APPENDIX A1: CONFLICT OF INTEREST - FULL POLICY

Article 1 General

1.1 Definitions

The following terms have these meanings in this Policy:

a) "*Conflict of Interest* " – An incompatibility between one's private interests and one's duties as a trustee of a governing organization
b) "*Perceived Conflict of Interest*" – A reasonable perception by an informed person that a conflict of interest situation exists or exist.
c) "Person" – Any family member, friend, customer, client, sponsor, colleague, legal person or organization.
d) "*Representatives*" – Individuals employed by, or engaged in activities on behalf of, Ontario Soccer, or Registered Organizations, including: Administrators, Coaches, Directors, Employees, Game Officials, Players, Registrants, Registrars, Team Officials, contractors, volunteers, managers, committee members, and officers.

1.2 Preamble

Ontario Soccer is committed to providing an environment in which all Representatives of Ontario Soccer and any of it's governing organizations act honestly, in good faith, and in the best interests of the game of soccer in the Province of Ontario. Activities of the governing organization, and those of its Representatives, shall be conducted in a manner becoming the high ethical standard of business conduct expected of the leaders of Soccer in Ontario.

There are two types of interest – pecuniary interest and non-pecuniary interest. Pecuniary interest relates to the reasonable likelihood or expectation of financial gain or loss for the Representative or for another Person with whom the Representative is associated.

Non-pecuniary interest involves family relationships, friendships, or other interests that are not related to the potential for financial or loss.

1.3 Application

This Policy applies to all Representatives.

Article 2 Obligation

2.1 Any conflict of interest, whether real, perceived, pecuniary or non-pecuniary, between a Representative's personal interest and the interests of Ontario Soccer and/or the governing organization (as applicable), shall always be resolved in favour of Ontario Soccer and/or the governing organization (as applicable).

2.2 Representatives 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 Ontario Soccer and/or the governing organization (as applicable), unless such business, transaction, or other interest is properly disclosed to Ontario Soccer and/or the governing organization (as applicable) and approved by Ontario Soccer and/or the governing organization (as applicable).

b) Knowingly place themselves in a position where they are under obligation to any Person who might benefit from special consideration or who might seek preferential treatment.
c) In the performance of their official duties, give preferential treatment to any Person.
d) Derive personal benefit from information that they have acquired during the course of fulfilling their official duties with Ontario Soccer and/or the governing organization (as applicable), if such information is confidential or not generally available to the public.
e) Without the permission of Ontario Soccer and/or the governing organization (as applicable), use Ontario Soccer and/or the governing organization (as applicable) property, equipment, supplies, or services for activities not associated with the performance of their official duties with Ontario Soccer and/or the governing organization (as applicable)
f) Place themselves in positions where they could, by virtue of being a Representative, influence decisions or contracts from which they could derive any direct or indirect benefit.
g) 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 a Representative.
h) Allow their loyalty to a governing organization to be compromised by their relationship to, or involvement in, another organization. However, the appointment of a Representative by the governing organization to another organization is not, in itself, considered conflict of interest. It is recognized that a Representative may be involved with more than one soccer governing organization subject to the published rules of each applicable governing organization. The fact that a Representative owes a duty of loyalty to two or more governing organizations cannot itself be considered a conflict of interest provided that the Representative, when considering a matter before one governing organization that would affect the other governing organization in a meaningful manner, declares conflict of interest.

2.3 Any Representative elected or appointed as an Executive Committee member of Ontario Soccer must relinquish any Director position with any other soccer governing organization within three months of first being elected or appointed to Ontario Soccer Executive Committee shall not accept a Director position with another soccer governing organization while he or she remains an Ontario Soccer Executive Committee member.

2.4 In addition, an Executive Committee member of Ontario Soccer who is elected to a position on the Board of Canada Soccer must resign his or her position with Ontario Soccer within ninety days and shall not accept another position on Ontario Soccer Executive Committee while he or she remains a member of the Canada Soccer Executive Committee.

2.5 Failure to comply with Sections 18.5.3 and 18.5.4 above shall constitute sufficient grounds for removal of the Executive Committee member by Ontario Soccer Board of Directors.

2.6 Sections 18.5.3 and 18.5.4 above are not applicable to an appointment made by Ontario Soccer to another soccer organization unless stated in that governing organizations governing documents.

2.7 A Director of a governing organization shall not serve on an unaffiliated soccer organization in accordance with the ***Registration Procedures 1.9, 1.10 and 1.11***.

2.8 On election, re-election or appointment to a position as a Director of a governing organization, the individual must sign and submit that governing organization a statement acknowledging that he/she has read, understood and agreed to act in accordance with this Conflict of Interest Policy. Such a statement must also disclose:

a) any other soccer activity or position; and

b) any personal, professional, business activity or position that may at that time, or could in the future, be construed as a potential conflict of interest. Such a statement must be updated as circumstances require.

Article 3 Disclosure

3.1 In the event a Representative has a conflict of interest in relation to a particular issue or matter of discussion, the Representative shall:

a) Declare the conflict of interest and the nature of the conflict, and refrain from voting on the issue in question
b) Absent himself or herself from the meeting at any time there is discussion of the matter giving rise to the conflict; and
c) Refrain from lobbying or participating in the decision making process.

3.2 Each Representative is also required to declare a conflict even when the conflict for the Representative arises after the contract or arrangement is made with the other company, firm, or organization in which the Representative acquires an interest or significant involvement. In this situation, the Representative is to declare his or her conflict immediately after the Representative becomes interested in the other company, firm, or organization.

Article 4 Remuneration

4.1 All Directors, Officers and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or members of Committees may be reimbursed for reasonable expenses incurred by them in the performance of their duties. Motions, votes, or issues that would cause a Director to benefit financially or receive remuneration must be declared as a conflict of interest.

Article 5 Minimizing Conflicts Of Interest in Decision-Making

5.1 Decisions or transactions that involve a conflict of interest that has been proactively disclosed by a Representative will be considered and decided with the following additional provisions:

a) The nature and extent of the Representative's interest has been fully disclosed to the governing body that is considering or making the decision, and this disclosure is recorded or noted
b) The Representative does not participate in discussion on the matter
c) The Representative abstains from voting on the decision
d) For board-level decisions, the Representative does not count toward quorum, subject to Section 20.
e) The decision is confirmed to be in the best interests of the governing organization.

5.2 If no quorum exists for the purpose of voting on a matter only because a director is not permitted to be present at the meeting by reason of a conflict of interest, the remaining directors shall be deemed to constitute a quorum for the purposes of dealing with the matter.

Article 6 Procedures

6.1 Disclosure

6.1.1 Representatives will complete the Conflict of Disclosure Form annually or upon the discovery of a real or potential conflict of interest.

6.1.2 Representatives shall disclose conflicts of interest to Ontario Soccer and/or the governing organization (as applicable) immediately upon:

a) Becoming aware that a conflict of interest exists
b) For those who are nominated for election, prior to the elections
c) Appointment to a committee

6.1.3 A Representative's Conflict of Interest and the nature of the conflict must be recorded in writing.

6.2 Conflict of Interest Complaints

Any person who believes that a Representative may be in a conflict of interest situation should report the matter, in writing, to the applicable governing organization.

6.3 Resolving Complaints

6.3.1 Upon receipt of a complaint, the applicable governing organization's Board of Directors will determine whether or not a conflict of interest exists provided the alleged Representative has been given notice of and the opportunity to submit evidence and to be heard at such meeting.

6.3.2 After hearing the matter, the governing organization will determine whether a conflict of interest exists and if so what appropriate actions will be imposed.

6.3.3 Where the Representative accused of being in a conflict of interest acknowledges the facts, he or she may waive the meeting, in which case the governing organization will determine the appropriate actions.

6.3.4 The governing organization may apply the following actions singly or in combination for real or perceived conflicts of interest:

a) Removal or temporary suspension of certain responsibilities or decision making authority;
b) Removal or temporary suspension from a designated position;
c) Removal or temporary suspension from certain teams, events and/or activities;
d) Expulsion from the governing organization;
e) Implement further discipline in accordance with the governing organization's policies relating to discipline and/or complaints
f) Other actions as may be considered appropriate for the conflict of interest.

6.3.5 Failure to comply with an action as determined by the governing organization will result in automatic suspension from the governing organization until such time as compliance occurs.

6.3.6 The governing organization may determine that a conflict of interest is of such seriousness as to warrant suspension of designated activities pending a meeting and a decision of the governing organization.

6.3.7 Further sanctions may be applied in accordance with the governing organization's discipline policies.

6.4 Decision Final and Binding

6.4.1 Any decision of a governing organization in accordance with this Policy may be appealed in accordance with the applicable Appeal Policies.