

MOTORCYCLING NSW DIRECTOR CODE OF CONDUCT

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Title: Director Code of Conduct - Governance

Creation Date: December 2022

Next Review Date: December 2023

Responsible Persons: Motorcycling NSW Board

Authority: This document is a Charter made pursuant to the Motorcycling NSW Governance Policy. MNSW may unilaterally introduce, vary, remove or replace this Charter at any time.

DIRECTOR CODE OF CONDUCT

1. DIRECTORS

The Board of Motorcycling NSW Ltd (MNSW) has adopted a Code of Conduct.

Under the leadership of the Chair and the CEO, the Board is to be proactive in implementing MNSW's objects having regard to the requirements outlined in the Constitution and powers vested in the Board to determine and articulate MNSW's values, vision and strategic direction.

2. CODE OF CONDUCT

Directors must and are expected to:

- (a) meet fiduciary responsibilities as required under all relevant commonwealth and state legislation and under common law;
- (b) act within their duty of care to make decisions in the best interests of MNSW;
- (c) comply with their conflicts of interest requirements, including compliance with the MNSW conflicts of interest policy;
- (d) develop strategic planning and direction of MNSW including monitoring organisational performance and evaluating strategic results;
- (e) develop, monitor and implement policies;
- (f) interact with key stakeholders and members to inform them of achievements and to ensure that they have input into determination of strategic goals and direction;
- (g) report back to the stakeholders at relevant forums through the chair and the CEO;
- (h) act with respect, integrity and demonstrate ethical leadership;
- (i) act with Board solidarity around Board decisions and agreed actions;
- (j) monitor senior management (including key volunteers) and organisational compliance with relevant commonwealth and state legislation and with MNSW's own policies; and
- (k) evaluate their effectiveness as a Board including maximising strategic alignment between MNSW and Motorcycling Australia.

3. DIRECTORS LIMITATIONS

- (a) The Directors report to the chair and are accountable for their own behaviour and the performance of their duties as a Director.
- (b) The Directors must work cooperatively with senior management including key volunteers.
- (c) No Director is authorised to incur expenses or debts on behalf of MNSW without prior consent from the Chair or the Board.
- (d) All Directors must and are expected to abide by MNSW's policies, regulations and directives.

4. VACATION OF OFFICE

The reasons for the office of Director being automatically vacated are set out in clause 19.2 of the Constitution. In addition, Directors are required to sign the declaration in clause 6 below.

5. DEED OF INDEMNITY AND ACCESS

The MNSW Constitution indemnifies each Director to the fullest extent permitted by law. In addition, each Director is entitled to a deed of indemnity, which may include provisions relating to:

- (a) access to Board papers;
- (b) confidentiality;
- (c) indemnity by the organisation; and
- (d) the provision of directors' and officers' insurance.

6. DIRECTORS DECLARATION

If I am found by my fellow Directors acting reasonably and in good faith that I have:

- (a) not upheld my duties and legal responsibilities as a Director;
- (b) not acted in the best interests of MNSW;
- (c) failed to follow this Code of Conduct and/or any Board directive;
- (d) breached the Constitution or any other rule, regulation or policy of MNSW;

- (e) at any time, committed an anti-doping rule violation or otherwise contravened any anti-doping policy whether MNSW's or any other sporting body;
- (f) at any time, committed a violation of any law, rule or policy relating to integrity including but not only match fixing or gaming;
- (g) been charged with or convicted of a serious criminal offence;
- (h) breached confidentiality;
- (i) brought myself, the Board or MNSW into disrepute as a result of my action or omission including any statement I may make;
- (j) made disparaging comments about any other director, the Board or MNSW;
- (k) acted in a manner contrary or prejudicial to the interests of MNSW or unbecoming a director of MNSW,

I hereby acknowledge and agree that my position on the Board is no longer tenable and that I will submit my written resignation immediately.

Signed:

Print Name:

Witness:

Print Name:

Date:



Motorcycling NSW Limited
9 Cooper Street
Smithfield NSW 2164
Email: mnsw@motorcycling.com.au
Phone: +61283780790