



CODE OF CONDUCT

DIRECTORS & OFFICERS

AuDHD Council of Australia Ltd

Effective date 19 February 2026

81-83 Campbell St, Surry Hills, NSW 2204

ACN: 695 087 739

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1. Purpose

This Code of Conduct sets out the standards of behaviour, integrity, and accountability expected of Directors and Officers of the AuDHD Council of Australia.

It supports the proper discharge of duties under the Corporations Act 2001 (Cth) and reinforces the organisation's commitment to ethical governance and sound decision-making.

2. Scope

This Code of Conduct applies to all Directors, Officers, Senior Management, and the Company Secretary of the organisation.

3. Fiduciary and Statutory Duties

Directors and Officers must:

- Act in good faith in the best interests of the organisation and for a proper purpose
- Act with due care, skill, and diligence
- Avoid improper use of position or information
- Prevent the organisation from trading while insolvent
- Comply with all statutory, regulatory, and Constitutional obligations

4. Integrity and ethical leadership

Directors must:

- Act honestly, ethically, and responsibly at all times
- Model behaviour consistent with the organisation's values
- Make decisions objectively and independently
- Foster a culture of respect, inclusion, and accountability

Directors must not:

- Engage in misleading, deceptive, or dishonest conduct in connection with the organisation
- Use their office to improperly influence decisions, gain personal advantage, or cause detriment to others
- Represent personal views as those of the AuDHD Council of Australia without proper authority.

4.1 Accountability and safety

Directors and Officers must:

- treat others with dignity, care, and consideration
- support a safe environment for neurodivergent individuals, carers, staff, volunteers, and the broader community
- respect the rights, interests, and lived experience of others
- give due consideration to social, cultural, and environmental impacts arising from their actions
- not engage in bullying, harassment, intimidation, vilification, abuse, or behaviour that undermines another person's wellbeing, autonomy, privacy, or personal safety.

4.2 Confidentiality and privacy

Directors and Officers must:

- not disclose confidential, sensitive, or personal information without proper authority unless disclosure is required by law
- comply with applicable privacy laws and organisational privacy policies

4.3 Conflicts of interest

Directors and Officers must take reasonable steps to identify circumstances that could be construed as an actual, potential, or perceived conflict of interest and action the following:

- Declare any actual, potential, or perceived conflicts of interest that relate to the organisation's activities promptly
- Ensure conflicts are recorded in the Register of Interests
- Not participate in discussions or decisions where a conflict exists, unless permitted by law and the Constitution
- Not seek or accept improper benefits arising from their role
- Avoid using information obtained through their office for personal or third-party gain

4.4 Diversity and inclusion

Without limiting clause 4, Directors and Officers must also:

- actively support an inclusive, accessible, and respectful environment that values neurodiversity, intersectionality, and differing identities, abilities, cultures, and perspectives.

Discrimination, exclusion, or marginalisation is not acceptable and may result in a breach of this Code of Conduct.

4.5 Ethical behaviour and integrity

Directors and Officers must:

- act with honesty, fairness, and good faith
- act responsibly and without deliberate misrepresentation when making statements, representations, and advocacy relating to the Council
- not engage in misleading, deceptive, or dishonest conduct in connection with the Council
- not use their membership to improperly influence decisions, gain personal advantage, or cause detriment to others
- not represent personal views as those of the organisation without proper authority

4.6 Financial responsibilities

Directors and Officers must:

- act honestly and responsibly in all financial dealings connected with the Council
- act prudently when participating in activities that may have financial implications for the organisation
- not misuse or improperly access organisational funds or assets

- not engage in conduct that could compromise the financial integrity of, or public confidence in, the organisation

4.7 Legal and regulatory compliance

Directors and Officers must:

- comply with the Corporations Act 2001 (Cth) and any other applicable laws
- comply with the organisation's Constitution, policies, and resolutions of the Board and members
- not engage in conduct that could expose the organisation to legal, financial, or reputational risk

4.8 Reflection and learning

Consistent with clauses 4, 8, and 12, members must:

- reflect on their conduct and remain open to learning, feedback, and evolving best practice, particularly in relation to neurodiversity, inclusion, ethics, and community-led advocacy

4.9 Transparency

Directors and Officers must:

- engage openly and honestly in their dealings with the Council
- providing information or input clearly, respectfully, and without manipulation, recognising the importance of trust and clarity in advocacy and governance.

4.10 Trust and reputation

Directors and Officers must:

- act in a manner that upholds and enhances public confidence in the AuDHD Council of Australia
- acknowledge that their conduct reflects on the Council and the broader AuDHD community and must not bring the organisation into disrepute.

4.11 Use of name, reputation, and resources

Directors and Officers must:

- not misuse the name, logo, reputation, or resources of the AuDHD Council of Australia
- only use organisational materials, branding, or communication channels with appropriate permission
- not make public statements on behalf of the organisation unless authorised
- not reproduce, paraphrase, or summarise any work, words, ideas, or intellectual property of the AuDHD Council Australia which creates the impression that it is their own

Relationships

Directors and Officers must carry themselves ethically, with honesty, competence, and in good faith, without personal bias, and in a manner which upholds the values and reputation of the AuDHD Council of Australia. Including but not limited to the below:

- Directors and Officers must not falsify or misrepresent their professional qualifications, experience or prior responsibilities.

- When undertaking duties or functions on behalf of the Council in an appointed role, a member must not promote the services of the company they work for.
- A member must not seek to derive a benefit from their position as a Director or Officer of the Council.

Conflicts of Interest

Directors and officers of AuDHD Council of Australia must act at all times in the best interests of the company and in accordance with their duties under the *Corporations Act 2001 (Cth)* and the Constitution.

A conflict of interest arises where a director's or officer's personal, professional, or financial interests; or their duties to another organisation or person; could improperly influence, or be perceived to influence, the performance of their role.

Directors and officers must:

1. Identify conflicts

- Actively consider whether any actual, potential, or perceived conflict of interest exists in relation to their role, including interests arising from:
 - family or close personal relationships;
 - employment or consultancy arrangements;
 - directorships or office-holding in other entities;
 - financial interests, including shareholdings or investments; or
 - any other circumstance that could give rise to divided loyalties.

2. Disclose conflicts

Fully and promptly disclose all actual, potential, or perceived conflicts of interest to the Board, and ensure they are recorded in the Conflicts of Interest Register.

3. Manage conflicts appropriately

Comply with any Board decision regarding the management of a conflict, including abstaining from discussion, decision-making, or voting on the relevant matter, or absenting themselves from part or all of a meeting.

4. Avoid improper advantage

Not use their position, information, or influence to obtain an improper benefit for themselves or any other person, or to cause detriment to the company.

5. Ongoing duty

Update disclosures as circumstances change and reconfirm declared interests at meetings in accordance with Board procedures.

Respectful conduct and safety

Directors and Officers must:

- Conduct themselves in a manner that is respectful, inclusive, and non-discriminatory
- not engage in bullying, harassment, intimidation, vilification, or abusive behaviour

- support a safe environment for neurodivergent individuals, carers, staff, volunteers, and the broader community

Confidentiality and privacy

Directors and Officers must:

- Maintain the confidentiality of Board and organisational information
- Use information obtained through their role only for organisational purposes
- Continue to respect confidentiality obligations after leaving office
- Not disclose confidential, sensitive, or personal information without proper authority
- Comply with applicable privacy laws and organisational privacy policies

Use of name, position, and resources

Directors and Officers must not:

- Use their position for personal advantage or to disadvantage others
- Represent personal views as those of the organisation without authority
- Misuse organisational assets, information, or reputation
- Misuse the name, logo, reputation, or resources of the AuDHD Council of Australia
- Use organisational materials, branding, or communication channels with appropriate permission

Financial stewardship and oversight

Directors and Officers must:

- Exercise prudent oversight of financial management and controls
- Ensure appropriate budgets, reporting, and risk management systems are in place
- Question and challenge management where necessary
- Act promptly if financial irregularities or risks are identified

Decision-Making and Collective Responsibility

Directors and Officers must:

- Prepare adequately for meetings and decision-making
- Contribute constructively to Board deliberations
- Support collective Board decisions once made, regardless of personal views
- Respect the distinction between governance and management

Relationships with Members

A Director or Officer must not reflect adversely on the professional integrity of members or other Directors or Officers. Including, but not limited to:

- A Director or Officer must not maliciously or carelessly do anything to injure, directly or indirectly, the reputation, prospects, or business of members, Directors or Office holders.
- A Director or Officer must not raise an allegation(s) of improper conduct against a member without evidence to support the allegation(s).

- All allegations of improper conduct against members, Directors, or Office holders must be lodged in accordance with the AuDHD Council of Australia Complaints Policy.

Copyright

A Director or Officer must not, without appropriate acknowledgement, reproduce, paraphrase, or summarise any work, words, ideas, or intellectual property of another person which creates the impression that it is their own, and all reports prepared by members must give appropriate acknowledgement of the ideas, scholarship, and intellectual property of others insofar as these have been used.

Breaches of the Code of Conduct

Suspected breaches may be reported to the Chair or, where appropriate, the Company Secretary.

Breaches will be investigated in accordance with procedural fairness.

Consequences may include censure, suspension, removal from office in accordance with the Constitution and applicable law, or referral to regulators where required.

Review

This Code of Conduct will be reviewed every two years at a minimum, or as a consequence of any legislative or regulatory instruments which would require a change to the Code to ensure compliance with good governance practice.