Conflict of Interest, Ethics and Governance Policy

U4Life Supporting Inc. · Nonprofit Corporation · State of Wyoming, USA

Article 1 – Purpose

U4Life Supporting Inc. (“the Corporation”) is committed to maintaining the highest standards of integrity, transparency, accountability and ethical conduct in all organisational activities.

This Conflict of Interest, Ethics and Governance Policy is designed to:

- protect the charitable mission of the Corporation;
- preserve public trust and confidence;
- ensure compliance with applicable nonprofit laws and regulations;
- prevent improper personal benefit;
- promote responsible stewardship of charitable resources;
- protect the interests of donors, beneficiaries, volunteers and stakeholders;
- establish procedures for identifying, disclosing, reviewing and managing conflicts of interest.

All persons associated with the Corporation are expected to act honestly, ethically and in the best interests of the Corporation.

Article 2 – Fiduciary responsibilities

All directors, officers, committee members, volunteers, employees, advisers, consultants and representatives of the Corporation shall perform their duties in accordance with the following fiduciary obligations:

Duty of care. Individuals shall act with reasonable care, diligence and informed judgement when making decisions on behalf of the Corporation.

Duty of loyalty. Individuals shall place the interests of the Corporation above personal, professional, financial or family interests.

Duty of obedience. Individuals shall ensure that organisational activities remain consistent with the Corporation’s mission, applicable laws, its Articles of Incorporation, its Bylaws, IRS regulations and internal policies.

Article 3 – Persons subject to this policy

This policy applies to directors, officers, committee members, volunteers, employees, contractors, consultants, advisers, programme managers, branch representatives, international representatives and any person authorised to act on behalf of the Corporation.

Article 4 – Definition of conflict of interest

A conflict of interest exists whenever an individual’s personal interests interfere, could interfere or appear to interfere with their ability to act solely in the best interests of the Corporation. Conflicts may be:

- **actual** – a direct conflict currently exists;
- **potential** – a conflict may reasonably arise in the future;
- **perceived** – a reasonable third party could conclude that a conflict exists, even if no improper conduct has occurred.

Article 5 – Financial conflicts

Examples include:

- ownership in a company doing business with the Corporation;
- financial interests in suppliers or contractors;
- receiving compensation from vendors;
- personal investment opportunities arising from organisational activities;
- property transactions involving organisational assets;
- personal benefit from grants, donations or charitable resources.

Article 6 – Family and relationship conflicts

For the purposes of this policy, family members include a spouse, domestic partner, parent, child, sibling, grandparent, grandchild, in-law or any household member. Relationships involving family members must be disclosed whenever organisational decisions could directly or indirectly benefit them.

Article 7 – Real estate and housing projects

Because the Corporation intends to acquire, manage, receive, lease and use donated properties and housing facilities, additional safeguards apply. No director, officer, volunteer, contractor, donor or related party may personally benefit from property donations, property sales, property leasing, housing assignments, co-working facilities or real estate transactions without full disclosure and independent review. All major property transactions shall be documented and reviewed by disinterested decision-makers.

Article 8 – International operations

The Corporation operates and anticipates operating internationally in several jurisdictions. All individuals acting on behalf of the Corporation shall comply with local laws, avoid improper payments, bribery and corruption, conduct business ethically and protect charitable assets. All international partnerships shall be reviewed to ensure alignment with the Corporation’s mission and legal obligations.

For the protection of field teams and beneficiaries, the specific countries and locations of field operations are not published. They are documented in the Corporation’s records and disclosed to authorities and grantmakers as required.

Article 9 – Donor influence

Donations do not grant authority over organisational decisions. Donors may offer suggestions and recommendations but shall not control board decisions, influence beneficiary selection, direct organisational funds for private benefit or receive preferential treatment. All organisational decisions remain under the authority of the Board of Directors.

Article 10 – Procurement and vendor selection

The Corporation shall seek fair and reasonable arrangements when purchasing goods or services. Where practical, multiple quotes or proposals should be considered. Any relationship between a vendor and a director, officer, employee, contractor or volunteer must be disclosed before approval.

Article 11 – Disclosure requirements

Any person covered by this policy must immediately disclose financial interests, business interests, family relationships, outside employment, consulting relationships, property interests and potential conflicts. Disclosures shall be made in writing and maintained in organisational records.

Article 12 – Recusal procedures

Individuals with a conflict shall disclose the conflict, leave discussions where appropriate, refrain from influencing decisions and abstain from voting. The remaining disinterested individuals shall determine whether the proposed action is fair and in the best interests of the Corporation.

Article 13 – Compensation review

No individual may participate in decisions regarding their own compensation, reimbursements, consulting agreements, benefits or employment arrangements. Compensation must be reasonable and consistent with the Corporation’s charitable mission.

Article 14 – Confidentiality and protection of identity

Individuals shall maintain confidentiality regarding donor information, beneficiary information, financial information, strategic plans, organisational records and personal data. Confidential information may only be disclosed when authorised or legally required.

Because parts of the Corporation’s work take place in high-risk environments, the identities, personal addresses and images of directors, officers, field staff and beneficiaries shall not be published or disclosed to third parties, except where required by law or under confidential due diligence approved by the Board.

Article 15 – Whistleblower protection

The Corporation encourages the reporting of fraud, theft, abuse, misuse of funds, ethical violations, conflicts of interest and regulatory violations. Individuals reporting concerns in good faith shall not be subject to retaliation.

Article 16 – Recordkeeping

The Corporation shall maintain records of conflict disclosures, board reviews, investigations, recusal actions, related-party transactions and annual certifications. Records shall be maintained with the official corporate records.

Article 17 – Violations

Violations of this policy may result in a written warning, removal from committees, removal from office, termination of volunteer status, termination of contracts or legal action where appropriate. The Board shall determine appropriate corrective action.

Article 18 – Annual certification

Directors and officers shall certify annually that they have reviewed this policy, understand its requirements, agree to comply with its provisions and have disclosed all known conflicts of interest.

Article 19 – Policy review

This policy shall be reviewed periodically by the Board of Directors and may be amended as necessary to reflect legal, operational and organisational developments.

Adoption

The Board of Directors of U4Life Supporting Inc. has adopted this Conflict of Interest, Ethics and Governance Policy by resolution and agrees to implement and enforce its provisions. This version replaces the policy adopted under the Corporation’s former name, U4Life Supporting Ltd.

Date of adoption: _____