



CONFLICT OF INTEREST POLICY DIRECTORS & OFFICERS

AuDHD Council of Australia Ltd

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1. Purpose

The purpose of this policy is to help board members of AuDHD Council of Australia Pty Ltd to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of AuDHD Council of Australia and manage risk.

2. Objective

The AuDHD Council of Australia Board ('Board') aims to ensure that board members are aware of their obligation to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of the organisation.

Conflict of interest are common, and they do not need to present a problem to the organisation as long as they are openly and effectively managed.

It is the policy of AuDHD Council of Australia, as well as a responsibility of the Board, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with their obligations to AuDHD Council of Australia.

AuDHD Council of Australia will manage conflicts of interest by requiring board members to:

- a) avoid conflicts of interest where possible
- b) identify and disclose any conflicts of interest
- c) carefully manage any conflicts of interest, and
- d) follow this policy and respond to any breaches.

3. Scope

This policy applies to the board members of AuDHD Council of Australia.

4. Definition of conflicts of interests

A conflict of interest occurs when a person's personal interests conflict with their responsibility to act in the best interests of the organisation.

Personal interests include direct interests, as well as those of family, friends, or other companies a person may be involved with or have an interest in (for example, as a shareholder).

It also includes a conflict between a board member's duty to AuDHD Council of Australia and another duty that the board member has. A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

- a) Actual conflicts occur where the individual is being influenced by a conflicting interest.
- b) Potential conflicts occur where the individual could be influenced by a conflicting interest.
- c) Perceived conflicts occur where the individual could appear to be influenced by a conflicting interest.

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 charity.

5. Policy

Responsibilities of the board

The board is responsible for:

- a) establishing a system for identifying, disclosing and managing conflicts of interest across the charity
- b) monitoring compliance with this policy, and
- c) reviewing this policy on an annual basis to ensure that the policy is operating effectively.

Identification and disclosure of conflicts of interest

- a) Once an actual, potential or perceived conflict of interest is identified, it must be entered into AuDHD Council of Australia's register of interests, as well as being raised with the board.
- b) The register of interests must be maintained by the Company Secretary. The register must record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

Confidentiality of disclosures

- a) The Company Secretary will have access to the information disclosed
- b) Where additional restrictions on disclosure are required, it may be necessary to provide for an alternative disclosure mechanism.

6. Action required to manage conflicts of interest

Conflicts of interest of board members

Once the conflict of interest has been appropriately disclosed, the board (excluding the board member who has made the disclosure, as well as any other conflicted board member) must decide whether or not those conflicted board members should:

- a) vote on the matter,
- b) participate in any debate, or
- c) 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 board member from regularly participating in discussions, it may be worth the board considering if it is appropriate for the person conflicted to resign from the board.

What should be considered when deciding what action to take

In deciding what approach to take, the board will consider:

- a) whether the conflict needs to be avoided or simply documented
- b) whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making
- c) alternative options to avoid the conflict
- d) the organisation's objects and resources, and
- e) the possibility of creating an appearance of improper conduct that may impair confidence in, or the reputation of, the organisation.

The approval of any action requires the agreement of at least a majority of the board (excluding any conflicted board member/s) who are present and voting at the meeting.

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

7. Compliance with this policy

If the board has a reason to believe that a person subject to the policy has failed to comply with it, it will investigate the circumstances.

If a person suspects that a board member has failed to disclose a conflict of interest, they must inform the Company Secretary immediately.

If it is found that this person has failed to disclose a conflict of interest, the board may take action against them.

Potential sanctions for failing to disclose conflicts of interest may include:

- a) formal written warning,
- b) temporary suspension from board duties,
- c) mandatory conflict of interest training,
- d) removal from specific project responsibilities, or
- e) in severe cases, recommendation for removal from the board.

The severity of sanctions will be determined based on:

- a) the nature and extent of the undisclosed conflict,
- b) whether the breach was intentional or inadvertent, and
- c) any previous violations.