



Member Code of Conduct

Social Enterprise Australia Ltd (the Organisation)
ABN 33 657 619 139

PURPOSE:

The purpose of this Code is to:

1. Promote and guide member conduct to align with the Organisation's vision, mission and values, co-designed by the Australian social enterprise sector (the Sector)
2. Outline how Members may make a report or raise concerns about member conduct
3. Outline how the Organisation will investigate any concerns and complaints about member conduct
4. Outline what action the Organisation can take if Members do not comply with conduct requirements and how the Organisation will manage member disputes, and
5. Support values and behaviours to strengthen cooperation and collaboration across the Sector, the Organisation and the Sector's reputation and relationships, and compliance with legal requirements.

APPROVED BY: BOARD OF DIRECTORS
APPROVAL DATE: 4 FEBRUARY 2025
REVIEW DATE: 4 FEBRUARY 2027

Introduction

Social Enterprise Australia Ltd (the Organisation) is the peak body for social enterprise in Australia. The Organisation advocates for and connects the sector to unlock the impact of social enterprise.

The Organisation is committed to fostering good governance, and recognises the important role it plays in defining this through its actions. This Member Code of Conduct (Code) forms a critical part of the Organisation's governance framework defining standards to support the Organisation's vision, mission and values.

Vision: Working together to ensure all people, places and the planet thrive.

Mission: To foster a vibrant and connected Australian social enterprise sector that provides environmental care, people-centred services, access to decent work, and community-led innovation.

Values: Authenticity, creativity, justice, collaboration, and diversity.

Scope - who is covered by this policy?

The behaviour of everyone matters.

This Code applies to all Members (as defined in this Code). Our directors, staff, volunteers and contractors are also bound by a Code of Conduct, which is aligned to this Code but includes additional and greater responsibilities appropriate for their roles. We hold ourselves to the highest standards. You are encouraged to raise any concerns you may have about our conduct.

It's important that all Members work towards our vision, mission and values, and don't do anything that causes, or may cause, harm or detriment to our ability to deliver on our vision, mission and values.

If you are an organisation, you are required to ensure your Representatives act in accordance with this Code. If your Representatives do not comply with this Code we may need to take action, up to and including termination of your membership.

Definitions

"Constitution" means the constitution of the Organisation as amended from time to time.

"Director" includes any person occupying the position of Director of the Organisation.

"Directors" means all or some of the Directors acting as a Board.

"Member" means a Member under clause 12 of the Constitution (and in clauses 18, 19, 21 and 24 of the Constitution, Member includes a Member present in person or by proxy, attorney or Representative).

"Member Misconduct" means conduct and behaviours which fall short of, or directly contravenes, the expected standard of conduct and behaviour as detailed in this Code.

"Our, we and us" means Social Enterprise Australia Ltd (the Organisation).

"Related Documents" means any documents identified on the last page of this Code.

"Representative" means a person appointed by a Member to act as its representative under clause 31 of the Constitution.

"Secretary" means any person appointed by the Directors to perform any of the duties of a secretary of the Organisation and if there are joint secretaries, any one or more of those joint secretaries.

"Sector" means the Australian Social Enterprise sector.

"Social Enterprise" means a business that puts people and planet first. It trades like any other business but exists specifically to make the world a better place.

"Social Enterprise Member" means a Member who is a Social Enterprise that meets the eligibility requirements determined by Directors and is admitted as a social enterprise member of the Organisation.

"You, your and yourself" means a Member individually and Members collectively and the Member's personnel and Representatives.

Member Code of Conduct

Guiding Principles

The Code is in place to enable you to support the Organisation and the Sector and our relationship with other stakeholders.

It sets out our expectations for how you act when you are engaging with us and other Members, and on behalf of or in association with the Sector. It also outlines how you can raise issues and how issues will be resolved.

By requiring all Members to act in accordance with this Code we strive to foster an environment for the Sector to be vibrant and connected and to contribute to all people, places and the planet thriving.

Conduct

This Code is underpinned by values co-designed by the Sector.

It provides guidance on what is expected from you when engaging with us and other Members, and on behalf of or in association with the Sector.

When you are engaging with us and other Members, or on behalf of or in association with the Sector, we ask:

1. You consider the broader impact of your actions, not just on the Organisation but on our vision and mission and the Sector.
2. You act in line with Sector values.

This means:

- a. *Authenticity*: You strive to be honest with yourself and with others.

You seek to be transparent and clear in your communications, talk with others not about them, and do what you say you will. You take on difficult conversations, decisions and actions rather than avoid them. You aim to own your mistakes and limitations. You seek to be kind to yourself and others.

- b. *Creativity*: You help create space for imagination and innovation.

You see that the future is not determined and is ours to create. You foster space to dream big, explore, and make mistakes or get it right. You recognise that it's ok and sometimes good to change your mind and for others to change theirs. You seek to emerge ideas, take action and learn together.

- c. *Justice*: You seek to enable the full participation of all.

You recognise that some people are excluded and their voices are not heard. You aim to identify and reject discrimination and to value lived experience and self-determination. You seek to be aware of any exclusion or privilege of your own.

- d. *Collaboration*: You plan, act and learn with others. You will be generous.

You aim to be aware of your ego, assumptions and emotions and to keep in check how they affect you and others. You seek joint responsibility rather than credit. You are upfront about your own interests to identify when they could undermine or help shared goals.

- e. *Diversity*: You seek out views that are different from your own.

You recognise that there are different ways to participate and create impact. You ask people what they mean, listen with curiosity and seek to understand rather than make assumptions or speak for them. You celebrate the contribution of others and recognise that you always have things to learn.

- 3. Your conduct and behaviours are legally compliant.

This means:

- a. You do not engage in any illegal activities that cause, or may cause, harm or damage to the Organisation or the Sector's reputation or to any person.
 - b. You act in accordance with the Organisation's legal obligations and do not do anything that causes, or may cause, the Organisation to be in breach of any law imposed on it.
- 4. You conduct yourself in a way that promotes confidence and trust in the Organisation and the Sector. You protect the Organisation and the Sector's reputation and recognise the critical role we play as a peak body for the Sector. This includes how you conduct yourself online.
 - 5. You keep yourself and others safe.

This means:

- a. You engage as you should in any other workplace, safeguarding the physical and psychological safety of yourself and of others.
 - b. You operate and act in line with health and safety laws.
 - c. You express disagreement respectfully and invite and allow others to express their disagreement respectfully.
6. You safeguard vulnerable people.

While all people must be protected from harm, there are additional legislative and ethical considerations for protecting vulnerable people (meaning children or adults who are disadvantaged and access a regulated activity in relation to the disadvantage).

This means:

- a. You take care to ensure vulnerable people are protected from harm or exploitation (including physical, psychological and financial harm or exploitation).
 - b. If you suspect or are concerned a vulnerable person may be exposed to harm or exploitation, you report your concern in line with appropriate processes.
7. You respect others rights and freedoms and do not discriminate on the basis of sexual orientation, gender, age, race, ethnicity, language, religion, disability, pregnancy, carer responsibilities or any other status protected by law. You do not exploit, abuse or corrupt in any way. You raise concerns about any form of harassment, discrimination, racism, intimidation, exploitation or abuse.
8. You recognise the cultural heritage of the Aboriginal and Torres Strait Islander community and the heritage of people of all backgrounds.
9. You do not accept bribes or inducements, and minimise our exposure to fraud and corruption.

This means:

- a. You do not offer, accept or solicit gifts, benefits or additional money through your membership with us for yourself or others (other than those that may be offered to, or solicited for, all members).
 - b. You report any suspected fraud, corrupt, criminal, unethical conduct or maladministration in line with the process outlined in this Code and/or our Whistleblower Policy.
10. You identify and disclose interests that give, or may give, rise to a conflict of interest (perceived, potential or actual). Further information about what is a conflict of interest is available in our Conflict of Interest Policy.

This means:

- a. You are mindful of your interests and position and, when you are able to make decisions on behalf of the Organisation or to influence or benefit directly from Organisational decisions (disproportionately to the rest of the Sector), you report your interest to us so that it can be managed appropriately.
 - b. When you participate in forums organised by us or on our behalf (including, but not limited to, working groups, committees, advisory groups, learning communities and communities of practice), you report your conflict of interest to the convenor/chair of the group so that the convenor/chair can:
 - i. Determine steps to be taken to manage your conflict of interest
 - ii. Advise the group of your conflict of interest, and
 - iii. Record your conflict of interest.
11. You maintain privacy and confidentiality of personal information you may obtain or access through your membership and only use this information for proper purposes.

This means:

- a. You take reasonable steps to ensure personal information is kept secure against loss, unauthorised access, use, modification, disclosure or misuse.
- b. You use personal information only for the purposes for which it was collected.

- c. You do not disclose personal information to another party unless the individual is aware of, or has consented to, the disclosure.
- 12. You use intellectual property, data and other resources you may obtain or access through your membership appropriately recognising the trust placed in us by those that resource and support our work.

This means:

- a. You maintain the integrity and security of our intellectual property and commercial information.
 - b. You use intellectual property and other resources responsibly for legal and permitted purposes to benefit the Organisation and the Sector.
- 13. You seek to resolve disputes between you and another Member, or between you and us, in line with the dispute resolution process detailed in this Code.

If you don't comply with this Code

We value authenticity and honesty in our relationships and trust all Members to comply with this Code and not engage in Member Misconduct.

If you don't comply with this Code we may take appropriate action, up to and including termination of your membership.

Member Misconduct

You will be considered to have engaged in misconduct if:

- 1. You breach our Constitution and/or this Code
- 2. You are found guilty by a court of law of a criminal offence which is punishable by imprisonment
- 3. You engage in conduct which is dishonest or fraudulent
- 4. You engage in conduct which causes, or has the potential to cause damage to our or the Sector's reputations or relationship with stakeholders, or
- 5. You obtained admission as a Member by improper means.

Reporting Concerns

Concerns about potential Member Misconduct may be raised with our Membership Officer in the first instance or, if this is not appropriate, with our COO or through an [online form on our website](#).

Reports may be made anonymously via our online form. If none of these options are appropriate, concerns may be raised with our CEO or a Director.

You are entitled to raise concerns and make complaints without fear of victimisation and with the assurance your complaint will be treated seriously, promptly and sensitively having regard to due process and confidentiality. You must not make frivolous, malicious or vexatious complaints.

Investigating Concerns and Taking Action

We will internally investigate all concerns reported to us relating to Member Misconduct and we will keep you informed of our investigation, subject to privacy considerations. Where an internal investigation is not appropriate given the nature of the concerns raised, we will seek external support as needed within our resourcing constraints.

Investigation reports will be provided to Directors to enable Directors to make a decision about what action is to be taken against a Member who has engaged in Member Misconduct.

Your membership may cease in accordance with clause 13 of the Constitution but may only be terminated in accordance with the process outlined in clause 13.1(b) of the Constitution.

Other Disputes

If a dispute arises between you and another Member, or between you and us, that is not otherwise covered by this Code, the matter will be managed in accordance with the dispute resolution process detailed below.

1. You may refer the dispute to our Membership Officer. On your request, we will consider the dispute and meet with you within 10 business days or at another mutually agreed time.
2. If this does not resolve the dispute to your satisfaction within a reasonable timeframe, you may request the dispute be referred to our CEO.
3. On your request, our CEO or their delegate will consider the dispute and meet with you within 10 business days or at another mutually agreed time.

4. If our CEO or their delegate is unable to resolve the dispute to your satisfaction within a reasonable timeframe, you may request the dispute be referred to our Directors.
5. On your request, our Directors, or their nominated representative/s, will meet with you within 10 business days or at another mutual agreed time.

If the dispute cannot be resolved by following the processes outlined above, the dispute may be referred for mediation in accordance with the process outlined in clause 64 of the Constitution.

Responsibilities

We all have a part to play in upholding this Code. A summary of individual responsibilities is outlined below.

You are responsible for:

1. Acting in accordance with this Code
2. Advising our Membership Officer, or the convener/chair of any forums you participate in, of any conflicts of interest , and
3. Advising us of any criminal charges and convictions (punishable by imprisonment) made against you.

Directors are responsible for:

1. This Code defining the conduct expected from Members
2. Considering investigation reports relating to concerns about Member Misconduct and determining what action should be taken, and
3. Monitoring compliance, reviewing and approving this Code.

Our Directors, CEO and Membership Officer are responsible for managing disputes in accordance with the internal dispute resolution process outlined in this Code.

To support Directors to fulfil their responsibilities, the Membership Officer is responsible for:

1. Supporting the Secretary to maintain the Member Register
2. Ensuring that any identified or declared conflicts of interest related to Members, including arrangements to manage the conflicts, are captured (including those reported to conveners/chairs of forums arranged by us)
3. Answering questions about the Code, escalating concerns where appropriate and managing disputes

4. Ensuring a record of all concerns raised in relation to Member Misconduct and other disputes are captured, and
5. Implementation of this Code, including education and training.

To support Directors to fulfil their responsibilities, Head of Governance and Legal is responsible for:

1. Overseeing compliance with legal requirements related to membership
2. Monitoring and reviewing this Code every 2 years and providing a report to Directors (via the CEO) with recommended amendments to the Code, and
3. Ensuring that following a review of the Code, version numbers are updated and obsolete versions are archived.

RELATED DOCUMENTS:

Social Enterprise Australia's Constitution
Member Register
Issues Register
Conflict of Interest Register

RELEVANT LEGISLATION, REGULATIONS AND STANDARDS:

Corporations Act 2001 (Cth)
Australian Charities and Not for Profits Commission Act 2012 (Cth)

This Code is not intended to override any industrial instrument, contract, award or legislation.