



Code of Conduct

Introduction

Nepean Sailing Club (NSC) is dedicated to the principles of ethical and legal business conduct. As a result of the growing emphasis being placed on ethical corporate conduct, together with the increasing complexity of legal requirements, NSC believes it is appropriate to make applicable this written code of conduct. It is likely that the policies and procedures set forth in this document will be revised from time to time due to the changing legal, regulatory and market environments.

Purpose and Objective

This code sets forth certain policies and procedures governing employee ethics, conflicts of interest and related matters. The Code is intended to protect NSC's reputation for integrity and NSC and its employees from legal liability.

Application

Every employee is expected to be familiar with and to adhere to the Code and each and every requirement of the code as a condition of his/her employment, which requirements shall be of general application without exception. In addition, each employee shall be required upon commencement of employment and annually thereafter to sign an acknowledgment and agreement confirming his/her understanding of and compliance with the code.

Every director of NSC is expected to be familiar with the Code and each and every requirement of the Code. In the case of directors,

confidential disclosures required to be made under the Code shall be made to the Board of Directors. Further, each director shall be required upon appointment and annually thereafter to sign an acknowledgment and agreement confirming his/her understanding of and compliance with the Code, as applicable. Each such acknowledgment and agreement shall be tabled at the first meeting of the Board of Directors following its receipt by the Secretary of NSC.

In several instances under the code, it is incumbent upon employees to assess whether or not certain requirements of the Code would impact on situations in which employees may be confronted. If in these situations employees have question as to the interpretation or applicability of any policy or procedure in the Code, employees should, before the intended action is taken, seek clarification from the Manager or the Vice-Commodore or the Commodore. In any instance where a determination must be made by an employee, a Manager, or the Commodore, such determination shall be made considering the matter as an independent third party, acting reasonably.

I. Ethical Standards

Compliance with high ethical standards, as well as with the legal and regulatory obligations to which NSC is subject is fundamental to NSC's reputation for integrity.

NSC's reputation as a responsible non-profit organization has been built by its members, directors and employees and rests in their hands. Every employee and director must avoid any conflict or even the perception of a conflict between his or her personal, social, financial or political interests and the advancement of NSC's interests or the interests of its members. In addition, employees and directors should always act on behalf of NSC in ways that enhance rather than harm NSC's reputation for integrity.

II. Conflicts of Interest

II.A) General Rule

Employees and directors are expected to adhere to the highest codes of conduct with respect to conflicts of interest, the acceptance of gifts and hospitality and in all dealings with NSC's members and the public.

II.B) Particular Guidelines

To ensure that an employee's or director's personal interests do not conflict or appear to conflict, with the interests of NSC or its members,

1. Employees and directors shall:
 - perform their duties and arrange their private affairs in such a manner that the members confidence and trust in the integrity, objectivity and impartiality of NSC and its employees and directors are conserved and enhanced;
 - act in a manner that will bear the closest public scrutiny;
 - on appointment and thereafter, arrange their private affairs in such a manner as to prevent, and take such additional action as may be necessary to prevent, real, apparent or potential conflicts of interest from arising, and if such a conflict does arise between the private interests of an employee or director and the duties and responsibilities of that individual for NSC, the conflict shall be resolved in favour of the interests of NSC; and
2. Employees and directors shall not:
 - solicit or accept cash, gifts or other benefits which do not meet the test set forth in Section III below from a client, supplier, individual or organization that

has an actual or potential business relationship with NSC;

- step out of their official roles to assist private entities or persons in dealings with NSC where this would result in preferential treatment to any such entity or person;
- directly or indirectly use , or allow the use of NSC property of any kind for anything other than officially approved activities, or misappropriate the property of NSC for the employees or directors own use, the use of another or for an improper or illegal purpose, or sell, convey or dispose of any record, voucher, money or thing of value belonging to NSC without NSC's authorization; or
- act, after they leave their employment or directorship with NSC, in such a manner as to take improper advantage of their previous position.

III. Gifts, Hospitality and other benefits

Acceptance by an employee or director of offers of incidental gifts, hospitality or other benefits (1) arising out of activities associated with the performance of his/her duties and responsibilities at NSC, or (2) not arising out of activities associated with the performance of his/her duties and responsibilities at NSC but that are offered by persons groups or organizations having dealings with NSC is permitted only if such gifts, hospitality or other benefits:

1. are of nominal value and within the bounds of propriety, or a normal expression of courtesy, or within the normal standards of hospitality, or offered generally to the public as part of a promotional plan;

2. are not such as to bring suspicion on the employee's objectivity and impartiality;
3. would not compromise the integrity of NSC; and
4. would not influence the employee or director in his/her judgment or performance of his/her duties and responsibilities at NSC; or are authorized by the Commodore and disclosed to the Board.

In addition, the solicitation of any such gifts, hospitality or other benefits is not permitted.

Employees and directors should note that prohibited gifts and benefits include: cash, goods or services, reduced priced, work performed gratuitously, preferred treatment of any kind in a business enterprise, and loans of money, material or equipment on a preferential basis.

Acceptance by employees or directors of hospitality in the form of receptions, business luncheons or dinners for the purpose of broadening business contacts or facilitating the discussion of matters of importance to NSC is not prohibited, where such hospitality is clearly within the bounds of propriety and not likely to cast doubt on the employees' or directors' objectivity.

IV. Dealings with members and the public in general

An employee or director shall not accord preferential treatment in relation so any official matter involving NSC to family members or friends or to organizations in which the employee, director, family members or friends have an interest.

An employee or director shall take care to avoid being placed, or the appearance of being placed, under an obligation to any person or organization that might profit or appear to profit from special consideration on the part of the

employee.

V. Extortion and bribery prohibitions

Basic criminal statutes of virtually all countries prohibit extortion and bribery. Under no circumstances shall employees, directly or indirectly, offer, give or receive a bribe.

VI. Other Standards of Conduct

1. Confidential Information

Confidential information whether relating to NSC or members, should never be communicated to anyone other than employees or directors except with the consent of the party that is the subject of such information.

2. Truthfulness

Employees and directors are expected to make all reasonable efforts to avoid errors in, or misunderstandings of, statements made by NSC or its representatives even when omissions or misunderstandings might be to NSC's short-term advantage. Particular care must be taken not to make promises or commitments which NSC does not intend to, or cannot keep. NSC expects all employees and directors to use only fair and honest negotiating methods and scrupulously avoid any practice that may adversely affect NSC's reputation for integrity and honesty.

3. Substance abuse

The care, diligence and creative energy that individuals employed by NSC are expected to provide requires that all employees exercise reasonable care in matters concerning their health and well-being.

A safe and productive workplace requires and environment free from the effects of illegal or illicit use of drugs and alcohol. Employees have an obligation to NSC and their fellow

employees to report at their regularly scheduled times fit for their duties. Therefore, any use, sale, distribution, possession, manufacture, transportation or promotion of illegal drugs or drug paraphernalia, or any sale or transfer of prescription drugs on NSC's premises or while conducting NSC business or activities is strictly prohibited. In addition, it is strictly prohibited for employees to be impaired by the consumption of alcohol while on NSC's premises while conducting NSC business or activities.

work environment. Every employee must protect his/her own health and safety by working in compliance with the law and safe work practices and procedures established by NSC.

4. Harassment and discrimination in the workplace

It is NSC's policy to provide a workplace that is free from, and every employee has the right to freedom from, harassment (including sexual, physical or verbal harassment) and / or discrimination in the workplace. Harassment and / or discrimination imposed on an employee of NSC, whether by another employee, a member, or a supplier, is not acceptable and will not be tolerated.

5. Punctuality and absenteeism

Each employee is expected to attend work regularly and punctually at the hours established by his / her supervisor. In the event circumstances arise which prevent an employee from reporting to work as scheduled, the employee's supervisor is to be notified promptly.

No employee shall absent himself/herself from work without prior authorization except for unforeseen circumstances that cause the employee to be unable to attend work.

6. Health and Safety

NSC is vitally interested in the health and safety of its employees and NSC and its employees will make every effort to provide a safe, healthy