

Pointe-Claire Canoe Kayak Club

Directors' Code of Ethics and Professional Conduct

GENERAL PROVISIONS

Section 1 – Definitions

1.1 In this Code of Ethics and Professional Conduct, unless the context indicates otherwise, these terms or expressions are defined as follows:

- "Club": the Pointe-Claire Canoe Kayak Club;
- "Board": the Board of Directors of the Pointe-Claire Canoe Kayak Club;
- "Board member": someone elected to the Board of Directors by the Pointe-Claire Canoe Kayak Club members in good standing or appointed by the Board;
- "director": a member of the Board of Directors of the Pointe-Claire Canoe Kayak Club;
- "Board committee": a committee created by the Board of Directors and comprised of Board members;
- "related person": individuals linked by blood ties, adoption or marriage, or who have been living in a marital relationship for at least one (1) year, as well as any corporation, company or other entity in which the director or his or her family have direct or indirect interest;
- "conflict of interest": any real, apparent, potential or possible situation in which a director may be inclined to favour his or her personal interests or those of a related person to the detriment of another person or another organization.

Section 2 – Field of application and interpretation

2.1 The provisions of this Code of Ethics and Professional Conduct apply to all directors of the Club.

2.2 This Code of Ethics and Professional Conduct does not replace any legal or regulatory provisions.

In the event of discrepancies, the director shall be held to the stricter provisions. In addition, if there is any doubt, the director shall uphold the spirit of the principles set out in these provisions.

2.3 This Code of Ethics and Professional Conduct in no way precludes the development of additional guidelines or rules related to certain sectors or certain specific situations.

BASIC PRINCIPLES

Section 1 – Management duties

1.1 Directors shall act with caution and reserve in the execution of their duties.

1.1.1 Directors shall be prudent, thorough and independent.

1.1.2 The conduct of the directors shall be impartial.

1.1.3 Directors shall act within the limits of their mandate.

1.1.4 Directors shall be courteous and maintain relations of good faith, in order to maintain the trust and consideration the position requires.

1.1.5 Directors shall not take part in any way whatsoever in any illegal activities.

1.1.6 In the exercise of their functions and responsibilities, directors shall make decisions independently of all personal considerations. In addition, directors shall refrain from publicly taking any partisan position in respect of issues directly related to the Club's activities or in which the Board has been involved.

1.2 Directors shall demonstrate honesty, loyalty and solidarity.

1.2.1 Directors shall demonstrate independence, integrity and impartiality.

1.2.2 Directors shall actively participate in the development and implementation of the Club's general guidelines, but this shall in no way inhibit their right to dissent.

1.2.3 Directors shall be loyal to and honest with their colleagues and demonstrate honesty in all relations with them.

1.2.4 A dissenting director shall stand by the decision taken by the majority of the members of the Board.

1.2.5 Directors shall dissociate the promotion and exercise of their professional or business activities from their Board duties.

1.3 Directors shall demonstrate competency, conscientiousness and efficiency.

1.3.1 Directors shall put their competencies and skills to good account by being thorough and effective in the execution of their mandates. Directors shall also demonstrate independent professional judgment.

1.3.2 Directors are responsible and accountable for all actions carried out in the exercise of their duties.

1.3.3 Directors shall make informed decisions that take any necessary expertise into account and consider each issue in its entirety.

1.3.4 All members of the Board of Directors shall take part actively and diligently in the Board's work. Directors shall also be diligent when serving on Board committees or task forces.

1.3.5 Directors shall demonstrate discernment in the courses of action and choices they pursue.

1.4 Directors shall abide by confidentiality rules.

1.4.1 Directors shall respect the confidential nature of any information obtained in or during the performance of their duties.

The first paragraph is not intended to inhibit necessary communications between the members of the Board of Directors.

1.4.2 Directors shall avoid holding indiscreet conversations on the subject of any information obtained in or during the performance of their duties.

1.4.3 Directors shall avoid communicating any information obtained in or during the performance of their duties to anyone who would not normally have access to that information.

1.4.4 A dissenting Directors shall take appropriate security measures in order to maintain the confidentiality of information obtained in or during the performance of their duties.

1.4.5 Directors must not use information revealed to them in the exercise of their Board duties to obtain a direct or indirect, present or future benefit, for themselves or for related persons.

Section 2 – Conflicts of interest

2.1 General provisions

2.1.1 Directors shall maintain a high standard of independence at all times and avoid any situation in which they may benefit from a personal direct or indirect, present or future benefit that is likely to affect their independence, integrity or impartiality.

2.1.2 Directors shall prevent any real or apparent conflict of interest and avoid putting themselves in a situation that may ultimately prevent them from fulfilling their responsibilities.

2.1.3 Directors shall avoid any situation that may compromise their ability to exercise their duties impartially, objectively, thoroughly and independently.

2.1.4 All members of the Board of Directors shall avoid interfering in the internal operations of the Club.

2.1.5 Directors shall not mix the property of the Club with their own property, nor shall they use Club property for their own benefit or for that of a related person.

2.1.6 Directors shall not use services or information belonging to the Club for their own purposes or for the benefit of a related person.

2.1.7 Directors shall not exercise their duties in their own interests or in the interests of a related person.

2.1.8 Directors shall not accept a present or future benefit from any person when it is obvious or likely that this present or future benefit is being offered in order to influence a decision.

2.1.9 Directors shall not make a commitment to a third party or a related person or grant them any guarantee with regard to a vote they may be called upon to make or a decision that the Board may be called upon to make.

2.1.10 Directors shall avoid any situation in which they are in a conflict of interest. Without limiting the generality of the foregoing, directors:

- are considered to be in a conflict of interest when they may be led to favour certain interests to the detriment of the Club or when their judgment or loyalty may be unfavourably affected;
- are not independent, for a given action, if there is a direct or indirect, present or future benefit for themselves or for another related person, as set out in clause 2.1.1.

The following may constitute situations of conflict of interest:

- Any situation in which the director also holds the position of director or executive in a company or organization with interests that are in competition with those of the Club.

- Any situation in which the director provides the Club with paid services outside of his or her mandate on the Board of Directors.

2.2 Prevention measures

2.2.1 Directors or related persons who have a direct or indirect interest in the Club, or directors who have a direct or indirect interest in a corporation, company or any other entity that entails a conflict between their personal interests and those of the Club shall, on pain of dismissal from office, disclose that interest in writing to the president of the Board.

2.2.2. Where applicable, the president of the Board of Directors shall ask such directors to abstain from participating in any deliberation or decision pertaining to the corporation, company or entity in which they have an interest.

2.3 Directors shall demonstrate impartiality.

2.3.1 Directors shall not solicit, accept or demand, for themselves or for a related person, a direct or indirect, present or future gift, favour or any other benefit or consideration that may compromise their independence, integrity or impartiality, other than the usual tokens of modest value.

2.3.2 Directors shall not grant, offer to grant or commit to offering a third party a gift, favour or other benefit or consideration that may compromise that person's independence, integrity or impartiality.

2.3.3 Directors are liable to the Club for the value of any benefit that they or related persons receive in violation of the rules of the Code of Ethics and Professional Conduct.

Section 3 – Post-term responsibilities

3.1 Directors who have ceased to serve on the Board shall not take improper advantage of their past office in the service of the Club.

3.2 Directors shall, upon expiry of their mandate, maintain confidentiality and refrain from disclosing or using any non-public data, information, debate, debate or discussion to which they were privy by virtue of their position at the Club.

Section 4 – Responsibilities and sanctions

4.1 Compliance with the Code of Ethics and Professional Conduct is an integral part of the directors' duties and obligations.

4.2 The Board shall enforce and apply the Code of Ethics and Professional Conduct.

4.3 Directors who contravene any provisions of this Code of Ethics and Professional Conduct are subject to sanctions that will be determined by the Board based on the severity of the case. The applicable sanctions range from simple reprimands to temporary suspension of up to three months to dismissal from the Board. A director is dismissed by a vote of the directors.

Section 5 – Commitment

5.1 Each director shall complete and sign the declaration reproduced in Appendix 1 of this code within 30 days of its election or nomination. This declaration, once completed, is given to the secretary of the Board for archival purposes.

Section 6 – Entry into force

6.1 This code enters into force on January 18, 2017.

| Version | Date | Lead | Review comments |
|---------|------------------|------------------|---|
| 1.0 | January 18, 2017 | Brigitte Giguère | Document created and submitted for approval |
| 1.0 | January 18, 2017 | Brigitte Giguère | Approved without amendments by Board |

Appendix 1

Declaration

I, the undersigned, _____, resident in the city of _____, province of Quebec, director or officer of the Pointe-Claire Canoe Kayak Club, hereby declare that I have read the Directors' Code of Ethics and Professional Conduct of the Pointe-Claire Canoe Kayak Club that was adopted by the Board of Directors on January 18, 2017, and that I understand its meaning and scope.

I hereby declare myself bound to the Pointe-Claire Canoe Kayak Club by all the provisions of its Directors' Code of Ethics and Professional Conduct as if it was a contractual commitment on my part.

Signed in _____, this ___ day of the month of _____ 20____.

Witness

Director