



CFMS BOARD MEMBER CODE OF CONDUCT

TO: CANADIAN FEDERATION OF MEDICAL STUDENTS – CFMS (the “Corporation”)

AND TO: The Directors and Members Thereof

1. The undersigned consents to act as a Director of the Corporation, such consent to continue in effect unless revoked by an instrument in writing delivered to the Corporation.
2. The undersigned certifies that they are qualified pursuant to By-Law of the Corporation, as amended (the “By-Laws”), to become a Director and agrees to advise the Corporation in writing forthwith upon ceasing to meet such criteria.
3. The undersigned agrees, in exercising his or her powers and discharging his or her duties as a Director, to: (i) act honestly and in good faith with a view to the best interests of Corporation; and (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

Without limiting the generality of the foregoing, the undersigned will:

- (a) prepare for, attend, and participate in meetings of the Board of Directors and/or committees of the Corporation;
 - (b) abide by the articles, By-Laws, policies, terms of reference, and regulations of the Corporation, as amended from time to time, as well as all applicable laws;
 - (c) attempt to avoid conflicts of interest, and in circumstances where the undersigned has, directly or indirectly, or is employed by an entity that has, an interest in a material contract or material transaction, whether made or proposed, with the Corporation or otherwise has a conflict of interest, the undersigned shall:
 - (i) disclose such interest in accordance with the *Canada Not-for-profit Corporations Act* (the “Act”); and
 - (ii) not vote on any resolution or participate in any discussion with respect to the resolution concerning the matter in accordance with the Act;and
 - (d) treat all information received by or through the Corporation as confidential information and not divulge the same or any part thereof, to any third party or make any use of the same or any part thereof, either commercially or otherwise, unless the Board of Directors of the Corporation decides otherwise.
4. The undersigned agrees that he/she shall be deemed to have immediately resigned (this Consent being evidence of such resignation in writing delivered to the Corporation) in any of the following circumstances:

- (a) if the undersigned, in the opinion of the Board of Directors of the Corporation, (i) fails to comply with any of the duties described in Section 3 above, or (ii) commits any act or omission that would bring or be likely to bring the Corporation into disrepute; or
- (b) if the undersigned fails to attend seventy-five percent (75%) of the meetings of the Board of Directors each board year, unless the Board of Directors passes a resolution permitting the undersigned to remain in office as a Director notwithstanding such absences.

- 5. The undersigned further consents to the participation by any Director of the Corporation in a meeting of the Board of Directors by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, such consent to continue in effect unless revoked by an instrument in writing delivered to the Corporation.
- 6. The undersigned consents, until revoked by an instrument in writing delivered to the Corporation, to receive electronic documents and communications from the Corporation from time to time at the following email address:

SIGNED this ____ day of _____, 202_.
_____/_____

(print name) (sign name)
CFMS Board Position