



Code of Conduct for Directors

Introduction

Antonine College Ltd (ACL) is a company limited by guarantee, registered as a charity with the Australian Charities and Not-for-Profit Commission. It is established to govern, operate and conduct Antonine College (the College) in the charism of the Maronite Antonine Sisters Order in Lebanon (the Order).

The Board of Directors, collectively referred to as the "Board" is responsible for promoting the objectives of the company in accordance with its constitution and in line with the values and vision of the company in fulfilling their duties the directors should refer to the College Statement of Mission.

Each Director is bound by this Code of Conduct (the Code) in fulfilling their duties to the Company. The objective of the Code is to ensure that high standards of conduct are observed by the Directors in fulfilling their duties under legislation and to ensure their conduct is consistent with the moral values and charism of the Order.

This Code is informed by the standard of behaviour expected by company Directors:

- under common law and the *Corporations Act 2001 (Cth)*
- under the *Australian Charities and Not-for-Profit Commission Act 2012 (Cth)*
- as members of the school governing body under the Education and Training Reform Regulations 2017
- the values and charism of the Order

Scope

This Code applies to each Director of ACL and must be signed by each Director as part of the appointment process. As part of our commitment to child safety and our zero tolerance to child abuse, ACL requires all Directors to also adhere to and sign a Child Safety Code of Conduct (see appendix). All Directors are expected to abide by the letter and the spirit of this Code.

Code of Conduct

As a Director you are required:

- to act in the best interest of the company in accordance with the values and vision of the company.
- to serve with respect, concern, courtesy and responsiveness in carrying out the company's mission.
- to recognise and exercise their overall duty of care for the safety and wellbeing of children within the company, in particular to embed a culture of child safety at the company and the College operated by the company as required under laws, including **Ministerial Order 870 – Child Safe Standards**.
- to abide any other applicable laws and any policies of the company. This includes the requirements relating to probity and governance as set out in applicable laws, laws relating to child safety, management of conflicts of interest and related party transactions.
- to demonstrate the highest standards of personal integrity and honesty in all Company activities in order to inspire confidence and trust
- to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the company.
- to act honestly, in good faith and in the best interests of the company and to further the charitable purposes of the company & the College.
- directors must not use their powers to benefit self-interest or the interest of third parties.
- to support, assist and supervise the control, operation and management of the College.
- to provide direction, guidance and governance to the College, including in respect of compliance and conduct in accordance with relevant laws, canon law, the mission of the Church and the educational and



philosophy of the Order.

- to make independent judgement & take reasonable steps to be satisfied as to the soundness of all decisions of the board of directors.
- to ensure that the financial affairs of the company are managed responsibly and not allow the company to operate while it is insolvent.
- to oversee the financial management of the College.
- to use their position as a director appropriately & in the interests of the community
- not to misuse information they gain in their role as a director;
- to maintain confidentiality of information
- avoid conflicts and disclose any perceived or actual conflicts of interest
- not to engage in conduct that is likely to bring discredit upon the company & the College

Breach of the Code

If anyone has reason to believe in good faith that a Director has breached the Code, it should be brought to the attention of the Board to be investigated. The Board may seek independent legal advice in relation to these matters prior to taking appropriate action.

Review of the Code

This Code will be reviewed every two years or as required. It may be amended by the Board. The Chair is responsible for ensuring that each Director has signed the Statement of Commitment to the Code and the Child Safety Code prior to appointment.

Endorse by the Board:

[Insert Date]

Statement of Commitment to the Code

I,
[Insert name]

as a Director of ACL Board, acknowledge and declare that I have read the Code and the attached Child Safety Code of Conduct. I declare to abide by the Code and the Child Safety Code of Conduct as a requirement of my appointment.

Signature:

Date:

Witnessed by:
(Board Chair or Company Secretary)

Signature:

Date:

Appendix 1: ACL Child Safety Code of Conduct