

# AFL Canada Conflict of Interest Policy

Last revised: January 21, 2018



## Definitions

1. The following terms have these meanings in this Policy:
  - a) “Conflict of Interest” – A situation where an individual, or the organization they represent, has a real, potential, direct, or indirect interest competing with AFL Canada’s interests, resulting in a real or seeming incompatibility between one’s private interests and one’s fiduciary duties to AFL Canada. A Conflict of Interest includes a perceived conflict of interest, which is the perception by an informed person that a conflict of interest exists or may exist.
  - b) “Affected Person”- Each director elected or appointed to the board of directors AFL Canada, and any individual or entity having an official role within AFL Canada, including, but not limited to, committee members, athletes, coaches, officials, volunteers, officers, team managers, team captains, medical and paramedical personnel, administrators and employees (including contract personnel).

## Purpose and Application

2. The purpose of this Policy is to describe how Affected Persons will conduct themselves where there is matters relating to a Conflict of Interest and to clarify how AFL Canada will make decisions in situations where a Conflict of Interest may exist.
3. This Policy applies to every Affected Person as defined in the Definitions section.

## Obligations

4. Affected Persons will fulfill the requirements of this policy. Affected Persons will not:
  - a) Engage in any business or transaction, or have a financial or other personal interest that is incompatible with their official duties with AFL Canada;
  - b) Knowingly place themselves in a position where they are under obligation to any person or entity who might benefit from special consideration, or who might seek, in any way, preferential treatment from AFL Canada;
  - c) In the performance of their official duties, accord preferential treatment to any person or entity in which Affected Persons have an interest, financial or otherwise;
  - d) Derive personal benefit from information that they have acquired during the course of fulfilling their official duties with AFL Canada, where such information is confidential or is not generally available to the public;
  - e) Engage in any outside work, activity or business or professional undertaking that conflicts or appears to conflict with their official duties as a representative of AFL Canada, or in which they have an advantage or appear to have an advantage on the basis of their association with AFL Canada;
  - f) Use AFL Canada property, equipment, supplies or services for activities not associated with the performance of official duties with AFL Canada without the permission of AFL Canada;
  - g) Place themselves in positions where they could, by virtue of being an Affected Person, influence decisions or contracts from which they could derive any direct or indirect benefit or interest; or

- h) Accept any gift or favour that could be construed as being given in anticipation of, or in recognition for, any special consideration granted by virtue of being an Affected Person.

### **Disclosure of Conflict of Interest**

- 5. At any time that an Affected Person becomes aware that there may exist a Conflict of Interest, he or she will disclose this Conflict of Interest to the President (and if the President is in a Conflict of Interest, to the Vice President) as soon as practicable.

### **Directors and Conflict of Interest**

- 6. Directors of AFL Canada have special fiduciary duties and certain specific obligations in relation to any Conflict of Interest. In addition to the obligations imposed by this Policy, Directors shall:
  - a) keep in mind that there are laws and regulations outside of this policy that may need to be considered in dealing with a Conflict of Interest and comply with those laws and policies;
  - b) where a Conflict of Interest places a director in a situation where he or she believes she cannot act in the best interests of AFL Canada as a result of the Conflict of Interest, and the Conflict of Interest cannot be resolved, the Director shall resign; and
  - c) prior to requesting or accepting any gifts or favours that could be construed as a Conflict of Interest, disclose such gifts of favours to the Board of Directors and obtain approval. Any such items approved shall be disclosed to the membership in the President's annual report to members.

### **Reporting a Conflict of Interest**

- 7. Any Affected Person who is of the view that another Affected Person may be in a position of Conflict of Interest shall report this matter to the President (and if the President is in a Conflict of Interest, to the Vice President). Such a report must be made in writing. Anonymous reports may be accepted upon the sole discretion of President (and if the President is in a Conflict of Interest, the Vice President).

### **Resolving Reports of a Conflict of Interest**

- 8. Upon receipt of a report, the President (and if the President is in a Conflict of Interest, the Vice President) will consult with the Board of Directors (in the absence of the Affected Person), which will determine whether or not a Conflict of Interest exists pursuant to this policy and any applicable legislation, provided the alleged Affected Person has been given notice of and the opportunity to submit evidence and to be heard in advance of any final determination by the Board of Directors.
- 9. After hearing the matter, the Board of Directors will determine whether a Conflict of Interest exists and if so what appropriate actions will be taken or sanctions imposed.
- 10. Where the Affected Person alleged to be in a Conflict of Interest acknowledges the facts, he or she may waive the right to be heard, in which case the Board of Directors will determine the appropriate actions to be taken or sanctions imposed.
- 11. If the Affected Person alleged to be in a Conflict of Interest chooses not to participate in any meeting convened for the purpose of determining whether there is a Conflict of Interest, the meeting will proceed in any event.
- 12. The Board of Directors may impose the following sanctions singly or in combination to resolve or address any Conflict of Interest:
  - a) Permanent or temporary suspension of certain responsibilities or decision making authority;

- b) Permanent or temporary suspension from an official position;
  - c) Permanent or temporary suspension from any AFL Canada team, events, and/or activity;
  - d) Expulsion from AFL Canada;
  - e) Take other actions that may be considered appropriate for the Conflict of Interest, having regard to the nature of the Conflict of Interest, the position and authority of the Affected Person, and the impact to AFL Canada and its members/registrants.
13. Failure to comply with any action taken or sanction imposed by the Board of Directors will result in automatic suspension of membership/registration with AFL Canada until such time as compliance occurs, or permanently if appropriate.
14. The Board of Directors may determine that an alleged Conflict of Interest is of such seriousness as to warrant any of the above sanctions pending a final decision of the Board of Directors.

### **Resolving a Conflict of Interest in Decision-making**

15. Decisions or transactions that involve a Conflict of Interest that has been disclosed by an Affected Person may be considered and decided upon by AFL Canada Board of Directors provided that:
- a) The nature and extent of Affected Person's interest has been fully disclosed to the Board of Directors, and this disclosure is recorded in writing or in meeting minutes;
  - b) The Affected Person does not participate in discussions or decisions related to the matter giving rise to the Conflict of Interest;
  - c) The Affected Person abstains, if applicable, from voting on the proposed decision or transaction; and
  - d) The Affected Person is not included in the determination of quorum for any meeting or decision related to the proposed decision or transaction.

### **Disclosure by Affected Persons**

16. Any person wishing to act in a position that would make him or her an Affected Person must declare any Conflict of Interest in advance of, or immediately upon beginning to act in such a position.
17. In the event that an Affected Person neglects to disclose any Conflict of Interest, that Affected Person will be subject to the procedures and sanctions laid out in this Policy. .

### **Decision Final and Binding**

18. Any decision of the Board of Directors in accordance with this Policy may only be appealed in accordance with AFL Canada's Appeal Policy.

