
Code of Conduct for AMT Directors



Association of Massage Therapists Ltd
PO Box 826 Broadway NSW 2007
T: 02 9211 2441 | F: 02 9211 2281
info@amt.org.au
www.amt.org.au

Code of Conduct for AMT Directors

A Director will, at all times, conduct themselves in a manner that:

- Supports the aims and objectives of AMT
- Serves the overall best interests of AMT and its membership
- Subordinates personal interests and those of any particular constituency or special interest group to the best interests of AMT and its whole membership
- Brings credibility and goodwill to AMT
- Respects the principles of fair play and due process
- Respects and gives fair consideration to diverse and opposing viewpoints
- Demonstrates due diligence and dedication in preparation for and attendance at meetings, special events and all other activities on behalf of AMT
- Demonstrates honesty, transparency and openness
- Ensures that the financial affairs of AMT are conducted in a responsible and transparent manner
- Avoids real or perceived conflicts of interest
- Conforms with the policies approved by the Board including this Code of Conduct and the Confidentiality Agreement.

Conflict of Interest

A conflict of interest refers to situations in which personal, occupational or financial considerations may affect, or appear to affect, a Director's objectivity, judgment or ability to act in the best interests of AMT.

If a Director feels that there is a conflict of interest regarding a matter that has come forward for discussion or action by the Board, that Director will exclude him/herself from discussion regarding that particular topic. The Director should not try to influence any other member of the Board regarding the said matter, nor vote on the subject matter when votes are cast.

Should the Director feel that they may assist the Board in making their final decision, s/he will discuss the content of their proposed information with the Chairperson privately and the Chairperson will determine if the withheld information would assist the Board in their decision making.

Potential conflicts of interest in relation to a specific agenda item should be stated at the commencement of a meeting of the Board. A Conflicts of Interest Register will be maintained at AMT Head Office.

The following examples constitute Conflicts of Interest under this Code:

- Any circumstance that may result in a personal or financial benefit to a Director or an associate of that Director (friend, family or business partner).
- Personal interests which conflict with the interests of AMT or are otherwise adverse to the interests of AMT.
- Seeking, accepting or receiving any personal benefit from a supplier, vendor or any individual/organisation doing business with AMT.
- Being a member of the Board or staff of another organisation or Association that might conflict with the interests of AMT and dealing with matters on one Board that might materially affect the other Board.

Asking Questions of Management

Directors are encouraged to ask questions of management, in particular regarding the Director's area of interest e.g. a director who serves on the finance Committee would need to know the financial situation of the association to assist them in carrying out their duties. A Director involved in recruitment and promotion would also need information about the financial impact of a particular recruitment initiative as well as member numbers in a particular area.

Although Directors are encouraged to ask questions of management, it should not be seen as a green light to non-stop enquiries of management. Superfluous questions without notice are not helpful in fostering a harmonious relationship within the organisation and should be avoided at all costs.

If a Director is not satisfied with the response from management or management feel they need more time to recall relevant data to answer a particular question, sufficient time will be given to enable management to respond as accurately as possible to the Board.

Obtaining Independent Professional Advice at the Association's Expense

Should the need arise, a Director may, after consultation and approval of the Board and the Treasurer, obtain independent professional advice at AMT's expense. All necessary areas of governance are to be investigated and adhered to prior to this request being made of the Board and, therefore, the Association.

Confidentiality of Board Papers and Discussions

All Directors are bound by a code of non-disclosure regarding Board papers and discussions. It is the responsibility of Directors to know what information is confidential and to obtain clarification when in doubt.

All information regarding the policies, internal operations, systems, business or affairs of AMT obtained by reason of serving on the AMT Board must be treated as confidential. A Director shall not use this confidential information for personal benefit.

It is imperative that each Director adheres to this confidentiality agreement to ensure AMT's internal workings, in particular future direction, policies, funding and recruitment are guarded from outside interests. Once decisions have been ratified at Board level, then the membership of AMT will be notified of those decisions.

Outside parties such as supporters, sponsors, other associations etc will be advised of Board decisions as required.

Loyalty to Board Decisions

It is in the best interests of AMT that the Board present a solid, supportive approach to its members and the public once a decision or particular direction has been approved by a majority of Board members. Where a Director may not agree with the majority of the Board regarding a particular matter or decision that has been ratified, they must not publicly dissent from this decision.

It is extremely important that all Directors adhere to the aforementioned to help avoid external criticism or present the appearance of a split within the Board over a particular matter. This includes making negative comments in all public contexts, including meetings of the membership, the media and electronic forums.

Dissent and disagreement within the Board

A difference of opinion is a healthy thing within any organisation but any difference of opinion must not become dissent towards another Director regardless of a particular held opinion. The organisation and its membership deserve a Board whose members have the capacity to resolve any differences of opinion in an amicable fashion.

Attendance at Meetings and Preparation for Items on Agenda

Given that the AMT Board is made up of unpaid members, attendance at all meetings is not mandatory. However, according to the terms of the AMT constitution, a Director cannot miss more than 3 successive Board meetings.

Directors are requested to attend 2 out of every 3 teleconferences and at least 1 face to face Board meeting annually.

For good working relations within the Board, each Director should take the time to prepare (when necessary) his/her specific agenda item. In the case of Committee reporting, it is the responsibility of the Chair of the particular committee to make these reports to the Board. Should the Chair of the Committee be unable to attend the forthcoming meeting s/he is responsible for handing over the duty to another member of the committee. Committees are not required to report at every meeting of the Board but, rather, as the need arises.

Directors' Expenses

All reasonable expenses accrued by a particular Director in discharging his/her duties as a member of the Board will be reimbursed. Directors are to deal directly with AMT management regarding re-imburement of said expenses.

Directors need to seek approval from the Treasurer for out-of-pocket expenses in excess of \$100.00.

Dealing with the Media

All Directors should refer enquiries from the media to the AMT Secretary via Head Office. Should the Secretary require assistance from the Chairperson, management or members of the Board, s/he will seek assistance by the most appropriate means.

Confidentiality Agreement

I, _____, a Director of **the Association of Massage Therapists Ltd**, declare that I have read, understood and agree to comply with the Code of Conduct for AMT's Directors.

In carrying out my duties as a Director, I will:

1. Exercise my duties and fulfill my responsibilities honestly, in good faith and in the best interests of AMT.
2. Exercise these responsibilities with due diligence, care and skill.
3. Respect and support AMT's policies.
4. Keep confidential all AMT Board discussions and information unless the Board of Directors determines that such information is public.
5. Respect the collective decisions of the AMT Board and subordinate my personal interests to the best interests of AMT and its membership.
6. Immediately declare any personal conflict of interest that may come to my attention.
7. Immediately resign my position as a Director of AMT in the event that I, or my colleagues on the Board, have concluded that I have breached this Code of Conduct.

Signature: _____ Date: _____

Witness: _____ Date: _____