

a) GENERAL

1. As a general rule, directors and committee members must not act while in a conflict of interest.
2. As a general rule, a society must not enter into:
 - a) a transaction with a director/committee member.
 - b) a transaction in which a director/committee member has a direct or indirect interest.
3. Some transactions may take place, notwithstanding the director's direct or indirect interest in the transactions, where the purpose is not to benefit the director but rather to permit the society to enter into transactions, which are in its best interests.

b) AUTHORISATION

4. a) The board of directors may authorise the transactions listed in 4(b), provided the director first discloses the conflict of interest and establishes that:
 - i) the transaction is fair and reasonable to the society
 - ii) the transaction meets its members' expectations about the conduct of the society's activities.
 - iii) If the conditions in paragraph 4(a) are satisfied, the board of directors may authorise the following transactions:
 - iv) Transactions where the conflict of interest is slight, or where it is more serious, the financial consequences of the transaction are minimal. ii) a transaction which is an unconditional gift
 - v) a transaction which in aggregate, substantially amounts to a gift iv) a transaction which represents benefits to the society so substantial that no other decision makes sense.
 - vi) a transaction which no one else is capable of carrying out vi) a transaction which others may be capable of carrying out, but no one else is willing to do
 - b) A director who is in a conflict of interest can neither vote on whether the transaction should be authorised, not be considered part of the quorum for the meeting dealing with that issue.
 - c) If the board of directors authorises a transaction, it must record in the minutes of the meeting at which it is authorised the exception relied upon.
 - d) If a board of directors authorises a transaction notwithstanding a conflict of interest, it must consider whether special steps are necessary to insulate or confine the conflict of interest for the protection of the society, or to safeguard public trust in the conduct of the society's affairs.
5. A transaction where a third party is engaged to scrutinise the affairs of the society may not be authorised by the board of directors if a director has a direct or indirect interest in the transaction.

CATEGORIES - CONFLICT OF INTEREST SITUATIONS

6. The following are considered to have the potential to be conflicts of interest or appear to be conflicts of interest and as such, they are to be disclosed to the board of directors. The board of directors will review the individual's responsibilities and the degree of potential or apparent conflict in determining what actions, if any, are required.

- a) Investments with a supplier or customer or in any other company, partnership, association or commercial entity that has a significant present or prospective business relationship with the organisation.
 - b) Contracts, agreements, or undertaking between the individual and a supplier or customer or any other company, partnership, association or commercial entity that has a significant present or prospective business relationship with the organisation.
 - c) Seeking or accepting from any of the parties outlined in 6(a) and 6(b) either directly or indirectly, loans, services, payments, commissions, entertainment, or gifts.
 - d) Serving as a director, officer, employee, member or consultant for any of the parties outlined in 6(a) and 6(b) above, or for any other organisation if such service could place demands on individuals inconsistent with their duties or call into question their capacity to perform their duties in an objective manner or cause job performance to suffer.
 - e) Serving as coach, manager, or other support staff for any WSWBC team when a member of that team is a relative.
 - f) Acquisition of real estate of other forms of property of present or prospective interest to the organisation.
7. The following are considered to be actual or apparent conflicts of interest and are to be avoided:
- a) Using or appearing to use, or revealing without proper authorisation to persons outside the organisation, for personal gain, any information acquired during the course of an individual's duties which is not generally available to the public.
 - i Using or permitting others to use the organisation's volunteers, employees, property, equipment, materials, or time for personal gain.
 - ii According preferential treatment beyond the common courtesies usually associated with accepted business practice and prerogatives of office to friends, relatives, or to organisations in which the individual, relatives, or friends have an interest, financial or otherwise.
 - iii Appointment of persons to selection, disciplinary, or investigation committees when the decisions or recommendations of that body may affect or consider a relative of the appointee.
 - iv Using the organisation's name or one's position with the organisation in such a way as to lend weight or prestige to sponsorship of a political party or cause or to endorse, without proper authorisation, a product or service of another company.
8. Engagement in educational, professional, philanthropic, social, and recreational activities is encouraged and need not be reviewed by the board of directors provided individuals do not make unseemly use of their position with the organisation to permit an association with the organisation which may be detrimental to its business, nature, role, or reputation.