



ALTONA HOCKEY CLUB

Code of Conduct Policy for Board
Members of the
Altona Hockey Club, Inc.

Overview

Every Board member of the Altona Hockey Club Inc. (the Club) is expected to comply with the following standards of conduct, as determined by the AHC Board. By acceptance of Board membership, each member acknowledges these responsibilities and agrees to regulate his or her conduct in a manner that assures the AHC of their loyalty and uncompromised integrity.

The Board's primary responsibility is to the Club members as a whole, but Board members should, where appropriate have regard for the interest of all stakeholders of the Club.

The member has a duty to:

1. Act honestly, in good faith and in the best interests of the Club as a whole.
2. Act with care and diligence in fulfilling the functions of the Board and exercising the powers attached to the Board.
3. Adhere in all matters to the values of the Club and approach their role with energy and commitment.
4. Avoid making improper use of information acquired, or improper advantage of their position as a Board member.
5. At all times, comply with the spirit, as well as the letter, of the law and with the principles of this Code.

Details of responsibilities under each of these duties follows:

1. Act honestly, in good faith and in the best interests of the Club as a whole.

This duty imposes a fixed standard regardless of the capabilities and state of mind of the member. This duty relates to Section 181 of the Corporations Act.

Maintain confidentiality

Confidential information received by the member in the course of the exercise of Board duties remains the property of the Club and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by the Club, or the person from whom the information is provided, or is required by law.

Act according to the Constitution and rules of the Club

The member must never knowingly place the Board or the Club in a potentially litigious position, nor engage in conduct likely to bring discredit upon the Club.

2. Act with care and diligence in fulfilling the functions of the Board and exercising the powers attached to the Board.

The member must exercise their powers and discharge their duties with the care and diligence of a 'reasonable person' in their position.

Obligations of members

The member has an obligation to:

- Be independent and ethical in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of decisions taken by the Board.
- Ensure that the Board undertakes sound financial reporting practices.
- Report illegal or unethical behaviour.
- Ensure policies are clearly defined, articulated and easily obtained.
- Understand the Board's core work.
- Keep abreast of governance issues.

Insolvent trading

The member has a duty not to allow the Club to trade while insolvent (unable to pay debts) nor to become insolvent. Members will breach this duty if they fail to prevent the Club from incurring a debt when there are reasonable grounds for suspecting the Club's debts cannot be paid as and when they fall due. Even if the Club is solvent at the time of incurring a debt, an offence is committed if the Club becomes insolvent by incurring the debt in question. Penalties for insolvent trading are severe.

3. Adhere in all matters to the values of the Club and approach their role with energy and commitment.

The member has an obligation to reflect and uphold the values of the Club when exercising Board duties and in all dealings with members, volunteers and stakeholders.

Active and committed engagement

The member must be actively engaged in the process of committee management and should demonstrate regular and active involvement. This includes:

- Attending meetings regularly.
- Seeking opportunities to advance the Board's cause.

4. Avoid making improper use of information acquired, or improper advantage of their position as a Board member.

The law prohibits the member from using their position to gain an advantage for themselves or another, or to cause detriment to the Club. A breach of this law may carry civil or criminal penalties.

Conflict of interest

The member must not allow personal interests, or the interests of any associated person or entity, to conflict with the interests of the Club and must declare such interests if they exist and abstain from casting a vote on occasions where such conflicts apply.

Corporate opportunities

Being a Board member may involve discussing a range of opportunities including, on occasion, business opportunities. It is therefore possible that the member may, by virtue of their position, be made aware of several profitable opportunities. The member has a duty not to abuse such opportunities for personal or professional gain.

Protection and proper use of Club assets

The member has a duty to protect the Club's assets and ensure their efficient use for the benefit of the Club.

5. At all times, comply with the spirit, as well as the letter, of the law and with the principles of this Code.

The member has both a fiduciary responsibility (to manage the Club on behalf of its members) and a legal responsibility to manage the Club in accordance with governing national, state and local laws.

Fraud or negligent behaviour

The member must not engage in activities which amount to fraud, negligence, default, breach of trust or breach of duty.

Legal obligations

The member is responsible for ensuring that the Board is entirely legally compliant, adhering to all laws and regulations relating, but not limited to:

- Occupational health and safety.
- The environment.
- Negligence.
- Trade practices.
- Anti-discrimination.
- Contracts.
- Privacy.
- Food safety and liquor licensing.
- Defamation.
- Fundraising.

Review, Addition or Amendments

This Policy shall be reviewed annually to ensure its currency and relevance

**Dated May 11, 2022
For and on Behalf of its Members.
The Altona Hockey Club Inc. Board**