



# **Conflict of Interest Policy**

**CONMEBOL**

**SOUTH AMERICAN FOOTBALL  
CONFEDERATION**

<b>CONMEBOL</b> SOUTH AMERICAN FOOTBALL CONFEDERATION	<b>Conflict of Interest Policy.</b>	Effective Date: 02/15/17		
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## CONFLICT OF INTEREST POLICY

### INTRODUCTION

For the South American Football Confederation, hereinafter referred to as CONMEBOL, the way in which the objectives and purposes in the Statute are carried out, and the activities inherent to its administration, are of utmost importance. Hence, it puts ethical principles before the achievement of its objectives. With this in mind, CONMEBOL has structured a series of policies and practices that seek to consolidate a culture based on ethics, transparency, and the development of business under a balanced and socially responsible conditions, in order to strengthen our relations with our stakeholders, such as: FIFA, Members of Congress, Council, Permanent Commissions, Member Associations, authorities, administration, legal representatives and administrators, employees, suppliers of goods and services; and in general to all those with whom, directly or indirectly, a contractual or cooperative relationship is established, government, and society in general. Aligned with these principles, practices and procedures have been defined to be applied for the proper management of conflicts of interest that may arise, and to ensure that decisions made by the Congress, Council, Permanent Committees, Authorities, legal representatives and administrators, employees, are devoid of interferences that affect the independence, impartiality, and objectivity of their actions and decisions.

#### 1. Purpose

The purpose of this policy is to provide guidelines and procedures that foster knowledge and timely management of all actual or potential conflicts of interest that may arise in the development of activities. The guidelines established here apply to all the related parties and stakeholders of CONMEBOL (as detailed above), aimed to identify and manage situations that may result in a possible conflict of interest, affecting the interests of the parties involved in the commercial, economic, labor, cooperation or any other type of relationship, compromising the ethics and transparency of individuals and CONMEBOL.

#### 2. General Principle

When fulfilling their responsibilities, all related parties and stakeholders of CONMEBOL shall put the interests of CONMEBOL before their personal interests, seeking to ensure that the actions, decisions in which they engage in are free from conflicts of interest. Business operations and transactions under conditions of a conflict of interest, which do not abide the procedure described herein, will be considered as a serious misconduct, and will be sanctioned in compliance with the relevant regulations.

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### 3. Glossary

#### 3.1 CONMEBOL

This refers to the South American Football Confederation.

#### 3.2 Conflict of Interest

A conflict of Interest is understood as any situation in which the direct or indirect personal interests of related parties and stakeholders may be in conflict with those of CONMEBOL or interfere with their duties and motivate an act while performing their duties, that would be contrary to the fulfillment of their obligations. These situations where personal interests are opposed to organizational interests may generate a personal, economic, political or commercial benefit for one of the parties that is unbalanced with the other or may even lead to a lack of integrity in CONMEBOL, affecting the reputation, transparency, equity and responsibility of the decision-making process.

#### 3.3 Stakeholders

A stakeholder is understood to mean Members of Congress, Council, Permanent Commissions Member Associations, authorities, administration, legal representatives or administrators, employees, suppliers of goods or services; and in general, all those with whom any contractual or cooperative relationship is established, either directly or indirectly.

#### 3.4 Related Parties

For the purposes of this policy, related parties are understood as:

- a) **Agents, representatives or employees;**
- b) **Spouses or common-law partners;**
- c) **People sharing the same residence**, regardless of the personal relationship between them;
- d) **Close relatives**, such as spouses, common-law partners, parents, grandparents, uncles and aunts, children, stepchildren, grandchildren, siblings, in-laws, sons-in-law or daughters-in-law, brothers-in-law, sisters-in-law and the spouses thereof, and any person that is related to the person through what resembles a family relationship, whether by blood or otherwise.
- e) **Entities**, companies or any other corporate entity, if the person is subject to this policy or the person receives an indirect benefit alternately:
  - I. holds a management position in said entity, company or any corporate entity.
  - II. directly or indirectly controls such entity, company or corporate entity.
  - III. is a beneficiary of such entity, company or corporate entity.
  - IV. renders services on behalf of such entity, company or corporate entity, regardless of the existence of a formal contract.

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### 3.5 Private or personal interests:

Any possible advantage that results in a benefit to a person or the relatives thereof as listed in Item 3.4 subsection "D", or their friends.

## 4. Scope of Application

This Conflict of Interest policy is mandatory for all CONMEBOL stakeholders and related parties. Its application and interpretation is not optional for any related party other stakeholder, regardless of their relationship or hierarchical position.

## 5. Situations that may Generate Conflicts of Interest

Persons subject to this Policy should avoid situations that may create conflicts of interest. They may not perform their functions in situations where there is or may be a conflict of interest. Such a conflict shall be brought to light immediately and notified to the institution so that appropriate action may be taken.

Listed below are some of the situations that must be avoided in order not to cause conflicts of interest. These situations do not include occasions that, if present, would indicate a possible inability or incompatibility, in which case, they will be governed by the applicable regulations or regulatory provisions for each particular situation. When faced by a situation that generates doubt, the judiciary bodies will decide according to associative uses and customs and, in their absence, according to the rules that they would establish if they had to legislate in this regard; the Ethics and Compliance Department may be consulted initially.

### 5.1 Transactions among related parties.

Transactions among related parties are understood to involve transfers of funds, services, or obligations, regardless of whether they are charged for or not.

The term **transactions** covers any transfer of funds, services or obligations. It also includes the purchase and sale of goods, services, property or other assets, lease agreements, research and development transfers, transfers based on licensing agreements, and financing economic activities.

Operations, agreements, or contracts may be entered into with related parties, on the understanding that before the relationship begins, the existing conflict of interest must be notified to the Ethics and Compliance Department, which will refer it to the Legal Department, for the purpose of issuing the corresponding opinion.

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5.2 Transactions among members of Congress, Council, Permanent Commissions, Member Associations, Administration, employees among themselves or with third parties.

Without adversely affecting the disqualifications and incompatibilities set forth in the Statutes, a situation constituting an actual or potential conflict of interest may arise when:

5.2.1 A member of the Congress, Council, Permanent Commissions, Member Associations, Administration or any CONMEBOL employee uses such position to influence decisions either directly or indirectly on the working conditions of a family member (e.g.: hiring, work assignments, performance evaluations, compensation, among others).

5.3 Business and Other Relationships

Under the heading of **business and other relationships**, related parties and stakeholders must report all their relationships with persons and entities that may be significant in terms of the objectivity of their activities.

Such relationships include those held with board positions or doing business with companies active in the production or sale of sports equipment, sports marketing, acquisition or sale of audiovisual rights, sports betting, and with commitments and/or functions in CONMEBOL Member Associations.