

DIRECTORS CODE OF CONDUCT

1.34

1. Purpose of Code of Conduct

The purpose of this Code of Conduct is to outline the type of behaviour that Orienteering Australia 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 Orienteering Australia Directors whenever they are acting in their capacity as an Orienteering Australia Director.

3. General Principles

Directors of Orienteering Australia must:

1. act honestly and in good faith in the interests of Orienteering Australia as a whole;
2. exercise the degree of care, skill and diligence that a reasonable person in a like position would exercise in Orienteering Australia'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 Orienteering Australia 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 Orienteering Australia;
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 Orienteering Australia is operating efficiently, effectively and legally towards achieving Orienteering Australia'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 of Orienteering Australia 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 Orienteering Australia or bring the Director or Orienteering Australia into disrepute, or would constitute conduct unbecoming of a Director of Orienteering Australia;

- 16. not abuse, harass, bully, intimidate, discriminate, threaten or victimise other Directors, colleagues, members and/or employees of Orienteering Australia;
- 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 Orienteering Australia; and
- 19. comply with the spirit as well as the letter of the Orienteering Australia Constitution, other Orienteering Australia rules and policies (including this Code of Conduct) and any legislation relevant to the operations of Orienteering Australia.

4. Child Safety

Orienteering Australia is a child safe organisation and has zero tolerance for child abuse. Orienteering Australia adheres to applicable child safety standards and legislation. Directors must be aware of their responsibilities outlined in Orienteering Australia'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 Orienteering Australia'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 Orienteering Australia 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 Chair of the Board, the General Manager or another member of the Board. All reports will be acted upon and kept confidential.

4. Review

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

5. Director Declaration

- I have read and understand the Orienteering Australia Directors Code of Conduct.
- 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 Orienteering Australia.
- I agree that I have an ongoing obligation to comply with the Orienteering Australia Directors Code of Conduct.

Signature		Date

Adopted
Aug 2021

Replaces the Code of Conduct published Sep 2020.