



SDR Forum Conflict of Interest Policy

Version 1.0

As Approved on 9 December 2008

Officers and Directors of not-for-profit corporations such as the SDR Forum have fiduciary obligations, when operating in their capacity as an Officer or Director, to the organization and its members under not-for-profit and general corporate law. These may be defined as a Duty of Loyalty and a Duty of Care.

The Duty of Loyalty requires the avoidance of advancing personal interests in ways that injure or take unfair advantage of the SDR Forum. Strict standards of honesty and good faith are expected so that actions are taken in the best interests of the SDR Forum.

The Duty of Care requires the SDR Forum's Officers and Directors to apply reasonable skill and judgement in managing the organization's affairs, to exercise reasonable business judgement, and to pay attention to the activities and finances of the organization.

It is the policy of the SDR Forum that its Officers and Directors will avoid any Conflict of Interest, as defined herein, in fulfilling these fiduciary obligations. This Conflict of Interest Policy of the SDR Forum: (1) defines conduct and circumstances that would be deemed a Conflict of Interest; (2) identifies classes of individuals within the SDR Forum covered by this Policy; (3) facilitates disclosure of information that may help identify a Conflict of Interest; (4) specifies procedures to be followed to avoid Conflicts of Interest; and (5) includes a process to ensure the efficient dispatch of SDR Forum business by the Board of Directors.

1. Definition of Conflict of Interest. It is considered to be a Conflict of Interest for a SDR Forum Director or Officer to:

1. Knowingly engage in any SDR Forum activity or take any action, while operating in his or her capacity as an officer or director, that conflicts with, or has the potential of conflicting with his or her Duty of Loyalty and the Duty of Care.
2. Use Confidential Information related to the SDR Forum's governance or finances gained in the course of the Director's or Officer's relationship with the SDR Forum, while operating in his or her capacity as an Officer or Director, for his or her own benefit or for the benefit of others with whom the Director or Officer is associated.
3. Benefit financially as a result of his or her role with the SDR Forum to the detriment of the SDR Forum.

2. Individuals covered. Persons covered by this policy are the SDR Forum's Volunteer Officers and Directors, the Chief Executive Officer and the Chief Operating Officer.

3. Facilitation of disclosure. Any person covered by this Policy shall annually (no later than the first General Meeting of the SDRF Forum following the election of Directors at the Annual Meeting) submit to the Chairman of the Board of Directors (or his or her designee) the attached disclosure statement, either (a) certifying that such person has no interests and affiliations that could give rise to a Conflict of Interest or (b) disclosing such interests and affiliations. Interests and affiliations that could give rise to a Conflict of Interest may include, but are not limited to: (a) close family members¹ with whom the SDR Forum may be doing business, (b) substantial business or investment holdings² for which a covered person could personally benefit financially by a decision of the SDR Forum, and (c) other transactions, affiliations, direct employment relationships, business relationships, personal relationships or family relationships that could give rise to a Conflict of Interest. In addition, should a Conflict of Interest arise during the normal course of business during the operating year, any person covered by this Policy shall immediately notify the Chairman of the Board of Directors. The Chairman of the Board of Directors shall annually (no later than the first General Meeting of the SDRF Forum following the election of Directors at the Annual Meeting) submit his or her disclosure or provide notification to the Chair of the SDR Forum, acting as President of the Corporation, and the Chief Executive Officer.

4. Procedures to avoid conflicts. In furtherance of this Policy, any person covered by the Policy shall voluntarily recuse himself or herself from participation in related discussions or abstain from any actions or decisions that would give rise to a Conflict of Interest. For each interest or affiliation disclosed to the Chairman of the Board of Directors, the Chairman will determine whether to: (a) take no action; (b) assure full disclosure to the Board of Directors and other persons covered by this Policy; (c) ask the person to refrain from participation in related discussions or abstain from any actions or decisions that would give rise to a Conflict of Interest; (d) ask the person to resign from his or her position in the SDR Forum; or (e) if the person refuses to resign, recommend the possible removal of such person in accordance with the SDR Forum's removal procedures as set forth in The SDR Forum's Bylaws. Any determination by a covered person or the Chairman of the Board of Directors related to a particular action or decision by the Board of Directors shall be noted in the official minutes recording such action or decision; however, the reason for a covered person's voluntary recusal or abstention need not be recorded or disclosed unless such person affirmatively states in writing that his or

¹ Someone is a "close family member" for purposes of this Policy if he or she is a spouse, a child, natural or adoptive parent, grandparent, grandchild, brother or sister whether natural, adoptive or by marriage of a director. The term also includes any other family member who resides in the same household as a covered person or shares living quarters with a covered person under circumstances that closely resemble a marital relationship.

² A business or investment holding is "substantial" if it represents a controlling ownership interest or is greater than five (5) percent of the total issued and outstanding capital stock of a single entity that would benefit financially by a decision of the SDR Forum.

her determination is based on a Conflict of Interest not previously disclosed. The Chief Executive Officer will monitor proposed or ongoing transactions with or affecting the SDR Forum for potential Conflicts of Interest and disclose them to the Chairman of the Board of Directors in order to deal with potential or actual conflicts, whether discovered before or after the transaction has occurred.

5. Procedures to ensure the efficient conduct of business. Any determination by a covered person or the Chairman of the Board of Directors related to a particular action or decision by the Board of Directors is subject to review and reconsideration by a majority of the disinterested Directors who shall determine whether (i) the Conflict of Interest is immaterial or not adverse to the interests of the SDR Forum or (ii) the benefits of allowing the person with the Conflict of Interest to participate in the discussion or consideration, but not the final decision, outweigh the dangers; in which case the person may participate in the discussion, study or consideration of the issue, matter or transaction, but not the final discussion or decision.

Conflict of Interest Policy Disclosure Statement

_____ I have read the above Conflict of Interest Policy and I have no interests and affiliations that could give rise to a Conflict of Interest as described in this policy.

_____ I have read the above Conflict of Interest Policy and I have no interests and affiliations that could give rise to a Conflict of Interest, as described in this policy, except for those disclosed below or on the attached paper.

Signature

Date

Board Member's Name (printed)