



DIRECTOR'S CODE OF CONDUCT AND EXPLANATORY NOTES

About this code

Purpose & Application

This code outlines the standards of conduct required of each club director in carrying out their duties and responsibilities.

Some of the standards may summarise or overlap with duties imposed by law. Other standards are supplementary. This code is not an exhaustive statement of the legal or other duties of directors.

This code does not require or permit any director to act in breach of their duties at law or in any way that would be unlawful. However, a director is not excused from complying with this Code merely because the director may be chosen to enter into a contract that would put them in breach of this code.

Status

This is the Director's Code of Conduct that is binding on each director of DOOLEYS Lidcombe Catholic Club Limited.

This version was adopted by resolution of the Board on 21 February 2023 and from that date it supersedes any previous document of the same or similar name or for directly the same purpose.

How can I be sure I'm complying with the Code?

At all times as a director you must comply with the Code both in letter and in spirit, but also the Board Charter and all other governance materials that are current at the time.

A Code of Conduct cannot anticipate every possible situation. Where policies and procedures are unclear or prove insufficient in particular circumstances, it is always advisable to go back to first principles. This means considering the core ideas contained in the Code and the Club's values on which it is based.

Director's Code of Conduct

As a director and member of the Board of DOOLEYS Lidcombe Catholic Club Ltd you must:

- Act with **honesty and integrity**. Be open and transparent in your dealings; use power responsibly; do not place yourself in a position of conflict of interest; strive to earn and sustain public trust of a high level. You must disclose any conflict of interest that you may have or that you know another director to have as soon as they become known to you.
- Act in **good faith in the best interests of the Club**. Demonstrate accountability for your actions; accept responsibility for your decisions; do not engage in activities that may bring you or the Club into disrepute.
- Act **fairly and impartially**. Avoid bias, discrimination, caprice or self-interest; demonstrate respect for others by acting in a professional and courteous manner.
- **Use information appropriately**. Ensure information gained as a director is only applied to proper purposes and is kept confidential.
- **Use your position appropriately**. Do not use your position as a director to seek an undue advantage for yourself, family members or associates, or to cause detriment to the Club; ensure that you decline gifts or favours that may cast doubt on your ability to apply independent judgement as a Board member of the Club.

- Act in a **financially responsible** manner. Understand financial reports, audit reports and other financial material that comes before the Board; actively inquire into this material.
- Exercise **due care, diligence and skill**. Ascertain all relevant information; make reasonable enquiries; understand the financial, strategic and other implications of decisions.
- **Comply with all relevant legislation**. Act within the powers set and for the functions set out in legislation that are relevant to the Club.
- Demonstrate **leadership and stewardship**. Promote and support the application of the Club's values; act in accordance with the Director's Code of Conduct.

DOOLEYS Lidcombe Catholic Club Ltd	
DOOLEYS Lidcombe Catholic Club Ltd – Directors Code of Conduct	
Approved by: Board of Directors – Board Meeting 21 February 2023	