Association of Applied Geochemists Conflict of Interest Policy

It is in the best interest of the Association of Applied Geochemists (hereafter denoted as AAG) and its members to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest.

This conflict of interest policy applies to all Councillors, committee members, employees, and volunteers of the AAG. These individuals have a duty to act in the best interest of the AAG and to avoid situations where personal, professional, or financial interest may conflict, or appear to conflict, with their duty.

This conflict of interest policy serves to help identify situations of potential conflicts of interest and to provide the AAG with a procedure to appropriately manage such conflicts in accordance with legal requirements and the goals of accountability and transparency in the AAG operations.

1. Definitions

- A "Conflict of Interest" is any circumstance described below in Part 2 of this Policy.
- An "Interested Person" is any person serving as an officer, employee or member of the Council of the AAG or a major donor to the AAG or anyone else who is in a position of control over the AAG who has a personal interest that is in conflict with the interests of the AAG.
- A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, or cousin of an Interested Person.
- A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.
- A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to the AAG is not a Contract or Transaction.

2. Conflict of Interest Defined.

In this policy, a person with a conflict of interest is referred to as an "interested person." For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:

- A Councillor, committee member, employee, and/or volunteer, including a family member of any of the foregoing, is a party to a contract or involved in a transaction with the AAG for goods and/or services.
- A Councillor, committee member, employee, and/or volunteer, or a family member of any of the foregoing has a material financial interest in a transaction between the AAG and an entity in which the director, officer,

employee and/or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.

- A Councillor, committee member, employee, and/or volunteer, or a family member of the foregoing is engaged in some capacity or has a material financial interest in a business or enterprise that competes with the AAG.
- Conflicts of interest may also arise from non-financial interests, including personal relationships, professional affiliations, academic competition, or reputational considerations that could influence decision-making.
- A conflict of interest does not prevent an Interested Person from doing business and/or providing services to the AAG as long as the conflict of interest is fully disclosed and the Interested Person does not have privileged information that results in an unfair advantage relative to other competitors.

All other situations that may create the appearance of a conflict, or present a duality of interests in connection with a person who has influence over the activities or finances of a non-profit organization should be disclosed to the Council of the AAG, as appropriate, and a decision made as to what course of action the organization or individuals should take so that the best interests of the non-profit organization are not compromised by the personal interests of stakeholders in the non-profit organization.

Gifts, Gratuities and Entertainment. Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of nominal or insignificant value, which are not related to any particular transaction or activity of the AAG. Gifts exceeding a reasonable nominal value (to be determined periodically by the Council) must be disclosed and may not be accepted without approval of the Council.

3. Procedures

- Prior to Council or committee action on a Contract or Transaction involving a Conflict of Interest, a Councillor or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. If Councillors are aware that a committee member or other volunteers have a conflict of interest, relevant facts should be disclosed by the Councillors or by the interested person him/herself if invited to the Council meeting as a guest for purposes of disclosure.
- A Councillor or committee member who plans not to attend a meeting at which he or she has reason to believe that the Council or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the President or chair of the meeting all facts material to the Conflict of Interest. The President or chair of the meeting shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.
- A person who has a Conflict of Interest shall not participate in or be permitted to hear the Council's or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.

- A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.
- The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a Councillor of the AAG has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the Council.
- Interested Persons who are not members of the Council of the AAG, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Council or committee action, shall disclose to the President, or the President's designee, any Conflict of Interest that such Interested Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from any action that may affect the AAG's participation in such Contract or Transaction.
- In the event that it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to the President or the President's designee, who shall determine whether full Council discussion is warranted or whether there exists a Conflict of Interest that is subject to this policy.
- All disclosures, recusals, and decisions regarding conflicts of interest shall be clearly documented in the minutes of an AAG Council meeting at which they are declared.

4. Confidentiality.
Each Councillor, committee member, employee, and/or volunteer, shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of the AAG. Moreover, Councillors, committee members, employees, and volunteers, shall not disclose or use information relating to the business of the AAG for their personal profit or advantage or the personal profit or advantage of their Family Member(s).

5. Review of policy.
Councillors, committee members, employees and volunteers shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.

Annually, each Councillor, committee member, employee and volunteer shall complete a disclosure form identifying any relationships, positions or circumstances in which s/he is involved that s/he believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another non-profit organization, or ownership of a business that might provide goods or services to the AAG. Any such information regarding the business interests of Councillors, committee members, employees or volunteers, or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the President, Secretary General, chair of a committee, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.

This policy shall be reviewed annually by each member of the Council. Any changes to the policy shall be communicated to all Councillors, committee members, employees, candidates to a committee prior to accepting their candidacy, and volunteers.

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