

ANNEXURE D

CODE OF CONDUCT OF THE BOARD OF TRUSTEES

PREAMBLE

- 1.** The TRUSTEES of the SOCIETY acknowledge that:
 - 1.1.** Whilst the primary duty of the TRUSTEES is to direct the business of the SOCIETY, the TRUSTEES also hold a position of trust which means that:
 - 1.1.1.** irrespective of whether a TRUSTEE is an EMPLOYER appointed or MEMBER elected TRUSTEE, every TRUSTEE owes the same fiduciary duty to the SOCIETY and its BENEFICIARIES;
 - 1.1.2.** the TRUSTEES are required to act independently, and in particular may not submit to influence by any party, whether the EMPLOYER, a service provider or any other party, to act differently from that which the office of trustee requires;
 - 1.2.** The functions as TRUSTEES require the TRUSTEES not only to fulfil all the requirements imposed on them by law in the fulfilment of their duties, but also to ensure that the SOCIETY is governed by them in such a way as will ensure that:
 - 1.2.1.** the benefits provided for in terms of the rules are actually delivered;
 - 1.2.2.** the benefits are optimal with acceptable associated risk;
and

1.2.3. the process of delivery of the benefits is credible and worthy of the trust of the BENEFICIARIES, and can also be demonstrated to other stakeholders.

1.3. They are accountable for the governance of the SOCIETY.

2. The TRUSTEES are accordingly bound to govern the SOCIETY to the best of their ability, both individually and collectively, and in achieving this objective shall be guided by and be subject to the principles set out below.

MANAGEMENT OF THE FUNCTION OF TRUSTEE

3. The TRUSTEES are obliged to act jointly and if any TRUSTEE comprises a minority in respect of a majority decision which is carried then the minority must respect the majority decision.

4. The TRUSTEES shall furthermore work together, irrespective of whether a TRUSTEE is an EMPLOYER appointed or MEMBER elected TRUSTEE.

5. The chairperson of the BOARD is required to lead the TRUSTEES proactively to ensure that TRUSTEE meetings are run effectively, to ensure that committees appointed by the BOARD fulfil their responsibilities.

6. The TRUSTEES shall require the principal officer (in consultation with the chairperson) to be responsible for communication with the EMPLOYER and ASSOCIATED EMPLOYERS on matters of interest to them, and to act as spokesperson of the SOCIETY where required.

7. The TRUSTEES shall look to the principal officer for effective liaison with service providers and the BENEFICIARIES, being the repository of much of the institutional history of the SOCIETY and providing support to the chairperson and to the TRUSTEES in meeting their responsibilities.

8. The TRUSTEES shall agree a policy on gifts offered to them in their capacity as TRUSTEES.

9. The TRUSTEES shall as and when the need arises, declare any interest that they may have in any matter relating to the SOCIETY.
10. Every TRUSTEE shall be entitled to receive such training and orientation, at the expense of the SOCIETY if necessary, as is necessary or desirable in order for that TRUSTEE to fulfil his responsibilities as such.
11. The TRUSTEES shall endeavour to ensure that their skills and learnings as TRUSTEES are, to the extent possible, passed on to those TRUSTEES who succeed them, and shall be available to provide information about what has happened during their tenure as TRUSTEES notwithstanding their vacation of office.
12. The information about the SOCIETY, its BENEFICIARIES, the EMPLOYER and ASSOCIATED EMPLOYERS, the service providers and the proceedings of the TRUSTEES is confidential and may only be disclosed to a third party, unless there is a contrary duty in law, in such manner and through such person as the TRUSTEES may agree.
13. The TRUSTEES shall be bound to submit themselves, individually and collectively, to such assessment as may be appropriate, to ascertain their performance, particularly in fulfilling their governance duty.
14. The TRUSTEES may be sanctioned, whether in the form of censure, suspension subject to any terms determined by the other TRUSTEES, or expulsion from office, for any breach of this code or any other duty imposed in terms of the rules or the law; and that any such sanction may only be imposed after that TRUSTEE accused of such breach has been furnished with the opportunity to defend himself.

MANAGEMENT OF THE BUSINESS OF THE SOCIETY

15. The TRUSTEES shall exercise an oversight responsibility over the

administration of the SOCIETY, in particular in respect of those service providers involved in providing services to the SOCIETY.

16. The TRUSTEES shall ensure that every service provider reports appropriately and timeously to the BOARD, that the contractual relationships with service providers are on terms which are not disadvantageous to the SOCIETY and are reviewed periodically, and that there is a periodic review and assessment of the service providers of the SOCIETY.
17. The TRUSTEES shall, as far as is possible, ensure service providers avoid or remove any conflicts of interest.
18. The TRUSTEES shall ensure that there is a periodic revision of the rules of the SOCIETY.
19. The TRUSTEES shall seek expert advice, which they shall interrogate and test, in order to ensure that the benefits of the SOCIETY are optimal and the risks associated with that minimal.
20. The TRUSTEES shall formulate a risk management policy, which will be available to the EMPLOYER, any ASSOCIATED EMPLOYER and any MEMBER requesting it. This risk management policy shall deal with the assessment and management of each type of risk to which the SOCIETY is exposed, including but without being limited to, business risk, accounting and administrative risk, investment risk and legal risk. As part of this the TRUSTEES shall ensure that there are appropriate rights of recourse against service providers and that appropriate insurance cover is enjoyed by the SOCIETY.
21. The TRUSTEES shall develop an investment policy which is appropriate for the needs of the SOCIETY and, in particular, entails an acceptable level of risk and is appropriate to meet the solvency requirements as stipulated by of the ACT.

MANAGEMENT OF RELATIONSHIPS

- 22.** The TRUSTEES shall communicate regularly relevant and clear information about the SOCIETY to every MEMBER.
- 23.** The TRUSTEES shall ensure that any communication from, query or complaint by any BENEFICIARY, the EMPLOYER, any ASSOCIATED EMPLOYER, any supplier or the REGISTRAR is dealt with timeously, thoroughly and with respect.
- 24.** The TRUSTEES shall commit the SOCIETY to a constructive, co-operative and open relationship with the REGISTRAR and any other regulatory authority with which the SOCIETY may have dealings.