



NAM HWA OPERA LIMITED
UEN NO. 201504648M
CONFLICT OF INTEREST POLICY

Updated: 31 October 2017
Version: 1.0

1. PURPOSE

- 1.1. As members of Nam Hwa Opera Limited (henceforth known as ‘the Charity’), we have an obligation to act in the best interest of the Charity. Hence, we need to avoid situations where there may be real, potential or perceived conflicts of interest, which may arise where a member’s personal or family interest conflicts with those of the Charity.
- 1.2. Such conflicts may create problems that may result in the following:
 - 1.2.1. Cause damage to the Charity’s reputation which may lead to its inability to sustain operations;
 - 1.2.2. Influence the members’ judgement and compromise objectivity when conducting the Charity’s affairs;
 - 1.2.3. Restrict free discussion, thus resulting in decisions or actions that are not in the interest of the Charity; and
 - 1.2.4. Risk the impression that the Charity has acted improperly.
- 1.3. This Policy aims to protect both the Charity and its members from any appearance of impropriety.

2. DEFINITIONS

- 2.1. “Charity” refers to the charity named as the issuer of this document.
- 2.2. “Member” refers to a board member or committee management member or staff member or volunteer member of the Charity.
- 2.3. “Policy” refers to the Conflict of Interest Policy.
- 2.4. “Interest” means any commitment, investment, relationship, obligation, or involvement, financial or otherwise, which may influence a person’s judgement. This would include:



- 2.4.1. *Direct interest* – ownership in the name of the member/staff;
 - 2.4.2. *Indirect interest* – ownership beneficially held through another investment, estate, trust of other intermediary;
 - 2.4.3. *Vested interest* – personal stake or involvement, which may or may not include an expectation of financial gain; and
 - 2.4.4. *Deemed interest* – a member/staff is deemed to have an interest which his/her spouse/domestic partner holds an interest
- 2.5. A *conflict of interest* arises when the personal interests of the member/staff may potentially interfere with the performance of his/her duties in the charity. When actual, potential or perceived conflict of interest arises, the integrity, fairness and accountability of the person may be affected, which could impede the best interest of the charity.

3. DECLARATIONS OF INTEREST

- 3.1. In view of the stated purpose of this policy, all Members of the Charity will need to abide by the following:
- 3.1.1. All Board and Committee Members of the Charity are to declare their interests, and any gifts or hospitality received in connection with their role in the Charity;
 - 3.1.2. All Staff Members of the Charity are to declare when any transaction to be effected may result in a Conflict of Interest.
- 3.2. A Declaration of Conflict of Interest form is provided at Annex 1 for this purpose. The types of interest to be declared will include, but not limited to the following:
- 3.2.1. Members who have friends or other personal or business relationships must carefully consider whether those relationships create conflicts of interest with their entrusted role in the Charity. Examples include:
 - a) hiring a relative or friend as an employee or vendor,
 - b) buying or selling goods or services from / to a family business for which others might compete,



- c) having a personal relationship where there is an immediate reporting relationship,
- d) volunteering, accepting part-time or project-based engagements, and/or having memberships in any other charities or arts-related outfits, or
- e) receiving goods/services as beneficiaries.

3.2.2. Members must disclose any outside activities, financial interest or relationship that may pose a real, potential or perceived conflict of interest. Disclosures are to be made to the Board/Management Committee in writing, with the required approval obtained before accepting any position as an officer or director of an outside business, or before accepting any external engagement with other charities or arts-related outfits.

3.3. To be effective, the declaration of interests needs to be updated in written form at least annually and also when any changes occur.

3.4. Where there is uncertainty as to whether there is a need to declare, or whether/when the Members' declarations need to be updated, Members are to clarify matters with the Management Committee or the Board.

3.5. All disclosure of interest made by members and decisions made by the Board/Management Committee of the charity on such matters will be recorded, updated and filed with the Company Manager of the Charity.

4. OPERATING PROCEDURES

4.1. If the Board needs to make a decision on an issue where the Board member(s) has/have an interest, it is the responsibility of the Board member(s) to:

- 4.1.1. Identify the potential conflict of interest;
- 4.1.2. Not participate in discussion of the programme or motion being considered; and



- 4.1.3. Not vote on the issue.
- 4.2. If the Board needs to make a decision on an issue where the Board member(s) has/have an interest, it is the responsibility of the Board to ensure that:
 - 4.2.1. All decisions are made by vote, with a 50% majority required based on the presence of a quorum; and
 - 4.2.2. Interested board members must not vote on matters affecting their own interest.
- 4.3. It is the responsibility of the Management Committee, Board and Charity to:
 - 4.3.1. Only decide to hire or contract with any vendor if they are the best qualified individuals available, specific to the artistic direction of the project. This decision shall not be influenced in any way by the fact that a Member has an interest in the contract.
 - 4.3.2. Record in the minutes of the Management Committee and Board Meeting the potential conflict of interest, and the use of the procedures and criteria of this policy.
- 4.4. It is the sole responsibility of any Member of the Charity to report any possible real, potential or perceived conflict of interest. If it is an oversight of the Charity, the Member shall promptly inform the Charity that he has been put in such a position of conflict of interest.
- 4.5. No Member of the Charity shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the Charity. Each individual shall disclose to the Charity any personal interest, which he or she may have in any matter pending before the organisation and shall refrain from participation in any decision on such matter.
- 4.6. Any Member of the Charity shall identify his or her affiliation with any agency, organisation or vendor where there is a Conflict of Interest;



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further, he or she shall not participate in the decision affecting that agency.

- 4.7. Any Member of the Charity or its Consultants/Business Partners shall refrain from obtaining any list of clients for personal or private solicitation purposes at any time during the term of their affiliation.
- 4.8. A Member of the Charity may, however, participate in discussions from which he/she may indirectly benefit, for example where the benefits are universal to all users.
- 4.9. The Board and Management of the Charity shall have the right to suspend any involvement of any Member when it has come to their attention that a potential actual or perceived conflict has arose, but has not been voluntarily disclosed by the relevant Member.

5. VIOLATIONS

- 5.1. Any violation will result in discipline, up to and including termination from employment or removal from the board, management committee or expulsion from being a volunteer member of the charity.

Prepared by: Edlyn
Ng
Company Manager

Reviewed by: Toh Lim Mok, JP,
BBM(L)
President and CEO

Approved by the Board on this date:
Endorsed by:

16 March 2018
Datuk Sri Teo Kiang Ang, PBM
Chairman



ANNEX 1

**CONFLICT OF INTEREST DISCLOSURE STATEMENT
NAM HWA OPERA LIMITED**

With regard to my service as a Board / Management Committee / Staff
(*delete where appropriate) member of Nam Hwa Opera Limited, UEN No.
201504648M, this is to declare that I, except as described below, am not now
nor at any time during the past year have been:

1. A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with Nam Hwa Opera Limited, which has resulted, or could result in personal benefit to me.
2. A recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organisation engaged in any transaction with Nam Hwa Opera Limited.

Any exceptions to (1) or (2) are stated below with a full description of the transactions and of the interest, whether direct or indirect, which I have (or had during the past year) in the persons or organisations having transactions with Nam Hwa Opera Limited.

I would like to report the following potential conflict of interest:

- I am affiliated¹ to another charity;
- I am affiliated to any vendor, supplier, or any other party providing or bidding for providing services, having a direct or indirect interest in any business transaction(s), agreement, investment with Nam Hwa Opera Limited;
- I have business dealings or transaction with a vendor, supplier or any other party, which could result in benefit to me;

¹ Affiliated refers to the following: Spouse, domestic partner, child, mother, father, brother or sister or close associates; any corporation, business or non-profit organisation of which you are serve as staff , officer, board member, partner, participate in management or are employed by; any trust or other estate in which you have a substantial interest or as to which you serve as a trustee or in a similar capacity.



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- I, or person(s) I have affiliation with, have interest in purchasing services from Nam Hwa Opera Limited;
- I am affiliated with any staff of Nam Hwa Opera Limited in the following relationship: _____;
- Affiliated person(s) involved is a party to or have an interest in any pending legal proceedings involving Nam Hwa Opera Limited;
- Others: _____

Please elaborate on the potential conflict arising from the above situation with regards to the transaction concerned (e.g. nature of service/ transaction, if affiliated person involved, the identity of the affiliated person and your relationship with that person):

I hereby confirm that the disclosure(s) made above are complete and correct to the best of my information and belief.

I shall not be participating in the discussion and decision making of this matter.

I agree that if I become aware of any information that might indicate that this disclosure is inaccurate or that I have not complied with the conflict of interest policy, I will notify the Chairman of the Board or the President of the Management Committee immediately.

Signature

Name & Designation

Date