

Code of Conduct:

Trust-Nominated Directors

This document has been drawn up to assist directors nominated by the Dulwich Hamlet Supporters' Trust ("the Trust") to clearly outline their dual mandate from both the Trust Board and members, who hold them accountable as their representative on the Dulwich Hamlet Football Club ("the Club") Board, and their fellow Club directors. All directors, Trust-nominated directors included, also have a responsibility to shareholders and the wider framework of company law.

Whilst many of the provisions of this code of conduct relate to a Trust-nominated director's specific dual mandate, the Code also seeks to guide all directors of the Club in relationships with the supporters and each other. As ultimately all directors are collectively responsible for the good governance and solvency of the Club, this Code is intended to be signed by all directors. The underlying principles of the Code are to make the Board of directors an effective mechanism for overseeing the direction, strategy and performance of the Club. This is also the Board's key function in Law.

1. The person(s) chosen by the Trust's Board to serve on the Board of directors of the Club (the "Trust-nominated director(s)") will :

- (i) Be a paid up member of the Trust.
- (ii) Be a member of the Trust board nominated by its members or directly elected by the members of the Trust in accordance with the electoral procedure adopted by the Trust.
- (iii) Abide by the majority vote of the Trust board [or Trust membership] so far as their duties to the Club allow.
- (iv) Submit to re-appointment every two years in accordance with the policy of the Trust if required by the Trust board.
- (v) not be obliged to disclose the following information to Club directors or officials without the express permission of the Trust Board:
 - a The Trust's financial position, including individual members' contributions, assets, and levels of income.
 - b Matters deemed confidential by the Trust Board.
- (vi) If required to do so by the Trust, represent the Trust in association with the Club Board in their dealings with football authorities, local and central government.

2. The Club will:

- (i) Give adequate notice of all Board meetings and ensure that the Trust-nominated director(s) is/are provided with sufficient information to enable him/her to participate on an equal footing with other directors.

- (ii) Ensure that the Trust-nominated director(s) is/are entitled to the benefit of any indemnity and/or director's liability insurance enjoyed by other directors through the club.
- (iii) Not unreasonably restrict the Trust-nominated director(s) in reporting back to the Trust the deliberations and decisions of the Board of directors, and the matters to be discussed at forthcoming meetings of the Board. This will enable the Trust-nominated director(s) to canvass the views of the Trust Board, subject to the provisions outlined below, that are incumbent on all directors.

3. All directors undertake to:

- (i) Abide by the Club's memorandum and articles of association, and to any regulatory code adopted by the Club.
- (ii) Abide by the responsibilities of directors as laid down in the relevant statutes, and any regulatory code adopted by the Club.
- (iii) Accept the majority vote of the Club Board and work on a principle of collective responsibility, whereby all decisions of the Board properly reached shall be deemed to be Club policy. As such, it is incumbent upon all directors to represent that policy faithfully both in respect of their duties and responsibilities within the Club and to external parties, unless the Board vote to suspend operation of this policy in a particular matter.
- (iv) Not disclose any confidential information to any other person without the prior authority of the Board of directors.
- (v) Devote sufficient time and attention to the Club to fulfil their duties as a director.
- (vi) Attend meetings of the Club Board, and not be absent without good reason.
- (vii) Not receive remuneration from the Club except re-imbursement of reasonable expenses, including travelling expenses, while conducting business for the benefit of the Club, other than via an open and published remuneration policy operative at the Club.
- (viii) Represent the Club in their dealings with football authorities, local and central government.
- (ix) Declare all personal or material interests where there may be a conflict of interests to the Board. For the avoidance of doubt, a director's interest shall be deemed to include interests of members of his/her family, or interests of those with whom a director has an existing interest.
- (x) Not be subject to a bankruptcy order or have in place a composition with their creditors;
- (xi) Not be subject to a disqualification order made under the Company Directors Disqualification Act;
- (xii) Not have a conviction for an indictable offence (other than a spent conviction as defined by the Rehabilitation of Offenders Act 1974);
- (xiii) Not be, on the basis of medical evidence, suffering from mental disorder.