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DEFINITIONS

- **“Association”** means the Canadian Association of Pipeline and Utility Locating Contractors (CAPULC)
- **“Council”** means the Council of the Canadian Association of Pipeline and Utility Locating Contractors
- **“Director”** means an individual Director of Council
- **“Code”** refers to this document in its entirety

MISSION

To define, establish and maintain the highest possible standards for the underground pipeline and utility locating industry in Canada, through education and access to knowledge and information.

VISION

CAPULC is the recognized voice and preferred membership association of pipeline and utility locating contractors across Canada.

PURPOSE

CAPULC values integrity, trust and our commitment to maintaining high ethical standards throughout our day-to-day operations. For CAPULC's reputation to be maintained, we require high standards of professional and ethical conduct from all our council and members.

This code reflects our commitment to a culture of honesty, integrity, respect and accountability. It outlines the principles and policies with which all Representatives are expected to comply.

The purpose of this document is to establish a Code of Conduct that will apply to all members. The Association is establishing these standards to guide the ethical conduct of those who are involved with our association. These standards are designed to help build an environment within which the Association can carry out its work. Much of what is contained in this Code serves to identify and promote certain positive behaviors and values.

This code is not intended to address all of the situations we may encounter as an Association. There will be occasions where circumstances are not covered by Policy or Procedure and where judgement as to the appropriate course of actions is required. In those circumstances, members are encouraged to use common sense and to contact those appropriate for guidance.

All Directors will be required to annually certify their review of understanding of, and agreement to be bound by this Code annually for both the preceding year and the current time.

This Code will be reviewed by CAPULC annually and revised as determined appropriate by council and reasonable efforts will be made to inform all representatives of revisions of this code.

The approved version of this code is electronically stored in the members area on the website. This is an uncontrolled copy when printed. Individuals are requested to ensure that the effective date on any printed version is the same as the electronic version.

CODE OF ETHICS – MEMBERS

We agree that,

- We will maintain a high degree of integrity and professionalism.
- We will maintain sound judgement in pursuance of our duties.
- We have an obligation to conduct ourselves, at all times, in a manner consistent with the mission and values of the Association.
- We have an obligation to conduct ourselves, at all times, in a manner that does not bring the Associate or ourselves into disrepute.
- We have an obligation to respect basic human rights.
- We will maintain a personal commitment to volunteering.

As general rules of conduct,

- We will practice active listening.
- We will not practice any adverse discrimination against anyone in any way.
- We will treat ourselves to the positive interchange of skills and knowledge.
- We commit ourselves to assisting and supporting colleagues.
- We will demonstrate behavior and use language that is professional and appropriate.
- We will not exploit relationships with colleagues for personal gain or the personal gain of friends and relatives.
- We will respect confidences shared in working relationships and activities, and refuse to participate in gossiping of any kind.
- We will commit to no aggressive behaviour towards any other director, member or counterpart.
- We promise to be honest in describing our professional skills, abilities and background.
- We commit to regular self-evaluation of our strengths, limitations, biases, or levels of effectiveness, and to strive for self-improvement.
- We will ensure that we do not force our personal beliefs or values on others to influence an outcome.
- Recognizing that we may be seen as role models, we will strive to uphold the positive and professional image of the Association by maintaining a high standard of behavior.

CONFIDENTIALITY POLICY

Policy Statement

In recognition of the objectives of the Association, it is recognized that it is essential that all materials and information relating to the Association be kept in strictest confidence unless otherwise permitted by written resolution or by the Chair.

In conducting our business, CAPULC may need to collect, use and retain records and information about its representatives, directors and other business affiliates. We value and respect the rights of these individuals to personal privacy. We collect and use only info that is necessary for us to administer our business effectively, efficiently and in a safe and reliable fashion. This information is only for the stated internal use of CAPULC and will not be shared or used for other purposes unless permitted and or required by law.

Principles

This Confidentiality Policy applies to those who may have access to confidential information as a result of their involvement, directly or indirectly, with the Association. The obligations to maintain confidentiality is permanent, even after involvement with the Association have ceased.

The confidentiality must be observed except when it is absolutely necessary to divulge information in the course of their duties. Wherever possible, prior written approval from the Chair of the Board should be obtained before the release of such information. When in doubt as to whether or not certain information is confidential, no disclosure should be made without first seeking approval of the Chair of the Board or so ordered of a competent court.

Confidential information includes, but is not limited to:

- (a) Any information, personal or otherwise, that may cause embarrassment or perceived harm to any person dealing with or providing information to the Association. Any information of a medical, private or secret nature shall be deemed to be confidential;
- (b) Business arrangements of the Association. Such business arrangements shall be not shared unless permission is granted by the Chair and then only if the sharing of information is in the best interests of the Association.
- (c) Information that is not for public consumption, including business plans, contracts, contribution agreements, funding arrangements and the administration of the association that, if shared, could negatively harm or affect the business or reputation of the Association.
- (d) Ensure that all login passcodes provided for teleconference instructions and website viewing remains confidential.

CONFLICT OF INTEREST

All employees, directors or committee members of CAPULC must arrange their affairs, in public and in private, to prevent any real, perceived or potential conflict of interest.

A conflict of interest exists where you, a partner, a business associate, or a close family member:

- are a party to a material contract or a proposed material contract with CAPULC
- are a Director or officer of an organization or have a material interest in any company or person who is a party to a material contract or proposed material contract with CAPULC
- are directly involved in an issue under discussion, or associated with an issue under discussion in a substantive way and stand to benefit or personally gain from the decision made, or
- Assist a third party in its dealings with CAPULC, where such assistance could result in favourable or preferential treatment being accorded to that third party by CAPULC.

Principles

In all cases, the underlying principle is that conflicts of interest will be resolved in favour of CAPULC.

The resolution of the conflict of interest may require that the individual in question withdraw from a discussion or a meeting, and that they refrain from voting on an issue, or that they are removed or terminated.

Provided that the conflict of interest is disclosed as soon as possible, no material contract entered into or action taken by CAPULC with knowledge of the conflict of interest is void or voidable.

If a conflict of interest is discovered after a decision is made that might have been affected by knowledge of that conflict, the decision is not void or voidable, provided that the decision was made fairly and on reasonable grounds.

Where a conflict of interest is disclosed in a timely manner and in accordance with this policy, a material contract may be entered into, a decision made, or an action taken by CAPULC that allows the conflict of interest (or potential conflict of interest) to continue.

If a member fails to disclose a conflict of interest, CAPULC reserves all rights it may have at law to have any contract entered into or any action taken set aside, revoked, or rescinded. In addition, the member in question will have their membership rescinded.

Confidentiality –members may not take advantage of or use to their benefit any information not generally available to the public obtained in the course of their dealings with CAPULC. Nor shall they disclose such information to a partner, business associate or a close family member. Similarly, members may not disclose confidential information obtained without proper authorization.

Individuals must report conflict of interest to the Chair as soon as possible. In the case of the Chair, the individual shall report to council and council members shall seek avenues of enforcement.

ENFORCEMENT

Upon receiving information that there has been a breach of conduct, interest or confidentiality, the Chair shall convene a meeting of a committee of the Board, the membership of which shall vary from time to time, for the purpose of determining whether or not a breach of conduct, interest or confidentiality has occurred and if so, what, if any, measures should be taken in relation thereto.

CONSEQUENCES OF BREACH OF POLICIES

Upon a finding that a member has failed to comply with the Code of Ethics, the Confidentiality Policy and or the Conflict of Interest Policy, the committee may impose appropriate disciplinary action up to and including discharge from the Association.

Any party who breaches the Code of Ethics, Confidentiality Policy and or the Conflict of Interest Policy of the Association shall not be entitled to any indemnification or compensation from the Association in the event of any action of any kind being successfully brought against the Party and the Association by a third party; and such party shall further indemnify the Association for any and all damages, costs, expenses and other losses which may be incurred by the Association as a result of a successful action having been brought for the breach of this Confidentiality Policy by the Party.

CAPULC MEMBERSHIP OATH

I, _____, do hereby solemnly swear to comply with the bylaws, codes and practices of the Canadian Association of Pipeline and Utility Locating Contractors.

I acknowledge that I have a responsibility, first and foremost, to assisting the association with achieving the goals and objectives of the Association, and I commit myself to fulfilling my obligations as a member in accordance with this Code of Conduct and will abide by the Privacy Policy.

Furthermore, I agree that the Confidentiality Policy contained herein binds me.

SIGNATURE

DATE