KENTE REGISTRY

GOVERNANCE POLICY · BOARD & ADVISORS

Conflict of Interest Policy

Kente Registry Limited

ADOPTED
10 October 2026

ADOPTED BY
Resolution of the Directors

VERSION
1.0

NEXT REVIEW DUE
By 10 October 2028

10 OCT 2026

Adopted on 10 October 2026. This policy was adopted by resolution of the Directors of Kente Registry Limited, Phillip Nyakpo, Senyo Kwaku Agbeblewu and Samuel Anum Adjei, and took effect on 10 October 2026, when the last Director signed. By signing, each Director also gave the acknowledgement required by section 12.

This is the full text of the policy as adopted, published for transparency. The signature page is not reproduced. The forms in Schedules 1 and 2 are shown for reference; people in scope receive working copies from the Secretary.

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1 Purpose and scope

This policy sets out how Kente Registry Limited (the Company) identifies, discloses, documents and manages conflicts of interest.

This policy applies to every person who acts for or on behalf of the Company, whether that person is located in Australia or outside Australia. It covers Responsible People, employees, volunteers, contractors, advisors, members of any committee or council of the Company, and third parties engaged by the Company, including all such persons in Ghana and in any other country in which the Company operates.

The Company's documentation work is carried out principally in Ghana by volunteer Field Officers engaged directly by the Company. The scope of this policy extends to those Field Officers and to any person they engage or rely on in the course of that work.

2 Definitions

Conflict of interest	A person's personal interests conflict, or could be seen to conflict, with their duty to act in the best interests of the Company.
Actual conflict	The conflict exists now.
Potential conflict	The conflict is likely to arise in the foreseeable future.
Perceived conflict	A reasonable person could think the person's judgement might be affected, whether or not it is. Perceived conflicts are treated as seriously as actual ones.
Material	An interest a reasonable person would consider capable of influencing the person's decision or conduct. Where there is doubt about materiality, the interest is disclosed.
Responsible Person	Each Director and the Secretary of the Company, and any other person who takes part in decisions affecting the whole or a substantial part of the Company's operations.
Related party	A person's spouse or partner, child, parent, sibling or other close family member, a member of their household, and any entity they or those people control or have a material financial interest in.
Field Officer	A volunteer or contractor engaged by the Company to carry out weaver and cloth documentation in a weaving community.
Registry decision	Any decision to accept, assess, verify, publish, amend, suspend or withdraw a weaver record, cloth record or registry identifier.

3 Principles and legal basis

Conflicts of interest are common and are not in themselves wrongdoing. They become a problem only when they are concealed, or when they are allowed to influence a decision. The Company's position is that conflicts are to be disclosed early, recorded in writing, and managed openly.

This policy gives effect to:

- **ACNC Governance Standard 5:** the duties of Responsible People, including the duty to disclose perceived or actual material conflicts of interest, to act honestly and in the best interests of the Company, and not to misuse their position.
- **ACNC External Conduct Standard 3:** the requirement to take reasonable steps to minimise the risk of corruption, fraud, bribery and other financial impropriety, and to identify and document any perceived or actual material conflicts of interest for the Company's employees, volunteers, third parties and Responsible People outside Australia.
- **ACNC External Conduct Standard 2:** record-keeping for operations outside Australia on a country-by-country basis.
- **Corporations Act 2001 (Cth) sections 191 and 195:** a Director's duty to notify other Directors of a material personal interest, and the rule that a Director of a public company with a material personal interest in a matter must not be present while the matter is considered at a Directors' meeting and must not vote on it, except as that section allows.
- **The Company's constitution:** including the requirement that a majority of Directors be unrelated to each other and have no material financial interest in a supplier, and the cultural principles and safeguards in clause 9 governing consent, attribution and non-exploitation.

Where this policy and the constitution differ, the constitution prevails.

4 Who this policy applies to

ROLE	LOCATION	IN SCOPE
Directors and Secretary (Responsible People)	Australia	Yes
Members of any committee or council of the Company, including the Cultural Advisory Council	Australia and Ghana	Yes
Field Officers carrying out weaver and cloth documentation	Ghana	Yes
Site editors and other volunteers with access to registry records	Any	Yes
Advisors to the Company	Australia and overseas	Yes

ROLE	LOCATION	IN SCOPE
Contractors and third parties engaged by the Company	Any	Yes
Employees, if and when the Company engages any	Any	Yes

The Company currently engages its Ghana-based Field Officers directly as individual volunteers. It does not operate through an overseas partner organisation. If the Company later works through a partner organisation or engages a person in another country, the Board must satisfy itself before that engagement begins that this policy, or an equivalent standard, applies to that person's work for the Company.

Every person in scope is given a copy of this policy on appointment and signs the acknowledgement at section 12.

5 Conflicts specific to the Company's work

The Company issues permanent public identifiers that attest to a weaver's standing and a cloth's authenticity. Those records carry reputational and commercial value for the people named in them. The conflicts most likely to arise in the Company's work are therefore not financial conflicts of the ordinary kind, but conflicts between a person's position in a weaving community and their role in deciding what the public record says.

The following are treated as material conflicts and must be disclosed:

1. **Kinship or household ties.** A person takes part in documenting, assessing or approving a record concerning a related party, a member of their household, or a member of their own weaving lineage.
2. **Commercial interest in cloth.** A person buys, sells, brokers, exports or takes commission on Kente cloth, or holds an interest in a business that does, where that cloth is or may become the subject of a registry record.
3. **Payment or benefit tied to an outcome.** A person is offered or receives money, cloth, goods, services or any other benefit from a weaver, household, association or buyer in connection with a submission, an assessment, or the issuing or withholding of a registry identifier.
4. **Position in a community body.** A person holds office in a weavers' association, a traditional authority, a co-operative or a community organisation whose members, rivals or interests are affected by a registry decision.
5. **Competing or overlapping venture.** A person is involved in another registry, certification scheme, documentation project or commercial venture concerning Kente or related textiles.
6. **Selection and sequencing.** A person is in a position to influence which weavers or communities are documented first, or which submissions are prioritised, and stands to gain from that ordering.
7. **Supplier and engagement decisions.** A person takes part in a decision to engage, pay or reimburse a supplier, contractor or field officer in which they or a related party have an interest.
8. **Grants, donations and partnerships.** A person has an interest in, or a relationship with, a funder, donor, institution or partner the Company is dealing with.

This list is not exhaustive. Where a person is unsure whether an interest falls within it, the interest is disclosed and the Board decides.

6 Disclosure

When to disclose. A person in scope discloses an interest:

- on appointment or engagement, before beginning work for the Company;
- as soon as practicable after the interest arises or the person becomes aware of it;
- at the start of any meeting or assessment at which the matter will be considered; and
- annually, by completing the declaration at Schedule 2, whether or not they have anything to declare.

To whom. Disclosures are made in writing to the Secretary. A Director may also disclose at a Directors' meeting, which is recorded in the minutes. A disclosure concerning the Secretary is made to the Chair; a disclosure concerning the Chair is made to the other Directors.

How, for people outside Australia. The Company does not require a particular form of words or a particular technology. A Field Officer or other person outside Australia may disclose by email, by WhatsApp message, or orally to the Secretary by telephone. Where a disclosure is made orally, the Secretary records it in writing within three business days, sends the written record back to the person, and asks them to confirm it is accurate. The disclosure is then entered in the Register of Interests. The Company accepts responsibility for creating the written record so that a person's ability to disclose does not depend on their access to email or on written English.

Where a disclosure is not in English, or where the person is more comfortable in Ewe, Twi or another language, the Secretary arranges for the disclosure to be recorded accurately, and the written record notes the language used.

Before each documentation visit. A Field Officer confirms in writing, as part of the submission record for each weaver or cloth, whether they have any interest of the kind listed at section 5 in relation to that weaver, household or cloth. A nil response is recorded in the same way as a positive one.

7 Managing a disclosed conflict

Once an interest is disclosed, the people who do not share it decide how it is to be managed. The person with the interest does not decide how their own conflict is handled.

Who decides. For a Director or the Secretary, the non-conflicted Directors decide. For any other person in scope, the Secretary decides and reports the decision to the next Directors' meeting. Where all Directors share the same interest, the Board records that fact, considers whether it can still comply with Governance Standard 5, and seeks independent advice before proceeding.

What may be decided. Having considered the nature and seriousness of the interest, whether it would realistically impair the person's judgement, the Company's purposes and resources, and the risk to public confidence in the register, the decision-maker may:

- record the interest and allow the person to continue, where the interest is not material;
- require the person to abstain from discussion or from voting;
- require the person to leave the meeting while the matter is considered;
- reassign the matter to another person;
- restrict the person's access to the relevant records or systems; or
- require the person to relinquish the interest, or to step back from the role.

Directors of a public company. A Director with a material personal interest in a matter being considered at a Directors' meeting must not be present while the matter is considered and must not vote on it, except as section 195 of the Corporations Act allows. This is stricter than the general position and applies to the Company because it is a public company limited by guarantee.

Registry decisions. Where a person has an interest of the kind listed at section 5 in relation to a particular weaver, household or cloth:

1. they do not assess, verify or approve that submission;
2. a second person with no interest in the matter carries out the assessment;
3. where no uninterested person is available in that community, the assessment is referred to the Secretary and, if necessary, to the Board; and
4. the interest and the step taken are recorded against the submission in the Company's records, and the record remains attached to that submission permanently.

Documenting a relative. The Company does not prohibit a Field Officer's community or lineage from being documented. In a weaving town, kinship with weavers is common, and a blanket prohibition would exclude exactly the communities the Company exists to record. The requirement is that the officer discloses the tie and does not assess or approve the record themselves.

8 Register of Interests

The Secretary maintains a Register of Interests covering every person in scope, in Australia and outside Australia.

For each disclosure the register records:

- the person's name and role, and the country in which they act for the Company;
- the date the interest was disclosed and the date it arose;
- the nature and extent of the interest;
- whether it is actual, potential or perceived;
- the decision taken on how it is to be managed, and by whom;
- the matters or submissions from which the person was excluded, if any; and
- the date the interest ended, where it has.

The register is reviewed by the Board at least annually, and the Board's review of overseas conflicts is recorded separately so that it can be reported on a country-by-country basis under External Conduct Standard 2.

Records are kept for at least seven years. Disclosures relating to a particular registry record are also retained with that record for as long as the record is published.

The register is available to any Director on request, and to the ACNC or another regulator on request.

9 Gifts, hospitality and benefits

The prohibition. No person in scope may solicit or accept money, cloth, goods, services or any other benefit from a weaver, household, association, buyer, supplier or any other person in connection with a submission, an assessment, a registry decision, or the issuing or withholding of a registry identifier. This applies whether the benefit is offered before, during or after the decision, and whether it is offered to the person or to a related

party. Nothing of value may be sought or accepted in exchange for a place in the register, for priority, or for a particular outcome.

Customary hospitality. The Company's documentation work takes place in people's homes and workshops, where offering food, drink or hospitality to a visitor is ordinary courtesy and refusing it can cause offence. Field Officers may accept customary hospitality of nominal value. They may not accept cloth, cash, or any item of more than nominal value, and no item may be accepted where it is linked, expressly or by implication, to the outcome of a submission.

Threshold and recording. Any gift or benefit the Company's representative reasonably values above AU$50, or the equivalent in local currency, must be declined, or where declining would cause serious offence, accepted on behalf of the Company, reported to the Secretary within seven days, and entered in the Register of Interests. The Board decides what is done with it.

Payments to officials. No person in scope may offer or make a facilitation payment or any other improper payment to a public official, a traditional authority, or any other person, in Ghana or elsewhere. This applies regardless of local practice. A demand for such a payment is reported to the Secretary.

10 Cultural Advisory Council and traditional authorities

The Company's constitution requires a Cultural Advisory Council, advisory in function, drawn so far as practicable from the Ewe and Asante weaving traditions, traditional authorities and weavers' associations.

Members of that Council will, by design, be people with standing in the communities the Company documents. That standing is the reason they are appointed, and it is also a standing interest. The Company therefore records it rather than treating it as disqualifying.

On appointment, each Council member discloses their weaving lineage, community, any office held in a weavers' association or traditional authority, and any commercial interest in Kente. Those interests are entered in the Register of Interests and reviewed annually.

A Council member takes no part in advice or deliberation on a registry decision concerning themselves, a related party, or a matter in which they hold an office with a direct interest in the outcome.

This section takes effect when the Council is established, and until then applies to any person advising the Company in a comparable capacity.

11 Breaches

Reporting a suspected breach. Any person who believes someone has failed to disclose a conflict, or has acted despite one, reports it to the Secretary, or to the Chair where the report concerns the Secretary. Reports may be made by email, by message, or orally. A person outside Australia may report in whichever language and by whichever means is practical for them.

Protection for the person reporting. A person who makes a report in good faith is not to be disadvantaged for doing so, whatever the outcome. The Company will not terminate, demote or withdraw work from a person because they made such a report.

How a report is handled. The Secretary records the report, informs the Board, and gives the person concerned a fair opportunity to respond. Where the report concerns a Director, that Director takes no part in the Board's consideration of it.

What the Board may do. Depending on the seriousness of the breach, the Board may take no further action, issue a warning, require training, restrict the person's role or access, remove them from a committee or

council, end their engagement with the Company, or refer the matter to the ACNC, to ASIC, or to the police in the relevant jurisdiction.

Affected registry records. Where a breach may have affected a registry decision, the Board arranges for that record to be re-assessed by a person with no interest in it. If the record is found to be unsound it is corrected, suspended or withdrawn, and the reason is noted in the Company's records. A registry identifier is never reassigned.

12 Acknowledgement, induction and review

Acknowledgement. Every person in scope signs an acknowledgement that they have received this policy, have had its requirements explained to them, and agree to comply with it. The acknowledgement is obtained on appointment and again whenever the policy is materially amended. Signed acknowledgements are held by the Secretary. An acknowledgement returned by email, photograph or message is sufficient.

Induction for people outside Australia. The Secretary, or a Director, goes through this policy with each Field Officer by telephone or video call at the start of their engagement, rather than relying on them to read it unassisted, and records the date that took place.

The practical requirements (disclose kinship, do not assess your own relatives' records, accept no cloth or payment, report a demand for payment) are repeated in the Field Officer's written reference materials.

Refresher. The Board reminds all persons in scope of this policy at least annually, at the same time as the annual declarations are sought.

Review. The Board reviews this policy at least every two years, and sooner if the Company's operations change materially, if a breach reveals a gap, or if the ACNC's guidance changes. The review covers whether the overseas arrangements in sections 6, 9 and 12 are working in practice, and the Board records its conclusion.

Document control

POLICY	Conflict of Interest Policy
ENTITY	Kente Registry Limited, ACN 702 314 967, ABN 49 702 314 967
VERSION	1.0
ADOPTED BY	Resolution of the Directors
DATE ADOPTED	As recorded under Adoption by the Directors
APPROVED BY	Phillip Nyakpo, Senyo Kwaku Agbeblewu, Samuel Anum Adjei
RESPONSIBLE OFFICER	Secretary
NEXT REVIEW DUE	Two years from the date adopted
APPLIES TO	All Responsible People, employees, volunteers, contractors, advisors, committee and council members and third parties of the Company, in Australia and outside Australia

SCHEDULE 1

Disclosure of interest

Use this form to disclose an interest as it arises. Send it to the Secretary. If it is easier, telephone or message the Secretary instead and they will complete it with you.

TO BE COMPLETED BY THE PERSON DISCLOSING	
Name	.....
Role in the Company	.....
Country where you act for the Company	.....
Date of this disclosure	.....
Date the interest arose	.....
Describe the interest	.....
Who else does it involve (relative, business, association, community body)?	.....
Which weaver, cloth, submission, supplier or decision does it relate to?	.....
Is it actual, potential or perceived?	.....
What do you suggest should be done about it?	.....
Signature	.....
Date	.....

FOR COMPLETION BY THE SECRETARY	
Date received	.....
Entered in Register of Interests on	.....

Decision taken, and by whom	.....
Matters the person is excluded from	.....
Date the interest ended	.....

SCHEDULE 2

Annual declaration of interests

Every person in scope completes this once a year, whether or not they have anything to declare.

Name	.....
Role in the Company	.....
Country where you act for the Company	.....
Period covered	.....

Please answer each question. Write “none” where that is the answer.

QUESTION	DETAILS
1. Are you related to, or in the same household as, any weaver, applicant or person named in a Registry record?	
2. Do you, or does a related party, buy, sell, broker or take commission on Kente cloth?	
3. Do you hold office in a weavers’ association, co-operative, traditional authority or community body?	
4. Are you involved in any other registry, certification scheme or documentation project concerning Kente?	
5. Do you, or does a related party, have an interest in a supplier, contractor, donor or partner of the Company?	
6. Have you been offered or accepted any gift, payment or benefit in connection with the Company’s work in this period?	
7. Is there anything else that could be seen to affect your judgement in your role?	

I declare that the above is accurate and complete to the best of my knowledge, and I undertake to disclose any further interest as soon as it arises.

Signature	.....
Date	.....

Kente Registry Limited is an Australian public company limited by guarantee and a registered charity with the Australian Charities and Not-for-profits Commission (ACNC), registered from 14 September 2026. This policy gives effect to ACNC Governance Standard 5 and External Conduct Standards 2 and 3.

To disclose an interest or report a suspected breach, contact the Secretary at info@kenteregistry.org.