



## CONFLICT OF INTEREST POLICY

The Board of Directors of The Soccer Club of Toronto are bound to act honestly, in good faith and in the best interest of The Club, its members, partners and supporters. Consistent with such standards of conduct, conflicts of interest and the appearance of conflicts of interest are to be avoided where possible and acted upon openly and appropriately when encountered.

The basis for a Conflict of Interest Policy is to provide for the “unconditional loyalty” of Directors, which is to keep The Club and its member’s best interests first in their decision-making. This includes any situation in which Directors have a private or personal interest sufficient to appear to influence the objective exercise of his/her official duties.

It is important to note that section 98(2) of the Canada Corporations Act requires disclosure of conflict even when the conflict for the Officer / Director arises after the contract or arrangement is made with the other company, firm, or organization in which the Officer / Director now has an interest or significant involvement. In this situation, the Officer / Director is to declare his or her conflict at the first meeting of the Board of Directors held after the Officer / Director becomes interested in the other company, firm, or organization. The same is expected of Committee members.

In order to provide some guidance regarding the application of this Conflict of Interest Policy, certain Guidelines of conduct are set forth below which are not intended to be exhaustive of all possible situations that may arise, but are intended to assist the Officers, Committee members and Board of Directors in the avoidance of and in dealing with conflict of interest situations. These Guidelines are:

1. The activities of The Soccer Club of Toronto, and those of its Officer, Committee and Board members, shall be conducted in a manner becoming the high ethical standard of business conduct expected of the leaders of The Soccer in Toronto.
2. No Officer, Committee member or Director shall derive a personal profit from the activities of The Soccer Club of Toronto. The Club shall avoid, wherever reasonably practicable, contracts or arrangements with persons or entities that would result in personal profit to persons having close family ties, or those who are friends, business associates or colleagues of Officer, Committee or Board members.
3. Officers, Committee members and Directors of The Soccer Club of Toronto shall not exploit their positions with The Club to lever for themselves a personal profit, advantage, or position of prestige.
4. Officers, Committee members and Directors shall not allow their loyalty to The Soccer Club of Toronto to be compromised by their relationship to or involvement in another organization of corporation. It is therefore not a conflict of interest for the Officer, Committee and Board member to have in mind the interests of his or her District, Provincial and/or National Association when considering a matter that is before the Board, provided always that the member keeps an open mind, and is left free to exercise and does exercise his or her judgment, take a position, or cast a vote that he or she believes to be in the best interests of The Club.
5. No Officer, Committee member or Director of The Soccer Club of Toronto may accept any gift in cash or in kind from persons doing or seeking to do business with The Club, except as may be of a personal nature and nominal value.

# Soccer Club of Toronto



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6. Information of a confidential nature gained by an Officer, Committee member or Director from his or her involvement shall be kept confidential and used only for the proper purposes of The Soccer Club of Toronto.
7. In the event a Director, Officer or Committee member has a conflict of interest in relation to a particular issue or matter of discussion, it is expected that the individual will make a brief but informative declaration of the conflict which will be recorded in the Minutes of the relevant meeting. The individual will then absent himself or herself from the meeting, while the topic is discussed and such absence shall be recorded in the Minutes. It does not matter whether the topic which involves the individual in a conflict situation was formally on the agenda or came up unexpectedly. As soon as the meeting considers a matter or begins to discuss an issue which puts an individual in a circumstance of conflict of interest, he or she must interrupt and say,
  8. *"I am declaring my conflict as (here insert your conflicting position or interest) and I am leaving the meeting while this subject is under discussion" or words to that effect. The Secretary of the meeting shall then record this in the Minutes as follows:*
  9. *Ms. A. having disclosed her conflict as a Director of XYZ Organization (or whatever) was absent from the meeting during discussion of (describe topic)."*
10. A topic which involves a conflict for an Officer, Committee member or Director may come up in several meetings and the conflict must be disclosed and the Officer, Director or Committee member must absent himself or herself from the meeting during discussion of the topic at each of the meetings.
11. Officers, Directors of the Board or Committee members who have any questions or concerns regarding situations of conflict of interest or potential or possibly perceived situations of conflict of interest are asked to seek and obtain appropriate guidance and counsel from the Discipline Chair and/or the President.
12. **I have read and understand the above policy and guidelines on conflicts of interest and standards of conduct. I agree with the policy guidelines and standards, and promise to always act in accordance with them.**
13. **Officer / Director / Committee Member (please print):** \_\_\_\_\_
14. **Signature:** \_\_\_\_\_
15. **Date:** \_\_\_\_\_