



THE ORDER OF AUSTRALIA ASSOCIATION LTD

G10 CONFLICT OF INTEREST POLICY

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Table of Revisions

No.	Date Approved	Comments	Next Review
1	August 2019	Initial Policy	August 2023
2	February 2023	Re-formatted	April 2023
3	June 2023	Reviewed- no changes	June 2026
4	August 2025	Add Ltd where applicable Minor re-formatting Updated References	August 2028

1 INTRODUCTION

1.1 Overview

The OAA recognises that its office bearers may have a wide range of interests. Conflicts of interest may therefore arise, but they do not need to present a problem for the OAA if they are managed openly and effectively.

1.2 Purpose

The purpose of this document is to help office bearers to identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of the OAA and manage risk.

1.3 Applicability

The policy and procedures outlined in this document apply to all office bearers of the OAA.

1.4 Regulatory Requirements

ACNC Governance Standard 5, Duties of Responsible Person

1.5 Definitions

Officer Bearer	A Director of the OAA or a member of a Branch Committee.
Conflict of Interest	A conflict of interest occurs when an office bearer's personal interests conflict with their responsibility to act in the best interests of the OAA. Personal interests include direct interests as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder). They also include a conflict between an office bearer's duty to the OAA and another duty that the office bearer has (for example, to another charity). A conflict of interest may be actual, potential or perceived and may be financial or non-financial. These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the OAA, and must be managed accordingly.

2 POLICY STATEMENT

The OAA will avoid ethical, legal, financial and other conflicts of interest where possible and ensure that any such conflicts that do arise are managed openly and effectively.

The OAA will manage conflicts of interest by requiring its office bearers to:

- Avoid conflicts of interest where possible;
- Identify and disclose any conflicts of interest;
- Manage any conflicts of interest; and
- Follow this policy and respond to any breaches.

3 RESPONSIBILITIES

The Board is responsible for ensuring that an appropriate conflict of interest policy is in place and reviewed regularly, and for monitoring compliance.

The Board and Branch Committees are responsible for managing conflicts of interest in accordance with the policy and procedures set out in this document.

Office bearers are responsible to monitor their interests carefully, and to disclose and manage any actual, potential or perceived conflict in accordance with the procedures below.

4 PROCEDURES

4.1 Identification and disclosure

Office bearers must monitor their interests carefully and consider regularly whether there is any conflict with their duties to the OAA. The first step in managing conflicts of interest is to know how to identify them. Office bearers must consider three essential things to decide if they have a conflict of interest:

- the OAA's charitable purpose,

- their personal interests, and
- their duties as a Board or Branch Committee member.

Being aware of these three things, and considering how they relate to each other, is the foundation of identifying a conflict of interest. Office bearers should also consider applying the 'impartial observer test': *would an impartial observer think that you are likely, or may become likely, to be affected improperly by your personal interests?* The ACNC Guide, Managing Conflicts of Interest, provides additional useful advice on how to identify conflicts of interest.

In accordance with the OAA's G2 Board Charter, potential Directors are required to disclose any interests or relationships they have that may relate to the affairs of the OAA prior to accepting a role as a Director. Potential members of Branch Committees should make a similar disclosure before accepting a role on a Branch Committee. In addition, declaration of conflict of interests must be a standing item on the agenda of every Board and Branch Committee meeting in order to ensure that any new conflicts are appropriately captured.

Once an actual, potential or perceived conflict of interest is identified, it must be entered into a Register of Interests and raised with the Board or Branch Committee, as appropriate. Registers of Interests must be maintained by the National Secretary and Branch Committee Secretaries. They record information such as the nature and extent of a conflict of interest and any steps taken to address it. The ACNC Guide provides a helpful Register of Interests template.

Confidentiality of disclosures must be respected and appropriately protected. As a general rule, access to Registers of Interests should be restricted to the relevant Board or Branch Committee.

4.2 Managing conflicts of interest

Once a conflict of interest has been appropriately disclosed and recorded, the Board or Branch Committee (excluding the member disclosing and any other conflicted member) must decide whether or not those conflicted members should:

- vote on the matter (this is a minimum);
- participate in any debate about the matter; or
- be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a member from participating regularly in discussions, it may be worth considering whether it is appropriate for the person conflicted to resign from the Board or Branch Committee.

In deciding what approach to take, the Board or Branch Committee should consider:

- Whether the conflict needs to be avoided or simply documented;
- Whether the conflict will realistically impair the disclosing person's capacity to participate impartially in decision-making;
- Alternative options to avoid the conflict;
- The OAA's objects and resources; and
- The possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the OAA.

Approval of any action requires the agreement of at least a majority of the Board or Branch Committee (excluding any conflicted board member/s) who are present and voting at the

meeting. The action and result of the voting must be recorded in the minutes of the meeting and in the register of interests.

4.3 Compliance

If the Board or Branch Committee has a reason to believe that a person subject to this policy has failed to comply, it must investigate the circumstances. If it is found that a person has failed to disclose a conflict of interest, the Board or Branch Committee may take action against that person. This could include seeking to remove them from the Board or Committee or termination of their membership of the OAA.

If a person suspects that an office bearer has failed to disclose a conflict of interest, the person must take action. This could include discussing the matter with the person in question, or notifying the Board or Branch Committee and/or the person responsible for maintaining the register of interests.

5 RELATED DOCUMENTS

This Policy is to be read in conjunction with:

- Constitution of the Order of Australia Ltd-December 2020
- By-Laws of the Order of Australia Ltd-December 2023
- G2 Board Charter
- G5 Risk Management Policy
- F1 Financial Management and Control Policy
- ACNC Guide: Managing Conflicts of Interest
(<https://www.acnc.gov.au/tools/guides/managing-conflicts-interest-guide>)