



Manitoba Moon Voices Inc.

Conflict of Interest

By Law #5: 6.10 Conflict of Interest

a) Every Director and Officer is in a fiduciary relationship with MMVI and shall act honestly, ethically, in good faith and in the best interests of MMVI. No Director or Officer shall place themselves in a position where their personal interests, relationships or obligations conflict, or may reasonably be perceived to conflict, with their duties to MMVI.

b) Every Director and Officer shall disclose any actual, potential or perceived conflict of interest immediately upon becoming aware of the conflict. A conflict may include an immediate family relationship, close personal relationship, employment relationship, financial interest, business partnership or business relationship, contracting or procurement opportunity, funding decision, organizational or outside board relationship, or any other matter in which a reasonable person may perceive bias or an impairment of independent decision-making.

c) Where a Director or Officer has an actual, potential or perceived conflict of interest in a matter being considered by the Board, the Director or Officer shall declare the conflict, refrain from attempting to influence the Board or any Director in respect of the matter, leave the meeting during discussion of the matter except where requested solely to provide information, refrain from participating in debate, abstain from voting, and ensure that the declaration and absence from discussion and voting are recorded in the minutes.

d) A Director who has declared a conflict shall not be included in determining the vote required on the conflicted matter, except as may otherwise be required by the Act.

e) Failure by a Director or Officer to disclose a conflict of interest may constitute grounds for disciplinary action, suspension or removal in accordance with these By-Laws and applicable MMVI policies.

f) Every declaration of a conflict of interest shall be recorded in the minutes of the meeting of MMVI.