



## DIRECTORS' CODE OF CONDUCT

### THE POINTE-CLAIRE OLD-TIMERS HOCKEY CLUB INC. CLUB DE HOCKEY LES ANCIENS DE POINTE-CLAIRE INC.

(the "Corporation")

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#### DUTIES AND RESPONSIBILITIES OF INDIVIDUAL DIRECTORS

- 1.01 **Responsibilities:** Each Director is expected to become an active participant in a board that functions effectively as a whole. A Director is responsible to:
- a) Be informed of the constating documents and legislation under which the Club exists, its by-laws, mission, values, codes of conduct and policies;
  - b) Keep generally informed about the activities of the Club;
  - c) Attend Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board;
  - d) Exercise, in the performance of their duties, the required degree of care, diligence and skill required of a Director;
  - e) Be independent and impartial;
  - f) Not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism;
  - g) Act with honesty and integrity and conduct himself in a manner consistent with the nature and the responsibilities;
  - h) Offer his personal perspectives and opinions on issues that are the subject of Board discussion and decision;
  - i) Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board;
  - j) Maintain solidarity with fellow Directors in support of a decision that has been made in good faith in a legally constituted meeting;



k) Ask the Directors to review a decision, if he has reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations;

l) Exercise vigilance for and declare any apparent or real personal conflict of interest;

#### 1.02 **Conduct of Directors:**

A Director will at all times conduct himself in a manner that:

- a) Supports the objectives of the Club;
- b) Serves the overall best interests of the Club;
- c) Subordinates his personal interests, and those of any particular constituency, to the best interests of the Club;
- d) Brings credibility and goodwill to the Club;
- e) Respect principles of fair play and due process;
- f) Demonstrates respect for individuals and human rights;
- g) Respects and gives fair consideration to diverse and opposing viewpoints;
- h) Demonstrates due diligence and dedication in preparation for, and attendance at, meetings, special events and in all other activities on behalf of the Club;
- i) Demonstrates good faith, prudent judgement, honesty, transparency and openness in his activities on behalf of the Club;
- j) Ensures that the financial affairs of the Club are conducted in a responsible and transparent manner with due regard for his fiduciary responsibilities and public trusteeship;
- k) Avoids real or perceived conflicts of interest