
EDGE Worldwide Limited

Conflict of interest policy

1. Purpose

The purpose of this policy is to help board members of Edge Worldwide Limited (EWL) to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of EWL and to manage risk.

2. Objective

EWL board of directors (Board) aims to ensure that Board members are aware of their obligations to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of EWL.

3. Scope

This policy applies to the Board members and to any executive employees of EWL.

4. Definition of conflicts of interests

- 4.1 A conflict of interest occurs when a person's personal interests conflict with their responsibility to act in the best interests of the Organisation. Personal interests include direct interests as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder). It also includes a conflict between a Board member's duty to the Organisation and another duty that the Board member has (for example, to another charity). A conflict of interest may be actual, potential or perceived and may be financial or non-financial.
 - 4.2 These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the Organisation and must be managed accordingly.
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5. Policy

5.1 Basis for this policy

This policy has been developed because conflicts of interest commonly arise, and do not need to present a problem to EWL if they are openly and effectively managed. It is the policy of EWL as well as a responsibility of the Board, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to the Organisation.

5.2 How the Organisation will manage conflicts of interest

EWL will manage conflicts of interest by requiring Board members to:

- 5.2.1 avoid conflicts of interest where possible;
- 5.2.2 identify and disclose any conflicts of interest;
- 5.2.3 carefully manage any conflicts of interest, and
- 5.2.4 follow this policy and respond to any breaches.

5.3 Responsibility of the Board

- 5.3.1 The Board is responsible for:
 - (a) establishing a system for identifying, disclosing and managing conflicts of interest across EWL.
 - (b) monitoring compliance with this policy, and
 - (c) reviewing this policy on an annual basis to ensure that the policy is operating effectively.
- 5.3.2 EWL will ensure that its Board members are aware of the ACNC governance standards, particularly governance standard 5, and that they disclose any actual or perceived material conflicts of interests as required by governance standard 5.

5.4 Identification and disclosure of conflicts of interest

- 5.4.1 Once an actual, potential or perceived conflict of interest is identified, it must be entered into the EWL's register of interests, as well as being raised with the Board. Where all of the other Board members share a conflict, the Board should refer to governance standard 5 to ensure that proper disclosure occurs.
- 5.4.2 The register of interests must be maintained by EWL's secretary, and record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

5.5 Confidentiality of disclosures

Only members of the EWL's Board, and executive employees of EWL will have access to the disclosures made to the Board under this policy. The Secretary must keep a record of all requests and records of what has been disclosed, how and when.

6. Action required for management of conflicts of interest

6.1 Conflicts of interest of Board members

- 6.1.1 Once the conflict of interest has been appropriately disclosed, the Board (excluding the Board member disclosing and any other conflicted Board member) must decide whether or not those conflicted Board members should:
 - (a) vote on the matter (this is a minimum);
 - (b) participate in any debate; or

(c) be present in the room during the debate and the voting.

6.1.2 In exceptional circumstances, such as where a conflict is very significant or likely to prevent a Board member from regularly participating in discussions, it may be worth the Board considering whether it is appropriate for the person conflicted to resign from the Board.

6.2 What should be considered when deciding what action to take

6.2.1 In deciding what approach to take, the Board will consider:

- (a) whether the conflict needs to be avoided or simply documented;
- (b) whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making;
- (c) alternative options to avoid the conflict;
- (d) EWL's objects and resources; and
- (e) the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, EWL.

6.2.2 The approval of any action requires the agreement of at least a majority of the Board (excluding any conflicted Board member/s) who are present and voting at the meeting. The action and result of the voting will be recorded in the minutes of the meeting and in the register of interests.

7. Compliance with this policy

- 7.1.1 If the Board has a reason to believe that a person subject to the policy has failed to comply with it, it will investigate the circumstances.
- 7.1.2 If it is found that this person has failed to disclose a conflict of interest, the Board may take action against them. This may include seeking to terminate their relationship with EWL.
- 7.1.3 If a person suspects that a Board member has failed to disclose a conflict of interest, they may raise the matter directly with the relevant Board member. If they are not comfortable with that, or they have and are not satisfied with the response, they must raise the matter with the Secretary, or if the conflict involves the Secretary, another Board member.

8. Contacts

For questions about this policy, contact the Board or the Secretary by the following means:

- 8.1 by calling 0406304888 or
- 8.2 by email to jamie@edventureintl.com