

ALBERTA SMALL BREWERS ASSOCIATION MEMBER CODE OF CONDUCT

Introduction

This Member Code of Conduct (“**Code**”) outlines expectations of the conduct of Members of the Alberta Small Brewers Association (“**ASBA**”). This Code states the expectations for their representation of themselves and their industry as well as their conduct in interactions with representatives of ASBA, other ASBA Members, and individuals outside of the membership including customers, suppliers, and government representatives.

Compliance with this Code is a requirement for continuing membership in ASBA. Members acknowledge that applying for and maintaining membership in ASBA indicates their acceptance of this Code. Failure to adhere to this Code may result in suspension or removal from membership or other disciplinary action. Refer to the Complaint Procedures document for full details on making a complaint and the process to resolve a complaint.

Application

This Code applies to all existing and future members of ASBA (“**Members**”). When this Code refers to Members, such term includes any directors, officers, partners, employees, agents, shareholders or other representatives of a Member. This Code also applies to the conduct of individuals serving on ASBA committees and subcommittees who are not associated with a Member, and such individuals shall be considered Members hereunder for the purposes of this Code. Members are responsible for compliance with the standards set out in the Code throughout their operations and it is the Member’s responsibility for ensuring they are fully aware of all of the requirements expected of Members.

General

ASBA promotes and protects the interests of Alberta’s small brewers. To effectively advance the goals and initiatives of ASBA, Members are expected to:

- promote the values of ASBA;
- act with honesty and integrity to uphold the reputation and good standing of ASBA;
- act in the general interest of ASBA in its activities as an ASBA Member;
- promptly pay membership dues, keep member information up to date and notify ASBA promptly if it at any time fails to meet the requirements for membership in ASBA; and
- conduct all business with ASBA and its Members with professionalism and respect.

Compliance with Laws

Brewing and the sale of beer are heavily regulated. Members must make reasonable efforts to understand and comply with all federal, provincial, municipal and local laws, ordinances, regulations, rules, by-laws, and orders that are applicable to their operations. Members must not willfully violate or disregard the requirements of the law. A pattern of repeated violations may demonstrate willfulness.

In addition, Members must be aware of, and abide by, all of the policies, mission, values, codes of conduct and rules of ASBA, as they pertain to the rights and responsibilities of Members, including but not limited to, its Bylaws and the provisions thereof related to membership, the terms and conditions attaching to membership and the obligation to pay membership dues.

Confidentiality

Data and information generated in support of or in connection with the activities of ASBA is a fundamental source of value that Members may access by virtue of membership in ASBA. The process of sharing such data and information is a powerful tool to help support innovation, collaborative engagement, and growth in the brewing industry.

As a component of membership in ASBA, it is anticipated that Members may participate in ASBA programs, events, meetings, engage with ASBA and collaborate with other Members, resulting in the exchange, disclosure or sharing of information of a confidential, proprietary or sensitive nature (“**Confidential Information**”). This information may include, for example, product information, trade data, proprietary know-how, information regarding actual or pending intellectual property, information regarding scientific research or work product, financial information, and market information. It is recognized that Confidential Information may be shared with, or among, ASBA or its Members with the expectation that it will not be disseminated outside of the membership, and therefore sharing of this information must be conducted within a framework that leads to trust and appropriate maintenance of confidentiality.

Consequently, as a Member of ASBA, the Member is expected to adhere to the following principles in order to promote appropriate information sharing, establish and maintain trust, and avoid the inappropriate use or disclosure of information that could potentially harm or compromise the commercial interests of any Member:

- Confidential Information provided to or exchanged with ASBA or other Members during ASBA meetings, workshops, events, town halls, roundtables, private communications, project proposal and evaluation activities, and similar activities must be treated as confidential unless otherwise specified.
- No Confidential Information may be communicated to others outside of ASBA's membership without the prior consent or authorization of the Member that shared the information. Notwithstanding this, a Member is permitted to share or disclose Confidential Information to its agents and representatives (including legal counsel, accountants, financial advisors, and funders) that may have a need to know the information for the purpose of providing informed advice to the Member, including with respect to any project or transaction that the Member may be contemplating with another Member. In such a case, however, the agent or representative, as the case may be, must be informed by the Member of the confidential nature of the information, and directed to treat such information as confidential and in accordance with this Code.
- Confidential Information shared by a Member may only be used for the purpose(s) for which it was shared, unless separate consent or authorization for further or additional use is first obtained from the Member that shared the information.

- Each Member has a duty not to disclose or discuss with another person or entity, or to use for their own purposes, Confidential Information of other Members received in their capacity as a Member of ASBA, unless otherwise authorized in writing.
- Members may not use the contact information of other Members for marketing purposes.
- Members must not make improper or unauthorized use of Confidential Information they have obtained in course of ASBA activities.
- Comments and views expressed by Members at ASBA events and during ASBA activities do not necessarily reflect the opinions or positions of ASBA, and should not be represented as such by Members.
- Members must respect the proprietary and intellectual property rights of other Members.
- Members must refrain from using Confidential Information shared by or acquired from other Members in the course of ASBA activities for their own benefit or gain, or in order to compete with such other Member(s).
- If a Member's membership with ASBA expires, is terminated, or otherwise ends, the Member must promptly destroy or return all Confidential Information that it may have obtained from or in relation to ASBA.
- The obligations of confidentiality outlined in this Code will not apply to information that:
(a) is or becomes generally available to the public other than as a result of a disclosure by a receiving Member, (b) becomes available to Members on a non-confidential basis from a source other than ASBA or any of its Members, if this source is not bound by a confidential or non-disclosure agreement with, or obligation of secrecy to, the disclosing Member, or (c) can be shown by the receiving Member(s) to have been independently developed by a receiving Member(s) without access to information of the disclosing Member.

Respect for Individuals and Groups

(a) Anti-Harassment

ASBA is an organization committed to providing an environment free of discrimination and from abusive, offensive, or harassing behavior. All Members must treat all individuals and groups respectfully, recognizing their human dignity, regardless of their diverse human characteristics: race, color, sex, sexual orientation, gender expression, age, physical or mental disability, size or appearance, genetic pre-disposition, religion, ancestry, national origin, or veteran status.

Accordingly, harassment of any form will not be tolerated in any ASBA-related setting including ASBA events, meetings, conferences, town halls and in any interpersonal or electronic communications related to ASBA's operations and membership.

In this section of the Code, the following terms shall have the following meanings:

"Harassment" refers to a single or repeated incident of objectionable or unwelcome conduct, comments, bullying or actions intended to intimidate, offend, degrade or

humiliate a particular person or group. A single incident may constitute harassment when it is demonstrated to be severe or has a significant or lasting impact on the receiving individual. Harassment includes, but is not limited to:

- offensive jokes, gestures, slurs, epithets or name calling;
- insults or derogatory comments;
- written or electronic communications containing offensive jokes, slurs or images;
- offensive graffiti, objects, posters, imagery or pictures;
- threats, ridicule, mockery or other forms of intimidation; and/or
- physical assault and abuse, including but not limited to hitting, punching or slapping.

Harassment does not include any reasonable conduct of the Board of Directors or employees of ASBA related to the normal management of Members or ASBA, when there is an isolated disagreement, or an absence of or perceived absence of social niceties. Differences of opinion or minor disagreements between employees and Members or Members and Members are also not generally considered to be harassment if steps are taken to resolve the conflict.

“Sexual Harassment” refers to unwelcome sexual advances, requests for sexual favours and other verbal, visual or physical conduct of a sexual nature. Sexual harassment includes, but is not limited to:

- unwelcome physical touching, including patting, pinching, stroking, kissing or hugging;
- offering to provide favourable treatment or rewards for sexual favours;
- making or threatening reprisals for rejection of sexual favours or advances;
- comments on a person’s physical attributes or manner of dress made in a sexual context or with sexual overtones;
- sexual comments, stories and jokes, including comments about a person’s sexual activities;
- written or electronic communications (texts, emails, calls) of a sexual nature or containing offensive sexual content;
- repeated and unwanted social invitations for dates or physical intimacy;
- accessing sexually explicit, pornographic or other socially offensive websites or chat rooms using Cooperative resources;
- sexually suggestive gestures, whistling or leering;
- displaying sexually suggestive pictures, objects, cartoons, calendars, or posters; or
- physical violence, including sexual assault.

Members must not engage in any form of Harassment or Sexual Harassment against any individual in any ASBA-related setting. Members must notify an employee or member of the Board of Directors of ASBA when they observe or become aware of an incident of Harassment or Sexual Harassment that involves Members or other individuals in an ASBA-related setting.

(b) Respectful Communication

Members must not make disparaging remarks about other Members. Members must respect the opinions of others and address conflicts in a positive and constructive manner. Members must respect other's privacy in their personal lives. Members must treat all individuals and groups professionally and respect their personal property. Members must at all times respect the decisions of the Board of Directors of ASBA and must be respectful towards ASBA employees and contractors who are carrying out the decisions and objectives of ASBA.

Responsible Alcohol Consumption

As brewers, industry associates and members of the community of brewing enthusiasts, Members may share and enjoy alcohol beverages at ASBA events. In consuming alcoholic beverages, Members must adhere to principles of responsible consumption.

Members must protect the image of both ASBA and the brewing industry generally by taking steps to ensure no Member, including themselves, breaks any laws in the process of purchase, sharing or the consuming of alcoholic beverages in association with any ASBA events. Should Members consume more than a reasonable amount of alcohol and either are, or appear to be, intoxicated, ASBA Members must take reasonable steps to keep those Members from breaking any laws and from harming themselves or others.

Responsible Alcohol Marketing

Members must encourage the safe consumption of alcoholic beverage products and refrain from sales and marketing practices that encourage unsafe consumption of products or consumption by persons below the legal drinking age.

ASBA is committed to having Members engage solely on the merit of its efforts, products, and services. Members should avoid any actions that create a perception that favorable treatment of outside entities by the ASBA was sought, received, or given, including engaging in prohibited inducements and benefits as set forth in the Alberta Gaming Liquor and Cannabis licensee handbook, as amended from time to time.

Accurate Disclosure

Members will make certain that all disclosures made in financial reports, production reports and other documents provided to ASBA are full, fair, accurate, timely, and understandable. This obligation applies to all Members, including all financial officers, with any responsibility for the preparation for such reports, including drafting, reviewing, and signing or certifying the information contained therein.

Media Inquiries

ASBA is a high-profile association, and from time to time, Members may be approached by reporters and other members of the media. If asked to speak regarding ASBA, to ensure that ASBA speaks with one voice and provides accurate information about ASBA, Members should direct any media inquiries to the Executive Director of ASBA.

Amendments

The Board of Directors of ASBA may, from time to time, amend the Code.

Administration of the Code

The Executive Director of ASBA is responsible for the administration of this Code. If a Member has any questions about the Code generally, concerns about whether the standards are being met by another Member, or any questions about reporting a suspected violation of the Code, they may contact the Executive Director as follows:

Alberta Small Brewers Association
PO Box 78029 Heritage
Calgary, AB T2H 2Y1
Email: executivedirector@albertabrewers.ca

If Members are found in breach of this Code, the Board of Directors of ASBA may take any preventative or disciplinary action as it deems appropriate, including but not limited to: (i) taking steps to initiate the termination of the Member's membership, pursuant to ASBA's Bylaws; (ii) impose any other sanction or disciplinary action that is otherwise permitted by the Bylaws; or (iii) waive any violation of this Code; all in the sole discretion of ASBA. ASBA will refer to the Complaint Procedures document to receive complaints and to resolve complaints.

CODE OF CONDUCT COMPLAINT PROCEDURES

September 2022

These Code of Conduct Complaint Procedures (the Procedures) shall govern the receiving, examining, and resolving of complaints when an Alberta Small Brewers Association member has violated the Alberta Small Brewers Association Code of Conduct (the Code). The Alberta Small Brewers Association will seek to resolve complaints in a way that best advances the goals of promoting inclusion in the beer industry. Resolutions will favor education and self-remediation, backed by possible sanctions up to and including removal of a member.

A. Filing a Complaint

1. Any member (voting or non-voting) or group of members of the Alberta Small Brewers Association may file a complaint against another member or group of members at any time relating to conduct occurring after the effective date of the Code, October 18, 2022. Members must submit complaints in writing by completing the [Member Complaint Form](#) or via the #NotMe platform.
2. The complaint should explain in reasonable detail the conduct at issue and identify the provision(s) of the Code allegedly violated, if possible. Alberta Small Brewers Association staff shall contact the complaining party if a complaint is incomplete or filled out incorrectly.
3. A complaint found to be knowingly false or misleading, frivolous, or filed for an improper purpose, may subject the complaining member to discipline. Without limitation, any complaint that is based on or motivated by competitive considerations will be treated as filed for an improper purpose.

4. Within 10 (10) business days of receiving a complaint, Alberta Small Brewers Association staff shall, on the same date: (a) acknowledge the filing of the complaint; (b) provide the complaint and any supporting material to the review panel (discussed further below); and (c) notify any member directly involved in the complaint, including but not necessarily limited to the member or members subject to the complaint, of the complaint and its allegations. Each communication shall also include a copy of the Procedures. Members involved in a complaint may be referred to below individually as a “party,” and collectively as “the parties.”
5. Proceedings under these procedures shall be kept confidential between the parties, the panel described below, the Alberta Small Brewers Association, and their respective employees, officers, directors, agents, and representatives, subject to the following:
 - a. If asked, the Alberta Small Brewers Association may acknowledge publicly that particular conduct has been the subject of a complaint, and that proceedings are ongoing.
 - b. A party may request that it be allowed to submit evidence “under seal” with greater confidentiality protections if it wishes to secure additional confidentiality as between the parties and/or persons involved in the proceedings.
 - c. The Alberta Small Brewers Association will publish the Final Decision, discussed below, and that Final Decision may refer to and/or incorporate evidence submitted by the parties, arguments and submissions by the parties, and the Panel Recommendation, discussed below.
 - d. A party’s public disclosure of these proceedings outside of the parameters of these Procedures constitutes a violation of the Code.

B. Investigating a Complaint

6. The Alberta Small Brewers Association shall refer each complaint to its review panel to investigate and provide recommendations for the actions to be taken, if any, in light of the complaint. The Alberta Small Brewers Association shall designate one member of its staff to act as its primary point of contact with the panel members and the parties.

7. The panel consists of three individuals chosen by Alberta Small Brewers Association staff for their varied expertise in multiple relevant areas such as law, diversity, equity and inclusion, and employment practices. The panel will include one board member.
 - a. Should any panelist have a conflict-of-interest, then that panelist must recuse themselves from the proceedings. In such cases, the other panelists and the Alberta Small Brewers Association shall stay proceedings and endeavor to appoint a replacement panelist as soon as reasonably possible.
 - b. In addition to the three panelists, the panel has the authority to request information, advice, or assistance for other persons, including but not limited to Alberta Small Brewers Association staff, to aid in their investigation and deliberations. Notwithstanding the forgoing, in no event shall persons involved in the panel's investigation or deliberations consult with members of the Alberta Small Brewers Association Board of Directors regarding the proceedings prior to the transmission of the Panel Recommendation, discussed below, to the Board.

8. As soon as reasonably possible after convening and in no event more than fourteen (14) days after convening, the panel shall:
 - a. Provide to the member(s) subject to the complaint the evidence submitted in the complaint and a summary of the complaint's allegations.
 - b. Decide whether the nature of the complaint warrants identifying the complaining member(s) to the member(s) that are the subject of the complaint. While each situation may differ, complaints involving public acts (e.g., complaints about the labeling of a product) generally will not require disclosure of the complaining member, while those involving specific conduct (e.g., alleged harassment of an individual by another individual) generally will require disclosure to allow the subject of the complaint to address the allegations.
 - c. Promptly schedule initial calls or meetings (if practical) with the parties to discuss investigation and decision procedures, scheduling, and seek to narrow the issues. Where the panel decides not to identify the complaining member to the subject of the complaint, such calls or meetings will not invite or include the other party or parties.

9. At any time prior to making its recommendation to the Board, the panel may:
 - a. Dismiss a complaint as knowingly false or misleading, frivolous, or filed for an improper purpose, along with a recommendation to the Board on whether the complaining party or parties should be subject to discipline for filing the complaint.
 - b. Dismiss a complaint where the subject of the complaint promptly takes appropriate remedial action to address the conduct complaint of.
 - c. Dismiss a complaint if, in the judgement of the panel, the complaining party waited too long before making its complaint. By way of example only, the panel may dismiss as untimely a complaint about a member's label that has been in the market for many months.
 - d. Stay the resolution of a complaint where an ongoing investigation by a governmental body or an ongoing court, arbitration, or other proceeding is examining the conduct that is subject to the complaint. In staying proceedings, the panel may re-commence its evaluation of the complaint at any time, and generally should consider re-commencing its evaluation upon the resolution of any parallel investigation or proceeding.
 - e. Encourage the parties to resolve their differences in an amicable way in lieu of further proceedings under these Procedures.

10. All parties may submit evidence to the panel for its consideration. Evidence should be submitted with the complaint, and the panel must receive all evidence within thirty (30) days after the Alberta Small Brewers Association provided its acknowledgement to the complaining member or members and notification to affected members.
 - a. No formal rules of evidence shall apply to the submission of evidence, but the panel may take into account recognized evidentiary concepts in accepting, crediting, and weighing evidence. By way of example only, the panel will give "hearsay" evidence less weight and credibility than non-hearsay evidence.
 - b. A party may provide documentary evidence, and it can request that the panel receive testimonial evidence, either in person or via electronic means.

Where warranted in order to ensure a fair process, the panel may give a representative of each party the opportunity to witness or listen in on (depending on the format of testimony) any presentation of testimonial evidence. The panel shall exercise reasonable efforts to accommodate timely requests to provide testimonial evidence, but nothing shall obligate the panel to grant any such request.

- c. The panel may, either at the suggestion of a party or on its own, request that a party provide the panel with certain evidence. The panel cannot force a party to produce any evidence, but the panel may consider the failure to provide requested evidence in its decision.
- d. The panel shall provide any material submitted to it to each and every other party.
- e. The panel shall not be required to treat any evidence or other material or communication provided to the panel as confidential from the panel, other parties, the Alberta Small Brewers Association, or their respective employees, officers, directors, agents, and representatives. Should a party seek to submit sensitive information only to the panel and on a confidential basis, then it must submit a request to do so in writing that explains and supports the reasons for the proposed confidential treatment. The panel shall consider and respond to such requests as promptly as reasonably possible.

11. Each party shall have ten (10) days after the final day in which to submit evidence to the panel to provide the panel with a written submission explaining its position and commenting on the evidence submitted by the parties. The panel shall provide any such submission to all parties.

C. Panel Recommendation

12. No later than sixty (60) days following the transmission of the acknowledgement and notices, the panel shall issue its written findings of fact and its recommendation for any necessary further action (the Panel Recommendation) and provide that Panel Recommendation to the parties and to the Board of Directors of the Alberta Small Brewers Association (the Board).

13. The Panel Recommendation shall summarize the evidence submitted, the panel's conclusions, and recommend one or more courses of action, which may

include remedial actions short of removal, removal for a defined period or definitely, or such other action that the panel deems appropriate.

14. A majority of at least two members of the panel shall issue the Panel Recommendation. Where a panel member does not agree with the Panel Recommendation, that panel member may issue a written dissent simultaneously with the issuance of the Panel Recommendation.

D. Decision by the Board

15. Each party may submit to the Board a written submission commenting on the panel's recommendation. The Board must receive all such submissions not later than seven (7) days following the issuance of the Panel Recommendation.

16. Any Board member who is associated with a party or with any other person or entity with a direct interest in the outcome of the proceedings shall recuse themselves from the deliberations of the Board.

17. Within thirty (30) days of receiving a Panel Recommendation, the Board shall make a decision with respect to the discipline of a member. A final decision requires a two-thirds majority vote by the Board.

18. In reaching the decision, the Board may consider the parties' submissions, the Panel Recommendation, and evidence and written submissions provided.

19. A party may submit additional evidence to the Board only for good cause shown and only if the Board finds that the evidence could not have been produced during the panel's investigation.

20. The final decision of the Board (the Final Decision) may simply adopt the Panel Recommendation, or it may separately or further explain the reasoning of the Board.

E. Remediation

21. The Alberta Small Brewers Association shall publish and carry out the Final Decision. Without limiting the formulation of other remedies than those outlined below, actions can include:

- a. Censure;

- b. Membership conditioned on a member taking certain remedial actions;
- c. Removal from membership for a set period of time; or
- d. Indefinite removal from membership.

22. In formulating the appropriate discipline for a member found to have violated the Code, the panel and the Board shall consider how best to ensure that the member in question remedies its conduct and does not make the same or similar transgressions in the future. Other factors that may be considered include, without limitation:

- a. The member's good faith remorse, or lack thereof, over the conduct in question;
- b. Whether the conduct represented a single occurrence or a pattern of behavior;
- c. The egregiousness of the conduct in question; and
- d. Whether the person(s) engaging in the conduct are part of the member brewery's ownership or upper management.

By joining the Alberta Small Brewers Association, each member agrees that these Procedures constitute its sole and exclusive remedy in any case where a member alleges a violation of the Code of Conduct. Each member expressly waives all other claims, rights, and remedies.