

**INTERNATIONAL DOI FOUNDATION, INC.**  
**CONFLICT OF INTEREST POLICY**  
**ADOPTED: 29 SEPTEMBER 2015**

The Board of Directors of the International DOI Foundation, Inc. (the “Foundation”) has adopted this Conflict of Interest Policy (the “Policy”), effective as of the date set forth above. This Conflict of Interest Policy shall remain in force and effect until superseded by a revised Conflict of Interest Policy.

**Article I**  
**Purpose**

The purpose of the conflict of interest policy is to protect the interests of the Foundation when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or Officer of the Foundation. This policy is intended to supplement but not replace any applicable laws and regulations governing conflict of interest applicable to the Foundation. In case of a conflict, the applicable laws and regulations will govern.

This Policy applies to all Directors and Officers of the Foundation.

**Article II**  
**Definitions**

**1. Affiliate**

An entity under joint ownership or control with another entity.

**2. Counter-Party**

A party to a Transaction other than the Foundation. The term “Counter-Party” includes Affiliates of a named Counter-Party.

**3. Material Interest**

A person has a Material Interest if the person would or could, directly or indirectly, through business, investment, or family, benefit personally from a Transaction. A Material Interest includes, but is not limited to:

- a. An ownership or investment interest in a Counter-Party to a Transaction
- b. Employment by or a consulting arrangement with a Counter-Party to a Transaction
- c. A commission, finder’s fee or other payment or benefit made in consideration of the Foundation entering into a Transaction.

**4. Transaction**

A contract, joint venture, license, purchase or sale of goods or services or other transaction or matter, including disputes, to which the Foundation is a party, excepting the standard Registration Agency Agreements between the Foundation and its Registration Agency Members.

**Article III**

## Procedures

### 1. **Duty to Disclose**

- a. All Directors and Officers must disclose the existence of a Material Interest in a Transaction promptly upon becoming aware of it.
  - i. The disclosure must be made in writing (which may be via email) to the Chair of the Board with a copy to the Foundation's counsel and Managing Agent unless the disclosure is by the said Chair or Managing Agent, in which case the disclosure, if by such Chair, must be made to the Foundation's counsel and if by the Managing Agent must be made to the Chair and to the Foundation's counsel.
  - ii. The disclosure must describe the nature of the Material Interest and all other facts that are relevant to the Material Interest and Transaction.
  - iii. The disclosing Director or Officer shall respond promptly in writing to any requests for additional information made by the Chair or the Foundation's counsel or Managing Agent.
- b. Any Director or Officer who becomes aware of a matter that should be disclosed by an Interested Person shall disclose that fact to the Chair of the Board unless the disclosure pertains to the Chair, in which case the fact shall be disclosed to the Foundation's Managing Agent. The Chair or Managing Agent, as the case may be, shall thereupon follow the procedures set forth in Section 2 below.

### 2. **Procedures for Resolution**

- a. All Transactions in which a Director or Officer has a Material Interest shall be subject to the prior review and approval of the Board, on the recommendation of the Foundation's counsel.
  - i. Other than providing relevant information, as provided above, and a presentation, as provided below, the disclosing Director or Officer shall recuse him or herself from and not participate in the deliberations related to the Transaction.
  - ii. All decisions respecting a Transaction shall be decided by majority vote of Directors who do not have a Material Interest in the Transaction.
  - iii. After exercising due diligence, the Board shall determine whether the Foundation can obtain with reasonable efforts a more advantageous Transaction in which no Director or Officer has a Material Interest.
  - iv. The Transaction will be approved only if the Board determines that a more advantageous transaction or arrangement is not reasonably possible and that the Transaction is fair and reasonable and otherwise in the Foundation's best interest.
- b. The disclosing Director or Officer may request the opportunity to make a presentation at the relevant Board meeting. The Board shall consider such request in its discretion. If the Director or Officer is permitted to make a presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- c. The Board may engage such independent consultants as may be required to investigate alternative Transactions and to determine the fairness of the proposed Transaction.
- d. The minutes of the Board shall contain:
  - i. The names of the persons who disclosed or otherwise were found to have a Material Interest in a Transaction and the nature of the Material Interest.
  - ii. Any reports from consultants engaged to advise the Board.
  - iii. A summary of the basis for the Board's conclusions.

### **3. Violations of the Conflicts of Interest Policy**

- a. If the Board has reasonable cause to believe Director or Officer has failed to disclose actual or possible conflicts of interest, it shall afford the Director or Officer an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the Director or Officer's response and after making further investigation as warranted by the circumstances, the Board determines the person has failed to disclose a Material Interest in a Transaction, it shall take appropriate disciplinary and corrective action. Such action may include (i) removal of the person as a Director or Officer of the Foundation by Board action in cases of intentional or negligent failure to disclose and (ii) voiding any Transaction that was not approved as provided in this Policy.
- c. Notwithstanding anything to the contrary contained in a contract or other document or communication, a Transaction in which Director or Officer has a Material Interest that has not been approved as provided in this Policy shall be voidable in the Foundation's discretion.

## **Article IV** **Annual Statements**

Each Director and Officer shall annually sign a statement that affirms such person:

- 1. Has received a copy of this Conflict of Interest Policy;
- 2. Has read and understands the policy;
- 3. Has agreed to comply with the policy; and
- 4. Has provided to the Foundation a list of all entities that employ such Director or Officer or in which the Director or Officer has a 5% or greater equity interest.

## **Article V** **Periodic Reviews**

The Board will review this Conflict of Interest Policy no less frequently than yearly to consider any changes that will be in the best interests of the Foundation.