

CONFLICT OF INTEREST POLICY

APPROVED DECEMBER 6, 2017

INTRODUCTION

The Canadian Association of Professional Immigration Consultants (CAPIC) is committed to be an ethical and credible organization in its relationships with its members, volunteers, employees, suppliers, customers and others. It strives to conduct all business in accordance with integrity and excellence.

As the professional association for immigration consultants, CAPIC directors and officers occupy a position of trust in dealing with others outside CAPIC. CAPIC members expect the highest standards of conduct from all individuals who work for their association and act for the best interests of CAPIC. The appearance of conflict of interest, as well as the conflict itself, must be avoided.

CAPIC Bylaws Paragraph 6.10 deals with Conflict of interest. This policy provides further clarifications on the definitions of conflicts, the application of this policy and the result of breach of this policy.

PURPOSE

The purpose of this policy is to establish a standard of conduct to ensure that all CAPIC volunteers and employees act in the best interests of CAPIC and to:

- (a) ensure that financial and non-financial interests do not, and are seen not to, affect appropriate decision-making; and to
- (b) ensure that neither the CAPIC Personnel nor their friends, family members, current or former business associates, partnerships or corporations in which they were or are partners or employees or hold or held a significant interest or persons to whom members of the Board owe an obligation, benefit personally as a result of the CAPIC Personnel's position with the Corporation or act in a way that is detrimental to the Corporation's interests or the public interest.

APPLICATION

This policy applies to all members of the Board of Directors, Chapter Executives, agents, employees and volunteers of CAPIC.

DEFINITIONS

1. **"Representatives"** refers to all Directors, Officers, Committee Members, employees, contractors, volunteers and members who are engaged in activities on behalf of CAPIC.
2. **"Person"** includes an individual, corporation, partnership, limited partnership, trust, unincorporated organization and any other form of entity or organization.

- 2.1. **“family member”** means the spouse, spousal equivalent, parent, child, brother or sister, and the spouse or spousal equivalent of any such child, parent, brother or sister.
- 2.2. **“spousal equivalent”** means one of two persons who have lived together for at least one year in a close personal relationship that is of primary importance in both persons’ lives.
- 2.3. An **“indirect benefit”** is:
 - 2.3.1. a benefit derived by a friend, family member, current or former business associate, partnership or corporation in which the Representative is or were a partner or employee or hold or held a significant interest; or
 - 2.3.2. a benefit which advances or protects the Representative’s interest although it may not be measurable in money.
3. A **“conflict of interest”** is a situation where:
 - 3.1. An individual, or the organization he/she represents or has an interest in, has a direct or indirect competing interest with CAPIC’s activities. This competing interest may result in the individual being in a position to benefit from the situation or in CAPIC not being able to achieve a result in the best interest of CAPIC.
 - 3.2. A Representative’s personal interests or those of those of a friend, family member, current or former business associate, partnership or corporation in which a Representative is or was a partner or employee or hold or held a significant interest, or a person to whom the Representative owes an obligation could influence or be reasonably apprehended to influence the Representative’s decisions and impair the Representative’s ability to act in the Corporation’s best interests, or represent the Corporation fairly, impartially and without bias.
4. A “conflict of interest” exists if the decision could be, or could appear to be influenced. It is not necessary that influence takes place.
5. The **“appearance of a conflict of interest”** occurs when a reasonable observer properly could have a reasonable perception that a Representative is making decisions on behalf of the Corporation to promote the Representative’s personal interests or those of a person described in paragraph 2 and 3 above.

A “reasonable observer” is a hypothetical individual who has knowledge of the facts which the Representative knew or ought to have known and applies judgment objectively with integrity and due care.

6. Conflict of interest for CAPIC also includes conduct which is not in keeping with CAPIC’s mandate, mission, vision and values. In particular, the principles of neutrality and impartiality cannot be comprised.

PERFORMANCE OF DUTIES

7. To the extent reasonably possible, CAPIC Representatives shall arrange their private interests in a manner that will prevent a conflict of interest from arising.
8. Representatives **must not**:
 - 8.1. take part in activities, volunteer or remunerated, from outside their CAPIC position that interferes with the performance of their CAPIC duties;
 - 8.2. appear to be an official act or to represent CAPIC's public positions or policies, when such positions or policies are not officially sanctioned by CAPIC;
 - 8.3. use their relationship with the Corporation to confer a benefit on a person described in paragraph 3.2 above;
 - 8.4. personally benefit from any activity involving the Corporation except in unique situations, authorized by the Board;
 - 8.5. indirectly benefit from any activity involving the Corporation except in unique situations, authorized by the Board;
 - 8.6. bring CAPIC into disrepute.
9. Neither a Representative nor a Representative's family shall enter into any proposed contract or transaction or contract or transaction with the Corporation, unless:
 - 9.1. the Representative or they, as the case may be, enter a competitive bid in writing; and
 - 9.2. the Representative has complied with the provisions of this Policy.
10. Representatives shall not direct or influence the process or outcome of any specific matter, except in accordance with the policies of the Corporation. This Policy does not, however, impact on Representatives' duty to ensure the policies of the Corporation are developed, amended, maintained and implemented consistently and in accordance with the best practices of self-governance and with the interests of the public and the profession.
11. Representatives shall not use their positions at the Corporation to attempt to unfairly or unduly influence the recommendations any member of the staff of the Corporation is to make to the Board or to any Committee of the Board. CAPIC personnel will not vote on, or participate in, any discussion about a resolution to approve a contract in which they have an interest. Nor will they approve and/or sign off on such circumstances.

12. Full Disclosure:

- 12.1. All Representatives are obligated to make annual disclosure in a prescribed form of all actual and appearances of conflicts of interest, both of a financial and non-financial nature.
 - 12.2. Such disclosure shall include any situation in which a Representative may become involved that could result in an actual or appearance of a conflict of interest.
 - 12.3. Members of the Board shall provide disclosure to the President upon their appointment to the Board and thereafter by the first Board meeting following the Annual Meeting of Members of each year. The President shall submit his or her disclosure(s) to the Board.
 - 12.4. When a conflict of interest or an appearance of conflict of interests occur, the Representative must immediately:
 - 12.4.1. declare that conflict to the President in writing, and at the first meeting of the Board after becoming aware of the conflict. If the Representative is absent from that meeting, he or she will make all reasonable efforts to ensure that the conflict is brought up and read at that meeting.
 - 12.4.2. declare to the Board any conflict of interest as defined by this Policy and asking that such declaration be recorded in the minutes;
 - 12.4.3. excuse himself or herself from the portion of the meeting where the matter giving rise to the conflict of interest is being discussed;
 - 12.4.4. refrain from all discussions of the matter giving rise to the conflict of interest, at any meeting of the Board, or elsewhere;
 - 12.4.5. refrain from voting on the matter giving rise to the conflict of interest at any meeting.
 - 12.5. If a Representative is in any way directly or indirectly interested in a proposed contract or transaction or in a contract or transaction with the Corporation the Representative will declare interest at a meeting of Board at the first opportunity when he or she becomes so interested.
 - 12.6. If at any time, a Representative comes to have an actual or appearance of a conflict of interest, the Representative shall promptly declare that conflict to the President in writing, and at the first meeting of the Board after becoming aware of the conflict. If the Representative is absent from that meeting, the Representatives shall make all reasonable efforts to ensure that the conflict is brought up and read at that meeting.
13. A general notice given to the Board by a Representative to the effect that the Representative is regarded as interested in any contract or transaction or proposed contract or transaction made with any other corporation, agency, institution, public authority or person, shall be deemed to be a sufficient declaration of interest in

relation to a contract or transaction so made, but no such notice is effective until it is given at a meeting of the Board or the Representative takes reasonable steps to ensure that it is brought up and read at the next meeting of the Board after it is given.

14. In determining whether a conflict of interest exists, the following matters shall be considered:
 - 14.1. could the competing interest influence the individual's judgment in fulfilling his or her responsibilities to the Corporation in an impartial, responsible, diligent, and efficient manner?
 - 14.2. what is the seriousness of the harm that may result from the influence of the competing interest, including harm to the Corporation's reputation and/or public image?
 - 14.3. would a reasonable observer question the ability of the individual to make proper decision(s) in light of the competing interests if informed of all the relevant facts?
15. Representatives are required to consult with the President or a person the President designates whenever they have any question as to whether a particular circumstance may place them in a conflict of interest. A full disclosure of the competing or potentially competing interest should be provided.
16. If a Representative has reason to believe that another Representative has an undisclosed conflict of interest, and he or she has been unable to resolve the matter by informal discussions with that Representative, the Representative should bring the matter to the attention of the President or a person the President designates.
17. The President may, in his or her sole discretion, refer an issue under this Policy to the Executive Committee or the Board.
18. Based on the decision of the President, as applicable, the Representative will make the disclosure provided for above.

CONFIDENTIAL INFORMATION AND GIFTS

19. Representatives shall not use the Corporation's confidential information, for any private advantage, commercial purpose, or other personal gain. Representatives may use the Corporation's confidential information only for the Corporation's purposes and will protect Corporation confidential information from improper disclosure. Representatives may divulge Corporation confidential information if they are authorized by the Board or by a person designated by the Board to release it and it is to a person who has a lawful right to the information. Any Representative who is in doubt about whether Corporation confidential information may be released should request advice from the Board or from a person the Board designates. This

confidentiality obligation survives the Representatives' termination, by resignation or otherwise, as a member of the Board.

20. Representatives may not accept any benefit or gift given as result of their position at the Corporation if that benefit or gift is of greater than nominal value, except that the Representatives may accept:
 - 20.1. reimbursement for expenses actually incurred in the service of the Corporation;
 - 20.2. token gifts such as souvenirs, mementos or commemorative gifts;
 - 20.3. occasional meals if there is an appropriate Corporation business justification.

“**gift**” includes, but is not limited to, articles of value such as cash, personal loans, offers of travel, accommodation, meals, entertainment, equipment, equities and other securities, the right to receive any of the foregoing, or other special considerations.

“**nominal value**” means small and intrinsic in nature, of an amount that is unlikely to be perceived to influence the exercise of the Representatives' fiduciary obligations.

21. Representatives shall not accept or grant preferential treatment to any person relating to any benefits offered by the Corporation, including employment or contracting.
22. Representatives shall not make use of Corporation property, including the corporation's name or symbols unless otherwise approved by Bylaw or Regulation.

POLICY APPLICATION

23. Prior to commencement of employment, agents and employees must sign an agreement that contains Conflict of Interests clauses that is in line with this policy.
24. Board members, chapter executives and volunteers must sign document certifying that they have read and agree to abide by this Policy before they start any official duties for CAPIC.
25. All Representatives have a responsibility to review their obligations at least once a year.

BREACH OF CONFLICT OF INTEREST

26. Employees who fail to comply with these standards during the course of their employment will be subject to such appropriate measures as may be determined by CAPIC including dismissal from employment.

27. Members who fail to comply with these standards may be subject to disciplinary process as per Part 4 of the By-Laws and CAPIC Discipline Policy and Procedures.

RESERVATION OF RIGHTS

28. Where an individual fails to disclose a conflict or an interest according to this policy or according to other laws or regulations in Canada, CAPIC reserves all rights it may have to deal with the contract, conflict and individual involved.

RESPONSIBILITY

29. As per CAPIC Bylaws 9.6 (e) (viii) the Audit & Finance Committee is responsible for providing oversight of the organization's conflict of interest policy and thus is responsible for advising stakeholders, maintaining, monitoring, and revising this policy; and for authorizing exceptions.

30. The Chief Executive Officer responsible for applying and implementing this policy in managing CAPIC employees.

Previous Versions:

1. July 30, 2014
2. December 6, 2017 – Approved update subsequent to By-Laws amendments 2017