

CANADA DEVELOPMENT INVESTMENT CORPORATION

Code of Conduct

March 12, 2009

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In this document, *we*, *us* and *our* refer to Canada Development Investment Corporation (CDIC) and our wholly-owned subsidiaries. *You* and *your* refer to any employee, executive officer or member of the board of directors of CDIC or its wholly-owned subsidiaries and any other individual who works for someone else but has been seconded to us or has worked at our offices for more than three months or who has, at our request, agreed to comply with the Code. *Board* refers to the board of directors. *Chair* refers to the chairperson of the Board. The *Code* means this Code of conduct.

1 About this Code of conduct

This Code of conduct contains principles and guidelines for ethical behaviour at CDIC, and describes the governance and corporate culture we want to develop and preserve. The Code is intended to preserve CDIC's reputation and protect CDIC and its employees, executive officers and directors from legal liability.

Who this Code governs

This Code applies to all:

- employees
- executive officers
- members of the board of directors
- individuals who work for someone else, but are working at our offices or have been seconded to us; and
- any other individual who has, at our request, agreed to be subject to this Code (such as key consultants or advisors).

If you have management or executive responsibilities, we expect you to help the members of your team understand how it applies to their day-to-day activities.

How to use it

In most situations, personal values and honesty will guide your decisions and actions. There are situations, however, where issues will arise. The Code sets out guidelines for:

- personal and professional conduct
- identifying and dealing with conflicts of interest
- receiving gifts, hospitality and other benefits
- protecting our assets
- making sure your personal trading avoids a conflict of interest or the use of confidential information.

These guidelines are designed to help you make the right decisions; but they cannot cover every aspect of ethical conduct nor every situation or dilemma you could face in your position. When you are not sure of the appropriate thing to do, always act in the best interests of CDIC and ask yourself the following questions:

- Is it legal?
- Is it in conflict with the best interests of our shareholder?
- Will your action or decision bear the closest public scrutiny?
- Could it create a negative perception of you or our organization?
- Do you have a *private economic interest* that others may feel influences your ability to carry out your duties in a responsible way? A private economic interest is a right, entitlement or benefit that gives you a commercial or financial advantage.

If you are not sure about a situation or have questions, see *Who to go for help* (page 4) and contact one of the people listed.

Acknowledgement

When you begin working with us, or take on your role as a director, you will be required to complete two forms:

- a formal acknowledgement that you have read and understand and will comply with the Code, and
- a document that asks you to disclose the name and address of each organization that you serve as a director or trustee of, exercise control over, have more than 10% of the voting rights, of for which you make investment or other major decisions.

This information helps us monitor your objectivity in carrying out your duties, and maintain public confidence and trust in CDIC.

We will also ask you to provide the names of any family members, relatives or other associates who work for:

- a vendor or supplier that has a major relationship with us, or
- a reporting issuer that we hold a significant position in.

You can find a sample of these forms in Appendices A and B.

Every January you will receive a request for you to certify again that you have read and understood the Code and that you have complied with it during the specified reporting period. A sample form of this annual certification is attached as Appendix C.

We will also ask you to update the other information once a year in January. We may also ask you to make other certifications or acknowledgements from time to time.

Enforcing and maintaining the Code

The audit committee of the Board is responsible for the Code. It monitors how the Code is being applied throughout our organization, reviews the Code at least every two years and recommends any appropriate changes.

The Compliance Officer is responsible for administering the Code's procedures. Unless the Board determines otherwise, the Executive Vice-President of CDIC will serve as the Compliance Officer for the purposes of the Code.

Always check our website (www.cdiccci.com) for the most recent version of the Code.

Failing to comply

CDIC takes this Code seriously. Failing to comply with any aspect of it will result in sanctions:

- Depending on your actions, failing to comply could lead to civil or criminal prosecution, which could result in substantial fines or imprisonment.
- If you are an employee or officer, it could result in a reprimand or loss of your job.
- If you are a director, the Chair could recommend that you be removed from the Board.
- If you are an individual who works for someone else, you or your company may be reprimanded or the engagement terminated.

If you believe or suspect that the Code has not been adhered to, you must report it immediately. See *Who to go to for help*, below, for information about who to contact. Your report will be accepted as good faith compliance with the Code, but does not necessarily absolve you (if you are involved) or anyone else of the breach or suspected breach of the Code.

Who to go to for help

If you are an employee, officer or an individual who works for someone else and you want to report a breach or suspected breach, you are not sure about a specific situation or you have questions about some aspect of the Code, contact:

- your immediate supervisor,
- the designated senior officer under our whistleblowing procedures, or
- the Compliance Officer.

If you are a director, contact:

- the chair of the audit committee,
- the Chair,
- the president and chief executive officer, or
- the Compliance Officer.

Your discussions will be kept in confidence as much as possible.

Each CDIC director also has obligations as a “public office holder” (but not as a “reporting public office holder”) under the *Conflict of Interest Act* (which are summarized below under *Conflict of Interest Act* and in Appendix D). Accordingly, a CDIC director may consult with the Conflict of Interest and Ethics Commissioner with respect to his or her obligations under that Act.

2 Personal and professional conduct

We expect our relationship with you to be based on trust. This means you must have an unwavering commitment to honesty and integrity in all of your actions.

Appropriate conduct

We expect you to:

- conduct yourself with integrity,
- be courteous in all of your internal and external dealings so your behaviour and actions reflect positively on CDIC,
- comply with all of our policies and procedures, including this Code,
- comply with the letter and spirit of the laws that apply to us, including the *Canada Business Corporations Act* (the CBCA) and the *Financial Administration Act*, their associated regulations and other laws, and
- protect information belonging to us and keep it confidential; this applies even after you are no longer an employee, officer or director or otherwise working at our office or seconded to us.

We also expect that you will *not*:

- be involved in, or appear to be involved in, any improper conduct, or conduct that conflicts with this Code,
- engage in, condone or commit any illegal acts, or encourage others to do so, or
- use any information belonging to us to your advantage or in any other inappropriate way.

If you suspect that our business activities are becoming subject to political interference, report this immediately to the Compliance Officer or the president and chief executive officer, or to the Chair if you are a director.

As to political or similar activities, we also expect that you will *not*:

- use our assets for fundraising or political purposes,
- seek election or appointment to a public office that may affect CDIC or your position with us, without the written approval of our Chair,
- engage in lobbying on our behalf without the written approval of the Compliance Officer, or
- deal with any public official in a manner that would compromise the integrity or reputation of that official, or deal with any high profile matters without the involvement of the Compliance Officer.

CDIC directors are reminded of their obligations with respect to political activities that are set out in the *Ethical and Political Activity Guidelines for Public Office Holders*. The Guidelines set out the general principle that a public office holder should not participate in a political activity that is incompatible with the public office holder's duties or that impairs his or her ability to discharge those duties in a politically impartial fashion.

Avoiding conflicts of interest

You will apply your best effort, knowledge, skills, time and energy to carrying out your duties and responsibilities with CDIC.

As an employee or executive officer, this means you will not, without the written consent of the president and chief executive officer or the Chair, unless your employment terms or a policy adopted by the Board from time to time otherwise specifically provide:

- assume any other employment while you are working for us,
- engage in any other business or occupation,
- become involved in any project or activity that may be construed as negatively affecting, competing with, or being in conflict with our interests, or
- become a director or officer of any other entity; we define an *entity* as a corporation, trust, partnership, fund or an unincorporated association or organization.

As a director, this means you will:

- be loyal to CDIC as part of your commitment to serving on our board; this means supporting the achievement of our corporate objectives, regardless of any other association you may have,
- notify the Chair in advance if you plan to accept an appointment to a board or as executive of any business or enterprise that might benefit from, or be in conflict with, the activities of CDIC, and obtain the Chair's written approval, and

- comply with your obligations as a “public office holder” under the *Conflict of Interest Act* if you are a CDIC director; those obligations are summarized below under *Conflict of Interest Act* and in more detail in Appendix D.

As a director, it also means you will *not*:

- offer consulting or other services to CDIC personally or professionally, or through an entity that you, your family or another relative has a material interest in,
- become involved in any project or activity that could be seen as negatively affecting, competing with, or being in conflict with the interests of CDIC,
- intend or claim to speak on behalf of CDIC when you are in fact speaking on behalf of someone else, or
- try to influence a management issue on behalf of someone else.

Conflicts of interest are discussed in more detail in Section 3, *Conflicts of interest*, including a description of circumstances in which you or others may have a material interest in an entity.

3 Conflicts of interest

Our conflict of interest procedures go beyond the requirements of the CBCA and are generally consistent with CDIC’s directors’ obligations under the *Conflict of Interest Act*. They are intended to help you:

- identify real, potential or perceived conflicts of interest,
- minimize the chance that you will find yourself in one, and
- resolve any existing conflicts of interest.

You have a conflict of interest if you allow, or appear to allow, your personal or private interests, or the interests of your family, other relatives or associates, to affect your ability to perform your work for us objectively, impartially and effectively.

We define an ***associate*** as:

- a corporation you own or control shares in, directly or indirectly, when the shares represent more than 10% of the voting rights,
- your business partner who is acting on behalf of your partnership, and
- a trust or estate you have a beneficial interest in, or for which you serve as trustee or in a similar capacity.

Conflicts of interest are not always clear cut, and actions that appear to be conflicts of interest can be just as damaging.

Identifying conflicts of interest

The CBCA and the FAA provide a disclosure and voting scheme in relation to potential conflicts of interest of officers and directors. Under the statutory regime, you are considered to have a conflict of interest if:

- you are a party to a material contract or material transaction, whether made or proposed, with CDIC,
- you are a director or officer of, or if you act in a similar capacity for, a party to the contract or transaction, or

- you have a material interest in a party to the contract or transaction.

In addition to these statutory restrictions, you probably have a conflict of interest if you are in any way associated with or have a private economic interest in:

- any of our transactions or proposed transactions, or
- a vendor, supplier or other organization we do or plan to do business with.

A ***private economic interest*** is a right, entitlement or benefit that gives you a commercial or financial advantage. It poses a risk when others feel it influences your behaviour or your ability to carry out your duties responsibly and objectively.

We expect you to organize any private economic interests in a way that will:

- maintain public confidence and trust in the integrity and objectivity of CDIC, and
- allow you to identify, disclose, and, where reasonably possible, eliminate any real, potential or perceived conflicts of interest.

You probably in any event have a conflict of interest if you have a ***material interest*** in an entity or person we are doing or considering doing business with. You may have a material interest if:

- you are related to the person or people being considered for a transaction,
- you are related to an officer or employee of the entity that we are considering for a transaction, or
- the person or entity we are considering doing business with is your associate.

The best way to judge whether you have a material interest in an entity is to ask yourself if a well-informed person would reasonably conclude that your interest in it could in any way influence your decision or performance in carrying out a duty on behalf of CDIC.

What to do if you have a conflict of interest

If you have a real, potential or perceived conflict of interest as described above, you cannot approve the transaction or participate in any discussions to approve it.

You must notify us as soon as possible about any real, potential or perceived conflicts of interest.

If you are an employee or officer, you must notify one of the following in writing:

- the president and chief executive officer,
- the chair of the audit committee, or
- the Chair.

You must also send a copy to the Compliance Officer who will inform the Board of the situation.

If you are a director, you must notify the chair of the audit committee or the Chair in writing, and also send a copy to the Compliance Officer who will inform the other members of the Board. The FAA and the CBCA set out the procedures a director must follow in respect of disclosure and voting in matters where he or she has a conflict of interest.

If you are a director, in general you must disclose your conflict prior to any discussion of a proposal or transaction relating to the conflict taking place and not participate in the

consideration of or vote on the proposal or transaction. However, in circumstances where you are also a director or officer of, or if you act in a similar capacity for, a party to a material contract or material transaction, whether made or proposed, with CDIC, and you have disclosed your conflict to the Board prior to participation in the discussion, then the Board may determine (where appropriate) that you may nevertheless participate in the discussion and/or vote on the proposal or transaction.

Systemic conflicts of interest

If you are a director, you have a ***systemic conflict of interest*** if you have or take on executive responsibilities with an organization whose objectives and mandates may be in conflict with, or may reasonably be perceived to be in conflict with, the objectives and mandates of CDIC. If you find yourself in this situation, you will be expected to resign from the Board.

Conflict of Interest Act

If you are a CDIC director, you must also comply with the *Conflict of Interest Act* and avoid conflict of interests as specified in that Act. In general, a CDIC director will be in a conflict of interest under that Act if he or she exercises an official power, duty or function that provides an opportunity to further his or her private interests or those of his or her relatives or friends or to improperly further another person's private interests. Your further obligations as a "public office holder" under that Act are summarized in Appendix D.

4 Gifts, hospitality and other benefits

We are sensitive to the public's perception of how we deal with gifts, hospitality and other benefits. You must use your best judgment to avoid situations of real or perceived conflict. We expect that you will follow the following criteria on gifts, hospitality and other benefits, keeping in mind the full context of this Code.

You (including your family members, other relatives and associates) must not accept or solicit any gifts, hospitality or other benefits that may have a real or apparent influence on your objectivity in carrying out your duties and responsibilities, or that may place you under an obligation to the donor.

You *cannot* under any circumstances accept:

- gifts, hospitality and other benefits from existing and potential vendors or suppliers, or other entities:
 - in exchange for, or as a condition of, exercising your duties and responsibilities,
 - to induce certain behaviour while carrying out your duties and responsibilities, or
 - when it results in, or could appear to result in, preferential treatment, or
- cash incentives, preferred pricing, loans at preferred rates or secret commissions or kickbacks, in exchange for preferential treatment.

You *may* accept gifts, hospitality and other benefits if

- they are infrequent and of minimal value (low-cost promotional objects, simple meals, souvenirs with no cash value),
- arise out of activities or events related to your duties and responsibilities,
- are within the normal standards of courtesy, hospitality or protocol, and

- do not compromise or appear to compromise your integrity or objectivity, or the integrity or objectivity of CDIC or anyone else.

As a rough guide, you should not accept any gifts, hospitality and other benefits (including business lunches or dinners) that you could not justify on a CDIC expense statement if you were providing the gift, hospitality or benefit, rather than receiving it.

Where it is impossible to decline gifts, hospitality and other benefits that do not meet the principles set out above, or where you believe that there is sufficient benefit to CDIC to warrant accepting hospitality, you must ask for guidance from the Compliance Officer. He or she will notify you in writing whether the gifts, hospitality or other benefits are to be declined or retained by CDIC, or donated to charity, disposed of, or retained by you.

If you are a CDIC director, you are reminded that under the *Conflict of Interest Act*, in any circumstances, any gift, hospitality or benefit which has a value exceeding \$1,000 must be forfeit (or the value paid) to the Crown, unless the Conflict of Interest and Ethics Commissioner otherwise approves.

You must also:

- discourage existing and potential vendors and suppliers from offering inducements that conflict with this Code,
- return any inappropriate gifts with a copy of our Code for their reference, and
- always ask if you are in doubt.

5 Protecting our assets

You are required to protect the information and other assets that belong to CDIC.

Our information includes:

- information relating to our business and affairs, including proprietary, technical, business, investment, financial, human resources and other information,
- information relating to third parties we deal with, and
- proprietary and confidential records belonging to us.

As an employee, officer or person apart from a director, you have an obligation to keep information belonging to us confidential while you are employed with or seconded to us or working in our offices, and after you are no longer working for or seconded to us or in our offices. If you become aware of a possible misuse of confidential information, we expect you to report that to the Compliance Officer or the chair of the audit committee.

As a director, you have an obligation to keep information confidential while you are a member of the board and after you have retired from the board. If you become aware of a possible misuse of confidential information, we expect you to report that to the Chair or the chair of the audit committee.

You can only disclose our information as part of your duties and responsibilities, or when the law requires it.

Our assets include:

- physical property
- electronic property
- human resources
- work completed by employees, officers and directors of CDIC
- work completed for us by others in the absence of some other agreement about ownership.

You have an obligation to protect these assets, and can only use them for the benefit of CDIC.

We expect that all of our records will be maintained with integrity and care, in compliance with our internal control procedures and all applicable accounting principles and laws. All funds and assets must be recorded and disclosed. Our records, reports and financial condition must not be distorted or manipulated.

6 Personal trading

We have established personal trading guidelines to make sure we are carrying out our activities using the highest level of integrity, and to protect you and us from the risk or perception of insider trading, the potential for civil liability and any embarrassment.

Guidelines

The key consideration underlying our personal trading guidelines is that you must not engage in improper insider trading. You are responsible for ensuring your own compliance with these guidelines and you are required to confirm this compliance annually.

We explain these guidelines further below.

Trades covered by guidelines

For the purposes of our guidelines, these general rules apply.

We define a **trade** as any activity that represents a change in legal or beneficial ownership of securities. This includes gifts and donations. A **security** is a share, bond or debenture or other form of corporate debt, interests in trusts and limited partnerships, and includes options and other rights and interests.

These restrictions apply to investment accounts you influence, direct or control and would normally apply to accounts where:

- you are involved in making investment decisions,
- you have a significant influence on the investment decisions, or
- you are involved in voting decisions or have voting control.

It includes investment accounts you hold, and could also apply to accounts that are not in your name (if you influence, direct or control them), such as:

- accounts held by a corporation, partnership or other entity accounts held by an investment club or other similar organization, and
- accounts held by a member of your family that resides in your household or accounts held in trust for you or a member of your family that resides in your household.

These restrictions do *not* apply to:

- ***managed accounts***, where a third party has full discretion to make the day-to-day investment decisions on your behalf and you are not consulted in relation to individual trades, or
- ***automatic plans***, such as an automatic dividend reinvestment plan, share purchase plan or similar automatic plan, as long as you were otherwise permitted to trade in the security at the time you became covered by the plan or the plan was amended.

During your career, you may have participated in compensation arrangements that include things like:

- grants of deferred stock units, stock appreciation,
- rights or stock options, and
- long-term incentive plans.

Your *exercise* of any of these items is considered a trade for the purpose of these guidelines. However, if you are a director, you may participate in these kinds of arrangements through other directorships you may have.

Insider trading and tipping

Canadian securities legislation imposes trading restrictions when you have material information about a public company that has not been publicly disclosed.

It is against the law for you or anyone else to buy or sell securities based on undisclosed material information you obtained through your work with us or to pass the undisclosed material information on (called ***tipping***), intentionally or not, to someone who may then buy or sell the securities.

If you have given a broker or portfolio manager the discretion to trade securities in a managed account, and a security is traded at a time when CDIC has undisclosed material information in relation to that security, you may have difficulty proving that the trade was made without the benefit of that information. This difficulty may be most acute if you have undisclosed material information, if you are a director or senior officer who is responsible for the supervision of others with undisclosed material information, or if your broker or manager does not have the necessary registrations under securities laws to trade for a managed account. You could eliminate that difficulty by either placing your investments in a blind trust, or by requiring your broker or manager to obtain pre-clearance for each trade.

If you obtain undisclosed material information in relation to a public company, you must not pass that information to others except on a “need to know” basis within CDIC.

Insider trading laws are complicated and continue to evolve. If you are not sure whether information is material, you should speak to the Compliance Officer before trading in any securities relating to the information, to avoid breaching the Code or involving yourself or others in any liability issues.

If you suspect that you may have learned undisclosed material information about an issuer, you should contact the Compliance Officer as soon as possible.

Disclosing trading and personal information

You are required to confirm annually that you have complied with our personal trading guidelines during the previous fiscal year. This confirmation should be given to the Compliance Officer.

Appendix A

Acknowledgement — new directors, executive officers, employees and others

Use this form to acknowledge that you have read and understood the Code and will comply with it.

You are required to complete this form when you begin working for us or serving on our Board.

Our refers to Canada Development Investment Corporation (CDIC) and our wholly-owned subsidiaries. *You* refers to any employee, executive officer or member of the board of directors of CDIC or its wholly-owned subsidiaries or any other individual to whom the Code applies. *Board* refers to the board of directors. The *Code* means this Code of conduct.

When you begin working for us or serving on our Board

As a new employee, executive officer or director, you are required to read and understand our Code of conduct, and acknowledge that you have done so and will comply with the Code.

Your acknowledgement

Please check the appropriate boxes below.

You acknowledge that you have read and understood our Code of conduct.

You agree to conduct yourself according to the principles and guidelines for ethical behaviour as set out in our Code.

You agree to formally acknowledge at least once a year while you are working for us, or serving on our Board, that you have read, understood and complied with the Code.

If you are a director of CDIC, you are required by the Government of Canada to observe the *Ethical Guidelines for Public Office Holders* and the *Guidelines for the Political Activities of Public Office Holders* as a condition of your holding office as a director.

If you are a director of CDIC, you acknowledge that you have provided and not revoked a certification to that effect to the Government.

OR

If you are a director of CDIC and have not yet been required to provide any such certification, you agree to observe the *Ethical Guidelines for Public Office Holders* and the *Guidelines for the Political Activities of Public Office Holders* while you are a director of CDIC.

Please sign here

Name *(please print)*:

Signature

Date

Appendix B
Personal information form — directors, officers, employees and others

Use this form to tell CDIC about your directorships, trusteeships, private economic interests and other information for our conflict of interest procedures.

You are required to complete this form when you begin working with us or serving on our board and again every January while you are working for us or serving on our Board.

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About the organizations you're affiliated with

If you're a director or trustee or affiliated with any organizations that you exercise control over, have more than 10% of the voting rights or for which you make investment or other major decisions, you need to provide us with more information.

Please check the appropriate box below.

No - you are not a director or trustee or are affiliated with an organization as described above.

Yes - you are a director or trustee or are affiliated with an organization as described above. If you checked this box, complete the information below. Use a separate sheet if you need more space.

Affiliation 1

Name of organization	Position Held

Affiliation 2

Name of organization	Position Held

Affiliation 3

Name of organization	Position Held

Affiliation 4

Name of organization	Position Held

About private economic interests

If you have a private economic interest, it poses a risk when others feel it influences your behaviour or your ability to carry out your duties responsibly and objectively.

Please check the appropriate box below.

Person 2

Name

Organization he or she works for

Position held

Your acknowledgement

You have provided the above information for the following reporting period:

[date to date]

Please sign here

Name *(please print)*:

Signature

Date

**Appendix C
Annual Acknowledgement**

Use this form to acknowledge that you have read and understood the Code and will comply with it.

You are required to complete this form every January while you are working for us or serving on our Board.

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As an employee, executive officer or director, you are required to read and understand our Code of conduct, and acknowledge that you have done so and will comply with the Code. We will ask you to do this every January.

Reporting Period

[date to date]

Your acknowledgement

Please check the appropriate boxes below for the reporting period specified above:

You acknowledge that you have read and understood our Code of conduct.

You confirm that you have complied with the Code during the reporting period specified above.

If you are a director of CDIC, you agree you have observed the *Ethical Guidelines for Public Office Holders* and the *Guidelines for the Political Activities of Public Office Holders* during the reporting period specified above.

You confirm that you have complied with the personal trading guidelines described in the Code during the reporting period specified above.

Please sign here

Name (please print):

Signature

Date

Appendix D
Summary of obligations of Directors (referred to as “public office holders”) under the
Conflict of Interest Act

This summary, prepared by the Office of the Conflict of Interest and Ethics Commissioner, is intended as a quick reference; the Act itself is the final authority.

August 2007

Conflict of Interest: public office holders are in a conflict of interest when they exercise an official power, duty or function that provides an opportunity to further their private interests or those of their relatives or friends, or that improperly furthers another person's private interests. (Section 4)

General Duties (Part 1)

All public office holders must:

- **arrange their private affairs** to prevent a conflict of interest (section 5);
- **abstain from participation in decisions** that would involve a conflict of interest (subsection 6.(1)); and
- **not take any action** aimed at circumventing the *Conflict of Interest Act* (section 18).

Prohibited activities while holding office (Part 1):

- **Preferential treatment:** of any person or organization based on the identity of the person or organization representing them (section 7);
- **Insider Information:** using information that is not available to the public to further one's private interests or the private interests of relatives or friends, or to improperly further another person's private interests (section 8);
- **Influence:** using one's position to influence a decision to further private interests (section 9);
- **Offers of employment:** being influenced in exercising one's duties by offers of outside employment (section 10);
- **Gifts:** accepting any gift or other advantage that might reasonably be seen to influence the exercise of one's official duties (section 11);
- **Contracting with family:** entering into a contract or employment relationship, in the exercise of one's official duties, with a spouse, common-law partner, child, sibling or parent or permitting the entity for which one works to do so (section 14);
- **Fundraising:** personally soliciting funds if it would place the public office holder in a conflict of interest (section 16).

Recusal (Part 2)

- All public office holders must recuse themselves from any discussion, decision, debate or vote if they would be in a conflict of interest (section 21).

Post-Employment - Prohibited Activities (Part 3)

- acting in a manner that takes improper advantage of one's previous office (section 33);
- acting for or on behalf of any person or organization in connection with any specific proceeding, transaction, negotiation or case where the Crown is a party and where one had acted for, or provided advice to, the Crown while in public office (subsection 34.(1)); and
- providing advice to clients, business associates or employers using information that was acquired in the course of one's official duties and that is not available to the public (subsection 34.(2)).

Administration and Enforcement (Part 4)

- The Commissioner may conduct an examination:
 - on the written request of a member of the Senate or House of Commons who has reasonable grounds to believe that a public officer holder or a former public office holder has contravened the Act (section 44); or
 - on her own initiative if she has reason to believe that a public office holder or a former public office holder has contravened the Act (section 45).