In accordance with the By-Laws, Directors will:

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

They will meet these duty of care requirements by:

- Actively participating in Board and assigned Committee meetings.
- Attending major Rugby Ontario events whenever practical to do so.
- Avoiding any behaviour that would bring Rugby Ontario into disrepute.
- Being collaborative and open to change when dealing with the different perspectives of Board members and stakeholders.
- Being supportive of Rugby Ontario’s sponsors and refrain from displaying support for their competitors when involved in Rugby Ontario events.
- Bringing forward stakeholder concerns with suggestions as to how they might be addressed.
- Complying with all Board policies and procedures.
- Ensuring that Rugby Ontario complies with applicable legislation, its Letters Patent and its By-laws.
- Only speaking publicly on rugby matters in such a way that the comments may be perceived to be an official representation of Rugby Ontario if authorized to do so by the Board.
- Refraining to engage in activities or accepting appointments/elections to office in any organization whose activities may conflict with Rugby Ontario’s role as the governing body for rugby throughout Ontario without the prior written consent of the Board.
- Supporting Board decisions that benefit rugby in Ontario as a whole even when such decisions may be perceived as not being in the best interests of their ‘home’ rugby organizations.
- Treating discussion and voting on motions at Board meetings as confidential, except to the extent that they are documented in the Board-approved minutes.

3. Comply with the Board’s Conflict of Interest Policy.
Compliance Procedure

If a violation of the Code of Conduct including an undisclosed conflict of interest arises involving a director, the Board will investigate in an in-camera meeting as specified in the By-laws. A determination of the Board that a violation exists or may exist shall be final and binding on Rugby Ontario and the director.

Annual Declaration

I acknowledge that I have read this Code of Conduct and agree to abide by its provisions. I understand that failure to do so may result in my suspension or expulsion from the Board.

Name of Director: ________________________________

Signed: _______________________________________

Dated: _________________________________________
1. Definitions

1.1. An “interest” may be personal or those of a close friend, family member, business associate, corporation or partnership in which you hold a significant interest, or a person to whom you owe an obligation.

1.2. A "conflict of interest" is any situation where your interests could influence or appear to influence your ability to:

   o Act in Rugby Ontario’s best interests.
   o Represent Rugby Ontario fairly and impartially.

1.3. An "indirect benefit" is a benefit that:

   a) is derived by a close friend, family member, business associate, a corporation or partnership in which you hold a significant interest or a person to whom you owe an obligation.
   b) advances or protects your interests although it may not be measurable in money.

1.4. A “designate” is a person that may be appointed by the Board to be its representative on specified conflict of interest matters.

1.5. "Rugby Ontario information" is information that is acquired solely by reason of involvement with Rugby Ontario and is under an obligation to keep confidential.

2. General Obligations

2.1. Unless authorized to do so by the Board or its designate, you may not:

   a) act on behalf of, or deal with Rugby Ontario in any matter where you are in or appear to be in a conflict of interest; nor
   b) use your position, office or affiliation with Rugby Ontario to pursue or advance your interests as defined in paragraph 1.1.

2.2. The "appearance of a conflict of interest" occurs when a reasonably well-informed person could have a perception that you are acting on behalf of Rugby Ontario to promote your interests as defined in paragraph 1.1.
2.3. You must formally disclose a conflict of interest to the Board as soon as it becomes known. If you do not become aware of the conflict until after a matter is concluded, you must still make the disclosure without delay.

2.4. If you are in doubt about whether you are or may be in a conflict of interest, you must request the advice of the Board or its designate.

2.5. Unless otherwise directed, you must immediately take steps to resolve the conflict or remove the appearance that it exists, by:

- Promptly declaring to the Board any conflict of interest as defined by this policy and asking that such declaration be recorded in the minutes.
- Excusing yourself from the portion of the meeting where the matter giving rise to the conflict of interest is being discussed.
- Refraining from all discussion of the matter giving rise to the conflict of interest, at any meeting of the Board, or elsewhere.
- Refraining from voting on the matter giving rise to the conflict of interest, at any meeting of the Board.

2.6. In addition, you must not:

   a) use your relationship with Rugby Ontario to confer an indirect benefit to another party as defined in 1.3(a).
   b) directly or indirectly benefit from any business activity involving Rugby Ontario except in unique situations authorized by the Board.

3. Using Rugby Ontario Property and Information

3.1. You must have authorization from the Board or its designate to:

   a) use, for personal purposes, property owned by Rugby Ontario.
   b) purchase Rugby Ontario property unless it is through channels of disposition equally available to the public and you are not involved in some aspect of the sale.

3.2. You may not take personal advantage of an opportunity available to Rugby Ontario unless:

   a) it is clear that Rugby Ontario has irrevocably decided against pursuing the opportunity, and
   b) the opportunity is equally available to members of the public.
3.3. You may not use your position with Rugby Ontario to solicit or transact business any Rugby Ontario stakeholder for business in connection with any interest as defined in paragraph 1.1.

3.4. You may use Rugby Ontario information only for Rugby Ontario purposes. It must not be used for your personal benefit.

3.5. You must protect Rugby Ontario information from improper disclosure and report any incidents of misuse to the Board or its designate.

3.6. You may divulge Rugby Ontario information if you are authorized by the Board or its designate to do so and the person has a lawful right to access it.

3.7. If you are in doubt about whether Rugby Ontario information may be released, you must request advice from the Board or its designate.

4. Rules about Gifts

4.1. You may accept a gift made to you because of your involvement in Rugby Ontario in the following circumstances:

   a) the gift has no more than token value;
   b) it is the normal exchange of hospitality or a customary gesture of courtesy between persons doing business together;
   c) the exchange is lawful and in accordance with accepted ethical practice and standards;
   d) the gift could not be construed by an impartial observer as a bribe, pay off or improper or illegal payment.

4.2. You may not use Rugby Ontario property to make a gift, charitable donation or political contribution to anyone on behalf of Rugby Ontario. Any gift must have the authorization of the Board or its designate.

4.3. Directors must be especially cognizant of conflicts of interest in any involvement with special events including international matches and ensure that their actions comply with the Code of Conduct. Directors with a concern regarding potential conflicts are permitted to bring them forward for adjudication by the Board of Directors.