



CANADA-SRI LANKA BUSINESS COUNCIL

SUBJECT: BOARD OF DIRECTORS' CODE OF CONDUCT GUIDELINES

The board of directors of the Canada-Sri Lanka Business Council (hereinafter called the "Council") shall maintain the highest standard of conduct; act with fairness, integrity and dignity and in a manner not detrimental to the interests of the Council. A 'director' shall not violate any by-laws of the Constitution, in the performance of their duties. As directors of the Council they agree to abide by this code.

Board of Directors shall:

- Serve the Council faithfully, respecting confidentiality, and avoiding conflicts of interest and activities for personal gain at the expense of the Council or its Members;
- Advise the Council concerning any contemplated actions or decisions which they know to be illegal or unethical, and shall further advise of the possible consequences of proceeding such actions or decisions;
- Serve all members of the Council impartially, provide no special privilege to any individual member, and accept no personal compensation from a member for providing advocacy;
- Advise the board of any member who may have committed an act in contravention of the Constitution governing the Council;
- Directors' shall not engage in, or condone behavior which causes unnecessary mental, physical distress or loss of dignity, privacy to their fellow members on the board of directors;
- Directors' are expected to meet the highest standards of personal integrity and shall avoid the abuse of their status with the general membership;
- Directors' shall discharge fiduciary obligations and comply with and be accountable to the laws of the land, province and municipality acting in a manner that justifies the trust of the membership and strengthen the Council in the eyes of the public;
- Directors shall not work in contravention of the Mission Objectives of the Council and as an extension, the by-laws and constitution of the Council;
- Directors' shall not hold parallel positions on the board of other business councils, trade chambers or any other group that promotes bilateral trade, investment, industrial development and technology transfer between Canada and Sri Lanka;

The CODE serves to enhance public confidence in the integrity and service of Council directors. Adherence to this Code is imperative to serve on the board of directors of the Council. The board shall interpret and enforce the Code in the manner set out in the Council's formal discipline process.

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THE ABOVE CODE OF CONDUCT GUIDELINES WERE APPROVED BY THE BOARD OF DIRECTORS AND RATIFIED BY UNANIMOUS ASSENT BY THE GENERAL MEMBERSHIP IN 2008 AT THE ANNUAL GENERAL MEETING. THESE GUIDELINES ARE INCORPORATED AS BY-LAWS IN THE CONSTITUTION OF CANADA-SRI LANKA BUSINESS COUNCIL. IT WAS ALSO DECIDED TO INCORPORATE THIS POLICY IN THE MEMBERSHIP APPLICATION FORM WITH IMMEDIATE EFFECT.

YEAR 2008