



**Conflict of Interest Policy**  
**Sudbury Canoe Club**  
206 Ramsey Lake Road  
Sudbury, Ontario

**SECTION 1. PURPOSE:**

The Sudbury Canoe Club (SCC) is a not for profit organization. Maintenance of its status is important both for its continued financial stability and for public support. Therefore, the Canada Revenue Agency (CRA) as well as other regulatory and tax officials view the operations of SCC as a public entity, which is subject to scrutiny by and accountable to such governmental authorities as well as to members of the public.

Consequently, there exists between SCC and its Board, officers and management employees and the public a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity. The Board, officers and management employees have the responsibility of administering the affairs of SCC honestly and prudently, and of exercising their best care, skill and judgment for the sole benefit of SCC. Those persons shall exercise the utmost good faith in all transactions involved in their duties, and they shall not use their positions with SCC or knowledge gained therefrom for their personal benefit. The interests of the organization must be the first priority in all decisions and actions.

**SECTION 2. PERSONS CONCERNED:**

This statement is directed not only to directors and officers, but to all employees who can influence the actions of SCC. For example, this would include all who make purchasing decisions, all persons who might be described as “management personnel,” and anyone who has proprietary information concerning SCC.

### **SECTION 3. AREAS IN WHICH CONFLICT MAY ARISE:**

Conflicts of interest may arise in the relations of directors, officers and management employees with any of the following third parties:

1. Persons and firms supplying goods and services to SCC.
2. Persons and firms from whom SCC leases property and equipment.
3. Persons and firms with whom SCC is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities or other property.
4. Competing or affinity organizations.
5. Donors and other supporting groups.
6. Agencies, organizations and associations which affect the operations of SCC.
7. Family members, friends and other employees.

### **SECTION 4. NATURE OF CONFLICTING INTEREST:**

A conflicting interest may be defined as an interest, direct or indirect with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Holding office, serving on the Board, participating in management or being otherwise employed (or formerly employed) with any third party dealing with SCC.
2. Receiving remuneration for services with respect to individual transactions involving SCC.
3. Using SCC's time, personnel, equipment, supplies, or good will for other than SCC approved activities, programs and purposes.
4. Receiving personal gifts or loans from third parties dealing or competing with SCC. Receipt of any gift is disapproved except gifts of a value less than \$100 which could not be refused without discourtesy. No personal gift of money should ever be accepted.

## **SECTION 5. INTERPRETATION OF THIS STATEMENT OF POLICY:**

The areas of conflicting interest listed in Section 3 and the relations in those areas which may give rise to conflict, as listed in Section 4, are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that the directors, officers and management employees will recognize such areas and relation by analogy.

The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of SCC.

However, it is the policy of the Board that the existence of any of the interests described in Section 4 shall be disclosed before any transaction is consummated. It shall be the continuing responsibility of the Board, officers and management employees to scrutinize their transactions and outside business interests and relationships for potential conflicts and to immediately make such disclosures.

## **SECTION 6. DISCLOSURE POLICY AND PROCEDURE:**

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;
2. The person with the conflict of interest is excluded from discussion and approval of such transaction;
3. A competitive bid or comparable valuations exists; and
4. The [Board or a duly constituted committee thereof] has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the commodore (or if she or he is the one with the conflict, then to the Board). Disclosure involving directors should be made to the commodore (or if she or he is the one with the conflict, then to the vice-commodore).

The [Board or a duly constituted committee thereof] shall determine whether a conflict exists and in the case of an existing conflict, whether the contemplated transaction may be authorized as just, fair and reasonable to SCC. The decision of the [Board or a duly constituted committee thereof] on these matters will rest in their sole discretion and their concern must be the welfare of SCC and the advancement of its purpose.

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I HEREBY CONFIRM that I have read and understand SCC's conflict of interest policy and that my responses to the above questions are complete and correct to the best of my information and belief. I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with this policy, I will notify [designated officer or director] immediately.

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Signature

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Date



## **Gift Policy and Disclosure Form**

### **Sudbury Canoe Club**

206 Ramsey Lake Road

Sudbury, Ontario

As part of its conflict of interest policy, the Sudbury Canoe Club (SCC) requires that directors, officers and employees decline to accept certain gifts, consideration or remuneration from individuals or companies that seek to do business with SCC or are a competitor of it. This policy and disclosure form is intended to implement that prohibition on gifts.

**Section 1.** “Responsible Person” is any person serving as an officer, employee or a member of the Board of Directors of SCC.

**Section 2.** “Family Member” is a spouse, domestic partner, parent, child or spouse of a child, or a brother, sister, or spouse of a brother or sister, of a Responsible Person.

**Section 3.** “Contract or Transaction” is any agreement or relationship involving the sale or purchase of goods, services or rights of any kind, receipt of a loan or grant, or the establishment of any other pecuniary relationship. The making of a gift to SCC is not a “contract” or “transaction.”

**Section 4.** Prohibited gifts, gratuities and entertainment. Except as approved by the Chairman of the Board or his designee or for gifts of a value less than \$100, which could not be refused without discourtesy, no Responsible Person or

Family Member shall accept gifts, entertainment or other favours from any person or entity which:

1. Does or seeks to do business with SCC or,
2. Does or seeks to compete with SCC or,
3. Has received, is receiving, or is seeking to receive a Contract or Transaction with SCC.

### **GIFT STATEMENT**

I certify that I have read the above policy concerning gifts, and I agree that I will not accept gifts, entertainment or other favours from any individual or entity, which would be prohibited by the above policy. Following the initial statement, I agree to provide a signed statement at the end of each calendar year certifying that I have not received any such gifts, entertainment or other favours during the preceding year.

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Signature

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Date