



## **DIRECTORS' CODE OF CONDUCT**

1. A Director has an obligation to always comply with the spirit, as well as the letter, of the statute law.
2. A Director must at all times act honestly, in good faith, and in the interest of CPA Australia as a whole.
3. A Director has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
4. A Director must recognise that the primary responsibility is to CPA Australia's members and must use the powers of office for a proper purpose, in the interests of CPA Australia as a whole, however, where appropriate, regard should be had for the interest of all stakeholders of CPA Australia.
5. A Director must not (intentionally or negligently) make improper use of information acquired as a Director, take improper advantage of the position of Director and must not, without the prior consent of the Chairman or his/her delegate speak, confer or share information concerning CPA Australia with the media (in all its forms) or any other person or entity not formally associated with CPA Australia.
6. All Board Papers, Minutes and Minutes of Committees of and reporting to the Board, procedures, actions and discussions are confidential and must not be discussed or divulged (intentionally or negligently) to any person or entity not formally associated with CPA Australia, without the prior consent of the majority of the Board.
7. Confidential information received by a Director in the course of the exercise of Directorial duties remains the property of the entity or person from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless the disclosure has been authorised by the entity or person from whom the information is provided, or is required by law.
8. A Director must not knowingly allow personal interests, or the interests of any associated entity or person, to conflict with the interests of or derive benefit from CPA Australia.
9. A Director shall not without the prior consent of the Board, directly or indirectly, knowingly contract with CPA Australia.
10. Unless contrary to the Director's good faith obligations, a Director must be prepared to implement and support the decisions of the majority of the Board, as a loyal member of the Board.
11. A Director shall remain committed, at all times to observing, developing and implementing the principles embodied in this code of conduct in a conscientious, consistent and rigorous manner.