



## **UIA - International Union of Architects**

### **Conflict of Interest Policy (Approved by the 121<sup>st</sup> UIA Council Session)**

#### **Article 1 Purpose**

The International Union of Architects (UIA) is a not-for-profit, non-governmental organization. The purpose of this conflict of interest policy is to protect the interest of the UIA when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer, a member of the UIA Bureau or a member of the UIA Council, including past presidents. This policy is intended to supplement but not to replace the laws governing conflict of interest applicable to non-profit organizations.

#### **Article 2 Definitions**

##### **1. Interested person or party**

Any principal officer, member of the UIA Bureau or the UIA Council, or any Working Group or Commission member or member Section with powers delegated by the UIA Bureau, Council or General Assembly, who has a direct or indirect financial interest, as defined below, is an interested person or party.

##### **2. Financial and other interests**

A person has a financial interest if the person has, directly or indirectly, through business, investment, family, or other close personal relationship:

- a.** An ownership or investment interest in any entity with which the UIA has a transaction or arrangement;
- b.** A compensation arrangement with the UIA or with any entity or individual with which the UIA has a transaction or arrangement; or
- c.** A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the UIA is negotiating a transaction or arrangement.
- d.** An activity or project that will compete directly with a UIA activity or project.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article 3, Section 2, a person who has a financial interest may have a conflict of interest only if the UIA Bureau (or another appropriate committee or other body of the UIA) decides that a conflict of interest exists.



### **Article 3 Procedures**

#### **1. Duty to disclose**

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and must be given the opportunity to disclose all material facts to the members of the UIA Bureau or to others considering the proposed transaction or arrangement.

#### **2. Determining whether a conflict of interest exists**

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he or she shall leave the UIA Bureau meeting while the determination of a conflict of interest is discussed and voted upon. The remaining UIA Bureau members shall decide if a conflict of interest exists.

#### **3. Procedures for addressing the conflict of interest**

- a.** An interested person may make a presentation at a UIA Bureau meeting, but after the 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.
- b.** The presiding officer of the UIA Bureau shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c.** After exercising due diligence, the UIA Bureau shall determine whether the UIA can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the UIA Bureau shall determine by a majority vote of the disinterested Bureau members whether the transaction or arrangement is in the UIA's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

#### **4. Violations of the conflict of interest policy**

- a.** If the UIA Bureau has reasonable cause to believe an individual has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford that person an opportunity to explain the alleged failure to disclose.
- b.** If, after hearing the member's response and after making further investigation as warranted by the circumstances, the UIA Bureau determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action.



#### **Article 4**

##### **Records of proceedings**

The minutes of the UIA Bureau shall contain:

- a.** The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Bureau's decision as to whether a conflict of interest in fact existed; and
- b.** The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### **Article 5**

##### **Compensation**

- a.** A voting member of the UIA Bureau who receives compensation, directly or indirectly, from the UIA for services is precluded from voting on matters pertaining to that member's compensation.
- b.** A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the UIA for services is precluded from voting on matters pertaining to that member's compensation.
- c.** No voting member of the Bureau or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the UIA, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **Article 6**

##### **Annual statements**

Upon declaring candidacy for UIA office, and annually thereafter if elected, each principal officer and member the UIA Bureau and UIA Council shall sign a statement that affirms such person:

- a.** Has received a copy of the conflicts of interest policy;
- b.** Has read and understands the policy;
- c.** Has agreed to comply with the policy; and
- d.** Understands the UIA is a non-profit organization and, in order to maintain its status, it must engage primarily in activities that accomplish its tax-exempt purposes.



### **Article 7**

#### **Periodic reviews**

To ensure the UIA operates in a manner consistent with tax-exempt purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a.** Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the UIA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further legitimate purposes, and do not result in inurement or impermissible private benefit.

### **Article 8**

#### **Use of outside experts**

When conducting the periodic reviews as provided for in Article 7, the UIA may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Bureau of its responsibility to ensure that periodic reviews are conducted.

