



Director Code of Conduct

1. Purpose of Code of Conduct

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

3. General Principles Directors of TBAQ must:

1. act honestly and in good faith in the interests of TBAQ as a whole
2. exercise the degree of care, skill and diligence that a reasonable person in a like position would exercise in TBAQ'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 TBAQ and a Director's personal interest or other duties
5. not solicit or accept benefits, entertainment, gifts, bribes, secret commissions or illegal inducements of any kind
6. not disclose any information that is obtained through their position that is confidential
7. disclose advantages or business opportunities acquired in the course of their office
8. prevent insolvent trading by TBAQ
9. 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
10. attend board meetings regularly, and where attendance is not possible, submit an apology to the other directors.
11. be well prepared for Directors meetings
12. make reasonable enquiries at Directors meetings to ensure that TBAQ is operating efficiently, effectively and legally towards achieving TBAQ's goals
13. undertake diligent analysis of all proposals and matters placed before the Directors

14. acknowledge and embrace decisions of the Directors when communicating with third parties, irrespective of their own personal views 2

15. treat colleagues, members and employees of TBAQ with respect, courtesy, honesty and fairness, having proper regard to their interests, opinions, rights, safety and welfare 16. show respect for the opinions of other Directors and allow each Director a fair and reasonable opportunity to contribute to discussion and decision making

17. not engage in conduct that would likely bring discredit upon TBAQ or bring the Director or TBAQ into disrepute, or would constitute conduct unbecoming of a Director of TBAQ

18. not abuse, harass, bully, intimidate, discriminate, threaten or victimise other Directors, colleagues, members and/or employees of TBAQ

19. comply with the content and themes of section 4 of this Code of Conduct regarding child safety

20. promote and encourage diversity, equality and inclusiveness in decision making and throughout TBAQ

21. comply with the spirit as well as the letter of the law and the principles in this Code of Conduct

4. Child Safety TBAQ is a child safe organisation and has zero tolerance for child abuse. TBAQ adheres to applicable child safety standards and legislation. Directors must be aware of their responsibilities outlined in TBAQ'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 TBAQ'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 TBAQ and the Director may be liable for their actions under civil and criminal laws. If a Director or the CEO suspects that a breach of the Code of Conduct has occurred or will occur, he or she must report that breach to the President/Chair of the Board, the Company Secretary or the Chair of the Governance Committee. All reports will be acted upon and kept confidential.

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

7. Director Declaration – I have read and understand the TBAQ 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 TBAQ –

I agree that I have an ongoing obligation to comply with the TBAQ Directors Code of Conduct

Signature Date: