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Conflict of interest policy

Purpose

The Wikimedia India Chapter is a charitable organization whose Executive Committee members, officers, and executives are chosen to serve the public purposes to which it is dedicated. These persons have a duty to conduct the affairs of the Foundation in a manner consistent with such purposes and not to advance their personal interests. This conflict of interest policy is intended to permit the Chapter and its EC members, officers, and executives to identify, evaluate, and address any real, potential, or apparent conflicts of interest that might, in fact or in appearance, call into question their duty of undivided loyalty to the Chapter.

Principles

The Wikimedia India Chapter (Registered Name: Wikimedia Chapter) is an independent and not-for-profit organization that supports, promotes and educate the general Indian public about the availability and use of free and open educational content, which includes the ability to access, develop and contribute to encyclopedias, dictionaries, books, images, etc.

Policy

Executive Committee members and executives acting on behalf of Wikimedia India Chapter or sitting on Wikimedia India Chapter Executive Body should not generally participate in any decision involving a transaction in which they may have a conflict of interest.

Definitions

a. Conflict of interest

A “conflict of interest” arises if an interest or activity influences or appears to influence the ability of an individual to exercise objectivity or impairs the individual’s ability to perform his or her responsibilities in the best interests of the foundation.

b. Covered Person

“WMIN person” includes (a) Executive Committee Members, and (b) Employees (e.g. Program Director, Program Manager) acting on behalf of WMIN.

c. Associated person

“Associated person” means Wikimedia India Covered Person’s parent, spouse, domestic partner, child, brother, sister, business partner, relative, friend or person by whom the WMIN person is employed or with whom he or she is negotiating or has an arrangement concerning prospective employment.

d. Associated institution

“Associated institution” means (i) any legal entity in which a WMIN person is serving as a member of any governing body, or of which a WMIN person is an employee or a consultant; or (ii) any legal entity with which a WMIN person is negotiating or has an arrangement concerning prospective WMIN functions.

e. Executive Committee, EC member

“Executive Committee” means the committee as elected by the General Body and entrusted with responsibility of running the affairs of WMIN Chapter. The EC decides on contract or grant awards, or any other standing or ad hoc committee or panel created within WMIN. An “EC member” is any member of such a panel. The Executive Committee shall consist of:

- A. President
- B. Secretary
- C. Treasurer, and
- D. Four Members

f. Covered Transaction

Covered transactions imply any transaction between WMIN and a Covered Person, or between the WMIN and another party with which a Covered Person has a significant relationship, or between another party and the Covered Person if the transaction could reasonably be expected to impact the functioning of WMIN.

g. Membership

There shall be the following classes of members:

1. Founder Members: Members of the Society who have subscribed to and signed the Memorandum & Rules of the Society, all of who shall have voting rights.
2. Ordinary Members: Persons, including individuals and organizations, where the individuals are above 18 years of age, and whose application for membership to the Society has been approved by the Executive Committee, all of who shall have voting rights. Ordinary members may be Indian.

Situations that come under Conflict of Interest:

A variety of situations, affiliations and relationships may create potential conflicts of interest. These situations can be primarily classified under:

a. Financial conflicts

It is Wikimedia India's internal policy to limit access to financial information to professional staff and volunteers who need to process that information for WMIN functions. The Covered Person is responsible for meeting the purpose and carry out his/her responsibility with due diligence. The funds and income of the Society shall be utilized solely for the achievement of the aims and objectives of the Society and no portion of it shall be utilized for payment to the Members of the Executive Committee or the Members of the Society by way of profit, dividend, interest, loan etc., except as reimbursement of expenses incurred by them in connection with the business of the Society and as a reasonable remuneration for any specific Professional service(s) rendered if any. Besides the Covered Persons should report the 'duty entertainments' honestly and diligently following the guidelines which have been mentioned explicitly in the 'duty entertainments' policies of WMIN. The Cover Persons entrusted with financials regarding fundraising should report the exact figures to WMIN and also utilize the collected fund only for WMIN purposes and processes.

b. Political Situation

The Covered Person shall not take any decision based on any political biases and any connections which he/she might have had or are currently having with any politically affiliated institution. He/she shall carry out his/her responsibilities in a manner that will serve to further the interests of WMIN only.

c. Voting

1. Every Individual and Institutional Member of the Chapter shall have one vote and it shall be exercised in person and there shall be no proxy voting except that:
 - a. Ordinary Institutional members may appoint an Indian Ordinary Member of the Society to cast their vote on their behalf.
 - b. Foreign Ordinary Individual members may appoint an Indian Ordinary Member of the Society to cast their vote on their behalf

In case of Individual Membership, votes may be casted by postal ballot if the member in question is not present during the voting.

2. All voting for elections shall be done by secret ballot and in all these cases the person presiding over the meeting shall have a tie-breaker vote. In all other cases, voting may be by show of hands unless otherwise indicated in these Rules.

d. Self-interested funding, contracting, or hiring

Covered Persons must not use their position in an organization to influence a decision to provide funding to another organization where they (or their business partner or family member) have a financial ownership interest; or give a job to a friend, business partner, or family member without going through the normal hiring process.

e. Improper influence

Covered Persons must not accept a personal benefit (such as money, job or a personal favor) in exchange for influencing their organization activities or promoting another person or entity's interests in the organization.

f. Misuse of information or property

Covered Persons must not use information or property they have access to at the organization, which others do not, for a personal benefit (such as money, job or a personal favor).

g. Accepting undue benefits

Covered Persons must not accept a significant gift or favor that puts him/her under obligation to the person who gave it to them.

Procedure for disclosing and dealing with conflicts of interest for Covered Person:

When a Covered Person becomes aware of a proposed Covered Transaction, he or she has a duty to take the following actions:

- immediately disclose the existence and circumstances of such Covered Transaction to the organization's Executive Committee in writing
- refrain from using his or her personal influence to encourage the organization to enter into the Covered Transaction
- physically excuse himself or herself from any discussions regarding the Covered Transaction except to answer questions, including Executive Committee discussions and decisions on the subject

Disciplinary action for non-disclosure:

1. A panel member at the beginning of the first meeting of the Panel shall read this policy and shall sign the attached Conflict of Interest Statement (see Appendix).
2. Any conflict of interest shall be disclosed by the panel member to the Panel immediately s/he becomes aware of its existence or aware that it may arise.
3. Any other person participating in the meeting of the Panel (in whatever capacity, whether a member of the Panel or an observer) having information regarding any conflict of interest shall immediately report it to the Panel.
4. It is the duty of the Panel (in the absence of the panel member) to review these disclosures and to decide by majority vote (the Chair having the casting vote in the event of a tie) whether a conflict of interest exists or may arise, and to decide whether to issue a waiver defining the extent to which that panel member may participate in any discussion of the issue that has given rise to the conflict.
5. Where the panel member failed to disclose a conflict of interest reported to the Panel by any other person, s/he shall withdraw from the Panel.
6. The quorum of the Panel's meeting shall not include the panel member, with regard to the matter in respect of which he or she has a conflict of interest. This means that the panel member may not vote on that matter.

Where obliged by a legal agreement with a donor, WMIN shall report a conflict of interest to the donor after all necessary and relevant investigations and decisions have been made.

In the event of a Panel becoming aware of a potential conflict of interest only after a decision has been made, the Chair of the Panel may, if reconvening the Panel is not practical, declare the decision null and void. However, where possible the Panel shall reconvene to consider the potential conflict in accordance with this Policy. If the Panel determines that a conflict exists, the members of the Panel shall further determine whether the decision of the conflicted member would have affected each of their votes. If each panel member determines that his or her vote would not have been affected, the initial decision will stand. However, if any member states that their vote would have been affected, the vote will be retaken with each affected vote being reversed.

Examples of actual and potential conflicts of interest:

The following examples generally create a potential for a conflict of interest:

Chapter members sit on a Wikimedia advisory committee, such as the Funds Dissemination Committee, and decide a matter that impacts their chapter.

- In this example, the chapter member has a potential conflict between their duty to the Wikimedia board and the chapter, which are two separate entities. In this case, the committee member should manage the potential conflict by recusing from any decisions that may affect their chapter.

Chapter officials (e.g., President) uses his title to achieve private gain, like sending an official chapter email to ask for a grant to an organization that his wife heads up.

- This presents a potential conflict between the personal interests of the official and their duty to their chapter. Even if the chapter official discloses the private gain to the chapter's Executive Committee, he or she (or his or her family) must not receive any personal benefit.

The Wikimedia Foundation seeks to enter a contract with an EC member's employer.

- The EC member has a personal interest (their employer's financial interest) that may compete with their role on the EC. Therefore, under the [WMIN's conflict of interest policy](#), the interested EC member must be recused from any decisions about the contract.

The following examples generally do not present conflict of interest issues:

EC members decide on procedural matters that may affect their seat on the EC (e.g. changing the number of seats on the EC or selecting EC officers).

- EC members have an obligation to vote on decisions that will affect the overall structure of the organization, even if it may have some consequences for their position within the organization. EC members may not need to be recused from these decisions, although they should make a decision in the best interest of the organization, and not their own personal interest.

Committees within a single organization working together.

- Communications among staff and committees of an organization are not precluded by a conflict of interest, simply because of the focused mandate of the committee or staff. The WMIN staff and committees are required to serve the same mission, ultimately report to the EC, and do not have competing interests.

Decisions affecting an acquaintance or casual friend.

- If the relationship is nothing beyond a general acquaintance, and there is no exchange of goods of value or exchange of promises, recusal is normally not necessary. Working with people we

already know is merely evidence of a strong network, which is a positive thing for our movement.

Appendix to conflict of interest policy

CONFLICT OF INTEREST STATEMENT FOR PANEL MEMBERS

(For completion by all Panel members)

I have read and understood Wikimedia India's Conflict of Interest Policy and declare that I will abide by the procedures outlined in that policy.

Signed Date:

Name

Title

Organisation

Address

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By filing this form you agree to Wikimedia India retaining this Declaration for as long as it is relevant and necessary for it to do so.