MONTESSORI NOOSA
EDUCATION FOR generations

2 Bicentennial Drive Sunshine Beach Queensland
www.montessorinoosa.qld.edu.au

Conflict of Interest Policy (Governing Body)

Purpose:	The purpose of this policy is to help the Board of Montessori Noosa effectively identify, disclose and manage any actual, potential or perceived conflicts of interest of its members in order to comply with their disclosure obligations and protect the governance integrity of Montessori Noosa.	
Scope:	This policy applies to all Board members of Montessori Noosa.	
References:	• *Education (Accreditation of Non-State Schools) Act 2017* • *Australian Charities and Not-for-profits Commission Regulations 2022* • *Corporations Act 2001* • Board Constitution • Board Charter • Board Code of Conduct • Finance Policy • Anti-Discrimination Policy • Complaints Handling Policy • Sexual Harassment Policy • Restrictive Practices Procedure • Whistleblower Policy • Workplace Anti-Bullying Policy	
Supersedes:	Previous Conflict of Interest Policy dated 10 October 2025	
Authorised by:	Board Chair	**Date of Authorisation:** 16 September 2026
Review Date:	Annually	**Next Review Date:** 16 September 2027
Policy Owner:	School Governing Body	

Definition

A conflict of interest exists when a Board member's fiduciary and statutory duties conflict with a personal interest.

A personal interest can be a direct interest, as well as one of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder, member or director).

A personal interest is considered to be material if its nature and capacity can impact someone's ability to discharge their duties.

Conflicts of interest present the risk that a person will make decisions based on, or affected by, personal interests, rather than by the best interests of the charity.

A conflict of interest can be financial or non-financial and may be

- actual – you *are* being influenced by a conflicting interest
- potential – you *could be* influenced by a conflicting interest
- perceived – you *could appear* to be influenced by a conflicting interest.

Conflicts of interest are a common occurrence in corporate governance and if addressed promptly and effectively, do not present a problem to organisations.

Legislation

[If applicable] Corporations Act 2001 – Directors are required by the *Corporations Act 2001* to notify other directors of material personal interests in matters that relate to the affairs of their company[1],and observe general duties in relation to care and diligence[2], good faith[3], use of position[4], and use of information[5].

Australian Charities and Not-for-profits Commission Regulation 2022 – A registered entity must take reasonable steps to ensure that its responsible people are subject to, and comply with, several duties, such as acting with reasonable care and diligence, acting honestly and fairly in the best interests of the charity, and disclosing conflicts of interest[6] (Governance Standard 5).

Education (Accreditation of Non-State Schools) Act 2017 – In assessing the suitability of a governing body, the Non-State Schools Accreditation Board may have regard to whether the governing body has appropriate guiding principles and procedures for identifying, declaring and dealing with any conflict of interest a director of the governing body may have in relation to an aspect of the operation of the school[7] The Non-State Schools Accreditation Board must also be satisfied that the governing body

[1] *Corporations Act 2001 s191*
[2] *Corporations Act 2001 s180*
[3] *Corporations Act 2001 s181*
[4] *Corporations Act 2001 s182*
[5] *Corporations Act 2001 s183*
[6] *Australian Charities and Not-for-profits Commission Regulation 2022 s45.25*
[7] *Education (Accreditation of Non-State Schools) Act 2017 s26(2)(b)*

meets the government funding eligibility criteria by acting independently. The governing body must not have a direct or indirect connection with another entity, that could be reasonably expected to compromise the independence of the governing body when making financial decisions[8].

Policy

Montessori Noosa is committed to the highest standards of integrity by implementing ethical and transparent processes with which to manage actual, perceived or potential conflicts of interest.

The Board must ensure that its members are aware of their duties in relation to conflicts of interest. It is responsible for establishing, monitoring and reviewing processes for identifying, declaring and dealing with conflicts of interest that its members may have in relation to the operation of Montessori Noosa.

Members of the Board are required to avoid conflicts of interest where possible. Where that is not possible, they must identify and disclose them according to this policy and comply with the remedial actions elected by the Board.

Independence

The Board must act independently, at all times, and cannot be perceived to be influenced or connected to another entity, including circumstances where a general meeting is called to pass a resolution.

Review

The Board will review the conflict of interest policy on an annual basis to ensure the policy and register are operating effectively.

Procedures

Disclosure

A Board member who has an actual, perceived or potential conflict of interest must notify the other members at a Board meeting as soon as practicable after the member becomes aware of it.

The disclosure must contain appropriate detail about the nature and extent of the conflict and the relation of the interest to the affairs of the school.

The *Declaration of Conflict of Interest Form* (Appendix) must be used to accompany the disclosure.

The conflict of interest must be included in the minutes of the meeting in which it was disclosed and entered in Montessori Noosa's register of interests, including the nature and extent of the conflict of interest and the decision of the Board regarding its remediation.

The Company Secretary maintains the register of interest and ensures that it is disclosed to each new Board member upon appointment.

[8] *Education (Accreditation of Non-State Schools) Act 2017 s10(d)*

Remedial action

The determination of remedial actions in response to a conflict of interest is to be made by the Board, excluding the member who has declared the conflict of interest, as well as any other conflicted member.

The principles of protecting the interests of the organisation, supporting transparency and accountability, promoting individual responsibility, and building an ethical school culture should guide the remedial action of the Board.

Depending on the matter, remedial actions may include but are not limited to:

- avoiding conflicts of interest where possible
- refraining from participation in discussion
- abstaining from voting on the matter
- leaving the room during discussion of the matter
- in exceptional cases, such as where a conflict of interest is very significant or likely to prevent a member from regularly participating in discussions, resigning from the Board.

Other considerations may include:

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

The Board, excluding the conflicted member, must vote on the appropriate remedial action. The vote must be passed by a majority of the votes cast by the Board members entitled to vote, and the result must be recorded in the minutes of the meeting and in the register of interest.

Unless the Board passes a resolution as described below, a member with a material personal interest in a matter must not be present during discussions on that matter, nor can they vote on it.

A resolution that enables a conflicted Board member to participate in discussions and vote on matters must:

- be passed in the absence of the relevant Board member
- identify the member, the nature and extent of the member's interest in the matter and the interest's relation to the affairs of the organisation
- state that the Board members are satisfied that the interest should not disqualify the member from voting or being present[9].

If there are not enough directors to form a quorum for a directors' meeting because of material conflicts of interests dealt with under this policy, one or more of the directors (including those who

[9] *Corporations Act 2001 s195*

have a material personal interest in that matter) may call a general meeting of the company and the general meeting may pass a resolution to deal with the matter[10].

Compliance

If a person suspects that a Board member has failed to disclose a conflict of interest, they must discuss this suspicion with the person in question and if no resolution has been achieved, raise the issue with the Board.

If the Board has reason to believe that a member of the Board has failed to comply with this policy, it will commence an investigation.

If the investigation finds that the person has failed to comply with this policy, the Board may take action against them. This may include terminating the person's membership on the Board or, in proportion to the seriousness of a breach, taking legal action.

[10] *Corporations Act 2001 s195(4)*

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Form: Declaration of Conflict of Interest

Montessori Noosa

ABN 50 607 369 666

Declaration of Conflict of Interest

I wish to declare the following personal interest that conflicts or may conflict with the discharge of my responsibilities as a Board member of Montessori Noosa in a matter in which Montessori Noosa has an interest or which is under consideration by it.

[Explain the nature and extent of your personal interest and the interest's relation to the affairs of the organisation]

Signed:.....

Date: .....

Full Name of Director: .....

This declaration was tabled and minuted at the Montessori Noosa meeting at Noosaville on 16 September 2026.