

Australian  
Mushroom  
Growers'  
Association  
Limited

ABN 30 001 491 461

**Code of Conduct**  
2023

## 1. Preliminary

### 1.1 Introduction

- (a) The Australian Mushroom Growers' Association Limited (the **Association** and **we, our, us**) is a national peak industry body dedicated to driving value for our Members, Australia's mushroom growers. Our vision is to ensure mushrooms are a vital, unique part of the Australian diet.
- (b) We provide a range of services to our Members and the broader industry to foster growth and development, and our Members comprise of Mushroom farmers, associated businesses and people in the industry.
- (c) The Association works with all parts of the supply chain, from production through to the consumer. By working together, we seek to continually improve our growers' ability to provide a healthy, profitable and safe product for all consumers. As part of this continual improvement, we work with Hort Innovation to ensure the industry levy funded Research and Development and Marketing programs for the Australian Mushroom industry are well directed and responsive to industry needs.

### 1.2 Adoption and Constitution

- (a) The Board of the Association hereby adopts this Code of Conduct "Code" as described herein.
- (b) To the extent of any inconsistency between this Code and the Constitution, the provisions of the Constitution shall prevail.

### 1.3 Definitions

In this Code words and phrases defined in the Constitution have the corresponding meaning and the following words and phrases shall have the respective meanings:

- (a) **Constitution:** the Constitution of the Association, as amended from time to time.

## 2. Code of Conduct

### 2.1 Purpose and values

- (a) This Code of Conduct contained in this clause 2 sets out the responsibilities of the Association's Board, directors, senior executives, officers, committees appointed by either the Board or Management, Members, Associates, employees, agents, contractors (each and collectively referred to as **Personnel**).
- (b) The Board has adopted this Code to:

- (i) promote high standards of personal integrity and honest, ethical and responsible conduct, including the ethical handling of actual or apparent conflicts of interest;
  - (ii) promote behaviour in accordance with the values and best interests of the Association;
  - (iii) promote the protection of Association assets, including corporate opportunities and confidential information;
  - (iv) promote fair dealing practices;
  - (v) deter wrongdoing; and
  - (vi) ensure accountability for non-adherence to the Code.
- (c) The Association's policy is to promote high standards of integrity by conducting its affairs honestly, ethically and responsibly. The purpose of the Code is to guide Personnel on how to carry out their duties in an honest and ethical manner.

## **2.2 Scope**

- (a) This Code applies to all Personnel.
- (b) All Personnel must act with integrity and observe the highest ethical standards of business conduct in their dealings with the Association's members, suppliers, partners, service providers, competitors, employees and anyone else with whom they have contact in the course of performing their duties. While the Code does not, and cannot, deal with every situation that may arise, the principles outlined in the Code provide a baseline for honest and ethical decision-making. The Association will ensure that all Personnel are provided with a copy of the Code.
- (c) All Personnel are required to be familiar with this Code, comply with its provisions and report any suspected violations.
- (d) The Code does not form part of any Personnel's contract of employment or any applicable industrial instrument.

## **2.3 Honesty and integrity**

- (a) The Association expects Personnel to act with honesty and integrity.
- (b) Personnel must comply with laws, policies and generally accepted standards of behaviour. Personnel must be open and transparent in their dealings.

## **2.4 Anti-corruption, Anti-Collusion**

- (a) The Association considers involvement in an illegal activity by Personnel to be a breach of this Code
- (b) Directors must give proper consideration to matters they are voting on. Members are expected to vote for appointments to the Board based on merit.

## **2.5 Conflicts of interest**

A conflict of interest occurs when an individual's private interest (or the interest of a member of their family) conflicts, or appears to conflict, with the interests of the Association in a material manner.

- (a) Personnel are to avoid Conflicts of interest unless specifically authorised and, in all cases only where permitted by law.
- (b) Whether or not a conflict of interest exists or will exist can be unclear. In the case of employees, conflicts of interest and potential conflicts of interest are to be declared and avoided unless specifically authorised or disclosed to the Relationship and General Manager (RGM) or in the case of the RGM or directors authorised by the Chair.
- (c) Persons, other than directors and RGM, who have questions about a potential conflict of interest or who become aware of an actual or potential conflict, must discuss the matter with, and seek a lawful determination and prior authorisation or approval from, the RGM.

## **2.6 Compliance**

- (a) The Association and its Personnel will comply, both in letter and spirit, with all applicable laws, rules and regulations in the jurisdictions in which the Association operates.
- (b) Although not all Personnel are expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance will be addressed to the RGM, or the Chair or the person or entity filling the role of Company Secretary.

## **2.7 Disclosures in accordance with law**

- (a) The Association's periodic reports and other public documents, including all financial statements and other financial information, must comply with applicable laws including the *Corporations Act 2001* (Cth)
- (b) Personnel who materially contribute to the preparation or verification of the Association's financial statements and other financial information must ensure that the Association's books, records and accounts are accurately maintained. Personnel must cooperate fully with the Association's auditors.

## **2.8 Proper use of Association assets**

- (a) All Personnel will protect the Association's assets and ensure their efficient use. Negligence or waste may be considered a breach of this Code.
- (b) Any suspected incident of fraud or theft must be reported to the RGM, Chair or Treasurer as appropriate and such disclosure may be protected under a Whistleblower Policy or the Corporations Law.

- (c) The obligation to protect Association assets includes the Association's proprietary information. Proprietary information includes intellectual property such as trade secrets and confidential information, patents, trade marks, designs and copyright, as well as business and marketing plans, engineering and manufacturing ideas, databases, records and any non-public financial data or reports. Unauthorised use or distribution of this information which is not already generally available to the public is prohibited. The obligation to protect Association assets and proprietary information includes any assets or information (including confidential information) being held by the Association belonging to the Association's Personnel.
- (d) All transactions undertaken on behalf of the Association using its assets or proprietary information must be authorised in accordance with Association policies and must be documented accurately. Personnel responsible for record-keeping and accounting must ensure that the Association's books and records are accurate, timely and fair in their description of the assets and transactions of the Association.

## **2.9 Misuse of corporate opportunities or position**

- (a) All Personnel owe a duty to the Association to advance its interests when the opportunity arises. However, Personnel are prohibited from using opportunities that are discovered through the use of Association assets, property, information or position for their personal benefit or for the benefit of another person or company (including, for example, the benefit of friends or family members).
- (b) Personnel must use their position to promote the best interests of the Association.
- (c) Personnel must not solicit gifts or favours for themselves, family members or other close personal or business associates (Associates). In addition, Personnel must decline gifts or favours that may cast doubt on their ability to apply independent judgement and otherwise those gifts or favours which they or Associates receive.

## **2.10 Privacy and confidentiality**

- (a) Personnel will maintain the confidentiality of information entrusted to them by the Association and by its Members, suppliers or partners, except when disclosure is expressly authorised or legally required. Confidential information includes all non-public information (regardless of its source) that might be of use to the Association's competitors or harmful to the Association or its Members, suppliers or partners if disclosed. The obligation to maintain the confidentiality of information remains even after Personnel cease to be employed or hold office with the Association.
- (b) Personnel will collect, use, hold and disclose personal information (as defined in the *Privacy Act 1988* (Cth) in accordance with the law and the Association's privacy policy.

## **2.11 Dealing with customers and suppliers**

- (a) Directors and Employees must deal fairly with the Association's Members, customers, suppliers, competitors, other employees and anyone else with whom they have contact in the course of performing their work duties. No Personnel may take unfair advantage of anyone through bribery or other corrupt practices, manipulation, concealment, abuse or privileged information, breaching privacy or confidentiality requirements, deception, misrepresentation of facts or any other unfair dealing practice.

## **2.12 Human rights in the workplace and in supply chains**

- (a) The Association is committed to providing a workplace free of harassment, violence, bullying and discrimination. Personnel are expected to foster a respectful and inclusive work environment that adheres to the requirements of human rights law and related workplace legislation. The Association will not tolerate acts of discrimination based on age, race, colour, national or ethnic origin, disability, parental status, gender, sex, sexual orientation or any other ground of discrimination.
- (b) The Association is also committed to ensuring that slavery and human trafficking are not occurring anywhere in the Association's business or supply chain, or by the Association's third-party business partners. Personnel are expected to adhere to the requirements of applicable modern slavery laws and related human rights law, and to communicate to, and uphold those requirements with, the Association's third-party business partners.

## **3. Review**

This Code is to be reviewed by the Board as required and at least every three years.

## **4. Publication**

The latest version of this Code is to be made available to members on the Association's website.

## **5. Amendment**

The Code may be amended, varied, modified or waived at any time by resolution of the Board.

## **6. Administration**

The Board is responsible for the administration of this Code. If employees, directors or officers have any questions about this Code generally or any questions about reporting a suspected conflict of interest or other violation of this Code they may contact the Board.

In all application of this Code the Association shall ensure that Procedural Fairness is applied.

### Policy details

Policy owner: Relationship & General  
Manager

### Effective dates

Date policy was made: 14 June 2023

Commencement date of this version: 14 June 2023

Review 13 June 2026 or sooner  
as required.

### Revision history

Version	Date	Description
1.0	14 June 2023	

### Amendments to, and operation of, this policy

AMGA reserves the right to amend this policy at any time. This policy does not operate contractually and is not intended to be contractual in nature.