

## **CODE OF CONDUCT FOR CAPL EXECUTIVE AND DIRECTORS**

I promise to:

1. Promote the objectives of CAPL.
  - The objectives of CAPL are:
    - To inspire and maintain a high standard of professional conduct on the part of its members.
    - To further the education of its members in matters pertaining to the oil and gas industry.
    - To promote fellowship and co-operation among its members through the activities of CAPL.
    - To assist its members in adjusting to the business cycles associated with the oil and gas industry through non-financial support.
    - To promote appreciation for and public understanding of the work performed by its members.
    - To engage in public and government relations with respect to matters directly related to the work of its members in the oil and gas industry.
    - To promote education or training in petroleum land management by establishing and maintaining scholarship funds for the benefit of students at any accredited college or university which offers a program in petroleum land management and by offering to assist any accredited college or university in developing or maintaining a program in petroleum land management, where such program would be of benefit to CAPL.
    - To assist other associations in the oil and gas industry in the furtherance of their activities, where such activities are of benefit to CAPL.
    - To engage in and promote activities which could provide funding of services which enhance the value of membership and promote the role of the Petroleum Landman.
2. Uphold the principle of independence in decision making and not be influenced by public opinion, partisan interest, fear or criticism.
  - Directors of CAPL should not be influenced by public opinion, partisan interest, fear or criticism.
  - Directors of CAPL are elected to represent the entire membership in managing the affairs of CAPL.
  - While directors of CAPL should maintain positive relationships and open communication with all CAPL members, directors should approach each decision on its merits and make decisions in the best interest of CAPL and its membership as a whole.
3. Avoid any real or perceived conflicts of interest with regard to volunteer work undertaken and decisions made in the capacity of a CAPL director.
  - A conflict of interest is any interest, relationship, association or activity that is incompatible with the director's obligations to CAPL. For the purpose of this code, a conflict of interest includes both financial and non-financial conflicts.
  - Specifically, no director shall:
    - Engage directly or indirectly in any business transaction or private arrangement for financial benefit, knowledge of which was gained as a result of their serving as a director of CAPL.
    - Act in any manner that results in or creates the appearance of:
      - Using the director's position for private gain,
      - Giving preferential treatment to any person,
      - Impeding the Board of Directors from carrying out its duties,
      - Foregoing independence or impartiality, or
      - Adversely affecting the integrity of the Board of Directors.
4. Keep all confidential information received as a CAPL director strictly confidential and not use such information for personal gain or to benefit persons or entities outside of CAPL.
  - The work carried out by CAPL may expose directors to confidential information, and directors are expected to maintain strict confidentiality and shall not disclose such information without first having obtained the prior written consent of the President.
  - Directors shall not use confidential information for their own personal gain or to benefit persons or entities outside of CAPL.
5. Prepare fully and diligently for CAPL Board meetings, be available to other directors as reasonably requested and engage in good faith discussion of any items brought before the Board. However, once the Board of Directors has made a decision regarding a specific item, each director shall act in solidarity with the Board by not publicly stating opinions that undermine such decisions.
  - Directors have a responsibility to the Board of Directors as a whole.
  - Directors should perform their official duties and responsibilities fully and diligently by:
    - Reading information distributed to directors and where possible, preparing for meetings in advance;

- Being aware of emerging issues and developments in the industry, and
  - Complying with and communicating to any committees for which they are responsible the By-Laws, procedures and policies that have been established by the CAPL and the Board of Directors.
  - Directors are to make themselves available to the President and the other directors for discussion and consultation on a timely basis when reasonably requested to do so. In those discussions they should conduct themselves in a manner which demonstrates respect for the others' views and opinions.
  - Directors should not comment negatively on a decision of the Board of Directors or on another director's conduct during a meeting. When the Board has made a decision on an issue, all directors should act in solidarity to support that decision and not undermine it. Directors should support the decisions and policies of the Board of Directors, and if they wish to question a decision or policy, they should raise the issue with the President or Vice-President.
  - Directors should endeavor to attend all scheduled meetings of the Board of Directors and the committees for which they are assigned responsibility.
  - Except in the case of a bona-fide medical condition, if a director fails to attend:
    - at least fifty percent (50%) of the scheduled meetings of the Board of Directors in a year (a year being from May 1 in a year to April 30 of the following year), or
    - if a director does not attend three (3) consecutive scheduled meetings of the Board of Directors or three (3) consecutive meetings of a committee for which that director is responsible such absences may result in that director being dismissed from the Board of Directors, at the discretion of the President.
6. Be professional and honest in dealing with CAPL staff.
- CAPL directors' relationships with CAPL staff should be professional and honest at all times, and directors should act with integrity and openness.
  - Any non-routine work requested by a director to be done by CAPL staff should be directed through the CAPL office manager or the CAPL Vice-President.
7. Promote positive industry and public relations, including when participating in industry events or committees, and seek authorization from the President before making statements to any media or public officials on behalf of CAPL.
- The President is the official media spokesperson for the CAPL.
  - Directors should not speak to any media or public officials on behalf of CAPL, unless authorized by the President to do so, unless it is in the normal course of business of that director's portfolio.
8. Not engage in behaviour which is known, or ought to be known, to be offensive or harassing in nature.
9. Conduct the business and affairs of the Board of Directors in a lawful and ethical manner that does not adversely affect the integrity of the Board of Directors or the CAPL.
- Directors should speak privately to the President or Vice-President when in doubt about the best course of action in a particular situation.
10. Be accountable to the Board of Directors for adherence to this code.
- Directors should inform the President if they become aware that a situation of non-compliance, bias or conflict may exist or that an allegation of same may be raised.
  - Breach of this code may result in a director being dismissed from the Board of Directors, at the discretion of the President in consultation with the other Executive Board Members.
  - The President has the authority in consultation with the other Executive Board Members to interpret and enforce this code, and any appeals shall be referred to the Board of Directors for a final binding decision by simple majority vote.

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Name:

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Date: