

GOVERNANCE NEW ZEALAND INCORPORATED

MEMBER'S CODE OF ETHICS

Code of Professional Ethics and Conduct

Governance New Zealand requires its members to observe the highest standards of professional conduct and ethical behaviour in all of their activities. By maintaining such standards, members enhance their own standing as company secretaries and increase public confidence in the management and administration of companies or organisations.

As the conduct of an individual member can reflect upon the wider profession and upon Governance New Zealand's membership as a whole, the Code sets out what are deemed to be appropriate standards of professional conduct.

There are four core principles which all members, students, graduates, and affiliate members must adhere to and demonstrate as part of being a member of Governance New Zealand.

Integrity

Integrity is the quality of being honest and having strong moral principles. It requires that members are 'impartial, independent and informed'. This includes:

- acting professionally in your business dealings;
- not accepting or offering improper gifts or hospitality;
- avoiding conflicts of interest, or, where a conflict arises make sure everyone involved is aware of the interest;
- considering the ethical issues and groups or stakeholders which are affected in your decision making;
- avoiding involvement in any unethical, misleading, illegal or obscure behaviour; and
- avoiding bringing the profession into disrepute.

High standard of service/professional competence

A high standard of service or professional competence should be delivered throughout one's working life. This involves an understanding of relevant technical, professional and business developments. Professional competence also considers the wider implications and expectations of our members. This includes:

- maintaining professional knowledge and skills which are required to perform the role you are employed to carry out;
- completing CPD as required by the membership agreement;
- communicating effectively with your clients, colleagues and stakeholders to ensure that they are able to make informed decisions;
- acting within your level of competence. If this requires an admission to your client that you are unable to perform a task then this should be communicated effectively;
- upholding the objectives and Rules of Governance New Zealand and abiding by the Royal Charter, Bye-laws and Rules, and
- respecting confidentiality of information acquired through professional relationships.

Transparency

Transparency requires that members are clear and open in their business and behaviours. This includes:

- being open and frank in any business dealings;
- not being underhand in any business transaction; and
- treating all work as if it was reported in the public domain.

Professional behaviour

Professional behaviour requires that members act in a way which conforms to the relevant laws of the jurisdiction they are residing and/or performing business transactions in. It also requires them to pay regard to all regulations which may have a bearing on their actions. Adherence to the byelaws, specifically Governance New Zealand Rule 19.1 which states that members must observe the standard of professional conduct required by the ICSA Council. The ICSA Byelaw 23.8 states that the following actions or inactions may result in disciplinary proceedings:

- becoming bankrupt or insolvent;
- being convicted of an offence or any other conviction which has brought or may bring discredit on the Institute or the profession;
- failing to uphold the code of professional conduct and ethics;
- behaving, by doing something or not doing something, in a way that may be considered by the Disciplinary Tribunal to bring the Institute or the profession into disrepute;
- disobeying any decisions of the Council or of one of its Divisional Committees;
- breaking any of the Institute's byelaws or Charter or Regulations;
- failing to comply or co-operate with a disciplinary investigation; or
- failing to comply with a decision or any conditions made by a Disciplinary or Appeal Tribunal.

Adherence to Code

Members acknowledge that this Code is to be adhered to both in spirit and to the letter, so that members' conduct is governed by the highest standards of professionalism and ethical behaviour.

By order of the Board of
Governance New Zealand Inc.
30 July 2015