

*This document cancels and replaces the issue dated November 2020*

The Regulations set out below were made by the Board in accordance with the following Company Article:

**17 Quorum for directors' meetings**

**17.2** For the purposes of any meeting (or part of a meeting) held pursuant to Article 20 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s) the quorum for such meeting (or part of a meeting) shall be one Eligible Director.

**20 Directors' conflicts of interest**

**20.1** A person other than the Chief Executive Officer holding a paid appointment with the Company or a person connected in any way with the manufacture, sale or endorsement of table tennis equipment or with consultation on such equipment may not be a director of the Company.

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**1. Policy Content**

- 1.1. This Conflict of Interest Policy ("the Policy") defines conflicts of interest that may apply to relevant persons and groups operating within the remit of / in a contractual relationship with Table Tennis England ("TTE") and sets out the process for those conflicts of interest to be identified, managed, recorded and reported.
- 1.2. 'Business Interests' are included as relevant interests falling within the scope of the Policy which may or may not give rise to a conflict.
- 1.3. The Policy takes account of UK legislation including the Companies Act 2006, the Sport England & UK Sport Code for Sports Governance, TTE's Articles of Association, as well as sport-sector best practice guidelines.
- 1.4. Appendix 1 to the Policy includes a Declaration of Interests Form.

**2. Policy Scope:**

- 2.1. The Policy applies to individuals and groups who can influence decision making within Table Tennis England and have a personal, professional, institutional or family interest (whether of a financial or non-financial nature) which may conflict with the interests they owe to their role / responsibility and those of TTE. Specifically, but not exhaustively, it applies to the following:-

- (i) Board of Directors ("the Board"),
- (ii) National Council including County Company Members,
- (iii) League Company Members,
- (iv) members of TTE committees, sub-groups and working groups ("TTE Committees"),
- (v) members of TTE Senior Leadership Team ("SLT"),
- (vi) such officials as the Board may designate,
- (vii) such other personnel as deemed relevant by the Board from time to time.

### 3. Policy Purpose:

- 3.1. In accordance with the Sport England & UK Sport Code for Sports Governance, the Policy formalises the requirement that all parties who fall within its scope act at all times in the best interests of TTE and conduct themselves with inclusivity, integrity, transparency, and in an ethical manner.
- 3.2. The presence of a conflict of interest is not an issue per se, though must be declared for an assessment to be made so it can be managed appropriately, and the Policy is designed to support this process.
- 3.3. The purpose of the Policy is to safeguard the performance and reputation of TTE, as well as protect the organisation and the groups / individuals covered in Clause 2.1 from any impropriety or appearance of impropriety.

### 4. Definition of Relevant Interests

- 4.1. Interests are defined as: -
  - 4.1.1. **Direct financial interests:** where an individual stands to gain direct financial benefit from a decision. Examples would include an owner, shareholder or principal in a company that sponsors TTE or supplies or manufactures table tennis equipment or any product or service that is or may be specifically used to support table tennis.
  - 4.1.2. **Indirect financial interests:** where a close relative of an individual stands to benefit financially from a decision as above.
  - 4.1.3. **Non-financial interests:** where an individual receives no financial benefit from a decision but continues to be influenced by external factors. This includes interests arising from membership of clubs and other organisations involved in table tennis. Another example would be the parent or coach of a player in the talent pathway.
  - 4.1.4. **Personal conflicts / Conflicts of loyalty:** where an individual may have competing loyalties between TTE to which they owe a primary duty by virtue of their role / responsibility, and some other person or entity (e.g. their family, teammates, other close connections with those in key TTE roles) that could influence a decision. An example would be a Director of TTE who, via a committee in which they participate, is privy to confidential or sensitive information relating to a member with whom they have a close connection.

- 4.1.5. **Business interests:** where an individual holds a directorship, partnership, trusteeship, governance role, or other employment with businesses in the sport sector, undertaken as voluntary or for remuneration.
- 4.2. The business of TTE invariably means that many administrators and volunteers will receive some form of benefit (financial and/or non-financial) from TTE. Non-exhaustive examples include a coach or a tutor receiving a fee, an administrator of a club or league that receives a grant, a player who is seeking selection or receives prize money. Such conflicts of interest need to be managed appropriately.
- 4.3. The potential for a conflict of interest may arise in relation to individuals where they are fulfilling more than one role<sup>1</sup> in a competition / event context. It is expected that individuals will consider any potential conflict of interest and manage that risk accordingly, including adherence to any competition rules and consulting with the relevant lead (e.g., line manager, committee lead).
- 4.4. A person other than the Chief Executive Officer who has a direct financial interest in TTE is not eligible to be a Director (see Article 20 of the Articles of Association).
- 4.5. In all other cases, an individual with a potential conflict of interest is eligible to hold a position on groups such as National Council, TTE Committees or SLT, but must declare and manage that conflict of interest in accordance with this Policy.

## **5. Specific obligations for TTE's Board of Directors**

- 5.1. The Companies Act 2006 imposes legal duties on directors of companies due to their status within a company. Section 175 specifies a general duty on directors to avoid conflicts of interest. Section 176 states a general duty not to accept benefits from third parties. Furthermore, directors must act in the best interest of the organisation. These legal duties apply equally however a director was recruited to the Board.
- 5.2. TTE directors must also adhere to Article 17.2 and Article 20 of TTE's Articles of Association regarding management of conflicts of interest.
- 5.3. Acting in the best interests of the TTE includes disclosing to the Board (and in the annual written declaration) any other significant commitments that might affect the ability to participate or make decisions without bias. This is an ongoing obligation throughout a director's term of office.
- 5.4. All TTE directors must remain alert to the fact that whatever information they acquire in

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<sup>1</sup> Examples of roles include Player, Coach, Referee, Umpire, Tournament Organiser, League or County Officer, volunteer, sponsor, supplier; where they are being undertaken within a Club, League, County or unaffiliated environment.

their role should remain confidential and not be used to the advantage of themselves, an external individual, or entity.

- 5.5. The Chair of TTE’s Board of Directors has an important role in leading the Board, including responsibility for proactively managing conflicts of interest.
- 5.6. The agenda for each Board meeting which is led by the Chair shall include a standing item for declaration of interests. Any information should be documented in the minutes of the meeting and, if relevant, updated on the central Declaration of Interests Register.
- 5.7. The onus of keeping an up-to-date record of their conflicts of interest lies with an individual director.

## 6. Process for declaring interests

- 6.1. TTE maintains a central Declaration of Interests Register (the Register’’) in which shall be recorded all relevant interests of the individuals and groups defined at Clause 2.1 of this Policy. The Register will be updated annually on receipt of the annual written declaration or when interests / conflicts arise.
- 6.2. The Declaration of Interests Form at Appendix 1 to this Policy is the requisite document for individuals to declare a conflict of interest (including the annual declaration), whether the conflict is real or perceived. Instructions for completing the form are included at Appendix 1.
- 6.3. A conflict of interest must be declared at the earliest opportunity. In some circumstances, an individual should withdraw from discussions and decisions relating to the conflict (see also Clause 7 ‘Managing a Conflict of Interest within meetings’).
- 6.4. An annual written declaration should be completed by the groups set out in the following table and maintained by the designated person, as directed by the Chair or CEO.

<b>Completed by:</b>	<b>Maintained by:</b>
Board of Directors	<u>Director of Operations</u>
<u>County Company Member</u>	Chair/Secretary of National Council
<u>League Company Member</u>	<u>Director of Operations</u>
TTE Committees	Chair/Secretary of each committee
SLT	<u>Director of Operations</u>
<u>Such officials designated by the Board</u>	<u>As directed by the Chair of the Board/CEO</u>
<u>Such personnel deemed relevant by the Board</u>	<u>As directed by the Chair of the Board/CEO</u>

- 6.4.1. New individuals who fall within the groups listed in Clause 2.1 are required to complete a Declaration of Interests Form on appointment and must inform the relevant maintainer when changes occur.
- 6.4.2. The annual declarations must be completed and forwarded to the Governance team by 1<sup>st</sup> April each year for updating on the central Declaration of Interests Register.
- 6.5. At any other interval outside of the annual declaration (i.e. as matters arise), should an individual falling with the Scope of this Policy become aware of a conflict of interest that affects the interests they owe to their role / responsibility, they must complete the Declaration of Interests Form at Appendix 1 to this Policy and submit to [help@tabletennisengland.co.uk](mailto:help@tabletennisengland.co.uk) for assessment.
- 6.6. Should an individual's conflict of interest be deemed suitable for inclusion in the Register, they shall have an entry made in the central Register; if there are no interests to disclose, the individual shall certify accordingly and the entry in the Register shall show 'None'.
- 6.7. Entries in the central Declaration of Interests Register may be inspected only by a person in relation to their specific entry in the Register.
- 6.8. If further guidance is required in relation to the Policy, please contact [help@tabletennisengland.co.uk](mailto:help@tabletennisengland.co.uk).

## **7. Guidance for managing a conflict of interest at meetings**

- 7.1. It is best practice that at least three of the people on a decision-making committee are neither related to, nor cohabiting with, other committee members.
- 7.2. If a conflict of interest arises during a meeting, the individual who has a conflict of interest shall be obliged to declare his or her interest ("the conflicted individual").
- 7.3. If a conflicted individual fails to declare an interest which is known to any other individual, then such other person may declare that interest.
- 7.4. The conflicted individual shall not be involved in any decision relating to a matter in which he or she has a material interest, except with permission of the meeting in which the matter arises and in accordance with this Policy.
- 7.5. The relevant meeting shall decide (by way of majority vote of non-conflicted members) which of the following options should be taken, such decision to rest on the judged degree and significance of the conflict: -

- 7.5.1. The individual should leave the meeting while the item is being discussed.
- 7.5.2. The individual should be allowed to remain in the meeting while the item is being discussed but should not be allowed to take part in the discussion or vote.
- 7.5.3. The individual should be allowed to speak on the item but should not vote.
- 7.5.4. The individual should be allowed to speak and vote on the item.

7.6. All decisions under a conflict of interest will be recorded and reported in the minutes of that meeting. The report will record:-

- 7.6.1. the nature and extent of the conflict;
- 7.6.2. the outline of the discussion;
- 7.6.3. the actions taken to manage the conflict; and
- 7.6.4. whether the person concerned was permitted to participate in consideration and vote on the matter in respect of which the conflict arose.

## **8. Third Party Disclosures**

- 8.1. Whilst it is expected that individuals will voluntarily declare any conflict of interest applying to themselves (a higher standard is imposed on Directors of TTE), there may be circumstances where a person becomes aware of a conflict of interest affecting another and it has not been declared by the conflicted individual or properly managed.
- 8.2. In such circumstances, the person who becomes aware can report their concern to the conflicted individual's line manager or to [help@tabletennisengland.co.uk](mailto:help@tabletennisengland.co.uk) in the best interests of the organisation.

## **9. Breach of the Conflict of Interest Policy**

- 9.1. A breach of this Conflict of Interest policy will be referred to the Governance and Risk Committee ("GRC"). Upon considering all the facts, the GRC may issue a warning or may refer it to the Board with recommendations. The GRC may recommend that an individual or group whose breach is material, deliberate and/or considered to be serious (as determined by the GRC) be declared ineligible from holding a position within the governance of Table Tennis England, either permanently or for a certain period of time.

## **10. Data Protection**

- 10.1. Personal information provided will be processed in accordance with the Table Tennis England Privacy Policy and relevant data protection legislation (GDPR). Data will be processed only to ensure that the individuals and groups falling within the Policy Scope act in the best interests of TTE. The information provided will not be used for any other purpose.

## APPENDIX 1

### DECLARATION OF INTERESTS FORM

Please read the Guidance Notes overleaf before filling in the form.  
Then complete sections 1 to 5, then READ AND COMPLETE THE DECLARATION in section 6 with your signature.

1. Forename(s):	Surname:																
2. Address:																	
Postcode:																	
3. Status in TTE:																	
<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="padding: 5px;">Group</th> <th style="width: 5%;"></th> </tr> </thead> <tbody> <tr> <td style="padding: 5px;">Board of Directors</td> <td></td> </tr> <tr> <td style="padding: 5px;">County Company Member</td> <td></td> </tr> <tr> <td style="padding: 5px;">League Company Member</td> <td></td> </tr> <tr> <td style="padding: 5px;">Member of TTE Committee (please specify which):</td> <td></td> </tr> <tr> <td style="padding: 5px;">Senior Leadership Team (SLT)</td> <td></td> </tr> <tr> <td style="padding: 5px;">Other official</td> <td></td> </tr> <tr> <td style="padding: 5px;">Other (please specify):</td> <td></td> </tr> </tbody> </table>	Group		Board of Directors		County Company Member		League Company Member		Member of TTE Committee (please specify which):		Senior Leadership Team (SLT)		Other official		Other (please specify):		
Group																	
Board of Directors																	
County Company Member																	
League Company Member																	
Member of TTE Committee (please specify which):																	
Senior Leadership Team (SLT)																	
Other official																	
Other (please specify):																	
4. Occupation:																	

5. Relevant Interests:

Category		Please give details of the interest
Direct financial interests		
Indirect financial interests		
Non-financial interests or personal conflicts		
Conflicts of loyalty		
Business interests		

6. Declaration:

I DECLARE that the information shown above is correct and complete as at the date in box 6b and that I have no interests other than what has been declared in this form in accordance with Table Tennis England's Conflicts of Interest Policy. I give my consent for the data to be used for the purposes described in the Conflict of Interest policy and for no other purpose. I understand that I must notify the Governance Team at Table Tennis England via [help@tabletennisengland.co.uk](mailto:help@tabletennisengland.co.uk) if there is any change in the information shown above.

**Additional statement for annual declarations only:**

I undertake to update as necessary the information provided, and to review the accuracy of the information annually. I confirm that I have provided a copy of this form to the designated person identified at clause 6.4 of the Conflict of Interest Policy.

I am submitting an Annual Declaration of Interests YES ☐ NO ☐

6a. Signature:

6b. Date of Signature:

*For internal use:*

7a. Date form received by Table Tennis England Governance Team:	7b. Governance Team signature:
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## Guidance Notes for completing the Declaration of Interests Form

- A. It is recommended that the form is completed electronically as this will allow for text to be entered without restriction.
- B. The Conflict of Interests Policy defines the relevant persons and groups who are required to declare any relevant interests that may give rise to a conflict, whether real or perceived. The defined list is represented in **section 3 of the form ('Status in TTE')**, and you must tick the relevant box in the table to indicate which of the categories you come within.
- C. In **section 4 ('Occupation')**, you must state your current role.
- D. Clause 4.1 of the Conflicts of Interests Policy defines the categories of relevant interests that must be declared. In ~~box~~ **section 5 ('Relevant Interests')** you must tick the box in the table for the category that applies and provide details of the relevant interest.
- E. In **section 6 ('Declaration')**, you are required to read and agree the statement, then provide your signature at **6a** and date of signature at **6b**. Please note there is an additional statement to review and agree (**'Additional statement for annual declarations only'**) if you are submitting an annual declaration. Clause 6.4 of the Conflicts of Interest Policy specifies the groups that must complete an annual declaration.
- F. Please do not complete **section 7a/7b** as this is for Table Tennis England's internal use.
- G. Once the form has been fully completed:
  - If you are submitting an annual declaration, you must share the form with the designated person (defined in clause 6.4 of the Conflicts of Interests Policy) who must then send the form to the Governance Team at [help@tabletennisengland.co.uk](mailto:help@tabletennisengland.co.uk).
  - In all other cases, you must submit the form to [help@tabletennisengland.co.uk](mailto:help@tabletennisengland.co.uk) for assessment.
- H. Any changes in the information given in the Declaration of Interests Form, whether additions or deletions, must be notified to the Governance Team via [help@tabletennisengland.co.uk](mailto:help@tabletennisengland.co.uk).