

PROVINCIAL WOMEN'S SOFTBALL ASSOCIATION CONFLICT OF INTEREST POLICY

Purpose

1. The purpose of this policy is to describe how members of the Provincial Women's Softball Association (hereinafter referred to as the P.W.S.A.) will conduct themselves in matters relating to real or perceived conflicts of interest, and to clarify how the P.W.S.A. will make decisions in situations where conflicts of interest may exist.

Definition of Conflict of Interest

2. A conflict of interest is a situation where an individual or the organization they represent or has an interest in, has a real potential or perceived, direct or indirect competing interest with the P.W.S.A.'s activities. This competing interest may result in the individual, or entities in which they have an interest, being in a position to benefit from the situation or in the P.W.S.A. not being able to achieve a result which would be in the best interest of the P.W.S.A.
3. Conflicts of interest include both pecuniary and non-pecuniary interests. A pecuniary interest is an interest that an individual may have in a matter because of the reasonable likelihood or expectation of financial gain or loss for that individual, or another person with whom that individual is associated. A non-pecuniary interest may include family relationships, friendships, volunteer positions in associations or other interests that do not involve the potential for financial gain or loss.

Application

4. This policy applies to directors, officers, committee members and other volunteers who are decision-makers within the P.W.S.A. (hereinafter referred to as "Representatives" of the P.W.S.A.)

Statutory Obligations

5. The P.W.S.A. is incorporated under the Ontario Corporations Act (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 interests of the corporation.
6. Under the Act, any real or perceived conflict, whether pecuniary or non-pecuniary, between a director's interest and the interests of the P.W.S.A. must at all times be resolved in favour of the P.W.S.A.

Additional Obligations

7. In addition to fulfilling all requirements of the Act, the P.W.S.A. and its Representatives will also fulfill the additional requirements of this policy. Representatives of the P.W.S.A. 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 the P.W.S.A., unless such business, transaction or other interest is properly disclosed in accordance with this policy.
 - 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, in any way, preferential treatment.
 - c) In the performance of their official duties, give preferential treatment to family members, friends or colleagues, or to organizations in which their family members, friends or colleagues have an interest, financial or otherwise.
 - d) Derive personal benefit from information that they have acquired during the course of fulfilling their official duties with the P.W.S.A., where such information is confidential or is not generally available to the public.
 - e) Engage in any outside work, activity or business or professional undertaking that conflicts or appears to conflict with their official duties as a representative of the P.W.S.A., or in which they have an advantage, or appear to have an advantage, on the basis of their association with the P.W.S.A.
 - f) Use the P.W.S.A. property, equipment, supplies or services for activities not associated with the performance of official duties with the P.W.S.A.
 - g) Place themselves in positions where they could, by virtue of being a Representative of the P.W.S.A., influence decision or contracts from which they could derive any direct or indirect benefit or interest.
 - h) 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 of the P.W.S.A.

Disclosure of Conflict of Interest

8. On an annual basis, all directors, officers, committee members and other volunteers who are decision-makers will complete a written statement disclosing any real or perceived conflict(s) that they might have.
9. At any time (when discussions are taking place or decisions are being made), that a Representative of the P.W.S.A. becomes aware that there may exist a real or perceived conflict(s) of interest, they shall disclose the conflict(s) to the Board of Directors immediately.
10. Any person who is of the view that a Representative of the P.W.S.A. may be in a position of conflict of interest may report this matter to the Board.

Resolving Conflicts in Decision-making

11. Decisions or transactions that involve a real or perceived conflict of interest that has been disclosed by a Representative of the P.W.S.A. may be considered and decided upon by the P.W.S.A. provided that:
 - a) The nature and extent of the Representative's interest has been fully disclosed to the body that is considering or making the decision, and this disclosure is recorded in the minutes;
 - b) The Representative does not participate in discussion on the matter giving rise to the conflict of interest, unless the body considering the matter votes to allow such participation;
 - c) The Representative abstains from voting on the proposed decision or transaction;
 - d) The Representative is not included in the determination of quorum for the proposed decision or transaction; and
 - e) The decision or transaction is in the best interests of the P.W.S.A.

Adoption

12. This policy will be reviewed every 3 years and may be amended, deleted or replaced by a resolution of the Board.

Policy Name: Conflict of Interest

Ratification Date: January 28, 2024

Review Date: January, 2027