

Peterborough Co-operative Homes Inc.
Ethical Conduct Agreement

I, _____, am a member of the Board of Directors at Peterborough Co-operative Homes Inc.

1. I agree that, as I carry out my duties as a director of the Co-op,
 - a. I will act honestly, in good faith and in the best interests of the Co-op. In carrying out my duties as a director I will use the care, skill and diligence that any reasonable prudent person would use in a similar situation.
 - b. I owe a duty of loyalty to the Co-op and I will always put the interests of the Co-op before my personal interests.
 - c. I will declare any conflict of interest I may have in a matter before the board right away, either in writing or be asking that my declaration be noted in the Board minutes. I will not take part in any discussion of the matter in which I have declared a conflict of interest and I will not vote if the matter is put to a vote.
 - d. I will follow all of the by-laws and policies that apply to the Co-op and will abide by the decisions made by the Board of Directors.
 - e. I will publicly support decisions of the Board.
 - f. I will keep secret any confidential or private information about the Co-op's business and employees or other individuals that I become aware of through my position. If I am not sure whether certain information should be kept confidential, I will ask the Board of Directors for a decision on the matter. I recognize that my duty of confidentiality continues after I cease to be a director.

2. I also agree that I will be deemed to have resigned from the Board of Directors if
 - a. I declare bankruptcy
 - b. I fail to be a Member in Good Standing, as defined below :

A Member in Good Standing :

 - Must not have any arrears owing to the co-op (see Attachment A)
 - Must not have caused any damage to their unit or the co-op property

- Must not carry out any illegal activity within their unit or on co-op property
- Must not allow anyone other than those named on their Occupancy Agreement to reside in their unit
- Must not be in breach of any of the co-op's policies or by-laws

I declare that I agree to carry out my duties as a member of the Board of Directors at Peterborough Co-op as outlined in this Ethical Conduct Agreement,

And I declare that I am a Member in Good Standing with the co-op.

Print name

Signature

Date

Attachment A - Procedure for Dealing With Board Members Who Fall Into Arrears

All Directors must pay their housing charges or other monies owing to the co-op in full and on time. If a Director falls into an arrears situation the co-op will give the Director written notice of this.

The Director will then have 14 calendar days after the notice is given to pay the arrears in full. Subject to * as noted below, the Director will automatically cease to be a Director at the end of the fourteen (14) days if they have not paid the arrears in full, even if they have signed a Repayment Agreement.

- If the Director disputes the amount owing, the Director can :
 - (1) Pay the amount set out in the arrears notice and remain on the Board until the Board has reviewed the matter. If the Board finds that there was an error in the notice, the co-op will refund the Director the excess amount paid; or
 - (2) Give the co-op written notice of the dispute by the earlier of the beginning of the next scheduled Board meeting or the end of the fourteen day period. The Board will review the matter at its first meeting after the receipt of the Directors notice. It will decide on the facts whether the amount in the notice was correct. The Board's decision will be final. If the Board finds that there are arrears in any amount, the Director will cease to be a Director right after the Board makes its finding, unless the full amount due is paid at that time.

The written notice of arrears to the Director will start the 14 day period. The notice will be given by the person who normally gives arrears notice to members. Prior approval from the Board is not needed.

Director Signature

Date