

Conflict of Interest & Confidentiality Policy

Israel Magen Fund of Canada

Effective Date: February 25, 2026

Last reviewed and approved by the Board of Directors: February 25, 2026

1. Purpose

The Israel Magen Fund of Canada (IMFoC) is committed to the highest standards of integrity, transparency, and accountability. This Policy establishes clear rules and procedures to identify, disclose, review, and manage actual, potential, or perceived conflicts of interest, and to protect confidential information entrusted to IMFoC.

2. Scope

This Policy applies to all directors and officers of IMFoC, members of board committees, employees, contractors, and volunteers (collectively, "Covered Persons").

3. Governing Law and Duties of Directors

IMFoC is incorporated federally under the Canada Not-for-profit Corporations Act (CNCA). Directors and officers must act honestly and in good faith with a view to the best interests of IMFoC and exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances. Where a director or officer has an interest in a material contract or transaction with IMFoC, that interest must be disclosed in accordance with the CNCA, and the director or officer must not participate in discussion or vote on the matter, except as permitted by law.

4. Definitions

Conflict of Interest means a situation in which a Covered Person's personal, professional, or financial interests, or those of a related person or entity, could improperly influence, or reasonably be perceived to influence, their judgment or actions in carrying out their duties for IMFoC.

Conflicts may be actual, potential, or perceived. A related person includes a spouse or partner, child, parent, sibling, other close family member, or any entity in which the Covered Person or such related person has a significant interest or role.

Confidential Information means any non-public information obtained through involvement with IMFoC, including but not limited to donor information, financial data, contracts, board materials, internal strategies, personnel matters, beneficiary information, and due diligence materials.

5. Examples of Conflicts of Interest

Conflicts of interest may arise where a Covered Person: has a financial or personal interest in a supplier, contractor, or partner of IMFoC; participates in decisions affecting their own compensation or role; holds a position with another organization seeking funding from or doing business with IMFoC; receives gifts or benefits that could influence decision-making; or uses IMFoC information, opportunities, or relationships for personal or third-party gain.

6. Duty to Disclose

All Covered Persons must disclose any actual, potential, or perceived conflict of interest promptly and in good faith. Disclosures must be made upon appointment or engagement, annually thereafter, and whenever a new conflict arises, including at meetings where relevant matters are discussed.

7. Review and Decision Process

All disclosed conflicts shall be recorded and reviewed by the Board of Directors or a delegated board committee, excluding any conflicted individual. The conflicted person must leave the meeting during discussion of the matter and must not attempt to influence the decision.

The non-conflicted decision-makers shall determine whether a conflict exists and how it will be managed, and whether the proposed transaction or decision is in the best interests of IMFoC and reasonable and fair to the organization. The decision and rationale shall be documented in the meeting minutes.

8. Related-Party Transactions and Private Benefit

IMFoC shall not provide any undue private benefit to directors, officers, or other related persons. Any related-party transaction must be fully disclosed, reviewed, and approved by non-conflicted directors, supported by appropriate safeguards such as market comparisons, written agreements, and clear documentation.

9. Gifts and Hospitality

Covered Persons must not solicit or accept gifts, hospitality, or other benefits that could reasonably be perceived to influence their judgment or decision-making on behalf of IMFoC. Nominal or symbolic items may be accepted only where appropriate and must be disclosed if there is any doubt.

10. Confidentiality and Non-Disclosure

Covered Persons must keep all Confidential Information strictly confidential, use it solely for IMFoC purposes, and not disclose it to any third party without proper authorization. Confidential Information must not be used for personal gain or to benefit another organization.

These confidentiality obligations continue after a Covered Person's relationship with IMFoC ends. Upon request or upon departure, all confidential materials must be returned or securely destroyed, subject to legal retention requirements.

11. Awareness, Training, and Acknowledgement

IMFoC ensures familiarity with and adherence to this Policy by providing it to all Covered Persons upon appointment or engagement, requiring written acknowledgement and annual reaffirmation, incorporating conflict disclosures into board and committee practices, and providing reminders or training as appropriate.

12. Breaches of Policy

Failure to comply with this Policy may result in corrective action, including removal from responsibilities, termination of employment or volunteer service, or recommendation for resignation from the Board, as appropriate to the circumstances.

13. Review and Approval

This Policy shall be reviewed and approved at least every five (5) years by the Board of Directors or a board committee delegated for this purpose.