



CODE OF CONDUCT FOR BOARD MEMBERS/DIRECTORS
to be signed in conjunction with the Code of Conduct for Members
for the *Canadian Association of Bioenergetic Wellness*,
legally described as 9327398 Canada Association
(referred to as “CanBeWell” or the “Association”)
Amended May 2021

MISSION

As champions in personal choice in health and wellness, our members work together, encouraging ongoing professional development in the field of BioEnergetic Wellness, to better provide services and education to the public.

VISION

Creating a world where bioenergetic wellness disciplines and methods are recognized, valued, and utilized, by people making choices to improve their quality of life.

DEFINITIONS

“Administrator” means the individual who is hired to manage the 9327398 Canada Association business office.

“Board” means the Board of Directors of the Association.

“By-law” means the Bylaws and any other By-Laws of the Association amended and which are, from time to time, in force and effect.

“Committee Member” means a Member in Good Standing, as defined below, who agrees to sit on a Committee for the Association.

“Director” means a member of the Board.

“Member in Good Standing” means a member, at any given time, whose Membership Fees are fully paid and current, who is abiding by the By-laws, the Code of Conduct and Ethics, the Standards of Practice, and whose Membership is not suspended or terminated.

PURPOSE

The purpose of this Code of Conduct for Board Members is to provide a guideline to help Board Members conduct themselves, for the best interests of the Association and to protect the

public. This Code of Conduct will set out the standard of behaviors and responsibilities of all Can BeWell Board Members.

BOARD MEMBERS / DIRECTORS:

- I acknowledge that I have signed the separate Code of Conduct for Members, and I understand and agree that compliance with this Code of Conduct for Board Members is mandatory should I agree to sit on the Board for the Association.
- As a Board Member, the “Code of Conduct for Directors” set out in the Constitution and Bylaws for 9327398 Canada Association, as may be amended from time to time, shall form part of this Code of Conduct, and I agree to abide by those terms. The points below set out the overriding principles that Board Member should keep in mind:
 - (a) Open discussion is encouraged, but orderly conduct and respect for alternate points of view is mandatory for all Directors.
 - (b) All Directors must refrain from influencing any matter before the Association in which they or their families have a pecuniary interest and are therefore in a conflict of interest. A concern raised by any Member of the Association regarding a conflict of interest or a perceived bias on the part of a Director shall be referred to the Ethics Committee for a ruling, should the Director in question not voluntarily step aside.
 - (c) Any Director with access to Member names, addresses, telephone numbers and any personal information must respect confidentiality and should only use this information for the purposes for which it was intended.
 - (d) A Director who is approached with a concern relating to an individual is in a privileged position and must treat such a discussion with discretion protecting the confidentiality of the people involved.
 - (e) A member who accepts a position as Director or Administrator will:
 - 1) Uphold the Constitution and Bylaws, Policies and Procedures, of the Association
 - 2) Behave in an orderly fashion
 - 3) Perform his/her duties with honesty and integrity and meet agreed upon deadlines on projects
 - 4) Ensure that the well-being of all members is the primary focus of all decisions
 - 5) Respect the rights of all individuals
 - 6) Encourage, support and provide information to members
 - 7) Strive to be informed and only pass on information that is reliable and correct
 - 8) Respect all confidential information

9) Not benefit financially from any activity organized by the Association, except when agreed upon by a majority vote at Board, Special or Annual General Meetings

10) Regularly attend all meetings

(f) Breaching this Code of Conduct for Board Members may be cause for removal from the Board. This would be undertaken as a Resolution to rescind their election and it may be carried out by:

1) A two-thirds majority vote of the Board, or

2) A majority vote of members at a duly called Annual General Meeting.

The Director in question shall receive seven (7) days written notice of the motion prior to the meeting.

- As a Board Member, I agree it is my responsibility to familiarize myself with the appropriate legislation that governs Associations. One such piece of legislation is The *Canada Not-for-Profit Corporations Act (NFP Act)*, S.C. 2009, c. 23
- As a Board Member, I am at least 18 years old, or have reached the age of majority in the province or territory in which I live.
- As a Board Member, I have not been declared incapable under the laws of a Canadian province or territory, or by a court in a jurisdiction outside of Canada.
- As a Board Member, I do not have the status of a bankrupt. For greater clarity, the term “bankrupt” means the legal status of a person who is unable to pay his or her debt and has declared bankruptcy. This status remains until there has been a discharge from bankruptcy.
- As a Board Member, I am aware that I am accountable to the Members of the Association for my decisions and my conduct.
- As a Board Member, I understand that my term will end if:
 - I am removed from office
 - I am declared to be incapable by a court
 - I become bankrupt
 - I die or resign, or
 - my term of office expires.
- As a Board Member, I understand that I serve without remuneration, and I agree that I shall not, directly, or indirectly, receive any profit from this position. I may, however, receive compensation for services I provide to the Association in another capacity.
- As a Board Member, I understand that I may be reimbursed for reasonable out-of-pocket expenses incurred in performing my duties, which expenses must be pre-approved by the Board.

- As a Board Member, I agree not to influence another Board Member's decision which they believe to be right and true.
- As a Board Member, I agree not to influence any other Member on any matter before the Association in which I or my family has a financial interest.
- As a Board Member, I agree to do my best to attend meetings and meet agreed-upon deadlines, and if I cannot, I will take steps to inform other Board Members as soon as possible.
- As a Board Member, I agree that, to the best of my ability, I will prepare fully for all meetings and the work I undertake on behalf of the Association. This may include reading papers, querying anything I do not understand, thinking through issues before meetings, and completing any tasks assigned to me in any agreed upon time frame.
- As a Board Member, I will actively engage in meetings, discussions, and collaborative decision-making processes, and will contribute in a considered and constructive way, listening carefully, challenging with sensitivity and with respect.
- As a Board Member, I will not put myself in a position where my personal interests' conflict with my duty to act in the interests of the Association. Where a perceived conflict of interest may arise, I will ensure that such conflict is managed effectively in line with the Association's policies.
- As a Board Member, I understand that a failure to declare a conflict of interest may be a breach of this Code.
- As a Board Member, I understand that should a conflict arise between myself and any other Member, I agree to make best efforts to informally resolve such conflict directly with the other Member where possible, with respect and understanding.
- As a Board Member, should a satisfactory resolution by both parties not be reached, I agree that the Ethics Committee or Board of Directors, as the case may be, may step in pursuant to the Complaints Process.
- As a Board Member, I understand that I may resign at any time, and I will endeavor to give the Board as much notice as possible upon such occurrence, in writing.

I hereby agree to abide by the Code of Ethics, Standards of Practice, Bylaws, and the policies and procedures of Canadian Association of Bioenergetic Wellness, as may be amended from time to time.