

Western Sydney Football Club Limited

*Code of Conduct for Directors
and Senior Executives*



GREATER WESTERN SYDNEY
GIANTS

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1. Introduction

- (a) Western Sydney Football Club Limited is a values based organisation.
- (b) The Club has adopted values to be innovation, integrity, inclusion and aspiration.
- (c) This code of conduct applies to:
 - (i) the Directors of the Club including the chief executive officer;
 - (ii) the Club's Senior Coach; and
 - (iii) any other employee or officer of the Club who has the opportunity to materially influence the integrity, strategy and operation of the business and financial performance of the Club.
- (d) In this code of conduct, Senior Executive includes the Senior Coach and any person referred to in paragraph 1(c)(iii).
- (e) The players employed by the Club to play in the Australian Football League will adopt a code of conduct.

2. Definitions and Interpretation

The following words have the following meaning, unless the contrary intention appears:

Board means the Board of Directors of the Club as constituted from time to time;

Chief Executive Officer means the person appointed by the Board pursuant to Club's Constitution;

Club means the Western Sydney Football Club Limited ACN 130 190 242;

Constitution means the Constitution of the Club as amended from time to time;

Corporations Act means the Corporations Act 2001 (Cth);

Director means a Director of the Club;

Improper Gift means benefits, entertainment or gifts received by a Director or Senior Executive of the Club in exchange for or as a condition of the exercise of their duties or as an inducement for performing an act associated with their duties or responsibilities;

Senior Executives has the meaning given to that term in clause 1(c)(iii); and

Values has the meaning given in clause 1(b).

3. Purpose

As well as the legal and equitable duties owed by Directors and Senior Executives, the purpose of this code of conduct is to:

- (a) articulate the high standards of honesty, integrity, ethical and law-abiding behaviour expected of Directors and Senior Executives;

- (b) encourage the observance of those standards to protect and promote the interests of members and other stakeholders (including employees, suppliers and creditors);
- (c) guide Directors and Senior Executives as to the practices thought necessary to maintain confidence in the Club's integrity; and
- (d) set out the responsibility and accountability of Directors and Senior Executives to report and investigate any reported violations of this code or unethical or unlawful behaviour.

4. Honesty and Integrity

The Club expects each Director and Senior Executive to:

- (a) observe the highest standards of honesty, integrity and ethical and law-abiding behaviour when:
 - (i) performing their duties; and
 - (ii) dealing with any officer, employee, fan, member, sponsor, financial supporter, supplier, auditor, lawyer and other adviser of the Club; and
- (b) foster a culture of honesty, integrity and ethical and law-abiding behaviour among other officers and employees.

5. Conflicts of Interest or Duty

- (a) Each Director and Senior Executive must be aware of potential conflicts between (directly or indirectly):
 - (i) on the one hand:
 - (A) the interests of the Club; or
 - (B) their duties to the Club; and
 - (ii) on the other hand:
 - (A) their personal or external business interests; or
 - (B) their duties to any third party.
- (b) Each Director and Senior Executive must avoid placing himself or herself in a position that may lead to:
 - (i) an actual or a potential conflict of interest or duty; or
 - (ii) a reasonable perception of an actual or potential conflict of interest or duty.
- (c) Each Senior Executive must:
 - (i) fully and frankly inform the Chief Executive Officer of any personal or external business interest that may lead to:

- (A) an actual or potential conflict of interest or duty; or
- (B) a reasonable perception of an actual or a potential conflict of interest of duty and;
- (ii) obtain and follow independent legal advice to avoid or resolve any actual, potential or perceived conflict of interest or duty.
- (d) The Chief Executive Officer must fully and frankly inform the Board of any personal or external business interests disclosed by Senior Executives subject to Clause 5(c).
- (e) Each Director must:
 - (i) leave the room when the board considers any matter in which the Director has or may have a conflict of interest or duty; and
 - (ii) comply with the Corporations Act and the Constitution in relation to disclosing material personal interests and restrictions on voting by Directors.
- (f) Each Director must inform the chairperson of the board of:
 - (i) any existing Directorship or other office held by the Director in another entity; and
 - (ii) any proposed appointment as a Director or Senior Executive of another entity before accepting the appointment.

6. Corporate Opportunities

- (a) A Director or Senior Executive must not improperly use their position, property or information acquired through their position for personal gain or gain of an associate or to compete with or harm the Club.
- (b) A Director or Senior Executive may not use the words Western Sydney Football Club, WSFC, GWS, Giants or any other business name or trademark used by the Club for a personal or external business transaction.
- (c) Each Director and Senior Executive must keep their personal or external business dealings separate from the Club's business dealings.
- (d) A Director or Senior Executive must only use goods, services and facilities received from the Club in accordance with the terms on which they are given.
- (e) A Director or Senior Executive must not accept any Improper Gift from the Club's existing or potential stakeholders.

7. Confidentiality

- (a) Any information acquired by a Director or Senior Executive while performing their duties is confidential information of the Club and must be kept confidential. A Director must not disclose the information to a third party except where that disclosure is:

- (i) authorised by the board; or
 - (ii) required by law or a regulatory body.
- (b) The existence and details of any board and management information, discussions, and decisions that are not publicly known and have not been approved by the board for public release are confidential information of the Club and subject to paragraph 7(a).
- (c) Each Director's and Senior Executive's obligations of confidentiality continue after he or she leaves the Club.

8. Fair Dealing

- (a) The Club expects each Director and Senior Executive to:
- (i) deal fairly with any officer, employee, fan, member, sponsor, financial supporter, supplier, competitor, auditor, lawyer or other adviser of the Club; and
 - (ii) encourage other employees and officers to do the same.
- (b) A Director or Senior Executive must not take unfair advantage of any officer, employee, fan, member, sponsor, financial supporter, competitor, auditor, lawyer or other adviser of the Club through illegal conduct, manipulation, undue influence, concealment, abuse of confidential information, misrepresentation of material facts, or any other unfair-dealing practice.

9. Protection and Proper Use of Assets

- (a) The Club expects each Director and Senior Executive to use all reasonable endeavours to protect any Club asset and to ensure its efficient use.
- (b) A Director or Senior Executive may only use a Club asset (for example, a product, vehicle, computer or money) for legitimate business purposes or other purposes approved by the board.
- (c) Each Director and Senior Executive must immediately report any suspected fraud or theft of a Club asset for investigation.

10. Compliance with Laws, Regulations, Policies and Procedures

Each Director and Senior Executive must:

- (a) comply with the letter and spirit of any applicable law, rule or regulation;
- (b) comply with decisions and resolutions of the AFL Commission;
- (c) comply with AFL Rules and Regulations, including without limitation AFL policies such as Respect and Responsibility, Personal Conduct Policy and Gambling Policy;
- (d) comply with the protocols, policies and procedures of the Club; and
- (e) encourage other officers and employees to do the same.

11. Reporting of Unlawful and Unethical Behaviour

- (a) The Club expects each Director and Senior Executive to:
 - (i) report promptly and in good faith any actual or suspected violation by an officer or employee of the standards, requirements or expectations set out in this code of conduct; and
 - (ii) encourage other officers or employees to do the same.
- (b) A Director or Senior Executive may use their own judgment in deciding to whom to report any violation or behaviour referred to in paragraph 11(a), however:
 - (i) Directors are encouraged to report to the chairperson of the Board or another Director; and
 - (ii) Senior Executives are encouraged to report to their immediate supervisor, the Chief Executive Officer or the chairperson of the Board.

Other employees and officers are encouraged to report to their immediate supervisor or to the Chief Executive Officer.

- (c) If an employee or officer reports, in good faith, any violation or behaviour referred to in paragraph 11(b), each Director and Senior Executive must ensure:
 - (i) the reporting person's position is protected;
 - (ii) the reporting person's identity is only disclosed with their consent, except where disclosure is required by law; and
 - (iii) no disciplinary, discriminatory or other adverse action is taken or tolerated against the reporting person for reporting the violation.
- (d) A Director or Senior Executive who receives a report of any violation or behaviour referred to in paragraph 11(b) must ensure:
 - (i) the alleged violation or behaviour is thoroughly investigated;
 - (ii) rules of natural justice are observed in the investigation; and
 - (iii) appropriate disciplinary action is taken if the allegation is substantiated.

12. Media Policy

- (a) Each Director and Senior Executive should ensure that no comments are made to the media in relation to the club without first consulting the Corporate Affairs / Media leader. The Media team will consider the appropriate course of action which may involve:
 - (i) responding to the enquiry themselves;
 - (ii) organising for a nominated spokesperson to respond to the enquiry; or
 - (iii) directing staff not to respond to the enquiry.

- (b) Only the Media team or agreed GWS spokespeople are to engage in media interviews. All media interviews involving the club will be attended by a member of the GWS Communications team.
- (c) When using social media you may not post or publish club information on any external site including websites, social networking sites or other Internet sites at any time. If you publish content to any website and you can be identified as a GWS staff member, remember you are representing the GWS brand. Any content you post should be consistent with how you wish to present yourself to your colleagues and the marketplace. You must not engage in any conduct or conversation which would be unacceptable in the workplace.
- (d) You should understand that your personal thoughts may be misunderstood as expressing official club positions. You must make it clear any opinion you express is your personal one and is not an official club opinion.
- (e) Never comment on confidential information such as business strategy, revenue, performance or prospects. If you are asked to do so, simply say you are not in a position to comment.

13. Review and Changes to this Code

- (a) The Board will review this code annually or as often as it considers necessary.
- (b) The board may change this code from time to time by resolution.