

# Conflict of Interest Policy

*Updated on Jan 16, 2022*

Quantum Photonics Club Corp. (QP) requires each of its personnel to avoid conflicts between personal interests and the interests of QP and to exercise his or her best objective judgment in acting on QP's behalf at all times.

Harm to QP may occur when QP personnel benefit from the receipt of a personal benefit from a third party with which QP has an actual or potential business relationship. These harms may include, but are not limited to:

- An actual conflict with QP's interests;
- The denigration of or embarrassment to QP;
- A violation of state or federal law or ethical principle; or
- An actual or perceived breach of that person's duty of undivided loyalty QP.

This Conflict of Interest Policy is designed to provide guidance to QP personnel about how to handle possible personal benefits offered to them and to assist QP in preventing any resultant harms to the organization and its members.

1. **General Approach.** In general, QP's approach is to require disclosure of any personal benefits (as described below) so that the Board of Directors is aware of potential conflicts or other harms to the organization and can take appropriate action.
2. **Persons Covered.** The term "QP personnel" includes members of the Board of Directors, non-Board officers, and staff of QP and volunteers acting on behalf of QP.
3. **Personal Benefits.** Personal benefits include financial or other emoluments of any kind received in connection with work performed on behalf of QP (exclusive of any compensation from QP). This term includes benefits received by QP personnel and their friends, family members, or businesses with which they are closely associated.
4. **Board Member and Officer Disclosure.** Prior to approval of any contract for the purchase of goods or services by QP, members of the Board of Directors and non-Board officers of QP shall disclose all personal benefits received from or relationships to the vendor of those goods or services. These benefits include, but are not limited to, any gifts or other emoluments (e.g., free airfare, ground transport, food, lodging, or entertainment) received in connection with possible visits. If a QP Board member or non-Board officer fails to disclose a personal benefit or relationship to the Board of Directors, each other QP Board member or non-Board officer who is aware of the personal benefit or personal relationship is obligated to report it to the Board.
5. **Procedures and Possible Actions.** When a Board member or non-Board officer (a) discloses to the Board of Directors the receipt of a personal benefit or reports to the Board of Directors the receipt of a personal benefit by another Board member or non-Board officer or (b) fails to disclose or report to the Board the receipt of a personal benefit, the Board shall take appropriate action. Possible actions include, but are not limited to, determining that no conflict of interest results from the receipt of the personal benefit, declining to enter into a contract with the vendor from whom the benefit was received, asking the recipient to

return the personal benefit to the donor, prohibiting the future receipt of all or some personal benefits by the person who received the benefit or who failed to report receipt of the benefit, or removing from the Board or any other position with QP the person receiving the benefit or failing to report the benefit.

6. Annual Report. QP personnel shall promptly disclose receipt of any personal benefit simultaneously to all Board members. The QP Compliance Officer shall maintain all such disclosures. The Board of Directors shall discuss these items at least once per year at a meeting of the Board. These disclosures shall be made available upon request.

Quantum Photonics Club

# Quantum Photonics Club Corp. (“QP”)

## Acknowledgment of Conflict of Interest Policy

I have been provided with, have read, and understand my obligations under the Conflict of Interest Policy for the Quantum Photonics Club Corp..

I agree that I will, as applicable,

- as a member of the Board of Directors, non-Board officer, staff member, or volunteer acting on behalf of QP, promptly disclose to the QP Compliance Officer any personal benefit received by me or relationship of me to any QP vendor (or by my friends, family members, or businesses with which I am closely associated) in connection with work performed on behalf of QP (exclusive of any compensation from QP);
- as a member of the Board of Directors or non-Board officer, disclose to the Board all personal benefits received from or relationships to the vendor of those goods or services prior to Board approval of any contract for the purchase of goods or services by QP; and
- as a member of the Board of Directors or non-Board officer, report to the Board any personal benefit received by another member of the Board or a non-Board officer from a vendor of goods or services to QP (or relationship of such individual to a vendor of goods or services to QP) if that member fails to disclose the personal benefit or relationship to the Board of Directors.

I understand that any failure by me to comply with the Conflict of Interest Policy may result in the Board of Directors taking appropriate action.

Date: \_\_\_\_\_ Signature: \_\_\_\_\_

Name (printed): \_\_\_\_\_