

**Chambre de commerce du Pontiac
Pontiac Chamber of Commerce**

Conflict of Interest Guidelines

for the Board of Directors

June 11, 2015

1. Each director shall:
 - a) Act honestly and in good faith and in the best interests of the Pontiac Chamber of Commerce
 - b) Exercise the care, diligence and skill of a reasonably prudent person
 - c) Not communicate confidential information to anyone not entitled to receive the same
 - d) Not use information, confidential or otherwise, that is gained in the execution of his or her office and is not available to the members of the Pontiac Chamber of Commerce generally, to further or seek to further the director's private pecuniary or other interest
 - e) Not use his or her position as director to secure special privileges, favours or exemptions for himself or herself personally or for any other person
 - f) Not place himself or herself in a situation where he or she may be under obligation to someone who has business dealings with the Pontiac Chamber of Commerce and who would benefit from special consideration or treatment
 - g) Not use his or her position to influence a decision to be made by another person to further the director's private pecuniary or other interest
 - h) Avoid any situations that could cause any person to believe that he or she may have brought bias or partiality to a question before the Board.
2. No director shall receive preferential treatment by way of priority access to leads, special rates or presence at trade shows or in programs.
3. For the purposes of these guidelines, a director has a conflict of interest with respect to any matter brought before him or her, while sitting as a member of the Board or otherwise, where the director has, or appears to have, a pecuniary or other interest in a matter which is at variance with the interests of the members of the Chamber of Commerce generally.
4. For the purposes of these guidelines, "pecuniary interest" means an interest consisting of money, measured in money or related to money (including a financial gain or an avoidance of financial loss) and includes the following:
 - a) A "direct pecuniary interest" which exists where the pecuniary interest is directly under the control of the director
 - b) An "indirect pecuniary interest" which exists where the director;
 - i) Is a shareholder in, or director or senior officer of, a corporation or agency that has a pecuniary interest in the matter
 - ii) Is a member of a body that has a pecuniary interest in the matter, or
 - iii) Is a partner or agent of a person who has a pecuniary interest in the matter, or
 - iv) Is in the employment of a person or body that has a pecuniary interest in the matter

- c) A “deemed pecuniary interest” which exists where the pecuniary interest of:
 - i) The director’s close relatives
 - ii) Other boards on which the director serves
 - iii) Community organizations in which the director participates; or
 - iv) The director’s employer is known to the director.

- 5. With respect to any issue brought before the Board for its consideration, where any director has a conflict of interest, the director shall:
 - a) Immediately inform the other Board members that the conflict of interest exists and the nature of the conflict of interest
 - b) Absent himself or herself from the room while the issue is under discussion
 - c) Refrain from voting on that issue; and
 - d) Not attempt in any way, whether before, during or after the meeting, to influence the voting on any question in respect of the matter.

- 6. The members may, by special resolution, remove a director before expiration of that director’s term of office and another director may be elected, or by ordinary resolution appointed, to serve during the balance of the term.

- 7. Decline if nominated for a Pontiac Chamber of Commerce Business Achievement Award. Board members are not eligible for nomination.

PONTIAC CHAMBER OF COMMERCE
Conflict of Interest Guidelines
for the Board of Directors

I _____
(Please print your full name)

agree to abide by the terms of the Pontiac Chamber of Commerce Conflict of Interest Guidelines for the Board of Directors.

Director: Signature: _____

 Date: _____

President: Signature: _____

 Date: _____