



Industrial Participation Association of Canada

Conflict of Interest Policy for Officers and Executive Committee Members

I. DEFINITION

A conflict of interest exists when the interests or concerns of any officer, director, or members of the Executive Committee ("EC") (an "IPAC Interested Person") of the Industrial Association of Canada ("IPAC"), or any member of his or her immediate family, or any party, group or organization in which said IPAC Interested Person is actively involved, or in which said IPAC Interested Person has any financial interest, may be seen as adverse to, or in competition with the interests or concerns of IPAC.

II. ACTUAL CONFLICTS OF INTEREST

An IPAC Interested Person, or any member of his or her immediate family shall not engage in conduct or activities which constitute a conflict of interest. The following actions constitute actual conflicts of interest prohibited by this policy:

1. Accepting any gift, entertainment, services, loans, or promises of future benefits from any person who, either personally or whose company, organization or employees might benefit, or appear to benefit, because of such IPAC Interested Person's connection with IPAC. This prohibition does not apply to gifts or entertainment of nominal value.
2. Utilizing his or her position with IPAC for personal, professional, political or monetary gain (including, but not limited to, acting individually on behalf of any group, organization, or business with which he or she has allegiance).
3. Using for personal advantage or for the advantage of any other person or organization the confidential information or material of IPAC (such as membership lists, mailing lists, business information on the structure and conduct of conferences, and the similar information) acquired in the discharge of his or her duties to IPAC.

In the event that an IPAC Interested Person engages in any of the activities described above in this Section II, without first having received the written approval of the IPAC EC for such activity, in advance and in accordance with Section IV below with respect to such actual conflict

of interest, such person, shall, upon an affirmative vote of the IPAC EC finding that such person has an actual conflict of interest, immediately resign all elected and appointed positions with IPAC.

III. POTENTIAL CONFLICTS OF INTEREST

An IPAC Interested Person, or any member of his or her immediate family, shall not engage in activities that constitute potential conflicts of interest without obtaining prior written consent of the EC, after full disclosure of the nature and circumstances surrounding the potential conflicts of interest. The following constitute potential conflicts of interest that require such prior disclosure and written consent:

1. Serving simultaneously as a board member or officer of, or having another affiliation with (other than as a regular member), a similar organization with a similar mission and purpose as that of IPAC. For purposes of this Conflict of Interest Policy, a "similar organization" shall mean any non-profit or for-profit organization seeking to provide education, guidance and networking relating to countertrade and/or offset.
2. Performing, for personal gain, services for any IPAC supplier of goods or services, as employee, consultant, or in any other capacity which promises compensation of any kind.
3. Having a beneficial interest in, or substantial obligation to, any IPAC supplier or any other organization that is engaged in doing business with or serving IPAC. This provision shall not apply to de minimis stock ownership (less than two percent (2%) of a publicly traded company).

IV. PROCEDURE FOR RESOLVING POTENTIAL CONFLICTS OF INTERESTS

The process for disclosure and obtaining prior consent of the EC for a potential conflict of interest is as follows:

1. Any potential conflict of interest, no matter how insignificant, shall be disclosed in writing to the Chairman of the EC (a "Conflict of Interest Notice") by the IPAC Interested Person as soon as possible after the IPAC Interested Person becomes aware of circumstances that might give rise to a potential conflict of interest, and prior to engaging in a potential conflict of interest action.
2. When such Conflict of Interest Notice is submitted to the EC Chairman, the EC Chairman shall call a meeting of the EC (if necessary, by telephone as permitted by the Bylaws) to vote (a majority vote of the EC shall be necessary to approve any action) on the approval or disapproval of the conflict of interest action. The IPAC Interested Person shall not vote on the matter. Moreover, after providing any information requested, or responding to questions asked by the EC regarding the potential conflict of interest, such IPAC Interested Person shall not be present during the final deliberations or decision regarding the matter under consideration.

3. The EC shall make a reasonable inquiry into the facts and circumstances surrounding a potential conflict of interest and based on that inquiry shall determine whether to permit the IPAC Interested Person to engage in the activity under consideration.
4. The minutes of the meeting of the EC shall reflect that a potential conflict of interest was disclosed, that any IPAC Interested Person was not present during the final discussion and vote, and did not vote on the matter. The minutes of the meeting shall further reflect the results of the vote.
5. When there is doubt as to whether a conflict of interest exists, the matter of whether such conflict of interest exists shall be resolved by a vote of the EC, and any IPAC Interested Person shall be excluded from the final discussion and vote of the EC.
6. Any matter, question or interpretation that arises relating to the Conflict of Interest Policy shall be submitted in writing to the EC Chairman for decision and/or referral to the EC for decision, as appropriate.
7. In the event that a potential conflict of interest is not disclosed, the matter shall be referred to the EC for determination of appropriate sanctions for such person.

IV. GOAL OF INDEPENDENT JUDGMENT

IPAC Interested Persons should strive to maintain independent judgment in discharging their duties to IPAC, thereby serving IPAC and avoiding the appearance of an impropriety or conflict of interest.

V. CERTIFICATION

I hereby certify that: (i) I have reviewed this Conflict of Interest Policy; (ii) I have not knowingly been a party to a conflict of interest that has not previously been disclosed to the EC Chairman; and (iii) I will declare and disclose any potential conflicts of interest that may arise after this date to the EC Chairman. I further certify that I agree to conduct myself in accordance with the letter and spirit of this policy.

SIGNATURE: _____

PRINT NAME: _____

DATE: _____