

1. Purpose

This policy outlines the principles applying to the declaration and management of actual, potential and perceived conflicts of interest at Housing Choices Australia (**HCA**) (as defined in the Governance Documents Framework) and the management of conflicts of directors' duties.

The objectives of this policy are:

- To protect HCA's interest in impartial and objective decision making
- To protect the reputation of HCA by maintaining ethical standards of good judgement, fairness, and integrity in all its dealings
- To ensure that employees and directors always observe the highest standard of business ethics
- To avoid any activity or interest that might reflect unfavourably upon an employee's or director's own integrity and good name, or upon the integrity and good name of HCA; and
- To ensure directors disclose and manage conflicts of interest and conflicts of duty.

2. Application

Part One of the policy applies to all HCA employees, including continuing, fixed term, full time, part time, and casual employees.

Part Two of the policy applies to executive and non-executive directors of HCA.

Governance documents support HCA people to live Our Values. They set out important controls that help keep people safe, manage organisational risk, and support compliance with legal and regulatory obligations.

All people to whom this document applies are expected to comply with it. Where non-compliance by an employee occurs, it will be managed in accordance with the organisation's performance management and disciplinary procedures.

3. What is a conflict of interest?

A conflict of interest occurs when an employee's or director's personal interests, could influence, or appear to influence, their duties to HCA. Personal interests include a person's own interests, as well as the interests of their family, friends and associates. A conflict of interest might relate to financial or non-financial matters and may arise even from avoiding personal or financial loss. Conflicts of interest can be actual, potential or perceived:

- An **actual** conflict of interest involves a current conflict between the employee or director's duties and responsibility to the company and the employee or director's personal interests (including interests of family, friends and associates)
- A **potential** conflict arises where the employee or director's personal interests could foreseeably conflict with their duties or decision making in the future

- A **perceived** conflict of interest exists where it could appear to an objective observer that the employee or director's personal interests could improperly influence their duties or decision making, whether or not this is actually the case.

4. PART ONE – HCA Employees

4.1. Obligations

HCA's employment contracts generally provide that an employee **must**:

- *disclose to HCA any facts, information or circumstances (including concepts or ideas) which may give rise to a conflict between [their] interests and the interests of a Group Company;*

and **must not**:

- *act in conflict with the best interests of a Group Company;*
- *on discovering a conflict between [their] interests and the interests of a Group Company, allow that conflict to continue without first obtaining the written consent of HCA.*

In addition, HCA's Code of Conduct requires HCA people to:

- take reasonable steps to avoid any personal, financial or other interest which may conflict with their duties or terms of employment, including acceptance of gifts
- act appropriately when a conflict arises between their self-interest and their duty to HCA.

4.2. Examples

Following are examples of conflicts of interest:

Type of conflict	Employee
Actual	• an employee being involved in the negotiation of a contract between HCA and a business owned by the employee's family member • an employee's family member is prioritised to receive services from HCA, ahead of other clients and the prioritisation decision was made or influenced by the relevant employee • an employee's friend is employed by HCA without the job being appropriately advertised or a formal selection process undertaken and the employment decision was made or influenced by the relevant employee.
Potential	• an employee is on a selection panel for a job for which a friend of the employee has told the employee they intend to apply • a company in which an employee has a financial interest has tendered for a contract to provide a service to HCA.
Perceived	• an employee selects a supplier where a former colleague is now a sub-contractor, but that was not known by the employee at the time of supplier's selection.

4.3. Disclosure and management

Employees must ensure actual, potential or perceived conflicts of interest are formally disclosed and managed. Disclosure and the management actions must be recorded in the Conflicts of Interest Register maintained by People & Culture. It is not appropriate for peers or subordinates of an employee who is compromised to be involved in the management of the conflict of interest.

Where a conflict occurs, the interests of HCA will be balanced against the interests of the employee. Unless exceptional circumstances exist, the balance of interests will be resolved in favour of HCA. Some circumstances have specific requirements in addition to the basic requirement to record and manage.

Circumstance	Requirements
Resident or client relationship	Notify manager of resident or client relationships before providing any services directly to that resident or client. Refrain from providing services directly to that resident or client.
Board memberships (paid or unpaid in any sector for any organisation)	Notify and receive approval from their manager prior to serving on the board. The HCA employee must notify the relevant organisation that their board position does not represent HCA.

4.4. Confidentiality

Confidentiality is to be maintained at all times by all persons involved. HCA will ensure that confidential disclosures are protected from misuse. Nothing precludes either the employee who has disclosed the conflict of interest, or the manager to whom the disclosure was made, from seeking advice from People & Culture or the General Counsel and Company Secretary on any matters relating to this policy.

5. PART TWO - Executive and Non-executive Directors of HCA.

5.1. Obligations

A Director who has a material personal interest in a matter which relates to HCA's affairs (conflict of interest) must give the other Directors notice of that interest. A Director may give a standing notice of an interest by tabling a written notice of that interest at a meeting of Directors.

Disclosure of new conflicts of interest is the responsibility of all Directors ensuring that the integrity of decision making is maintained. Disclosure must be made to all Directors prior to the commencement of any discussion relating to that conflict of interest.

5.2. New Directors

Before any person is appointed as a Director, they must disclose any conflicts of interest and any potentially conflicting duties to the Board. Such disclosure will be made on the form where the person consents to act as a Director and will be tabled by the Company Secretary at the next Board meeting.

5.3. Examples

Following are examples of conflicts of interests

Type of conflict	Director
Actual	- when a Director or their immediate family or business interests stands to gain financially from any business dealings, programs, or services of HCA - when a Director is a partner of a professional services firm who provides services to HCA
Potential	when a Director is offered a role at a professional services firm who provides services to HCA
Perceived	when a Director's sibling owns a maintenance company that submits a tender to perform repairs and upgrades on the provider's housing stock.

5.4. Register of Interest

The Company Secretary will maintain a Register of all conflicts of interest of which they have been given standing notice. Directors must advise the Company Secretary of any new or potential conflicts that may arise, for example due to changes in their employment or business interests, or a new project undertaken by HCA. All new entries in the Register must be presented to the Board and minuted at the next Board meeting.

The Board will review the Register on a regular basis and will update it as required.

5.5. Attendance and voting on matters where a Director has a conflict of interest

Under the *Corporations Act 2001* (Cth) (Corporations Act), a Director who has a material personal interest in a matter which is being considered at a Board meeting, must not:

- be present while the matter is being considered at the meeting; or
- vote on the matter.

This restriction does not apply if the interest does not need to be disclosed under section 191 of the Corporations Act or if the other Directors have passed a resolution which:

- identifies the Director, the nature and extent of the Director's interest in the matter and its relation to the affairs of the company; and
- states that those Directors are satisfied that the interest should not disqualify the Director from voting or being present.

A Director, notwithstanding the interest, may be counted in the quorum present at any meeting.

5.6. Managing conflicts of duties

Each Director of each HCA Group entity owes separate and specific duties at law to each legal entity that they are appointed to govern, including the duty to act in the best interests of the entity.

A Director may be a director of multiple HCA entities. For example, Directors of HCAL are also Directors of each of the other entities in the HCAL Group and Directors of special purpose vehicles (SPVs) are also Directors of other SPVs. These common board arrangements may give rise to circumstances where Directors owe duties to two or more entities whose interests differ in relation to a particular matter (i.e. Directors may hold "dual" or "multiple" hat roles in relation to a particular decision).

To facilitate Directors having regard to the specific duties owed to each entity and considering the particular interests of each entity individually, where appropriate:

- separate board meetings will be held;
- management will highlight in Board papers where the interests of the HCA entities differ or are not aligned; and
- the Company Secretary will draw the Directors' attention to decisions where they owe duties to two or more entities whose interests differ.

To the extent that Directors are concerned about a conflict of duty between HCA entities, separate independent legal advice can be facilitated through the Company Secretary on a case-by-case basis.

6. Implementation

This policy is implemented through our:

- Conflicts of Interest Procedure

- Code of Conduct
- Affiliated Entities Policy
- Gifts, Benefits and Hospitality Policy and Procedure

7. References

This policy is created with reference to the following legislation and other external documents:

- *Corporations Act 2001* (Cth)
- ACNC Governance Standards – Governance Standard 5
- ACNC Guide: Managing Conflicts of Interest
- NRSCH

8. Document details

Title	Code of Conduct
Version	v6.0
Approver	Board of Directors
Owner	General Counsel and Company Secretary
Approval date	31.05.2026
Review period	3 years



English:

If you need an interpreter, please call TIS National on 131 450 and ask them to call **Housing Choices Australia** on **1300 312 447**. Our business hours are **9am to 5pm, Monday to Friday**.

You can also visit the TIS National website for translated information about the service TIS National provides. Visit: www.tisnational.gov.au

Arabic:

إذا كنت بحاجة إلى مترجم، يرجى الاتصال بـ TIS الوطنية على الرقم 131 450 وأطلب منهم الاتصال بـ **Housing Choices Australia** على هاتف رقم **1300 312 447**. ساعات العمل الخاصة بنا **9am to 5pm, Monday to Friday**.

يمكنك أيضا زيارة موقع TIS الوطنية للحصول على معلومات حول الخدمات التي تقدمها TIS الوطنية. قم بزيارة: www.tisnational.gov.au

Farsi (alt Persian):

اگر به مترجم نیاز دارید، لطفاً با شماره تلفن تیس نشنال 131 450 تماس بگیرید و از آنها بخواهید با **Housing Choices Australia** به شماره **1300 312 447** تماس بگیرند. ساعت کاری ما **9am to 5pm, Monday to Friday** است.

www.tisnational.gov.au شما همچنین می توانید به وب سایت تیس نشنال برای اطلاعات در مورد خدماتی که تیس نشنال فراهم می کند مراجعه کنید. به

Vietnamese:

Nếu quý vị cần thông dịch viên, xin hãy gọi cho Dịch vụ Thông Phiên dịch Quốc gia (TIS Quốc gia) theo số 131 450 và yêu cầu họ gọi cho **Housing Choices Australia** theo số **1300 312 447**. Giờ làm việc của chúng tôi là **9am to 5pm, Monday to Friday**. Quý vị cũng có thể vào thăm trang mạng của TIS Quốc gia để có thông tin về các dịch vụ mà TIS Quốc gia cung cấp. Hãy vào thăm www.tisnational.gov.au

Somali:

Haddii aad u baahan tahay turjumaan, fadlan ka wac TIS National taleefanka 131 450 waxaad ka codsataa inay kuu wacaan **Housing Choices Australia** iyo **1300 312 447**. Saacadaha Shaqadu waa **9am to 5pm, Monday to Friday**. Waxaad kaloo booqan kartaa website-ka TIS National ee macluumaadka turjuman oo ku saabsan adeegga TIS National ay bixiso. Ka eeg: www.tisnational.gov.au

Simplified Chinese:

如果您需要口译员，请拨打TIS National 的电话131 450，请他们打电话给**Housing Choices Australia**，电话号码：**1300 312 447**。我们的营业时间是**9am to 5pm, Monday to Friday**。

你也可以访问TIS National 的网站，了解TIS National提供的服务。网址：www.tisnational.gov.au

Traditional Chinese:

若你需要口譯員，請撥打TIS National電話131 450並請他們轉接 **Housing Choices Australia** 的電話 **1300 312 447**。我們的工作時間是**9am to 5pm, Monday to Friday**。

你也可以瀏覽TIS National 網站瞭解TIS National 的服務資訊，網址：www.tisnational.gov.au

Spanish:

Si necesita un intérprete, por favor llame a TIS National en el 131 450 y pida que lo comuniquen con **Housing Choices Australia** en el **1300 312 447**. Nuestro horario de oficina es **9am to 5pm, Monday to Friday**.

También puede visitar el sitio web de TIS National para obtener información acerca de los servicios que provee TIS National. Visite www.tisnational.gov.au

Italian:

Se hai bisogno di un interprete, telefona a TIS National al numero 131 450 e chiedi di chiamare **Housing Choices Australia** al **1300 312 447**. I nostri orari d'ufficio sono **9am to 5pm, Monday to Friday**.

Puoi visitare anche il sito web TIS National per informazioni tradotte sul servizio che TIS National fornisce. Visita il sito: www.tisnational.gov.au

For other languages, access to an interpreter is available by contacting Housing Choices Australia on **1300 312 447**.