



## Director Code of Conduct

### 1. Purpose of Code of Conduct

The purpose of this Code of Conduct is to outline the type of behaviour that Australian Ice Racing (AIR) requires from its Directors and set out clear principles and guidelines for the ethical and professional conduct of Directors in effectively carrying out their responsibilities.

### 2. Who does this Code of Conduct apply to

This Code of Conduct applies to AIR Directors whenever they are acting in their capacity as an AIR Director.

### 3. General Principles

Directors of AIR must:

1. act honestly and in good faith in the interests of AIR as a whole
2. exercise the degree of care, skill and diligence that a reasonable person in a like position would exercise in AIR's circumstances
3. exercise powers granted to them honestly and for the purposes for which they were conferred and not for ulterior purposes
4. avoid any actual or potential conflict between the obligations owed to AIR and a Director's personal interest or other duties
5. not disclose any information that is obtained through their position that is confidential
6. disclose advantages or business opportunities acquired in the course of their office
7. prevent insolvent trading by AIR
8. be independent in judgment and actions and take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Directors
9. be well prepared for Directors meetings
10. make reasonable enquiries at Directors meetings to ensure that AIR is operating efficiently, effectively and legally towards achieving AIR's goals
11. undertake diligent analysis of all proposals and matters placed before the Directors
12. acknowledge and embrace decisions of the Directors when communicating with third parties, irrespective of their own personal views

13. treat colleagues, members and employees/volunteers of AIR with respect, courtesy, honesty and fairness, having proper regard to their interests, opinions, rights, safety and welfare
14. show respect for the opinions of other Directors and allow each Director a fair and reasonable opportunity to contribute to discussion and decision making
15. not engage in conduct that would likely bring discredit upon AIR or bring the Director or AIR into disrepute, or would constitute conduct unbecoming of a Director of AIR
16. not abuse, harass, bully, intimidate, discriminate, threaten or victimise other Directors, colleagues, members, employees and/or volunteers of AIR
17. comply with the content and themes of section 4 of this Code of Conduct regarding child safety
18. promote and encourage diversity, equality and inclusiveness in decision making and throughout AIR
19. comply with the spirit as well as the letter of the law and the principles in this Code of Conduct

#### **4. Child Safety**

AIR is a child safe organisation and has zero tolerance for child abuse. AIR adheres to applicable child safety standards and legislation. Directors must be aware of their responsibilities outlined in AIR's child safety and safeguarding documents and be clear about processes for reporting and acting on concerns or reports of child abuse.

Directors will respect, listen to and promote the rights of children and ensure behaviour and interactions with children are appropriate, respectful and adhere to the behavioural expectations outlined in AIR's child safety and safeguarding documents.

#### **5. Breach of the Code of Conduct**

A breach of this Code may be considered serious misconduct and require formal investigation and further action being taken.

In some situations, a breach of this code may result in detriment to AIR and the Director may be liable for their actions under civil and criminal laws.

If a Director suspects that a breach of the Code of Conduct has occurred or will occur, he or she must report that breach to the President/Chair of the Board and the Company Secretary. In some circumstances, such a disclosure may qualify for protection in accordance with the Whistleblower Policy. All reports will be acted upon and kept confidential.

#### **6. Review**

This Code will be reviewed by the Board every two years, or earlier as required.

**DIRECTOR'S DECLARATION**

I, \_\_\_\_\_ of \_\_\_\_\_  
Full Name Address

Declared that:

- 1. I have read and understand the AIR Directors Code of Conduct.
- 2. I acknowledge that I must ensure that any personal interests or roles do not influence or interfere with the proper performance of my duties in the best interests of AIR.
- 3. I agree that I have an ongoing obligation to comply with the AIR Directors Code of Conduct.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date