

Australian Society for Concrete Pavements – Policy “Director Code of Conduct”

1 Preamble

The Australian Society for Concrete Pavements (ASCP) exists to advance knowledge, technology, and best practice in concrete pavement design, construction, and maintenance across Australia. We are committed to fostering a collaborative, innovative, and technically informed community that promotes excellence in concrete pavements through education, industry engagement, and continuous improvement.

1.1 Directors' General Roles and Responsibilities

The National Executive [elected Directors] shall be responsible for the governance, administration and financial reporting requirements of the Company sic [Society]. Directors have ultimate responsibility for the overall successful operations of the Society and must act in the best interests of the Society. For example in line with not-for-profit organisations their duties relate to:

- Financial operations and solvency; (Not-For-Profit is interchangeable with Not-For Loss)
- All matters as prescribed by law including, but not limited to, safety and the environment;
- All major policy issues including, but not limited to, industrial relations and quality assurance; and
- Act in the "best interests of the corporation". For example, an action that favours some members or external interests above the majority will generally breach this duty.

The term 'Director' for members of the National Executive is not strictly correct. The term Director is reserved for reporting purposes to the Australian Securities and Investment Commission. The Australian Society for Concrete Pavements is NOT a registered Company Limited by Guarantee under the Corporations Act 2001. That is, the Society is a registered Association under the NSW Associations Incorporation Act 2009 (INC9888209). However modelling requirements under the Corporations Act 2001, is good governance practice, and far exceeds standards of the Associations Act.

Elected members to the National Executive sic [Directors] under the adopted Constitution have the collective responsibility of the membership and are charged [authorised] with setting and driving the strategic direction, policy determination and oversight of activities and these matters shall be determined and approved during meetings of members and the National Executive as required.

1.2 Director Code of Conduct

In accordance with good ethical standards, National Executive members should:

- Act in the best interests of the Society as a whole;
- Demonstrate commercial reasonableness in their decisions;
- Act for the benefit of the Society;
- Not make improper use of information gained through their position on National Executive;
- Not take improper advantage of the position on National Executive;
- Not allow personal interests, or the interest of any associated person, to conflict with the interests of the Society;
- Make reasonable enquiries to ensure that the Society is operating efficiently, effectively and legally towards achieving its goals;
- Undertake diligent analysis of all proposals placed before them;
- Not engage in conduct likely to bring discredit upon the Society;
- Give of their specific expertise as freely and generously as appropriate to the Society; and

- Comply with the spirit, as well as the letter, of the law and with the principles of this Policy.

1.3 Behaviour of National Executive Members

National Executive members shall, in good faith, behave in a manner that is consistent with generally accepted procedures for the conduct of meetings. This will include, but not be limited to:

- Attending meetings having read all National Executive papers prior, so as to allow for effective debate on matters as required;
- Acting in a business-like manner;
- Acting in accordance with the Constitution;
- Addressing issues politely and as directed by the President;
- Using judgment, common sense and tact when discussing issues;
- Minimising chatter and irrelevant remarks;
- Ensuring that others are given a reasonable opportunity to put forward their views (i.e. refraining from interruption or interjection when a speaker has the floor); and
- Being particularly sensitive in interpreting any request or indication from the President that aims to ensure the orderly and good-spirited conduct of the meeting.

National Executive members are expected to be forthright in meetings and have a duty to question, request information, raise any issue, fully canvas all aspects of any issue confronting the Society and cast their vote on any resolution according to their own decision based on the provided facts.

However, outside the meetings, National Executive members will collectively support the letter and spirit of decisions in discussions with members and/or stakeholders.

National Executive members shall keep confidential discussions and deliberations. Similarly all confidential information, received in the course of the exercising their duties, remains the property of the Society. It is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the person from whom the information is provided, or is required by law.

1.4 Conflict of interest and related party transactions

National Executive members must disclose actual or potential conflicts of interest which may exist or might reasonably be thought to exist between the interests of National Executive members and the interests of any other parties in carrying out the activities of the Society, and at the request of the President within seven days or such further period as may be allowed, take such steps as are necessary and reasonable to remove any conflict of interest referred to above.

If a National Executive member cannot or is unwilling to remove a conflict of interest as required, then they must absent themselves from the room when discussing matters about which the conflict relates. This entry and exit should be minuted.

However, where the meeting passes a resolution that identifies the National Executive member, the nature and extent of the interest and clearly states that the remaining National Executive member are satisfied that the interest should not disqualify the National Executive member, then that National Executive member can take part in discussions and voting involving the conflicting interests. National Executive member will indicate to the President any potential conflict of interest situation as soon as it arises.

The same requirement will exist for related party transactions. Related party transactions include any financial transaction between a Director and Society and will be reported in writing to each meeting and noted in the Annual report consistent with financial reporting guidelines. These requirements will also apply to all senior officers of the Society.

The CEO will maintain a Register of "Related Party Transactions", and a "Register of Ongoing Conflicts" of Interest, including but not limited, other Directorships or third party interests which may represent a conflict of interest.

1.5 Consequences of Breach

A failure to comply with this Code may result in disciplinary action in accordance with the ASCP Constitution. This may include:

- A written warning
- Suspension or removal from the National Executive
- Suspension of membership privileges
- Expulsion from the Society

All matters will be dealt with fairly, confidentially, and in line with procedural fairness.

Craig Heidrich

Executive Director

Australian Society for Concrete Pavement

Endorsed by National Executive 16 September 2025