
**Vietnamese Australian Scholars and
Experts Association Ltd**

Code of Conduct

August 2023

Introduction

Vietnamese Australian Scholars and Experts Association Ltd (**VASEA**) is committed to upholding its principal purpose in a professional, respectful and inclusive environment.

This Code of Conduct (**Code**) provides a framework for VASEA directors, members and employees (**VASEA Associates**) to achieve minimum standards of ethical behaviour and professionalism in their dealings and relationships.

In the case of members, a breach of this Code may constitute conduct against the interest of, or prejudicial to VASEA, or that is unbecoming of a member, and be grounds for disciplinary action under the Constitution of VASEA.

VASEA is committed to ensuring that VASEA Associates treat each other with respect and exercise integrity in their dealings. VASEA will be guided by this Code as to what is acceptable and unacceptable behaviour.

This Code is based on VASEA's purposes and objectives and is underpinned by VASEA's core purpose as being an independent, impartial and non-partisan organisation.

1. Key Principles

1.1 Vision

A bridge of connecting Vietnamese Scholars and Subject-Matter Experts (SME) living and working in Australia with public organisations and entrepreneurs in Vietnam in areas of science, technology, education, trade, investment etc.

A bridge for promoting the diplomatic relationship between Australia and Vietnam in its expertise.

1.2 Values

VASEA is committed to the following values:

- (a) RESPECT – Respect each other
- (b) ENTHUSIASM – Enthusiastic in inspiring Attitude, Knowledge and Skills to others
- (c) ACHIEVEMENTS – Sharing achievements in STEM (Science, Technology, Engineering & Mathematics) and other disciplines
- (d) DIGNITY – Being proud of Vietnamese Australian with advanced and comprehensive knowledge and expertise
- (e) SOLIDARITY – Together building a strong VASEA for sustainable Vietnamese Australian Scholars and SME community

1.3 Commitment

VASEA is committed to ensuring that all VASEA Associates act with the highest standards of integrity, excellence and respect.

2. Purpose

This Code provides guidelines for:

- setting standards of behaviour expected by all VASEA Associates that are consistent with the philosophy, objectives and values of VASEA, including by ensuring that all parties are acting independently, impartially and in a non-partisan manner;

- assisting with identifying conduct that may give rise to disciplinary action under VASEA's constitution; and
- ensuring that interactions between and among VASEA Associates are courteous, respectful, and mindful of VASEA's purposes and objectives.

This Code outlines the general behaviour expected of VASEA Associates. It does not attempt to provide a detailed or exhaustive list of how to manage all communications and relationships between and among VASEA Associates.

3. Scope

Unless otherwise provided, this Code applies to all VASEA Associates:

- when engaging with other VASEA Associates, whether in person, at meetings, via email or social media platforms, using all online communications or via phone calls, texts or messages;
- when participating in VASEA activities; and
- in public settings where their conduct might reasonably impact on the reputation of VASEA.

For the avoidance of doubt, the Code applies to all forms of behavior and communication arising out of or in connection with the operations or activities of VASEA.

4. Regulatory context

- 4.1 VASEA as a company limited by guarantee must comply with the requirements of its Constitution and the *Corporations Act 2001* (Cth) (**the Corporations Act**).
- 4.2 This Code of Conduct has taken into account these duties and requirements in detailing the expectations of directors and members.

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5. Values & Behavior

- 5.1 All VASEA **Associates** must adhere to the following standards:

- (a) Maintain political independence and refrain from engaging in conduct that could lead to VASEA being seen as a partisan or political entity.
- (b) Conduct themselves in a kind, courteous and respectful manner.
- (c) Refrain from activities, conduct or communications that may undermine the reputation of VASEA.
- (d) Approach differences of opinion with respect and courtesy through rational discussion and appropriate forums.
- (e) Not use inappropriate language or act with rude or insulting behaviour, including but not limited to verbal or non-verbal aggression, abusive, threatening or derogatory language or intimidation towards others, whether in person or via other communications.
- (f) Not discriminate, bully or harass others, including because of age, gender, race, religion, culture, vulnerability, sexuality, ethnicity or disability.
- (g) Not engage in behaviour on social media that could reasonably be considered to be defamatory, threatening or abusive or constitutes an unfounded malicious or vexatious statement towards VASEA or its directors, members and employees.
- (h) Not participate in behaviour that violates any workplace law, rule or regulation or represents corrupt conduct, mismanagement of resources, or is a danger to public

health or safety or to the environment.

6. Duties of Members

- 6.1 VASEA's Constitution is taken to constitute the terms of a contract between VASEA and its members. Members must ensure that they act in accordance with provisions of VASEA's Constitution.
- 6.2 Members must also not engage in conduct that is unbecoming, or is against the interests of or prejudicial to VASEA. Under VASEA's Constitution, the board may take disciplinary action against a member who engages in conduct of that kind.

7. Duties of Directors

- 7.1 Directors are responsible for the governance and strategic direction of VASEA. As directors of a company limited by guarantee, among other matters, they must comply with certain duties and obligations under the Corporations Act which are summarized below:

- (a) Improper use of position or information**

- Directors must not improperly use their position to gain an advantage for themselves or any other person or to cause detriment to VASEA.

- Similarly, directors must not use information gained as a director to gain an advantage for themselves or any other person or to cause detriment to VASEA. This duty also applies to former directors.

- (b) Reasonable Care and Diligence**

- Directors must exercise powers and discharge duties with a reasonable degree of care and diligence.

- Directors must remain informed about the activities and affairs of VASEA, which includes actively asking questions in order to gain a complete understanding of these activities and affairs. Directors must inform themselves of VASEA's financial position and avoid trading while insolvent. Under this duty, ignorance is not a defense to liability.

- (c) Exercise powers and discharge duties in good faith in the best interests of VASEA and for a proper purpose**

- Directors must act in good faith and for a proper purpose, for the benefit of VASEA. The interests of VASEA must always be the principal consideration.

- Directors must have a clear understanding of the purpose of VASEA, ensuring that all decisions are made with reference to that purpose.

- (d) Conflicts of Interest**

- All conflicts of interest must be managed in accordance with VASEA's Conflict of Interest and Related Party Transaction Policy.

- 7.2 Each director is expected to follow due process and discharge their duties as prescribed by law.
- 7.3 In addition, directors have an obligation to maintain confidentiality in relation to VASEA board business. In particular, directors must not disclose sensitive information or the content of discussions between directors (in their capacity as directors) outside of the board setting without the express consent of the board or unless permitted by law.
- 7.4 Directors must also ensure that they act in accordance with VASEA's Constitution and with all legal obligations.

8. Compliance with this Code of Conduct

VASEA employees who are in breach this code of conduct will be liable to disciplinary action in accordance with relevant VASEA policies and the term of their respective employment agreement.

Directors and members of VASEA who are in breach of this code of conduct will be liable to disciplinary action in accordance with VASEA's Constitution.