



CALGARY WOMEN'S SOCCER ASSOCIATION

GENERATIONS UNITING TOGETHER

CONFLICT OF INTEREST POLICY

CWSA is an officially recognized organization, sanctioned by the Alberta Soccer Association, in the province of Alberta.

The Calgary Women's Soccer Association (CWSA) is committed to providing an environment in which all registrants and registered organizations, clubs, or other similar entities of the CWSA and any of its affiliated or related organizations act honestly, in good faith, without bias, and in the best interests of CWSA as a whole.

This includes not acting in the best interests of one or a few groups, clubs, person(s) or organizations that may be otherwise part of or affiliated with CWSA, or associated with CWSA externally in providing the same or similar services. Such groups shall typically include those that have been sanctioned by the Alberta Soccer Association.

Activities of CWSA, and those of its registrants and member organizations, shall be conducted in a manner becoming the high ethical standard of business conduct expected of the leaders of soccer for CWSA.

Any amendments to this Conflict of Interest Policy and the applicable Operational Procedures are the exclusive jurisdiction of the CWSA Board of Directors.

General

1.1 Definitions

The following terms have these meanings in this Policy:

- a) Alberta Soccer Association – also referred to as ASA, the governing body for soccer in the province of Alberta.
- b) Calgary Women's Soccer Association – also referred to as CWSA, the organization to which this policy applies.
- c) Conflict of Interest – A situation in which a person or organization is involved in multiple interests, financial or otherwise, one of which could possibly corrupt or bias the motivation or decision-making of that individual or organization towards the other person, person(s), organization, or club through actions or lack of actions.
- d) Director – a member of the Board of Directors for the Calgary Women's Soccer Association.
- e) Executive Committee – shall be defined as being composed of the President, any/all Vice Presidents, Treasurer, and Secretary (should one be defined for the Board).
- f) Perceived Conflict of Interest - A reasonable perception by an informed person that a conflict of interest situation exists.

- g) Person - Any family member, friend, customer, client, sponsor, colleague, legal person or organization.
- h) Representatives - Individuals engaged in activities on behalf of, the CWSA, or other clubs or organizations, including but not limited to: Administrators, Coaches, Directors, Game Officials, Players, Registrants, Registrars, Team Officials, Club Representatives; contractors, volunteers, managers, committee members, and officers.

1.2 Types of Interest

There are two types of interest - pecuniary interest and non-pecuniary interest.

- a) Pecuniary interest relates to the reasonable likelihood or expectation of a gain or loss for the representative or for another person and/or organization with whom the representative is associated.
- b) Non-pecuniary interests are 'private or personal interests' that 'commonly arise out of family or personal relationship, or involvement in sporting, social or other cultural groups and associations.

This Policy applies to all Representatives.

1.3 Interpretation

Where there is a lack of certainty or clarity in the meaning of a portion of part of this policy, or where this policy may conflict with another CWSA policy, the CWSA Board of Directors shall have the right to make a determination of its meaning, and application.

Should it be determined by the CWSA Board of Directors that a portion or part of this policy does in fact conflict with another policy, the portion shall be removed without invalidating the entire Conflict of Interest policy for interpretation purposes.

Obligation

2.1 Any conflict of interest, whether real, perceived, pecuniary or non-pecuniary, between a representative's personal interest and the interests of the CWSA shall always be resolved in favour of the CWSA.

2.2 Representatives 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 CWSA unless such business, transaction, or other interest is properly disclosed to the CWSA and approved by the CWSA, or;
- 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 preferential treatment, or;
- c) In the performance of their official duties, give preferential treatment to any person, persons, group, club, or organization, or;

- d) Influence or attempt to influence a club, person or organization to vote a certain way, where the outcome could benefit the member in question, or their interests, while a member of the CWSA Board of Directors, or;
- e) Derive benefit from information that they have acquired during the course of fulfilling their official duties with the CWSA, if such information is confidential or not generally available to the public, or;
- f) Without the permission of the CWSA, use/share the CWSA property, equipment, supplies, data, or services for activities not associated with the performance of their official duties with the CWSA, or;
- g) Place themselves in positions where they could, by virtue of being a representative, influence decisions or contracts from which they could derive any direct or indirect benefit, or;
- 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, or;
- i) Place themselves in a position where their judgement could be impaired or otherwise biased as a result of a prior negative relationship with a club, organization or person, or;
- j) Allow their loyalty to the CWSA be compromised by their relationship to, or involvement in, another organization.

However, the appointment of a representative by CWSA to another organization is not, in itself, considered a conflict of interest.

It is recognized that a representative may be involved with more than one soccer governing organization subject to the published rules of each applicable governing organization.

The fact that a representative owes a duty of loyalty to two or more governing organizations cannot itself be considered a conflict of interest provided that the representative, when considering a matter before one governing organization that would affect the other governing organization in a meaningful manner, declares conflict of interest.

- 2.3 Any representative elected or appointed as an Executive Committee member of the CWSA must relinquish any Director position with any other soccer governing organization within one months of first being elected or appointed to the CWSA Executive Committee and shall not accept a Director position with another soccer governing organization while he or she remains an CWSA Executive Committee member.
- 2.4 In addition, an Executive Committee member of the CWSA who is elected to a position on the Board of The Canadian Soccer Association (CSA) or the Alberta Soccer Association (ASA) must resign his or her position with the CWSA within 1 month and shall not accept another position on the CWSA Board of Directors while he or she remains a member of the CSA or ASA Board of Directors.
- 2.5 Failure to comply with Sections 2.3 and 2.4 above shall constitute sufficient grounds for removal of the CWSA Board of Director member by the CWSA Board of Directors from its Board.
- 2.6 Sections 2.3 and 2.4 above are not applicable to an appointment made by the CWSA to another soccer organization unless stated in that governing organizations governing documents.

- 2.7 A CWSA Director may not serve as a Board Member on another Alberta Soccer Association sanctioned organization at the same time, unless approved by the CWSA Board of Directors.
- 2.8 On election, re-election or appointment to a position as a Director of the CWSA organization, the individual must sign and submit to CWSA a statement acknowledging that he/she has read, understood and agreed to act in accordance with this Conflict of Interest Policy.

Such a statement must also disclose:

- a) Any other soccer activity or position; and
- b) Any personal, professional, business activity or position that may at that time, or could in the future, be construed as a potential conflict of interest. Such a statement must be updated as circumstances require.

Disclosure

- 3.1 In the event a representative has a conflict of interest in relation to a particular issue or matter of discussion, the representative shall:
- a) Declare the conflict of interest and the nature of the conflict, and refrain from voting on the issue in question, and;
 - b) Absent himself or herself from the meeting at any time there is discussion of the matter giving rise to the conflict, and;
 - c) Not be entitled to see, review, or otherwise have access or be in possession of information of CWSA that would in any way compromise CWSA for the issue at hand, and;
 - d) Refrain from lobbying or participating in the decision-making process.
 - e) Not disclose or otherwise relay information to others not on the Board of Directors, who might otherwise negatively impact the decision-making process.
- 3.2 Each representative is also required to declare a conflict even when the conflict for the representative arises after the contract or arrangement is made with the other company, firm, or organization in which the representative acquires an interest or significant involvement.

In this situation, the representative is to declare his or her conflict immediately after the representative becomes interested in the other company, firm, or organization.

Remuneration

- 4.1 All Directors, Officers and members of Committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or members of Committees may be reimbursed for reasonable expenses incurred by them in the performance of their duties. Motions, votes, or issues that would cause a Director to benefit financially or receive remuneration must be declared as a conflict of interest.

Minimizing Conflicts of Interest in Decision-Making

- 5.1 Decisions or transactions that involve a conflict of interest that has been proactively disclosed by a representative will be considered and decided with the following additional provisions:

- a) The nature and extent of the representative's interest has been fully disclosed to CWSA that is considering or making the decision, and this disclosure is recorded.
 - b) The representative recuses him/herself and does not participate in any discussion on the matter, and on so doing, also agrees to not be in the room where discussion on the matter occurs.
 - c) The representative abstains from voting on the decision.
 - d) For board-level decisions, the representative does not count toward quorum.
 - e) The decision is determined to be in the best interests of the CWSA.
- 5.2 If no quorum exists for the purpose of voting on a matter only because a Board Member is not permitted to be present at the meeting by reason of a conflict of interest, the remaining directors shall be deemed to constitute a quorum for the purposes of dealing with the matter.

Procedures

6.1 Disclosure

6.1.1 Representatives will complete the Conflict of Disclosure Form annually or upon the discovery of a real or potential conflict of interest.

6.1.2 Representatives shall disclose conflicts of interest to CWSA immediately upon:

- a) Becoming aware that a conflict of interest exists, or;
- b) For those who are nominated for election, prior to the elections, or;
- c) Appointment to a committee or sub-committee, whose duty of loyalty is to CWSA

6.1.3 A representative's Conflict of Interest and the nature of the conflict must be recorded in writing.

6.2 Conflict of Interest Complaints

Any person who reasonably believes that a representative may be in a conflict of interest situation shall report the matter, in writing, to CWSA. The submission shall include the complainant's name, contact telephone number and contact e-mail address. In this case, writing can include electronic e-mail.

6.3 Conflict of Interest Process

- a) Once a complaint has been received, the details and particulars of the complaint shall be submitted for consideration at the next regularly scheduled Board of Director meeting for deliberation, consideration.
- b) Once deliberation and consideration has been done, a decision will be rendered by the CWSA Board of Directors as to its validity.
- c) Should the complaint be found to be valid, a decision will also be rendered as to any punishments to be levied, and their respective timing.
- d) Any punishments levied shall be at the discretion of the CWSA Board of Directors.

- e) Once the outcome and punishments have been determined, the person or person(s) involved shall be advised in writing, electronic or hard copy of the decision, within 10 days of the conclusion of the meeting at which the outcome was decided by the CWSA Board of Directors. Upon delivery to the individual, individual (s), group, club, organization or similar entity, it shall be determined that the entity involved is not in good standing.
- f) Should the individual(s) involved in the decision not be happy or wish to appeal the decision, they have 30 days from the date that the initial decision was sent to them to appeal.
- g) The appeal will be sent to the Alberta Soccer Association for review, in keeping with any/all defined processes to be in effect at the time of the appeal.
- h) During the time of the appeal, any punishments levied against the person, person(s), club or organization shall remain in effect.
- i) The appeal should include the name of the person, contact phone number of the person, contact e-mail of the person, and the reason or reasons for the appeal.

6.4 Conflict of Interest Possible Decisions and Outcomes

The CWSA Board of Directors may apply one or in combination the following actions for real or perceived conflicts of interest:

- a) Removal or temporary suspension of certain responsibilities or decision-making authority;
- b) Removal or temporary suspension from a designated position;
- c) Removal or temporary suspension from certain teams, events and/or activities;
- d) Expulsion/removal from the Board of Directors of CWSA;
- e) Expulsion/removal from their designated position with CWSA where such position is of a non-Board position (e.g. Team Official, Team Representative, etc.)
- f) Implement further discipline in accordance with CWSA policies relating to discipline and/or complaints as determined appropriate by the CWSA Board of Directors
- g) Other actions as may be considered appropriate for the conflict of interest by the CWSA Board of Directors.

6.5 Conflict of Interest Compliance with Decisions

Failure to comply with an action as determined by CWSA will result in automatic Suspension from CWSA until such time as compliance occurs.