

# PROSPECTORS AND DEVELOPERS ASSOCIATION OF CANADA

## VOLUNTEER CODE OF CONDUCT

### Preamble and Definitions

The Prospectors and Developers Association of Canada ("PDAC" or "Association" or "Corporation") is governed by the *Canada Not-for-Profit Corporations Act* ("CNCA") and operates under PDAC BY-LAW NO. 1 ("by-law" or "by-laws"). PDAC has a general governance framework and clear relationships:

- The board of directors ("Board" or "Board of Directors") is elected by the members ("Members") of PDAC.
- The Board is responsible for managing or supervising the management of the activities and affairs of PDAC.
- As part of this supervisory oversight function, the Board appoints and oversees the executive director ("Executive Director" or "ED"). The ED reports to the Board and is responsible for the day-to-day management of PDAC.
- The ED, as management, hires and is responsible for employees (the "staff"), and with staff, organizes volunteers, to operate PDAC through the activities of its policy and program areas, and committees.

The members of PDAC are grouped into three classes: Corporate Members, Individual Members and Honorary Members (collectively "Members").

The officers ("Officers") of PDAC are: President, First Vice-President, Second Vice-President, Secretary, Treasurer and Executive Director.

Former Directors who have served as President are "Past Presidents".

Due to their fiduciary relationship with the PDAC, Board members, Past Presidents and Officers are required to adhere to the PDAC Board Code of Conduct.

PDAC committees ("Committees", or singular "Committee") are established by the Board in accordance with Part 6 of the by-laws. Under the by-laws, the Board is required to have an audit committee and a governance and nominating committee, referred to as "Standing Committees". The Board may appoint an executive committee, so long as it is determined to be beneficial to the operation of PDAC.

The Board has established additional committees ("Strategic Committees") to assist the PDAC in achieving its goals set out in its Strategic Plan. All Committees operate under the guidelines of PDAC Committees' Guidelines and Terms of Reference (the "ToR").

PDAC volunteers ("Volunteers", or singular "Volunteer") are often PDAC Members who provide their time and subject matter expertise to assist the Association to achieve its goals. Volunteers include:

- Committee chairs, co-chairs and members
- Ad Hoc working group chairs and members
- Others who are providing their time to PDAC, whether or not they are compensated by their employer, their own business, or another organization, during the course of volunteering with PDAC

### 1.0 Mission: Our Purpose

As the voice of mineral exploration and development in Canada, PDAC works with its stakeholders to access the land, capital, and skills required to responsibly discover and develop minerals and metals (Strategic Plan 2023 – 2028).

## **2.0 Purpose of the Volunteer Code of Conduct**

PDAC is committed to ensuring that in all aspects of its affairs it maintains the highest standards of public trust and integrity to preserve its long tradition of credibility with its Members, other stakeholders, the public and within the Association.

The Volunteer Code of Conduct provides guidance on issues related to: respectful workplace and appropriate conduct; confidentiality and public spokespersons; equity, diversity and inclusion; and conflicts of interest. A list of references has been provided at the end of this Code of Conduct, and within certain sections, underlying policies are highlighted. Volunteers are expected to read these underlying policies.

## **3.0 Confidentiality**

Volunteers are to respect and protect the confidentiality of information concerning or related to the business and affairs of the Association (the Confidential Information), whether that information is received in a committee or working group meeting, or is otherwise provided to, or obtained by, a Volunteer. Volunteers shall not; 1: disclose the Confidential Information without express consent of the President or Executive Director; or 2: use the Confidential Information for their own purposes.

## **4.0 Authorized Spokespersons**

The only persons authorized to speak on behalf of the Association are the President and the Executive Director, or persons designated, for the purposes of a single event on a case-by-case basis, by the President or Executive Director.

No Volunteer shall speak or make representations on behalf of the PDAC unless authorized by the President or Executive Director. When so authorized, the representations made by the Volunteer must be consistent with accepted positions and policies of the PDAC.

News media contact and public discussion of the Association's affairs should only be made through the authorized spokespersons. Any Volunteer who is approached by media representatives should refer such individuals to the authorized spokespersons.

## **5.0 Respectful and Appropriate Conduct**

The PDAC is committed to providing a collegial environment in which all individuals are treated, and treat each other, with respect and dignity. It is recognized that Volunteers bring to PDAC diverse backgrounds, skills and experience. All discussions, whether in a meeting, via phone calls, or in written correspondence, shall take place in an atmosphere of mutual respect and courtesy.

PDAC requires officers, directors, employees, volunteers and consultants to observe the highest standards of professionalism and personal and business ethics in the conduct of their duties and responsibilities. In line with this commitment, it is expected that individuals conduct themselves with honesty and integrity in fulfilling their responsibilities and comply with PDAC codes of conduct as well as all applicable laws, regulations and policies including those of the PDAC. Individuals who have serious concerns about any aspect of the PDAC's work or activities, or breaches of codes of conduct, have a confidential forum to come forward and voice their concerns.

For this purpose, PDAC has established an [\*\*Ethical Workplace Reporting Policy and Procedures\*\*](#), the purpose of which is to ensure that the Association maintains the highest ethical standards on behalf of its members and to provide a process for officers, directors, employees, volunteers, members, stakeholders or others to raise concerns related to behaviour of individuals as it applies to the Association.

## 6.0 Working Relationships between Volunteers and Staff

As noted in the Preamble, there are several ways in which Volunteers provide their time and expertise to assist the PDAC in carrying out its goals. In all cases, Volunteers conduct their activities in conjunction with PDAC management and staff.

The Executive Director reports to the Board and is responsible for the day-to-day management of PDAC, including being directly responsible for staff, and with staff, organizes and supports Volunteers, to contribute to the operation of PDAC through the activities of its policy and program areas, and committees. For example, through Committees and any working groups, Volunteers:

- provide discussion and advice
- make recommendations
- participate in the preparation or review of documents, as required
- participate in outreach and Convention activities

Staff leads for each PDAC program area:

- provide Committee meeting coordination and participate in preparation or review of documents
- provide issues coordination, information and expertise
- work with committee members to develop annual workplans and budgets
- are accountable for the budget and executing the annual workplan
- organize outreach and Convention programming

## 7.0 Equity, Diversity and Inclusion

PDAC is committed to equity, diversity and inclusion at all levels of the Association, and has established a [Policy on Equity, Diversity and Inclusion](#). The Association welcomes and encourages diversity with the membership, board, staff, committees, suppliers, consultants, contractors, volunteers, and at the annual convention.

The principle of equity, diversity and inclusion means creating an environment that values, celebrates, respects and advocates for individuals for their talents, skills and contribution regardless of differences, including ethnicity, gender, race, age, national origin, disability, sexual orientation, and religious beliefs. All individuals will have fair and unbiased access to opportunities.

Promoting the improvement of equity, diversity and inclusion in Canada's mineral exploration sector is a strategic priority for the PDAC. Full inclusion of diverse individuals builds value by bringing a wide range of insights and perspectives to solving problems, meeting challenges and forging new paths forward. PDAC aims to lead by example, demonstrating the advantages of equity, diversity and inclusion to the mineral exploration sector through its own commitment and action.

## 8.0 Conflict of Interest

Volunteers must avoid situations where their personal or business interests will conflict with, or may be perceived to conflict with, activities they engage in as a PDAC Volunteer. Examples of situations in which conflicts may arise may include:

- *Transacting with the Association* – When a Volunteer transacts with the Association directly or indirectly; when a Volunteer has a material direct or indirect interest in a transaction or contract with the Association.

- *Interest of a relative* – When the Association conducts business with suppliers of goods or services or any other party of which a relative or member of the household of a Volunteer is a principal, officer or representative.
- *Gifts* – When a Volunteer or a member of the Volunteer’s household or any other person or entity designated by the Volunteer, accepts gifts, payments, services or anything else of more than a token or nominal value from a party with whom the Association may transact business (including a supplier of goods or services) for the purposes of (or that may be perceived to be for the purposes of) influencing an act or decision of the Association.
- *Acting for an improper purpose* – When Volunteers exercise their position motivated by self-interest or other improper purposes. In any business involving the Association, Volunteers must act solely in the best interest of the Association. A Volunteer who is a nominee or an agent of a particular group, or who is perceived to be a nominee or an agent of a particular group, must act in the best interest of the Association even if this conflicts with the interests of the particular group.
- *Appropriation of corporate opportunity* – When a Volunteer diverts to their own use an opportunity or advantage that belongs to the Association.

A Volunteer who is in a position of conflict or potential conflict shall immediately disclose such conflict to a Committee Chair, Staff Lead or the Executive Director. The Volunteer shall not be present during the discussion or vote in respect of the matter in which the Volunteer has a conflict and shall not attempt in any way to influence the discussion or the voting.

## 9.0 References

Document	Date
PDAC BY-LAW NO. 1	March 2021
Ethical Workplace Reporting Policy and Procedures	September 2024
Policy on Equity, Diversity and Inclusion	October 2020
Strategic Plan 2023 – 2028	March 2023

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