

invest**Logan**



MANAGING CONFLICTS OF INTEREST GUIDELINE

OUR ROLE

investLogan is an independent property development and investment company that is 100 percent owned by the Logan City Council. It was established to develop and/or invest in strategic projects in Logan that will not only deliver an investment return to the city but will also act as a catalyst for further investment. We contribute to the city's economic growth, wealth and create social and community benefit through building long term partnerships with private and public stakeholders.

Together we're creating a leading and visionary design driven entity, bringing investment in the City of Logan and returning benefits to our residents in a more people centric way.

Because we are not only a development company but also a local government beneficial enterprise, investLogan will inevitably be the focus of community interest and scrutiny.

investLogan takes conflicts of interest and their management very seriously. This Guideline will assist Directors' and Employees' in the identification and management of conflicts.

This Guideline:

- outlines investLogan's role;
- defines and explains different interests and conflicts; and
- provides a framework for identifying and managing conflicts of interest.

The Guidelines will be reviewed each year and updated (as necessary) to include new or emerging issues.

WHAT IS A CONFLICT OF INTEREST?

Our Conflict of Interest and Related Party Transaction Policy says a conflict of interest occurs when a Director or employee's interests conflict with their responsibility to act in the best interests of the company for the proper purpose. Interests include private/personal interests; pecuniary interests; as well as those of family, friends, or other organisations that the Director or Employee may be involved with or have an interest in. It may also include a conflict between a Director or employee's duty to investLogan and a duty that the Director or Employee may have to another company. A conflict of interest may be actual, potential, perceived or material.

A conflict may also arise in relation to conflicting duties, where a Director or Employee has competing duties, for example to act in the best interests of another entity or in the performance of duties with another entity.

A conflict of interest may be actual, potential or perceived and arises where a Director or Employee's decision-making capacity and/or impartiality has been undermined, has the potential to be undermined or may be perceived to be undermined by other interests, thereby compromising their neutrality and independence.

Directors of the company are required to comply with the requirements of the *Corporations Act 2001* concerning the disclosure and appropriate management of transactions which involve their interests.

Related party transactions commonly involve conflicts of interest because related parties are often in a position to influence the decision of whether the benefit is provided to them.

Related-party transactions are not un-common in business. While these types of transactions are legal, the special relationship inherent between the involved parties creates potential conflicts of interest and will be managed in accordance with the regulations and adopted Policy.

Please refer to the Policy for further information.

TYPES OF CONFLICTS

Actual Conflict of Interest

There is an actual and direct conflict between the personal interests of a Director or Employee and the performance of their duties and responsibilities.

Perceived Conflict of Interest

It is, or may be, perceived that a Director's or Employee's personal interests could influence the performance of their duties and responsibilities - whether or not that is the case. A perceived conflict of interest may be enough to undermine a third party's confidence in investLogan and the Board's performance of its role.

Potential Conflict of Interest

A Director or Employee has personal interests that could interfere with the performance of their duties and future responsibilities.

TYPES OF PERSONAL INTERESTS

Pecuniary Interests

Involve actual or potential financial gain or loss. A conflict arises when a decision will affect the pecuniary interests of a Director or Employee. Interests may result from owning property, shares, accepting gifts or other sources of income or interests.

Non-Pecuniary Interests

Do not have a financial or material aspect. They may arise where the Director or Employee, a family member or other person or entity with whom the Director or Employee has a relationship may or does obtain a non-financial benefit or suffers a detriment from a decision of the Company or the Board. This may include decisions relating to social, cultural or other activities where a Director or Employee is influenced by relationship, friendship, animosity or other personal involvement.

This Guideline outlines a broad range of conflicts of interest with some examples of conflicts and the associated consequences. These are presented in the following table and detail the:

- type of conflict;
- nature or description of conflict; and
- management of the conflict.

The table is not an exhaustive list of conflicts of interest and provides guidance on the management of conflicts of interest. It is each Director and Employees obligation to identify and declare conflicts of interest and when they occur.

CONFLICT	CONFLICT NATURE	MANAGEMENT
Shareholding, Directorship or influential position in another company	A Director or Employee has shares in a company tendering or offering to supply services to iL.	The Director or Employee would be excluded from discussion or decision making in relation to the supply.
Employment with another company	A Director or Employee is employed by another company that competes with iL or is offering to supply services to iL.	The Director or Employee would be excluded from discussion or decision making in relation to the supply.
Direct Family member	A Director or Employee family member is an owner or Director of a company that competes with iL or is offering to supply services to iL.	The Director or Employee would be excluded from discussion or decision making in relation to the supply.
Member of an association	A Director or Employee is a member of an association offering to sponsor an iL event or asking iL to sponsor the association's event.	The Director or Employee (with the agreement of the Board or CEO as relevant) may be allowed to participate in discussion but would be excluded from decision making.
Close Friend/Acquaintance with whom one meets/ talks to regularly	The Director or Employee plays in a sports team (or similar) or has a regular personal association with an Employee of a company tendering to provide services to iL.	The Director or Employee would be excluded from discussion or decision making in relation to the supply.

A related party transaction would arise where the Board is proposing to enter into a transaction with a party with which a Director or Employee has a relationship.