

Risk Management Policies and Procedures
Annexure B - - DIRECTORS DECLARATION AND CODE OF CONDUCT

As adopted by



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Revision Information

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Under the leadership of the Chairman and the CEO and/or Executive Officer, the Board is to be proactive in implementing the APF's objects having regard to the requirements outlined in the Constitution and powers vested in the Board to determine and articulate the APF's values, vision and strategic direction.

1. APF Directors are expected to

- Meet fiduciary responsibilities as required under all relevant commonwealth and state legislation and under common law;
- Comply with the APF's constitution, rules, regulations and policies, including but not limited to this Governance;
- Act within their duty of care to make decisions in the best interests of the APF;
- Avoid conflict of interest;
- Develop strategic planning and direction of the APF including approving the business plan and budget, monitoring organisational performance and evaluating strategic results, and approving expenditure outside the approved budget and delegations;
- Develop and implement policies;
- 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;
- Report back to the stakeholders at relevant forums through the Chairman and the CEO;
- Monitor the CEO and organisational compliance with the relevant commonwealth and state legislation and with the APF's own policies;
- Maintain the confidentiality of information they receive by virtue of being a Director of the APF;
- Evaluate their collective effectiveness as a Board;
- Not improperly use his/her position or misuse information of the APF;
- Commit the time necessary to discharge effectively his/her role as a Director; and
- Understand the complexities of the sectors in which the APF operates together with those sectors' structure, operations, controls, regulatory obligations, current technology, types of transactions and political/economic environment in order to adequately assess the risks faced by the APF.

2. Directors Limitations

- The Directors report to the Chairman and are accountable for the performance of their duties as a Director
- The Directors are to work cooperatively with the CEO and/or Executive Officer.
- No Director is authorised to incur expenses or debts on behalf of the APF. For the avoidance of doubt, requests to obtain outside opinions or advice regarding matters before the Board may be made through the chairperson. The cost of outside opinions or advice that have not been authorised by the Board are not the responsibility of the APF (and remain the responsibility of the director who sought the opinion or advice).
- All Directors are expected to abide by the APF's policies, regulations and directives.

3. Deed of Indemnity and Access

The APF Constitution indemnifies each Director to the fullest extent permitted by law. Each Director is entitled to:

- access to Board papers;
- indemnity by the organisation; and
- the provision of Directors and Officers insurance.

4. Director's Declaration

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

- I have not upheld my duties and legal responsibilities as a Director;
- I have not acted in the best interests of the APF or of polo;

- I have failed to follow a Board directive;
- I have breached the Constitution or other rules, regulation or policies of the APF;
- I have at any time committed an anti-doping rule violation or otherwise contravened any anti-doping policy whether the APF's or any other sporting body;
- I have been charged with or convicted of a crime;
- I have breached confidentiality;
- I have brought myself, polo or the APF into disrepute as a result of my action or omission including any statement I may make;
- I have made disparaging comments about other directors, the Board or the APF;
- I have acted in a manner prejudicial to the interests of the APF or polo or unbecoming a director of the APF;

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

Signed:..... Print Director
Name:.....

Witness:..... Print Witness
Name:.....

Date:.....



ANNEXURE A