



CONFLICT OF INTEREST POLICY

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TABLE OF CONTENTS

1 – Purpose 3

2 – Definitions 3

3 – Scope & Application 4

4 – Statutory Obligations 4

5 – Key Principles 4

6 – Policy 5

7 – Conflict Disclosure 5

8 – Resolving a Conflict in Decision-Making 6

9 – Enforcement 6

10 – Monitoring 6

11 – Review 7

12 – Exceptions 7

1 – PURPOSE

The purpose of this policy is to protect the reputation of Wrestling Canada Lutte (WCL) and individuals by eliminating situations of real, apparent, potential or perceived situations of unfair or inappropriate decisions that are not in the best interests of WCL. This policy will provide a clear and consistent understanding of how WCL expects individuals to conduct themselves in matters relating to conflicts of interest, by avoiding and managing the situations.

2 – DEFINITIONS

- **Apparent** – is a situation where a clear bias or competing interest can or could be observed by a reasonable person creating a clear conflict of interest.
- **Competing Interest** - is where a representative has a private interest, including volunteer or paid roles in other organizations, PTSOs or wrestling clubs, or a relationship involving family, friends, coach-athletes, officials, teammates, associates or acquaintances, involved in such entities, that could or would create a bias or impact their perspective, motivation or decision-making with regard to their position in WCL.
- **Conflict of Interest** - is a situation, involving a representative and their involvement in a competing interest, which could impact their motivation or influence their ability to be impartial and act fairly in the best interest of WCL at any specific time. Conflicts of interest can either be pecuniary or non-pecuniary.
- **Fiduciary Duty** – is the obligation to act honestly, in good faith and in the best interests of WCL, not in the interest of other competing interests.
- **Non-pecuniary Interest** - is a conflict of interest involving the reasonable likelihood or expectation of non-financial gain or loss for that individual, or another person or organization with whom that representative has or may have a competing interest.
- **Pecuniary Interest** - is a conflict of interest involving the reasonable likelihood or expectation of financial gain or loss for that individual or another person or organization with whom that individual is associated.
- **Perceived** – is a situation where outside individuals can or might reasonably believe a bias or competing interest exists creating a perception that a conflict of interest exists.
- **Potential** – is a situation where a bias or competing interest may or could reasonably be foreseen to exist by a reasonable person thus creating a conflict of interest in the future.
- **Real** – is a situation where a bias or competing interest can be seen or observed by a reasonable person thus creating a conflict of interest to exist.

- **Representative** – any individual involved in advisory, decision-making or decision-influencing role within WCL, BOD, or any WCL committees or councils, including Directors, Officers and Members of such WCL Committee / Councils.
- **Staff** – any Staff member involved in decision-making or decision-influencing roles within WCL.

The following abbreviations are used throughout the document:

BOD	WCL’s Board of Directors
Committees	Any of the various Standing or Advisory Committees of WCL
Councils	WCL’s Athlete Council, Coaches’ Council, U SPORTS Group & Officials’ Association
ED	WCL’s Executive Director
PTSO	Any of the various Provincial/Territorial Sport Organizations that are WCL Members
WCL	Wrestling Canada Lutte

3 – SCOPE & APPLICATION

This policy applies to any and all representatives and staff, who are involved in decision-making or decision-influencing roles within WCL.

4 – STATUTORY OBLIGATIONS

WCL is incorporated under the Canada Corporations Act (the “Act”) and is governed by the Act in matters involving a real or perceived conflict between the personal interests of a director or officer and the broader interests of the corporation. Under the Act, any real or perceived conflict, whether pecuniary or non-pecuniary, between a director’s or officer’s interest and the interests of WCL must at all times be resolved in favour of WCL.

5 – KEY PRINCIPLES

The policy is based on the following key principles:

- WCL is committed to the highest values of ethical conduct, integrity and honesty. Good governance requires an avoidance of conflict of interest, and the regulation of conflict of interest is necessary to promote good governance practices.
- WCL recognizes that coaches, athletes and officials on the BOD, PTSOs, Councils and Committees have an inherent non-pecuniary interest given their positions. This does not disqualify them from participating in their capacity as such, but may require them to withdraw from certain activities from time to time.

6 – POLICY

In addition to fulfilling all requirements of the *Act*, WCL and its 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 WCL, 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 WCL, where such information is confidential or 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 WCL, or in which they have an advantage or appear to have an advantage on the basis of their association with WCL;
- f) Use WCL's property, equipment, supplies or services for activities not associated with the performance of official duties with WCL;
- g) Place themselves in positions where they could, by virtue of being a representative of WCL, influence decisions or contracts from which they could derive any direct or indirect benefit or interest; 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 of WCL. *(Note: The giving or receiving of nominal (valued at less than \$100) gifts or promotional items, such as a lunch or dinner, is permissible, subject to such items being fully disclosed to the ED, within a reasonable time after).*

7 – CONFLICT DISCLOSURE

WCL and its Representatives will:

- a) On an annual basis, complete a declaration (see form in Appendix A) and submit same to the ED, disclosing any real or perceived conflicts that they might have;
- b) At each and every meeting of WCL, in whole or in part, all representatives who are aware that there may exist a conflict of interest, are required to disclose and declare such conflicts of interest at either the beginning of the meeting or prior to a specific topic being raised, to the Chair of the meeting or to the ED, as appropriate; and

- c) At each and every meeting of WCL and when any representative is of the view that another representative is or may be in a position of conflict of interest, they must indicate this immediately to the Chair of the Meeting or to the ED, as appropriate. If this were to occur, the representative may either declare their conflict of interest or the remaining members will make a determination.

8 – RESOLVING A CONFLICT IN DECISION-MAKING

When a representative has declared a conflict of interest, or others have determined they are in a conflict of interest, WCL can still consider and make a decision provided that the following steps occur:

- a) The representative’s interest has been disclosed to the body that is considering or making the decision, and this disclosure is recorded in the minutes of that body’s meetings; and
- b) In a situation where a recommendation is to be made (not a decision), the representative, after declaring their conflict of interest, may remain in the meeting, with the majority consent of the other representatives, to provide a perspective on the matter and answer any questions, but must abstain from moving, seconding and voting on the proposed decision or transaction; or
- c) In a situation where a decision is to be made, the representative, after declaring their conflict of interest, is required to withdraw from the meeting at least relative to the matter creating the conflict of interest. (Note: in very rare and extreme circumstances, a representative may be invited by the unanimous consent of the other representatives to remain in the meeting and answer questions or provide a perspective on the matter, but must avoid any attempt to influence, persuade, sway or direct the decision and must abstain from moving, seconding and voting on the proposed decision or transaction).

9 – ENFORCEMENT

Failure to comply with this policy, in letter and spirit, may result in discipline under WCL’s Code of Conduct and Discipline Policy.

If a board member, committee member or a representative has reasonable cause to believe that a representative has failed to disclose an actual or possible conflict of interest, or has acted in a way to advance their own personal interest or a competing interest, or in some way against the interests of WCL, they shall notify the President or the ED, as appropriate, of the failure of the representative to adhere to this policy. This may give rise to discipline, as outlined and determined in WCL’s Discipline Policy.

10 – MONITORING

The minutes of all meetings will record any declaration of conflicts of interest declared or determined, and the resulting actions.

11 – REVIEW

The policy will be reviewed periodically as needed, but at least every 3 years. The next mandatory review will be December 31, 2025.

12 – EXCEPTIONS

Any other exceptions to the policy must be declared to the BOD and are subject to enforcement actions above.

ANNEX A - CONFLICT OF INTEREST – ANNUAL DECLARATION

Name: _____

WCL Role(s): _____

As a Representative of WCL, I make the following declarations:

1. I have read and understand WCL’s Conflict of Interest Policy.
2. I agree to comply with this Policy in order to act in the best interests of WCL.
3. I declare the following relationships, transactions, positions held (paid, volunteer or otherwise), employment or professional responsibilities or circumstances that I believe do or may create a real, apparent, perceived or potential competing interest that could or may create a conflict of interest situation between WCL and my personal interests, financial or otherwise:

- _____
- _____
- _____
- _____
- _____
- _____
- _____
- _____
- _____

I hereby certify that the information set forth above is true and complete to the best of my knowledge.

Signed: _____ Date: _____