

Document Title	Code of Conduct and Conflict of Interest Policy		
Approved by Board	May 2015	Version	2.0
Valid to	May 2018		
Author	Martin Symonds – Head of Member Services		



SCOTTISH ARCHERY ASSOCIATION

Directors Code of Conduct and

Conflict of Interests Policy

1 Introduction

The purpose of this Policy is to establish a code of conduct and a conflict of interest policy for Directors

The Directors have a responsibility to carry out their duties in an honest and businesslike manner and within the scope of their authority, as set out in law as well as in the SAA's Articles of Association. They are entrusted with, and are responsible for, the oversight of the assets and business affairs of the Association in an honest, fair, diligent and ethical manner. As Directors, they must act within the bounds of the authority conferred upon them and with the duty to make and enact informed decisions and policies in the best interests of the Association.

Membership of the SAA Board carries with it important ethical obligations. Directors serve for the good of the membership; when a Director fails to exercise reasonable care in their oversight of the SAA they are not living up to the Members' trust.

In addition, the Board has a legal responsibility to ensure the prudent management of the SAA's Policies and Procedures. In certain circumstances Directors can be held legally liable for the SAA's actions. Board members who fail in their duties to register a "conflict of interest" can be held legally liable, because it constitutes a breach of their fiduciary responsibility.

Along with the legal consequences of an unmanaged conflict of interest, Directors also need to be aware of the effect that an unmanaged conflict of interest can have on the Board's reputation. If those outside the Board have the impression that any of the Directors have acted in their own interests rather than those of the SAA, this could damage the reputation of both the SAA and the Board. This could adversely affect the confidence of members and fundraising.

Additionally, if the publicity is widespread, the Board may need to devote time and resources to defending the decision they have made, which will divert resources away from carrying out the objects of the SAA.

2 Definitions

For the purpose of this Policy, the following definitions will apply.

'The Act' means the Companies Act 2006, or any legislation amending, superseding or

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repealing this Act

‘Articles’ means the Articles of Association of SAA as current from time to time.

‘Connected Person’ means those persons detailed under section 252 of the Companies Act 2006 including (but not limited to) close family members, persons living in the same household, firms, businesses or organisations, etc connected (through ownership, management or membership) to any Director or their close family.

‘Director’ means a person who has been elected to the Board of the SAA, or a person who has been co-opted on to the Board and assumed the rights and privileges of a Director.

‘Member’ has the same meaning as defined in the Articles and Bye-laws of the SAA as current from time to time

‘SAA’ or “Association” means the Scottish Archery Association, a Company Limited by Guarantee, no. 389745, registered in Scotland.

3 Directors Code of Conduct

Each Director agrees that he/she will:

Act in accordance with SAA’s Articles of Association.

Maintain and promote the success of SAA for the benefit of its members as a whole and so as to enhance the SAA’s reputation.

Exercise independent judgement.

Exercise reasonable care, skill and diligence and act at all times in good faith.

Avoid conflicts of interest.

Not accept benefits from third parties.

Declare interests in proposed transactions or arrangements with SAA.

Conduct himself/herself in a professional, courteous and respectful manner.

Not use the name of the SAA for personal or for any third party gain

Disclose any personal interest, or the interests of a Connected Person, that they may have regarding any matters that may come before the Board and abstain from discussion, voting or otherwise influencing a decision on any matter in which the Director (or any Connected Person of that Director) concerned has or may have such an interest.

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Abstain from discussion, voting or otherwise influencing a decision on any matters that may come before the Board in which they may have a conflict or potential conflict of interest.

Make available to and share with fellow Directors information as may be necessary or appropriate to ensure the sound operation of the SAA and its Board.

Respect the confidentiality of information relating to the affairs of the SAA acquired in the course of their service as a Director, except when authorised or legally required to disclose such information.

Respect the confidentiality of information relating to the affairs of the SAA acquired in the course of their service as a Director after leaving their position on the Board.

Not use confidential information acquired in the course of his/her service as a Director for personal advantage.

Each Director of the SAA will, on taking office, sign an agreement that they will abide by this Policy.

Where it is found that a Director has breached this Policy, they will be subject to the SAA discipline policy, and may be required to resign or be removed from the Board. Each Director agrees to comply with any decision of the Board or any other competent body relative to his resignation or removal or any other sanctions imposed following any such breach.

4 Conflict of Interest

Every Director is, by virtue of Sections 175, 177 and 182 of the Act, required to avoid a conflict of interest and disclose interests involving him/herself or any Connected Person of him/her in existing or proposed transactions with the SAA.

Any Director who fails to declare a conflict of interest involving him/herself or any Connected Person of him/her may be liable to prosecution or other sanctions or liabilities under the Act.

Article 20 of SAA's Articles of Association details the provisions and applications of Conflicts of Interest within the Act. In the case of a conflict of interest arising which is not authorised, the non-conflicted Directors may authorise such a conflict of interest under Article 20 of the Articles with such authority being minuted appropriately.

5 Requirements

A Register of Interests will be maintained by the Director of Member Services.

Each Director will be required to complete a Register of Interests form on appointment. This form, show in Appendix 1 will also include the Director's acknowledgement of the Code of Conduct as

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described in Clause 3.

The Administrator will retain a copy of the interests for each Director for reference at each Board meeting.

The Register of Interests should list direct or indirect pecuniary or business interests. Directors are strongly encouraged to register non-pecuniary interests, including those which relate closely to SAA activities, and interests of his/her Connected Persons.

Examples of conflict of interest could be (but are not limited to):

When a Director or his/her Connected Persons stands to gain financially from any business dealings, programmes or services of the SAA.

When a Director or his/her Connected Persons offers a professional service to the SAA.

When a Director or his/her Connected Persons stands to gain personally or professionally from any insider knowledge if that knowledge is used to personal advantage.

Where a Director or his/her Connected Persons has a role on the governing body of another organisation or commercial business interests, where the activities of that other body/business may be in direct conflict or competition with the activities of the Association.

6 Roles and Responsibilities

Directors are required to update the register as and when changes occur.

A declaration of directors' interests will be a standing agenda item for each Board and committee meeting.

Prior to the start of any meeting, the Chair is required to remind Directors of their responsibility to raise conflicts of interests at all times, especially at times of decision making. This should be recorded in the minutes of the meeting, together with any declared conflicts of interest.

In the instance that a conflict of interest is raised, the Director concerned should not participate in the discussion or determination of matters in which they have or may have an actual or potential conflict. They should withdraw from the meeting to eliminate any bias or potential influence over those present. Where such a conflict is raised, the Director is obliged to provide all further information as the Board or committee may require.

In circumstances where the individual is uncertain, the view of the Chair should be sought. In considering whether a real danger of bias exists in relation to a particular decision, they should

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assess whether they or a Connected Person of him/her are likely to be affected above others by the decision in question.

Directors should also ensure that the acceptance of outside appointments during or after tenure as a Board or committee member does not represent a conflict of interest.

Directors should also consider any potential conflicts of interest a Connected Person of him/her is likely to represent in terms of bias.

7 Duration and Review

This policy will remain in force for a period of 3 years from date of publication.

Prior to the end of the 3 year period, or earlier if required by any enactment of law, this policy will be reviewed by the Head of Member Services.

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APPENDIX 1 – Register of Interest

Conflicts of Interest Register

The following form should be completed and returned to the Administrator:

I declare that I have significant connections with the following organisations such that it may be deemed that the interest involved might influence the responsibilities and duties that I hold with regard to Scottish Archery Association:

Organisation	Nature of interest
Southern Area	Chairman
Anytown Archers	Secretary

I declare that my spouse, close family member, person living at same residence has significant connections with the following organisations such that it may be deemed that the interest involved might influence the responsibilities and duties that I hold with regard to Scottish Archery Association:

Organisation	Nature of interest
Southern Area	Team Manager - spouse
Anytown Archers	Spouse
Everywhere Archery Suppliers	Son - employee

I declare that I have no significant interests, which may influence the responsibilities and duties that I hold with regard to Scottish Archery Association: Please tick

I declare that I have read and hereby confirm that I shall comply with the SAA's Directors Code of Conduct and Conflict of Interest Policy and that if I breach any part of such Policy I may be liable to disciplinary procedures, including my enforced resignation or removal from the Board/Committee.

Name: Jo Bloggs

Signed: Jo Bloggs

Position: Director/Committee Member (delete as appropriate)

Date: 1st April 2011