

CODE OF ETHICS OF THE GOLF QUÉBEC BOARD MEMBERS AND CONFLICT OF INTEREST

This is a translation of the original French document. In case of divergence of interpretation, the French text shall prevail over the other language texts.

The purpose of this Code is to preserve the integrity and fairness of Golf Québec and to guide the behaviour of its individual directors.

1. DIRECTOR'S DUTIES AND OBLIGATIONS

- 1.1 The Director shall, in performing his/her duties or functions, comply with the following guidelines:
- a) Act in good faith, with competence, carefulness, diligence, efficiency, prudence, diligence, assiduity, equity, impartiality, honesty, integrity, and loyalty;
 - b) Actively contribute to the Board of Directors' tasks;
 - c) Organize his/her personal affairs in order to preserve trust in Golf Québec's integrity, objectivity, and fairness;
 - d) Avoid to place himself/herself in a conflict of interest or other situation that could potentially hinder the exercise of his/her functions as a Director and/or interfere with the achievement of Golf Québec's goals;
 - e) Not use for his/her own profit or for the benefit of a third party any information obtained in the performance of his/her duties and functions and that is not generally available to the public.
- 1.2 A Director does not receive any remuneration. However, travelling and accommodation expenses incurred in the performance of his/her duties and functions will be covered by Golf Québec in accordance with applicable policies.
- 1.3 A Director is required, at all time, to treat information that comes to his/her knowledge in the performance of his/her duties and functions as confidential and, as such, cannot use or share any acquired exclusive or confidential information.
- 1.4 The Director shall make decisions regardless of any partisan political considerations.
- 1.5 The Director, other than the President, who is mandated to officially represent Golf Québec in a public function must obtain the prior approval of the President or Executive Director. Any representation must be compatible with the goals, directors, and policies of Golf Québec.
- 1.6 Is considered as a conflict of interest: any real, apparent, potential or possible situation jeopardizing the independence and fairness that are required to perform directors' duties and functions and achieve the Golf Québec goals; including when a Director uses or attempts to use his/her position to accrue a benefit for himself/herself or for a third party.

- 1.7 A Director who declares having an interest that could place him/her in a potential conflict of interest situation should refrain from participating in any discussion or taking decision concerning that specific situation in any way. For this purpose, he/she must excuse himself/herself from the meeting for the duration of deliberations and voting on this question for which a conflict of interest is identified. The situation should also be recorded in the minutes.
- 1.8 The Director is required, in the performance of his/her duties, to respect the principles of ethics and the rules of conduct defined in this Code, as long as he/she is a director as well as after ceasing to serve as director, when applicable.

2. APPLICATION MECHANISMS

- 2.1 The Golf Québec President must ensure that every director has read and understood this Code.
- 2.2 The Golf Québec President must ensure that all directors comply with this Code.
- 2.3 Any allegation of conflict of interest must be reported to the President. The concerned Director must be informed in writing by the Golf Québec President and presented with any allegation against him/her. He/she is allowed to be heard and express himself/herself to the President and might submit a written document in order to shed light on the situation. The President must, after reviewing the file, inform the concerned Director in writing of his/her decision and, if needed, of the applicable penalty together with the reasons for the decision.
- 2.4 Any allegation of conflict of interest or any derogatory act representing a breach of this Code by the President shall be received and reviewed by the Vice-President who is then granted the same powers as the President regarding this type of allegation.

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DIRECTORS' DECLARATION FORM

I hereby declare that I have read the Code of Ethics of the Golf Québec Board Members and Conflict of Interest. I confirm proper understanding of their meaning and scope and agree with the principles contained therein. I commit to fulfill my duties and obligations, comply with the rules specified in this Code as well as respect the confidential nature of any information acquired in the performance of my duties and declare any interest that could potentially put me in a conflict of interest situation that would impact on my work as a Director.

I hereby declare that I do not have any interest that could potentially put me in a conflict of interest situation that would impact on my work as a Director.

or

I hereby declare that the following interests could potentially put me in a conflict of interest situation that would impact on my work as a Director:

Name *(please print)*

Signature

Date