

**ICE RACING NEW SOUTH WALES
INCORPORATED**
BOARD CODE OF CONDUCT

VERSION 1
ADOPTED JUN 2026

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1. Purpose and Applicability

- (a) This Code of Conduct outlines the ethical standards, behavioural expectations, and legal obligations of all Board and Subcommittee members of Ice Racing New South Wales Incorporated ("the Association"). It supports the Board Charter and the Association's Constitution and reflects principles of good governance, integrity, and accountability.
- (b) This Code applies to all members of the Board and any individual appointed to a subcommittee, working group, or other governance function of the Association.

2. Conduct Standards

- (a) Board and subcommittee members are expected to:
 - i. Act honestly, in good faith, and in the best interests of the Association as a whole;
 - ii. Exercise the degree of care, skill, and diligence that a reasonable person in their position would exercise, applying due diligence in all governance decisions and oversight functions;
 - iii. Uphold high standards of professionalism in appearance, conduct, and communication, recognising their role as representatives of the Association;
 - iv. Use their powers and duties solely for the purpose for which they were conferred and not for any improper or personal purpose;
 - v. Avoid actual or potential conflicts of interest and promptly disclose any such matters, ensuring impartiality in all deliberations;
 - vi. Maintain confidentiality of all information obtained through their role and refrain from disclosing or misusing such information for personal or third-party gain;
 - vii. Disclose any advantages or business opportunities acquired through their office that relate to the Association's interests;
 - viii. Prevent conduct that may lead to financial, reputational, or legal harm to the Association, and recognise that directors and officers may be held personally accountable under principles of strict liability where appropriate;
 - ix. Prepare diligently and contribute constructively to Board and committee meetings, upholding the collective responsibilities of the Board;
 - x. Respect and support decisions of the Board once resolved, and avoid undermining those decisions publicly or privately;
 - xi. Communicate respectfully and professionally with all stakeholders, including staff, volunteers, and members, avoiding aggressive, discriminatory, or otherwise inappropriate language or behaviour;

- xii. Promote diversity, equality, and inclusiveness in all governance activities;
- xiii. Comply with both the letter and the spirit of the law, this Code, the Constitution, and the policies of the Association;
- xiv. Be individually accountable for the decisions they contribute to, and uphold the principles of collective responsibility and transparency.

3. Board Member Capability

- (a) Directors and subcommittee members must recognise that their role requires consistent, competent, and ethical performance in the interest of the Association.
- (b) If a Board or subcommittee member is unable to adequately fulfil their duties—whether due to incapacity, performance deficiencies, or behaviour that may reasonably damage the reputation, functioning, or public standing of the Board—they must resign from their position immediately, unless such issues are rectified within a timeframe determined by the Chair or by resolution of the Board.

4. Director Agreement

- (a) Upon appointment or reappointment, each Director or Subcommittee Member must sign a Director Agreement acknowledging their obligations under:
 - i. the Constitution of the Association;
 - ii. the Board Charter;
 - iii. this Code of Conduct;
 - iv. all relevant governance policies and procedures.
- (b) The execution of the Director Agreement affirms the individual's acceptance of fiduciary duties and commitment to upholding the Association's mission, values, and legal responsibilities.

5. Adherence to Governance Documents

- (a) All Directors and Subcommittee Members must comply with the governing framework of the Association.
- (b) This includes adhering to the:
 - i. Constitution of the Association;
 - ii. Board Charter;
 - iii. This Code of Conduct;

- iv. Any applicable bylaws, policies, procedures, codes, and strategic plans formally adopted by the Board.
- (c) Directors have a duty to remain informed of all relevant governance documents and ensure their actions and decisions are consistent with the objects, values, and legal obligations of the Association.

6. Amendment and Revocation

- (d) This Charter may only be amended or revoked by a resolution passed by at least seventy-five percent (75%) of the directors holding office at the time of the resolution.
- (e) Any amendment or revocation must be clearly documented, dated, and maintained as part of the Association's official governance records.
- (f) Members of the Association must be notified of any changes to this Charter within a reasonable timeframe following Board approval.