



Conflict of Interest Policy Greener Ealing Ltd (“the Company”)

1. Preliminary

- 1.1 This policy is to be administered by the board of directors of the Company (the Board).
- 1.2 This policy applies to every person from time to time serving as a director of the Company whether or not that person has been correctly appointed in accordance with the requirements of the Companies Act 2006 (the Directors).
- 1.3 The purpose of this policy is to protect the integrity of the Company’s decision-making process, to enable outside parties to have confidence in the Company’s integrity, and to protect the integrity and reputation of the Directors and the Company from any appearance of impropriety.

2. Legal Obligations

- 2.1 Each Director has an obligation to act in the best interests of the Company, in accordance with the Company’s Articles of Association (its constitution) and in accordance with the Companies Act 2006.
- 2.2 All Directors must make every effort to avoid situations where there may be any conflict of interest or potential conflict of interest between the interests of the Company on the one hand and their own personal, professional, and business interests on the other. This includes avoiding the appearance of a conflict of interest as well as any actual conflict of interest.
- 2.3 Such conflicts or potential conflicts can create problems, they can:
 - inhibit free discussion;
 - result in decisions or actions that are not in the interests of the Company; and
 - risk the impression that the Directors have acted improperly by not fulfilling their duty to promote the success of the Company [for the benefit of its members as a whole], as required by section 172 of the Companies Act 2006.

3. Conflicts of Interest

- 3.1 A conflict of interests is any situation in which a Director’s business or personal interests (or those of a person “connected to” a Director), or loyalty that they owe to another organisation, business or person, may (or may appear to) influence or affect the Director’s decision making.
- 3.2 A person “connected to” a Director may include:
 - a family member (child, parent, grandchild, grandparent, brother, sister, spouse or civil partner of the Director or any person living with the Director as his/her partner);
 - a business partner;

- trustees of a trust of which the Director or a family member, is a beneficiary; and
 - corporate bodies to which a Director is connected.
- 3.3 Non-exhaustive examples of conflicts of interest include, a Director who:
- sits on more than one board of directors, where the nature of the other company's business, or the access to information of one company that the director might usefully provide to, or use for the benefit of, the other company, or the amount of time taken up in serving two companies, may amount to a conflict of interests;
 - holds shares in a competing or potentially competing business;
 - owns property adjacent to the Company's property, where the value of his/her property may be affected by the Company's activities; and
 - has an advisory relationship with the Company, or an interest in a firm that has an advisory relationship with the Company, such as providing accountancy, legal or HR services.

4. Declaring Conflicts of Interest

- 4.1 A Director has a personal responsibility to declare conflicts of interest if he/she is to fulfil his/her legal duty to act in the best interests of the Company. A Director should be meticulous about declaring any actual or potential conflict of interest affecting him/herself and connected parties, and should declare the nature and extent of any interest, whether direct or indirect.
- 4.2 Upon appointment, each Director must make a full, written disclosure of interests, such as business or personal relationships, posts held, or financial or property interests that could potentially result in a conflict of interest. This written disclosure shall be made on the declarations of interests form in Annex A and be kept on file and should be updated at least annually, and when any material changes occur.
- 4.3 Each Director must also declare any gifts or hospitality offered and received in connection with their role in the Company that could potentially result in a conflict of interest, in line with the Anti-Bribery (Gifts & Hospitality) Policy.
- 4.4 At the beginning and during the course of any meeting of Directors, a Director must declare any interests in a transaction or decision where there may be a conflict between the Company's best interests and the Director's best interests or a conflict between the best interests of the Company and another organisation that the Company is involved with. If in doubt the potential conflict must be declared anyway and clarification sought.
- 4.5 If a Director believes that he/she has a real conflict of interest or that it might appear that he/she has a conflict of interest, he/she should declare the interest at the earliest opportunity.
- 4.6 In any event, it is the statutory duty of a Director who is in any way, whether directly or indirectly, interested in a proposed transaction with the Company to declare the nature and extent of their interest to the other Directors, in accordance with section 177 of the Companies Act 2006.
- 4.7 This declaration must be made before the transaction or arrangement is entered into. It should be made by notice in writing in accordance with section 184 of the Companies Act 2006¹.

¹ There are other ways to make this declaration, e.g a general notice in accordance with section 185 of the Companies Act 2006. The company should choose the most appropriate method.

- 4.8 In addition, if a Director is in any way, whether directly or indirectly, interested in an existing transaction with the Company, he/she must declare the nature and extent of their interest to the other Directors, in accordance with section 182 of the Companies Act 2006.
- 4.9 This declaration must be made as soon as reasonably practicable. It should be made by notice in writing in accordance with section 184 of the Companies Act 2006².
- 4.10 If a Director has any uncertainty as to whether he/she has an interest which should be declared, he/she should refer it for a decision on that question to the Chairman of the Board or the Company Secretary.

5. Authorisation of a Conflict of Interest

The Company's Articles (Article 7) dictate how a conflict may be authorised as follows:

5.1 Directors' Conflicts of Interest (Article 7)

The Directors may, in accordance with the requirements set out in this article, authorise any matter or situation proposed to them by any Director which would, if not authorised, involve a Director (an **Interested Director**) breaching his duty under section 175 of the Act (**Relevant Interest**) to avoid conflicts of interest (**Conflict**).

5.2 Any authorisation under this article 7 will be effective only if:

- 5.2.1 to the extent permitted by the Act, the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;
- 5.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director or any other Interested Director; and
- 5.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's and any other Interested Director's vote had not been counted.

5.3 Any authorisation of a Conflict under this article 7 may (whether at the time of giving the authorisation or subsequently):

- 5.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
- 5.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Directors or otherwise) related to the Conflict;
- 5.3.3 provide that the Interested Director shall or shall not be an eligible Director in respect of any future decision of the Directors in relation to any resolution related to the Conflict;
- 5.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Directors think fit;

² There are other ways to make this declaration, e.g a general notice in accordance with section 185 of the Companies Act 2006. The company should choose the most appropriate method.

- 5.3.5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a Director of the Company) information that is confidential to a third party, he will not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
 - 5.3.6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the Directors and be excused from reviewing papers prepared by, or for, the Directors to the extent they relate to such matters.
- 5.4 Where the directors authorise a Conflict, the Interested Director will be obliged to conduct himself in accordance with any terms and conditions imposed by the Directors in relation to the Conflict.
- 5.5 The Directors may revoke or vary such authorisation at any time, but this will not affect anything done by the Interested Director, prior to such revocation or variation, in accordance with the terms of such authorisation.
- 5.6 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

(the following clause does not form part of the Articles)

- 5.7 When the Board considers whether or not to authorise a conflict of interest, each Director must consider their duty to act in a way in which he/she considers, in good faith, will be most likely to be compatible with their duty to promote the success of the Company, as required by section 172 of the Companies Act 2006.

6. Benefits and Managing Contracts

It is essential that a Director does not derive any benefit from any transaction to which the Company is a party unless and until he/she has obtained beforehand explicit legal authority to do so. If a Director has a conflict or potential conflict of interest, the Director must not be involved in managing or monitoring that contract. Monitoring arrangements for such contracts will include provisions for an independent challenge of bills and invoices, and termination of the contract if the relationship is unsatisfactory.

7. Data Protection

The information provided in declarations of interests will be processed in accordance with the Data Protection Legislation. The "Data Protection Legislation" means the General Data Protection Regulation (EU Regulation 2016/679) and the Data Protection Act 2018 as they are amended or superseded by other legislation of the United Kingdom from time to time. Data will be processed only to ensure that Directors act in

the best interests of the Company. The information provided will not be used for any other purpose.

8. General

- 8.1 This policy is meant to supplement good judgment. Directors should respect its spirit as well as its wording.
- 8.2 The Directors will take steps to bring this policy to the attention of all proposed and newly appointed Directors.
- 8.3 The Board will, as appropriate, monitor and enforce this policy, and revise it from time to time.

Date adopted: 03.02.2020

Next Review⁶Date: 01.2023