CALEDONIA
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Conflict of Interest Policy

Effective Date: October 19, 2026
Approved by: 2026 CNSC Board of Directors

1. Purpose

The purpose of this policy is to ensure that CNSC decisions are made honestly, in good faith, and in the best interests of the Society and its members. It establishes the statutory conflict-of-interest requirements for directors and persons performing the functions of a director under sections 55 to 58 of the BC Societies Act, as amended from time to time, and sets broader conflict-of-interest expectations for other CNSC representatives.

2. Application and Scope

This policy applies to the following CNSC representatives:

- All directors of CNSC;
- All employees of the CNSC, including contractors;
- All individuals performing functions of a director, whether formally appointed or not; and
- Coaches, committee members, and volunteers when acting on behalf of CNSC.

3. Definition of Conflict of Interest

A conflict of interest exists when a representative has a direct or indirect material interest in a proposed or existing contract, transaction, or matter involving CNSC, or when the representative's personal interests could reasonably conflict with the representative's duty to act in CNSC's best interests.

Conflicts may be actual, potential, or perceived but must all be treated equally for disclosure purposes.

4. Statutory Duty of Disclosure

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4.1 Mandatory Disclosure

A representative must promptly disclose any direct or indirect material interest if:

- CNSC is considering a contract or transaction in which the representative has an interest;
- The representative's personal interests may reasonably conflict with their duties as a representative; and
- The representative promotes, recommends, or seeks CNSC approval or support for an event, project, service, or other initiative from which they expect to receive, or are already receiving, a direct or indirect financial benefit.

4.2 Timing and Method

- Disclosure must be made as soon as the representative becomes aware of the conflict; and
- Disclosure must be made promptly to the Board or applicable committee and recorded in any relevant meeting minutes. If the matter does not arise during a recorded meeting, the disclosure must be made in writing to the Board and retained with CNSC's records.

5. <u>Restrictions on Participation (BC Societies Act Compliance)</u>

Once a director has disclosed a conflict to which the Societies Act applies, the director:

a. Must leave the meeting while the matter is discussed, except when remaining solely to provide information requested by the other directors as permitted by the Act;
b. Must abstain from voting on, or consenting to, a resolution concerning the matter; and
c. Must refrain from any action intended to influence the discussion or vote.

6. <u>Accountability and Board Determination</u>

The Board of Directors may address concerns about an actual, potential, or perceived conflict for policy purposes and determine the appropriate procedural safeguards,

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without relieving a director of the director's statutory responsibility to disclose and in compliance with the Societies Act.

7. Validity of Contracts and Transactions

A contract or transaction is not invalid merely because a director has a direct or indirect material interest in it if the director fully and promptly disclosed the nature and extent of the interest, the contract or transaction was approved in accordance with the Act and bylaws, and the contract or transaction was fair and reasonable to CNSC when it was entered into.

8. Record-Keeping Requirements

CNSC will:

- Record all conflict disclosures in Board or committee minutes; and
- Keep records at CNSC's registered office as required under Part 3 of the Act.

9. Gifts, Benefits, and Use of Information

Representatives must not:

- Accept gifts, hospitality, favours, discounts, payments, or other benefits that could reasonably be perceived as influencing, or appearing to influence, decisions; or
- Use or disclose confidential CNSC information for personal benefit.

10. Breaches of Policy

Failure to comply with this policy may result in corrective or disciplinary action appropriate to the individual's role and the seriousness of the breach, in accordance with the Act, CNSC bylaws, applicable employment or volunteer arrangements, and other CNSC policies.

11. Policy Review

This policy shall be reviewed by the Board of Directors at least every five (5) years, or sooner if required by legislative, governance, or organizational changes.

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12. <u>Acknowledgement</u>

All CNSC representatives, including directors, must acknowledge that they have read and agree to comply with this policy.