



**Adopted: January 23, 2002**

**GOVERNANCE POLICY No. 101:**

**CODE OF CONDUCT**

*The FDSA commits itself to ethical, businesslike and lawful conduct, including proper use of authority and appropriate decorum.*

In this policy, "family associate" means a spouse, parent, child, grandparent, grandchild, brother, sister, aunt, uncle, niece, nephew or first cousin of a member or employee of the Board.

1. A member or employee has a conflict of interest:

- a) where the member, employee or family associate has an interest in any contract in which the Board has an interest,
- b) where the member, employee or family associate has an interest in any other matter in which the Board is concerned that would be of financial benefit to the member, employee or family associate,
- c) where the member, employee or family associate is a shareholder in, or is a director or officer of, a corporation that has an interest in any contract with the Board,
- d) where the member, employee or family associate is a shareholder in, or is a director or officer of, a corporation that has an interest in any other matter in which the Board is concerned that would be of financial benefit to the corporation,
- e) where the member or employee uses for personal gain or for the gain of others the member's or employee's position with the Board or any privileged information to which the member or employee may have access or to which the member or employee is privy because of the member's or employee's position with the Board,
- f) where the member or employee accepts any fees, gifts, gratuities or other benefit that could reasonably be seen to influence any decision made by the member or employee in the performance of his or her duties as a member or employee of the Board, or
- g) where a member or family associate is being considered in a matter of paid or unpaid employment by the Board (e.g. for a coaching position).

2. Should a member desire paid employment with the Board, he or she must first resign.

3. A member or employee of the Board shall not, at a meeting of the Board, participate in any discussion or vote on any question in relation to any matter in respect of which the member or employee has, in accordance with section 1 above, a conflict of interest and shall, as soon as the matter is introduced, disclose the conflict of interest and immediately withdraw from the meeting while the matter is under discussion or vote.

4. Members will annually disclose their involvements with other organizations, with vendors, or any other associations that might produce a conflict.

5. Board members may not attempt to exercise individual authority over the organization, except as explicitly set forth in board policies.

6. Members and employees will respect the confidentiality appropriate to issues of a sensitive nature.

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