

MANITOBA SAILING ASSOCIATION (MSA)

CONFLICT OF INTEREST POLICY

Purpose

1. The purpose of this policy is to clarify how MSA will handle decisions or transactions which give rise to a real or perceived conflict of interest.

Application

2. This policy applies to directors, employees, committee members, volunteers and other decision-makers within MSA.

Statutory Obligations

3. MSA is incorporated under the provision of Division I of Part IX of The Companies Act and is governed by the Act in matters involving a real or perceived conflict between the personal interests of a director (or other individual involved in decision-making or decision-influencing roles) and the broader interest of the corporation.

Conflicts Involving Directors And Other Decision Makers

4. Decisions or transactions which involve a real or perceived conflict of interest by a director, committee member or volunteer may be approved by the MSA Board of Directors provided that:
 - The nature and extent of the individual's interest is immediately and fully disclosed to the body which is considering or making the decision,
 - After disclosure, the decision or transaction or transaction is properly approved,
 - The interested individual abstains from voting on the proposed decision or transaction,
 - The interested individual is not included in the determination of quorum for the proposed decision or transaction, and
 - The decision or transaction is in the best interest of the corporation.

Conflicts Involving Employees

5. MSA will not restrict employees from accepting other employments, contracts or volunteer appointments during the term of their employment with MSA, provided that:
 - The employment, contract or volunteer appointment will not diminish the employee's ability to perform the work contemplated in their employment agreement with MSA,
 - MSA is notified of the employee accepting other employment, contract or volunteer appointment, and gives written approval, and

- In MSA's sole discretion, the employment, contract or volunteer appointment does not represent a conflict with the employee's role, responsibilities and duties with MSA.

Enforcement

6. A breach of any provision in this policy shall be referred to the Board of Directors for a decision.

Appeals

7. Appeals within MSA will be dealt with under the MSA Alternative Dispute Resolution Policy.

Responsibility

8. The administration and review of this policy is the responsibility of the VP Operations.

Review and Approval

9. This policy was approved by the Board of Directors of the Manitoba Sailing Association on March 10, 2003. It was reviewed and re-approved by the board on February 4, 2008.

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