



Thinking
beyond
the box

Stewardship Ontario

BY-LAW NUMBER 2011-2
A by-law relating to the Code of Conduct of
STEWARDSHIP ONTARIO

1. Interpretation

(a) Meaning of Words

In this by-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:

- (i) the singular includes the plural;
- (ii) the masculine gender includes the feminine;
- (iii) "Act" means the Waste Diversion Act, 2002, S.O. 2002, c.6, as the same may be amended from time to time together with any regulations made thereunder;
- (iv) "Board" means the Board of Directors of the Corporation;
- (v) "By-Laws" means this By-Law and any other By-Law of the Corporation which may be enacted, repealed, amended, altered, added to or re-enacted by the Board from time to time;
- (vi) "Code of Conduct" means the Code of Conduct adopted by the Corporation by By-Law approved by the Board from time to time, and which outlines the Corporation's requirements regarding personal accountability, conflict of interest and confidentiality. The Code of Conduct applies to Directors and Officers of the Corporation, Committee Members and such other persons as determined by the Board of Directors;
- (vii) "Committee" means a committee of the Board established pursuant to the By-Laws ;
- (viii) "Committee Member" means a member of a Committee;
- (ix) "Confidential Information" has the meaning set forth in section 1(f);
- (x) "Conflict of Interest" has the meaning set forth in section 1(c);
- (xi) "Corporation" means Stewardship Ontario;
- (xii) "Director" means a person who has been named to the office of Director in accordance with the Act or the By-Laws;

- (xiii) "documents", includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
- (xiv) "Gift" means a gift, present, honorarium or similar asset offered without compensation;
- (xv) "meeting" includes any regular, special, committee, or other meeting of the Corporation;
- (xvi) "Minister" means Her Majesty the Queen in right of Ontario as represented by the Minister of the Environment;
- (xvii) "Modest Gift" means a Gift that has a current market value of one hundred dollars (\$100.00) or less;
- (xviii) "Officer" means any person who holds an office enumerated in the By-Laws or any other person appointed to an office of the Corporation;
- (xix) "Related Person" includes a person, firm, body, or corporation described in section 1(e);
- (xx) "Sectoral Interest" means a pecuniary or non-pecuniary interest of the Director, Officer or Committee Member held in common with a broad group of which the Director, Officer or Committee Member is a member, and includes the interest of all or substantially all businesses in an economic sector;

(b) Statutory Terms

All terms defined in the Act have the same meanings in this By-Law and all other By-Laws and resolutions of the Corporation.

(c) Conflict of Interest

A conflict of interest arises when the personal or business interests of a Director, Officer, Committee Member or a Related Person supersede or compete with his or her official duties and responsibilities. Personal and business interests include pecuniary and non-pecuniary interests.

A conflict of interest may be a real conflict of interest, a potential conflict of interest or an apparent conflict of interest:

- (i) A "real conflict of interest" exists when a Director, Officer, or Committee Member has a direct or indirect personal or business interest that is sufficiently connected to his or her duties and responsibilities to the Corporation that it influences the exercise of these duties and responsibilities;
- (ii) A "potential conflict of interest" exists when a Director, Officer, or Committee Member has a direct or indirect personal or business interest that could influence the performance of any of his or her duties or responsibilities to the Corporation at a time when he or she has not yet exercised that duty or responsibility;

- (iii) An “apparent conflict of interest” exists when reasonably well-informed persons could properly have a reasonable belief that a Director, Officer, or Committee Member has a real conflict of interest, direct or indirect, even where there is no real conflict in fact.

Generally, pecuniary interests lead to conflict of interest when a Director, Officer, Committee Member or Related Person is in a position to benefit financially or avoid financial loss, either directly or indirectly, as a result of a contract or other matter of a monetary nature in which such person is involved.

Other personal interests lead to a conflict of interest when a Director, Officer, or Committee Member has non-economic interests such as religious, political, corporate and/or institutional interests which supersede or compete with the duties and responsibilities of a Director, Officer or Committee Member.

(d) Exclusion for Sectoral Interests

Notwithstanding the foregoing, conflict of interest should not be deemed to exist where:

- (i) a pecuniary or non-pecuniary interest is so remote or insignificant in nature that it cannot reasonably be regarded as likely to influence the Director, Officer or Committee Member; and/or
- (ii) a pecuniary or non-pecuniary interest of the Director, Officer, or Committee Member is a Sectoral Interest, and the Director, Officer, or Committee Member does not prefer his or her individual personal or business pecuniary or non-pecuniary interests over those of other members of the group.

It is acknowledged and recognized that a Director, Officer, or Committee Member may hold a position of influence in a stakeholder organization representing a Sectoral Interest. Such stakeholder organizations may have taken positions on issues related to ones under discussion by the Corporation. A Director, Officer, or Committee Member shall not be deemed to have a conflict of interest simply by virtue of such stated positions.

A Director, Officer or Committee Member shall not be deemed to have a conflict of interest simply because he or she holds a position of influence in a stakeholder organization representing a Sectoral Interest which may be affected by a decision of the Corporation and shall be permitted to advocate the positions of such stakeholder organization in discussions before the Board. However, once the Board has made a decision with respect to any matter, any statements or actions of a Director, Officer or Committee Member which are directed at opposing or preventing the carrying out of such decision, except for motions or statements of a Director, Officer or Committee Member made in a meeting of the Board or a Committee, will be considered to be a breach of the Director’s, Officer’s or Committee Member’s duty of loyalty to the Corporation.

(e) Indirect Interest

For the purposes of this Code of Conduct, a Director, Officer or Committee Member has an indirect pecuniary or non-pecuniary interest in any matter in which the Corporation is concerned, if,

- (i) the Director, Officer or Committee Member or his or her nominee,
 - (A) is a shareholder in, or a director or senior officer of a corporation, or
 - (B) is a member of a body,

that has a pecuniary or non-pecuniary interest in the matter; or

- (ii) the Director, Officer or Committee Member is a partner of a person or is in the employment of a person or body that has a pecuniary or non-pecuniary interest in the matter; or
- (iii) the spouse, child, parent or sibling of the Director, Officer or Committee Member has a pecuniary or non-pecuniary interest in the matter.

(f) Confidential Information

Confidential Information (which may be paper-based, electronic, or in other formats) is information that is not available generally to the public. Such information belongs exclusively to the Corporation, and includes but is not limited to, data and information received by the Corporation from industry funding organizations, municipalities, stewards and others, programs and policies of the Corporation prior to public disclosure and the financial position of the Corporation.

Confidential Information does not include:

- (i) information which has become known to the public without any breach of the restriction on the disclosure of such information by a party who owes a duty of confidentiality to the Corporation;
- (ii) information developed independently by another party as evidenced by written documentation in its possession;
- (iii) information received by a party from another party who was not under a duty of confidentiality to the Corporation; and
- (iv) information which is required to be disclosed by applicable law or by an order of a court or regulatory tribunal with jurisdiction over the party disclosing such information.

2. **Statement of Principles**

Each Director, Officer and Committee Member by virtue of his or her position of control over the affairs of the Corporation, stands in a fiduciary relationship to the Corporation. The common-law imposes upon a fiduciary the duty to act in good faith towards his/her beneficiaries. A fiduciary must act in a manner consistent with the best interests of the beneficiaries in all matters related to the undertaking of trust and confidence and must avoid placing him/herself in a position of conflict of interest.

The general rule regarding conflicts of interest is that no one who has duties of a fiduciary nature to perform is allowed to enter into engagements in which such person has or can have a personal interest conflicting with the interests of those whom such person is bound to protect. Even where the fiduciary acts in good faith, the foregoing restriction applies. A fiduciary cannot benefit, directly or indirectly, from any opportunity which comes to the fiduciary through performing the fiduciary role. A fiduciary must not use any aspect of the beneficiary's property for his or her gain, directly or indirectly.

A fiduciary must not use his or her position to benefit persons closely associated with him/her. Where a benefit is conferred upon a person who is a Related Person, the fiduciary benefits indirectly.

3. Confidentiality

(a) Not Use Confidential Information

No Director, Officer or Committee Member shall use for gain, either on his or her own behalf or while acting for, by, with or through another, any of the Corporation's assets, goods, Confidential Information or opportunities.

(b) Not Disclose Confidential Information

No Director, Officer or Committee Member shall disclose any Confidential Information during or after his or her tenure as a Director, Officer or Committee Member except as may be authorized by the Corporation.

(c) Not Communicate Corporation's Business

No Director shall communicate or purport to communicate to the public on behalf of the Corporation without the prior approval of the Board, and shall direct all inquiries about the business and affairs of the Corporation to the Chairman or Vice-Chairman or to the Chief Executive Officer;

(d) Non-Disclosure Exceptions

Notwithstanding the foregoing, Confidential Information may be disclosed by a Director, Officer or Committee Member to one or more of the stakeholder organizations with the power to appoint Directors, provided that each such stakeholder organization has first agreed in writing with the Corporation to hold such information in confidence.

In addition, the Board may from time to time, in its discretion, consent to the use or disclosure by Board members or others of information or categories of information in the possession or control of the Corporation and such information shall thereafter cease to be considered Confidential Information.

4. Disclosure of Conflict of Interest

(a) Conflict Disclosure Obligation

Whenever a person governed by this Code of Conduct has a Conflict of Interest as described in this Code of Conduct, such person shall disclose such interest at the earliest practical time:

- (i) in the case of Directors or Officers, to the Chairman (or designate);
- (ii) in the case of a Committee Member, to the Chairman of such Committee (or designate);
- (iii) in the case of any other persons to whom this Code of Conduct is made applicable, the Chief Executive Officer (or designate);
- (iv) in any case when at a meeting, to the chair of the meeting.

(b) Additional Obligation

In addition to the disclosure obligation set out in section 4(a), where a Director, Officer, Committee Member, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary

or non-pecuniary interest, direct or indirect, in any matter and is present at a meeting at which the matter is the subject of consideration, the Director, Officer or Committee Member,

- (i) shall, prior to any consideration of the matter at the meeting, disclose the interest and the general nature thereof;
- (ii) shall not take part in the discussion of, or vote on any question in respect of the matter; and
- (iii) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question;

and in addition to complying with the above requirements,

- (iv) the Director, Officer or Committee Member shall forthwith leave the meeting or the part of the meeting during which the matter is under consideration; and
- (v) every declaration of interest and the general nature thereof made shall be recorded in the minutes of the meeting.

(c) Avoidance of Conflict Situations

Directors, Officers and Committee Members are expected to arrange their personal and business affairs and conduct themselves in a manner so to avoid a Conflict of Interest. In cases where a Conflict of Interest cannot be avoided, a Director, Officer or Committee Member must declare the Conflict of Interest at the earliest opportunity.

(d) Where Conflict Suspected

Whenever any person is present at a meeting:

- (i) is unsure whether he or she has a Conflict of Interest, such person shall raise with the chair of the meeting the issue of whether, as required in this Code of Conduct, a Conflict of Interest exists and must be declared; or
- (ii) believes that another person has a Conflict of Interest that has not been declared as required by this Code of Conduct, such person may raise with the chair of the meeting the issue of whether, as required in this Code of Conduct, a Conflict of Interest exists and must be declared.

As soon as such question is raised, the chair of the meeting shall invite representations from any person affected, as well as from the members of the meeting entitled to vote, as to their respective views on that question. Forthwith thereafter, the meeting shall, by a majority vote (from which the person whose possible conflict of interest is at issue shall be excluded), determine whether the Conflict of Interest exists, and that determination is final and binding.

(e) Subsequent Discovery of Conflict

Where a Conflict of Interest affecting a Director, Officer or Committee Member is discovered after consideration of a matter by the Board or a Committee, it must be disclosed as set out above and if the

Board or Committee, as the case may be, determines that involvement of such Director, Officer or Committee Member influenced or may have influenced the decision of the Board or Committee in the matter, the Board or Committee, as the case may be, shall re-examine the matter and may rescind, vary or confirm the decision.

(f) Withholding of Corporation Information

Whenever and while a Director, Officer or Committee Member has an interest in a matter that, as described in this Code of Conduct, conflicts with his/her fiduciary obligations to the Corporation, the Chief Executive Officer shall cease to provide any minutes, reports and other material related to that matter that might otherwise be distributable to the person.

5. Prohibited and Permitted Transactions

(a) Corporation Not to Contract Where Conflict

Except in accordance with this Code of Conduct, the Corporation shall not enter into transactions with a Director, Officer, Committee Member or a Related Person where the Director, Officer, Committee Member or Related Person may benefit from the transaction.

(b) Permitted Corporation Contract Where Conflict

The Corporation may enter into a transaction with a Director, Officer, Committee Member or Related Person if:

- (i) the affected Director, Officer or Committee Member:
 - (A) declares a Conflict of Interest in respect of the proposed transaction;
 - (B) discloses to the Board the full nature and extent of his or her interest in the proposed transaction and, to the extent that he or she is able, the interest of any Related Person in the proposed transaction;
 - (C) establishes to the satisfaction of the Board that:
 - the proposed transaction is fair and reasonable to the Corporation; and
 - the proposed transaction would meet or exceed community expectations about the conduct of the Corporation and for such purpose only, and, notwithstanding Section 4 (b), the affected person shall be permitted to explain any aspect of the contract or matter in response to questions from members of the Board and to make a statement as to the potential benefit of such contract or matter to the Board, but shall not engage in debate or otherwise attempt to persuade the Board of the merits of the transaction. The chair of the meeting shall have discretion to determine the extent to which such affected person may participate in this part of the meeting; and

(ii) the Board approves the proposed transaction.

(c) Affected Person Not to Vote

For the purpose of section 5(b), an affected Director or Committee Member shall not vote with respect to the proposed transaction and shall not be counted for the purpose of determining whether a quorum of Directors or Committee Members is present in relation to the vote on the proposed transaction.

6. **Gifts**

(a) Modest Gifts Acceptable

Directors, Officers and Committee Members are not precluded from accepting Modest Gifts that are appropriate for official events and ceremonial occasions sanctioned by the Corporation.

(b) Where Greater Than Modest Gift Received

If a gift valued at more than a Modest Gift is received by a Director, Officer, Committee Member or a Related Person, the Chairman of the Board (in the case of a Director or Officer) and the Chair of the Committee (in the case of a Committee Member) will determine whether it should be retained, returned or donated to charity, having regard to the principles set out in this Code of Conduct.

(c) Gift Considerations

Directors, Officers and Committee Members should consider not only the extent and frequency of the receiving or giving of gifts, but also the need and ability to reciprocate to avoid the possibility of being or appearing to be influenced by such gifts.

(d) External Fees to be Remitted

When Directors, Officers and Committee Members are invited to address or otherwise contribute to an external organization in a seminar, symposium or lecture forum, solely as a result of their position with the Corporation, fees or honoraria (if in excess of an amount equal to the value of a Modest Gift or such higher amount as the Board may stipulate) shall be turned over to the Corporation.

(e) Exceptions Respecting Entertainment

The value limit for Modest Gifts does not apply to the giving or receiving of entertainment. The following examples may give assistance in deciding the appropriateness of entertaining:

- (i) invitations to receptions, dinners, parties, plant openings and expansions, etc., that are widely distributed are acceptable;
- (ii) tickets to occasional sports events, theatres, concerts or similar functions are acceptable, provided representatives of the suppliers are present and the tickets are unsolicited and reasonable and serve a valid business purpose;

- (iii) tickets to occasional sports events, theatres, concerts or similar functions where representatives of the supplier are not in attendance are Gifts and must be dealt with under the guidelines for Gifts; and
- (iv) the need to reciprocate to avoid the possibility of being or appearing to be influenced by entertainment should be considered.

7. Breach

(a) Sanctions On Breach

Where, in the reasonable opinion of the Board, a person has breached any provision of this Code of Conduct, the Board may, at a regular or special meeting called for the purpose, impose one or more of the following sanctions:

- (i) formal written reprimand
- (ii) suspension from employment;
- (iii) withdrawal of access (other than access afforded to the general public) of any minutes, reports and other material otherwise distributable to the person;
- (iv) prohibition from attendance at one or more meetings;
- (v) removal from the Board or from a Committee;
- (vi) removal as an Officer;
- (vii) discharge from employment.

(b) Pre-conditions to Sanctions

Before imposing any sanction under the authority of section 7(a), the Board shall:

- (i) give to the person not less than ten (10) days prior written notice of the meeting of the Board, setting out in reasonable detail the nature of the breach alleged; and
- (ii) extend to the person a reasonable opportunity to explain and/or oppose the imposition of a sanction.

8. Acknowledgement/Compliance Statement

Those governed by this Code of Conduct are required to formally acknowledge their agreement to comply with this Code of Conduct by completing and delivering to the Chief Executive Officer the Corporation's "Code of Conduct Acknowledgment/Compliance Statement", in the form attached hereto as Schedule "A", at the time of becoming a Director, Officer or Committee Member (or commencing to serve the Corporation in any other capacity if the Board has determined that this Code of Conduct should apply to such person) and annually thereafter.

9. **Effective Date**

This By-Law shall come into force when enacted by the Board in accordance with the Act and replaces and repeals any prior By-Law dealing with the provisions hereof.

ENACTED as a By-Law of STEWARDSHIP ONTARIO this ____ day of April, 2014.

STEWARDSHIP ONTARIO — CODE OF CONDUCT

10. — ACKNOWLEDGEMENT/COMPLIANCE STATEMENT

I have read the Code of Conduct approved by the Board of Directors of Stewardship Ontario (the "Corporation") as By-Law No. 2011-2 on the ____ day of April, 2014.

I have read, understand and agree to abide by, the Code of Conduct.

To the best of my knowledge, information and belief, neither I nor any Related Person (within the meaning of the Code of Conduct) has a direct or indirect interest (excluding any interest which is a Sectoral Interest as defined in the Code of Conduct) in a contract or transaction with, or decision to be made by, the Corporation at the date set out below.

OR

I have, or a Related Person (within the meaning of the Code of Conduct) has, a direct or indirect interest (excluding any interest which is a Sectoral Interest as defined in the Code of Conduct) in a contract or transaction with, or decision to be made by, the Corporation as described below:

I am a Director or Officer of the following stakeholder of the Corporation:

Name of organization: _____

Title: _____

Other relationships, interests or associations that may give rise to a Conflict of Interest:

[In this regard, please consider attached list of major suppliers to Stewardship Ontario]

I understand that this Acknowledgment/Compliance Statement will remain in effect for as long as I remain a Director or Officer of the Corporation, a member of a Committee of the Board of Directors of the Corporation or serve the Corporation in any other capacity. Furthermore, I understand that I must maintain the confidentiality of information acquired as a result of my association with the Corporation, even after such association terminates, except as disclosure may be permitted pursuant to the terms of the Code of Conduct.

I also understand that I am prohibited and that any Related Person (as defined in the Code of Conduct) is prohibited from benefiting personally from any contract or transaction with or decision of the Corporation unless I have declared my interest in such contract or transaction and have refrained from voting on the matter in accordance with the provisions of By-Law No. 2011-2 of the Corporation.

If, subsequent to the signing of this statement, a Conflict of Interest arises, I must disclose the conflict to the appropriate representative of the Corporation as required by Section 4 of the Code of Conduct. Failure to disclose a conflict of interest or to comply with this Code of Conduct will be subject to such measures, as the Corporation may deem appropriate.

Name: _____

Date: _____

Signed: _____