

Schedule VI - Conflict of Interest Policy

This Conflict of Interest Policy is designed to protect the integrity of USA Dodgeball, Inc. ("USAD" or the "Organization"), to foster public confidence in its governance, and to ensure decisions are made in the best interests of USAD rather than for personal or private gain.

Definitions.

1. **Insiders** - For purposes of this Policy, "Insiders" include:
 - a. Members of the Executive Board of Directors ("Board")
 - b. Officers of USAD
 - c. Standing Committee members
 - d. Top management official, top financial official, and key employees
2. **Interest** - Any financial, business, personal, or family relationship (direct or indirect) that could impair or reasonably be perceived to impair independent judgment.
3. **Conflict of Interest** - A situation where, in the judgment of the Board, an Insider's interest reduces the likelihood that decisions can be made impartially and in the best interests of USAD.
4. **Transaction** - Any arrangement, agreement, or relationship between USAD and (a) an Insider, (b) an entity in which an Insider has an interest, or (c) a third party where an Insider could benefit.

Disclosure Obligations.

1. Insiders must disclose any actual or potential conflicts promptly upon learning of a Transaction.
2. Annual disclosure forms must be completed by all Insiders (*Annual Conflict of Interest Disclosure - Exhibit VII*).
3. Material changes must be disclosed in writing as they occur.

Review & Determination.

1. The Board (with Judiciary Committee oversight) shall determine whether a Conflict exists.
2. The Insider may provide information but shall not be present for deliberations or votes.
3. The Board may request comparability data, market studies, or independent appraisals to assess fairness.

Procedures for Addressing Conflicts. After due diligence, the disinterested members of the Board may approve the Transaction if:

1. It is fair and reasonable to USAD,
2. It is in the best interests of USAD, and

3. No better alternative exists.

Approval requires a majority of disinterested Directors present.

Recordkeeping. Minutes of Board or Committee proceedings shall include:

1. Name of the Insider(s) and nature of the interest
2. Whether a conflict was found
3. Alternatives considered
4. Comparability data relied upon
5. Deliberations and voting record (with interested persons excluded)
6. Final decision and rationale

Annual Disclosure & Compliance Statements. Each Insider must annually sign a Conflict of Interest Disclosure Statement affirming:

1. Receipt and understanding of this Policy,
2. Agreement to comply with it,
3. Disclosure of financial interests and family relationships that could create conflicts.

Statements shall be reviewed by the Secretary and reported to the Board.

Violations. If the Board has reasonable cause to believe an Insider failed to disclose, the Insider shall be informed and given an opportunity to explain.

If nondisclosure is confirmed, the Board may impose corrective action, up to suspension or removal.

Annual Review. The Board shall oversee an annual review of this Policy, considering:

1. Compliance levels
2. Continued suitability of the Policy
3. Needed modifications or improvements