



## **CONFLICT OF INTEREST POLICY**

### **Let's Do It Foundation (Teeme Ära Sihtasutus)**

#### **I Purpose**

Let's Do It Foundation encourages active involvement of the members of the Supervisory Board, the members of the Management Board, employees, contractual consultants and volunteers (including advisors, ambassadors, mentors) in the community in furtherance of its mission. In order to deal openly and fairly with actual and potential conflicts of interest that may arise as consequences of this involvement, Let's Do It Foundation adopts the following Conflict of Interest Policy.

#### **II Policy**

Members of the Supervisory Board, members of the Management Board, employees, contractual consultants and volunteers are expected to use good judgment, to adhere to high ethical standards, and to conduct their affairs in such a manner as to avoid any actual or potential conflict between the personal interests of a Supervisory and Management Board member, employee, contractual consultant or volunteer, and those of Let's Do It Foundation.

A conflict of interest exists when the loyalties or actions of a Supervisory and Management Board member, employee, contractual consultant or volunteer are divided between the interests of Let's Do It Foundation and the interest of the Supervisory and Management Board member, employee, contractual consultant or volunteer. Both the fact and the appearance of a conflict of interest should be avoided.

#### **III Definitions**

**Advisor** is a volunteer who offers his/ her high-level professional expertise, experience and knowledge in for a particular field of work of the Let's Do It Foundation.

**Affiliated or affiliation** includes all direct and indirect financial interests between a Supervisory and Management Board member, employee or volunteer and a person with whom Let's Do It Foundation is considering entering into any transaction. It also includes any other interest that may influence the judgment of a Supervisory and Management Board member, employee, contractual consultant or volunteer. An objective test is applied to determine whether an affiliation exists between the Supervisory and Management Board member, employee, contractual consultant or volunteer and the other person: whether the involvement or relationship of the Supervisory and Management Board member, employee, contractual consultant or volunteer with the other person is such that it reduces the likelihood that the Supervisory and Management Board member, employee, contractual



consultant or volunteer can act in the best interests of Let's Do It Foundation.

**Ambassador** is a volunteer in Let's Do It network who coordinates and represents a certain region in the world or group of countries in front of Let's Do It Foundation and Let's Do It network.

**Foundation** (sihtasutus) is a legal person in private law which has no members and which is established to administer and use assets to achieve the objectives specified in its articles of association.

**Management Board** (juhatus) is the body that manages and represents the Let's Do It Foundation. The Management Board may consist of one or several members.

**Mentor** is an experienced leader in Let's Do It network, who helps less experienced leaders in Let's Do It network by giving advice, train and sharing knowledge.

**Person** means any individual, trust, estate, partnership, association, company or corporation.

**Supervisory Board** (nõukogu) is the body that supervises the activities of the foundation, and organizes the management of the foundation. A member of the supervisory board shall not be a member of the management board.

**Substantial influence over Let's Do It Foundation.** The following persons are deemed to have substantial influence over Let's Do It Foundation: the founders, each member of the Supervisory and Management Board; employees and volunteer staff of Let's Do It Foundation, and such persons' spouse, ancestors, children, grandchildren, great grandchildren, brothers, sisters and the spouses of the children, grandchildren, great grandchildren, brothers and sisters; and an entity in which such persons hold more than one third (33 percent) of the control. Furthermore, any person who met one of these definitions in the five years before the proposed transaction is deemed, for purposes of this Policy, to have substantial influence over Let's Do It Foundation.

## **IV Procedures**

### Duty to Disclose

Each employee, contractual consultant or volunteer shall disclose to the member(s) of the Management Board all material facts regarding the affiliation of such employee, contractual consultant or volunteer with any person with whom Let's Do It Foundation is considering entering a transaction. The employee, contractual consultant or volunteer shall make that disclosure promptly upon learning of the link between that person and transaction.

Any member of the Management Board and any other person with substantial influence over Let's Do It Foundation shall disclose to the member(s) of the Supervisory Board all materials and facts regarding his or her affiliation with any person with whom Let's Do It



Foundation is considering entering a transaction. A member of the Management Board or a person with substantial influence shall make that disclosure promptly upon learning of the link between that person and the transaction. If there is a question as to whether the person has substantial influence over Let's Do It Foundation, the member(s) of the Management Board shall present this issue to the Supervisory Board, and the Supervisory Board shall resolve the matter.

#### Determining Whether a Conflict of Interest Exists

With regard to an employee, contractual consultant or volunteer without substantial influence over Let's Do It Foundation, the members of the Management Board shall determine whether a conflict of interest exists.

With regard to the Management Board member or a person with substantial influence over Let's Do It Foundation, the Supervisory Board shall determine if a conflict of interest exists.

With regard to the Supervisory Board member, after an affiliation disclosure at a Supervisory Board meeting, the Supervisory Board member shall leave the meeting while the implications of the affiliation are considered and voted upon. The remaining Supervisory Board members shall determine if a conflict of interest exists.

#### Consequences of the Existence of a Conflict of Interest

With regard to an employee, contractual consultant or volunteer without substantial influence over Let's Do It Foundation, the members Management Board shall decide the appropriate response by Let's Do It Foundation once a conflict of interest has been determined to exist. An employee, contractual consultant or volunteer may appeal any adverse determination to the Supervisory Board.

With regard any member of the Management Board or a person with substantial influence over Let's Do It Foundation, the Supervisory Board shall follow the procedures set forth in Article V in order to decide whether to enter into the transaction and, if so, to ensure that the terms of the transaction are reasonable.

#### **V Findings of the Supervisory Board**

If the Supervisory Board determines that a person with substantial influence over Let's Do It Foundation (such person) has a conflict of interest with regard to a transaction of Let's Do It Foundation, Let's Do It Foundation may engage in the transaction only if the following conditions are met prior to the transaction:

A) Such person shall disclose to the Supervisory Board all material facts concerning such person's affiliation with the transaction.

B) The Supervisory Board shall review the material facts. The transaction may be



approved only if a majority of the Supervisory Board members, not counting the vote of such person, concludes that:

- (i) The proposed transaction is fair and reasonable to Let's Do It Foundation; and
- (ii) Let's Do It Foundation proposes to engage in this transaction for its own purposes and benefits and not for the benefit of such person; and
- (iii) The proposed transaction is the most beneficial arrangement that Let's Do It Foundation could obtain in the circumstances with reasonable efforts.

The minutes of any meeting (including electronic) at which such a decision is taken shall record the nature of the affiliation and the material facts disclosed by such person and reviewed by the Chair of the Supervisory Board.

## **VI Annual Statements**

Each person who is deemed to have substantial influence over Let's Do It Foundation shall sign an Annual Disclosure Statement which affirms that the person has received a copy of this Conflict of Interest Policy, has read and understood the Policy, and has agreed to comply with the Policy, and discloses any direct or indirect affiliations.

All Annual Disclosure Statements shall be submitted to a person appointed by Management Board of Let's Do It Foundation and filed with the minutes of the first meeting of the Supervisory Board held each year.

## **VII Remedies**

Any Supervisory Board member who fails to comply with this Conflict of Interest Policy may, in the discretion of the Supervisory Board, be censured or be removed from the Board. If an employee, contractual consultant or volunteer who is deemed to have substantial influence over Let's Do It Foundation fails to comply with this Conflict of Interest Policy, he or she may be put on notice or terminated, in the discretion of the members of the Management Board or Supervisory Board. Any other employee, contractual consultant or volunteer who fails to comply with this Conflict of Interest Policy may be put on notice or terminated, in the discretion of the members of the Management Board.

## **VIII Periodic Reviews**

To ensure that Let's Do It Foundation operates in a manner consistent with its charitable purposes and its status as a non-profit and public benefit organization under the laws of Estonia, the Supervisory Board shall authorize and oversee a periodic review of the administration of this Conflict of Interest Policy. The review may be written or oral. The review shall consider the level of compliance with the Policy, the continuing suitability of the Policy, and whether the Policy should be modified and improved.



## **IX Entry into force**

The Conflict of Interest policy will be confirmed by the Management Board of the Let's Do It Foundation and enters into force at the time of its approval by the Supervisory Board of the Let's Do It Foundation.

The policy has to be signed by the Heads of the Teams of the Let's Do It Foundation and introduced to all of its employees and legal network.



**ANNUAL AFFIRMATION AND DISCLOSURE STATEMENT**

The Conflict of Interest Policy of Let’s Do It Foundation requires an annual affirmation that you have received, read, understand, and agree to comply with the Conflict of Interest Policy. In addition, the Policy requires that you annually disclose (1) your affiliations with any organization with which Let’s Do It Foundation may have a financial relationship, and (2) persons with whom you have a close relationship (such as a family member or close companion) who are affiliated with any organization with which Let’s Do It Foundation may have a financial relationship.

Please sign this Statement indicating your affirmation as described above. Please disclose, in addition, any applicable affiliations known to you.

Please return this Statement to the person appointed by Management Board of Let’s Do It Foundation by [INSERT DATE]

<b>Business/Organization</b>	<b>Nature of Relationship</b>	<b>Dates of Relationship</b>

Your name:

Signature:

Date, Conflict of Interest declaration signed: