

Appendix D1

Undertaking regarding Confidentiality and the Code of Conduct

(To be executed at the time of appointment or re-appointment, election or re-election, or employment and resubmitted annually)

The execution of this Undertaking confirms that I, _____, as a director of the College of Patent Agents and Trademark Agents, agree to act in accordance with the Code of Conduct throughout my tenure as a director and as applicable, after I cease to be a director.

OR

The execution of this Undertaking confirms that I, _____, as a member of a committee of the College of Patent Agents and Trademark Agents, agree to act in accordance with the Code of Conduct throughout my tenure as a committee member and as applicable, after I cease to be a member of the committee.

OR

The execution of this Undertaking confirms that I, _____, as a non-agent/lawyer employee or consultant of the College of Patent Agents and Trademark Agents, agree to act in accordance with the Code of Conduct throughout my period of employment or retainer and as applicable, after I cease to be a non-agent/lawyer employee or consultant of CPATA.

I understand and acknowledge:

1. In my capacity with CPATA, I have fiduciary obligations to CPATA and the relationship between me and CPATA is that of mutual trust. I will always act loyally, in good faith, in the best interests of CPATA and in accordance with the Fiduciary Obligation Guidelines set out in the Directors' Code of Conduct.
2. In my capacity with CPATA, I will endeavour to avoid conflicts of interest and if a conflict of interest arises, I will address it in accordance with the Conflict of Interest Policy.
3. In my capacity with CPATA, I have and will continue to have access to confidential information, the disclosure of which may be detrimental to the best interests of CPATA, its licensees or the public. I will keep confidential all confidential information of which I become aware because of my participation on the Board, a committee, or during the course of my employment or retainer.

4. In my capacity with CPATA, I am required to adhere to the *Privacy Act* and *Privacy Policy*.

I undertake and agree:

- i. I have read the attached Directors' Code of Conduct in its entirety. I understand my obligations and agree to be bound by them.
- ii. Any breach of this undertaking by me constitutes a breach of my standard of care and fiduciary obligations to CPATA.
- iii. If I breach this undertaking, I may, if a member of the Board or a committee, upon resolution of the Board, be removed as a director or committee member in addition to any other remedies the Board or CPATA may determine are appropriate.
- iv. If I am an employee, consultant or agent of CPATA, I may, at the discretion of the CEO and as applicable, be subject to disciplinary measures.
- iv. The obligations contained in this Undertaking continue after I cease to be a director, committee member, employee, or consultant.
- v. This Undertaking is governed by and construed in accordance with the laws of the Province of Ontario and the laws of Canada applicable thereto.
- vi. Any provision of this undertaking that is invalid or unenforceable does not affect any other provision and is deemed to be severable.
- vii. Receipt of a facsimile or electronic version of an executed signature page of this Undertaking constitutes satisfactory evidence of execution of this Undertaking.

IN WITNESS WHEREOF I have set my hand this day of _____, 20____.

Date

Signature of Director/committee member/employee/consultant

Name of Director/committee member/employee/consultant