



## **DIRECTOR CODE OF CONDUCT – HILLS FOOTBALL LIMITED**

### **SCOPE**

This Code of Conduct applies to all elected and appointed Directors of Hills Football Limited (The Association).

### **CONSTITUTION**

The Association is governed under the Constitution of Hills Football Limited, adopted on the 16th June 2025. Directors must be familiar with the Constitution and must abide by it at all times.

### **POWERS OF THE ASSOCIATION**

Solely for furthering the Objects, the Association has, in addition to the rights, powers and privileges conferred on it under section 25 of the Act, the legal capacity and powers of a company limited by guarantee, as set out under section 124 of the Corporations Act 2001 (Cth).

### **POWERS OF THE BOARD**

Subject to the Act and this Constitution, the business of the Association shall be managed, and the powers of the Association shall be exercised, by the Board. In particular, the Board shall act in accordance with the Objects and shall operate for the benefit of the Members and the community throughout the Region.

### **CONDUCT**

1. A Director must act honestly, in good faith and in the best interests of the association and members as a whole.
2. A Director has a duty to use care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
3. A Director must use the powers of office for the proper purpose, in the best interests of the association and members as a whole.
4. A Director must recognise that the primary responsibility is to the association as a whole but may, where appropriate, have regard for the interest of other stakeholders of the association.
5. A Director must not make improper use of information acquired as a Director.
6. A Director must not take improper advantage of the position of Director.
7. A Director must properly declare any actual, potential or perceived conflicts of interest with the interest of the Association or its members. Not allow personal or financial interests, or the interests of any associated person, to conflict with the interests of the Association. Where conflicts of interest do arise, ensure they are managed in the public interest acting always in the best interest of the Association.
8. A Director has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the board of Directors.
9. Confidential information received by a Director in the course of the exercise of directorial duties remains the property of the organisation from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised



by that organisation, or the person from whom the information is provided, or is required by law.

10. A Director must not engage in conduct likely to bring discredit upon the board or the Association.
11. A Director has an obligation, at all times, to comply with the spirit, as well as the letter, of the law and with the principles of this Code.
12. Support, adhere to and not contradict the formal decisions of the Board made in its meetings.
13. A Director must commit to taking responsibility for contributing in a constructive, courteous and positive way to enhance good governance and the reputation of the Board and the Association.

I, (name of person), a Director of Hills Football Limited agree to abide by the Constitution of Hills Football Limited and the Code of Conduct as described above at all times.

Signature:-

Date:-

Witness Name:-

Witness Signature:-

Date:-

*References*

*Australian Institute of Company Directors, Code of Conduct  
Constitution of Hills Football Incorporated*

Document ID	Revision	Location	Reviewed By	Approved By	Date
DCC	01	All Directors	Mick Pawelko	HFI Board	28 <sup>th</sup> June 2020
DCC	1.1				