



CODE OF CONDUCT – BOARD OF DIRECTORS

Every Director will:

- Act honestly and in good faith with a view to the best interests of the Corporation; and
- Exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Every Director will:

- Agree to be bound by Article 7.12 of the By-laws; and
- Agree to abide by the Corporation's policies regarding conflict of interest.

Except as otherwise provided in the Act or the By-laws, the Board has the powers of the Corporation and may delegate any of its powers, duties, and functions.

The Board is empowered, including but not limited to:

- Make policies and procedures or manage the affairs of the Corporation in accordance with the Member's MOU, the Act and these By-laws;
- Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures and the Member's MOU;
- Make policies and procedures relating to the management of disputes within the Corporation and deal with disputes in accordance with such policies and procedures and the Member's MOU;
- Employ or engage under contract such persons as it deems necessary to carry out the work of the Corporation;
- Enable the Corporation to receive donations and benefits for the purpose of furthering the objects and purposes of the Corporation;
- Make expenditures for the purpose of furthering the objects and purposes of the Corporation;
- Borrow money upon the credit of the Corporation as it deems necessary in accordance with these By-laws; and
- Perform any other duties from time to time as may be in the best interests of the Corporation.