

Conflict of Interest Policy

Prima Nota Inc. Adopted by the Management Committee on 9/03/2026.

To be reviewed annually following the Annual General Meeting.

1. Purpose

The purpose of this policy is to help Management Committee members of Prima Nota Inc. to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of Prima Nota Inc. and manage risk.

2. Objective

The Prima Nota Inc. Management Committee (called the 'committee' in this policy) aims to ensure that committee members are aware of their obligation to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of Prima Nota Inc.

3. Scope

This policy applies to all Management Committee members of Prima Nota Inc., as well as any other person in a decision-making role within the organisation.

4. Definition of Conflicts of Interest

A conflict of interest occurs when a person's personal interests conflict with their responsibility to act in the best interests of the charity.

Personal interests include direct interests, as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder). It also includes a conflict between a committee member's duty to Prima Nota Inc. and another duty that the committee member has (for example, to another charity). A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the charity. Therefore these situations must be managed accordingly.

5. Policy

This policy has been developed to address conflicts of interest affecting Prima Nota Inc. Conflicts of interest are

common, and they do not need to present a problem to the charity as long as they are openly and effectively managed.

It is the policy of Prima Nota Inc., as well as a responsibility of the committee, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to Prima Nota Inc.

Prima Nota Inc. will manage conflicts of interest by requiring committee members to:

- avoid conflicts of interest where possible
- identify and disclose any conflicts of interest
- carefully manage any conflicts of interest, and
- follow this policy and respond to any breaches.

5.1. Responsibility of the Committee

The committee is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across the organisation
- monitoring compliance with this policy, and
- reviewing this policy on an annual basis to ensure that the policy is operating effectively.

The committee must ensure that its members are aware of the ACNC Governance Standards, particularly **Governance Standard 5**, and that they disclose any actual or perceived material conflicts of interest as required by Governance Standard 5.

5.2. Identification and Disclosure of Conflicts of Interest

Once an actual, potential or perceived conflict of interest is identified, it must be entered into Prima Nota Inc.'s Register of Interests, as well as being raised with the committee.

If all committee members have the same conflict of interest, Prima Nota Inc. must consider whether it is still able to comply with the ACNC Governance Standards, especially Governance Standard 5, while taking reasonable steps to ensure that its committee members are subject to, and comply with, the relevant duties.

Prima Nota Inc. may:

- obtain professional advice
- consider whether there are any relevant exceptions in its governing document or legislation
- consider whether it is appropriate for members to pass a resolution in a general meeting
- consider appointing new committee members

Where every other committee member shares a conflict, the committee should refer to ACNC Governance Standard 5 to ensure that proper disclosure occurs.

The Register of Interests must be maintained by the Secretary. The register must record information related to a conflict of interest, including the nature and extent of the conflict of interest and any steps taken to address it.

5.3. Confidentiality of Disclosures

Information disclosed in relation to a conflict of interest is accessible only to Management Committee members. Where a disclosure involves a sensitive matter, the committee may determine that access is further restricted to specific office bearers. If additional restrictions on disclosure are required, an alternative disclosure mechanism may be arranged in consultation with the Chairperson.

6. Action Required to Manage Conflicts of Interest

6.1. Conflicts of Interest of Committee Members

Once the conflict of interest has been appropriately disclosed, the committee (excluding the committee member who has made the disclosure, as well as any other conflicted committee member) must decide whether or not those conflicted committee members should:

- vote on the matter (this is a minimum)
- participate in any debate, or
- be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a committee member from regularly participating in discussions, it may be worth the committee considering if it is appropriate for the conflicted person to resign from the committee.

6.2. What Should Be Considered When Deciding What Action to Take

In deciding what approach to take, the committee will consider:

- whether the conflict needs to be avoided or simply documented
- whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making
- alternative options to avoid the conflict
- the charity's objects and resources, and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the charity.

The approval of any action requires the agreement of at least a majority of the committee (excluding any conflicted member/s) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting and in the Register of Interests.

6.3. Related Party Transactions and Remuneration

Prima Nota Inc. recognises that, in a small community-based organisation, committee members or related parties may from time to time provide professional services to the organisation or receive reimbursements. To ensure compliance with ACNC Governance Standard 5 and to prevent private benefit, the following safeguards apply:

1. Genuine Services Only Committee members may only receive payment where:

- The payment is for actual services rendered or approved reimbursements.
- The services are necessary to advance Prima Nota's charitable purpose.

2. Reasonable and Market-Based Any payment must be:

- Reasonable in amount.
- Comparable to market rates for similar services.
- Proportionate to the organisation's financial capacity.

3. Disclosure Requirement The nature and extent of the interest must:

- Be disclosed to the committee.
- Be recorded in the Register of Interests.
- Be minuted at the meeting where the decision is made.

4. Exclusion from Decision-Making A conflicted committee member:

- Must not vote on the matter.
- Must not participate in discussion unless requested for factual clarification.
- May be required to leave the room during deliberation and voting.

5. Best Interests Test The remaining committee members must be satisfied that:

- The arrangement is in the best interests of Prima Nota Inc.
- No less conflicted alternative is reasonably available.
- The decision supports the organisation's charitable purpose.

6. Transparency Where required by law or ACNC reporting obligations, related party transactions will be disclosed in annual financial reporting.

⚠ Failure to comply with this section may constitute a serious breach of governance duties.

7. Compliance with this Policy

If the committee has reason to believe that a person subject to the policy has failed to comply with it, it will investigate the circumstances.

If it is found that this person has failed to disclose a conflict of interest, the committee may take action against them. This may include seeking to terminate their relationship with Prima Nota Inc.

If a person suspects that a committee member has failed to disclose a conflict of interest, they must notify the Chairperson or the Secretary in writing, specifying the basis of the potential conflict.

Contacts

For questions about this policy, contact the Management Committee via email at info@primanota.org.au or by post to Prima Nota Inc., ABN 50 877 046 957.

Conflict of Interest Declaration Form

Prima Nota Inc.

Name

Role on Committee

Date

Please list any organisations, roles, businesses, or affiliations that may present an actual, potential, or perceived conflict of interest with your role on the Prima Nota Management Committee:

I declare that the information provided is accurate and complete to the best of my knowledge. I have read and understood Prima Nota's Conflict of Interest Policy and undertake to notify the Secretary if any changes to this declaration occur during my term.

Signature

Date
