



MASSACHUSETTS HOCKEY CONFLICT OF INTEREST POLICY

Officers and Directors of the corporation (Massachusetts Hockey, Inc.) shall not engage in any activity that violates their duty of loyalty to the corporation and presents a conflict of interest in their position with the corporation without disclosing the involvement in such activity to the President of the corporation and without securing approval of the involvement in such activity from the President, Board of Directors, Committee, District or Division as appropriate.

A conflict of interest exists when an individual's actions and/or relationships present the potential for improper personal gain or advantage or an unfavorable effect on the interests of the corporation as a result of the individual's position in the corporation. Conflicts of interest relate to and arise from, including but are not necessarily limited to self-dealing and interested transactions between the corporation and its Officers and Directors, the purchase and sale of goods and services, the use of corporate assets for a private benefit, the interference with or appropriation of a corporate opportunity, the acceptance of gifts, entertainment and/or favors and failure to deal fairly with the corporation and its Directors and members.

Additionally, Officers and Directors shall exercise reasonable care not to disclose confidential information acquired in their official capacity with the corporation, the disclosure of which might be adverse to the corporation, and no Officer or Director shall use confidential information for his or her own personal gain.

This conflict of interest policy shall apply to the Officers and Directors of the corporation and their family members and any other organization under their control. For purposes of this policy, a family member is a spouse, parent, child or spouse of a child, brother, sister or spouse of a brother or sister. Control exists if an Officer or Director or family member owns, directly or indirectly, at least 50% of the stock ownership or membership interests of another organization or has the right and/or ability to control the management and policies of another organization.

Officers and Directors who anticipate having a conflict of interest shall report the conflict to the President of the corporation, or to an individual or committee designated by the President, immediately upon identifying the conflict. The President or his/her designee shall report the conflict to the Board of Directors, committee, District or Division that is considering, or has considered, the transaction to which the conflict applies. The transaction shall be approved by a majority vote of the deliberating body, but in any case the Officer or Director who has the conflict may not speak or vote on the matter and shall not be counted for purposes of a quorum. The record of the proceedings shall reflect the required disclosures and the Officer or Director's ineligibility to vote.

In the event that there is any inconsistency between this Conflict of Interest Policy and the laws of the Commonwealth of Massachusetts, the laws of the Commonwealth shall govern. By virtue of their position as Officers and Directors of the corporation, their involvement in monthly and annual meetings of the corporation and their receipt of copies of the corporation's Bylaws and Rules and Regulations, the Officers and Directors of the corporation acknowledge their understanding of, and agreement with, this Conflict of Interest Policy.

Any violation of this Conflict of Interest Policy shall be dealt with using the removal procedures as set forth in Article IV, entitled "Board of Directors," of the corporation's Bylaws.