



## **AUSTRALIAN MILITARY MEDICINE ASSOCIATION**

### **POLICY DOCUMENT**

#### **PD 1 – CORPORATE GOVERNANCE**

This **Policy** adopted by

the Council of the **Australian Military Medicine Association**

at a meeting held

on the seventeenth day of October 2003

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**Secretary**

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**President**

Amended at a Council meeting held on 22 January 2009

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#### **INTRODUCTION**

Corporate Governance is about the functions of the governing body of an organisation. Essentially, these functions are about leadership, direction and control. Corporate Governance is also about integrity.

Corporate Governance can be defined as the framework through which organisations are accountable for continuously improving the quality of their services and safeguarding high standards by creating an environment in which excellence will flourish.

The responsibility for exercising Corporate Governance in the Australian Military Medicine Association (the “Association”) is vested in the Association Council.

The Association Constitution (Clause 2.9b) provides that:

The council shall comprise full members or life members of the association.  
The council;

- (i) shall control and manage the business and affairs of the association.
- (ii) may, subject to these rules, the regulations and the act, exercise all such powers and functions that are required by these rules to be exercised at a general meeting of the members of the association.

- (iii) subject to these rules, the regulations and the act, has the power to perform all such acts and things as appear necessary for the proper management of the business and affairs of the association, and to promote the educational and fellowship aims of the association for the benefit of the members and the general public.

## **POLICY**

The Association Council is accountable for the Corporate Governance of the Association and will develop and maintain a framework that allows it to exercise Corporate Governance on behalf of the Members. In support of this, it will develop a framework of Policy Documents and Procedural Instructions that ensure the highest standards in all aspects of the Association's operations.

## **IMPLEMENTATION**

Council will exercise its responsibilities for Corporate Governance of the Association by:

- a. ensuring that the Association is governed in accordance with the wishes of its Membership as determined from time to time, and in particular ensure that the directions of the Membership are carried out in accordance with resolutions passed by the Membership;
- b. developing, endorsing and implementing Policy Documents, and Procedural Instructions that ensure the highest standards in all aspects of the Association's operations, and ensure compliance with the Association's Constitution and all Legislation, Regulations and Rules that govern the Association's affairs;
- c. ensuring proper fiscal responsibility in the conduct of the Association's affairs to achieve its long-term strength and prosperity;
- d. ensuring information in relation to the conduct of the affairs of the Association is provided to the Members in a timely and effective manner;
- e. ensuring that matters that require the approval or endorsement of the Members of the Association are presented to them for consideration in a timely and effective manner;
- f. maintaining the highest standard of personal and corporate ethics in support of the Association's affairs; and
- g. ensuring that the provisions of the Association Constitution and any Policy Documents and Procedural Instructions that support the conduct of the Association's affairs are up-to-date in respect of modern business and organisational practices and all Legislation, Regulations and Rules that govern the Association's affairs, and, where necessary, move to amend these through the proper processes as required by the Constitution.

Policy Documents and Procedural Instructions in support of Corporate Governance will be developed and maintained by Council and will be adopted by Council at properly constituted meetings of Council. Copies of these documents will be held by the Secretariat and published on the Association's Web-Site.

Council is to conduct the affairs of the Association in accordance with those Policy Documents and Procedural Instructions that it adopts, as well as in accordance with proper and ethical business practice.

### **POLICY DOCUMENTS**

Policy Documents will be adopted to govern aspects of the Association's affairs that require a policy position to be taken that, while consistent with the Constitution, is not otherwise defined.

The development of policies is authorised under Clause 29b(iii) of the Constitution (see above).

### **PROCEDURAL INSTRUCTIONS**

Procedural Instructions will be adopted to govern aspects of the Association's affairs that reflect either:

- a. the carrying out of functions required under the Constitution;
- b. the carrying out of functions required under properly adopted Policy Documents; or
- c. the carrying out of functions required in support of the normal exercise of Corporate Governance responsibilities and the day-to-day operation of the Association.

### **CONFLICT OF INTEREST**

Members of the Association and Council are drawn from a wide variety of backgrounds and are engaged in a wide variety of business, professional and other activities.

A Conflict of Interest may occur when a Member or the interests of a Member stand to gain a tangible or intangible benefit, either directly or indirectly, including by adversely affecting the position or activities of another entity, from a function or activity of the Association where that Member has a direct involvement in the decision making process that determines that that function or activity should or should not take place.

It is expected that, where decisions that affect the affairs of the Association are taken by the Membership through Annual or Special General Meetings, any Conflict of Interest that affects a Member in the casting of their vote will be openly declared by that Member.

Members of Council have a special duty to declare any Conflict of Interest when decisions that affect the affairs of the Association are taken at both Council Meetings

and Annual and Special General Meetings, and are to ensure that they so declare any Conflict of Interest.

Following declaration of a Conflict of Interest, it may be managed in one of several ways:

- a. by being noted and by the Member affirming that that Conflict of Interest can be managed by him or her in a way that will not affect the casting of his or her vote;
- b. by the Member determining and declaring that he or she will not cast a vote in relation to the matter; or
- c. by the Member withdrawing from the Meeting for the duration of the consideration of the matter.