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## Good Character Requirements, Qualifications and Conflicts of Interest Disclosure Policy

### 1. DEFINITIONS

1.1. In the Good Character Requirements, Qualifications and Conflicts of Interest Disclosure Policy, except as context otherwise requires,

- (a) “**Association**” means the Languages Canada Association,
- (b) “**Board**” means the board of directors of the Association,
- (c) “**Conflicts of Interest**” means that a Governor or a Governor’s close relative (person not at arm’s length) have an interest in a transaction that either directly or indirectly conflicts with the mission of the Association, the interests of students or the interests of the Institution,
- (d) “**Governor**” means senior staff members in positions of leadership, including all directors, members occupying a role equivalent to that of a director, trustees, partners, officers, owners and senior members of staff responsible for academic issues, marketing, administration, finance, student fee trust funds or student services in a given corporation or other legal entity with its primary purpose being the provision of training in English as a second/foreign language or French as a second/foreign language. For public sector members, Governor means senior staff members responsible for the member program,
- (e) “**Institution**” means any corporation or other legal entity providing the Language Program.
- (f) “**Language Program**” means the program created in order to teach either English as a second/foreign language or French as a second/foreign language, and
- (g) “**Vulnerable Person**” means a person who, because of his or her age, a disability or other circumstances, whether temporary or permanent, is in a position of dependency on others or is otherwise at a greater risk than the general population of being harmed by a person in a position of trust or authority towards them.

## **2. GOOD CHARACTER REQUIREMENTS**

**2.1.** Governors must be of good character.

**2.2.** Governors are deemed to be of good character provided that:

- (a) They were never convicted of a penal or criminal offence in any way connected with the mission of the Association including, without limitation, fraud, dishonesty or violence, or being a current defendant in criminal proceedings that suggests they are unable to act in accordance with the mission of the Association;
- (b) They act in accordance with the mission of the Association;
- (c) They act with honour, dignity, integrity, respect, moderation and courtesy in the performance of their duties;
- (d) They engage in their professional activities with competence;
- (e) They act at all times in the best interests of students;
- (f) They avoid all methods and attitudes likely to give a profit-seeking character in order to enrich themselves while putting student well-being and rights at risk;
- (g) They do not, by any means whatsoever, make or allow to be made a representation that is false or misleading, that amounts to coercion, duress, or harassment or that seeks to take advantage of a Vulnerable Person;
- (h) They do not claim specific qualities or skills relating, in particular, to their competence or to the extent or efficiency of their Language Program, unless they can substantiate those claims with objective metrics; and
- (i) They do not engage in inappropriate conduct with students. For greater clarity, this includes, without limiting the generality of the foregoing, sexual misconduct, harassment, and violence.

**2.3.** On behalf of all Governors of the Institution, one Governor must provide annually to the secretary of the Association, or any other person so designated, one affidavit per Institution which warrants that all the Institution's Governors are of good character. The affidavit must list all governors.

### **3. QUALIFICATIONS**

#### **3.1. Governors must not be:**

- (a) anyone who is less than nineteen years of age;
- (b) anyone who is of unsound mind and has been so found by a court in Canada or elsewhere;
- (c) anyone who has the status of bankrupt; or
- (d) any owner, officer, or director previously involved in a Language Program that went bankrupt or has drawn upon the Student Education Assurance Fund (SEAF) .  
The Association may, in writing and at its sole discretion, exempt them from the application of this provision.

### **4. CONFLICTS OF INTEREST**

#### **4.1. Members must disclose, in writing, all Conflicts of Interest and any potential Conflicts of Interest for each of their Governors. For greater clarity, they must disclose to the independent body assigned by the association, without limiting the generality of the foregoing, on an ongoing basis:**

- (a) Any material conflicts of interest arising from their role as a Governor of the Institution;
- (b) Any interests they have in organizations involved in education or in immigration that provide goods or services to students and the scope of such interests;
- (c) Any arrangements they have to manage or mitigate both potential and identified Conflicts of Interest;
- (d) Any other circumstances that a reasonable person would identify as a conflict of interest; and
- (e) When in doubt about a potential conflict of interest, a Governor should, as a measure of prudence, err on the side of caution and disclose it.

### **5. PUBLIC SECTOR MEMBERS**

#### **5.1. The provisions herein do not apply to Public Sector Members, as defined in the Languages Canada Association By-Law No. 1.**

**6. AMENDMENTS**

**6.1.** The Board may, from time to time, amend this Good Character, Qualifications and Conflicts of Interest Disclosure Policy at its sole discretion and without prior notice.

**7. EFFECTIVE DATE**

**7.1.** The Good Character Requirements, Qualifications and Conflicts of Interest Disclosure Policy will take effect on March 1<sup>st</sup>, 2025.