

MANAGEMENT OF CONFLICT OF INTEREST



INTRODUCTION

This Conflict-of-Interest Policy is grounded in Apprenticeships Are Us Ltd commitments to integrity, ethical behaviour, accountability, and transparency.

LEGAL & REGULATORY OBLIGATIONS

- Apprenticeships Are Us Ltd is incorporated under *Corporations Act 2001* (Commonwealth).
- Apprenticeships Are Us Ltd is incorporated under the *Corporations Act 2001* (the Act) as a company limited by guarantee.
- Section 191 of the Act imposes the requirement on directors of a company to disclose material personal interests in matters relating to the affairs of the company.
- This policy also complies with the Treasury Laws Amendment (Improving Accountability and Transparency) Act 2024, which mandates additional disclosures for conflicts of interest in not-for-profits and registered charities. Directors and officers are required to meet the enhanced transparency requirements set by the Australian Securities and Investments Commission (ASIC) and the Australian Charities and Not-for-profits Commission (ACNC).
- Section 195 of the Act imposes the additional requirement on directors of public companies (of which Apprenticeships Are Us Ltd is one) to absent themselves from the meeting and from voting where the matter involves a material personal interest of the director. There are exceptions to both the disclosure and the non-participation requirements where the director makes full prior disclosure of the interest and obtains the consent of the other directors to participate.
- As Apprenticeships Are Us Ltd is a registered charity, pursuant to section 111L of the Act, sections 191 and 195 do not specifically apply to Apprenticeships Are Us Ltd.
- Australian Charities & Not-for-profits Commission (ACNC). Apprenticeships Are Us Ltd is an ACNC registered charity. All charities are required to meet a set of *ACNC Governance Standards* which set out core minimum governance standards for all registered charities. Governance Standard 5 includes a requirement that directors disclose any actual or perceived conflict of interest.
 - In particular, Governance Standard 5 requires charities to take reasonable steps to ensure that its Responsible People comply with certain duties, including to disclose perceived or actual material conflicts of interests.

PURPOSE AND SCOPE

The purpose of this policy is to enable Apprenticeships Are Us Ltd directors, management, and staff to effectively identify, prevent, disclose, and manage any actual, potential, or perceived conflicts of interest to protect the integrity of Apprenticeships Are Us Ltd and its personnel and to manage risk. It is Apprenticeships Are Us Ltd expectation that the principles and standards set out in this Conflict-of-Interest Policy will be mirrored at governance and operational levels in all programs and projects Apprenticeships Are Us Ltd manages within Australia.

This policy also recognizes the importance of Environmental, Social, and Governance (ESG) considerations in identifying conflicts of interest. Directors, management, and staff are required to disclose any conflicts that may arise from their involvement in sustainability initiatives or business dealings that may compromise the integrity of Apprenticeships Are Us Ltd.'s commitment to ESG practices.

DEFINITION OF CONFLICTS OF INTEREST

A conflict of interest is where a director's, manager's or employee's personal interests' conflict with their duty to act in the best interests of Apprenticeships Are Us Ltd. A conflict of interest may be financial or non-financial and may relate to the individual, their family, friends or another organisation that they are associated with. A conflict of interest may be actual, potential or perceived.

Actual Conflict of Interest = A person is being influenced by a conflict of interest – i.e., the conflict is obvious.

Potential Conflict of Interest = A person could be influenced by a conflict of interest.

Perceived Conflict of Interest = A person could appear to be influenced by a conflict of interest. (Perception is as important as intention because it could potentially affect the reputation of both the person and Apprenticeships Are Us Ltd).

DISCLOSURE STATEMENT

All Responsible Persons are required to:

- a) complete a Conflict-of-Interest Disclosure Statement at the time they take up their role with Apprenticeships Are Us Limited (ARU) Board whether they have material conflicts to disclose; and
- b) update this Statement annually at the first ARU Board meeting for the year; and
- c) where their circumstances have changed since the existing disclosure was submitted, complete an updated statement.

Other members of staff and other persons working for Apprenticeships Are Us Ltd, such as volunteers, are required to complete a Conflict-of-Interest Disclosure Statement if they have a material conflict.

REGISTER OF INTERESTS

The Disclosure Statements will be used by the Managing Director (MD) to update the Register of Interests.

The Register of Interests will be managed in compliance with the *Australian Privacy Principles (APPs)* to ensure that personal and sensitive information about directors, management, and staff is handled securely and only shared with authorised personnel, as necessary.

This Register will formally be tabled at every meeting of the ARU Board.

Apprenticeships Are Us Ltd will ensure that declarations of Conflict of Interest are retained for a period of seven years.

To protect the confidentiality and integrity of the Register of Interests, it will be stored in a secure digital format compliant with the *Cybersecurity Standards Act 2023*. Access to the register will be limited to authorised personnel only, with regular audits conducted to ensure data security.

GUIDELINES FOR MANAGEMENT OF CONFLICTS OF INTEREST

Identifying Conflicts of Interest

Identifying potential conflicts of interest requires an understanding of:

- Apprenticeships Are Us Ltd charitable purpose, essentially why Apprenticeships Are Us Ltd exists (see Apprenticeships Are Us Ltd Constitution, Section 3: Objects).
- one's personal interests.
- one's duties as a director, manager or employee.

Personal Interests

Personal interests would include:

- current & previous paid & volunteer work.

- current & previous board memberships.
- ownership of or share in a business.
- memberships of other organisations.
- other roles in which there is a fiduciary duty, such as trusteeship.
- similar interests of family, friends, and significant associates.

Potential Consequences of Failure to Manage Conflict of Interest

Poor Governance

Poor governance of Apprenticeships Are Us Ltd can result from the following consequences of a failure to manage conflicts of interest:

- failure of directors to always act in the best interests of Apprenticeships Are Us Ltd;
- loss of trust in the board and undermining of collective decision making;
- risk to accountability & transparency about decisions, operations & transactions.

Reputational Damage

Reputational damage is another consequence of a failure to manage conflicts of interest which includes:

- a loss of public trust and confidence in Apprenticeships Are Us Ltd;
- decline in recruitment, retention of staff and volunteers.

GENERAL POLICY STATEMENT

Apprenticeships Are Us Ltd recognises that because directors, management and staff have numerous professional, business, family, and social relationships there is potential for conflicts of interest to arise. Such conflicts need not necessarily be a significant problem. However, if not managed effectively, conflicts of interest may impact negatively on the integrity of the organisation and its personnel.

Apprenticeships Are Us Ltd is committed to establishing and maintaining an organisational environment that embodies integrity, ethical behaviour, accountability, and transparency. Therefore, Apprenticeships Are Us Ltd will work to ensure that conflicts of interest are identified and managed so that they do not impact negatively on the integrity of the decision making and operation of the organisation.

It is important that conflicts of interest are effectively managed to ensure that Apprenticeships Are Us Ltd beneficiaries, host businesses and stakeholders and the Australian public to have confidence in the integrity, intentions, and actions of Apprenticeships Are Us Ltd directors, management, and staff.

It is the policy of Apprenticeships Are Us Ltd and the responsibility of all personnel to ensure that ethical, financial, and other conflicts of interest are avoided wherever possible and that any such conflicts, where they do arise, are managed and addressed appropriately, and do not cause conflict with personnel obligations to Apprenticeships Are Us Ltd.

Every new member of the Apprenticeships Are Us Ltd Board and new employees are to be given a copy of this policy at the time of their engagement with Apprenticeships Are Us Ltd.

The following table sets out the duties of key personnel in respect to identifying and disclosing conflicts of interest:

Role	Key Duties
All Apprenticeships Are Us Ltd Board, management, and staff	Identify and disclose all conflicts of interest in accordance with the procedures set out in this policy.
Directors, company secretary and the CEO	Disclose to the chair of the Apprenticeships Are Us Ltd Board any conflicts of interest as and when they arise.
Management and staff	Refrain from obtaining or using any resources or contacts for private solicitation purposes at any time during the term of their affiliation with Apprenticeships Are Us Ltd.
New members of the Apprenticeships Are Us Ltd Board and New Employees	Review this policy at the time of their engagement with Apprenticeships Are Us Ltd.

RESPONSIBILITIES

All Apprenticeships Are Us Board, management and staff are responsible for identifying, disclosing, and resolving conflicts of interest both generally and in relation to the APERUS Unit Trust. Specific responsibilities:

Board of Directors

- a) Ensure that effective systems for identifying, disclosing, and managing conflicts of interest are developed and implemented at board and operational levels.
- b) Ensure that this policy is adhered to, that compliance is monitored, that the policy is reviewed annually and that any breaches or potential breaches of this policy are managed.
- c) Ensure that appropriate education and training opportunities regarding the management of conflicts of interest are available at all levels of the organisation.
- d) The promotion of a culture of disclosure within the ARU Board and encourage open discussion of conflicts of interest that is supportive and non-judgmental.
- e) Disclose any actual, potential or perceived conflicts of interest in accordance with this policy.

Company Secretary

- a) Maintain a register of individual Director, Company Secretary and MD Declarations of Interests.
- b) To facilitate transparency and accountability in governance, the company secretary will maintain a Register of Officers' Interests for directors, company secretary, and the MD.
- c) Conduct periodic update and reviews of the effectiveness of the Register of Interests.
- d) Ensure that the Register of Interests is kept confidential, excluding access by the ARU Board and appointed external auditors.

Chief Executive Officer

- a) Monitor and manage compliance with this policy at the operational level.
- b) Maintain a Register of Interests of management and staff and monitor and review the effectiveness of the Register.
- c) Ensure that appropriate education and training opportunities regarding the management of conflicts of interest are available for management and staff.
- d) Inform the ARU Chair of any significant conflict of interest issues that arise at an operational level and action taken to manage the issue.
- e) Keep the Management and Staff Register of Interests confidential between the MD and the ARU Board.

Management and Staff

- a) Ensure that they have an understanding of their interests under this policy, through annual internal staff training sessions in relation to this policy.
- b) Ensure that they have the sufficient skills and knowledge to identify actual, perceived and potential conflicts of interest.
- c) Promptly identify and disclose to Apprenticeships Are Us Ltd.'s MD any actual, - potential or perceived conflicts of interest in accordance with this policy.
- d) Disclose any relationships outside Apprenticeships Are Us Ltd where they exercise decision making power regarding purchasing or acquisition of services for Apprenticeships Are Us Ltd that may be an actual, potential or perceived conflict of interest.

PROCEDURES

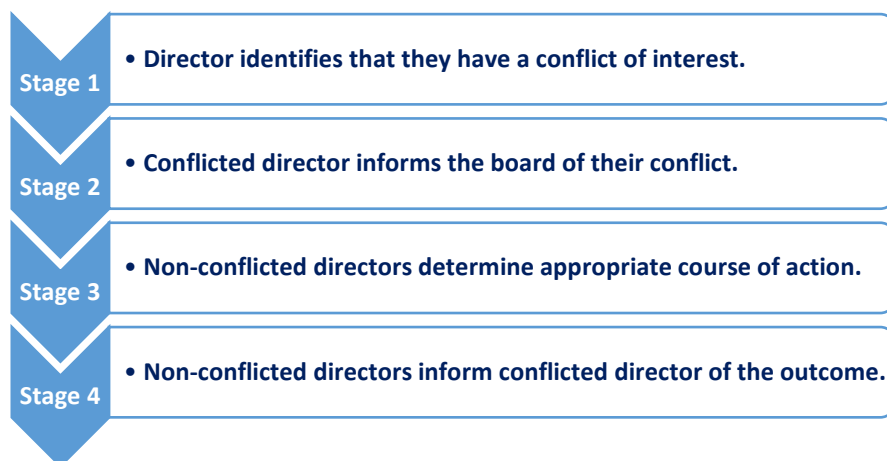
A general principle for managing conflicts of interest effectively and preventing them from adversely affecting decision making is to identify potential conflicts in advance.

In accordance with the *ACNC's Public Reporting Obligations 2024*, significant conflicts of interest that may affect the governance or financial performance of Apprenticeships Are Us Ltd must be reported publicly in the organisation's annual report. This will include a description of how the conflict was managed and the outcome of the related decisions.

Board of Directors

- The ARU Chairman will bring this policy to the attention of prospective directors.
- Before commencing service on the ARU Board, new directors will complete and forward to Apprenticeships Are Us Ltd company secretary, the Apprenticeships Are Us Ltd Director Declaration of Interests form.
- It will be standard practice for the ARU Chairman, at the start of each ARU Board meeting, to ask for any declarations of conflict of interest arising from the meeting agenda as set.
- Any director who has a material personal interest in a matter to be considered at a board meeting, that may be an actual, potential or perceived conflict of interest, must disclose the nature and extent of the that interest to the board.
- All such declarations and any ensuing actions taken will be recorded in the meeting minutes and be added to the Register of Director Interests.

Stages of Remedial Action – Director Conflict of Interest



The non-conflicted directors must determine, in relation to the matter of the conflict, if the conflicted director may:

- participate in discussion or refrain from participation.

- be present in the room during discussion or remove themselves from the room.
- vote on the matter or abstain from voting on the matter.

Where a conflict of interest is very significant and may need more proactive management, it may be appropriate for the ARU Board to enlist the services of an independent third party with relevant expertise to oversee or review all or part of the decision-making process.

In cases where conflicts of interest involve high financial or reputational risks, external auditors or third-party investigators may be appointed to ensure that decisions are made impartially and in compliance with the *Australian Auditing Standards (ASA) 2023*.

Company Secretary

- The Company Secretary's Declaration of Interests will be filed with the directors' Declarations and will be entered on the Register of Directors' Interests.

Managing Director

- The MD's Declaration of Interests will be forwarded to Apprenticeships Are Us Ltd.'s Company Secretary.
- The MD will bring this policy to the attention of employees and volunteers and maintain a Register of Interests for all employees and volunteers below MD level.

Management and Staff

- Before commencing service, new employees and volunteers will complete the Declaration of Interests form for management and staff and provide the completed form to the MD.

All directors, management, and staff will be required to undergo annual training on conflict of interest management, in line with the *ACNC's Conflict of Interest Guidelines 2024*. This training will include updated case studies on identifying and managing potential and perceived conflicts in both governance and operational contexts.

BREACH OF POLICY

Failure to disclose a conflict of interest is a breach of the Conflict-of-Interest Policy. For directors, a breach of the Conflict-of-Interest Policy will constitute a breach of the director's governance responsibilities, including the ACNC Governance Standard 5. Involvement in a breach of this policy may give rise to disciplinary action and even severance from the organisation if deemed to be an incident of misconduct, wrongdoing or an abuse of power or authority.

RELATIONSHIP TO OTHER POLICIES

This Conflict-of-Interest Policy should be read in conjunction with Corporate Governance Framework and with Apprenticeships Are Us Ltd.'s:

- Corporate Governance Charter
- Fraud Prevention Policy
- Anti Bribery Policy
- Gift and Benefits Policy

CHECKLIST TO HELP IDENTIFY CONFLICT OF INTEREST

The test when assessing the situation is to ask: “Could this conflict with my duties at Apprenticeships Are Us Ltd?” If you answer YES to any of the questions below, you may have an actual, reasonably perceived, or potential Conflict of Interest. (Source: ICAC1)¹

In assessing whether you have a Conflict of Interest it may be helpful to ask the following questions:

1. Would I or anyone associated with me benefit from or be detrimentally affected by my proposed decision or action?
2. Could there be benefits for me that could cast doubt on my objectivity?
3. Do I have a current or previous personal, professional, or financial relationship or association of any significance with an interested party?
4. Would my reputation or that of a relative, friend or associate stand to be enhanced or damaged because of the proposed decision or action?
5. Do I or a relative, friend or associate of theirs stand to gain or lose financially in some covert or unexpected way?
6. Do I hold any personal or professional views or biases that may lead others to reasonably conclude that I am not an appropriate person to deal with the matter?
7. Have I contributed to a private capacity in any way to the matter Apprenticeships Are Us is dealing with?
8. Have I made any promises or commitments in relation to the matter?
9. Have I received a benefit or hospitality from someone who stands to gain or lose from my proposed decision or action?
10. Am I a member of an association, club or professional organisation or do I have particular ties and affiliations with organisations or individuals who stand to gain or lose by my proposed decision or action?
11. Could this situation have an influence on any future employment opportunities outside my current Board duties?
12. Could there be any other benefits or factors that could cast doubts on my objectivity? If the answer to any of these questions is yes or if you still have any doubts about your proposed decision or action, you should seek direction from the CEO.

SPECIFIC POLICY STATEMENT FOR WHOLLY OWNED SUBSIDIARIES (INCLUDING APERUS UNIT TRUST)

OBJECTIVE

Apprenticeships Are Us Ltd recognises that there may be actual, potential or perceived conflicts of interest may arise from its status as a registered charity with the ACNC, where there are common responsible persons of Apprenticeships Are Us Ltd and directors of other entities which are wholly owned subsidiaries of Apprenticeships Are Us Ltd.

As at the date of this policy, Apprenticeships Are Us Ltd is the sole unitholder of the APERUS Unit Trust.

The objective of this policy is to assist directors, management and staff to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest arising between Apprenticeships Are Us Ltd and any wholly owned subsidiary, including the APERUS Unit Trust.

This policy aims to ensure that Apprenticeships Are Us Ltd and its affiliation with any wholly owned subsidiary, including the APERUS Unit Trust reflects the charitable purposes of Apprenticeships Are Us Ltd by ensuring that the

¹ ICAC Toolkit, *Managing Conflicts of Interest in the Public Sector*, 2004.

charitable purposes and integrity of Apprenticeships Are Us Ltd is not comprised by the interest of Apprenticeships Are Us Ltd in any wholly owned subsidiary, including the APERUS Unit Trust.

POLICY

This policy aims to ensure that conflicts of interests of Apprenticeships Are Us Ltd as a registered charity and the interests of any wholly owned subsidiary, including APERUS Unit Trust, are managed effectively. The obligations of Apprenticeships Are Us Ltd as a registered charity include the obligations and duties of the organisation under the ACNC Governance Standards and the ACNC Act.

The APERUS Unit Trust is not itself a registered charity. The APERUS Unit Trust is an investment vehicle wholly owned by Apprenticeships Are Us Ltd. The purpose of the APERUS Unit Trust is to hold passive assets of Apprenticeships Are Us Ltd and to provide a level of asset protection for Apprenticeships Are Us Ltd, in circumstances where those assets may be at risk due to the active trading operations of Apprenticeships Are Us Ltd.

Both Apprenticeships Are Us Ltd and the trustee of the APERUS Unit Trust have a common board. Whilst the APERUS Unit Trust is a wholly owned subsidiary of Apprenticeships Are Us Ltd, the board of Apprenticeships Are Us Ltd does not consider that there is a conflict of interest, as the purpose of the APERUS Unit Trust is ultimately an investment vehicle of which the income and capital is to further the objectives of Apprenticeships Are Us Ltd.

The Board of Apprenticeships Are Us Ltd further considers there should not be a conflict of interest in any other wholly owned subsidiary which is established for the purpose of investing surplus funds in passive investments in furtherance of the objects of Apprenticeships Are Us Ltd.

The position may be different where Apprenticeships Are Us Ltd holds interests in a wholly owned subsidiary which, whilst established in furtherance of the objectives of Apprenticeships Are Us Ltd, may have other ancillary purposes due to its nature as a trading entity. In such a case, any potential conflict of interest may be managed from the outset by having a wholly separate board appointed to the wholly owned subsidiary, or otherwise have independent directors appointed separate from the common directors of both entities.

PROCEDURES

If a conflict of interest arises between Apprenticeships Are Us Ltd as a registered charity and any wholly owned subsidiary, including the APERUS Unit Trust, it is the responsibility of the directors, management and staff of Apprenticeships Are Us Ltd to manage the conflict in accordance with the procedures set out below.

When conflicts arise between Apprenticeships Are Us Ltd and any wholly owned subsidiary, it is critical that all decisions consider the updated ACNC Governance Standards 2024 and the Corporations Act requirements for transparency in inter-entity transactions. Independent audits may be requested for significant conflicts involving financial management or governance issues between the entities.

Apprenticeships Are Us Ltd will follow the procedures set out in this document to ensure that:

- a) conflicts of interest between the organisation as a registered charity and any wholly owned subsidiary, including the APERUS Trust are avoided where possible;
- b) directors, management and staff identify and disclose any conflicts of interest between the organisation as a registered charity and any wholly owned subsidiary, including the APERUS Unit Trust;
- c) manage the conflicts of interest in accordance with the wider procedures set out in this document.

Where a conflict of interest between Apprenticeships Are Us Ltd as a registered charity and any wholly owned subsidiary, including the APERUS Unit Trust cannot be managed, the interests and obligations of Apprenticeships

Are Us Ltd as a registered charity will prevail. The board of Apprenticeships Are Us Ltd must at such point consider whether it would be appropriate for:

- Apprenticeships Are Us Ltd as the sole unitholder, to dispose of its interests in the wholly owned subsidiary;
or
- Apprenticeships Are Us Ltd as the controlling entity of the any wholly owned subsidiary, to appoint independent directors to the board of the wholly owned subsidiary.

RECOMMENDED READING

- *Managing Conflicts of Interest – A Guide for Charity Board Members: Australian Charities & Not-for-profit Commission 2015*, available at: <https://www.acnc.gov.au/tools/guides/managing-conflicts-interest>.
- *Handling Conflicts of Interest: Institute of Community Directors Australia*, available at: <https://www.communitydirectors.com.au/icda/tools/?articleId=1346>.

CONFLICT OF INTEREST DISCLOSURE STATEMENT

This form is to be completed by any Board Director who has a real or perceived conflict of interest or a potential conflict of interest in undertaking their duties.

A copy of the completed and signed form is to be retained by the Managing Director on behalf of Apprenticeships Are Us Ltd.

I, *(insert full name)* of *(insert address)*
..... hereby declare I have no conflicts of interest to declare, or a conflict of interest considered to be:

Real Potential Perceived Nil

Please provide a brief outline of the nature of the conflict if applicable (details may be included privately in a separate confidential envelope if appropriate).

Please detail the arrangements proposed to resolve/manage the conflict if noted above (attach separately if appropriate).

I, (insert full name) hereby agree to:

- a) update this disclosure throughout the period of my tenure as a Responsible Person on an annual basis or until such time as the conflict ceases to exist, or at such a time a conflict arises.
- b) comply with any conditions or restrictions imposed by Apprenticeships Are Us Ltd to manage, mitigate or eliminate any actual, potential, or perceived conflict of interest and/or commitment.

Signature Date

REVIEW BY CHAIR OF BOARD

I, (insert full name) have reviewed the conflict-of-interest disclosure (and plan) and have taken the following action in relation to this matter:

Signature Date

AUTHORISATION

Michael Wentworth



Managing Director
Apprenticeships Are Us Limited

DOCUMENT CONTROL

Version	Authorised by	Authorisation Date	Sections	Amendment
1.1			All	N/A
1.2	M. Wentworth	01/02/2018		Change of CEO
1.3	M. Wentworth	02/05/2023	All	
1.4	M. Wentworth	16/06/2023	All	New information and content added
1.5	M. Wentworth	11/10/2024	All	Cover Page, minor information update