of a disclaimer is: "the views expressed in this post are mine only and do not necessarily reflect the views of ARITA."*
- ensure they are not the first to make an ARITA announcement unless authorised by the Board to do so.

Social media for business purposes

This section outlines how this Policy applies where a Board director/Committee member uses social media in a professional capacity to represent ARITA on a social media platform for legitimate business purposes.

The Board director is required to:

- disclose that they are a ARITA Board director/Committee member (and any other organization which may have an interest in what is being discussed);
- disclose only publicly available information. The director/Committee member must not comment on or disclose confidential ARITA information or internal Board/Committee communications;
- ensure that any content they publish is factually accurate and complies with any other relevant ARITA policies;
- ensure they are not the first to make an ARITA announcement unless authorised by the Board to do so; and
- only offer advice, support or comment on topics that fall within their area of responsibility at ARITA.

Social media generally

The following applies to Board directors/Committee member who choose to make references to ARITA (or its directors, officers, employees or contractors) when using social media in a personal capacity:

- Do not post confidential or proprietary information about ARITA;
- Be respectful of all individuals and communities with which the director/Committee member interacts online;
- Comply with the Terms of Use of the relevant social media platform being used;
- Respect copyright, privacy, financial disclosure and other applicable laws when publishing on social media platforms;
- Do not use ARITA logo or any other ARITA images or iconography on personal social media sites;
- Do not use ARITA's name to promote a product (other than ARITA products), cause, political party or candidate;
- Think twice before posting - privacy does not exist in the world of social media, so consider what could happen if a post becomes widely known and how that may reflect both on the poster and ARITA (search engines can turn up posts years after they are created, and comments can be forwarded or copied);
- Get the facts straight before posting them on social media. Review content for grammatical and spelling errors;
- Ensure the Board director/Committee member does not post material that is obscene, defamatory, threatening, harassing, discriminatory or hateful to another person or entity, including ARITA, its employees, its contractors, its partners, its competitors and/or other business-related individuals or organisations;
- Ensure the Board director/Committee member does not disclose other people's personal information in social media venues, and comply with the Privacy Act 1988 and the Australian Privacy Principles; and
- Consider adding a watermark to protect your intellectual property - photographs posted on social media sites easily can be appropriated by visitors.

Overall intent and examples

Directors/Committee members are encouraged to:

- help promote ARITA events on Twitter, LinkedIn and Facebook, e.g. linking to ARITA conferences/events on LinkedIn, retweeting ARITA conference tweets, posting photos from conference/event (subject to privacy issues regarding the identify of individuals). You're further encouraged to comment / like any ARITA posts on Social Media relating to these types of events; and

- share/comment on positive ARITA communications, news releases and developments on Twitter, LinkedIn and Facebook.

Show care with:

- commenting or posting on political, policy related or current affair topics directly relating to ARITA's actions/statements/stances. There's nothing wrong with supporting or passing on information relating to ARITA's public stances. However, it's important that it is posted or commented on in a way that is not too inflammatory in nature, and does not draw too much negative attention to the post or ARITA.

Avoid:

- making statements on social media that could be deemed as highly controversial, especially in regards to matters relating to ARITA or the restructuring, insolvency and turnaround profession;
- getting involved in heated debates on social media, such as on LinkedIn or on Twitter, that involve ARITA's direct actions or ARITA in the media; and
- writing any potentially inflammatory posts relating to ARITA's public statements or stances.

ARITA's main social media pages:

ARITA LinkedIn company page:

<https://www.linkedin.com/company/1645872>

ARITA Twitter handle: @ARITANEWS

<https://twitter.com/ARITAnews>